

BY-LAWS OF The Sheltoewe Trace Association
A Non-Profit Corporation

ARTICLE I
Name and Location of Office

Section 1 -The name of this corporation is The Sheltoewe Trace Association (the "Corporation"). The principal office of the Corporation in the State of Kentucky shall be located in ~~Burtonville~~, Kentucky. *Amended by vote of 2015 Annual Membership Meeting.*
Approved change: *The principal office of the Corporation in the State of Kentucky shall be located in Livingston, Kentucky.*
Amended by vote of the Board of Director's - Approved change: The principal office of the Corporation in the State of Kentucky shall be located in Erlanger, Kentucky.

Section 2 -The Corporation may have such other offices, either within or without the State of Kentucky, as the business of the Corporation may require from time to time.

Section 3 -The organization may at its pleasure by a vote of the membership change its name.

ARTICLE II
Purpose

Section 1 -The Corporation is organized and shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation.

Section 2 - The Corporation is incorporated under the laws of the state of Kentucky. The Sheltoewe Trace Association is a volunteer-based organization dedicated to the preservation and management of the natural, scenic, historic, and cultural resources associated with the Sheltoewe Trace National Recreational Trail in order to provide primitive outdoor-recreation and educational opportunities for Trail visitors.

Section 3 - Subject to the foregoing, the Corporation may also engage in all other activities which are permissible by law.

ARTICLE III
Membership

Section 1. Members. Eligibility for membership: Application for voting membership shall be open to any person 18 and over who has an interest in The Sheltoewe Trace and supports the

purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2. Annual dues. *Amended by vote of 2015 Annual Membership Meeting.* ~~Unless changed by a majority vote of the members at an annual meeting of the full membership, the amount required for annual dues shall be set by the Board of Directors based upon a recommendation of the executive director and the finance committee. Continued membership is contingent upon being up to date on membership dues.~~

Delete current paragraph Section 2 and replace with:

Unless changed by a majority vote of the membership at the annual meeting of the full membership or a called meeting of the Board. The board of directors shall at the annual meeting make a recommendation to the full membership on set level for dues. Continued membership is contingent upon being up-to-date on membership dues. The amount required for annual dues as of 1 January 2022 and beyond, shall be: *Amended by vote of the 2021 Annual Membership Meeting.*

- Student K-12: \$15.00
- Student College, Trade School: \$20.00
- Individual: \$30.00
- Family: \$50.00
- Lifetime Member: \$600.00

Added by vote of Annual Meeting December 2021.

- *Nonprofit Partners (scouts, other nonprofits): \$75.00*
- *Business Corporate Partners (no benefits): \$75.00*
- *Corporate Sponsor (Silver) \$100.00*
- *Corporate Sponsor (Gold) \$500.00*
- *Corporate Sponsor (Platinum) \$1000.00*

Dues shall be paid on an annual basis, with membership running 12 months from the date of acceptance of the application.

Section 3. Rights of members. Each member shall have the right to cast their vote in the election of officers or be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 4. Resignation and termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Dues are non-refundable. A member can have their membership terminated by a majority vote of the membership.

Section 5. Non-Voting membership. The board shall have the authority to establish and define non-voting categories of membership. A person or organization cannot automatically be made a member. A person may not be admitted as a member without the person's express or implied consent. Members are of one class, with equal rights, unless otherwise stated in the articles and bylaws.

ARTICLE IV **Annual Meeting of Members**

Section 1. Annual Meeting. ~~The annual membership meeting of this organization shall be held on the first Saturday in September after Labor Day weekend each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.~~ *Amended by vote of 2011 Annual Membership Meeting. **Approved change:** The annual membership meeting of this organization shall be held not later than the last day of the fiscal year of the Corporation . The Board of Directors shall fix the day and location of the meeting and publicize the date not later than 90 days before the scheduled date of the annual membership meeting.*

The location of the annual membership meeting shall rotate within the recognized United States Forest Service Ranger Districts of the Daniel Boone National Forest and the Headquarters in Winchester, Kentucky. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 2. Notice of Meeting. The Secretary shall email to every member in good standing at their address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting. A second notice shall be posted on the Association website and on any and all other website as the Secretary may deem an acceptable means for informing the membership.

Section 3. Quorum. The members present at any properly announced meeting shall constitute a quorum.

Section 4. Special Meetings. Special full membership meetings of this organization may be called by the chairperson of the board when in the best interest of the organization. Notices of such meeting shall be emailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of a simple majority of the members of the Board of Directors or a petition of 15% percent of the members of the organization, the chairperson of the Board of Directors shall cause a special meeting to be called but such request must be made in writing at least twenty (20) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 5. Voting. At all meetings, except for the election of officers and directors, all votes shall be by voice. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee who shall act as "tellers" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No teller shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE V **Order Of Business**

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VI **Board of Directors**

Section 1. Management. The business of this corporation shall be managed by a Board of Directors whom shall be elected at the annual meeting of the membership. The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. In the management and control of the property, business, and affairs of the Corporation, the Board of Directors is hereby vested with all the powers possessed by the Corporation itself, so far as this delegation of authority is not inconsistent with laws of the State of Kentucky, the Code, the Articles of Incorporation of the Corporation, or with these By-Laws.

The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. 51% percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held at least quarterly at a date and time determined by the Chairperson of the Board. Each director shall have one vote and such voting may not be done by proxy. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 2. Number, Tenure and Disqualification Qualification. Amended 16 March 2023 by the Board of Directors to read

“The number of Directors of the Corporation shall be between 9 and eighteen (18). Each Director shall hold office for a term of three (3) years, with each term beginning January 1 and ending with the election of board members at the Annual Meeting. Directors of the Corporation shall be elected at the annual membership meeting of the Sheltoewe Trace Association. Board terms shall be staggered so that no more than six (6) Directors are elected in any given year. Each director shall be a member in good standing with the Sheltoewe Trace Association. At least two-thirds (2/3) of the Directors shall be residents of the Commonwealth of Kentucky

Amended by vote of 2011 Annual Membership Meeting. ~~The number of Directors of the Corporation shall be at least nine (9) and no more than fifteen (15).~~ Amended by a majority of vote of called Board Meeting, September 21, 2011. **Article six, Section two change the number of board members authorized "shall be at least (9) nine and no more than sixteen (16)."**

Amended by vote of Board of Directors at Annual Meeting in Frankfort, October, 2020. New by-law reads, “Article six, Section two change the number of board members authorized "shall be at least (9) nine and no more than eight-teen 18."

Each Director shall hold office for the term of one year and "each director shall be a member in good standing within the Sheltoewe Trace Association". At least two thirds (2/3) of the members shall be residents of the state of Kentucky.

Amended by vote of 2011 Annual Membership Meeting. Change the word "Disqualification" in the section title to "Qualification". Add at the end of the sentence "Each Director shall hold office for the term of one year.", the words "each director shall be a member in good standing within the Sheltoewe Trace Association".

Section 3. Election, Resignations and Vacancies. New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting.

Any Director may resign by giving written notice to the Secretary of the Corporation.

Such resignation shall be effective in accordance with its terms or upon receipt by the Secretary of the Corporation if no date of resignation is specified. Any vacancy occurring in the Board of Directors or in a directorship to be filled by reason of any increase in the number of directors, may be filled by the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office.

~~**Section 4 -Removal.** A board member may be removed for other reasons by a three-fourths vote of the remaining directors. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.~~

Amended by vote of 2011 Annual Membership Meeting. Approved change: Move this section to Article VI Board of Directors and add the contents to **Section 4. Removal.** New by-law would read,

Section 4 -Removal.. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director of the Corporation may be removed by a two-thirds (2/3) vote of all the Directors at a special meeting of the Directors called for the specific purpose of removing such Director A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

Section 5. Compensation. The Directors shall not receive compensation for their services as Directors, but the Board of Directors' may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors on behalf of the Corporation. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Section 6 Election procedures. A Board Development Committee, chaired by the Vice-Chairperson of the board. shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. Every effort will be made to nominate a board member from each of the Ranger Districts in the Daniel Boone National Forest with the remainder of the position elected at-large. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate.

ARTICLE VII

Meetings of the Board of Directors

Amended by vote of FY2013 Board of Directors . Approved change: Add at the end of the word "By-Laws" the phrase "at least" before "quarterly" with the addition of the sentence of "or more often as deemed necessary by the chairman."

Section 1. Regular Meetings. The regular meetings of the Board of Directors shall be held without other notice than these By-laws at least quarterly or more often as deemed necessary by the chairman.". If there is no business to be conducted at a regular meeting of the Board of Directors, the President of the Corporation may cancel the regular meeting by giving at least 24-hours prior telephonic notice and email of such cancellation to each of the Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Kentucky for the holding of regular meetings without other notice than such resolution.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any officer, or at least three Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, within the State of Kentucky, as the place for holding any special meeting of the Board of Director as called by them.

Section 3. Annual Meeting. The annual meeting of the Directors shall be held in conjunction with the Annual Meeting of the Membership of The Sheltoewe Trace Association for the purpose of electing new directors and officers and the transaction of such business as may come before the meeting.

Section 4. Notice. Notice of any special meeting of the Directors shall be given at least twenty-one (21) days previously thereto by written notice delivered personally or mailed to each Director at the Director's address in a sealed envelope with postage thereon prepaid. Additional notice shall be given by "email" and shall be deemed to be delivered when the email is delivered to the individual. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as other provided by these By-Laws, neither the business to be transacted at. nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. At any meeting of the Board of Directors of the Corporation, 51% of the members of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number (not less than two (2)) may adjourn any meeting and the meeting may be held as adjourned without further notice.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the full Board of Directors, except as provided by law or by these By-Laws.

Section 7. Action By Consent. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting.

Section 8. Participation by Telephone. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons' participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 9. Interested Directors. No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for the reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereon which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if the material facts as to the Director's or Directors' relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee. and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of all of the disinterested directors, even though the disinterested directors be less than a quorum.

Section 10. Removal of Directors. ~~A director of the Corporation may be removed by a vote of two-thirds (2/3) vote of all of the Directors at any special meeting of the Directors called for the specific purpose of removing such Director.~~ ***Amended by vote of the 2011 Annual Members Meeting. Approved change:*** Move this section to Article VI Board of Directors and add the contents to **Section 4. Removal.**

Section 11. Rules of Order. All questions of parliamentary procedure which are not specifically covered by provisions of these By-Laws shall be governed by Roberts Rules of Order Revised.

ARTICLE VIII

Committees of the Board of Directors—Board Management Teams

Amended by vote of the Board of Directors January 7-8- 2022 . Article VIII title and subsequent references to “committee” will be amended to change “Committees of the Board of Directors to “Board Management Teams”.

Amended by vote of the FY2013 Board of Directors. Add to Section 1 beginning at the end of the word Corporation "a member from among the members of the Board of Directors to be appointed by the Chairman."

Section 1. Executive Committee. Amended by a vote of the Board of Director, 7-8 January 2022. Words "The Executive Committee" are amended to comply with no operational structure and should now read ~~The Executive Committee~~ Administrative and Staffing Team shall be comprised of all of the officers of the Corporation, "a member from among the members of the Board of Directors to be appointed by the Chairman," and the Executive Director of The Sheltopee Trace Association (Non-voting). Between meetings of the Board of Directors, the ~~Executive Committee~~ the Administrative and Staffing Team shall:

- have the power of and exercise the authority of the Board of Directors' in the management of the Corporation, except as to the election or removal of Officers or Directors of the Corporation, the amendment or repeal of these By-Laws or any other matters of concern which the Board of Directors are required by law, the Articles of Incorporation of the Corporation or these By-Laws to act.

The ~~Executive Committee~~ Administrative and Staffing Team shall advise the Board of Directors on all significant matters pertaining to the affairs of the Corporation and shall have and may exercise such specific power and perform such specific duties as prescribed by these By-Laws or as the Board of Directors shall from time to time prescribe or direct by resolution. The ~~Executive Committee~~ Administrative and Staffing Team may act by a majority of its members at a meeting or by a writing or writings signed by all of its members. ~~The Executive Committee~~ Administrative and Staffing Team may request ratification of its acts by the Board of Directors at any regular, special or annual meeting of the Board of Directors.

Section 2 is amended by a vote of the Board of Directors on 7-8 January 2022 to change all references to the "Finance Committee" to "Funding and Revenue Team".

Section 2. Finance Committee: Funding and Revenue Team. The treasurer is the chair of the Funding and Revenue Team, which includes three other board members and the Executive Director. The Funding and Revenue Team is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Administrative and Staffing Team. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public upon request.

Section 3 is amended by action of the Board of Directors on 7-8 January 2022 to replace the words "Other Committees" with Other Teams

Section 3. ~~Other Committees~~ Other Teams. Other Teams may be appointed by the Chairperson with the concurrence of the Board of Directors as may be deemed necessary or desirable for the proper administration and operation of the Corporation. Each such team shall serve at the pleasure of the Board of Directors and shall be subject to the control and direction of the Board of Directors.

All actions by any such team shall be subject to revision or alteration by the Board of Directors provided that no rights of third persons shall be adversely affected by such revision or alteration. Any action or authorization of an act by any such team within the authority delegated to it by the resolution establishing it shall be effective for all purposes as the act or authorization of the Board of Directors. Any such team may act by a majority of its members present at a meeting or by writing or writings signed by all of its members.

Amended by FY 2013 Board of Directors - Delete all that follows in this Article after the end of the first sentence in Section 4.

Section 4. Chair. One member of each team shall be appointed chair by the Chairman.

By action of FY 2013 Board of Directors - Add to the by-laws and change Article sequential numbering after Article VIII.

ARTICLE IX **Books and Records**

Section 1 - Books and Records. The office of The STA shall keep correct and complete books and records of accounts in The STA and a record of the names and addresses of all members in good standing, entitled to vote.

Section 2 – Minutes. The officers of The STA shall keep, or cause to be kept, minutes of all meetings of the members and the Board, and shall keep minutes or other records of all proceedings of the Board and all committees.

Section 3 – Inspection. All books and records of The STA shall be kept and maintained at its principal office in the State of Kentucky and shall be available for inspection by any member or his agent or attorney, at any reasonable time, for any proper purpose as set forth in KRS 273.233. A review of these books may be conducted annually at tax time by an outside accounting firm.

ARTICLE X **Advisory Board**

Section 1. Authorization. The Corporation may have an Advisory Board made up of ex-officio directors who shall be elected by the Board of Directors at the annual meeting. The ex-officio directors may advise and consult with the Board of Directors but shall have no vote on any corporate matter.

Section 2. Participation. The Corporation may invite participation on the Advisory Board from local, state, and federal agencies with responsibility for The Sheltowee Trace. Representative user groups with an interest in The Trace may be invited to serve on the Advisory Board.

ARTICLE XI

Association Officers

Section 1. Number. The officers of the Corporation shall consist of a Chairperson, ViceChairperson, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article who shall be members of the Board of Directors. The Board of Directors, by resolution, may create such other offices as they deem necessary for the accomplishment of The Association mission. Any two (2) or more offices may be held by the same person, except the offices of Chairman and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer elected at the annual meeting of the Board of Directors shall take office immediately upon election as such annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor shall have been duly elected and shall have qualified or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided. Any officer may succeed himself or herself.

Section 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in the Board of Director's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chairman. The Chairman shall be the chief executive officer of the Corporation. The chairperson shall present at each annual meeting of the organization an annual report of the work of the organization. He or she shall appoint all committees, temporary or permanent. He or she shall see all books, reports and certificates required by law are properly kept or filed.

The Chairperson unless some other person is specifically authorized by vote of the Board of Directors, shall sign or delegate to other officers of the Corporation the power to sign, all deeds,

mortgages, extension agreements, modification of mortgage agreements, leases, and contracts of the Corporation. The Chairperson shall perform all the duties commonly incident to such office and shall perform such other duties as the Board of Directors shall designate. The Chairperson shall be an ex-officio member of all committees and shall preside at all meetings of the Board of Directors. The Chairperson is authorized to sign financial instruments with the Treasurer.

Section 6. Vice-Chairperson. Except as specially limited by vote of the Board of Directors, the Vice President shall perform the duties and have the powers of the Chairman during the absence or disability of the Chairperson and shall have the power to sign all deeds, and contracts of the Corporation during the absence or disability of the Chairperson. The Vice Chairperson shall perform such other duties and have such other powers as the Board of Directors shall designate. The Vice-Chairperson is authorized to, along with the Treasurer, to sign financial instruments.

Section 7. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board of Directors shall designate. The Treasurer must endorse for deposit or collection all checks and notes payable to the Corporation or to its order, may accept drafts on behalf of the Corporation.

The Treasurer shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation and shall be subject at all times to the inspection and control of the Board of Directors. The Treasurer is required to sign all financial instruments. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. The Treasurer serves as the chairperson of the Finance Committee.

Section 8. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board of Directors, and shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board of Directors shall designate. The Secretary will make periodic reports to the board. In the Secretary's absence at any meeting a Secretary Pro Tempore shall perform such duties thereat.

Section 9. Salaries. The Officers shall not receive compensation for their services as Officers, but the Board of Directors' may authorize reimbursement for expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of the Corporation.

ARTICLE XII
Director and Staff

Section 1. Executive Director. The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The executive director, with approval of The Board, may hire such staff as are needed to fulfill the mission of the corporation. The board can designate other duties as necessary.

ARTICLE XIII
Contracts. Loans. Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Financial Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by at least two (2) officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

By-laws amended by vote of the 2015 Annual Members Meeting to add the following new Article and change Article numbers following to reflect the insertion of this new by-law. The STA Board further clarified this amendment with administrative changes, approved in February 2016 that had no bearing on the intent of Article XIV.

ARTICLE XIV

LOCAL CHAPTER OF THE ASSOCIATION

Current By-Law: This is a new by-law to be added before the Article covering Fiscal Year. All Article numbers following this addition, if approved, will be renumbered consecutively.

Recommended Change / Addition:

Section 1: Establishment and Governance.

- (a.) Local chapters of the Sheltoewe Trace Association, may be established from time to time by the Board of Directors upon application.
- (b.) Chapters may, if desired, establish by-laws with the approval of the STA Board of Directors that may further detail their operational procedures and their relationship with the Association.
- (c.) Chapter by-laws shall be on file at the offices of the STA.
- (d.) Any Chapter by-law or other governing documents or part thereof that conflicts with the Articles of Incorporation of the STA are void.
- (e.) Disposition of assets of the Chapter, upon disestablishment of dissolution shall be returned to the Sheltoewe Trace Association.

Section 2: Chapter Structure.

- (a.) A chapter may organize if desired, but is not required, as an un-incorporated association or as a nonprofit corporation.
- (b.) Each Chapter shall have at least a Deputy Director overseeing the work of the Chapter, an Associate Director serving as designated by the Chapter, and a Secretary for the Chapter.
- (c.) Officers shall be elected for a term of one year and not serve more than 6 consecutive years on the Chapter leadership team.
- (d.) Officers shall serve until successors are elected. Additional officers may be elected at the Chapter level as desired.
- (e.) An officer of the Chapter may be removed by a two-thirds vote of the Chapter membership and voting at a called meeting of the Chapter with the announced

specific purposed for the meeting delivered by mail, email, or social meeting notification at least 15 days in advance of the called meeting.

- (f.) In the event of a vacancy in any Chapter office, including the Deputy Director or Associate Director the local chapter, after public notice to the chapter membership, may elect officers to fill the terms vacated.
- (g.) Chapters are permitted to establish committees as they see necessary but at a minimum there should be a Trails Committee.
- (h.) Chapter Deputy Directors are, by their election at the local level, representatives of the Chapter to the full STA Board of Directors for a period of one year.

Section 3: Chapter Membership. Membership of each Chapter shall be open to any person without restriction, except for required payment of standard Association dues. 25% of dues paid to the Association will be designated to the Chapter affiliation by the member or the Association.

Section 4: Corporate Dues. The Board of Directors of the Association shall establish a dues remittance schedule. No changes to the dues remittance schedule may be considered at a meeting of the Association Board of Directors unless the subject of a change is listed in a call to the meeting.

Section 5. Chapter Duties.

- (a.) Each Chapter shall coordinate their activities with the Executive Director of the STA.
- (b.) Each Chapter shall maintain, to standards set by the Board of Directors of the Association, the trails in their section and any other structures (trail heads, shelters, bridges etc.)
- (c.) Each Chapter shall promote environmental awareness and sponsors as desired, outdoor activities on the Trace or other connecting trail systems. Chapters will work to see the Trace and a passion for the outdoors, play a greater role in the membership and the communities within the Chapter area of responsibility.
- (d.) Each Chapter will be in compliance with the established volunteer agreement between the Association and the land manager. Chapters may not sign a separate agreement with the land managers. Chapters shall meet on a regular basis with the land managers in their area to develop and update a trail maintenance plan.
- (e.) Each Chapter shall maintain, in good working order, the tools assigned to the chapter for the maintenance of the Trace. A tool inventory will be completed annually and submitted to the Executive Director of the STA.

- (f.) The Deputy Director of each chapter or his or her designee of each Chapter shall report orally or in writing to the Annual Meeting of the Association.
- (g.) The Chapter shall hold, if desired, regular meetings among the Chapter membership with public notice given at least 21 days before the meeting.

Section 6. Assets and Liabilities. Each Chapter shall control its own assets and funds if desired and the Association shall not be liable for the debts of any Chapter. If a Chapter is disestablished or dissolved, it will transfer forthwith to the Association all its tangible assets.

Section 7. Disestablishment. A Chapter may be disestablished by a 51% vote at any regular or special meeting of the Association Board of Directors if:

- (a.) Its membership has fallen below ten
- (b.) The Chapter is deemed to have failed to perform its responsibilities to the Association.

Notice of such proposed action shall be mailed or delivered via email or social network resources to the Chapter membership at least 30 days in advance of the meeting of the STA Board of Directors.

ARTICLE XV **Fiscal Year**

~~The fiscal year of the Corporation shall be the period beginning on January 1 and ending on December 31 of each year. **Amended by vote of the 2011 Annual Members Meeting.**~~
Approved change: The fiscal year of the Corporation shall be the period beginning on ~~October 1 and ending on September 30 of the next year.~~

Amended by vote of the 2015 Annual Members Meeting to read:

The fiscal year shall be the period beginning on January 1 and ending on December 31 of each year, effective January 1, 2015.

ARTICLE XVI **Corporate Seal**

The Board of Directors may provide a corporate seal. but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

ARTICLE XVII
Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer or convey all of the remaining assets of the Corporation to one or more non-profit domestic corporations, or nonprofit organizations, with similar missions and objectives as shall then be exempt organizations within the meaning of Section 501 {cX3) of the Code.

ARTICLE XVIII
Notices

Section 1. Notices. Whenever written notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, such notice may be given by mail, addressed to such director or member of a committee, at such person's address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given five (5) days after the time when the same shall be deposited in the United States mail. Written notice may also be given personally and shall be deemed given on the date of personal delivery.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation or these By-Laws, to be given to any director or member of a committee, a waiver thereof in writing, signed, by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIX
Indemnification of Officers and Directors

Section 1. Power to Indemnify in Actions, Suits or Proceedings. The Corporation shall indemnify a person who was or is a party or is threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding to the extent provided by the provisions of the State of Kentucky's Non-Profit Corporation Act, as such act shall be amended from time to time.

Section 2. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether the Corporation would have the power or the

obligation to indemnify him against such liability under the provisions of this Article XVII.

ARTICLE XX
Amendments

Amended by action of the FY2013 Board of Directors. Add at the beginning of the By-Law, "*These bylaws shall be reviewed annually.*" Add where sentence ends with Board of Directors the following, "*The Membership shall be able to submit proposed changes to these By-Laws Annually. Changes must be received by the Board of Directors sixty (60) days prior to the annual meeting.*"

These by-laws shall be reviewed annually and may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by the Board of Directors of the Corporation, provided, however, that notice of such alteration, amendment, repeal or adoption of new ByLaws be contained in the notice of such meeting of the Board of Directors.

Amended by action of the Board of Directors, 7-8 January 2022. To Be Added:

All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors then in office at a duly noticed regular or special meeting of the Board of Directors.

The Membership shall be able to submit proposed changes to these by-laws annually. Changes must be received by the Board of Directors sixty (60) days prior to the annual meeting.

It is at the discretion of the Board whether changes to bylaws are significant enough to warrant approval by the membership. In that case the bylaws must be submitted in writing to the membership at the annual meeting and a written vote taken. Majority of members voting in the affirmative will change or add the bylaw.

ADOPTED as of September 8, 2009
The Sheltopee Trace Association

AMENDED September 2011

AMENDED September 2012

AMENDED October 2015

AMENDED January 2022

BY: _____
Chairperson

ATTEST: _____
Secretary

CERTIFICATE OF SECRETARY

The undersigned Secretary of [Corporation Name] hereby attests that the foregoing By-Laws represent a true and correct copy of the By-Laws adopted by the Board of Directors of the Corporation at a duly noticed meeting or amended by a vote of the members at the Annual Member Meeting.

Steve Barbour, Acting Secretary