

Canalway Trails Association of New York State

By-Laws

Adopted February 14, 2001

Amended October 10, 2001

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Article I. Name

The name of this organization shall be Canalway Trails Association of New York, hereafter known as the Association.

Article II. Mission and Participants

Section 2.01 Mission

The mission of the Association is to promote the completion and proper maintenance of a multi-use Canalway Trail across New York State and to provide an umbrella organization to promote communication and coordination among all the parties involved.

Section 2.02 Participants

The participants shall include, but not be limited to the New York State Canal Corporation (NYSCC), New York State Office of Parks, Recreation and Historic Preservation (OPRHP), New York State Department of Environmental Conservation (DEC), National Park Service (NPS), New York Parks and Conservation Association (NYPCA), Canal Society of New York State (CSNYS), and the various county and municipal agencies along the canal, the volunteers and volunteer groups, and users and user groups.

Article III. Objectives

In accord with its mission, the Association has the following objectives:

- i) Promote partnerships among state, county and local government agencies, private sector businesses, other not-for-profits, citizen volunteers or volunteer groups, trail users, service organizations, etc. for the purpose of sharing management and maintenance responsibilities on the Canalway Trail.
- ii) Publicize the Canalway Trail.
- iii) Advocate for funding and legislation that will promote the mission.
- iv) Organize resources, both human and material, to carry out the mission of the Association.
- v) Promote the historic preservation and interpretation of the resources along the Canalway Trail and the NYS Canal System.
- vi) Advocate for the establishment of a continuous trail corridor along the Erie, Oswego, Champlain and Cayuga-Seneca Canals.
- vii) Link historic canal and railroad features, parks, green spaces, natural resources and the communities along the route.

- viii) Promote culturally related tourism and inter-community cooperation.

- ix) Encourage the safe and courteous use of the Canalway Trail by all participants.

Article IV. Organization

The Association will be composed of three parts: a Managing Board (Board), Regional Canalway Trail Groups (RCTG) and volunteers. The descriptions of the RCTG's and volunteers and the role they play in the organization is described in the April 2000 document "Canalway Trail Management Organization" approved by the Canal Recreationway Commission at their May 2000 meeting and is attached hereto as an appendix.

Section 4.01 Startup

During the initial two-year, start-up phase of the Association, beginning immediately and ending on June 30, 2003, it shall utilize the 501 (c) (3) non-profit status of the New York Parks and Conservation Association (NYPCA).

Association Board will decide how to address its future funding, staffing and organizational needs at least two months before June 30, 2003.

Section 4.02 Interim or Start-Up Board

- i) Until the Regional Canalway Trail Groups are formed and have elected representatives to the Managing Board, the members of the Canalway Trail Steering Committee will assume the responsibilities of the Managing Board. Individual members of the Canalway Trail Steering Committee may elect not to participate in the Managing Board.

- ii) This interim Managing Board will also actively work to recruit individuals, create new local groups and form RCTG that will elect representatives to the permanent Managing Board.

Article V. Managing Board

The Association Managing Board is a statewide Board of Directors, which implements the mission of the Association.

Section 5.01 *The composition of the Managing Board*

- i) One voting director elected by each of the RCTG
- ii) One each, non-voting director from National Park Service, New York Parks and Conservation Association and Canal Society of New York.
- iii) Three at large voting directors elected by the board at the annual meeting.

Section 5.02 *The responsibilities of the Managing Board*

- i) Carry out the mission and objectives of the Association.
- ii) Develop, revise and maintain a local management planning process and assist Regional Canalway Trail Groups in developing and implementing local Canalway Trail management plans.
- iii) Adopt, publish and distribute a model Adopt-a-trail policy and agreement to be used between local volunteer organizations and state and local agencies that own the trail. (It is understood that some state agencies have existing model agreements that can be used in the place of the model Association agreement.)
- iv) Help coordinate a system wide Adopt-a-trail program.
- v) Distribute information about statewide design, maintenance and management guidelines (the guidelines) to the RCTG and other interested people and organizations.
- vi) Modify and develop the guidelines as necessary
- vii) Monitor and help ensure the implementation of the guidelines by the RCTGs and all trail managers.
- viii) Promote communication among the RCTG's and between those groups and the Board
- ix) Fundraise in support of Canalway Trail activities.

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- x) Prepare agreements with the RCTGs to clarify their roles and responsibilities.
- xi) Nominate three (3) at large Directors.

Section 5.03 *Terms*

- i) Directors can serve an unlimited number of two-year terms beginning with the first annual meeting after their being elected to the board. Terms shall be arranged such that only 1/3 of the total Directors shall come up for election in any year. (See Article VII - Elections)

Section 5.04 *Annual Meeting*

- i) Directors continuing into the new fiscal year shall call the Annual meeting of the Board. This shall be an organizational meeting with the Board electing the Executive Officers from within the Board. The election of each Executive Officer shall require a two thirds majority vote of a quorum of the Board.

Section 5.05 *Authority*

- i) The Board has all the powers granted by these by-laws, and also general authority not inconsistent herewith to formulate the program and administer the affairs of the Association.
- ii) The Board and the Association shall operate under a Memorandum of Understanding with those parties, such as NYSCC and other New York State agencies, counties and municipalities, private corporations, individuals and others that are Canalway Trail route landowners.

Section 5.06 *Executive Officers*

- i) The executive officers of the Association shall be President, Vice President, Secretary and Treasurer. These officers shall be members of the Board elected to these positions for one-year terms with the President serving a maximum of three terms. Effective in 2001 the executive officers shall be elected by the Board at the annual meeting of fiscal year 2001-2.
- ii) The executive officers shall serve as the Executive Committee, providing day-to-day management of the Association and implementing the programs and strategies of the organization as agreed to by the Managing Board.
- iii) The Vice President, Secretary and Treasurer shall report directly to the President
- iv) The President shall report to the Managing Board

Section 5.07 *Structure*

- i) The President shall preside at all meetings of the Association and the Board. In the absence of the President or his/her inability to act, his/her duties shall be performed by the Vice President. In the event that neither can perform, the Board shall appoint a President Pro Tempore.

Section 5.08 *Executive Director*

- i) The Managing Board may create and fill the position of Executive Director if members of the Board deem that this action is in the best interest of the Association.
- ii) The Executive Director shall be appointed by a majority vote of the entire Managing Board.
- iii) The Executive Director may receive monetary compensation for performance of the duties and responsibilities contained in the job description approved by the Managing Board. Any compensation will be defined by a written contract between the Board and the Executive Director and shall be decided on at such time as the Board decides to hire an Executive Director.

Article VI. Duties and Responsibilities

Section 6.01 President

The President shall provide leadership to the Board and serve as a liaison between the Board and the Executive Director should one be appointed. The President shall:

- i) Serve as Chair of the Executive Committee
- ii) Preside as moderator of general business meetings and meetings of the Executive Committee
- iii) Administer these by-laws and any such rules or regulations of the organization that the Board shall adopt.
- iv) Set an agenda for Board meetings, after consulting with the Executive Director if one exists.

Section 6.02 Vice President

The Vice President shall have such powers and perform such duties as usually pertain to such office or as are properly required of him/her by the Managing Board or the President. In the absence or disability of the President, the Vice President shall assume the duties and powers of the President.

Section 6.03 Secretary

The Secretary shall perform all duties as usually pertain to such office or as are properly required by the Managing Board or the President. These duties include recording the proceedings of all meetings of the Managing Board and Executive Committee and distributing copies of these proceedings to all the members in a timely manner, and issuing notices of all meetings of the Board and Executive Committee where notices of the meetings is required by law or these by-laws. These distribution may be by email or other means necessary if email is not available to any member.

Section 6.04 Treasurer

The Treasurer shall receive and have custody of all funds received by the Association and conduct all financial transactions for the Association under the direction of the Board. The treasurer shall maintain accurate records of all monies received and disbursed and shall receive and disburse monies and monitor the Association's tax status according to procedures set up by the Board. The Board may require the treasurer to be bonded and may set up rules regarding this bonding and defraying the costs thereof.

Section 6.05 Board

The Board shall set policy and provide leadership for achieving the mission of the Association. The Board shall devise and carry into execution such measures as it deems proper and expedient to promote the objectives of the Association and to best protect the interests and welfare of its members.

Article VII. Elections

Section 7.01 Start Up

At the first elections (2001) 1/3 of the Directors shall be elected to one-year terms and 1/3 shall be elected to two year terms and 1/3 elected to three-year terms. Future elections will be arranged so that after 3 years all Directors are serving two-year terms and only 1/3 of the Directors are up for election in any given year.

Section 7.02 Eligibility

All persons who are members of a Regional Canalway Trail Group, and/or its membership organizations are eligible to serve as Directors provided they express willingness to serve if elected.

Section 7.03 Board

- i) At-large Directors of the Board and Board officers shall be elected by members of the Board in attendance at the annual meeting.
- ii) Representative Directors (those representing Regional Canalway Trail Groups) shall be elected by the RCTG they represent at that group's annual membership meeting.
- iii) Nominations of at-large Directors and Board officers may be made by any Board member and should be sent, in writing, to the secretary of the board at least one month before the annual meeting to allow time for inclusion in the meeting notice. A written nomination must include a statement, signed by the nominee, indicating willingness to be nominated and to serve if elected. Nominations shall begin to be accepted 60 days before the annual meeting and shall officially close 30 days before the annual meeting.
- iv) Voting for At-large Directors and Board officers shall be by secret ballot distributed to Directors present at the annual meeting. Proxy votes are not allowed.
- v) Any vacancy of an elected Board Officer or at-large Director position that becomes vacant during a term shall be filled by a majority vote of a quorum of the Board. The appointed member shall serve the remainder of the original term and may be nominated and elected to successive terms as provided in this Article.

Article VIII. Quorum

- i) Except as otherwise provided by law or these by-laws, a majority of the members of the Board shall constitute a quorum at any meeting of the Board.
- ii) Except as otherwise provided by law or these by-laws, and provided a quorum is present, a majority of the Board members present in person at a meeting of the Board shall decide any question that may come before the board.

Article IX. Meetings

Section 9.01 Annual Meeting

The annual meeting shall be the last regular meeting before the beginning of the Association's fiscal year. At the annual meeting the Board shall elect at-large members, receive annual reports of the officers and committees and conduct any other business as may properly come before the meeting.

Notice of the annual meeting shall be given by mailing, not less than ten (10) days nor more than forty (40) days before the meeting. A copy of the notice of such meeting shall go to each member of the Board at his/her email and/or street address as it appears in the records of the Board.

Section 9.02 Regular Meetings

The Board shall meet at least six times annually. The dates, times and places of these meetings will be fixed by the Board.

Section 9.03 Special Meetings

Special meetings of the Board may be called by the President or the Secretary, at the request in writing of three members of the Board. Such request shall state the purpose of the proposed meeting.

Section 9.04 Notice of Special Meetings

Notice of special meetings shall be given at least five (5) days before the time appointed for the meeting, and shall include the purpose for the meeting.

Section 9.05 E-mail and Phone Meetings

In the case where a special meeting cannot be arranged in due time to give proper consideration to the matter at hand, the opinion and vote of the Board may be polled by email and/or phone by the President, or Vice-President in the President's absence for the specific purpose that the special meeting was called.

Article X. Finances

Section 10.01 Startup

During the period where the Association is organizing and preparing to become an independent not-for-profit corporation, the Association shall operate under the not-for-profit status of the New York Parks and Conservation Association. Details of this arrangement shall be the responsibility of the Treasurer, acting under the guidance and oversight of the Board.

Section 10.02 Depository

After the startup period the funds of the Association shall be deposited in its name with such bank or banks, trust company or trust companies as the Managing Board may from time to time designate and shall be subject to withdrawal by such persons as may from time to time be authorized by the Managing Board.

Section 10.03 Investments

To the extent permitted by law and these by-laws, the Board may invest or re-invest its funds in such investments as the Managing Board shall, from time to time, authorize.

Article XI. Resignation and Removal Policy

Section 11.01 Resignations

Any Executive Officer or Board Member may resign from office and retain all rights and privileges of membership in any Regional Canalway Trail Group or its member organization. Resignations must be submitted in writing to the Board and shall take effect upon acceptance by a majority vote of the Board.

Section 11.02 Removal from Office/Board

Any Executive Officer may have his/her authority to act as an officer suspended for cause or a Director may be removed for cause by a two thirds (2/3) affirmative vote of the entire Board at any regular or duly called special meeting of the Board with notice of such proposed action. Prior to voting at such meeting, written documentation of cause must be submitted to the Board and the individual involved must be notified and given the opportunity of a hearing before the Board.

Three consecutive or four total unexcused absences from regular meetings in any fiscal year shall be considered cause for removal from the Board.

Article XII. Amendments to the By-Laws

Section 12.01 Amendments by Directors

These by-laws may be amended, altered or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the entire Managing Board where such

proposed action has been incorporated in the notice of the meeting, provided that any such amendments shall be subject to ratification at the next regular meeting of the Managing Board with due notice. The proposed amendments shall be given in writing to each Director at least ten (10) days prior to voting on it.

Section 12.02 Proposal for Amendments

Proposals for amendments may be submitted by Directors to the President, in writing, but must be affirmed by no less than 15% of the Directors.

Article XIII. Dissolution

The Canalway Trails Association may be dissolved by an affirmative vote of two-thirds (2/3) of the Directors. In the event of dissolution of this organization, all remaining assets and property of the Association shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501 (c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, or to the State or local government to be used in such manner as in the judgment of the Supreme Court of the State of New York will best accomplish the general purpose for which the Association was formed.

Article XIV. Limitations

- i) No Board member shall take any official action, which is incompatible with the Mission and Objectives of the Association as stated in these by-laws.
- ii) No officer or director shall receive any compensation for services rendered to the Association as an officer or director, but the Managing Board shall have the right to authorize the payment of reasonable compensation to any person, whether or not such person be an officer or director for services actually rendered in the accomplishment of the objectives and purposes of the Association as set forth in these by-laws. Conflicts of interest by all officers or Directors must be disclosed annually and at the time of any authorization of a transaction involving the conflict. The reasonable expenses of persons engaged in the service of the Association may be paid upon authorization by the Managing Board or the Executive Committee with a vote sufficient for that purpose without counting the votes of any Directors/officers with conflicts of interest.
- iii) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office
- iv) Notwithstanding any other provision of this document, the Association shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the

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Internal Revenue Code of 1954, or the corresponding section of any future federal tax code.

- v) In all activities of the Association there shall be no discrimination based on age, gender, sexual orientation, race, creed, religion, nationality, place of origin, political affiliation or physical abilities.