

**Amended and Restated Bylaws
of the
North Country Trail Association
A Michigan Nonprofit Association**

April 26, 2014

As Amended August 21, 2014, May 6, 2017, July 27, 2017, February 6th and April 26th, 2018.



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ARTICLE I
Offices

Section 1.1. INCORPORATION

The North Country Trail Association (“**Association**”) is a nonstock, nonprofit, directorship corporation incorporated in the State of Michigan. The Association is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 1.2. PURPOSES AND POWERS

The purposes for which the Association is formed and the powers which it may exercise are set forth in the Articles of Incorporation of the Association, as they may be amended from time to time (“**Articles of Incorporation**”).

Section 1.3. PRINCIPAL OFFICE

The principal office of the Association as of the date these Bylaws are adopted is 229 East Main Street, Lowell, MI 49331, and may be moved to another location from time to time as determined by the Board of Directors of the Association (“**Board of Directors**” or “**Board**”).

Section 1.4. OTHER OFFICES

The Association may have other offices as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE II
Members

Section 2.1. MEMBERSHIP AND CLASSES OF MEMBERS

The classes of members and the rights, qualifications, tenure and privileges of each class shall be determined by the Board of Directors and kept on file at the Association’s principal office. Honorary members may be appointed by the Board of Directors.

Section 2.2. DUTIES OF MEMBERS

All members may enjoy the benefits established for their membership. Members actively volunteering to perform additional duties such as trail building and maintenance, publicity contacts, land or rights- of-way acquisition, or other activities have the responsibility of conforming to the Association’s safety and performance standards. These standards shall be established periodically by the Board as necessary as a policy to reduce volunteer risk and to protect the Association. Active member volunteers are responsible for conducting their activities in a manner that builds a positive public image and they shall refrain from fraudulent activity, bad faith, self-dealing, and transactions involving material conflicts of interest.

Members volunteering for field activities that knowingly violate Association safety and performance standards and are injured may not be eligible for protections or benefits provided by the Association.

Section 2.3. SUSPENSION OR EXPULSION OF MEMBERS

The Board of Directors is empowered to pass a resolution suspending or expelling a member from this Association for any valid reason, such resolution not to take effect until affirmed by a two-thirds majority vote of the Board of Directors.

Section 2.4. NO TRANSFER OF MEMBERSHIP

No membership in this Association is transferable or assignable.

**ARTICLE III
Membership Donations**

Section 3.1. ANNUAL MEMBERSHIP DONATIONS

The Board of Directors shall determine the minimum membership donation payable to the Association to join and renew membership for each classification.

Section 3.2. PAYMENT OF MEMBERSHIP DONATION

A minimum membership donation shall be payable prior to becoming a member except in the case of special free memberships. Thereafter any donation made by the member to the Association equal to or greater than the minimum membership donation amount shall automatically renew the membership for another twelve months.

Section 3.3. DEFAULT AND DETERMINATION OF MEMBERSHIP

When any member of any class shall default in making a donation equal to the minimum membership donation for a period of fifteen months from their last qualifying membership donation, such member's membership will be terminated without further action by the Board. During the final three months of the fifteen month period, the member's membership is not considered to be in good standing.

**ARTICLE IV
Meetings of Members**

Section 4.1. REGULAR MEETINGS

The Association encourages regional and trail-wide gatherings for all interested members to share hiking experiences and trail building expertise, to generate and affirm personal enthusiasm for the North Country National Scenic Trail (sometimes referred to in these Bylaws as the "NCNST" or "Trail"), to participate in education and training activities, to express their ideas and suggestions about the Association and the NCNST, and for other purposes as determined by the Board of Directors. Notwithstanding the foregoing, meetings of the members are not mandatory.

Section 4.2. SPECIAL MEETINGS

Special meetings of the members may be called by the Board of Directors to be held at times and places, and for such purposes, as may be determined from time to time by the Board of Directors.

Section 4.3. NOTICE OF MEETINGS

Written notice of the date, time, and place, if any, of a member meeting shall be given to members of record of the Association not less than 10 nor more than 60 days before the date of the meeting, either personally, by mail, by publication in an Association publication that is circulated to all members (each an “**official publication**”), or by a form of electronic transmission. For the purposes of these Bylaws, “**electronic transmission**” means any form of communication that does not directly involve the physical transmission of paper, that creates a record that may be retained and retrieved by the recipient and that may be reproduced in paper form by the recipient through an automated process. If, as authorized by the Board of Directors, a member may be present at the meeting by remote communication, the means of remote communication allowed shall be specified in the notice of the meeting. In the case of a special meeting, the purpose for which the meeting was called shall be stated in the notice. Any member may waive notice of any meeting, and attendance at a meeting by a member shall be deemed to be such a waiver unless the member objects to the holding of the meeting based on a lack of notice or defective notice at the beginning of the meeting.

Section 4.4. PARTICIPATION IN MEETING BY REMOTE COMMUNICATION

A member may participate in a member meeting by a conference telephone, webcast or by other means of remote communication through which all persons participating in the meeting may communicate with the other participants, if (a) the Board of Directors authorizes such participation; (b) all participants are advised of the means of remote communication; (c) the Association implements reasonable measures to verify that each person considered present at the meeting by means of remote communication is a member; and (d) the Association implements reasonable measures to provide each member a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings. Such participation in a meeting constitutes presence in person at the meeting.

Section 4.5. ELECTRONIC MEETING

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board of Directors may hold a meeting of members solely by means of remote communication if the requirements of Article IV, Section 4 above are met.

Section 4.6. CONDUCT OF MEETINGS

Member meetings shall be conducted as follows:

- (a) The President shall determine the order of the meeting and shall have the authority to establish rules for the conduct of the meeting. Any rules adopted for, and the conduct of, the meeting shall be fair to members.
- (b) If disorder arises that prevents the continuation of the meeting, the President may adjourn the meeting.
- (c) The President may require any person who is not a member of record to leave the meeting.

ARTICLE V Board of Directors

Section 5.1. GENERAL POWERS

The Association’s business and affairs shall be managed by or under the direction of the Board of Directors, except as otherwise provided by statute or the Articles of Incorporation.

Section 5.2. RESPONSIBILITIES

It is the responsibility of each director to participate in the Association's efforts in strategic planning, program oversight, approval of an annual budget, Board committee activity, fund raising, annual financial review, policy development, supervision of the Executive Director, Board development, activities of the Association within the director's state of residence, and other Board work as determined by the President, and to stay informed of programmatic progress.

Section 5.3. NUMBER, COMPOSITION AND NOMINATION

5.3.1. Number of Directors; Vote; Honorary Directors Permitted

The Board of Directors shall have not less than 14 ("Minimum Number of Board Members"), nor more than 21 elected directors. Each elected director shall have one vote. The Board may also appoint honorary directors in its sole and absolute discretion. If appointed, honorary directors shall have no vote.

5.3.2. Composition of Board and Nomination of Directors

The elected Board of Directors shall consist of at least one person from each State through which the NCNST passes, with the remainder of the seats being "at-large." The identity of the individual director satisfying the forgoing requirement need not be specified and may change from time to time as long as the requirement is satisfied. "States" are defined as North Dakota, Minnesota, Wisconsin and the Upper Peninsula of Michigan, Lower Michigan, Ohio, Pennsylvania, and New York. The geographic representation of the directors among the States shall be equalized to the greatest extent reasonably possible, provided, however, that exceptions may be made to accommodate special situations or based on the skills, abilities, influence and reputation of the director(s) in relation to the Association's needs and goals.

The Board may from time to time add individuals with particular skills, associations or interest to the Board by appointing such individuals to honorary Board seats. Honorary directors shall not have a vote.

5.3.3. Honorary Directors

Honorary directors may be appointed as provided above to serve a term of up to nine Regular Meetings (defined below). Honorary directors are not required to attend Board meetings, but may do so at their discretion. Honorary directors may participate in all Board activities, and will be expected to permit the Association to use their names for the purposes of fund raising, promoting the NCNST and the Association, publicizing events associated with the NCNST and Association, and furthering the interests of the NCNST and Association.

Section 5.4. QUALIFICATIONS

Directors shall be members in good standing who have a desire and willingness to advance the purposes of the Association and are willing to perform the duties specified in these Bylaws. Directors should be willing to serve as an officer and/or to serve on committees in their field of interest or as appointed by the President. Additional qualifications may be established by the Board of Directors.

Section 5.5. ELECTION

The Board Governance Committee, in consultation with the President and Executive Director, shall prepare a slate of nominees for the Board positions that are vacant or are being vacated from time to time as needed or desired and shall submit that slate for a Board election to be held at a meeting of the Board. Directors shall be elected to the Board by the majority vote of the directors whose terms (defined below) are not expiring as of the completion of that meeting of the Board, and may be voted upon as an entire slate, or individually, each as determined by the Board at that meeting. If no nominee has been recommended for a seat open for election, that seat shall remain vacant until such time as the seat is filled following the procedures outlined by these Bylaws for filling vacant Board seats. The Board Governance Committee should seek to stagger nominations in a manner that provides continuity by overlapping the Terms of different directors or groups of directors as evenly as possible.

Section 5.6. TERMS AND TENURE

Each director shall hold office following their election for nine Regular Meetings (a “**Term**”) and, if the expiration of their tenure will result in fewer than the Minimum Number of Board Members being in office, until a successor is elected. The purpose of the last clause of the forgoing sentence regarding the Minimum Number of Board Members (“**Viability Requirement**”) is to insure that there shall always be a number of directors equal to at least the Minimum Number of Board Members. Subject to the forgoing Viability Requirements, directors may serve for up to three (3) consecutive terms. Directors that have served three consecutive terms shall not stand for re-election to the Board for at least one calendar year from the date their Term expired before being eligible for re-election, except as stated elsewhere in these Bylaws. If a director is elected at a Regular Meeting, that meeting shall count towards the calculation of their Term only if they were elected, and were therefore a voting director, for a majority of that Regular Meeting (as measured by the time of the meeting’s duration, not including periods of adjournment).

Section 5.7. VACANCIES

A vacancy occurring in the Board of Directors (including a vacancy resulting from an increase in the number of directors) that occurs at any time other than at the expiration of a term may be filled by the Executive Committee, or by the Board. A vacancy occurring in the Board of Directors due to the expiration of a Term shall be filled by the vote of the, following the nomination procedure conducted by the Board Governance Committee described in these Bylaws. A vacancy that will occur at a specific date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the newly elected or appointed director shall not take office until the vacancy occurs.

Section 5.8. REMOVAL

Any director may be removed by a majority vote of the full Board. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of the Association would be served thereby.

Section 5.9. RESIGNATION

Subject to the limitation contained in the following sentence, a director may resign by written notice to the Association. A resignation is effective upon its receipt by the Association or at a later time specified in the notice, provided, however, that if such resignation would result in there being fewer directors than the Minimum Number of Board Members, the resignation shall not be accepted or effective until another director is elected to fill the resigning director’s position.

Section 5.10. ANNUAL AND REGULAR MEETINGS

The Board of Directors shall schedule and meet at least three times per calendar year (each, a “**Regular Meeting**”), generally but not necessarily in the Spring, Summer and Winter. Any meeting in excess of three scheduled Regular Meetings shall be deemed a special meeting. The “**Annual Meeting** of the Board” will be the second Regular Meeting held each year, generally in the Summer, or such other Regular Meeting as the Board specifically designates as the annual meeting. The third Regular Meeting of each calendar year shall be held approximately thirty (30) days prior to the end of the fiscal year with one of the express purposes being the reviewing the financial position and operating budget for the next fiscal year, plus such other business as may properly come before the Board.

Section 5.11. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Executive Committee at such times and places as it deems appropriate or necessary.

Section 5.12. NOTICE OF MEETINGS

Written notice of the date, time, and place, if any, of the Annual Meeting of the Board and special meetings shall be given to directors not less than 10 nor more than 60 days before the date of the meeting, either personally, by mail, by official publication, or by a form of electronic transmission. No notice is required for Regular Meetings other than the Annual Meeting of the Board. If, as authorized by the Board of Directors, a director may be present at the meeting by remote communication, the means of remote communication allowed shall be specified in the notice of the meeting. In the case of a special meeting, the purpose for which the meeting was called shall be stated in the notice. Any director may waive notice of any meeting, and attendance at a meeting by a director shall be deemed to be such a waiver unless the director objects to the holding of the meeting based on a lack of notice or defective notice at the beginning of the meeting.

Section 5.13. WAIVER OF NOTICE

A director’s attendance at or participation in a meeting waives any required notice to the director of the meeting, unless, at the beginning of the meeting or promptly upon the director’s arrival, the director objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. A director may waive notice in writing or by electronic transmission before or after a meeting.

Section 5.14. PURPOSE OF MEETINGS

Neither the business to be transacted at, nor the purpose of, the Annual Meeting of the Board or any other regular meeting need be specified in the notice or waiver of notice of the meeting. If the purpose is stated in the notice, the business transacted at the meeting is not limited to the purpose stated.

Section 5.15. QUORUM AND REQUIRED VOTE

A majority of the directors then in office, or of the members of a committee of the Board of Directors, constitutes a quorum for the transaction of business at a meeting of the Board or committee, respectively, unless the Articles of Incorporation, these Bylaws, or, in the case of a committee, the Board resolution or charter establishing the committee, provide for a larger or smaller number. The vote of a simple majority of directors present at a meeting at which a quorum is present constitutes the action of the Board or of the committee, unless the vote of a larger number is required by statute, the Articles of Incorporation, these Bylaws, or, in the case of a committee, the Board resolution or charter establishing the committee. The presence of a director who is abstaining from a vote is included in calculating the number of votes needed for a majority or any larger number of votes required to authorize an action. If less than a majority of the Board of Directors is present at a

meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Each director present shall have one vote, with the exception of non-voting Honorary directors.

Section 5.16. ELECTRONIC PARTICIPATION IN MEETING

A director or a member of a committee of the Board may participate in a meeting by means of conference telephone, webcast, or other means of remote communication through which all persons participating in the meeting can communicate with each other if (a) all participants are advised of the means of remote communication, (b) the Board or committee implements reasonable measures to verify that each person considered present at the meeting by means of remote communication is a director, and (c) the Board or committee implements reasonable measures to provide each director a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with the proceedings. Such participation in a meeting constitutes presence in person at the meeting. A director must be permitted to participate in a meeting by such means if the director so requests. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board of Directors or a committee of the Board may hold a meeting solely by means of remote communication.

Section 5.17. ACTION WITHOUT A MEETING

Any action required or permitted to be taken under authorization voted at a meeting of the Board of Directors or a committee of the Board may be taken without a meeting, if, before or after the action, all directors then in office or of the committee consent to the action in writing or by electronic transmission. The written consents shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect as a vote of the Board or committee for all purposes.

An electronic transmission consenting to an action transmitted by a director is written, signed, and dated for the purposes of this Section if the electronic transmission is delivered with information from which the Association can determine that the electronic transmission was transmitted by the director, and the date on which the electronic transmission was transmitted. The date on which an electronic transmission is transmitted is the date on which the consent was signed for purposes of this Section. A consent given by electronic transmission is not delivered until it is received by the Secretary or any other designated officer of the Association and reproduced in paper form by the Association.

Section 5.18. COMPENSATION

Directors shall not receive any stated compensation for their services as directors, but by resolution of the Board of Directors, expenses, including but not limited to travel and lodging as identified in the Board Compensation Policy, may be allowed. Notwithstanding the forgoing, nothing in this Section shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation for such other service, provided the requirements of the Association's conflict of interest policy have been followed.

Section 5.19. LIABILITY OF DIRECTORS

A director is required to refrain from fraud, bad faith, self-dealing, and transactions involving material conflicts of interest (duty of loyalty) and to exercise his or her business judgment on an informed basis (duty of care). The Association may pursue an action against a director for monetary damages only if there is evidence of a breach of the duty of loyalty or the duty of care, including a failure to act in good faith, intentional misconduct, a knowing violation of law, an improper personal benefit, a "grossly negligent" business decision, an illegal distribution of assets, or an improper loan.

ARTICLE VI Officers

Section 6.1. OFFICERS

The elected officers of the Association shall be a President, First Vice President, Vice President East, Vice President West, Treasurer, and Secretary. The Board of Directors may elect or appoint such other assistants as it shall deem desirable, such positions to have the authority to perform the duties prescribed from time to time by the Board of Directors.

Section 6.2. ELECTION AND TERM OF OFFICERS

6.2.1. Election of Officers

Annually, the Board Governance Committee, in consultation with the President and Executive Director, will prepare a slate of candidates for officer positions that are or will be vacant that year. The officers shall be elected by the Board at the Annual Meeting of the Board from the slate of candidates provided by the Board Governance Committee.

6.2.2. President, First Vice President, Treasurer, and Secretary

The President, First Vice President, Treasurer, and Secretary of the Association shall be selected from the seated directors. The Board need not appoint or elect an officer to an office that is already filled and whose specified term has not expired. The same person may hold two or more offices, but an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged, or verified by two or more officers.

6.2.3. Vice Presidents East and West

The Vice President East shall be elected by the Board at the Annual Meeting of the Board from those directors residing in New York, Pennsylvania, Ohio or Lower Michigan. The Vice President West shall be elected by the Board at the Annual Meeting of the Board from those directors residing in North Dakota, Minnesota, Wisconsin, or Upper Michigan.

6.2.4. Terms of Officers

Officers will take office immediately after their election or appointment by the Board of Directors. The term of office for officers shall be from the time of election until their re-election or the election of their replacement at the second Annual Meeting of the Board following their election (roughly two (2) years from their appointment), or until their successor has been otherwise been elected. Officers may be re-elected to the same office only one time.

Section 6.3. REMOVAL; RESIGNATION

Any officer may be removed by a majority vote of the full Board. Removal may be with or without cause whenever, in the judgment of the Board, the best interests of the Association would be served thereby. An officer may resign by written notice to the Association. The resignation is effective upon its receipt by the Association or at a later date specified in the notice.

Section 6.4. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.5. PRESIDENT

The President shall be the principal officer of the Association and may in general supervise and control all of the business and affairs of the Association. The President shall preside when present at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer authorized by the Board of Directors, if so required, any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6.6. VICE PRESIDENTS

6.6.1. Absence of the President

In the absence of the President or in the event of his or her inability or refusal to act, the duties of the President shall be performed by the First Vice President. In the event of the inability or refusal of the First Vice President to act, the Secretary shall perform the duties of the President. Either officer, when so acting, shall have all the powers of and be subject to all restrictions upon the President. If another officer is temporarily serving as President because that office is vacant, the Board Governance Committee shall identify at least one qualified nominee for the office of President within 45 days.

6.6.2. Responsibilities of the First Vice President

The First Vice President shall annually review the Bylaws and Strategic Plan and recommend changes as appropriate with input from the Executive Committee or an appointed ad hoc committee for presentation to the Board of Directors for approval, and, in general, perform all of the duties incident to the office of First Vice President and such other duties as from time to time may be assigned by the President or by the Board of Directors.

6.6.3. Responsibilities of Vice President East and Vice President West

The Vice President East and Vice President West shall be responsible for promoting beneficial coordination of efforts and communication between the Chapter, Affiliate, and Partner organizations located within their jurisdiction and for representing them on the Executive Committee. They also shall perform such other duties as may be assigned by the President or the Board of Directors.

Section 6.7. TREASURER

The Treasurer shall be the Chair of the Finance Committee and manages with the Finance Committee the Board's review of and actions related to the organization's financial responsibilities. The Treasurer works with the Executive Director and financial/accounting staff to ensure that appropriate financial reports are made available to the Board of Directors in a timely manner and that required documents such as the annual audit, tax filings, corporate registrations are done in a timely and appropriate manner. The Treasurer works with the Executive Director and financial/accounting staff to prepare and present the annual budget for Board approval. The Treasurer participates in strategic planning and development of financial strategies and policy to assure the financial integrity and sustainability of the organization and maintains an understanding of legal and regulatory issues related to Board financial responsibility and best practices.

Section 6.8. SECRETARY

The Secretary shall oversee the keeping of the minutes of the meetings of the Board of Directors; record actions taken by the Executive Committee on behalf of the Board of Directors and report such actions from time to time to the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; oversee the disposition of and custody of the corporate records; and, in general, perform all duties from time to time as may be assigned by the President or by the Board of Directors.

ARTICLE VII Committees

Section 7.1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the First Vice President, the Vice President East, the Vice President West, the Treasurer, the Secretary and the *ex-officio* committee members described below. The Executive Committee shall carry out policies previously established by the Board of Directors. Actions of the Executive Committee shall be by majority vote of all committee members entitled to vote, with votes conducted either at a meeting or by electronic transmission, telephone or other agreed-upon means sufficient to establish a record of the decision. The Executive Director, if any, shall be an *ex-officio*, non-voting committee member of the Executive Committee. For a period of two years after leaving the office of President, the immediate past President (if still a director or appointed as an Honorary director) shall be an *ex-officio* non-voting committee member of the Executive Committee. The Executive Committee is authorized to make all contracts and authorize all transactions in the ordinary course of business of the Association, and to do all things necessary and incident thereto.

Section 7.2. STANDING COMMITTEES

The President shall appoint or approve the appointment of the chairs and committee members of the following standing committees:

- (a) Awards – responsible for soliciting award nominations, determining recipients, and presenting awards to the recipients.
- (b) Board Governance - responsible for nominating candidates and officers for the Board of Directors and officer roles, respectively, and making recommendations for strategic and tactical steps that in the aggregate ensure that every director meets his or her potential.
- (c) Field Grants – responsible for the Field Grant program.
- (d) Trail Protection – responsible for developing and supporting Association activities that help protect the NCNST from threats to its corridor.
- (e) Advocacy – responsible for leading activities to support or fight legislative initiatives on the local, regional, and national level related to issues of strategic importance to the Association or the NCNST, subject at all times to applicable limits the violation of which could jeopardize the tax exempt status of the Association.
- (f) Finance - responsible for supporting the Board in fulfilling its responsibility to oversee the Association's financial strategy and financial performance as well as audit and tax matters.

Section 7.3. OTHER COMMITTEES

- (a) The Board of Directors or Executive Committee may designate one or more committees consisting of one or more directors and other members of the Association.

- (b) A committee, to the extent provided in the resolution creating the committee, may exercise all of the power and authority of the body appointing the committee in the management of the business and affairs of the Association, except that a committee may not: (i) amend the Articles of Incorporation or these Bylaws; (ii) adopt an agreement of merger; (iii) authorize the sale, lease, or exchange of Association assets; (iv) authorize a dissolution of the Association or a revocation of a dissolution; (v) authorize or disband Chapters of the Association (other than the conditional authorization of a new Chapter by the Executive Committee provided for in Article X, Section 2 below); or (vi) fill vacancies in the Board of Directors or officer positions.

- (c) A committee exists, and each committee member serves, at the pleasure of the Board. A committee may establish a time and place for regular meetings, for which no notice is required, except that, if the committee changes the date, time, or place of a regular meeting, notice of the change shall be given to each committee member who was absent from the meeting at which the change was made. Otherwise, a notice of a committee meeting shall be given in the same manner as a notice of a Board meeting.

Section 7.4. ADVISORY COUNCILS

The Board may appoint advisory councils as desired or needed. The councils will consist of members or other interested supporters who may provide advice and counsel on issues or accomplish specific tasks. Unless otherwise provided in the resolution appointing an advisory council, the advisory council shall have no authority to act on behalf of the Association, and no resolution of the Board may give an advisory council more authority than could be given to a committee, as outlined above. See also Article XII - Volunteer Councils, below.

**ARTICLE VIII Executive
Director**

An Executive Director may be employed by the Association or serve in a voluntary role, as determined from time to time by the Board of Directors. The Executive Director shall take direction from the President and the Executive Committee and shall report to them from time to time as they deem appropriate. The Executive Director shall act as chief operating officer of the Association and shall have direct line authority over the Association's employees. Subject to the authority of the Board and the President, the Executive Director is responsible for the administration of the Association and for carrying out the policies established by the Board. In the event that there is no Executive Director, or the Executive Director is unable or unwilling to perform the position's duties, the President may assume the duties of the Executive Director or a designee(s) may be appointed by the Board of Directors to serve as the interim Executive Director.

**ARTICLE IX
Contracts, Checks, Deposits and Funds**

Section 9.1. CONTRACTS

The Board of Directors or Executive Committee may authorize any officer or agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 9.2. CHECKS, DRAFTS, AND OTHER ORDERS FOR PAYMENT

All checks, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Association shall be signed by authorized officers or agents of the Association determined by resolution of the Board of Directors.

Section 9.3. DEPOSITS; USE OF FUNDS

All funds of the Association shall be deposited to the credit of the Association in banks, trust companies, or other depositories in accordance with the banking and investment policies established by the Board of Directors.

The Association's funds and property shall be used exclusively for the Association's purposes set forth in the Articles of Incorporation. No part of the income or assets of the Association shall inure to the benefit of any individual or director.

Section 9.4. GIFTS

The Board of Directors, President or Executive Director may accept on behalf of the Association any contribution, gift, bequest, or devise for the general or special purposes of the Association. Gifts offered with restrictions establishing programs or projects outside the scope of the Association's mission or existing plans must specifically be approved or refused by a vote of the Board of Directors or Executive Committee.

Section 9.5. FISCAL YEAR

The Association's fiscal year shall be the calendar year unless a resolution of the Board of Directors designates otherwise.

Section 9.6. BUDGET

Prior to the start of each fiscal year, the Board of Directors shall adopt a budget for the following fiscal year. It shall be the responsibility of the Executive Committee, in consultation with the Executive Director, to provide the Board of Directors with budget recommendations in a timely manner. The Board of Directors may revise the budget as necessary during the fiscal year.

ARTICLE X Chapters

Section 10.1. CHAPTERS

A "Chapter" is a chartered group of Association members who work at the local level to achieve the Association's goals and mission. Each Chapter shall have a written charter and written Chapter bylaws approved by the Association Board of Directors. Chapter bylaws shall be consistent with those of the Association and any requirements set forth by the Association, and Chapter activities and operations shall conform to its charter. Chapters shall not be incorporated or otherwise exist as legal entities separate from the Association.

Section 10.2. FORMATION

A group of at least ten Association members may form a Chapter by developing a charter and bylaws based on the current templates offered by the Association and applying to the Board of Directors for approval of the proposed charter and bylaws. Upon approving the charter and bylaws, the Board of Directors will recognize the Chapter. Between Board meetings, the Executive Committee of the Board may extend conditional recognition to a group, temporarily qualifying it for Association funding or other benefits available to Chapters, with the understanding that the Board of Directors holds the authority for final approval or denial of the group's charter and bylaws.

Section 10.3. CHARTERS

Initial charters for new Chapters shall last five years. Upon expiration of the initial charter, a Chapter may, with the consent of the Executive Committee, receive a permanent charter, provided that any additional requirements set forth by the Association have been met. Charters may be revised at any time with the consent of the Chapter President or Chair, the

Association President, and any other Chapters that may be affected by the revision.

Section 10.4. CHAPTER MEMBERSHIP AND DUES

All Chapter members shall be Association members. Chapters are not permitted to admit members to the Chapter who are not also members of the Association. An Association member may be a formal member of only one Chapter, although Chapter members may participate in activities of other Chapters. Affiliation with a Chapter will be voluntary and shall not affect Association membership standing. Chapters may establish Chapter dues payable by their members, in addition to regular Association membership donations.

Section 10.5. CONTRACTS

Chapters may not enter into contracts or agreements that bind the Association, and shall have no authority to act on behalf of the Association except as specifically provided in the Chapter charter or by resolution of the Executive Committee or Board of Directors. Any agreements signed by a Chapter without the authorization of the Board of Directors will be voidable at the option of the Executive Committee or Board of Directors, in their sole and absolute discretion. No Chapter, Chapter member, or third party may rely on the actions of a Chapter or Chapter member as having been authorized by the Association without specific evidence thereof in the approved charter or a duly adopted resolution of the Executive Committee or Board of Directors, and no such actions shall, therefore, be binding upon the Chapter or the Association unless ratified by the Executive Committee or Board of Directors, which ratification shall be at the sole and absolute discretion of those bodies. Chapters or Chapter members who act in contravention of these limitations may be personally liable for any action so taken, and the Association shall have no obligation to indemnify them for those actions.

Section 10.6. DISSOLUTION

A Chapter charter may be revoked and the Chapter dissolved at any time by the Board of Directors, with or without cause, whenever in the judgment of the Board the best interests of the Association would be served thereby. Notice of such charter revocation shall be promptly provided to Chapter members known to the Association. A Chapter may only disband itself by a two-thirds or greater vote of its members, in which all Chapter members were provided sufficient notice and an opportunity to vote. In the event of the dissolution of a Chapter, all assets of the Chapter shall revert to the Association and be distributed as directed by the Executive Committee or Board of Directors.

ARTICLE XI

Affiliate and Partner Organizations and Corporations

Section 11.1. REQUIREMENTS FOR AFFILIATE OR PARTNER STATUS

An “**Affiliate**” or “**Partner**” of the Association is an independently financed organization or corporation that is a paying member of the Association; actively supports the mission, goals and vision of the Association; and has signed an Affiliate or Partner Agreement with the Association.

11.1.1. Trail Managing Affiliates

Organizations and corporations that manage or intend to establish and manage trail, a portion of which coincides or will coincide with the NCNST, may apply for Trail Managing Affiliate or Partner status with the Association. The duties, benefits and expectations of such status shall be defined by the Board of Directors and set forth in the entity’s Trail Managing Affiliate or Partner Agreement. Not-for-profit corporations, having signed an Affiliate or Partner Agreement with the Association prior to 2003, shall be considered Trail Managing Affiliates under their pre-existing agreements, as they may be amended, supplemented or restated from time to time.

11.1.2. Supporting Affiliates

Not-for-profit and for-profit corporations that provide significant and ongoing assistance to the Association including, but not limited to, administration, planning, coordination, financial support, volunteer labor, or communications, may apply for Supporting Affiliate or Partner status with the Association. The duties, benefits and expectations of such status shall be defined by the Board of Directors and set forth in the entity's Supporting Affiliate or Partner Agreement.

ARTICLE XII Volunteer Councils

Section 12.1. FORMATION OF VOLUNTEER COUNCILS

Volunteer Councils (“**Volunteer Councils**” or “**Councils**”) may be formed by the Board of Directors, or, with the prior approval of the Board of Directors, by Chapters, Affiliates, or Partners. Volunteer Councils must have a set of bylaws approved by the Association's Board of Directors.

Section 12.2. PURPOSES OF VOLUNTEER COUNCILS

The purpose(s) of a Volunteer Council must be stated in its bylaws. Examples of appropriate purposes include:

- To coordinate a geographic fund raising strategy and effort with the Association's Director of Development.
- To coordinate legislative and policy advocacy efforts with the Association's Advocacy Committee.
- To identify and recommend potential Association directors.
- To coordinate a plan for construction, maintenance and protection of the NCNST within a geographic region with the Association's Director of Trail Development and the National Park Service.
- To strengthen cooperation and communication between Chapter, Affiliate, and Partner organizations, and with the Association's Board of Directors and staff.
- To plan and conduct public relations efforts, in coordination with Association staff.
- To coordinate regional events.

Councils do not have authority to act on behalf of the Association, its Board of Directors, officers or staff.

Section 12.3. NUMBER AND DESCRIPTION

Volunteer Councils may be established by state, by region, by trail segment, by specific objective, or by any other common characteristic. Once a Council has been established, its defining parameters may be changed only with approval of the Executive Committee or the Board of Directors.

Section 12.4. COMPOSITION

Each Council defined by reference to a State shall include the following volunteers from its State:

- One representative appointed by each Chapter President;
- One representative appointed by each Affiliate and Partner headquartered in that State; and Directors from the State.

Each Council shall also include:

- One Association staff member selected as a liaison; and
- The Association President may serve as an *ex officio* Council member, at his or her discretion.

In addition, each Council may have additional Council members appointed by the Association President or as desired by the Council and approved by the Association Board of Directors. Councils formed without reference to a State or other geographic designation shall include those volunteers or representatives of classes of volunteers determined by the Board of Directors as of the formation of the Council. All Council members must be members of the Association in good standing.

Section 12.5. OFFICERS

Each Council will be chaired by an Association member appointed by the President of the Association in consultation with Directors from the State. Other officers, as specified in the Council bylaws, shall be elected by the Council representatives. The Council chair will call, organize and conduct the meetings of the Volunteer Council, and perform other duties as set forth by the Council or the Association. The Council chair serves as the primary communicator between the Council and the Association's Board and staff, submitting agenda, minutes and Council actions on a timely basis to the Association's Executive Director and President.

Section 12.6. MEETINGS OF THE VOLUNTEER COUNCILS

A Volunteer Council may conduct business through meetings, telephone calls, mail, electronic transmissions or other means deemed appropriate and agreeable by the Council, provided that such activities provide sufficient opportunity for participation by all members of the Council.

A Volunteer Council shall forward a roster of the Council and notice of meetings, and timely delivery of agendas and minutes, to the Executive Director.

Section 12.7. DISSOLUTION OF THE VOLUNTEER COUNCIL

Volunteer Councils may be dissolved with or without cause by the Board of Directors. In the event a Volunteer Council is dissolved, becomes inactive, or voluntarily disbands, funds credited to the Volunteer Council account, if any, and all other assets and property of the Council, will revert to the Association.

ARTICLE XIII Indemnification

Section 13.1. INDEMNIFICATION IN ACTION BY THIRD PARTY.

The Association shall indemnify any director and any officer, and may indemnify any employee, agent, or other person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (other than an action by or in the right of the Association), whether civil, criminal, administrative, or investigative and whether formal or informal, by reason of the fact that the person is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members and, with respect to a criminal action or proceeding, the person had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the Association or its members and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 13.2. INDEMNIFICATION IN ACTION BY OR IN RIGHT OF THE ASSOCIATION

The Association shall indemnify any director and any officer, and may indemnify any employee, agent, or other person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or its members. Indemnification shall not be made for a claim, issue, or matter in which the person shall have been found liable to the Association except to the extent authorized by statute.

Section 13.3. EXPENSES

To the extent that a director or officer of the Association or any other person entitled to mandatory indemnification under this Article has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in this Article, or in defense of a claim, issue, or matter in the action, suit, or proceeding, the Association shall indemnify that person against actual and reasonable expenses (including attorneys' fees), incurred by the person in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section. The Association may indemnify any other employee, agent or person who may be indemnified under this Article to the extent that person has been successful on the merits or otherwise against actual and reasonable expenses (including attorneys' fees) incurred by the person in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided in this Section.

Section 13.4. DETERMINATION, EVALUATION AND AUTHORIZATION OF INDEMNIFICATION

- (a) Unless otherwise ordered by a court, the Association shall make an indemnification under this Article only upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination and evaluation may be made in any of the ways permitted by the Michigan Nonprofit Corporations Act, as it may be amended from time to time ("**Act**").
- (b) If a person is entitled to indemnification under this Article for a portion of expenses, including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the Association may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.
- (c) The Association shall authorize payment of indemnification under this Section in any of the ways permitted by the Act.

Section 13.5. ADVANCES

- (a) The Association may pay or reimburse the reasonable expenses incurred by a director, officer, employee, or agent who is a party or threatened to be made a party to an action, suit, or proceeding before final disposition of the proceeding if the person furnishes the Association a written undertaking, executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the applicable standard of conduct, if any, required by statute for the indemnification of a person under the circumstances.

- (b) The undertaking required by Subsection (a) above must be an unlimited general obligation of the person, but need not be secured and may be accepted without reference to the financial ability of the person to make repayment.
- (c) An evaluation of reasonableness under this Section shall be made in the manner specified in the Act, and authorizations shall be made in the manner specified in the Act.
- (d) A provision in the Articles of Incorporation or Bylaws, a resolution of the Board, or an agreement making indemnification mandatory shall also make the advancement of expenses mandatory unless the provision, resolution, or agreement specifically provides otherwise.

Section 13.6. OTHER INDEMNIFICATION AGREEMENTS

The indemnification or advancement of expenses provided by this Article is not exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, these Bylaws, or a contractual agreement. The total amount of expenses advanced or indemnified from all sources combined may not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided in this Article continues as to a person who ceases to be a director, officer, employee, or agent and shall inure to the benefit of the person's heirs, personal representatives, and administrators.

Section 13.7. INSURANCE

The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another Association, partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Association would have power to indemnify the person against the liability under this Article.

**ARTICLE XIV
Miscellaneous**

Section 14.1. BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Board of Directors, and records of actions by committees having the authority of the Board of Directors or Executive Committee, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Association may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time.

The books, records, or other documents of the Association deemed to be of historical value by the Board will be preserved in a manner that will permit their retrieval for research or other purposes.

Section 14.2. DISSOLUTION AND LIQUIDATION

If the Association's purposes fail or if the Association ceases to be approved as a tax-exempt organization under the federal Internal Revenue Code, and any such defect is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Association's assets and accumulated income shall be distributed to such other organizations as the directors (or in default of designation by the directors, the Circuit Court for the County of Kent, Michigan) designate as best accomplishing the purposes for which the Association was formed. An organization receiving such distribution must be qualified as tax-exempt under Section 501(c)(3) of the federal Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws. The Association shall be

dissolved after all its property has been so distributed.

ARTICLE XV
Amendments

These Bylaws may be amended only by a two-thirds or greater vote of the Board of Directors at any meeting of the Board of Directors.

These Amended and Restated Bylaws were adopted by the Board of Directors of the Association on April 12, 2014, and amended by the Board of Directors of the Association on August 21, 2014, May 6, 2017, July 27, 2017 February 6, 2018, and April 26, 2018.



Larry Pio, Secretary