

BYLAWS
OF
LINN COUNTY TRAILS ASSOCIATION

ARTICLE I — OBJECTIVES

Section 1.1. Objectives. The objectives of Linn County Trails Association (the “Corporation”) shall be to engage in any lawful activity, not for pecuniary profit, to support and aid in the development of recreational trails in Iowa that will benefit the residents of Linn County.

Section 1.2. Not for Profit. The Corporation is not organized for profit, or organized to engage in an activity ordinarily carried on for profit, and no part of its net earning will inure to the benefit of any director or individual.

ARTICLE II – MEMBERS

Section 2.1. No Members. The corporation does not have any members within the meaning of Section 504.141 of the Iowa Non-Profit Corporations Code. The Corporation may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of Section 504.141 of the Iowa Non-Profit Corporations Code.

ARTICLE III - BOARD OF DIRECTORS

Section 3.1. General Powers. The affairs of the Corporation shall be managed by its board of directors.

Section 3.2. Number. The board of directors shall consist of the officers of the Corporation plus no more than 35 additional residents of Linn County who subscribe to the mission of the Corporation. The board of directors shall establish the number of directors for the following year at the annual meeting of the Corporation, prior to the election of the new board. Between annual meetings, the board may increase, but not decrease, the number of directors within the limits established by these bylaws. No more than one person who is a paid employee of the Corporation may be a member of the board of directors at any time.

Section 3.3. Tenure. Each director elected at the annual meeting of the Corporation shall serve from January 1st following that meeting until December 31st of that same year. Each director elected at other meetings of the Board of Directors shall serve from the adjournment of the meeting at which he/she is elected until December 31st following the next annual meeting of the Corporation.

Section 3.4. Election.

- a. Nominations for the board of directors shall be made by a nominating committee nominated by the President and approved by the board. The nominating committee shall be composed of three current directors of the Corporation who are not officers of the Corporation.
- b. The nominating committee shall report to the board of directors its list of nominations for officers and the full board at the October board meeting. Additional nominations may be submitted by the participants at the annual meeting.
- c. The election for the board of directors shall take place at the Corporation's annual meeting. A director of the Corporation must be present at the annual meeting to vote. Absentee or proxy voting is not permitted. The elections shall be by written ballot, except that when there is only one nominee for a position, a voice vote may be taken. A majority of votes cast by the directors of the Corporation shall constitute an election.

Section 3.5. Vacancies. Any vacancy occurring in the board of directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors entitled to vote though less than a quorum of the board of directors.

Section 3.6. Removal. A director may be removed from the board of directors without cause by the vote of two-thirds of the directors then in office. A director who attends fewer than half the board meetings in a year may be removed from the board of directors by the vote of a majority of a quorum of the directors

Section 3.7. Advisory Board Members. The board may, by a majority vote of a quorum of the board, designate individuals to be Advisory Board members. Such members will be notified of board meetings and participate in board discussions, but may not participate in votes taken by the board or be counted in the determination of a quorum.

Section 3.8. Compensation. Directors as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director or officer from being reimbursed for reasonable expenses incurred in serving the Corporation or from serving the Corporation in any other capacity and receiving reasonable compensation therefore. No more than one director or officer may be a paid employee of the Corporation.

Section 3.9. Annual and Regular Meetings. The board of directors shall meet monthly at a time and place established by a resolution of the board. The meeting in November shall be the Corporation's Annual Meeting.

Section 3.10. Special Meetings. Special meetings of the board of directors may be called, with at least two days written notice, by or at the request of the President or a majority of the directors. The person or persons authorized to call special meetings of the board of directors may fix the place, time and date of such meetings.

Section 3.11. Quorum. A majority of the number of directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the board of directors. If a quorum is not present at any meeting of the board of directors, a majority of the directors present and entitled to vote at such meeting may adjourn the meeting from time to time without further notice.

Section 3.12. Notice. Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or sent by regular mail or email to each director at such director's address as shown by the records of the Corporation. 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. 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 of waiver of such meeting.

Section 3.13. Presumption of Assent. A director of the Corporation who is present at a meeting of the board of directors at which action on any Corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail 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.

Section 3.14. Meeting Participation. The board of directors shall encourage participation of people who subscribe to the mission of the Corporation at regular board meetings, and shall encourage their participation in discussions and on committees.

ARTICLE IV - OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 4.2. Tenure. Each officer elected at the annual meeting of the Corporation held in an even-numbered year shall serve from January 1st following that meeting until December 31st following the subsequent annual meeting of the Corporation held in an even-numbered year. Each officer elected at other meetings of the Board of Directors shall serve from the adjournment of the meeting at which he/she is elected until December 31st following the subsequent annual meeting of the Corporation held in an even-numbered year.

Section 4.3. Election. Nominations for the officers shall be made at the October board meeting of even-numbered years by the nominating committee selected to nominate the board of directors. The election of officers shall take place at the Corporation's annual meeting held in even-numbered years. A director of the Corporation must be present at the annual meeting to vote. Absentee or proxy voting is not permitted. The elections shall be by written ballot, except that when there is only one nominee for a position, a voice vote may be taken. A majority of votes cast by the directors of the Corporation shall constitute an election

Section 4.4. Removal. Any officer may be removed by a vote of two-thirds of all the directors of the board of directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a majority vote of the board of directors.

Section 4.6. Compensation. Officers as such shall not receive any stated salaries for their services; but nothing herein contained shall be construed to preclude any director or officer from being reimbursed for reasonable expenses incurred in serving the Corporation or from serving the Corporation in any other capacity and receiving reasonable compensation therefore. No more than one director or officer may be a paid employee of the Corporation.

Section 4.7. President. The President shall preside at all meetings of the board of directors. He or she may sign, in the absence of the Treasurer, or with any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws or by statute to some other officer or agent of the Corporation. In general he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the board of directors from time to time. The President shall also be an ex-officio member of all committees except for the nominating committee.

Section 4.8. Vice President. The Vice President shall perform the duties of the President in the President's absence (a) at the request of the President, or (b) when the Board determines, by majority vote, that the President is temporarily unable to perform his or her duties. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned to the Vice President by the board of directors.

Section 4.9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation, from any source; and deposit all such monies in the name of the Corporation in such banks or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws. The Treasurer shall maintain the financial records of the Corporation in accordance with the provisions of Article VII Section 7.1 of these Bylaws. The Treasurer shall give a financial report and summary to the board of directors at every regular meeting of the board of directors. The Treasurer shall perform such other duties as from time to time may be assigned to the Treasurer by the President or by the board of directors.

Section 4.10. Secretary. The Secretary shall keep and authenticate the records of the Corporation in accordance with the provisions of Article VII Section 7.2 of these Bylaws. The Secretary shall make the records of the Corporation available for inspection in accordance with Iowa law, these Bylaws, and the direction of the Board of Directors. The Secretary shall perform such other duties as from time to time may be assigned to the Secretary by the President or by the board of directors.

ARTICLE V – COMMITTEES

Section 5.1. Executive Committee. There shall be an Executive Committee consisting of the President, the Vice President, the Secretary, the Treasurer, the immediate past-President, the directors of the Standing Committees of the Corporation, plus up to four other directors selected by the President. The members of the Executive Committee who are not officers of the Corporation shall serve a one-year term on the Executive Committee. Except as otherwise provided in these Bylaws, the Executive Committee shall have and may exercise the authority of the board of directors in the management of the Corporation between meetings of the board of directors.

Section 5.2. Standing Committees. The Corporation may have up to eight standing committees as proposed by the President and approved by the board. Each standing committee shall be established for a minimum period of one year. Each standing committee shall be chaired by a director of the Corporation who shall be selected annually by the President. The chairperson of a standing committee may be removed as committee chair by the President whenever in the President's judgment the best interests of the Corporation shall be served by such removal. The chairpersons of the standing committees are members of the Executive Committee. The members of each standing committee shall be persons who subscribe to the mission of the Corporation who shall be appointed annually by the chairperson of the committee or the President of the Corporation.

Section 5.3. Temporary Committees. Other committees may be established and members appointed by the President for such purposes and for such duration as the President may from time to time designate. Any committee member thereof may be removed from a committee by the President whenever in the President's judgment the best interests of the Corporation shall be served by such removal. The President may terminate any committee so appointed as the President deems appropriate.

ARTICLE VI - CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. Contracts. The board of directors may authorize, in addition to the officers so authorized by these Bylaws, any person to be an agent of the Corporation 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 6.2. 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 6.3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer.

Section 6.4. Budget. The board of directors shall adopt and approve a budget for the following year at the annual meeting of the Corporation.

Section 6.5. Budgeted Expenditures. Expenditures of less than \$1,000 that are included in a budget approved by the board of directors may be committed and paid without action by the board. The Treasurer shall make the determination of whether a specific expenditure is included in the budget.

Section 6.6. Unbudgeted and Major Expenditures. Expenditures that are not included in an approved budget, and all expenditures of \$1,000 or more made to a single party within a time period of 30 days, whether made in one payment or multiple payments, and without regard to the form of payment, shall be committed and paid only upon authorization by the board of directors.

Section 6.7. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositaries as the board of directors may select. In the absence of such a selection by the board of directors, such banks and depositaries shall be selected by the Treasurer. Transfers of funds of the corporation between various accounts of the corporation do not require action by the board of directors.

Section 6.8. Fund Accounting. The Corporation shall keep accounts to track money for specific purposes in separate bookkeeping funds.

Section 6.9. Operations Fund. The Corporation shall maintain a fund for Operating Expenses, including administration, fundraising, salaries, publications, and all other expenses not explicitly specified to be paid with other funds.

Section 6.10. Trail Development Fund. The Corporation shall maintain a fund for Trail Development, which shall be used exclusively to acquire land or rights-of-way for new trails, to develop new trails (including amenities along or adjacent to them), and to significantly upgrade existing trails. The Trail Development fund shall not be used for trail maintenance or for adding amenities to existing trails.

Section 6.11. Other Funds. The Corporation may establish other funds for specific purposes by resolution of the board of directors or by the treasurer with the consent of the board.

Section 6.12. Allocation of Income to Funds. Money contributed to the corporation shall be credited to the fund specified by the contributor. Absent direction by a contributor, the money shall be credited as determined by the board of directors. The board of directors may establish classifications of support based upon the amount contributed during a period of 12 months or more, and allocations of contributions to various funds based on those classifications.

Section 6.13. Transfers between funds. Money allocated to the Operations fund may be transferred to another fund by a resolution of the board of directors. Money allocated to funds other than the Operations fund may be transferred to other funds by the affirmative vote of two-thirds of the board of directors in attendance at a meeting of the board of directors.

Section 6.14. Gifts. Any officer of the Corporation or the board of directors may accept on behalf of the Corporation any contribution, gift, bequest of devise consistent with the objectives of the Corporation.

Section 6.15. Loans to Directors or Officers. No loans shall be made by the Corporation to the directors or officers of the Corporation.

ARTICLE VI -BOOKS AND RECORDS

Section 7.1. Accounting Records. The Corporation shall keep and maintain correct and complete books and records of account.

Section 7.2. Non-Accounting Records. The Corporation shall keep a the following records, in written form or in another form capable of conversion into written form within a reasonable time:

- a. Its articles or restated articles of incorporation and all amendments to them currently in effect.
- b. Its bylaws or restated bylaws and all amendments to them currently in effect.
- c. A list of the names and business or home addresses of its current directors and officers.
- d. Its most recent biennial report delivered to the secretary of state under section 504.1613

- e. Permanent records (minutes) of all meetings of its board of directors, all actions taken by the directors without a meeting, and all actions taken by committees having any of the authority of the board of directors.

Section 7.3. Inspection. All books and records of the Corporation may be inspected by any director, or his agent or attorney, for any proper purpose at any reasonable time at the registered or principal office of the Corporation.

Section 7.4. Audits. The President shall annually appoint an Audit Committee, consisting of the Vice President and at least two other members of the board of directors, to audit the books and records of account of the Corporation and report the results of the audit at the annual meeting of the board. By a resolution of the board, the board of directors may determine that an audit by a Certified Public Accountant is necessary or beneficial. In such case, the Audit Committee shall select and supervise the audit by an independent professional auditor.

ARTICLE VIII- TAX YEAR

Section 8.1. Calendar Year. The tax year of the Corporation shall be the calendar year beginning on January 1 and ending December 31 of each year.

ARTICLE IX - WAIVER OF NOTICE

Section 9.1. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Iowa Nonprofit Corporation Act or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X - AMENDMENTS TO BYLAWS

Section 10.1. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of two-thirds of the board of directors in attendance at a meeting of the board of directors for such purpose. Notice of the meeting setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director of the Corporation at least ten (10) days prior thereto, by written notice delivered personally or sent by regular mail or e-mail to each director at his or her address as shown by the records of the Corporation.

The foregoing are the Bylaws of Linn County Trails Association, duly adopted by the Board of Directors of said Corporation this 9th day of June, 2009.

LINN COUNTY TRAILS ASSOCIATION

By _____

Brad Mullin, Secretary