

**ALABAMA
TRAILS ~~COMMISSION~~ FOUNDATION, INC.
BYLAWS**

ARTICLE 1. NAME

The name of this organization is the Alabama Trails Foundation ~~(referred to as ATF throughout this document, Inc. (the "Foundation"))~~ as established by the Alabama Trails Commission and formed under Articles of Incorporation filed August 27, 2012 (the "Foundation Articles").

ARTICLE 2. PURPOSE

The mission of the Alabama Trails Commission is to guide and promote the development of trails by connecting citizens and communities with their historical and natural resources for the betterment of Alabama. The Alabama Trails Advisory Board brings guidance through the state's largest organizational and agency stake holders.

(Link:<http://www.adph.org/obesity/assets/ALTrailsCommissionPowerpoint.pdf>)

The purpose of ~~Alabama Trails~~ the Foundation is to identify, obtain, and provide monetary and other support to the Alabama's Trails Commission, to enhance the efforts of making Alabama a nationally recognized destination for hiking, biking, running, horseback riding, motorized off-highway vehicles and water sports by residents and visitors alike

(LINK: " <http://www.examiners.alabama.gov/documents/formpub/2010RegSe ssSumm.pdf> ")

All it is intended that all three groups will work closely together to be successful in reaching the overall goal to make Alabama a nationally recognized destination, as described above.

The Foundation ~~erves~~ is intended to serve as other community foundations do as described by the Internal Revenue Code; with the goal to raise money for specific trail projects and/or pool donations into a coordinated investment and grant making facility dedicated primarily to the improvement of Alabama's trails.

The Foundation will utilize a statewide, coordinated approach in fostering vigorous participation by local, regional, state and federal agencies, stakeholders, higher education centers and non-profit organizations as support is garnered to create the framework to link trails with people; people with their communities; and explorers of all ages with Alabama's outdoors.

The funding obtained through the Foundation will be used to assist in meeting local needs, goals, and leadership to accomplish the overall mission and goals as stated in the Bill enabling legislation for the Alabama Trails Commission, under

the coordination of ~~the~~said Commission and the Board of Directors of the Foundation.

ARTICLE 3. BOARD MEMBERS

Alabama Trails Foundation Board of Directors shall consist of ten (10) members; electd by the Board of Directors, with ~~all~~ members approved by the Alabama Trails Commission acting by and through its Chairman in accordance with the Articles.

Directorship shall be open to persons of legal age who are legal residents of Alabama or ~~with~~have strong ties to Alabama. Membership will be four-year, staggered terms. One successional term is allowed, with eight years consecutive service being the maximum time frame. Members will reflect the diverse populations in age (over 18 years), sex, and race that are the most represented in Alabama, while also representing different outdoor trail user groups. In addition, the Directors will take into account the different geographical quadrants of Alabama, as determined by the Commission.

ARTICLE 4. BOARD MEETINGS

The meetings of the Directors will be held bi-yearly or whenever called by the President. At least 15 days advance notice of meetings will be given. The Board shall act by a majority vote of the directors at any meeting at which a quorum is present. The presence or participation of at least 50% of the Directors in office in person or by proxy shall constitute a quorum.

Members not able to attend the meetings are required to notify the secretary prior to the meeting. They may participate through electronic means, or send a designated proxy. If the member misses all meetings within a calendar year, the Executive Committee will decide what actions to take regarding that Director's future membership. If their Directorship is terminated by the members, they will promptly initiate a process to begin recruiting a new Director to serve the remainder of the term.

ARTICLE 5. OFFICERS AND TERMS

The Directors of the Foundation shall elect the officers of the Foundation. Officers are President, First Vice-President, Second Vice-President, Secretary and Treasurer. One person may hold office as Secretary and Treasurer. Officers will work closely with the Alabama Trails Commission.

Officer elections shall be every two years.

The President shall vet as Chair of Board Meetings. In the event that the ~~chair~~President is unable to be present during part or all of a Directors meeting or

other business, the First Vice-~~Chair~~President or the Second Vice-~~Chair~~President, in that order shall act as the chair.

In the event of a vacancy in any office, the ~~members~~Board shall elect a new officer.

ARTICLE 6. BOARD COMMITTEES

The Executive Committee of the Board of Directors of the Foundation shall consist of ~~the those~~ officers of the Foundation ~~plus five (5)~~and such additional ~~people~~persons as may be designated by the Board of Directors.

The ~~Directors~~Executive Committee shall meet at the call of the ~~chair~~President and shall have the power to conduct the business of the Foundation between meetings of the Board except as otherwise provided by statute. ~~In pursuit of this duty, the Directors may assign specific duties to key members of the community of trail enthusiasts, regional liaisons, and/or consultants.~~

Other committees of the ~~Foundation shall consist of ad hoc committees as~~Board of Directors may be appointed, with such duties and powers as may be determined by the ~~chair~~Board of Directors.

ARTICLE 7. BYLAWS AMENDMENT

These bylaws shall be amended only by a ~~50%~~simple majority of the Directors after having been given a 15-day notice of any proposed amendment. Such notice may be delivered to Directors present at any meeting by announcing such a proposal during the meeting and delivered by mail/ email to any ~~member~~Director not present at such an announcement.

ARTICLE 8: ACCOUNTABILITY AND AUDITING PROVISIONS

The Foundation will take into account the Sarbanes-Oxley Act and Implications for Nonprofit Organizations guides and apply, when the Directors feel they are applicable, ~~for~~ recommendations on promoting effective oversight. http://www.independentsector.org/sarbanes_oxley#sthash.lIxtRvZX.dpuf which includes:

- Conducting an annual external financial audit or evaluating value of an audit, dependent upon funds.
- Establishing a separate audit committee, with at least one “financial expert” on said committee.
- Providing financial statements (either formally or in practice), including Form 990 tax returns, to ensure they are accurate, complete, and filed on time.

ARTICLE 9: PROVISIONS FOR THE DISSOLUTION

A ~~100%~~2/3 vote of all voting ~~members~~Directors is required to dissolve the Foundation.
Any remaining assets are to be distributed to other 501(c)(3) non-profit entities with complimentary missions of enhancing outdoor recreation in the state of Alabama.

ARTICLE 10: TAX STATUS

The ~~Alabama Trails~~ Foundation will follow the 501(c) ~~(3)~~ regulations, responsibilities, and benefits.

Dated December 4, 2014.

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