

**BYLAWS**  
**of**  
**THE FLORIDA TRAIL ASSOCIATION, INC.**  
**(A Florida not for profit Corporation)**

**ARTICLE I – PURPOSES AND OBJECTIVES**

The purposes and objectives of this Association shall be to instill in Floridians and visitors to Florida an appreciation of, and a desire to conserve, the natural beauty of Florida by all lawful means; and to promote the creation of hiking trails including a trail, to be called the Florida Trail, to run the length of the State and to provide an opportunity for hiking and camping.

**ARTICLE II – DEFINITIONS**

1. Association. The term “Association” shall hereinafter mean The Florida Trail Association, Inc., a not-for-profit corporation established under Chapter 617, Florida Statutes.
2. Board. The term “Board” shall hereinafter mean the corporate Board of Directors of the Association as defined in Article V of these bylaws.
3. Director. The term “Director” shall hereinafter mean a Director of the Association as defined in Article V, Section 2 of these bylaws.
4. Florida Trail. The term “Florida Trail” shall hereinafter mean the continuous route of the Florida National Scenic Trail.
5. Florida Trail System. The term “Florida Trail System” shall hereinafter mean the system of all other continuous trails, loop trails near population centers, connecting trails, side trails, and cross trails which have been developed and maintained by the Association throughout the State of Florida.
6. Member. The term “Member” shall hereinafter mean a Member of the Association in good standing as defined in Article III of these bylaws.
7. Membership. The term “Membership” shall hereinafter refer to any of the various classes of membership established by the Board as defined in Article III, Section 2 of these bylaws.
8. Officer. The term “Officer” shall hereinafter mean a corporate Officer of the Association as defined in Article VII of these bylaws.

**ARTICLE III – MEMBERSHIP IN THE ASSOCIATION**

Section 1. Qualifications for Membership. Any person who agrees with the purposes and objectives of the Association may become a Member by completing an application blank and paying the dues required for the desired class of Membership.

No person shall, on the grounds of age, race, color, sex, religious creed, or national origin, be denied Membership in the Association or access to programs and services to the general public.

Section 2. Classifications of Membership and Dues. The classifications of Membership in the Association and the dues associated with each class of Membership shall be established by the Board. A Membership class may consist of an individual, family (defined as parent(s) and children under 18 years of age), agency, commercial firm or other entity as may be designated by the Board.

Section 3. Termination of Membership. Any person who fails to pay dues prior to the end of the renewal period of the previous Membership shall thereupon cease to be a Member. The Board of the Association may forthwith terminate the Membership of any person who has been determined by a majority of the Members of the Board to have violated rules and regulations of the Association in such a manner as to have been detrimental to the purposes and objectives of the Association. No such determination shall be made without a hearing on the matter by the Board, to which the person shall be invited and at which such person shall be entitled to present his or her case.

Section 4. Voting Privileges for Members. Voting privileges for all Association Membership classes shall be established by the Board.

With the exception of those Membership classes designated by the Board as having no vote, Members shall have a vote on the following:

- Election of Association corporate Officers and Directors
- Other corporate matters as determined by the Board
- Election of Chapter officers
- Other chapter matters as determined by Chapter leadership

There shall be one vote for each Association individual or family Membership. There shall be no vote for agency or commercial classes of Membership.

#### **ARTICLE IV – MEMBERSHIP MEETINGS AND VOTING**

Section 1. Notice of Meetings. Notice of meetings of the Membership shall be transmitted no less than thirty (30) days prior to the scheduled meeting and shall contain the following information: date, time, place and general purpose of meeting. Notice shall be in the form of first class mail, electronic transmission such as email, or as an insertion into the Association's newsletter, provided that newsletter is distributed to Members at least thirty (30) days prior to the scheduled meeting.

Section 2. Annual Meetings. The Annual Meeting of the Association shall be held at a time and place within the State of Florida as determined by the Board, for the purpose of the transaction of such business as may come before the meeting. Election of Officers and Directors shall occur only by written ballot without a meeting, under Section 4 below. Notice of the meeting shall be transmitted at least thirty (30) days prior to such meeting to all Members in accordance with Section 1 above.

Section 3. Special Meetings. A special meeting of the Members may be called by any of the following: The President, a majority of the Board, or fifty (50) Members. Notice of such meeting shall be transmitted at least thirty (30) days prior to the meeting in accordance with Section 1 above.

Section 4. Quorum. Twenty-five (25) Memberships representing a majority of the chapters shall constitute a quorum at any Membership meeting of the Association.

Section 5. Manner of Voting

- a) Election of Association Officers and Directors. The election of Officers and Directors shall be conducted only by ballot without a meeting. Ballots shall be in the form of electronic transmission, transmitted no fewer than thirty (30) days prior to the Annual Meeting. Ballots must be returned either by electronic transmission or printed and mailed. In either case, ballots must be returned no later than five (5) business days prior to the Annual Meeting. Results shall be announced at the Annual Meeting and posted on the Association website and newsletter. A ballot not returned by the deadline constitutes a non-vote by that member.
- b) Voting at Meetings. With the exception of subsection a) above, voting at meetings may be by voice or secret ballot. Secret ballot may be at the discretion of the meeting Chairperson or at the request of ten percent (10%) of the Memberships represented at the meeting.
- c) Voting Without a Meeting. Any action required or permitted to be taken by Members at a meeting may, in the sole discretion of the Board, be submitted for a vote without a meeting.

**ARTICLE V – THE BOARD OF DIRECTORS**

Section 1. Powers. The business of the Association shall be managed and its corporate powers shall be exercised by the Board. Unless otherwise prohibited or restricted herein, the Board of Directors shall have all corporate powers not specifically prohibited by statute or Articles of Incorporation of the Association. The powers of the Board shall specifically include but not be limited to, the following:

- a) To use and expend the revenues realized from the Membership dues and other sources of income, including grants, for the purposes and objectives of the Association;
- b) To establish policies and guidelines for the Florida Trail and Florida Trail System, and to enter into agreements with landowners and other interested parties in connection with the Florida Trail and Florida Trail System;
- c) To establish and adopt policies, procedures and guidelines for the development of the Florida Trail and Florida Trail System;
- d) To review and determine that all functions conducted in the name of the Association comply with the purposes, objectives, and policies of the Association and to take appropriate corrective action, as necessary, to ensure compliance;
- e) To employ and compensate such personnel as may be desired or required for the maintenance and growth of the Association, except that neither Directors nor Officers shall receive compensation for their services as such.
- f) To understand and execute the duties and responsibilities of the Board as stated in Board of Directors Responsibilities document I.C.1 of the FTA Administrative Manual.

Section 2. Elected Directors. There shall be eight Directors elected to the Board for terms of three years, each commencing and ending with the Annual Meeting. Directors must be Members in good standing. Directors shall be elected by the Membership, and Director terms will be staggered so that no more than three will expire in any given year.

A person who has served a full three-year term as Director may be re-elected to the Board as a Director for one additional full three-year term. An individual who was elected to fill the unexpired portion of a term is not precluded from immediately thereafter being elected to a full three-year term and may be re-elected for a second full three-year term if asked to serve by the Nominating Committee.

Section 3. Ex Officio Members of the Board. All Officers of the Association are Ex Officio members of the Board, who shall have a vote and be counted toward a quorum. The Executive Director, Immediate Past President and Chairs of the Standing Committees shall be non-voting Ex Officio members of the Board and shall not be counted toward a quorum. The Board may appoint additional non-voting, non-quorum Ex Officio members.

Section 4. Nomination Procedure. Members of the Nominating Committee will be appointed by the President and shall be composed of two serving directors and one current member of the Chapter Council. Nominating Committee members will be appointed for one year and must not be eligible for any director or officer position. An open call for candidates for vacant director positions will be made and each person interested in being considered must submit an application to the Committee as per Committee procedures. Qualifications for Officer candidates will be in accordance with Article VII, Section 2. The Nominating Committee will utilize the skill and knowledge base matrix to determine the best nominees for each open position using their best judgment and understanding of the needs and requirements of the Board of Directors. Presentation of the slate shall not preclude nominations from the floor provided the nominee's consent has been given in writing.

Section 5. Resignation of Officer or Director. Any Officer or Director of the Association may resign at any time by giving written notice of such resignation to the President, making the President the sole recipient or, a line of Vice Presidents in succession, and the resignation shall take effect at the time specified therein, or if no time is specified, immediately upon receipt.

Section 6. Removal of Officer or Director. Any Officer or Director of the Association may be removed without cause, by a three-fourths vote of the entire Board.

Section 7. Vacancies. Vacancies of Directors on the Board may be filled by a majority vote of the Board, and any person so elected to fill a vacancy on the Board shall serve until the next scheduled election of Officers, when the vacancy will be filled for the balance of the unexpired term in the manner prescribed in these bylaws for the regular election of such Director.

Section 8. Advisors. Advisors shall be those former Directors and Officers of the Association who have completed their term of office and who express a desire to be Advisors to the Board. Advisors shall not be entitled to a vote on matters before the Board, nor shall such members count towards a quorum of the Board. An advisor's term may be renewed annually with no limit as to the number of terms served.

## **ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1. Regular and Special Meetings. Regular meetings shall be scheduled each year by the President or a majority of the Board. Special meetings may be held upon call by the President or a majority of the Board. The Secretary shall give notice of each special meeting at least three (3) days before the date thereof.

Section 2. Quorum and Voting Procedure. One third of the Directors and voting Ex-Officio members of the Board, as enumerated in these bylaws, shall constitute a quorum for the transacting of business. Unless expressly provided otherwise herein, every act or decision done or made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Members of the Board, or the Executive Committee thereof, shall be deemed present at a meeting of the Board or such Committee if a conference telephone or other communications equipment is used by means of which all persons participating in the meeting can communicate with each other.

Section 3. Attendance. Any Officer or Director who is absent without excuse for the last two consecutive meetings of the Board shall be deemed to have resigned from the Board and any office held, and the Board is authorized to declare the position vacant and act to fill the vacancy.

Section 4. Executive Committee. The President, the Vice Presidents, the Treasurer, and the Secretary shall constitute the Executive Committee. The Executive Director shall be a non-voting member of the Executive Committee.

The Executive Committee shall set Board agenda, provide continuous oversight of the Association and, in intervals between meetings of the Board, shall have the power to make emergency policy decisions, except that the Committee may not modify any act or directive of the Board.

## **ARTICLE VII – OFFICERS**

Section 1. Enumeration and Term of Officers. The Officers shall consist of President, First Vice President, Second Vice President, Third Vice President, Fourth Vice President, Treasurer, and Secretary, all of who shall hold office for a term of two (2) years. In the event of a vacancy the position may be filled by a majority vote of the Board, and the Officer so chosen shall serve the balance of the unexpired term. The President, Vice Presidents and Secretary may hold the same office for not more than two (2) consecutive terms. An individual who was elected to fill the unexpired portion of a term is not precluded from immediately thereafter being elected to a full two-year term and may be re-elected for a second full two-year term. The Treasurer may serve as many terms as deemed desirable by the Membership. The President, Second Vice President, the Fourth Vice President and the Secretary shall be elected every odd year. The First Vice President, the Third Vice President and the Treasurer shall be elected every even year. Other Officers, their duties and election year, may be designated by a majority vote of the Board.

Section 2. Election of Officers. The Officers of the Association shall be elected by the Membership by written ballot in as detailed in Article IV, Section 2 and announced at the Annual Meeting of the

Association. Any person serving as an Officer of the Association must be a Member in good standing and it is preferred that s/he has served as a Director on the Board. Any Director who is elected as an Officer shall resign as Director upon accepting the office to which elected.

Section 3. Duties and Powers of the Officers.

- a) The President:
- Shall be the Chair of the Board of Directors;
  - Shall call and preside at the meetings of the Membership and the Board;
  - Shall be an Ex-Officio member of all committees, except the Nominating Committee;
  - With the approval of the Board may appoint special committees not otherwise provided for in the bylaws;
  - Shall, with the approval of the majority of the entire Board of Directors, employ and release the Executive Director.
- b) First Vice President, Governance and Administration:
- Shall assist the President in the coordination of the administration of the Association's business and programs, including any not included in the responsibilities of other Vice Presidents;
  - Shall perform the duties of the President in the absence of the President.
- c) Second Vice President, Membership:
- Shall assist the President in the performance of his/her duties with the respect to Member services;
  - Shall perform the duties of the President in the absence of the President and the First Vice President.
- d) Third Vice President, Trails:
- Shall assist the President in the development and maintenance of the Florida Trail System;
  - Shall perform the duties of the President in the absence of the President and the First and Second Vice Presidents.
- e) Fourth Vice President, Development and Outreach:
- Shall assist the President in the performance of his/her duties with respect to development and outreach;
  - Shall perform the duties of the President in the absence of the President and the First, Second, and Third Vice Presidents.
- f) Secretary:
- Shall keep the Minutes of all meetings of the Association;
  - Shall be responsible for sending out notices of all such meetings.
- g) Treasurer:
- Shall be the Chief Financial Officer of the Association;
  - Shall be the custodian of the funds of the Association;
  - Shall prepare a budget and present it for approval to the Board;
  - Shall see that payments are made in accordance with the budget and these bylaws;

- Shall see that appropriate reports are made and licenses are secured.

## **ARTICLE VIII – TRAIL FUNCTIONS AND ACTIVITIES**

Section 1. The Florida Trail and Florida Trail System. The Association shall carry out its purposes and objectives with respect to the Florida Trail and Florida Trail System through Section Leaders. Section Leaders shall be appointed by the President for each Section of the Florida Trail and Florida Trail System. Each Section Leader shall oversee trail construction and maintenance of his/her Section of the Florida Trail and Florida Trail System, and shall report to the Association through the assigned Trails Coordinator to the Vice President for Trails on such matters as are requested by the President.

There shall be as many Sections of the Florida Trail and Florida Trail System as the Board of the Association may deem necessary.

Section 2. Association's Activities. The Association's activities shall be arranged and coordinated by guidelines and procedures set forth in the FTA Trail Manual and Activity Leaders Guide.

## **ARTICLE IX – CHAPTERS OF THE ASSOCIATION**

Section 1. Establishment. In order to more effectively deliver Association services to its Members, all geographical areas of the state shall be assigned by the Board to a Chapter. Chapters may be established outside the state, on petition of a group of Out-of-State Members that meet the same charter requirements.

Section 2. Membership. Members of Chapters are first Members of the Association. Chapter affiliations will be according to a Member's primary place of residence or by the Member's choice. Association Members not living within a Chapter area shall be considered Members-At-Large.

Section 3. Chapter Operation. The operation of any Chapter shall be in accordance with the Association's bylaws, Policies, Standards, Procedures, and the Chapter Operating Procedures.

Section 4. Chapter Leadership. Each Chapter shall have at least a Chair, a Secretary/Treasurer, and a Chapter Council Representative. Other Chapter officers and committee Chairs may be established by the Chapter. Any Chapter officer or Chair of a Chapter may be removed without cause by a three-fourths vote of the Association Board or on petition of 50% of the Membership of the Chapter.

Section 5. Chapter Responsibilities. Chapters shall be responsible for carrying out or assisting in the carrying out of those functions, services, or tasks delegated by the Association's Board of Directors, including adoption of trail segments. Chapters may assume further responsibilities within established operating methods. Chapter responsibilities may include recruitment and retention of Members, planning and carrying out Chapter or Association activities, or educational and recreational services for the general public.

Section 6. Chapter Council. There shall be a Chapter Council established as a Standing Committee of the Association. It shall be comprised of one Representative from each Chapter. The purpose and responsibilities of the Chapter Council shall be to provide a forum for discussion, exchange of ideas, and problem-solving for chapter level issues and concerns; advise the Board on chapter needs and issues; coordinate and oversee regional conferences; promote and facilitate training of chapter officers and committee chairs at the chapter level; receive and act on matters referred to it by the Board; promote the recruitment and nurturing of membership at the chapter level; identify potential candidates for all elected state level positions and provide that information to the Nominating Committee; and discover emerging concerns related to the trail and the Association. The Chair of the Council shall be appointed by the President. Regular meetings of the Council shall be scheduled in consultation with the Board. Special meetings may be called by the Council Chair or by a majority of the Council Representatives, and notice of each special meeting shall be given to the Council Representatives at least three days prior to the date thereof. A quorum shall be by representation of a majority of the Chapters.

Section 7. Inactivity or Dissolution. In the event of inactivity or the dissolution of a Chapter, the Association shall assume possession of its assets. If the Chapter is re-activated, any unused or usable assets shall be returned to the Chapter.

## **ARTICLE X – ORGANIZATIONAL POLICIES**

Section 1. Individual Policies. A Member of the Association may be identified or operate, re Fund Raising, as such in commercial endorsements only in publications of the Association and/or connection with fund-raising activities of the Association. No Members of the Association may be identified as such for personal gain.

Section 2. Unbudgeted Expenditures. Unbudgeted expenditures must be approved by the Executive Director, with authorization of the President and Treasurer, prior to the remittance of funds, or the issuance of a check.

Section 3. Execution of Instruments. All contracts and instruments shall be executed in the name of the Association by the Executive Director with concurrence of the President, for whom the appropriate Vice President may substitute, and in accordance with Board policies. The Board may authorize a Director or Committee Chair to initiate certain contracts and instruments with the knowledge and approval of the Executive Director.

Section 4. Dissolution. In the event of the dissolution of the Association, its assets shall be distributed to an organization or organizations with similar interests and purposes, which have qualified for exemption under Section 501(c)(3) and 170(e) of the Internal Revenue Code, or to the Federal, Florida, or any local government for exclusive public purpose.

Section 5. Limited Activities. No substantial part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation, nor shall such activities participate in, or intervene in, any political campaign on behalf of any candidate for public office. Such activities shall include publishing or distributing of statements.



Section 6. Capital Expenditures. All capital expenditures shall be in accordance with Board policy and approved programs and in consultation with the Treasurer.

**ARTICLE XI – AMENDMENTS AND RULES OF ORDER**

Section 1. Amendments. The Articles of Incorporation of the Association, or these bylaws, may be amended by two-thirds (2/3) vote of the Board. Notice of any proposal to amend these bylaws, or amend the Articles of Incorporation of the Association, must be given to each member of the Board of Directors at least thirty (30) days in advance of the meeting at which it is to be considered.

Section 2. Rules of Order. The latest edition of Roberts Rules of Order (Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedure adopted by the Board.

Submitted for consideration, amended and approved by the Board this 7<sup>th</sup> day of April 2018.

Amendments Approved by Board of Directors:

September 10, 1988	April 29, 1989	April 28, 1990
January 21, 1995	January 25, 1997	September 6, 2003
February 25, 2006	January 26, 2008	September 13, 2009
January 23, 2010	May 15, 2010	February 9, 2015
April 7, 2018		

I certify that these are the complete and accurate bylaws of The Florida Trail Association, Inc.

*Leslie Wheeler*

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President

*January 23, 2019*  
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Date