

FOOTHILLS RAILS TO TRAILS COALITION

CHARTER AND BYLAWS

ARTICLE 1

NAMES AND OFFICES

Section 1. Name. This organization shall be known as the Foothills Rails-to-Trails Coalition.

Section 2. Offices. The principal office of the coalition shall be the mailing address of P.O. Box 192, Puyallup, WA 98371-0021, or such other address as designated by the Coalition Board of Directors.

ARTICLE II

PURPOSE

The mission of the Foothills Rails-to-Trails Coalition is to assist Pierce County governments and communities in the creation, maintenance and usage of a connected system of non-motorized trails for healthier people from Mount Rainier to Puget Sound.

ARTICLE III

MEMBERSHIP, DUES, ENTITLEMENTS

Section 1. Membership. Membership is available to all persons wishing to support the Foothills Coalition trail projects regardless of race, color, national origin, age, disability, religion, or sex. Memberships are valid for one year after payment of dues.

Section 2. Dues. Dues shall be set by the Board of Directors.

Section 3. Entitlements. Members shall receive periodic newsletters, and special announcements of matters pertaining to the Foothills Coalition trail

projects. Members shall be entitled to vote at general and annual meetings. Individual and business memberships shall be entitled to one vote. A couple or family membership shall be entitled two votes.

ARTICLE IV MEETINGS, ANNUAL MEETING

Section 1. General Meetings of the Board of Directors. General meetings shall be held the fourth Thursday of each month for the purpose of conducting the business of the Board. If this day falls on a holiday the Board shall chose another day in that month or cancel the Board meeting.

The Board shall publish a calendar in the December newsletter listing the Board meetings for the following year, showing date, time and place for each meeting.

Section 2. Annual Meeting. The Coalition shall hold a meeting of the Coalition membership annually on the fourth Thursday of January.

Section 3. Nominating Committee. Prior to the annual meeting of the Coalition, the President of the Board of Directors shall appoint a nominating committee of three members of the Coalition to present nominations for Directors to be acted upon at the annual meeting. The nominating committee will dissolve at the conclusion of the annual meeting.

Section 4. Nomination of Directors. The nominating committee shall meet and select a slate of nominees for those positions on the Board of Directors which are expiring in the year of election. The nominating committee shall submit a list of nominees to the Board of Directors not less than thirty days before the annual meeting and this list shall be included in the notice of the meeting. The consent of the nominee shall be obtained before the name is presented.

A member of the Coalition may also be considered an eligible candidate for Director by submitting a petition of nomination to the Board of Directors not less than 30 days before the annual meeting. Such petition must

include the valid signature of 10 Coalition members, or ten percent (10%) of the Coalition membership, whichever is less.

Section 5. Vacancies. A vacancy exists whenever a Director resigns or otherwise leaves a position before the end of the term. The President of the Coalition may appoint a Coalition member to fill any vacancy on the Board. A person so appointed shall serve only until the next annual meeting, but shall be eligible for nomination and election for the remainder, if any, of the term thereafter.

Section 6. Notice of Annual Meetings. Notice of the time, place and purpose of annual meetings shall be published in the fourth quarter Newsletter, or in a separate mailing, mailed to each member of the Coalition not less than 20 days before the meeting. The notice shall include a ballot listing the nominees for the Board of Directors.

Section 7. Voting. At every meeting of the members, each member present shall be entitled to one vote. All elections, and all questions before any such meetings, shall be decided by a majority vote of the members present at any meeting at which there is a quorum present, unless otherwise provided in this Charter. Additionally, members may return ballots by mail for the annual election of Directors.

Section 8. Election. At the annual meeting all nominations shall be voted upon. Election shall be by majority of the votes cast.

Section 9. Quorum. At any meeting of the membership, 25 currently paid members shall constitute a quorum.

Section 10. Adjournment. When a quorum is present, a meeting can be adjourned at any time by a majority of the members present.

Section 11. Special Meetings. Special meetings of the Coalition may be called at any time by the President upon receipt of the written request of ten percent (10%) of the currently paid membership. Notice of the time, place, and purpose of the meeting shall be mailed to each member of the Coalition not less than 20 nor more than 40 days before the meeting.

ARTICLE V
BOARD OF DIRECTORS

Section 1. Function and Composition. The Board of Directors shall be responsible for the business and affairs of the Coalition. The Board shall consist of not less than 11 nor more than 21 Directors.

Section 2. Election. The Board shall be elected at the annual meeting of the members of the Coalition for the term of three years, such term is to begin the first day of the month following the annual meeting. One third (1/3) of the initial Coalition Directors shall be elected for one, two, and three year terms so as to provide three approximately equal annual classes with staggered terms.

Section 3. General Meetings. General meetings of the Board of Directors shall be held according to a schedule determined by the Board.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or Vice President, and must be called by either of them upon written request of three of the Directors.

Section 5. Notice of Meetings. Notice of all meetings of the Board of Directors shall be given by mail, or telecommunication, at least ten (10) days before the meeting, but such notice may be waived by two thirds (2/3) of the Directors.

Section 6. Quorum. At all meetings of the Board of Directors, one half (50%) of its members shall constitute a quorum for the transaction of business. The act of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board.

In the absence of a quorum at a duly-called meeting, a lesser number may adjourn the meeting until such time as a quorum is present.

Section 7. Voting During Absence. A board member with an excused absence is allowed to inform the president, in writing, how they want to

vote on a subject(s) that is listed on the agenda for an upcoming general, special, or annual meeting on two occasions per calendar year.

Section 8. Powers. The Board of Directors is entitled to exercise all the general powers from time to time conferred on corporations by the laws of the State of Washington. In furtherance of and not in limitation of each general power, this corporation shall also have the following powers:

The Board of Directors is entrusted and empowered, without the consent of the membership, to conduct the business of the corporation and in furtherance of and not in limitation of each general power, the Board of Directors shall also have the following powers:

(a) To acquire by purchase or otherwise and to own, hold, sell, pledge, and gift real property in accordance with the stated goals of this corporation, and to borrow money and give security therefore.

(b) To enter into, make, perform and carry out contracts of every kind for any lawful purposes pertaining to its business, with any individual, entity, firm, association, or corporation, or with any governmental, municipal, or public authority, domestic or foreign.

(c) To do everything necessary, proper, convenient, or incidental to the accomplishment of the purpose and objects of this corporation, or which is calculated directly or indirectly to promote the welfare or interests of the corporation or enhance the value or render profitable any of its property or rights.

(d) To do any and all of the things in this article set forth to the same extent a natural person might or could do, and in any part of the world, as principals, agents, contractors, trustees or otherwise, either alone or in company with others.

PROVIDED, HOWEVER, that nothing herein contained shall be deemed to authorize or permit the corporation to carry on any business, to exercise any power or to do any act which a corporation formed under the laws of the State of Washington for nonprofit corporations, or any amendment

thereto or substitution therefore, may not at the time lawfully carry on or do.

Section 9. Executive Committee. There shall be an Executive Committee that shall consist of the officers of the Board. The Executive Committee shall meet as necessary, but not less than 4 time per year. At all meetings of the Executive Committee a quorum shall consist of three (3) members of the Committee.

Section 10. Annual Report. The Board of Directors shall present at the annual membership meeting an annual report as of the close of the fiscal year. A copy of the annual report shall be filed with the records of the Coalition. The annual report shall include an audit of the Coalition accounts as described in Article VIII of this Charter.

Section 11. Compensation. Members of the Board of Directors shall receive no compensation for their services and duties as Directors, except for reimbursement for reasonable out-of-pocket expenses incurred in connection with Coalition business. Reimbursable expenses do not include the costs of transportation, meals, or lodging except as authorized on a case-by-case basis by vote of the Board.

Section 12. Action without a Meeting. Any action by the Board of Directors may be taken without a meeting if a majority of the Directors consent to such action. Such action as may be made on an interim basis shall be referred to the full Board of Directors for ratification in a meeting or by mail vote.

Section 13. Removal. Directors may be removed from office for reasons of negligence or malfeasance by two-thirds majority vote of the Coalition members. Thirty days prior to such vote, the Director in question shall be provided with a written statement of the charges against him or her and the date, time, and place of the meeting during which such charges will be considered. A copy of this statement shall be sent to all Coalition members.

Directors shall be automatically removed after missing three (3) board meetings in succession or four (4) board meetings in any 12 month period, unless specifically excused by action of the Board.

ARTICLE VI OFFICERS

Section 1. Title and Number. The elective officers of the Coalition shall consist of President, Vice President, Treasurer and Secretary. Immediate Past President shall be a non-elective officer.

Section 2. Election. The officers shall be elected annually by and from the Board of Directors at the first Board meeting following the annual meeting of the members.

Section 3. President. The President shall be the chief executive officer of the Coalition and shall preside at all meetings of members of the Coalition, the Board of Directors, and the Executive Committee. The President shall be the official spokesperson of the Coalition and shall appoint members to the Board to fill unexpired terms, subject to approval by the Board. The President shall also have such other duties as the Board of Directors of the Coalition may designate or assign. The President shall serve no more than two (2) successive one-year terms. (Exception: No other viable candidates have stepped forward for consideration and the current President is willing to continue to serve).

Section 4. Vice-President. The Vice-President shall exercise the functions of the President in his/her absence and shall appoint Committee Chairpersons, subject to approval by the Board. The Vice-President shall also have such other duties as the President and Board of Directors of the Coalition may designate or assign. The Vice-President shall serve no more than two (2) successive one-year terms. (Exception: No other viable candidates have stepped forward for consideration and the current Vice-President is willing to continue to serve).

Section 5. Secretary. The Secretary shall keep, or cause to be kept, a record of all the official proceedings of the Coalition and its Board. All

significant decisions of the Board and the Executive Committee shall be reported orally at the next Coalition general meeting.

Section 6. Treasurer. The Treasurer shall be responsible for all funds and financial records of the Coalition, subject to such regulations as may be imposed by the Board of Directors.

The Treasurer shall enter regularly in the books of the Coalition full and accurate amounts of all monies and property received and all monies and obligations paid or incurred for the account of the Coalition, in accordance with standard accounting procedures. The Treasurer shall exhibit such books at all reasonable times to any member of the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors.

The treasurer shall report, at each Coalition meeting, the Coalition's current balance of funds, as well as any significant expenses incurred or donations received since the previous Coalition meeting.

The treasurer shall prepare, and shall submit to the Board and the Coalition membership in writing, each January, a financial report summarizing by categories the Coalition's income and expenditures for the preceding year, and its year-end balance of funds.

Section 7. The Immediate Past President shall be a non-elected officer. The Immediate Past President shall exercise the functions of the President in the absence of the President and Vice-President. The Immediate Past President shall also serve in an advisory capacity to officers and directors in order to provide consistency. In the event the Immediate Past President is unable to serve, the preceding past president in succession is eligible to serve.

Section 8. Executive Director. The Board of Directors may hire a paid position of Executive Director. A job description will be written to describe the responsibilities of this position. A contract will be signed by the President and the Executive Director. The salary will be set by the Board of Directors. The Board of Directors or a Committee selected by the president

will evaluate the Executive Director annually following the election of board members to determine if requirements for the position are being met and also may determine if the position of Executive Director should be continued.

Section 9. Committees. The Board of Directors or the Executive Committee may authorize and establish such committees as may be deemed necessary to implement the objectives, policies, and programs of the Coalition. The Vice President shall appoint the Chair and any members of such committees.

Section 10. Removal. Officers may be removed from office for reasons of negligence or malfeasance by two-thirds majority vote of the Board of Directors of the Coalition. Thirty days prior to such vote, the officer in question shall be provided with a written statement of the charges against him or her and the date, time, and place of the meeting during which the charges will be considered. A copy of this statement shall be sent to Directors no later than 20 days *before* the meeting.

Section 11. Compensation. Officers shall receive no compensation for their duties or services as officers except for reasonable out-of-pocket expenses, not to include costs of transportation, meals, or lodging except as specifically authorized on a case-by-case basis by vote of the Board of Directors.

Section 12. Vacancies. The Board of Directors may appoint a Director to fill any vacancy among the elected officers. A Director so appointed shall serve only until the next annual election of officers.

ARTICLE VII CONTRACTS AND OBLIGATIONS

Section 1. Real Estate. Only persons authorized by the Board of Directors may acquire or dispose of any interest in real estate (except the normal rental space).

Section 2. Business Transactions. The Board of Directors must authorize by a two-thirds vote any purchase, sale or other business transaction for any purpose in which a consideration of \$1,000 or more is involved. Such approval may be waived *if* the transaction is a part of the Coalition's Work Plan and approved budget.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Coalition shall end on December 31.

ARTICLE IX
AUDIT

An ad hoc committee of three members as appointed by the president shall audit the accounts of the Coalition each year.

ARTICLE X
CONDUCT OF MEETINGS

The conduct of meetings shall be governed by Robert's Rules of Order as revised unless such procedures are contrary to the procedures outlined by this Charter and bylaws, in which case the Charter and bylaws shall govern.

ARTICLE XI
AMENDMENTS

This Charter may be amended at any meeting of the members of the Coalition at which a quorum is present by a majority vote of all the members of the Coalition present in person, provided that the proposed amendments be inserted in the notice of such meetings

Bylaws Updated January 2020