

# **MUNDS PARK TRAIL STEWARDS**

## **BYLAWS**

**Revised October 2019**

# **MUNDS PARK TRAIL STEWARDS**

A 501 (c) (3) non-profit Corporation

Munds Park, Arizona

## **BYLAWS**

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# **BYLAWS OF THE MUNDS PARK TRAIL STEWARDS**

## **ARTICLE I**

### **PURPOSE:**

#### Section 1 – Name and address

The name of this Corporation shall be “Munds Park Trail Stewards, Inc.” The mailing address shall be Munds Park Trail Stewards, PO Box 25626, Munds Park AZ, 86017.

#### Section II – Primary Purpose

The primary purpose of this organization is charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or such other provisions of state or federal law as may from time to time be applicable.

#### Section III – Specific Purposes

The specific purpose of the organization is to assist the U.S. Forest Service and any government agency, as appropriate, to:

- Establish and maintain a multi-use trails system in the national forest surrounding Munds Park.
- Enhance the enjoyment and safety of forest users.
- Promote a healthy forest ecology.
- Balance the legitimate rights and interests, as they pertain to the forest, of Munds Park community residents.

#### Section IV – Character

- The organization will be nonprofit, nonpartisan, and nonpolitical in character.
- No action or policy of the Corporation will be contrary to federal, state, or county law or regulation.

## **ARTICLE II**

### Geographic Scope

The Munds Park Trail Stewards, Inc. shall be primarily concerned with the lands in the Coconino National Forest administered by the Flagstaff Ranger District as outlined in the Munds Park Roads and Trails System Project, July 2003. The secondary concerns are projects proposed by the Coconino National Forest and publicly managed lands within or surrounding the Munds Park community.

## **ARTICLE III**

### **Structure of the Corporation**

The structure of the Corporation shall include at least the following:

- The General Membership.
- The Board of Directors (hereinafter the Board).
- Officers.
- Committees, as needed.

## **ARTICLE IV**

### **Section I – Membership Eligibility**

Membership shall be open to all individuals, corporations, proprietorships, associations, partnerships, and clubs who own or rent property in Munds Park and who are interested in the promotion of the purposes of this corporation. The Board of Directors may appoint Honorary Membership status to any individual, corporation, proprietorship, association, partnership or club that they deem appropriate. Approval of an Honorary Member must be a majority of the Board. Honorary Members will have all privileges bestowed to bona-fide members. Members are expected to adhere to the provisions stated in these Bylaws and to promote the well being of the Corporation.

### **Section II – Meetings**

- Meetings and trail work activities may be scheduled for a Saturday of each month, May through October.
- A quorum shall consist of members present, Robert Rules of Order shall be observed at Membership meetings.
- Trail work (also known as projects or events) will be scheduled in cooperation with the Coconino National Forest Service or the public land management coordinator and approved by the majority of the officers and board of directors.
- A special project or event may be scheduled with the majority approval of the board members and if required, the public land management coordinator.
- A meeting may be scheduled during the scheduled trail work lunches and whenever deemed necessary by the officers and board members.

### **Section III – Voting Policies**

A member will be eligible to vote after participating in at least one MUTS meeting or Corporation sponsored maintenance activity within the past 12 month time period. Only a bona-fide member may make a motion for consideration by the General Membership. A simple majority shall pass a vote.

Section IV – Dues

No dues will be collected.

Section V – Member Authority

No member of the Corporation, except the President or Vice President, shall act as representative of the Corporation without authorization from the President, Vice President or the Board. Members may not be reimbursed for expenses incurred unless the expenses are pre-authorized by the President, Vice President or Treasurer.

**ARTICLE V**

Officers and Board of Directors

Section I – Composition

The Munds Park Trail Stewards Board shall consist of the Officers (see Article VI) and four Directors. The number of Directors may be changed at any time by action of the majority of the existing Board. The District Ranger of the Coconino National Forest, Flagstaff Ranger District, or his/her designee, shall be an ex-officio non-voting member of the Board.

Section II – Responsibilities

The Board shall oversee the general affairs of the organization. Specific responsibilities include, but are not limited to:

- Budget and Finance – The Board shall prepare an annual expense budget. The budget shall be presented to the membership at the May meeting.
- Strategic and Annual Planning – The Board will present planned activities for the upcoming year at the May meeting.
- Communications – The Board, at its discretion, may periodically distribute a newsletter and/or special bulletins to the membership or to the general public. This communication may also be in an electronic format via the Internet (as known as the website) in the form of email. Also, the Board may, at its discretion, disseminate news articles and other information to the public through the news media.
- Grant Applications – The Board shall review for approval grant applications before they are submitted.
- Approval of Elections – The Board shall approve officers and board members elected by the membership.
- The Board may conduct business by communicating via electronic format (email) or telephone.

Section III – Terms of Office for Directors and Officers

Directors and officers shall be elected by the general membership at the September monthly meeting. The terms of office shall be two years. (The initial board and officers may serve longer in order to put into place a smooth yearly rotation of board members and officers). Any mid-term vacancy occurring on the board may be filled through appointment by a majority of the remaining Directors to fill the unexpired portion of the term. Any action by the Board to change the number of Directors shall be taken so as to preserve the original ratio of staggered terms. The Board may fill additional seats by appointment: a Director so appointed shall serve until the next September meeting, at which the Membership shall elect Directors to fill the unexpired terms for these seats. Each Director and officer shall serve without monetary compensation.

Section IV – Board of Director Meetings

A majority of the full Board shall constitute a quorum, except as otherwise required by law or in these Bylaws. The action of a quorum shall be the action of the Board. “Actions in writing” will be authorized. That is, written motions or resolutions may be sent to each director for signature. Actions in writing may be conducted and effected by email. The Board may communicate among itself and conduct business during the year by communicating via electronic format (email) or telephone. Special meetings, as may be needed to conduct Board business, may be called by the President or by 3 other members of the Board. Notice of any special meeting shall be given to each Board Member no fewer than seven days in advance of the meeting.

**ARTICLE VI**

Officers

Section I – Composition

The Officers of the Corporation shall include the President, Vice President, Secretary, Treasurer, and such other offices as may be created by the Board.

Section II – Duties

The duty of each office is as follows:

**President:**

- Presides over Board and Membership meetings.

- Votes only in case of a tie.
- Appoints committees or special project managers as needed.
- Files the State of Arizona Corporation Annual Report as required by law. (This duty may be delegated by the President.)
- Is authorized to sign checks in payment of expenses \$200 and under. Expenses of more than \$200 must be approved by a majority of the Board.
- Approval may be secured by written signature or email.
- Is responsible for the public relation matters. This duty may be delegated by the President.
- Organizes trail work (also known as projects or events). This duty may be delegated by the President.

**Vice President:**

- Serves in the absence of the President.
- Keeps necessary records to verify voting eligibility of each member.
- Ensures the security, maintenance and good working order of Corporation equipment and assets.
- Maintains a current inventory list of corporate equipment and assets for the Board and the general membership. This inventory list is to be provided at the last meeting or work activity of each season. This duty can be shared by the other officers or Board members, with the President's approval.
- Ensures that a financial review is conducted two years after the date of initial incorporation and every two years thereafter.
- Is authorized to sign checks in payment of expenses of \$200 and under.

**Secretary:**

- Keeps minutes of the September membership meeting.
- Distributes meeting minutes either by email or mail to members or interested parties.
- Maintains a file of all corporation legal documents.
- Maintains a file of correspondence.
- Makes proper notification of all meetings.
- Maintains a current membership list.
- Prepares and sends reports of MUTS activities to the Forest Service representative.
- Prepares attendance and safety briefing rosters for each work session.

**Treasurer:**

- Provides a report of Income and Expenses at the May, September and October meetings.
- Ensures all billings and payments due are made.
- Maintains an inventory list of corporate equipment.
- Authorized to sign checks in payment of expenditures of \$200 and under.
- Prepares and submits the annual Form 990-N to the Internal Revenue Service.

**ARTICLE VII**

**Elections**

Provisions to elect Board Members and Officers are:

- Open vacancies for Board Members and Officers shall be filled at a monthly meeting.
- Nominations will be accepted from the floor by any member of the organization.
- Only members may be nominated for a Board Member or Officer position.
- The candidate receiving the greatest number of votes cast by ballot for any seat shall be declared to be elected, pending approval by the Board.

**ARTICLE VIII**

**Termination**

Any Director, Officer, or member may be removed for cause upon two thirds vote of the entire Board, taken at any Board Meeting, provided that at least 10 days written notice that such action is to be considered is given to all parties.

**ARTICLE IX**

**Financial Administration**

The following is a list of provisions for the Financial Administration of the Munds Park Trail Stewards.

- The fiscal year of the Corporation shall begin on January 1 and end on December 31.
- All moneys and other assets received from donations, bequests, grants, or other fund-raising activities shall be used to further the goals of the Corporation as described in these Bylaws.

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- All Corporation funds shall be deposited in an insured financial institution. All money withdrawn from this account shall require the signature of either the President, Vice President, or Treasurer.
- No income shall be distributed to Directors, Officers, or other Members in compensation or wages, except for expenses authorized by the Board.
- Contracts may be entered into on behalf of the Corporation, when authorized by the Board and executed by the President.
- The accounts of the Corporation shall be reviewed every two years.

## **ARTICLE X**

### **Amendment of Bylaws**

#### **Section 1- Procedure**

Any amendment to these Bylaws may be initiated by the Board or by petition of 20 percent of the General Membership. Such amendment may be adopted at any Board meeting provided that each Director has received not less than a 14 day notice of the specific change to be considered. Such amendment must be agreed upon by a two-thirds vote of the full Board.

#### **Section 2 – Amendment Voting**

The Board may vote in person, by mail, or by email. Mailed and email votes shall be addressed to the Secretary and received prior to the meeting.

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**ARTICLE XI**

Bylaws Adopted Per Arizona Statute 10-3206

These Bylaws were adopted by the following Board of Directors on 10/5/2019.

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Wade Krieger

\_\_\_\_\_

Date

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Mary Lasher

\_\_\_\_\_

Date

\_\_\_\_\_

Mike Striegler

\_\_\_\_\_

Date

\_\_\_\_\_

Carl Withers

\_\_\_\_\_

Date