

# ESSEX COUNTY TRAIL ASSOCIATION



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## BY-LAWS

### ~ARTICLE I - GENERAL PROVISIONS~

#### Section 1 - Name:

The name of the Corporation shall be the Essex County Trail Association, Inc., referred to herein as the "Corporation" or "ECTA".

#### Section 2 - Principal Office:

The Board of Directors shall establish a principal office of the Corporation in Essex County in the Commonwealth of Massachusetts.

#### Section 3 - Fiscal Year:

Except as from time to time otherwise determined by the Board of Directors, the fiscal year of the Corporation shall end on the 31st day of December of each year.

#### Section 4 - Insignia:

~~The insignia of the Corporation shall be a scene of an open field incorporating a trail, tree and cloud as drawn within a circle. The Board of Directors may alter the insignia from time to time.~~ The insignia of the Corporation shall be approved by the Board of Directors from time to time.

#### Section 5 - Purposes:

a) For such exclusively charitable, educational scientific or literary purposes as are permitted by Section 501(c) (3) of the Internal Revenue Code and M.G.L. c. 180, Section 4, as the same may be amended from time to time, including:

i) promoting responsible use of trails, ways, and paths and rights of access to and egress from both publicly and privately owned land in the Towns of Hamilton, Wenham, Essex, Ipswich, Topsfield and West Newbury (the "Trail" or "Trails");

ii) fostering communication, cooperation, and goodwill between Trail users and landowners;

iii) preserving, clearing, rebuilding and maintaining the network of Trails throughout the Towns of Essex, Hamilton, Ipswich, Wenham, Topsfield and West Newbury, alone or in conjunction with others;

iv) serving as a self-disciplining entity as well as an active liaison group between Trail users, landowners, governmental and local entities and other groups of Trail users;

b) To take, accept, hold and acquire by bequest, devise, gift, purchase, loan or lease any property, real personal, or mixed, whether tangible or intangible, without limitation as to kind, amount, or value.

c) To encourage and assist in the preparation of plans, surveys, studies, and recommendations.

d) To encourage citizen participation in the use and improvement of the Trails and to disseminate information to the general public concerning the objectives and purposes of the Corporation.

e) To carry on any of the foregoing activities or purposes either directly, or as agent for or with other persons, Association or Corporations.

f) To carry on any activity and to deal with and expand any such property or income there from for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any other limitations as are prescribed by law, provided that no such activity shall be such as is not permitted by a Corporation exempt from income tax under Section 501 (c ) (3) of the Internal Revenue Code ~~of 1954 as amended~~ or corresponding provisions of any future Federal tax code, and that the Corporation shall not attempt to influence legislation by propoganda or otherwise, nor shall it intervene in, or participate in, any political campaign on behalf of any candidate for public office, and provided further that no part of the net earnings of this Corporation shall inure to the benefit of any member or private individual and no Member, Director, or Officer of the Corporation shall receive any pecuniary benefit from the Corporation, except such reasonable compensation as may be allowed for services actually rendered to the Corporation.

g) To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or thing indicated to, appurtenant to, growing out of, or connected with, the purposes, objects or powers set forth herein.

## ~ARTICLE II - MEMBERS~

### Section 1 – Classes of Membership:

The Board of Directors shall establish and set forth the qualifications, dues, terms and other conditions for membership from time to time. As of the revised date, the membership shall be as follows~~ows~~:

- (i) General Membership levels and categories shall be reviewed and may be set annually
- (ii) Life and Emeritus Memberships established prior to April 1, 2014 shall be honored and shall not be required to pay dues.
- (iii) ECTA membership shall be on a rolling basis. Membership shall be valid for one year after joining or renewing.

~~(i) General Membership: Individual persons or a family shall be considered Members of ECTA upon full payment of annual dues as set by the Board of Directors for the current year.~~

~~(ii) Complimentary: Accorded to Landowners who grant rights of access to ECTA~~

~~(iii) Life Membership status shall be accorded to: a) an individual or family who has made an exceptional contribution.~~

~~Life Members shall not be required to pay dues.~~

~~(iv) Emeritus Membership status may be bestowed upon an Individual for outstanding leadership or for such other contributions as established by the Board of Directors from time to time.~~

~~Emeritus Members shall not be required to pay dues.~~

~~The membership year shall run from January 1<sup>st</sup> to December 31<sup>st</sup>.~~

All Members in good standing may attend the Annual Meeting and any Special Meeting.

### Section 2 – Voting Rights:

Only Members in good standing shall have the right to attend and vote at the Annual and Special Meetings of the Members. The vote of each Member shall be cast in person. There shall be no voting by proxy. A family membership shall have one (1) vote. Life and Emeritus Members shall have one (1) vote.

### Section 3 – Removal:

Any Member may be expelled by a vote of the majority present at an Annual or Special Meeting of the membership.

### Section 4 - Annual and Special Meetings:

a) The Annual Meeting of the Corporation shall be held in the Spring of each year at such time and place as the Board of Directors may determine.

b) Special Meetings of the Members may be called by the Chairman or by the Board of Directors at any time or shall be called upon the written request of not less than fifteen (15) percent of the Members in good standing at such time.

## ~ARTICLE III - BOARD OF DIRECTORS~

### Section 1 – Powers:

There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Organization or these By-Laws.

### Section 2 - Number of Directors:

The Board of Directors shall consist of no less than eleven (11) and no more than seventeen (17) Members of the Corporation. These numbers shall include the Chairman, Vice Chairman, ~~and~~ Treasurer/Clerk ~~and~~ Secretary.

### Section 3 – Election of Directors and Term of Office:

Except as to vacancies, (See this Article, section 6) Members to the Board of Directors shall be elected by the Board of Directors at a meeting held prior to the Annual Meeting. Any new Director(s) shall be approved by the Members at the next Annual Meeting of the Corporation. ~~Directors shall serve for a term of three (3) years, which may be renewed for a maximum of six (6) years, except that an Officer may serve as a Director for a maximum of nine (9) years. Following a leave of absence for at least one (1) year from the Board of Directors, a member may be re-elected as a Director to serve for a term of three (3) years, which may be renewed for a maximum of six (6) years.~~

~~—————The terms of the Directors shall be staggered in the interest of maintaining continuity in leadership and management of the Corporation.~~

Directors shall serve for terms of 3 years without limitation. The Executive Committee (see this Article, Section 12) shall review individual Director's participation and contribution at the end of each 3 year period and may counsel or ask for a Director's resignation (see this Article, Section 5). The terms of the Directors shall be staggered in the interest of maintaining continuity in leadership and management of the Corporation.

### Section 4 – Resignation:

A Director may resign at any time by giving written notice to the Chairman of the Board of Directors. Such resignation may take effect immediately upon acceptance by the Chairman. A resignation may be withdrawn for up to seven (7) days after giving notice.

### Section 5 – Removal:

Any Director may be removed from the Board of Directors at a meeting held prior to the Annual Meeting, with or without cause by a majority vote and approved by the members at the next Annual or any Special Meeting.

### Section 6 – Vacancies:

Any Board vacancies that occur shall be filled by a majority vote of the remaining Members of the Board of Directors ~~for the unexpired term. The~~ Any new Director(s) shall be approved at the next Annual Meeting of the Corporation.

### Section 7 – Meetings:

a) ~~Regular monthly~~ Meetings shall be held ~~at least every 60 days~~ at a place, date, and time designated by the Chairman of the

Board of Directors.

b) Special Meetings may be called at the direction of the Chairman or a majority of the Directors then in office, to be held at such date, time and place and for such purpose as shall be designated in the notice of the meeting.

c) Telephone and/or ~~Video~~ Electronic Meetings: Any one or more Directors may participate in a meeting of the Board of Directors by means of a telephone conference or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by any such telecommunication device shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. (See this Article III section 9).

d) Unanimous written consent in lieu of a meeting: The Board of Directors may take action without a meeting if written consent to the action is signed by all the Directors.

### Section 8 – Notice of Meeting:

Unless the Chairman determines less notice is necessary, a notice of date, time and place of any meeting of the Board of Directors shall be given ~~within at least~~ seven (7) days prior to the meeting and in the manner set forth in Article

VI Section 4. Notices shall be accompanied by an agenda to the extent practicable.

**Section 9 - Quorum:**

A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors unless specified elsewhere in these By-Laws. (See this Article III section 7c)

**Section 10 – Voting:**

Each Director shall have one vote. Voting by email proxy shall ~~not~~ be permitted. **Emails must be received prior to commencement of relative meeting.** At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By-Laws.

**Section 11 – Action by Consent:**

Any action by the Board of Directors may be taken without a meeting if written consent is signed by a majority of the Directors and filed with the records of the meetings of the Board of Directors. Such consent shall be treated for all purposes as a vote at the meeting.

**Section 12 – Committees:∴**

The Board of Directors may from time to time establish such Standing or Ad Hoc Committees as it shall determine to be necessary or appropriate for the conduct of the Corporations' affairs and business.

(i) **There shall be an Executive Committee consisting of the Officers of the Board (see Article IV).** Unless otherwise directed **the Executive Committee:**

- a) shall meet at least every 60 days at the time and place to be determined by the Chairman
- b) shall support the Chairman in giving active direction to the Board of Directors.

(ii) **There shall be other Standing or Ad Hoc Committees as needed:**

- ~~\_\_\_\_\_~~ a) each Committee Chairman shall appoint his/her own Committee Members with advice or input from the Chairman of the Board of Directors;
- b) Individuals who are not Members of the Board of Directors may serve on a Committee and;
- c) such Committees may make rules for the conduct of business;
- d) Committee recommendations shall be implemented only if approved by the Board of Directors.

**Section 13 – Conflicts of Interest:**

Any Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of Directors, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will offer to the Board of Directors to voluntarily excuse him or herself and will vacate his or her seat and refrain from discussion and voting on said item.

**~ARTICLE IV - OFFICERS~**

**Section 1 – Officers:**

The Officers of the Corporation shall consist of a Chairman, Vice Chairman, ~~and a~~ Treasurer/Clerk **and Secretary** to be appointed by the Board of Directors from time to time. The Corporation shall have such other Officers as the Board of Directors may deem necessary and such Officers shall have the authority prescribed by the Board of Directors.

**Section 2 - Term of Office:**

. An Officer shall hold office for one (1) year **which may be renewed annually.** ~~r, which may be renewed for up to a maximum of three (3) years.~~ An Officer must be a member of the Corporation. (See also Article III, section 3.)

**Section 3 - Chairman:**

The Chairman shall give active direction to the Board of Directors and **any Employees of ECTA.** ~~the Executive Director and~~ **He/she** shall perform all duties incident to the office of the Chairman and as may be prescribed by the Board of Directors.

**Section 4 – Vice Chairman:**

The Vice Chairman shall have all the powers and duties of the Chairman during the absence of the Chairman or in the event of the inability of the Chairman to act. The Vice Chairman shall have such other duties or powers as the

Chairman or the Board of Directors shall determine.

**Section 5 – Treasurer/Clerk:**

The Treasurer/Clerk shall be responsible for and oversee all financial administration of the Corporation. The Treasurer/Clerk shall ensure that ~~the Executive Director, other any~~ Employees and volunteers properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks. The Treasurer/Clerk shall perform all duties incident to the office of Treasurer/Clerk and as may be prescribed by the Board of Directors.

**Section 6 – Secretary:**

The Secretary shall oversee the Board nominating process, By-Law compliance, and duties as requested by the Chairman.

**Section 7 ~~6~~ – Resignation:**

An Officer may resign at any time by giving written notice to the Board of Directors. Such resignation may take effect immediately upon acceptance by the Board of Directors. A resignation may be withdrawn for up to seven (7) days after giving notice.

**Section 8 ~~7~~ – Removal:**

An Officer may be removed from such Office with or without cause, by a majority vote of the Board of Directors at any Regular or Special Meeting.

**~ARTICLE V – INDEMNIFICATION OF DIRECTORS AND EMPLOYEES~**

The Corporation shall indemnify, to the extent legally permissible, each person who may serve or has served at any time as a Director or an Employee against expenses and liabilities, reasonably incurred by or imposed upon such person in connection with any proceeding in which the person may become involved by reason of serving or has served in such capacity (other than a proceeding voluntarily initiated by such person unless the person is successful on the merits and the proceeding was authorized by a majority of those Board of Directors present ); provided that no indemnification shall be provided for any such person with respect to any matter as to which the person shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation. Amounts paid in indemnification may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; judgment fines, penalties against, and amounts paid in settlement by any Director or Employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any Director or Employee. However, such Director or Employee shall repay such expenses if it should ultimately determined that he or she is not entitled to indemnification under this Article.

**~ARTICLE VI - MISCELLANEOUS PROVISIONS~**

**Section 1 - Definitions:**

All references in these By-Laws to the Articles of Organization and to these By-Laws shall be deemed to refer, respectively, to the Articles of Organization and the By-Laws of the Corporation as amended and in effect from time to time.

**Section 2 – Execution of Instruments:**

All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed on behalf of the Board of Directors shall be signed by the Chairman, Vice Chairman, ~~or~~ Treasurer/Clerk ~~or Executive Director~~.

Any instrument, executed in the name of the Corporation by the Chairman, Vice Chairman, ~~or~~ Treasurer/Clerk ~~or Executive Director~~ shall be binding on the Corporation in favor of any person relying in good faith on such instrument notwithstanding inconsistent provisions of the Articles of Organization, By-laws, resolutions, or votes of the Corporation.

**Section 3 - Corporate Records:**

The original or attested copies of the Articles of Organization, Corporation records, By-Laws and records of all

meetings of the Board of Directors and Members shall be kept in Essex County in the Commonwealth of Massachusetts at the principal office of the Corporation **or with the Treasurer,** unless otherwise authorized by the Board of Directors. They shall be available at all reasonable times for the inspection by any Member for any purpose.

**Section 4 - Notice:**

Whenever under the provisions of these By-Laws a notice is required to be given to a Director, Officer, or Member, such notice may be given in writing by first class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation, and shall be deemed given when deposited in the mail or delivery service, or posted on the Corporation web site, or by facsimile, electronic mail, or hand delivery, and shall be deemed given when received or posted.

**Section 5 - ~~Executive Director~~Employed Staff:**

The Board of Directors shall select and employ **person(s) who shall have** ~~an Executive Director. The Executive Director shall have~~ such duties and responsibilities as **directed by the Chairman or Executive Committee with the approval of the Board of the** Directors. ~~shall determine, including and without limitation the responsibility for implementing the policies established by the Board of Directors. Other staff positions, either salaried or volunteer as established by the Board of Directors from time to time shall be selected and employed by the Executive Director with advice and consent of the Chairman. Such staff Members shall report to the Executive Director and shall have duties and responsibilities as the Executive Director and the Board of Directors shall determine.~~ **Such staff Members shall report to the Chairman unless otherwise advised.**

**Section: Section 6 – Advisory Council:**

The Board of Directors may from time to time establish an Advisory Council as it shall determine to be necessary or appropriate for the conduct of the Corporation's affairs and business.

**~ARTICLE VII - AMENDMENT OF BY-LAWS~**

Provided a quorum is present, these By-laws may at any time be amended or repealed in whole or in part, or new By-Laws adopted by vote of two-thirds (2/3<sup>rd</sup>s) of the voting Members present at the Annual or any Special Meeting provided that the substance of any proposed changes shall be stated in the notice of the meeting at which such action is to be taken. All Members shall be notified of any proposed amendments at least 30 days prior to such meeting. The Board of Directors may also amend or repeal these By-Laws except that no amendment or repeal may be made by the Board of Directors which alters the rights of Members as specified herein.

Revised March, 2015

Revised March 2007 - Revised March 2009 –