

BYLAWS
OF THE
FRIENDS OF THE PAINT CREEK TRAIL

ARTICLE I- Name and Office

Sec. 1. The name of this Organization is the Friends of the Paint Creek Trail (Friends).

Sec. 2. The Friends shall have and continuously maintain a registered office in the State of Michigan.

ARTICLE II- Purpose

Sec. 1. Friends of the Paint Creek Trail is organized exclusively for charitable, religious, education, and/or scientific purposes under the Section 501(c)(3) of the Internal Revenue Code and shall remain so forever.

Sec. 2. The purpose of the Friends of the Paint Creek Trail is to promote the use, maintenance, and improvement of the Paint Creek Trail. The non-motorized trail provides a means to promote the health and well-being of thousands of citizens of southeast Michigan and beyond.

Sec. 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its participants, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this

document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under the Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III- Membership

Sec. 1. Membership shall be open to any individual, without regard to race, creed, color, age, gender, sexual orientation, disability, national origin or level of physical fitness, provided the individual satisfies the following requirements:

- a. Has an interest in the purposes and goals of the Friends of the Paint Creek Trail ;**
- b. Agrees to comply with all of the Organization's bylaws, rules, policies and procedures governing membership.**

Sec. 2. List of Members. The Secretary shall keep and maintain a complete membership roster.

ARTICLE IV-Committees

Sec. 1. Committees may be formed as deemed necessary by the Board of Directors. Committees shall have such authority as shall be delegated to them by the Board.

ARTICLE V- Board of Directors

Sec. 1. Friends of the Paint Creek Trail shall be governed by its Officers and a Board of Directors consisting of the participants of Friends of the Paint Creek Trail. The Board of Directors shall consist of a minimum of five Directors.

Sec. 2. Tenure and Election. Any member in good standing can be nominated to serve on the Board of Directors. Nominations will be made at the Annual Meeting in the 4th quarter each year. All Directors shall be elected by a majority vote of the members in good standing via either electronic voting, verbal vote or hand ballot. The term of all elected positions is two (2) years.

Sec. 3. Meetings of the Board of Directors shall be held at such times and places as the Board, by resolution, designates or upon the call of the President or upon written request of 25% of the Directors then in office.

Sec. 4. One third (1/3) of the Directors then in office shall constitute a quorum at any meeting. Proxies are permitted at the Board level.

Sec. 5. The Board of Directors shall have the power to purchase, retain, transfer and sell Friends of the Paint Creek Trail's property; and to invest and reinvest its funds and assets.

Sec. 6. Vacancies. Whenever a vacancy occurs in the Officers and/or Director(s) resulting in an unexpired term, the President shall make a recommendation to fill such vacancy for the unexpired term. Any appointment shall be ratified by the Board. A Resolution of the Board confirming the election or appointment of the Officers and/or Director(s) shall be filed with the minutes of the next meeting.

Sec.7. Resignation and Removal. A Director may be removed with or without cause at any time upon the affirmative vote of the majority of the Board then in office. A Director may resign at any time upon

providing the Organization with a written notice of resignation, which resignation shall be effective upon receipt by the Organization or at a subsequent time as set forth in the notice.

Sec. 8. Annual Meeting. An annual meeting of the Board shall be held each year within the fourth (4th) quarter, at such time and place as the Board may designate. Annual meetings shall be announced no less than five (5) days prior to the scheduled meeting.

Sec. 9. Regular Meetings. Regular meetings of the Board will be held at least quarterly at a time and place as determined by a Board resolution. All regular meetings of the Board shall be open to the public. The place, date and time, and agenda of the meeting shall be posted on the Organization's website two (2) calendar days prior to each meeting. Minutes of all regular meetings of the Board shall be posted on the Organization's website.

Sec. 10. Special Meetings. Special meetings of the Board may be called by the President or any two Directors at a time and place as determined by those persons authorized to call special meetings. All special meetings of the Board shall be open to the public. The place, date and time, and agenda of the meeting shall be posted on the Organization's website two (2) calendar days prior to each meeting. Minutes of all special meetings of the Board shall be posted on the Organization's website. Notice of the time and place of special meetings shall be given to each Director by attempted confirmed communication at least two days before the meeting. The two day requirement can be waived in the case of emergency situations as determined by at least two (2) Officers.

Sec. 11. Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by electronic communications through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Sec. 12. General Powers as to Negotiable Paper. The Board shall, from time to time, prescribe the manner of making signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who shall from time to time be authorized to make, sign or endorse the same on behalf of the Organization.

Sec. 13. Powers as to Other Documents. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the organization, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instruments has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of Organization by the President.

Sec. 14. Contractors. The Board may employ contractors to perform such duties as specified by the Board. Such contractors shall be reasonably compensated for services rendered to the Organization, as determined by the Board. The Board shall conduct performance evaluations and salary reviews of such contractors per their contract.

Sec. 15. Compensation. Directors shall serve without compensation. Directors may also be contractors, but shall abstain from decision related to such contracts. Directors may be reimbursed for actual, reasonable, and necessary expenses incurred in their capacity as a Director. The Board will determine appropriate expenses.

ARTICLE VI- Officers

Sec. 1. The Officers of Friends of the Paint Creek Trail shall be a President, Vice-President, Secretary and Treasurer. They shall be elected by the Board of Directors from its own members.

Sec. 2. Officers shall be elected by an affirmative vote of the majority of the Board of Directors voting.

Sec. 3. Terms of Office. The term of office of all officers shall commence at the beginning of the Fiscal Year and shall continue until the end of the Fiscal Year, and thereafter until their respective successors are elected or until their resignation or removal. An officer may resign by written notice to the Organization. The resignation shall be effective upon its receipt by the Organization or at a subsequent time specified in the notice of the resignation. The Board shall have the power to fill any vacancy in any office occurring for whatever reason.

Sec. 4. Removal. An Officer may be removed with or without cause at any time upon the affirmative vote of a majority of the Board then in office.

Sec. 5. The duties and powers of the respective Officers of the Friends of the Paint Creek Trail shall be such as customarily attached to the offices in similarly constituted organizations, together with such other duties and authority as may from time to time be vested in them by the Board of Directors.

Sec. 6. The Board of Directors may appoint such other Officers, agents, and staff members as it may deem proper, and prescribe their respective duties and authority.

ARTICLE VII- Fiscal and Administrative Provisions

Sec. 1. Fiscal Year. The fiscal year of the Organization shall be January 1 through December 31.

Sec. 2. Financial Records. All financial reports shall be submitted to the Board for approval. The Board shall vote at least every three (3) years as to whether to authorize an audit of the Organization.

Sec. 3. Contracts. The Board may authorize by resolution any officer or officers, agent or agents, to enter into any contract on behalf of the organization and such authority may be general or confined to specific instances.

Sec. 4. Loans. No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Sec. 5. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

Sec. 6. Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

ARTICLE VIII-Dissolution

Sec. 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding

section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX-Amendments

Sec. 1. These Bylaws may be amended at any time by (a) the affirmative vote of the Board of Directors of Friends of the Paint Creek Trail at any annual or special meeting, if a notice of the proposed amendment is contained in the notice of such meeting; or (b) the affirmative vote of the majority of the Board of Directors then in office at any regular or special meeting of the Board.

ARTICLE X-Indemnification

Sec. 1. Friends of the Paint Creek Trail shall, to the fullest extent now or hereafter permitted by law, indemnify any Director or Officer of Friends of the Paint Creek Trail who or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is or was a Director, Officer or agent against expenses including attorneys' fees (which expenses may be paid by Friends of the Paint Creek Trail in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of Friends of the Paint Creek Trail and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a member of Friends of the Paint Creek Trail and, to the extent provided in a resolution of the Board of Trustees or in any contract, between Friends of the Paint Creek Trail and such person, may continue as to a person who has ceased to be a member or agent of Friends of the

Paint Creek Trail. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer or agent of Friends of the Paint Creek Trail shall inure to the benefit of the heirs, personal representatives and administrators of such person.

ARTICLE XI- Volunteers

Sec. 1. Except as otherwise provided by law, a volunteer Director or volunteer Officer of Friends of the Paint Creek Trail is not personally liable to Friends of the Paint Creek Trail for monetary damages for a breach of the Director’s or Officer’s fiduciary duty.

Sec. 2. Friends of the Paint Creek Trail assumes all liability to any person other than Friends of the Paint Creek Trail for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.

Approved: December 17, 2015

Friends of the Paint Creek Trail

By: _____

James D. VanDoorn

Its: _____

President

Amended: August 20, 2020 by the Board of Directors. Reference the Meeting Minutes:

ARTICLE V Sec. 1. Friends of the Paint Creek Trail shall be governed by its Officers and a Board of Directors consisting of the participants of Friends of the Paint Creek Trail. The Board of Directors shall consist of the four (4) Officers and a minimum of five (5) at-large Directors.