

BYLAWS  
LONG ISLAND TRAIL LOVERS COALITION, INC.

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#### ARTICLE I: NAME OF CORPORATION

The name of the organization shall be Long Island Trail Lovers Coalition, Inc. The organization shall also be referred to as LITLC.

#### ARTICLE II: OFFICE OF THE CORPORATION

The Certificate of Incorporation lists the office of the corporation at 385 Greene Avenue, Sayville, New York 11782-3030.

#### ARTICLE III: TYPE B NONPROFIT CORPORATION

Long Island Trail Lovers Coalition is a **Type B** nonprofit corporation formed for non-business purposes under section 201 of the Not-for-Profit Corporation Law. LITLC will provide services beneficial to the public interest. This will include research for improved trail stewardship and educating the public about our trails. LITLC will study and protect the environmental, cultural, literary and religious aspects of our nature trails.

#### ARTICLE IV: PURPOSE OF THE CORPORATION

The Long Island Trail Lovers Coalition is a regional community based nonprofit organization whose mission is to help preserve, protect and enhance our nature and recreation trails and the habitats surrounding them. LITLC will:

- Create, maintain, rehabilitate, enhance, and protect Long Island trails in order to provide easily accessible opportunities for the public to engage their bodies, and expand their minds and spirits in our natural world;
- Encourage public use of trails for a healthy lifestyle and the appreciation of nature;
- Make available to the public, information on how to use trails safely, comfortably, and with gentle respect;
- Lead guided walks on trails with the permission of the land managers;
- Restore damaged trails and the habitats surrounding them, while encouraging community involvement in trail stewardship;
- Advocate for non-partisan political support for our mission and for the purchase and preservation of the open space that will best serve the public good;
- Accept donations including land or easements upon land, consistent with its mission of providing access for the public;
- Participate in scientific research for the betterment of the trails experience;
- Provide media for the foregoing, and perform any other acts incidental to or connected with or in advancement thereof, both as a separate organization and in cooperation with other tax-exempt national, state, and local organizations, other trail groups, environmental groups, and individuals, but not for the pecuniary profit or financial gain of its members, directors, officers, or any other individual, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

#### ARTICLE V: IRC 501(c)(3) TAX EXEMPTION PROVISIONS

1. LITLC's membership, guided hikes, lectures, and events will be open to the public and benefit the broader community.
2. All of LITLC's project proposals, meeting minutes, finances, its application for tax exemption, and the filings of IRS Form 990 will be made available to the public via the corporate website ([www.litlc.org](http://www.litlc.org)).

#### ARTICLE VI: IRC 501(c)(3) PROVISIONS RELATING TO FINANCE

LITLC will continually work to attract funding from the general public, publicly supported agencies, and government agencies.

LITLC may charge fees or prices for its services or products. Funds raised by LITLC must go back into trails and related activities. Net revenue shall be applied to the maintenance, expansion, and operation of the lawful activities of the corporation.

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes of this corporation.
2. The Board of Directors shall not take personal loans from the organization.
3. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
4. In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, LITLC shall distribute its income as provided by Section 4942 of the Code.
5. No substantial part of the activities of LITLC shall be the carrying on of propaganda or attempting to influence legislation. LITLC will not endorse or support candidates for political office.

#### ARTICLE VII: CERTIFICATE OF INCORPORATION PREVAILS

The purposes of the corporation are set forth in the Certificate of Incorporation.

Member's actions must remain consistent with those purposes to maintain tax-exempt status, to minimize liabilities, and to maintain the existence of the corporation. If LITLC wishes to expand its purposes, it will have to amend the Certificate of Incorporation, as well as the bylaws. Amending the LITLC bylaws alone would not be sufficient.

#### ARTICLE VIII: DISTRIBUTION OF BYLAWS

The bylaws will be available on the LITLC website ([www.litlc.org](http://www.litlc.org)). All members are required to read them.

#### ARTICLE IX: AMENDING THE BYLAWS

1. The bylaws may be amended by a two-thirds vote of the entire Board of Directors.
2. Committee chairs are members of the Board of Directors and therefore may vote on the bylaws.
3. Committee members can change a bylaw by a two-thirds vote of all members of the combined committees.

4. Proposed bylaw amendments shall be circulated to Board members and committee members two weeks prior to their meetings to enable an informed vote upon proposed changes to the bylaws.
5. Amended bylaws shall be posted on the [www.litlc.org](http://www.litlc.org) website prior to the next election of the Board of Directors, with a concise statement regarding any changes to their contents.
6. Members who have not contributed volunteer time or attended meetings may not participate in a change of the bylaws of the organization.

#### ARTICLE X: PROCEDURE AT MEETINGS

Robert's Rules of Order, Newly Revised edition shall govern at all meetings of the members of LITLC unless they are inconsistent with the Not-for-Profit Law or the bylaws; in that case, the latter shall rule.

Agenda will be as follows: 1- record of attendance and determination of a quorum 2- approval of minutes of the last meeting 3- approval of the agenda 4- Treasurer's report 5- committee reports 6- old business 7- new business 8- period of public expression 9- adjournment.

##### 1. Minutes of Meetings

- a. Minutes shall be recorded at all of the following meetings: Annual Meetings; meetings of the Board of Directors; meetings of the Executive Board of Directors; meetings of committees; and meetings of sub-committees.
- b. The Secretary to the Board of Directors shall record the minutes of meetings of the Board.
- c. The Communications Committee or its designee shall post the minutes of all meetings on the website.

##### 2. Updating the LITLC Website

The Communications Committee will maintain communication with the public and the members of LITLC via its website.

- a. The agenda and minutes of all meetings shall be archived on the LITLC website.
- b. The current revision of the bylaws shall be filed on the LITLC website.
- c. New office holders, committee chairs, and members shall be posted on the LITLC website.
- d. The website will be updated no less than every two months.

#### ARTICLE XI: ORGANIZATIONAL MEETING REQUIRED BY LAW

An organizational meeting will be scheduled when LITLC receives notification from New York State that its incorporation has been approved. During that meeting, the directors and officers will be elected and the bylaws must be adopted. Minutes must be recorded for that meeting and all subsequent meetings. Five days written notice shall be sent by mail before such a meeting.

The organizational meeting of Long Island Trail Lovers Coalition, Inc. is set for the 17th day of November, 2007 at 11:00 A.M. at 385 Greene Ave. Sayville New York at which time the bylaws shall be adopted and directors and officers shall be elected.

#### ARTICLE XII: RULES CONCERNING THE BOARD OF DIRECTORS

## 1. The Board of Directors

- a. The President appoints the initial Board of Directors
- b. The Board of Directors sets policy for the organization.
- c. The Board of Directors shall always contain at least three members, but may contain more.
- d. The initial Board will include: a President, a Treasurer, and a Secretary.
- e. The Board will elect the initial chairs of the various committees.
- f. The Board may hire an Executive Director who will also serve on the Board.
- g. There will be no nominating committee. Any LITLC member may submit the name of a qualified candidate for consideration for any position in the organization.
- h. Board members and committee chairs shall be at least eighteen years of age.

## 2. Election and Terms of Office

- a. Initial terms for the committee chairs shall be one year from the date appointed or elected.
- b. Executive Committee members shall serve a three-year term commencing on the date of the Organizational Meeting (see Article XI).
- c. It will be the policy of LITLC to encourage officers who have served full terms in one office to continue to serve LITLC in an alternative position.

## 3. Two-Thirds Vote for Purchase, Sale, and Mortgage of Real Property

The purchase, sale, or mortgage of real property requires a two-thirds vote of the Board of Directors.

## 4. Two-Thirds Vote Required for the Dissolution of Corporate Assets

Dissolution or disposal of substantially all assets of the corporation requires a minimum two-thirds vote of the Board of Directors.

## 5. Annual Meeting of Members

There will be an annual meeting of members to which all members are invited. At the annual meeting, the Board of Directors must present a membership and financial report covering the prior twelve months. These must be entered in the minutes of the proceedings of the annual meeting of members, and filed with the records of the corporation.

The Board shall present at the annual meeting of members a report, verified by the President and Treasurer showing in appropriate detail, the following:

- a. The assets and liabilities, including the trust funds of the corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting.
- b. The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes during said fiscal period.
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

- e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period.

#### 6. Annual Meeting Date

The annual meeting of the Board of Directors shall be on or around the anniversary of the Organizational Meeting of LITLC, which is the 17th day of the month of November in 2007.

To maximize attendance, the members shall be polled in advance of setting the meeting date as to their availability. Members must be notified by mail, not less than two or more than three months before the date of the annual meeting.

#### 7. Procedure at the Annual Meeting

- a. The President of the Board of Directors will set the agenda for the annual meeting. The Board of Directors will give a presentation regarding the fiscal condition of the organization and report on the membership of the organization as set forth in ARTICLE XII, section 5 of these bylaws.
- b. The Board of Directors will also report on the activities and accomplishments of the organization for the past year and the goals for the upcoming year.
- c. Committee Chairs will report on the activities and accomplishments of their committee during the past year and present goals of the committee for the new year.
- d. The meeting will then be opened up to the general membership to solicit its ideas regarding past initiatives, future initiatives, and possible new committees.
- e. If three or more attendees are willing to commit to a new committee, the Board of Directors shall form that new committee unless existing committees are handling that function or the new committee is not in the best interest of LITLC.
- f. All positions up for election shall be filled at this time.

#### 8. Meetings of the Board of Directors

Meetings (annual, regular, or special) can be held at any time and take place anywhere in or out of New York State. Anyone interested in the subject matter of a meeting should be encouraged to attend and participate in that meeting.

#### 9. Regular Meeting Dates/Dates Set in Advance

The meetings shall be located at the residence of Ken Kindler, located at 385 Greene Avenue, Sayville, New York. Meetings of the Board of Directors of Long Island Trail Lovers Coalition Inc. will take place a minimum of three times per year at 385 Greene Avenue, or at another location to be decided upon a majority vote of the Board of Directors.

#### 10. Special Meeting Dates (meetings whose dates are not set up in the bylaws in advance).

- a. The President may call special meetings
- b. A special meeting may be called by a majority of the Board of Directors.

- c. A special meeting may also be called where 10% of those entitled to vote make a request from the Secretary for a special meeting and contact the Secretary in writing, signed by each person making such request.
- d. Notice must be given in writing, in person, or by first class mail.
- e. The notice must specify the date, time, place, and subject of the special meeting.
- f. The name of the person calling the special meeting must be stated in the notice.
- g. Notice must be given not less than ten, nor more than fifty days before the date of the meeting.
- h. The Secretary shall schedule a meeting immediately and in no case later than five business days after being called upon to schedule a special meeting and notify the membership. If the Secretary fails to schedule such meeting in five business days, any member signing such request may schedule it, and notify the members.
- i. When the corporation has more than five hundred members, the notice may be served by publication.

#### 11. Emergency Meetings

- a. Meetings of the Board of Directors may be held for emergencies with one day prior notice as long as a reasonable attempt is made to contact all Board members by phone, e-mail, and fax if available.
- b. The Board shall determine what constitutes an emergency.
- c. The class of matters that constitute emergencies shall be small, so as not to run afoul of the notice requirements in the Not-For-Profit Corporation Law.

#### 12. Adjournments

A majority of the Board of Directors can adjourn a meeting to another time and place. A member of the Board must be designated or a Board member must take responsibility to contact members of the Board of Directors to notify them of the new meeting, as well as its time and location.

#### 13. Quorum of Directors

- a. A quorum of the Board shall consist of a simple majority of the members of the Board.
- b. A simple majority of the quorum shall decide all questions presented for a vote with the exception of matters pertaining to property, dissolution of the organization, removal of members of the Board of Directors, and changing the bylaws, which requires a two-thirds vote. A plurality will decide issues with more than two alternatives.

#### 14. Phone Conferences by the Board of Directors

- a. The Board of Directors shall allow phone conferencing as long as each of the Board members is notified of the meeting by phone, e-mail, and fax if available, and allowed to participate in the meeting.
- b. A quorum of the Board must be present during the phone conference in order to make a decision.

#### 15. Removal of Members of the Board of Directors

- a. The original incorporators of LITLC, including Ken Kindler, Diane Eidelman, and Patricia Firestone, can only be dismissed from their position for just cause.
- b. Such cause must constitute illegal conduct related to corporate activities.
- c. A two-thirds vote of the entire Board of Directors is required for removal of directors.

#### 16. Limiting the Liability of Directors in Certain Cases

- a. A director who is present at a meeting of the Board or any committee thereof, at which actions contrary to the guidelines provided in ARTICLE VI are taken, shall be presumed to have concurred in an action and be severally liable. That is, unless his dissent is entered in the minutes of the meeting, or unless he submits his written dissent to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver or send by registered mail such dissent to the secretary of the corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- b. A director who is absent from a meeting of the board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver, or send by registered mail, his dissent thereto to the Secretary of the corporation or shall cause such dissent to be filed with the minutes of the proceedings of the board or committee within a reasonable time after learning of such action.

#### 17. Liability Insurance

It is recommended, in light of the dangers associated with trails-related activities, that LITLC acquire liability insurance for directors and officers.

### ARTICLE XIII: OFFICERS OF THE CORPORATION

#### 1. What Offices Can Be Created?

- a. LITLC creates the following offices: President who may appoint one or more Vice Presidents, a Secretary, and a Treasurer. LITLC may also create the office of Executive Director and such other offices as may be determined.
- b. The officers and the Executive Director shall be ex-officio members of the Board of Directors with full voting rights.
- c. Two separate individuals must hold the office of the President and Secretary.
- d. One individual may contemporaneously hold any two other offices or the position of Executive Director and one of the other offices.

#### 2. President

- a. The President leads the organization and is its functional head; however, the Executive Director leads the day-to-day operations of the organization.
- b. The President chairs the meetings of the Board of Directors, the annual meeting, and collective meetings of all committees and members.
- c. The President sets the agenda for these meetings.
- d. The President has the power to sign the checks of LITLC.

- e. The President shall appoint the initial officers of the organization, and may appoint committee chairs, and committee members, subject to the approval of the Board of Directors.
- f. The President is an ex-officio member of all committees.

### 3. Vice President

- a. There may be more than one Vice President
- b. The most senior Vice President assumes the duties of the President in the event of his/her death or resignation until the Board of Directors holds a special election to elect a new President.
- c. The Vice President is an ex-officio member of all committees.

### 4. Secretary

- a. The Secretary is responsible for taking minutes at meetings, including the annual meeting; meetings of the Board of Directors; and combined meetings of the committees and members.
- b. The Secretary is responsible for mailing membership cards to members.
- c. The Secretary is responsible for notifying honorary members that they have been granted an honorary membership.
- d. The Secretary is an ex-officio member of all committees.

### 5. Treasurer

- a. The Treasurer is responsible for the financial information of the organization.
- b. The Treasurer handles the money for the organization, including keeping lists of members and lists of donors.
- c. These lists shall include the name, address, and phone numbers of members and donors.
- d. The Treasurer makes financial reports to the Board.
- e. The Treasurer is responsible to assure that financial information is updated on the website at a minimum of every two months.
- f. The Treasurer is charged with maintaining the corporate bank account.
- g. The treasurer has authority to write and sign checks for the organization.
- h. The treasurer shall make the list of donors and members available to the Secretary.
- i. The Treasurer is an ex-officio member of all committees.

### 6. Executive Director

- a. The President, with the approval of the Board of Directors, creates the position of Executive Director.
- b. Responsibilities: The Executive Director is responsible for implementing the policies set by the Board and attends all Board meetings.
- c. In addition, he/she will serve as the day-to-day manager and director of the organization.
- d. He will serve as the liaison between the Board of Directors and any employees, and will help to coordinate the activities of all the committees and members who will answer to him.

- e. Staff: The Executive Director hires staff. The entire Board of Directors sets salary levels and job descriptions.
- f. Voting Rights: The Executive Director shall serve on the Board of Directors and is to be considered a Board member with full privileges, voting rights, and responsibilities, with the exception of matters pertaining directly to his employment.
- g. The Executive Director's term of employment will be of indeterminate length; however, any Board member can call for a vote of confidence at any Board meeting. A 2/3 vote is necessary to implement termination.
- h. The Board of Directors will determine a reasonable compensation for the Executive Director. He / She must abstain from participating in any decisions regarding his / her employment and/or salary.
- i. The Executive Director is an ex-officio member of all committees.

#### ARTICLE XIV: THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

- a. The LITLC Executive Committee is composed of the President, the Treasurer, the Secretary, and the Executive Director when he/she is hired.
- b. There must be at least 3 members to the Executive Committee.
- c. The Executive Committee shall see that the decisions made at the Board meetings are carried out, and between meetings attend to any urgent affairs in a manner consistent with the bylaws.
- d. In the event of resignation or incapacity of one of the Executive Committee members, the Board of Directors will elect a replacement from one of the Board Committee Chairs.
- e. The Committee Chair shall serve the remainder of the Executive Committee member's term.
- f. The Executive Committee members shall serve terms of three years with a limit of three consecutive terms.

#### ARTICLE XV: SALARIES

LITLC will pay reasonable salaries to directors, officers, employees, or agents for services rendered in the furtherance of the corporation's exempt purposes.

- a. The Board of Directors shall initially serve without compensation except that they can be reimbursed for out-of-pocket expenses needed to attend to matters related to the organization.
- b. When the Board of Directors determines it is feasible they will set the salary for the Executive Director. The level of compensation must be tied to the effectiveness with which LITLC has addressed its goals as described on the [www.litlc.org](http://www.litlc.org) website.

#### ARTICLE XVI: DUE DILIGENCE.

LITLC adopts the standard of care set forth in the Not-for-profit Corporations Law for Officers and Directors as set forth below:

"Directors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care, and skill which ordinary prudent people would exercise under similar circumstances in like positions."

## ARTICLE XVII: CONFLICTS OF INTEREST

- a. Members of the Board of Directors should reveal to all Board members if they have a personal interest in any matter voted upon.
- b. Members of the Board of Directors shall abstain from any matter before the Board in which they have a direct pecuniary (financial) interest.
- c. Such member will leave the meeting during the time such issue is discussed.

## ARTICLE XVIII: LIABILITY OF DIRECTORS, OFFICERS, AND THE EXECUTIVE DIRECTOR.

LITLC limits the liability of its Directors, officers, and committee members to the maximum extent allowed by the law.

## ARTICLE XIX: INITIAL COMMITTEES OF LITLC, INC.

### 1. Committee Members

Committee members are the backbone of the organization. Their generously donated time, energy, and resources will enable the organization to generate intelligent goals and then attain them.

- a. After initial appointments are concluded, the Board can add new members to a committee.
- b. The most important qualification for being a member of a committee is a willingness to participate in furthering the goals of the committee.
- c. Committee members must be willing to follow the guidelines set forth by the chair of the committee and by the LITLC bylaws.
- d. There is no limit to the number of successive years a member may serve on a committee.

### 2. General Rules for Committees

- a. The committee must perform a function that is in the best interest of the mission of the corporation.
- b. The powers of the committee are limited to those designated by the Board of Directors or written in the bylaws.
- c. A committee may petition the Board for additional powers related to its original functions.
- d. Committee Chairs have full voting rights equal to other members of the Board of Directors. There will be no committee co-chairs.
- e. Committee members have full voting rights with respect to all matters handled by their committees.
- f. Committee members can change the bylaws when two-thirds of all of the collective committee members are in agreement.
- g. A quorum will be present when a majority of the committee members are present. Issues will be decided by a majority vote or plurality if more than two alternatives are considered.
- h. To qualify as a voting member on a committee, a member must participate in a majority of the committee's meetings and commit to some volunteer time.

- i. Every committee member has the power to propose ideas for suggested action to the Board of Directors and to participate in discussion regarding implementation of that action. Suggestions may be submitted via writing or in person.
- j. All of the Committees are expected to keep in communication with one another and to reach out to other environmental groups and to the community at large.

The Board of Directors establishes four initial committees as follows:

- 1) The Trail Stewards Committee
- 2) The Education Committee
- 3) The Communications Committee
- 4) The Fundraising Committee

3. Trail Stewards Committee Responsibilities:

- a. Build trails and maintain them, as well as restore habitat adjacent to trails.
- b. Coordinate their efforts with the other committees to accomplish their goals.

4. Education Committee Responsibilities:

- a. Educate the public about trails and the habitat that surrounds them.
- b. Develop educational programs including lectures and guided tours for the general public, with a special emphasis on youth.
- c. Develop educational materials including maps, interpretive signs, and brochures; Assist in development of curricula for educators.
- d. Educate government officials on trail/open space initiatives.
- e. Educate the public on important trail/open space initiatives, including referendums, and propositions.
- f. Facilitate educational programs on trail building and maintenance for the members of the Trail Stewards Committee of LITLC and trail stewards of other environmental/trails organizations.

5. Communications Committee Responsibilities:

- a. Reach out to the community to further the goals of LITLC and foster a positive image for the organization.
- b. Facilitate communication within the organization.
- c. Develop presentations, brochures, cards, videos, and advertisements to promote the mission of LITLC.
- d. Maintain the organization's website ([www.litlc.org](http://www.litlc.org)) and keep it updated.
- e. Plan outreach to the community regarding issues related to trail creation, preservation, and maintenance including, but not limited to: letters to the editor, conferences, and radio and television talk shows.
- f. Plan and facilitate events and conferences in cooperation with the Education Committee, Trails Committee, and Fund Raising Committee.
- g. Archive LITLC's history and the media coverage it receives.

6. Fundraising Committee Responsibilities:

- a. Raise funds for LITLC operational and program expenses.
- b. Plan and facilitate fundraising.

- c. Engage potential donors in the LITLC mission.
- d. Match donors to initiatives with which they can identify.
- e. Cultivate general membership.
- f. Handle the paperwork associated with promised labor to the organization and encourage members to volunteer their time.
- g. Solicit government support for trails activities.
- h. Write grants and proposals.
- i. Maintain membership lists that include contact information, as well as the type of involvement members are interested in. Make the lists available to appropriate committees to facilitate their respective work.

#### 7. Forming New Committees

- a. The Board of Directors may form new committees as it sees fit.
- b. A group of three or more members of the organization can petition the Board of Directors to form a new committee.
- c. The signatures of the three members must be contained on the petition with names, addresses, and telephone numbers. This will be sent to the Secretary.
- d. The Board of Directors will determine whether it is in the best interest of the organization to form the new committee.
- e. If the new committee is formed, it shall elect its own chair.

#### 8. Subcommittees

- a. The Committees may form subcommittees to help with their work.
- b. Members of a subcommittee are considered committee members as long as they are fulfilling their function on the committee.

#### 9. Committee Chairs

- a. The Board of Directors shall appoint an initial chair for each of the four committees. Subsequently, the committee itself shall appoint its own chair.
- b. The chair is expected to recruit members for his/her committee.
- c. The chair shall determine the direction of the committee, with input from other committee members, and the Board of Directors.
- d. The chairmen of the committees set the agenda for each of the meetings, calls meetings, and determines the time and place of special meetings.
- e. The duties of the initial chairman shall last one year.
- f. The chair of each of the committees shall also be a member of the Board of Directors, and have full voting rights along with other Board members.
- g. The chair is responsible for assuring that minutes are kept at their committee's meetings and that they are posted on the website every two months.
- h. He/she is empowered to enlist subcommittees or individuals to help facilitate the goals of the committee.
- i. Following the initial year of service, committee chairs will serve terms of two years with a limit of four consecutive terms.
- j. Committee meetings will occur at least once every two months so that the committee can post its two month report to the Board of Directors, on the website.

- k. If a committee loses its chairperson, it will hold a special election selecting a committee member to serve the remainder of his predecessor's term.

## ARTICLE XX: MEMBERSHIP

### 1. Membership Certificates

LITLC membership cards shall state the name of the organization, its nonprofit status, the date membership begins, and that the card is nontransferable. Membership shall be evidenced by a membership card and inclusion on a list of members maintained by the Treasurer.

Membership cards shall include the following information:

- a. Long Island Trail Lovers Coalition, Inc. requires a two-thirds vote of all committee members to change the bylaws.
- b. LITLC allows members of the Board of Directors to amend the bylaws.
- c. Trails Advocates and members of the Advisory Council do not have voting rights on the committees or the Board of Directors. The Advisory Council will influence the direction the organization takes through a list of recommendations prepared for the annual meeting of members.
- d. A survey to measure trails concerns must be completed with each annual membership. LITLC will post the results, and strive to be responsive to them.
- e. All members shall be entitled to the all LITLC benefits as they develop.

### 2. Limitation on Liability

The membership cards shall include a liability waiver utilizing the language as set forth in Article XXIII of the LITLC Bylaws.

### 3. Membership Fees and Committee Member Commitments

- a. LITLC sets the membership fee at \$10.00 per year.
- b. In addition to the membership fee, committee members contribute volunteer time and participate in committee meetings.

### 4. Membership Entitlements

- a. Membership in the organization shall be for a period of one year, and shall be entitled to all membership benefits.

### 5. Termination of Membership

- a. Potential members can opt out of their membership e.g. donors and honorary members.
- b. Membership rights can be revoked for cause by the Board of Directors, including, but not limited to destruction of trails or open space or harassment of other members of the organization or the general public.
- c. Membership shall be terminated by death, resignation, expulsion, or expiration of a term of membership, or dissolution and liquidation.

## ARTICLE XXI: CATEGORIES OF MEMBERSHIP

Long Island Trail Lovers Coalition recognizes that individuals are willing to contribute different resources to the organization, all of which are valuable. Some wish to devote

considerable time to the organization and want to be intimately involved in directing LITLC. Others may not have much time, but are willing to devote their financial resources. LITLC recognizes that authority must be earned through a commitment of time, energy, and resources. It also recognizes that only those who keep themselves up-to-date with regard to what is happening can make responsible core decisions, critical to the survival of the organization. In an effort to accommodate various types of service, LITLC will have the following four categories of membership:

#### 1. BOARD OF DIRECTORS:

These are members with 100% voting rights on all matters pertaining to the organization, except matters where they have a direct and personal pecuniary interest. They include the Board of Directors, which includes the Executive Committee, the Executive Director, and the Chairs of the Committees. They are entitled to the LITLC newsletter and to reduced rates for various functions of the organization. A commitment of time and effort is expected, and a membership donation is required. All members of the Board of Directors must attend the Annual Meeting.

#### 2. COMMITTEE MEMBERS:

These members have voting rights with respect to the committees on which they serve, but do not have voting rights on all matters pertaining to the organization. Thus, for example, a member of the Trail Stewards Committee would have voting rights with respect to that committee only. Please note: any member of this group has the right to approach the Board of Directors on any matter in person. These members may also change the bylaws where two-thirds of all of the collective committee members agree. Members are entitled to receive the newsletter and to reduced rates for various functions of the organization. Committee members are expected to attend the Annual Meeting and all committee meetings. A membership donation is required along with some volunteer time.

#### 3. TRAILS ADVOCATE:

Many persons believe in preserving trails and open space, but do not have the time or desire to actively serve. The membership fee for these individuals is \$10.00. It is the responsibility of LITLC to derive the organization's direction from its members. Results of membership surveys will be published on the LITLC website. In addition the website will show where the donations go and what they accomplish. Trails Advocates are entitled to receive member's benefits, as they evolve. Trails Advocates have no voting privileges, but they are encouraged to participate in scheduled meetings.

#### 4. HONORARY MEMBERSHIP:

There may be individuals in the community who are unaware of the activities of the Long Island Trail Lovers Coalition, Inc. However, their decisions may profoundly influence the organization, the trail system, or the preservation of natural open space. LITLC wishes to keep these people informed about trails issues and our concerns. No membership fee is required. The Board of Directors shall determine honorary members. The Secretary is charged with informing them of their honorary membership. They will be issued a membership card. They are given reduced rates for events and will receive the newsletter.

They may attend the annual meeting and influence the decisions of the organization, but they will have no formal voting privileges.

#### 5. ADVISORY COUNCIL:

- a. The Board of Directors will determine the members of the Advisory Council.
- b. The Advisory Council will represent a broad spectrum of the community.
- c. Members of this council may be asked by the Executive Director to assist LITLC regarding matters in which they possess a high level of expertise.
- d. The Advisory Council will be comprised of elected and appointed government officials, leaders of environmental and civic groups, agencies, and organizations.
- e. This council is responsible for creating a list of recommendations to be presented at the annual members meeting.
- f. Members of the Advisory Council can not vote, but they can influence the direction the organization takes through their advice. As non-voting members, they can not be held liable for their ideas and can not be held responsible for the activities of the LITLC.
- g. Advisory Council members are encouraged to become voting members, by joining a committee.

#### ARTICLE XXII: GENERAL AND SPECIAL POWERS OF NONPROFIT CORPORATIONS

- a. LITLC may make capital contributions to other environmental nonprofit groups whose goals complement the mission of LITLC.
- b. LITLC can make donations for the public welfare.
- c. LITLC may take legal action to protect the welfare of Long Island's trails.
- d. LITLC has perpetual duration.
- e. May purchase, receive, take by grant, gift, devise, bequest or otherwise lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein.

#### ARTICLE XXIII: LIMITATIONS ON LIABILITY OF LITLC, INC.

The Board of Directors limits the liability of Board members, committee members, the general membership, and the general public using trails maintained or cleared by LITLC by warning them of the dangers associated with trails and requiring that they assume the risks associated with being involved with LITLC as follows:

Membership in LITLC involves certain risks. Clearing paths often involves using sharp tools which if used improperly can cut the user. Traveling on or working on Long Island trails can expose members to ticks and mosquitoes, which can transmit infectious diseases, as well as uneven terrain, which can cause sprains and breaks to limbs. The member understands these and other risks associated with trails-related activities and will assume the risks and hold LITLC harmless for injury or death related thereto.

The Board of Directors requires that members of the public who are attending hikes or other functions, which may present some dangers, sign liability waivers using the language above or similar language in order to limit the liability of the organization.