

ALABAMA TRAILS COMMISSION

BYLAWS

- A. The name of the organization **Alabama Trails Commission**
- B. Operating Procedures
 - 1. The officers of the Commission shall consist of a Chair, Vice Chair and a Secretary/Treasurer nominated by the Commission.
 - 2. Elected officers may serve one term, consisting of two years. They may be re-elected.
 - 3. (a)The Chair shall preside at all Commission meetings, appoint committee members, and perform other duties as associated with the office. (b)The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence.
 - 4. The Secretary/Treasurer will work with staff to ensure that all minutes are reported, finalized and reposted in one place at ADECA
 - 5. Minutes will be distributed one week prior to each Commission meeting, via e-mail.
 - 6. The Commission will operate using Roberts Rules of Order
 - 7. A Commission report will be given to the Legislature each Legislative year.
 - 1. This report will be given to the Director of ADECA, Governor, Lt. Governor, Speaker of the House, and the Legislative members of the Commission.
- C. Committees
 - 1. The Commission may appoint standing and ad hoc committees as needed.
 - 2. An Executive Committee shall be organized with members being the elected officers of the Commission and the Advisory Board along with any past Chairmen. Other members may be asked to join the Executive Committee at the request of the Chair.
 - 3. (a) The Commission shall organize and coordinate a non-profit tax deductible corporation (the "Corporation") that will aggressively serve Alabama trails in enterprises normally beyond the reach of government such as fundraising, coordination of local and national institutions similarly intended, and supporting education and civic outreach. (b) The Commission and Advisory Board shall provide support for the Corporation's activities by identifying critical funding needs, identifying opportunities to leverage public and private funding sources for initiatives, and by providing contacts with important public and private trail partner organizations, as needed. (c) The Commission, Advisory Board, and Corporation, or designated committees thereof, will hold at least one working session each year to report on the status of existing initiatives, identify new programs and projects to collaborate on, determine priority initiatives in need of funding, and otherwise share important and helpful information that will advance the organizations' collective efforts. (d) The Commission shall approve the Corporation's bylaws and

any amendment to the Corporation's bylaws shall require the Commission's approval. (e) The Commission shall appoint the Corporation's founding Board of Directors. All subsequent appointments to the Corporation's Board of Directors will be submitted by the Corporation's Board of Directors to the Commission for approval prior to appointment. (f) The Corporation's Board of Directors will be appointed for a four-year term with the ability to be reappointed by majority vote of the Corporation's Board of Directors for one successional term. (g) All members of the Corporation's Board of Directors will serve without pay. (h) A decision by the Corporation's Board of Directors to dissolve the Corporation shall require the Commission's approval. (i) Any amendment to the Corporation's articles of incorporation shall require the Commission's approval.

D. Meetings

1. Regular meetings may be held three times a year. Special meetings may be held at any time when called by the Chair or a majority of Board members. A one-day notice must be given.
2. Meetings will be posted on the Secretary of State's website in accordance with the Open Meetings Act.
3. Agendas shall be provided at least seven days in advance.

E. Voting

1. A majority of appointed board members constitutes a quorum. A quorum is defined as 50% plus one
 - a. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
2. Passage of a motion requires a simple majority of the appointed membership.
3. Proxy voting, as deemed by the Open Meetings act, can be used by a member by a letter, mailed by USPS or faxed.

E. Conflict of Interest

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

F. Fiscal Policies

1. The fiscal year of the board shall be the same as the state's fiscal year, October 1 – September 30

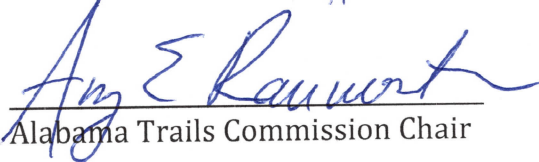
G. Amendments

1. These by-laws (operating procedures) may be amended by a two-third vote of Commission members present at any meeting, provided a quorum is present and provide a copy of the proposed amendment(s) has been sent to each Board member at least one week prior to said meeting.

H. Commission Membership:

1. The Commission shall serve without pay and consist of 13 members. Travel and per diem may be reimbursed.
2. Four (4) Commissioners will be appointed from the many varied trail user communities; two by the Governor, one by the Lieutenant Governor, one by the Speaker of the House.
3. Nine (9) members will be appointed one each from Alabama Department of Economic and Community Affairs, Alabama Department of Transportation, Alabama Department of Tourism, Alabama Department of Conservation and Natural Resources, and one from the Governor's staff, the Association of Regional Planners, the Alabama League of Municipalities, the Association of County Commissioners of Alabama, and the Business Council of Alabama.
4. Commission members shall serve one four-year term with the opportunity to be re-appointed for another 4-year term, under the same appointment authority.
5. Vacancies shall be filled by the original appointing authority.
6. Any current member may continue to serve until the appointing authority for that position appoints a new member.
7. The Commission may appoint any member in good standing or trail enthusiast as an Emeritus Member. These members will be appointed in perpetual status as a founding member of the organization or individuals who have moved the organization to new heights. That member will be invited to all meetings.
8. All appointment letters will be shared with ADECA and the Secretary of State.

ADOPTED 20 DAY OF August 2019.


Alabama Trails Commission Chair