

**BYLAWS
OF
BLACK FOREST TRAILS ASSOCIATION INC.**

**ARTICLE ONE
NAME AND PURPOSE**

1.1 Name & Purpose. The name of the Corporation shall be the Black Forest Trails Association, Inc., a Colorado nonprofit corporation.

1.2 Purpose. The Corporation is organized, and shall be administered and operated for the following purposes:

– To identify, obtain, secure, map, and to preserve trails, easements and rights-of-way for non-motorized recreational use throughout the Black Forest and surrounding areas of El Paso County;

– To secure and maintain access to trails throughout the Black Forest and surrounding areas for non-motorized recreational use;

– To meet with and lobby county government at all levels to secure adequate non-motorized trail systems in new and developing subdivisions/ developments throughout the Black Forest and surrounding areas;

– To secure access to these trails by means such as, but not necessarily limited to, obtaining permission from private land owners and holders/owners of utility easements, obtaining county government requirements for the dedication of trails, easements and access from developers and subdividers within the county;

– To perform any and all pursuits and lawful activities/purposes which are reasonably and necessarily required to effectuate the above outlined purposes and to perform any and all other legal activities which are charitable, non-profitable and no part of which inures to the benefit of any private member, officer or director.

– The corporation shall have all the powers granted corporations under the laws of the State of Colorado. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in the furtherance of the exempt purposes of organizations set forth in the subsection of 501(c)(3) of the Internal Revenue Code under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

**ARTICLE TWO
MEMBERSHIP AND VOTING RIGHTS**

2.1 The Corporation shall have classes of members as follows: Regular (Household or individual), Club or Business and Donor.

2.2 Any corporation, individual, firm, household or club interested in the purposes of the Corporation, regardless of creed, color, national origin, sex or disability, shall be eligible for membership.

2.3 Any prospective member must submit an application together with the appropriate membership dues to the Board, the applicant will then become a fully qualified member and be entitled to all the rights and privileges of membership,

2.4 Each individual adult member (over age 18) will have one vote on each matter submitted to the general membership for voting. A household will have up to two votes by adult members. Business, club and donor memberships will have one vote each. A business, club or donor will, by January 1 of each year, notify the secretary of the Board as to who will represent them as an official delegate. One individual may represent only one business, club or donor, but he/she is also entitled to his/her individual vote if he/she is an active regular member. If the official delegate of a business, club or donor is elected to the Board of Directors, thereby becoming a representative for the Corporation, that individual forfeits his/her business club or donor representation and the business, club or donor shall immediately appoint another delegate.

2.5 There shall be no proxy votes within either the general membership or the Board of Directors.

2.6 The voting members of the Corporation may remove any member of the Board of Directors through recall procedures. These procedures are as follows:

– A petition bearing the signatures of at least 20% of the voting members requesting the recall of a member of the Board of Directors, shall be delivered to either the President or Secretary of the Corporation. Upon receipt of the petition, the President or the Secretary shall notify the member or members subject to the recall and shall cause to be published in the official newsletter notice of a recall election stating who is the subject of the recall and when the recall election shall take place. The reasons for recall must also be stated in an official notification. The recall election must be held at the next general Membership Meeting after receipt of the petition provided that the subject(s) of the recall do not resign prior to the meeting.

– A two-thirds (2/3) majority vote of the members present and voting is necessary to remove the incumbent from office. Any vacancy created by recall shall be filled as provided for elsewhere in these Bylaws.

2.7 Principal Office. The principal office of the corporation in the State of Colorado shall be located in the County of El Paso.

2.8 Registered Office. The registered office of the corporation, required by the Colorado Corporation Code to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE THREE MEETINGS

3.1 Regular meetings of the Board of Directors shall be held in El Paso County.

3.2 Except when otherwise prescribed by law or elsewhere in these Bylaws, a special meeting of the Board of Directors may be called at any time by the President or any three directors or by 10% of the voting members. Notice of each special meeting of any Board of Directors shall be given, which notice shall state the time and place of the meeting and the business to be transacted at the meeting. A copy of the notice shall be mailed to each member of the Board of Directors and shall be postmarked at least three (3) days prior to the time for holding the meeting. In case of emergencies, a special meeting of the Board of Directors may be called by the President with the members of the Board informed by telephone of the time, place and

purpose of the meeting.

3.3 All business of the Corporation may be transacted at an official meeting, provided a quorum is present. Except as otherwise stated in these Bylaws, a quorum shall be defined as a minimum of half of the Board of Directors.

3.4 For general membership meetings, except as otherwise stated in these Bylaws, a quorum is defined as the total members present at any general membership meeting.

3.5 The regular annual meeting of the Corporation shall occur by November 15th of each year.

ARTICLE FOUR BOARD OF DIRECTORS

4.1 The affairs of the Corporation shall be managed by the Board of Directors which shall, after the expiration of the terms of the initial Board, be elected by the general membership at the regular annual meeting.

4.2 The number of Directors shall be no less than seven (7) nor more than thirteen (13).

4.3 The initial Board of Directors shall hold office until the regular annual meeting at which time the Board shall be elected by the general membership. The terms of office shall be two years, however, the initial Board of Directors will have four (4) members with a two year term and three (3) members with a one year term. Subsequently, a portion of the Board will be electable every year.

4.4 The initial Board, consisting of seven (7) members, shall have the power to appoint additional Board members, up to a total of thirteen (13) members by a majority vote of all who are on the Board.

4.5 The Board of Directors will, at a minimum, consist of the President, the Vice President for Grass Roots, the Vice President for Government, the Vice President for Administration, the Secretary, the Treasurer, the Past President, and a Director-at Large, when needed.

4.6 Any vacancy occurring in the Board of Directors shall be filled by appointment, by the Board of Directors, to fill the unexpired term.

4.7 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by one-half of the Directors.

4.8 Any Board member may be removed from office for cause. Cause may include, but is not limited to, missing three consecutive regular Board meetings without good reason. The remaining Board members may by a 2/3 vote force any Board member to resign his/her elective position.

ARTICLE FIVE OFFICERS

5.1 The officers of the Corporation shall be the President, Vice President of Administration, Vice President of Grass Roots, Vice President of Government, Secretary, Treasurer and Past President.

5.2 The officers shall be elected annually by the general membership as provided

elsewhere in these Bylaws. Each officer shall hold office until his/her successor has been duly elected,

5.3 Each officer shall have an official signed copy of these Bylaws which is to be passed to his/her successor.

5.4 Any officer of the Corporation may be removed by a 2/3 vote of the Board of Directors whenever it is in the Board's judgment the best interests of the Corporation would be served thereby. This procedure does not remove that member from the Board of Directors, just from the office which that person held.

5.5 Any vacancy in the officers shall be filled by the Board of Directors, for the unexpired term.

5.6 The President shall:

- a) Be the chief administrative officer of the Corporation.
- b) Preside at all meetings of the Corporation and have the duties and powers normally pertinent to the office of President.
- c) Sign, as President, all contacts and instruments which have first been approved by the Board of Directors.
- d) Develop and distribute the agenda for each meeting.
- e) Appoint all committees necessary for the functioning of the Corporation and be an ex-officio, non-voting member of all committees except the nominating committee.
- f) Proof and approve each newsletter prior to publication and distribution.
- g) Network with board members, members and community leaders.
- h) Represent and speak for the Black Forest Trails Association at public meetings as needed.
- i) Be entitled to have access to all records of the Corporation at all times.
- j) Perform such other duties as may be prescribed by the Board of Directors.

5.7 Duties of the Vice Presidents:

a) The Vice President of *Administration* shall:

- Have the duties and exercise the powers of the President in case of the President's absence, inability or refusal to act.
- Oversee the administrative duties of the organization, such as public relations, newsletter, etc.
- Have any other duties as may be prescribed by the Board of Directors.

b) The Vice President of *Grass Roots* shall:

- Help the Board of Directors recruit section leaders.
- Work with section leaders to develop social activities, work days and informational meetings in each section.
- Have any other duties as prescribed by the Board of Directors

c) The Vice President of *Government* shall:

- Work to ensure that the goals of the Black Forest Trails Association are

incorporated in all related county policies and activities.

- Develop positive professional relationships with the appropriate county government officials as well as land developers and their planning consultants.

- Have any other duties as prescribed by the Board of Directors

5.8 The Secretary shall_

a) Keep a record of the proceedings of all meetings of the Board of Directors and all general membership meetings and send minutes to all board members and committee chairs.

b) Keep a proper membership book showing the names and addresses of all classes of members.

c) Keep the corporate seal and see that this seal is affixed to all Documents requiring it,

d) Execute and sign contracts, notes, papers and documents.

e) Keep all official records, except treasury records.

f) Be responsible for all correspondence.

g) Discharge all other duties as pertaining to the office of Secretary as may be prescribed by the Board of Directors.

h) The Secretary may request that the President appoint committee heads as necessary to aid the Secretary in record-keeping and/or correspondence.

5.9 The Treasurer shall:

a) Prepare and mail statements of dues, collect and receive all monies due or belonging to the Corporation and deposit same in the name of the Corporation in a bank designated by the Board of Directors.

b) Deposit all income, cash and checks intact, approximately seven (7) days after receipt.

c) Report at every meeting of the Board of Directors and at every general membership meeting the condition of the Corporation finances. The books are subject to inspection at all meetings by either the Board or any voting member.

d) Neither dispense funds nor disburse funds and incur no indebtedness unless previously authorized by resolution of the Board of Directors except regular and on-going expenses for normal operation of the Corporation.

e) Maintain a current inventory of the Corporation's property.

f) Maintain the books of record in the format prescribed by the Board of Directors in accordance with generally accepted accounting practices.

g) Discharge all other duties as pertain to the office as may be prescribed by the Board of Directors.

The books shall at all times be open to inspection by the Board. All checks may be signed by the President or Treasurer. The Treasurer may be bonded in such amount as the Board of Directors shall determine, and the cost of such bond is to be paid by the Corporation. An impressed petty cash fund not to exceed \$50.00 may be established for use by the President and maintained in accordance with generally accepted accounting practices. At the end of the fiscal year (January 1 - December 31) a general and complete audit of the books shall be required. This audit shall be conducted by a qualified member(s) before the newly elected Treasurer assumes responsibility for the books.

ARTICLE SIX COMMITTEES

6.1 The President may designate and appoint committees.

6.2 There shall be a nominating committee.

6.3 *See Standing Rules for a list of active committees.*

ARTICLE SEVEN AMENDMENTS

7.1 Amendments to the Articles of Incorporation and Bylaws may be proposed by the Board of Directors or by written petition addressed to the Secretary and signed by 50% of the voting membership. Amendments proposed by such a petition shall be promptly considered by the Board of Directors. All proposed amendments must be submitted to the members at the next general membership meeting.

7.2 The Articles of Incorporation and Bylaws may be amended by a 2/3 vote of members present and voting at any regular or special meeting, provided that discussion of amendments have been included in the notice of the meeting and mailed to each voting member at least two weeks prior to the date of the meeting.

ARTICLE EIGHT RULES AND REGULATIONS

8.1 The rules contained in the current edition of Robert's Rules of Order, newly revised, as modified by the Articles of Incorporation and these Bylaws, shall govern the meetings of the Corporation and the day-to-day functions of the Corporation so long as they are not inconsistent with any special rules contained within the Bylaws. If such conflict exists, the Bylaws will take precedence.

8.2 The *Standing Rules* may be changed at any meeting by a vote of the Board of Directors. The exception is a change in the amount of dues, notice of which must be published in a newsletter at least two weeks prior to a general membership meeting.

ARTICLE NINE LIMITATIONS OF PURPOSES AND POWERS

The foregoing purposes and powers of this Corporation are subject to the following limitations:

9.1 That the Black Forest Trails Association, Inc. shall be organized and operated exclusively for charitable and other purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, as it is now or hereafter amended, or in any corresponding provision of any future law of the United States of America provided for exemption of charitable and similar organizations from income taxation.

9.2 That no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes in Section 1.2 hereof. No

substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

9.3 Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE TEN FISCAL YEAR

The fiscal year for the Corporation shall commence January 1 and terminate on December 31.

ARTICLE ELEVEN CORPORATE SEAL

The Board of Directors may provide for a corporate seal, which shall be in the form of a circle and shall have inscribed therein the name of the Corporation and the words "Corporate Seal, State of Colorado."

ARTICLE TWELVE INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

12.1 Indemnification: Every director, officer or employee of the Corporation and such others as specified from time to time by the Board of Directors shall be indemnified by the Corporation against all reasonable expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been director, officer or employee of the Corporation or any settlement thereof, whether the person is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled, to include but not limited to C. R. S., Para 7-22-101.5.

ARTICLE THIRTEEN DISSOLUTION

13.1 On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories or recipients as the Board of Directors of the Corporation shall determine:

a) nonprofit organization or organizations, which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code, or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in section 170(c)(2) and 501(c)(3), (4) or (19) of such Code; or

b) a nonprofit organization or organizations having similar aims and objectives as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code, or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Sections 170(c)(2) and 501(c)(3), (4) or (19) of such Code.

The undersigned directors have adopted the foregoing Bylaws as the Bylaws of Black Forest Trails Association Inc. effective _____

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