



## BYLAWS OF THE WASHINGTON STATE TRAILS COALITION

### 1. Name & Purpose

- 1.1. **Name:** The name of the organization shall be the Washington State Trails Coalition, hereafter referred to as WSTC.
- 1.2. **Purpose:** The purpose of WSTC shall be to provide an effective forum centering on protecting, promoting, and enhancing a statewide system of trails.
  - 1.2.1. This includes both motorized and non-motorized outdoor recreation and transportation through voluntary and public involvement and in cooperation with landowners and land managers.
  - 1.2.2. The primary forum is a biennial WSTC conference. At this conference, users, supporters and providers of all manner of motorized and non-motorized recreational, educational, and transportation trails exchange information, news and ideas about the development and management of trails in Washington State.
  - 1.2.3. WSTC provides additional opportunities for the exchange of ideas through an evolving Web presence and other annual events.
  - 1.2.4. WSTC exists exclusively for charitable, educational and scientific purposes under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal code.
  - 1.2.5. Annual meetings occur during the biennial, off-year meeting (caucus) and the biennial conference.

### 2. Membership: The WSTC is primarily composed of REPRESENTATIVES of organizations, businesses, governmental agencies, and INDIVIDUALS not representing other groups.

- 2.1. Membership shall be open to any recognized trail or outdoor-orientated organization incorporated in the state of Washington; or any agency or company with a stated interest in Washington's recreation and transportation trails.
- 2.2. Membership shall also be open to any individual not formally representing an organization, agency, or company as stated above, so long as the individual shares an interest in Washington's recreation and transportation trails.
- 2.3. Good Standing: Members in good standing are registered for and attend an annual meeting. They remain in good standing until the next biennium conference.

### 3. Governing Board: Serving WSTC are five OFFICERS (president, past president, president-elect, communications director/secretary, and comptroller/treasurer) and up to four AT-LARGE members to help represent the membership's diverse trail points of view. Together, the officers and at-large members are called WSTC's board. Each position has equal voting rights. All members of the board are expected to participate in annual meeting preparations.

#### 3.1. Officers

##### 3.1.1. President

- 3.1.1.1. Has overall responsibility for the WSTC conference and annual meetings.
- 3.1.1.2. Calls meetings, sets the agenda, presides over meetings, and serves as official spokesperson and is tiebreaker for voting.
- 3.1.1.3. Appoints ad-hoc committee chairs if approved by at least 50 percent of the board in good standing.



3.1.1.4. Is typically a person that does not represent a government agency, in support of the conviction that WSTC is a citizen-led trail user organization.

3.1.2. **Immediate Past President**

3.1.2.1. Provides advice and counsel and may volunteer for or agree to specific tasks assigned by the board.

3.1.3. **President-Elect**

3.1.3.1. Assumes the duties of the president when the president is unable to perform those duties.

3.1.3.2. Becomes the president at the beginning of the calendar year following the WSTC biennial conference. This is typically January of odd numbered calendar years.

3.1.4. **Communications Director/Secretary**

3.1.4.1. Takes meeting minutes, summarizes meetings of the board, arranges for timely delivery of "notice of the agenda" and past WSTC meeting summaries to representatives.

3.1.4.2. Ensures issues of concern are brought to the attention of the board and that these issues appear on the agenda of WSTC's next meeting and appear in the notice of the agenda.

3.1.4.3. Ensures a database of WSTC membership is kept current,

3.1.4.4. Maintains WSTC documents including bylaws and annual meeting highlights.

3.1.5. **Comptroller/Treasurer**

3.1.5.1. Provides financial audit and oversight function and ensures accurate records are kept for all financial transactions and provided to the Communications Director/Secretary.

3.1.5.2. Sends a detailed financial statement to the board in January each year.

3.1.5.3. Administers conference registrations.

3.1.5.4. Prepares and files federal and state taxes.

3.2. **At Large members:** Provide leadership, constituency outreach, and participate in governing decisions.

3.3. **Host Committee At Large member:** It is the intent of WSTC to appoint a member of the next conference Host Committee as one of the at-large board members.

4. **Governing Board-operations**

4.1. **Bylaws:** Shall frame the behavior and activity of the governing board and the organization.

4.2. **Quorum:** A simple majority (more than half) of the board in good standing is required for a quorum to conduct business at non-annual meetings.

4.3. **Decisions:** While consensus is the preferred means of reaching group decisions, this is sometimes not possible. At such times, a simple majority using Roberts rules of order is required for approval.

4.4. **Removal:** Board members can be removed for any reason by an affirmative vote of two thirds from all board members.

4.5. **Remuneration:** Board members shall serve without pay. Reimbursement for select expenses is allowed by an approval vote of the board.

5. **Elections**



- 5.1. **Terms:** Board members serve two-year terms with elections occurring during the WSTC annual meetings. Newly elected board members take office on January 1 of the year following the annual meeting at which they were elected. The president-elect plus at-large members #2 and #4 are elected at the biennial conference held on even numbered years. The secretary, treasurer, and at-large members #1 and #3 are elected at the biennial annual meeting (caucus) held on odd numbered years.
  - 5.2. **Candidates** shall either be nominated by a WSTC nomination committee, provide a relevant resume to the current president no later than noon on the first full day of an annual meeting, or by voice during the business meeting of the annual meeting.
  - 5.3. **Eligible voters** are registered attendees of the annual meeting.
  - 5.4. **Quorum:** Those members present at an annual meeting constitute a quorum of the general membership.
  - 5.5. **Voting:** Each position shall have a voice or hand vote from the audience of eligible voters and the candidate receiving the greatest number of votes wins that position.
  - 5.6. **Vacancies:** When an unanticipated board vacancy occurs, nominations are sought by the president. The candidate(s) are considered by the board which, by consensus or vote, makes the appointment. The appointment lasts until the membership votes on the replacement at the next annual meeting.
6. **Bylaws**
- 6.1. Any WSTC member in good standing or member of the WSTC board may propose Bylaw changes. Except in the event of an emergency declared by the board, such proposal must be submitted in writing to the president at least 30 days before the annual meeting and must include the proposed change(s) and a statement of purpose.
  - 6.2. Except in the event of an emergency declared by the board:
    - 6.2.1. Bylaw amendments will be proposed and posted at the WSTC annual meeting in a public and announced location no later than noon on the first full day of the annual meeting.
    - 6.2.2. The proposed changes shall be voted on at a WSTC annual meeting.
    - 6.2.3. Approval of proposed changes requires an affirmative vote of two-thirds of the eligible members attending the business meeting at an annual meeting.
  - 6.3. By majority rule, the officers may determine that circumstances exist whereby these bylaws must be amended without delay and thereby declare an emergency and adopt such bylaw change(s).
  - 6.4. Amendments to the bylaws made under the emergency declaration provision must be ratified by the members at an annual meeting. Failure to ratify will result in immediate expiration of the amendment but does not impair the authority for actions taken while the amendment was in force.
  - 6.5. The board may not declare an emergency due to circumstances which are fundamentally the same as those present when a prior emergency was declared but which emergency amendments were rejected by the members at a subsequent annual meeting.
7. **Dissolution**
- 7.1. In the event of WSTC's dissolution, all borrowed funds, equipment, supplies, and tools shall be returned to the lender. All debts shall be paid.
  - 7.2. In the event of dissolution, the assets, after payments of debt, assets shall be distributed for one or more organizations which itself has tax- exempt status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose similar to the mission of the corporation..



- 8. Memorials:** Since WSTC's purpose is to further the interest of trails, it is important for its members to support those who have worked tirelessly to promote trails. Therefore:
- 8.1. On approval of a majority of the board, up to \$50 may be reimbursed from WSTC's treasury for a sympathy card, flowers, and/or other remembrance for a recently deceased person that is known to have strongly supported WSTC's purpose.
  - 8.2. In determining the most relevant way of expressing sympathy, the board will consider the wishes, interests, and needs of the deceased person and his/her immediate family.
  - 8.3. Others may voluntarily add to this memorial by contributing from their own resources.

**The foregoing bylaws were adopted by the WSTC membership on the 9<sup>th</sup> day of November, 2015.**

**Peter Tassoni**  
**Communications Director/Secretary**