

FRIENDS OF THE OUACHITA TRAIL, INC
AMENDED BYLAWS

ARTICLE I – ORGANIZATION

1.01 NAME AND STATUS: The name of the corporation is Friends of the Ouachita Trail, Inc and was formed on February 8, 2005, as a Public-Benefit corporation pursuant to the Arkansas Nonprofit Corporation Act of 1993. The corporation received its 501(c) 3 status from the IRS in January 2007. The corporation is also referred to as “FoOT”, which name has been filed as a fictitious name with the Arkansas Secretary of State and Garland County Clerk. Both names are of equal stature and may be used interchangeably.

1.02 PURPOSE: FoOT is organized to provide assistance for the maintenance, enhancement and use of the trails in the Ouachita National Forrest with the primary emphasis on the Ouachita National Recreation Trail (the “OT”).

1.03 CORPORATE POWERS: FoOT shall enjoy the powers and privileges authorized by law.

1.04 DURATION AND DISSOLUTION: FoOT shall continue in existence until dissolved by the Board of Directors. Dissolution shall be accomplished in the manner provided by Arkansas statute and Internal Revenue Service rules and regulations.

1.05 REGISTERED AGENT AND REGISTERED OFFICE: The Secretary of FoOT shall serve as the Registered Agent for FoOT and maintain a Registered Office.

ARTICLE II – MEMBERSHIP

2.01 INDIVIDUAL MEMBERS: Any individual who submits an annual FoOT Membership Commitment Form and either (1) adopts a section(s) of a FoOT sponsored trail and routinely provides reasonable maintenance thereon, or otherwise contributes time, efforts or financial support to FoOT is eligible to be a member of FoOT. The Board of Directors shall determine the minimum level of effort and monetary contributions necessary for Members to remain in good standing. Everyone who has met the minimum membership criteria is entitled to one (1) vote.

2.02 ORGANIZATION MEMBERS: A Club or Group which submits an annual FoOT Membership Commitment Form and either] (1) adopts a section of a FoOT sponsored trail and

routinely provides reasonable maintenance thereon, or (2) otherwise contributes time, efforts or financial support to FoOT is eligible to become an Organization FoOT member. The Board of Directors shall determine the minimum level of efforts and financial contributions necessary for Organizations to remain in good standing. Each Organization is entitled to one (1) vote.

2.03 LIFE MEMBERS: Life memberships may be granted by the Board of Directors at their discretion to recognize individuals for exceptional service and/or significant financial contributions to FoOT or other trails sponsored by FoOT. Each Life Member is entitled to one (1) vote.

2.04 DURATION AND TRANSFER: Memberships, other than Life Members, are on a fiscal year basis and are nontransferable.

2.05 RESIGNATION: A Member may resign at any time, but no portion of any financial contribution is refundable.

2.06 LAPSE OF MEMBERSHIP: Individual Members and Organizations that fail to meet minimum membership criteria will be notified of their status within thirty days of the fiscal year end and given an opportunity to comply with one of the minimum membership criteria. In cases where there is no response or action taken to comply within thirty days after notification, those members will be removed from the membership roster.

ARTICLE III – BOARD OF DIRECTORS

3.01 AUTHORITY AND RESPONSIBILITY: The Board of Directors shall be responsible for the conduct of all FoOT business and activity.

3.02 DIRECTORS: The members of the Board of Directors shall be composed of nine (9) Directors, each of whom shall be a member of FoOT and who are elected by the members of FoOT at an annual meeting. The full term of each Director shall be three (3) years and no Director shall serve more than three (3) successive full terms except as provided in 3.02a below.

3.02 a. In the event that the Board of Directors determines that it is in the best interest of FoOT that a Director who would be required to step down at the completion of that Director's third successive term should remain on the Board, the Board shall have the authority to extend that Board member's term. In such event, the Board, upon a 2/3s vote of the Directors present at a duly called Board meeting, may extend the term of the subject Director for a period of one year and may, at the end of the extended term for such Director, extend the

term under the same terms and consideration for the initial extension. However, the Board may not extend the term of the subject Director more than a total of one year at a time and not longer than a total of 3 years. In any case where the extension of the term of office is considered, the Board shall follow the terms and conditions as set out in the Procedures to extend the term of offices.

3.03 EX OFFICIO ADVISORS: All Past Presidents shall serve as Ex Officio Advisors to the Board of Directors without voting rights.

3.04 MEETINGS: The Board of Directors shall establish the time and place for regular Board meetings. Special meetings may be called by the President or by any two (2) Directors. At least 48 hours' notice of a special meeting must be given all Directors unless such requirement is suspended for a specific meeting by the unanimous consent of all Directors. All meetings may be held with prior notice with an agenda of matters to be considered, and votes may be made by teleconferencing and/or electronic means with the unanimous consent of all Directors.

3.05 QUORUM AND VOTING: A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. A quorum must be present to conduct business and the affirmative vote of a majority of Directors present is the act of the Board.

3.06 RESIGNATION OF DIRECTOR: A Director may resign at any time by delivering written notice to the Board, the President or the Secretary. The resignation is effective upon receipt. Any Director who fails to attend three (3) successive regular meetings may be considered to have resigned as a Director.

3.07 REMOVAL OF DIRECTOR(S): Members may remove one (1) or more Directors elected by them and the Board of Directors may remove a Director appointed by the Board of Directors in the manner set out in Arkansas Code section 4-33-808.

ARTICLE III – OFFICERS

4.01 SELECTION AND TERM: Officers are appointed by the Board, are responsible for the conduct of their Office, and shall serve at the pleasure of the Board. All Officers must meet minimum Membership requirements as set by the Board of Directors. Annually during the month of December, the Board of Directors shall select Officers for the ensuing calendar year.

4.02 DESCRIPTION OF RESPONSIBILITIES: The Board of Directors shall establish a detailed description of the responsibilities of each Office. Such description may be amended at the Board's pleasure with successive copies retained as corporate records. All Officers report and respond to the direction of the President.

4.03 PRESIDENT: The President shall be a Director whose term extends through the calendar year of service. The President shall be FoOT's Chief Operating Officer and shall also serve as Chair of the Board of Directors. Due to extenuating circumstances, the Board of Directors may appoint a Director or Officer to perform specific duties of the President for a short and specific period of time. The President may appoint ad hoc committees, as she/he deems appropriate.

4.04 VICE PRESIDENT-MAINTENANCE: The primary responsibility of the Vice President-Maintenance is to co-ordinate and direct FoOT's trail maintenance activities.

4.05 VICE PRESIDENT-MEMBERSHIP: The primary responsibility of the Vice President-Membership is to recruit new members, to maintain the membership roster, and to track other member skill assessments, as appropriate.

4.06 VICE PRESIDENT-RESOURCES: The primary responsibility of the Vice President-Resources is to identify and obtain resources that will further FoOT activities.

4.07 VICE PRESIDENT-COMMUNITY RELATIONS: The primary responsibility of the Vice President-Community Relations is to develop community support and outreach, to include such things as publicity, internet web page, and trail user programs.

4.08 VICE PRESIDENT- TRAIL ADOPTIONS & REPORTS – The V.P. Trail Adoptions & Reports is responsible for maintaining the Trail Maintenance Report (TMR) and providing said report to the US Forest Service annually and regularly to the Board of Directors and other persons as requested. This position is also responsible for completing and publishing other reports as directed by the Board of Directors. This position maintains an active list of Adopters, coordinates adoptions, tracks Adopter / Volunteer work hours and reports to the V.P Membership and the V.P. Maintenance as requested.

4.09 SECRETARY: The Secretary shall serve as the official custodian of all FoOT corporate records, shall prepare minutes of all meetings of Members and the Board of Directors, shall authenticate FoOT records as may be required and such other duties as required.

4.10 TREASURER: The Treasurer shall serve as the official custodian of all FoOT financial records, maintain all financial accounts, prepare financial reports and serve as FoOT's Chief Financial Officer.

4.11 OTHER OFFICES: The Board of Directors may, at its discretion, create other offices and determine the duties, responsibilities and term of such office(s).

4.12 RESIGNATION AND REMOVAL: Any Officer may resign at any time by delivering notice to the President or Secretary-Treasurer. Such resignation is effective upon receipt. The Board of Directors may remove any Officer at any time, with or without cause. If an Office is vacant, the Board of Directors shall fill the Office for the balance of the unexpired term.

ARTICLE V – MEETINGS AND VOTING

5.01 ANNUAL: An annual meeting of FoOT Members shall be held at a time and place determined by the Board of Directors for the elections of Directors to fill the terms of Directors whose terms have expired and to conduct such other business to come before the annual meeting. Unless one-third (1/3) or more of the Members is present, the only matters that may be voted on at the annual (regular) meeting of the Members are those matters that are described in the meeting notice. The President and Secretary-Treasurer shall report on the activities and financial condition of the corporation at such meeting. Members shall consider and act upon such matters as may be consistent with the notice requirements set out in 5.04. The annual meeting may be recessed and continued at a specific time and place without additional notice.

5.02 SPECIAL: Special meetings of FoOT Members shall be held at the call of the Board of Directors or in any alternative manner that is consistent with Arkansas statutes. Special meetings of the Members may be held with prior notice and an agenda of matters to be considered. Special meetings and votes may be made by teleconferencing and/or electronic means.

5.03 ACTION BY CONSENT: Any and all action subject to Member approval as set out in 7.03 may be acted on by Members so long as the process for such approval is consistent with Arkansas statutes. Members may agree to accept written ballots by electronic delivery.

5.04 NOTICE: Notice to Members shall be made in a manner that is consistent with Arkansas statutes. Members may agree to accept written notice by electronic delivery.

5.05 QUORUM: Five percent (5%) of the votes entitled to be cast on a matter must be represented at a meeting of Members to constitute a quorum on that matter. A simple majority of the votes cast at such meeting shall determine each issue unless a higher percentage is required under Arkansas Law.

5.06 PROXY AND CUMULATIVE VOTING: Neither proxy nor cumulative voting is authorized for any matter that must be determined by Members.

ARTICLE VI – MISCELLANEOUS

6.01 LIABILITY AGREEMENT: Prior to commencing any work activity where safety is a prime consideration, everyone, whether a FoOT Member or a volunteer who assists a Member, must execute a waiver of liability. Such waiver shall be provided by FoOT in a form approved by the Board of Directors. Completed forms shall be retained as FoOT records for such time as determined by the Board.

6.02 PARTNERS: The Board of Directors may designate any member or organization to receive additional recognition as a PARTNER in appreciation of significant contribution or support. If implementing this classification, the Board of Directors shall determine specific criteria for the PARTNER designation and may define more than one level of PARTNER, based on specific levels of contribution. PARTNERS receive no additional vote.

6.03 COMPENSATION AND EXPENSES: No Director, Officer, Member or other volunteer associated with FoOT shall be financially compensated for FoOT related activity unless specifically authorized by the Board. The Board may, at its sole discretion, adopt an expense reimbursement policy.

6.04 AUDIT: The Board of Directors shall annually appoint an audit committee to perform an audit of FoOT finances and fiscal policies. Such committee shall be responsible to and report to the Board.

6.05 CONTRACTS AND FISCAL POLICY: The Board of Directors shall approve all contracts and shall adopt fiscal policies that are consistent with generally accepted accounting practices.

6.06 CONFLICT OF INTEREST: FoOT shall neither purchase nor sell any goods, services or assets from/to any Director or Officer. This provision is supplementary to provisions set out in Arkansas Code section 4-33-831. Failure to comply with this provision shall constitute initiation of expulsion provisions as hereinbefore set out in 3.07.

ARTICLE VII – BYLAWS

7.01 ADOPTION: These Bylaws were first adopted by unanimous voice at the FoOT organizational meeting held on February 21, 2005, pursuant to provisions of Arkansas Code section 4-33-205.

7.02 AMENDMENT BY BOARD OF DIRECTORS: The Board of Directors may unilaterally amend all provisions of FoOT Bylaws except those related to the number of Directors, the composition of the Board, the term of office of Directors or the method in which Directors are elected.

7.03 AMENDMENT REQUIRING MEMBER RATIFICATION: Any Bylaw amendment that relate to the number of Directors, the composition of the Board of Directors or the method in which the Directors are elected and any Bylaw amendment initiated by Members must be ratified by two-thirds (2/3) of the votes cast as required by Arkansas Code section 4-33-1021.

7.06 DISSOLUTION. FoOT shall continue in existence until dissolved by unanimous vote of the Board of Directors. Upon dissolution, the Board of Directors shall direct the Secretary/Treasurer to discharge all remaining debts and liabilities and close all current accounts. The Board of Directors shall direct distribution of the remaining assets to a non-profit entity organized and operated for recreational and conservation purposes consistent with the mission of this organization. Such distribution shall be in accordance with applicable Arkansas laws for non-profit corporations, and consistent with IRS regulations for 501(c)3 organizations or as authorized by a court of competent jurisdiction.

ADOPTED

These By-Laws of FoOT were amended by a vote of more than two-thirds (2/3) of the Board of Directors present in a legally constituted meeting held as of 22 May, 2020.



Bo Lea, President

ATTESTED: *Richard L. Lawrence*

Richard L. Lawrence, Secretary

Adopted 08 Feb 2005,
1st Amended 09Sept2012,
2nd Amended 22May 2020