

BYLAWS
of
Gold Country Trails Council

A California Nonprofit Public Benefit Corporation

ARTICLE I - NAME

The name of this nonprofit corporation shall be Gold Country Trails Council, Inc.

ARTICLE II – PURPOSES

Section 2.1 Organization. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law and operated for the promotion of public or charitable purposes

Section 2.2 Purpose. The specific purposes of this corporation are:

A. To develop, maintain, and protect nonmotorized recreational trails in the Sierra foothills area for public use and enjoyment.

B. To promote the cooperation of all user groups, bodies or entities that are involved in the planning, funding, acquisition, development, maintenance and use of trails.

C. To provide information and trail education to the public on location, usage, safety, and development of all trails.

Section 2.3 Compliance with Internal Revenue Code. This corporation is organized and operated exclusively for religious, charitable, scientific, public safety, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any subsequent United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

ARTICLE III – OFFICES

Section 3.1 Principal Office. This corporation shall maintain its principal office in Nevada County, State of California.

ARTICLE IV - MEMBERS

Section 4.1 Members. Any person who subscribes to the purposes and objectives of the organization as set forth in the Articles and the Bylaws, by application and payment of dues.

Section 4.2 Categories of membership.

A. Individual membership: One person over the age of 18. Each individual membership shall have one vote.

B. Household/family membership: One or two persons over the age of 18 and children up to the age of 18 sharing one address. Household memberships shall have one vote per adult member, maximum of two.

C. Affiliate membership: Organizations consisting of associations, clubs, or governmental agencies, who join for information exchange only. Affiliate member organizations do not pay dues and do not have voting rights.

ARTICLE V-BOARD OF DIRECTORS

Section 5.1 Members. The Board of Directors shall consist of seven members, the President, the Vice-President, Secretary, Treasurer and three members elected as directors by the membership at the annual meeting of members. Collectively they shall be known as the Board of Directors. In addition, the immediate Past President shall serve as an adviser to the board to provide continuity.

Section 5.2 Powers. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Each board member shall have one vote. The Past President shall not have voting privileges.

Section 5.3 Terms of Office. Each officer and director shall hold office until the next annual meeting for election of officers and other directors as specified in these Bylaws, and until his or her successor is elected and qualifies. There shall be no limit on how many times an officer or director may be elected and serve provided that the office of President shall not be occupied by the same person for more than two years in succession.

Section 5.4 Compensation. There shall be no remuneration for services as a Board member.

Section 5.5 Resignation of a Board Member. The resignation of a Board member shall be submitted in writing to the President and must be acted upon by a majority of the Board at its next regularly scheduled meeting.

Section 5.6 Election of Board Members. At the November membership meeting, provided a quorum is present, the Board or the nominating committee if one has been appointed, shall present a slate of proposed nominees to the membership and announce that nominations from the floor are welcome. The membership shall then vote by secret written ballot for the officers and board members seeking election. If any office or position is uncontested the vote for that office or position may be by a show of hands. At the completion of voting, the President or presiding officer at the meeting shall announce the results of the election. New officers and board members shall begin their terms on January 1 of the following year.

Section 5.7 Vacancies. Any vacancies occurring between elections may be filled by majority vote of the Board.

Section 5.8 Removal of Board Members. Board members are expected to attend regularly scheduled meetings. If a Board member misses three (3) meetings in four consecutive meeting periods without Board approval; is shown to have a conflict of interest; and/or is involved in any activity considered against the best interests of the corporation, the Board, by a two-thirds (2/3) vote, may remove a member from the Board of Directors.

ARTICLE VI - DUTIES OF OFFICERS

Section 6.1 Duties of the President. The President shall, in general, subject to the control of the Directors, supervise and control all of the business and affairs of the corporation. He/She shall perform all duties incident to the office. He/She shall preside at all meetings of the Directors.

Section 6.2 Duties of Vice President. The Vice President shall, in the absence or disability of the President, perform all of the duties of the President and when so acting shall have the powers of and be subject to the restrictions on the President.

Section 6.3 Duties of the Secretary. The Secretary shall certify and keep at the principal office of the corporation the original or a copy of the Articles of Incorporation and these Bylaws as amended or otherwise altered to date. In addition, the Secretary shall record and keep minutes of all Board meetings and general membership meetings and shall distribute said minutes to each Board member in a timely fashion following the meetings. The Secretary shall perform such other duties as the President and Board shall direct.

Section 6.4 Duties of the Treasurer. The Treasurer shall have charge and custody of, and be responsible for maintaining financial records. He/She shall also keep and maintain adequate and correct accounts of business transactions, including account of its assets, receipts, and disbursements. The Treasurer shall present a financial report at meetings and shall render to the President and Board members, upon request, an account of all transactions as Treasurer and of the financial condition of the organization.

Section 6.5 Other Duties. Each officer shall also, in general, perform such other duties required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

ARTICLE VII - MEETINGS

Section 7.1 Board Meetings. Regular meetings of the Board shall be held bimonthly. Special meetings of the Board of Directors may be called in writing by the President or by three (3) members of the Board of Directors. A majority of the Board shall stand as a quorum.

Section 7.2 Membership Meetings. The membership shall meet bimonthly on opposite months of the board meetings. A quorum of the membership for election of the Board or other action shall be 10% of the voting membership.

ARTICLE VIII - COMMITTEES

Section 8.1 Committees. The Board of Directors may designate committees to fulfill specific functions or purposes of the organization and are under the direction of the Board. Such committees shall consist of persons who are members, but who are not necessarily members of the Board. The committee chairperson will report regularly through the President and/or at meetings. All committees shall meet at such time and place as designated by the chairperson of the committee and as often as necessary to accomplish their duties.

ARTICLE IX - CONFLICT OF INTEREST

Section 9.1 Nonpartisan Status. The Board shall not permit itself to be used for political purposes or activity or participate in the political candidacy of any person. As a body, the Board shall be nonpartisan, nonsectarian, nonprejudicial and not be involved with any one faction.

ARTICLE X - PARLIAMENTARY AUTHORITY

Section 10.1 Parliamentary Authority. Where not in conflict herewith, the Parliamentary Authority of the governing body shall be Roberts Rule of Order, Newly Revised.

ARTICLE XI - AMENDMENTS TO THE BYLAWS

Section 11.1 Amendments to the Bylaws. These Bylaws may be amended at any General Membership Meeting of the organization, provided that prior notice in writing has been given at least one month previous to the meeting at which the amendment is considered. The Bylaws shall become effective when ratified by a majority of the members attending the General Membership meeting so long as a quorum is present.

CERTIFICATE OF PRESIDENT

I, the undersigned, hereby certify that:

I am the duly elected and acting President of GOLD COUNTRY TRAILS COUNCIL, INC, a California non-profit corporation; and that the foregoing Bylaws comprised of 4 pages including this page constitutes the Bylaws of the Corporation duly adopted at the meeting of the General Membership thereof held on:

DATED: _____

President