

Friends of the Ouachita Trail (FoOT)

Bylaws

Adopted: 2/8/2005

Last Amended: 9/9/2012

ARTICLE I – ORGANIZATION

- 1.01 NAME AND STATUS:** The name of the corporation is Friends of the Ouachita Trail; it was formed on February 8, 2005, as a Public-Benefit corporation pursuant to the Arkansas Nonprofit Corporation Act of 1993. The corporation is sometimes referred to by the acronym FoOT which is filed as a fictitious name with the Arkansas Secretary of State and Garland County Clerk. Both names are of equal stature and may be used interchangeably.
- 1.02 PURPOSE:** FoOT is organized exclusively to provide assistance for the maintenance, enhancement and use of the Ouachita National Recreation Trail.
- 1.03 CORPORATE POWERS:** FoOT shall enjoy all the powers and privileges authorized by law.
- 1.04 DURATION AND DISSOLUTION:** FoOT shall continue in existence until dissolved by the Board of Directors. Dissolution shall be accomplished in the manner provided by Arkansas statute and Internal Revenue Service regulations.
- 1.05 REGISTERED AGENT AND REGISTERED OFFICE:** The President shall serve as FoOT's Registered Agent and maintain its Registered Office.

ARTICLE II – MEMBERSHIP

- 2.01 WORKING MEMBER:** Any individual or organization who adopts a section of trail, and routinely provides reasonable maintenance thereon, or who otherwise contributes time and effort in support of FoOT, is eligible to become a WORKING MEMBER. Eligible members must indicate their desire to become a member by signing a Volunteer Agreement. The Board of Directors shall determine the minimum level of effort necessary for all members in this category to remain in good standing. Each Working Member is entitled to one (1) vote on all matters subject to Member's determination.
- 2.02 SUPPORTING MEMBER:** Upon payment of an annual membership fee, in an amount established by the Board of Directors, any individual who supports the purpose of FoOT becomes a SUPPORTING MEMBER. In no event shall such fee exceed \$100.00. Each Supporting Member is entitled to one (1) vote on matters subject to Member's determination.
- 2.03 SUPPORTING ORGANIZATION:** Upon payment of an annual membership fee in an amount established by the Board of Directors, any organization who supports the purpose of FoOT becomes a SUPPORTING ORGANIZATION. Supporting Organizations are not entitled to vote on matters subject to Member's determination.
- 2.04 SUSTAINING MEMBER:** Any individual eligible to be a Working Member who, in addition, provides financial support for FoOT, is eligible to become a SUSTAINING MEMBER. The Board of Directors shall determine the minimum level of contribution necessary for Sustaining Members. In no event shall such fee exceed 75% of the membership fee for a Supporting Member. Each Sustaining Member is entitled to one (1) vote on matters subject to Member's determination.
- 2.05 SUSTAINING ORGANIZATION:** Any organization eligible to be a Working Member who, in addition, provides financial support for FoOT, is eligible to become a SUSTAINING ORGANIZATION. The Board of Directors shall determine the minimum level of contribution necessary for Sustaining Organizations. In no event shall such fee exceed 75% of the membership fee for a Supporting Organization. Each Sustaining Organization is entitled to one (1) vote on matters subject to Member's determination.

- 2.06** SPONSOR: The Board of Directors may designate any member, as defined in the categories above, to receive additional recognition as a "Sponsor" in appreciation of significant contribution or support. If implementing this classification, the Board shall determine specific criteria for such "Sponsor" designation and may define more than one level of "Sponsor", based on specific levels of contribution. Sponsors receive no additional vote on matters subject to Member's determination.
- 2.07** DURATION AND TRANSFER: Memberships are for a calendar year and are nontransferable.
- 2.08** RESIGNATION: A Member may resign at any time, but no portion of the membership fee is refundable.
- 2.09** EXPULSION: Any Member may be expelled for failing to satisfy the obligations of the Member's classification. Within thirty (30) days after receiving a signed statement setting out an alleged infraction of Member obligations, the Board of Directors shall consider all relevant facts and circumstances and will determine if membership termination is appropriate. If an affirmative decision is made, the Secretary-Treasurer shall, no less than fifteen (15) days prior to the effective date of membership termination, provide the Member written notice of such action and the reason therefore. If the Member chooses to challenge the termination, notice must be filed with the Secretary-Treasurer at least five (5) days prior to the termination by providing a written statement as to why the termination should not become effective. The Member's termination shall be suspended until the Board makes a final determination. First-class or certified mail shall be used to convey all notices required herein.

ARTICLE III – BOARD OF DIRECTORS

- 3.01** AUTHORITY AND RESPONSIBILITY: The Board of Directors shall be responsible for the conduct of all FoOT business and activity.
- 3.02** DIRECTORS: The Board of Directors is composed of nine (9) Directors, each of whom shall be a voting member of FoOT. With the exception of Initial Directors, all Directors shall be elected by voting Members at the annual Member meeting and serve three-year terms which commence on January 1 next following their election. No Director shall serve more than three (3) successive full terms.
- 3.03** INITIAL DIRECTORS: At the FoOT organizational meeting on February 21, 2005, three (3) Directors were elected to serve terms that expire on December 31, 2005, three (3) Directors were elected to serve terms that expire of December 31, 2006, and three (3) Directors were elected to serve terms that expire on December 31, 2007.
- 3.04** MEETINGS: The Board of Directors shall establish the time and place for regular Board meetings. Special meetings may be called by the President or by any two (2) Directors. At least 48 hours notice of a special meeting must be given all Directors unless such requirement is suspended for a specific meeting by the unanimous consent of all Directors. Meetings may be held, notice may be given and votes may be made by teleconferencing and/or electronic means with the unanimous consent of all Directors.
- 3.05** QUORUM AND VOTING: A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. A quorum must be present to conduct business and the affirmative vote of a majority of Directors present is the act of the Board.
- 3.06** RESIGNATION OF DIRECTOR: A Director may resign at any time by delivering written notice to the Board, the President or the Secretary-Treasurer. The resignation is effective upon receipt. Any Director who fails to attend three (3) successive regular meetings shall be considered to have resigned as a Director.
- 3.07** REMOVAL OF DIRECTOR(S): Members may remove one (1) or more Directors elected by them and the Board of Directors may remove a Director appointed by the Board in the manner set out in Arkansas Code section 4-33-808.

ARTICLE III – OFFICERS

- 4.01** SELECTION AND TERM: Officers are appointed by, are responsible for the conduct of their Office to and serve at the pleasure of the Board of Directors. All Officers shall be FoOT voting members. Annually, during the month of December, the Board shall select Officers for the ensuing year.
- 4.02** DESCRIPTION OF RESPONSIBILITIES: The Board of Directors shall establish a detailed description of the

responsibilities of each Office. Such description may be amended at the Board's pleasure with successive copies retained as corporate records. All Officers report to and respond to the direction of the President.

- 4.03 PRESIDENT:** The President shall be a Director whose term extends through the calendar year of service. The President shall be FoOT's Chief Operating Officer and shall also serve as Chair of the Board of Directors. Due to extenuating circumstances, the Board may appoint a Director or Officer to perform specific duties of the President for a short and specific period of time. The President may appoint ad hoc committees, as she/he deems appropriate.
- 4.04 VICE PRESIDENT-MAINTENANCE:** The primary responsibility of the Vice President-Maintenance is to co-ordinate and direct FoOT's trail maintenance activities.
- 4.05 VICE PRESIDENT-MEMBERSHIP:** The primary responsibility of the Vice President-Membership is to recruit new members, to maintain the membership roster, to maintain the list of adoption assignments, and to track other member skill assessments, as appropriate.
- 4.06 VICE PRESIDENT-RESOURCES:** The primary responsibility of the Vice President-Resources is to identify and obtain resources that will further FoOT activities.
- 4.07 VICE PRESIDENT-COMMUNITY RELATIONS:** The primary responsibility of the Vice President-Community Relations is to develop community support and outreach, to include such things as publicity, internet web page, and trail user programs.
- 4.08 SECRETARY-TREASURER:** In addition to the responsibilities adopted pursuant to **4.02**, the Secretary-Treasurer shall serve as the official custodian of all FoOT records, shall prepare minutes of all meetings of Members and the Board of Directors, shall authenticate FoOT records as may be required and shall serve as FoOT's Chief Financial Officer.
- 4.09 OTHER OFFICES:** The Board of Directors may, at its sole discretion, create other offices and determine the longevity of such office(s).
- 4.10 RESIGNATION AND REMOVAL:** Any Officer may resign at any time by delivering notice to the President or Secretary-Treasurer. Such resignation is effective upon receipt. The Board of Directors may remove any Officer at any time, with or without cause. If an Office is vacant, the Board shall fill the Office for the balance of the unexpired term.

ARTICLE V – MEETINGS AND VOTING

- 5.01 ANNUAL:** An annual meeting of FoOT Members shall be held in November at a time and place determined by the Board of Directors. The President and Secretary-Treasurer shall report on the activities and financial condition of the corporation at such meeting and Members shall consider and act upon such matters as may be consistent with the notice requirements set out in **5.04**. The annual meeting may be recessed and continued at a specific time and place without additional notice.
- 5.02 SPECIAL:** Special meetings of FoOT Members shall be held at the call of the Board of Directors or in any alternative manner that is consistent with Arkansas statutes.
- 5.03 ACTION BY CONSENT:** Any and all action subject to Member approval may be acted on without a meeting of Members so long as the process for such approval is consistent with Arkansas statutes. Members may agree to accept written ballots by electronic delivery.
- 5.04 NOTICE:** Notice to Members shall be made in a manner that is consistent with Arkansas statutes. Members may agree to accept written notice by electronic delivery.
- 5.05 QUORUM:** Members who represent at least five percent (5%) of the votes entitled to be cast on a matter must attend a meeting of Members to constitute a quorum on such matters. A simple majority of the votes cast at such meeting shall determine each issue.
- 5.06 PROXY AND CUMULATIVE VOTING:** Neither proxy nor cumulative voting is authorized for any matter that must be determined by Members.

ARTICLE VI – BYLAWS

- 6.01 ADOPTION:** These Bylaws were adopted by unanimous voice at the FoOT organizational meeting held on February 21, 2005, pursuant to provisions of Arkansas Code section 4-33-205.
- 6.02 AMENDMENT BY BOARD OF DIRECTORS:** The Board of Directors may unilaterally amend all provisions of FoOT Bylaws except those related to the number of Directors, the composition of the Board, the term of office of Directors or the method in which Directors are elected.
- 6.03 AMENDMENT REQUIRING MEMBER RATIFICATION:** Any Bylaw amendment that must be ratified by Members and any Bylaw amendment initiated by Members shall comply with provisions set out in Arkansas Code section 4-33-1021.

ARTICLE VII – MISCELLANEOUS

- 7.01 VOLUNTEER AGREEMENT:** Without exception, each individual who engages in any element of FoOT activity shall, prior to commencing such activity, execute a volunteer agreement. Such agreement shall be provided by FoOT in a form that has been approved by the Board of Directors. Completed forms shall be retained as FoOT records for a period of time as determined by the Board.
- 7.02 COMPENSATION AND EXPENSES:** No Director, Officer, Member or other volunteer associated with FoOT shall be financially compensated for FoOT related activity. The Board may, at its sole discretion, adopt an expense reimbursement policy.
- 7.03 AUDIT:** The Board of Directors shall annually appoint an audit committee to perform an audit of FoOT finances and fiscal policies. Such committee shall be responsible to and report to the Board.
- 7.04 CONTRACTS AND FISCAL POLICY:** The Board of Directors shall approve all contracts and shall adopt fiscal policies that are consistent with generally accepted accounting practices.
- 7.05 CONFLICT OF INTEREST:** FoOT shall neither purchase nor sell any goods, services or assets from/to any Director or Officer. This provision is supplementary to provisions set out in Arkansas Code section 4-33-831. Failure to comply with this provision shall constitute initiation of expulsion provisions as hereinbefore set out in **2.08**.