

# **CORPORATE BYLAWS**

## **ARTICLE I - NAME OF CORPORATION**

**TREK FOR TREVOR**

## **ARTICLE II - CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This Corporation is organized exclusively for charitable, educational, and awareness 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.

In the event of the dissolution of this Corporation, whether voluntary or involuntary, all of its remaining assets shall be distributed in such a manner as the Board of Directors of this Corporation shall by majority vote determine to be best calculated to carry out the objectives and purposes for which the Corporation is formed. The distribution of the fund, income and/or property of this Corporation upon the dissolution may be made available to any charitable, educational, organizations, foundations or other institutions maintained and created for one or more of the forgoing purposes, if at the time of the distribution the payee or distributees are exempt from income taxation, and if the gifts or transfers to the payee or distributee are then exempt from income taxation under the provisions of Section 501, 2055 and 2522 of the Internal Revenue Code or changes which amend or supersede the said sections.

### **Section 2. Mission**

**Promoting safe hiking and exploration through preparation, awareness and education.**

## **ARTICLE III - MEMBERSHIP**

The membership of the Corporation shall consist of the members of the Board of Directors.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Composition, Terms, Requirements, and Qualifications**

The number of Directors shall consist of seven (7) board members. They consist of a) President; b) Vice-President or President-Elect; c) Secretary/Treasurer; and d) Executive Director (ex-officio). These directors shall encompass the Executive Committee. Three (3) additional director-at-large positions shall also serve on the Board of Directors.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and sworn in. All members of the Board of Directors must be approved by a majority vote of the members present and voting as noted in Section 6 of this Article.

No more than four members of the Board of Directors may be related by blood or marriage/domestic partnership within the second degree of consanguinity.

Terms for the **original** Board of Directors will be as follows:

- President: Completion of the current calendar year + 3 additional years
- President-elect: Vacant
- Vice President: Completion of the current calendar year + 2 years
- Secretary/Treasurer: Completion of the current calendar year + 1 year
- Executive Director: Ex-officio
- At Large Director #1: Completion of the current calendar year + 1 year
- At Large Director #2: Completion of the current calendar year + 2 years
- At Large Director #3: Completion of the current calendar year + 3 years

Thereafter, all newly elected Directors shall agree to serve the following terms:

- President-elect: A one (1) year term
- President: A three (3) year term
- Vice President: A two (2) year term
- Executive Director (ex-officia): Per contract from the Board
- At Large Directors: A three (3) year term

The President-elect and Vice President will alternate positions on the Board, where the President-elect's term will begin one (1) year prior to them taking office as President. The following two (2) years will be occupied by the Vice President.

New Directors will be elected by the existing Board of Directors during the last meeting of the 4<sup>th</sup> quarter of each calendar year. Incoming Directors will assume office at the first meeting of the Board of Directors the following business year.

Each member of the Board of Directors shall attend at least three (75%) of the meetings of the Board per year. The President, at their sole discretion, shall be the only member of the Board of Directors who retains the right to submit a motion to the Board of Directors to remove any Director failing to meet their obligations outlined in Section 2. Removal of a Director from the Board for attendance violations must be met with a two-thirds ( $\frac{2}{3}$ ) majority vote. If a Director is removed from the Board of Directors for attendance violations, the President may appoint their replacement. The appointment must be approved by majority vote of the remaining Directors.

Each member of the Board of Directors shall be responsible for raising at least five hundred cash dollars (\$500) for the organization annually. This can be done by making a personal contribution, or by securing donations from other sources, or a combination of both. No contribution credit shall be given for in-kind donations. Any director who joins after the beginning of the fiscal year for their initial one-year term shall have this requirement prorated accordingly.

### **Section 3. Regular Meetings**

Meetings of the Board of Directors shall be held at a date and time designated by the President, and unless stipulated otherwise, will be held virtually. Notice of these meetings shall be sent to all members of the Board of Directors by mail, email or other approved means no less than ten (10) business days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings may be called by the President, the Executive Committee, or by unanimous vote of the three (3) Directors-at-Large.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least seventy two hours (72) in advance of the meeting by mail, email or other approved means. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **Section 6. Quorum**

A quorum for a meeting of the Board of Directors shall consist of greater than fifty percent (> 50%) of voting members. A majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the

members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of their requirements as set forth in Section 2 automatically forfeits their position on the Board. If a Director is removed from office, the Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors will proceed immediately to fill the vacancy.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular or special meeting. Vacancies may only be created and filled according to the bylaws of the organization.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting through an electronic vote (eVote) if consent is captured through electronic means. These actions must be ratified at the next scheduled meeting of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

## **Section 12 Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

## **Section 13 Removal**

Any member of the Board of Directors or members of the Safety Council may be removed with or without cause, at any time, by vote of two-thirds (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Article V, Section Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

# **ARTICLE V - MEETINGS OF THE BOARD OF DIRECTORS**

## **Section 1. Regular Meetings**

Regular meetings of the Board of Directors shall be held on a quarterly basis, at a date and time designated by the President.

## **Section 2. Special Meetings**

Special meetings may be called by the President, the Executive Committee, or by unanimous vote of the three (3) Directors-at-Large.

## **Section 3. Notice of Meetings**

Notice of each meeting shall be given to each voting member, by mail, email or other approved means not less than two weeks prior to the meeting.

## **Section 4. Quorum**

A quorum for a meeting of the members shall consist of greater than fifty percent (> 50%) of voting members.

## **Section 5. Voting**

The passage of, changing or approval of bylaws requires a 2/3 majority vote.

All other issues to be voted on shall be decided by a simple majority of those present at the meeting in which there is a quorum and the vote takes place.

In the event of a tie, the vote of the President will pass/defeat the motion.

## **ARTICLE VI - OFFICERS**

The executive officers of this Board shall be the President, Vice-President or President-elect, and Secretary/Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall preside over all Board meetings. The President shall have the following duties:

- a. Shall preside at all meetings of the Executive Committee.
- b. Shall see that all orders and resolutions of the Safety Council are brought to the BOD.
- c. Shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.
- d. Shall be an ex-officio member of all standing, ad-hoc committees, and task forces.

### **Section 2. President-elect**

The President-elect, if sitting, shall perform duties as assigned by the President, and shall be vested with the powers and shall perform all the duties of the President during the absence of the latter. The President-elect shall:

- a. Serve as the Executive Committee liaison to the Safety Council, and oversee all standing, ad-hoc committees and/or task forces.
- b. Be mentored by the President in preparation for their role as President.

### **Section 2. Vice-President**

The Vice-President, if sitting, shall perform duties as assigned by the President, and shall be vested with the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall:

- a. Serve as the Executive Committee liaison to the Safety Council, and oversee all standing, ad-hoc committees and/or task forces.

### **Section 4. Secretary/Treasurer**

The Secretary/Treasurer shall attend all meetings of the Safety Council, Executive Committee, and all meetings of the BOD, and will act as a clerk/secretary thereof. The Secretary's duties shall consist of:

### **Secretary**

- a. Shall record all votes and minutes of all proceedings virtually and kept for that purpose. All minutes shall (at minimum) be saved in an approved cloud-based storage account shared and made available to the entire Board.
- b. They shall also, in concert with the President, make the arrangements for all meetings of the Safety Council and BOD.
- c. Shall send notices of all meetings to the members of the Safety Council and BOD.
- d. Shall perform all official correspondence from the Safety Council and BOD as directed by the President

### **Treasurer**

- a. Shall work in collaboration with the President and Executive Director in developing a budget for the new fiscal year.
- b. Shall submit for the approval of all expenditures (operational or capital) by the executive arm of the Corporation, Safety Council, and/or any committees/task forces to the BOD which are not previously governed by corporate policy.
- c. Shall present a report of the finances of the BOD at each regular meeting and a comprehensive year-end financial report at the first regular meeting following the conclusion of the fiscal year.
- d. As appropriate, the Treasurer will assist in tax filings and direct audits of the Corporation according to generally accepted accounting principles.

### **Section 5. Election of Officers**

Any member of the Board of Directors may submit nominations for new directors of the Board. Nominations are due no later than one month (1) prior to the last scheduled regular meeting of the calendar year and must be accompanied by a brief biography of the proposed officer/director and justification for their inclusion to the Board.

At the final regular meeting of the calendar year, nominations shall be brought to the floor by the President for discussion. Newly elected directors/officers shall serve terms outlined in Article V, Section 2 and commencing at the first regular meeting of the following year.

Officers/directors of the Corporation shall be eligible to succeed themselves in their respective offices for no more than two (2) terms.

### **Section 6. Removal of Office**

The Board of Directors with the concurrence of two-thirds ( $\frac{2}{3}$ ) of the members voting may remove any officer of the Board of Directors and elect a successor for the unexpired term.

Any discussion pertaining to the removal of office of a Director shall take place in executive session. The Director at risk of being removed from office has the right to be present during discussion of the motion.

No officer of the Board of Directors shall be expelled without the right to appeal. A request for appeal must be submitted to the President by the expelled member in writing within twenty (20) days of the date in which the motion for expulsion was passed. A special meeting of the Board of Directors will be scheduled following the receipt of the request for appeal.

### **Section 7. Vacancies**

- a. In the event of a vacancy due to the resignation or inability to perform duties in the office of the President, the Vice-President shall assume the duties, but not the office of the President until a special meeting is held to elect a new President. The newly voted in President shall serve until the next scheduled election for the President.
- b. In the event of a vacancy due to the resignation or inability to perform duties in the office of the President, the President-elect shall assume the office of the President, after which a special election will take place for the office of Vice President. The newly voted Vice-President shall serve until the next scheduled election for the President-elect.
- c. In the event of a vacancy due to the resignation or inability to perform duties in the office of the President-elect, the Secretary/Treasurer shall assume the duties, but not the office of the President-elect, after which a special election will take place for the office of President-elect. The newly voted upon President-elect shall fulfill the remaining term of office and become President upon completion of their term.
- d. In the event of a vacancy due to the resignation or inability to perform duties in the office of Vice-President, the Secretary/Treasurer shall assume the duties, but not the office of the Vice President until a special meeting is held to elect a new President. The newly voted Vice-President shall serve until the next scheduled election for the Vice-President/President-elect.
- e. In the event of a vacancy due to the resignation or inability to perform duties in the office of Secretary/Treasurer the Vice-President or President-elect shall assume the duties, but not the office of the Secretary/Treasurer until a special meeting is held to elect a new Secretary/Treasurer. The newly voted in Secretary/Treasurer shall serve until the next scheduled election for the Secretary/Treasurer.
- f. In the event of a vacancy due to the resignation or inability to perform duties for any of the Director-at-Large positions, the President shall appoint a qualified individual to serve in the role until the next scheduled election of that office.



## **ARTICLE VII - COMMITTEES & COUNCILS**

### **Section 1. Executive Committee**

The President, Vice-President or President-elect, Secretary/Treasurer and Executive Director shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full board.

### **Section 2. Safety Council**

The Safety Council shall provide expert consultation to the Board of Directors on issues directly related to hiker safety. A Safety Council shall be appointed by the President and ratified by majority vote of the Board. The Safety Council shall have no governing duties, voting privileges, nor obligations for attendance at regular meetings of the Board of Directors. Safety Council members are however invited to attend Board of Directors meetings unless the business is being conducted in Executive Session. Members of the Safety Council shall possess the desire to serve the hiking community and support the work of the Corporation by providing hiking safety expertise, guidance and professional knowledge to the Board of Directors. Members of the Safety Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being appointed to and successful ratification to the Safety Council.

Safety Council members must be ratified by majority vote of the Board of Directors.

### **Section 3. Finance Committee**

The Secretary/Treasurer is the chair of the Finance Committee, which includes one (1) Director-at-Large, Chair of the Safety Council and one lay member of the public, preferably someone with finance, accounting or bookkeeping experience. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The Secretary/Treasurer (on behalf of the Finance Committee) must submit the annual budget to the Board of Directors for approval. The annual budget will be voted on and approved prior to the start of the new fiscal year. In the event the budget is not approved by the start of the next fiscal year, the Corporation must cease operations until the annual budget is approved by the Board of Directors. **The fiscal year shall be the calendar year.** Annual reports are required to be submitted to the Board showing income, expenditures, liabilities and deferred income. The Finance Committee shall approve the corporate audit, conducted by an independent 3<sup>rd</sup> party following AICPA adopted standards which must take place at minimum every other year. The financial records of the organization are public information and shall be made available to the public.

#### **Section 4. Vacancies on Committees and Councils**

In the event of a vacancy on any standing committee, ad-hoc committee or task force, the President may appoint members to fill such vacancies, subject to the approval of the majority of the Board.

#### **Section 5 Committee Formation**

The Board of Directors may create committees as needed, such as fundraising, marketing/public relations, etc. The Board President appoints all committee chairs.

### **ARTICLE VIII - CORPORATE STAFF**

#### **Section 1. Executive Director**

The Board of Directors shall hire or appoint an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall administration of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members or contractors under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. The Executive Director, while serving the Board of Directors, has an administrative reporting relationship directly to the President. No officer, Executive Committee member or member of the Board of Directors may individually direct any employee or volunteer under the supervision of the Executive Director. The Executive Director shall be an ex-officio member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

### **ARTICLE IX – Conflict of Interest**

#### **Section 1. Purpose**

The Corporation shall maintain a Conflict of Interest policy that is compliant with state and federal law. This policy will be subject to regular review by the Board of Directors.

#### **Section 2. Frequency of Policy Review**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted not more than every three (3) years.. The reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 3. Use of Outside Experts**

When conducting the periodic reviews, the Corporation may, but need not, use outside advisors (e.g. legal counsel). If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring the reviews are in compliance with these Bylaws.

### **Section 4. Acknowledgements**

All members of the Board of Directors shall annually sign an attestation acknowledging they have read and agree to the Corporation's Conflict of Interest policy. In addition, they shall disclose any known or perceived conflicts they may have. These disclosures shall be reviewed by the Executive Committee, and if determined by the President that there may be a violation of policy, will bring the disclosure(s) to the full Board for review and subsequent determination.

## **ARTICLE X - INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of the **OHIO**, the Corporation shall indemnify any director, officer, employee, or agent, or former officer or director, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another Corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of a duty. The foregoing indemnification

shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Corporation shall purchase and maintain Directors' and Officers' insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE XI - BOOKS AND RECORDS**

The Corporation shall keep complete records and minutes of the proceedings of the Board of Directors.

## **ARTICLE XII - AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended so long as they are consistent with **OHIO** law. Amendments may take place at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, or by e-mail or at least five (5) days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by a two-thirds ( $\frac{2}{3}$ ) majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each director at least three (3) days in

advance of such a meeting if delivered personally, or by e-mail or at least five (5) days if delivered by mail.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial officers or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 9 day of Jan., 2024



**David Laher, President – Trek for Trevor, Inc.**



**ATTEST: Russell Hepton, Vice President – Trek for Trevor, Inc.**



**ATTEST: Joann Hazlett, Secretary/Treasurer – Trek for Trevor, Inc.**