By-Laws of the ITS Trail Committee

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Thursday, 30 October 2008
Last Updated Friday, 31 October 2008

By-Laws of the ITS Trail Committee A not-for-profit corporation duly incorporated under the laws of the State of Illinois Article I - NAME The name of this corporation shall be the Illinois Traction System Trail Committee, Inc., hereafter known as the ITS Trail Committee. Article II - MISSION The long-term mission of the ITS Trail Committee is to create a system of public, multi-use, natural recreational trails that will enrich the communities of Macoupin County, while enhancing the entire region by providing trail users opportunities to A. interact with nature B. enjoy outdoor physical exercise C. appreciate the rich history of our region D. assure all a readily accessible and safe environment

The immediate short-term mission of the ITS Trail Committee is to develop a trail from Staunton to Benld along the former Illinois Traction System Railroad corridor, to connect to the Benld-Gillespie trail.

This corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation nor contributions or grants received by the corporation shall inure to the benefit of, or be distributable to its members, 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 furtherance of the purposes set forth in Article III-Vision. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation to which contribution are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Article III - VISION The ITS Trail, when complete, will be an integral part of one of Illinois’ longest continuous rails-to-trails projects, which will wander some 95 miles through the countryside of Madison, Macoupin, and Sangamon counties and it will connect St. Louis, MO. with our state capital, Springfield. From the St. Louis Arch, the trail will travel north via the McKinley Bridge over the Mississippi River, and through the municipalities of Venice, Madison, Granite City, Pontoon Beach, Collinsville, Maryville, Glen Carbon, Edwardsville, Hamel, Worden, Staunton, Sawyerville, Benld, Gillespie, Carlinville, Girard, Virden, Auburn, Chatham and Springfield. Seen along the way are beautiful lakes, wetlands, streams, forest, farmland, and a horizon filled with bluffs, prairies and wildlife.The ITS Trail will be a family oriented pathway that provides a safe, wheelchair accessible, asphalt paved, non-motorized way to travel, exercise and relax while enjoying the outdoors, including access to motorized wheelchairs for handicapped persons with a physician's certification. We envision this trail will result in increased tourism and development, benefit government, education, business, and labor, but most of all, could greatly improve the quality of life for those who take advantage of the trail. Article IV - OBJECTIVES

In accord with its mission, the ITS Trail Committee has the following objectives:

- To organize resources, both human and material, to carry out the mission of the ITS Trail Committee.
- The preservation of the natural resources along the former Illinois Terminal Railroad system.
- To assist the fiscal sponsor of the ITS Trail Committee in the acquisition and holding of any property or easements necessary for the accomplishment of the organizational mission.
- To link historic railroad features, parks, green spaces and the communities along the route.
- To enhance tourism and inter-community cooperation.
- To encourage the safe and courteous use of the trail by all participants. Article V - MEMBERSHIP Section 1. Qualifications: Any person may apply for membership to the ITS Trail Committee. A person who pays yearly dues shall be a member of the ITS Trail Committee. Corporations, joint stock associations, unincorporated associations and partnerships may be members of the ITS Trail Committee and the term "person" wherever used in these by-laws shall be deemed to include any organization as well as individuals. Section 2. Classes of Membership: The Board may establish classes of membership in recognition of varying degrees of interest and contribution to the purposes of the ITS Trail Committee and may prescribe the qualifications for membership in each class and may accord privileges attendant upon such membership. Section 3. Dues: Such annual dues as may be prescribed from time to time by the Board shall be paid by all members except such as may be designated by the Board to membership in a class or classes of membership expressly exempted from this requirement. Section 4. Termination of Membership: A member may voluntarily resign, and a membership shall terminate for non-payment of dues as hereinafter provided. Article VI - BOARD OF DIRECTORS Section 1. Directors: The Board of Directors, hereafter known as the Board, shall consist of nine (9) members elected at-large by the members of the ITS Trail Committee. Section 2. Terms: The Board of Directors shall serve terms of three (3) years commencing after being elected to the Board and shall remain on the Board until their successors have been

elected. The initial Board of Directors were elected by the members of the committee at the March, 2006, meeting and shall serve staggered terms with three (3) Directors serving of one (1) year, three (3) Directors serving two (2) years, and three (3) Directors serving three (3) years, with the Board of Directors choosing by lot the length of term of any one board member shall serve. Upon expiration of each board member's initial term, a successor board member shall be elected for a term of three (3) years. The purpose of the initial staggered terms is to establish the election of three (3) members to the board each year serving a term of three (3) years. The election shall occur at an annual meeting of the committee during the month of March of each calendar
year. Section 3. Organizational Meeting and Executive Officers: Within one month following the annual meeting of the committee at which members of the board are elected, a meeting of the Board of Directors shall be called by the members continuing as Directors into the new business year. This shall be an organizational meeting with the Board electing the Executive Officers from within the Board membership, with the exception of the Treasurer, who may be elected from outside the board. The election of each Executive Officer shall require a majority vote of the entire Board of Directors. Section 4. Authority: The Board has all those powers granted by these by-laws, and also general authority not inconsistent herewith to formulate the program and administer the affairs of the ITS Trail Committee. Section 5. Structure: The President shall preside at all meetings of the ITS Trail Committee and the Board. In the absence of the President, or his/her inability to act, his/her duties shall be performed by the Executive Director, followed by the Secretary if the Executive Director is unable to act. In the event that these individuals can not perform, the Board shall appoint a President Pro Tempore. Article VII - EXECUTIVE OFFICERS Section 1. The executive officers of the ITS Trail Committee shall be President, Executive Director and Secretary. These officers shall be elected to these positions for one-year terms. The executive officers shall be elected by the Board. Section 2. The executive officers shall serve as the Executive Committee, providing day-to-day management of the ITS Trail Committee and implementing the programs and strategies of the organization as agreed to by the Board of Directors. Section 3. The Executive Director, Secretary and Treasurer shall report directly to the President. Section 4. The President shall report to the Board of Directors. Article VIII- DUTIES AND RESPONSIBILITIES
Section 1: President The President shall provide leadership to the Board. The duties of the President shall include:

- Serving as Chair of the Executive Committee.
- Presiding at general business meetings and at meetings of the Executive Committee.
- Administering these by-laws and any such rules or regulations of the organization that the Board shall adopt.
- Setting an operational agenda for Board meetings.
- Acting as the organization's liaison and official representative to the public.
- Establishing and maintaining ties with other community organizations of similar interest. Section 2. Secretary The Secretary shall record the proceedings of all meetings of the membership, Board of Directors, and
Executive Committee. The duties of the Secretary shall include:

- Sending draft copies of meeting minutes to each member of the Board for their review within one week following a meeting and send a final copy of meeting minutes within one week following their adoption.
- Issuing notices of all meetings of the membership and of the Board where notices of such meetings are required by law or these by-laws, except if this responsibility has been assigned to another.
- Performing such other duties as usually pertain to such office or as are properly required of him/her by the Board of Directors or the PresidentSection 3. Treasurer The Treasurer shall receive and have custody of all funds received by the ITS Trail Committee and conduct all financial transactions for the organization, under the direction of the Board. The duties of the Treasurer shall include:

- Maintaining accurate records of all monies received and disbursed.
- Disbursing monies only upon presentation of a supporting voucher certified in such manner as the Board or the Executive Committee shall direct.
- Submitting financial reports at all regular Board meetings and at the annual meeting of the membership.
- Submitting a proposed annual budget to the Board.
- Monitoring the tax status of the ITS Trail Committee and filing tax returns as appropriate.
- Arranging periodic independent review of the financial books, records and transactions of the ITS Trail Committee, or, at a minimum, annually. Audits shall occur whenever a new Treasurer assumes office, annually, or when requested by the Board. Results of this review shall be submitted to the Board.
- Performing such other duties as usually pertains to such office or as are properly required of him/her by the Board or the President. Section 4. Board of Directors: The Board shall set policy and provide leadership for achieving the mission. The duties of the Board include, but are not limited to:

- Devising and carrying into execution such measures as it deems proper and expedient to promote the objectives of the ITS Trail Committee and to best protect the interests and welfare of the members.
- Developing long-range strategic plans that will provide future growth for the ITS Trail Committee.
- Approving the budget for the incoming fiscal year by the end of the fourth quarter.
- Advising the President in the conduct of office.
- Presenting the Annual Report of the Board to the membership at the annual meeting, as required by Not-for-profit Corporate Law.
- Appointing members to fill vacancies on the Board between elections.

- Suspension of officers or removal of Directors from the Board for cause, with 2/3 vote of the entire BoardSection 5. Executive Director: At the behest of the Board of Directors, an Executive Director may be appointed to handle many management functions for the Board, such as, but not limited to:

- Maintaining Membership List.
- Maintaining contact with members, donors, and interested parties.
- Coordinating advertising and other informational drives.
- Otherwise coordinating tasks as directed by the President and Board of Directors. The Executive Director shall report directly to the President. The term of the Executive Director will be defined by the Board, but will not be greater than one (1) year at a time. At the end of the term, the Executive Director may be reappointed to another term. The Executive Director will be an unpaid position, unless these By-Laws are amended. Appointment and Dismissal:
- Appointment of an Executive Director will require a majority vote of the complete Board of Directors.
- If several candidates are considered, one candidate must receive a majority of votes of the entire Board of Directors.
- Nominations for Executive Director shall arise from the Board of Directors.
- Reappointing a sitting Executive Director shall proceed in the same fashion as initial appointment.

- Dismissal of the Executive Director earlier than expiration of term will require a vote of a majority of the entire Board of Directors.
- The Executive Director may resign at any time.

Article IX - ELECTIONS Section 1. Eligibility: All persons who are members of the ITS Trail Committee are eligible to serve as Members of the Board. Section 2. Vacancies: Any elected position on the Board that becomes vacant during a term shall be filled by a majority vote of he quorum. Article X - COMMITTEES Section 1. Standing Committees: The standing committees of the ITS Trail Committee shall be: Executive, Right of Way and Publicity along with additional committees when deemed appropriate by the board. Section 2. Duties and Responsibilities: a) Executive Committee The Executive Committee shall consist of the President, Executive Director and Secretary with the President serving as Chair. All the actions of the Executive committee shall be submitted at the next Board meeting for its approval. The Executive committee cannot modify any action taken by the Board. The duties and responsibilities of the Executive committee are:

- Plan and organize all business activities of the ITS Trail Committee.
- Approve all communications prior to distribution to the general body.
- Develop and approve the agenda for all general business meetings. b) Right of way Committee
- Determine exact ownership of land proposed for development of trails, i.e., from Staunton to Benld along the former ITS route
- Discuss donation/sale/right of way for trails with land owners c) Publicity Committee
- Educate and inform the public about advantages to communities from trail development, using forms of media such as (but not limited to) newspapers, fliers, TV and radio programs, etc.
- Engage local youth including school children, Girl and Boy Scout troops, etc. in trail development related activities

Section 3. Committee Chairs: As soon as practicable, after the organizational meeting of the Board, the President shall, subject to the board's approval, appoint the chairpersons for the following standing committees: Right of way and Publicity. The Chair of each standing committee shall be a member of the ITS Trail Committee. Section 4. Other Committees: Ad-hoc committees may be appointed by the President or the Executive Committee, subject to ratification by the Board, to fulfill special tasks when deemed appropriate. Upon completion of tasks, these committees shall be dissolved. Section 5. Membership: Except for the Executive Committee, whose members are elected, committee members shall be appointed by the respective committee Chairs. All committee members shall be members of the ITS Trail Committee and each committee shall include at least one member of the Board. A list of the members of each committee shall be submitted to the President by the Chair in a timely manner. Section 6. Structure: The structure of the committees (excluding the Executive Committee) shall be determined by the respective committee Chairs so as to best facilitate the duties of these committees. Section 7. Limitations/Accountability: No committee, other than the Executive Committee, shall have power to obligate the ITS Trail Committee in any manner without approval of the Board or the Executive Committee. All committees shall be accountable to the Board and shall report to the Board when asked by the President. Section 8. Vacancies: Except for the Executive Committee, the various committee chairs shall have the power to fill vacancies in their memberships. The President shall be notified of such changes in membership. Article XI-QUORUM & VOTINGSection 1. Board of Directors:

- Except as otherwise provided by law or these by-laws, a majority of the members of the Board shall constitute a quorum at any meeting of the Board.
- Except as otherwise provided by law or these by-laws, a majority of the Board members present in person at a meeting of the Board shall decide any question that may come before the meeting, provided a quorum is present.
- The purchase, sale, mortgage or lease of real property shall require approval of two-thirds of the entire Board. Section 2. The ITS Trail Committee:
- Except as otherwise provided by law or these by-laws, 10% of the membership shall constitute a quorum at any meeting of the ITS Trail Committee.
- Except as otherwise provided by law or these by-laws, a majority of the members present in person at a meeting of the ITS Trail Committee shall decide any question that may come before the membership.
- Each member shall be entitled to one vote. The use of proxy or substitutes is prohibited. A member shall be defined as

a membership, be it Individual, Family, Business, Corporate etc. Any individual or group paying an annual membership fee for the class of membership, no matter the amount shall be entitled to one vote. Article XII - MEETINGS Section 1. Board of Directors:

- Regular Meetings: The Board shall meet at least four times each year. The time and place of these meetings will be fixed by the Board.
- Special Meetings: Special meetings of the Board may be called by the President or the Secretary, at the request in writing to the Executive Director, Secretary or three members of the Board. Such request shall state the purpose or purposes of the proposed meeting.
- Notice of special meetings shall be given at least five (5) days before the time appointed for the meeting, and shall include the purpose for the meeting. The Executive Director or Secretary shall attempt to give notice of the meeting to all Members of the Board of the special meeting, and have it posted at Staunton City Hall and Staunton Public Works Building.
- Adjournment of Meetings: A majority of theDirectors present, whether or not a quorum is present, may adjourn any meeting to another time or place. Notice of the adjournment of any meeting to another time and place shall be given to the Directors who were not present at the adjournment.

Section 2. Executive Committee: The Executive Committee shall meet as often as necessary to properly manage the ITS Trail Committee. The President shall call all Executive Committee meetings. Section 3. The ITS Trail Committee:

- Annual Meeting: The members of the ITS Trail Committee shall hold an annual meeting for: election of members to the Board of Directors; receiving of annual reports of the Board, officers, and committees; and the transaction of such other business as may properly come before the meeting. The meeting shall be held at such time in each year and at such place as the Board shall direct, such that incoming Board members may begin their terms of office.
- Notice of Annual Meeting: Notice of annual meeting of members shall be given by mailing, not less than ten (10) days not more than forty (40) days before the meeting, a copy of the notice of such meeting to each member of the ITS Trail Committee to his/her postal or email address as it appears upon the records of the ITS Trail Committee.
- Special Meetings: Special meetings of the members, except where otherwise provided by law or these by-laws, may be called at any time by the Board of Directors and may be called by the President, Executive Director or by the Secretary at the request, in writing, of three (3) Directors or twenty (20) members of the ITS Trail Committee. Such request shall state the purpose or purposes of the proposed meeting. Notice for any special meeting is to be given in a reasonable manner. No business other than that specified on the notice of the meeting shall be transacted at any special meeting of the members of the ITS Trail Committee. Section 4. Governance: All meetings shall be governed by Robert's Rules of Order. Article XIII- FINANCES Section 1. Depository: The funds of the ITS Trail Committee shall be deposited in its name with such bank or banks, trust company or trust companies as the Board of Directors may from time to time designate and shall be subject to withdrawal by such persons as may from time to time be designated by the Board of Directors. Section 2. Investments: To the extent permitted by law and these by-laws, the ITS Trail Committee may invest or re-invest its funds as the Board ofDirectors shall, from time to time, authorize. Article XIV - RESIGNATION AND REMOVAL POLICY Section 1. Board of Directors a) Resignations: Any Executive Officer or other Member of the Board may resign from office and retain all rights and privileges of membership in the ITS Trail Committee. Resignations must be submitted in writing to the Board and shall take effect upon acceptance by a vote of the Board.

b) Removal from Office/Board: Any Executive Officer may have his/her authority to act as an officer suspended for cause or a Member of the Board may be removed for cause by a two- thirds (2/3) affirmative vote of the entire Board of Directors at any duly called regular or special meeting of the Board with notice of such proposed action.Section 2. Members of the ITS Trail Committee: a) Resignations: A member may voluntarily resign from the ITS Trail Committee by giving written notice to the Membership Chair. Unless otherwise specified, the resignation shall take effect upon receipt of written notice. b) Termination of Membership: Membership shall terminate for non-payment of dues or debt payment is not made within thirty (30) days after notice has been mailed to the member advising that such payment is past due and that membership must be terminated if payment is not made. Section 3. Refund of Dues: No part of a member's dues shall be refundable by reason of resignation or termination of the membership. Article XV - AMENDMENTS TO THE BY-LAWS Section 1. Amendments by Members: These by-laws may be amended or repealed in whole or in part by the affirmative vote of two-thirds (2/3) of the members present and voting at any annual meeting of the members or at any special meeting of the members provided that notice of such meeting contains a statement that amendment of the by-laws will be proposed thereat. The proposed amendments shall be given in writing to each member at least thirty (30) days prior to voting on same. Section 2. Amendments by Directors: These by-laws may be amended, altered or repealed in whole or in part by the affirmative vote of two thirds (2/3) of the entire Board of Directors where such proposed action has been incorporated in the notice of the meeting. The proposed amendments shall be given in writing to each Director at least ten (10) days prior to voting on same. Article XVI - DISSOLUTIONUpon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. Article XVII - LIMITATIONS Section 1. No Board member shall take any official action which is incompatible with the Mission and Objectives of the ITS Trail Committee as stated in Articles II and III. Section 2. No officer, Director or member shall receive any compensation for services rendered to the ITS Trail Committee as Member of the Board, but the Members of the Board shall have the right to authorize the payment of reasonable compensation to any person, whether or not such person be a Member of the Board, member or otherwise, for services

actually rendered in the accomplishment of the objectives and purposes of the ITS Trail Committee. Conflicts of interest by all officers or Directors must be disclosed annually and at the time of any authorization of a transaction involving the conflict. The reasonable expenses of all persons engaged in the service of the ITS Trail Committee may be paid upon authorization by the Members of the Board or the Executive Committee with a vote sufficient for that purpose without counting the votes of any Directors/officers with conflicts of interest. Section 3. Notwithstanding any other provision of this document, the ITS Trail Committee shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding section of any future federal
tax code. Section 4. In all activities of the ITS Trail Committee there shall be no discrimination based on age, gender, sexual orientation, race, creed, religion, nationality, place of origin, political affiliation or physical abilities. Adopted 4/18/06, Revised 6/4/08