

Bylaws

The following Bylaws of the Florida Trail Hikers Alliance were adopted by a unanimous vote of the Board of Directors on May 5, 2015.



BYLAWS OF FLORIDA TRAIL HIKERS ALLIANCE, INC.

ARTICLE I. NAME AND LOCATION

Section 1.1 Name. The name of the Corporation is FLORIDA TRAIL HIKERS ALLIANCE, INC.

Section 1.2 Principal Office and Mailing Address. The principal office of the Corporation in the State of Florida shall be located at 2992 Tiffany Terrace, Titusville FL 32780. The mailing address of the Corporation shall be PO Box 470256, Lake Monroe, FL 32747. The Corporation may have other offices, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 1.3 Registered Office and Registered Agent. The registered office address and the registered agent named in the Articles of Incorporation may be changed by the Board of Directors.

ARTICLE II. PURPOSE AND MISSION

Section 2.1 Purpose. The Corporation is organized exclusively for charitable and educational purposes. The purpose of the Corporation is to educate the public about the Florida National Scenic Trail (hereinafter “the Trail”) and to assist the public in their use of the Trail.

Section 2.2 Nonprofit Status. (a) Nonprofit Legal Status. The Corporation is a Florida not-for-profit organization, organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or under the corresponding section of any future Federal tax code. (b) Exempt Activities Limitation. No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 the Articles of Incorporation and in these Bylaws, and in accordance with financial policies and procedures adopted by the Board. (c) Distribution Upon Dissolution. Dissolution of the Corporation will require a majority vote of the Board of Directors. In the event of a dissolution of the Corporation, assets will be transferred to one or more corporations not for profit for 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, as chosen by a majority vote of the Board of Directors, or shall be distributed to the Federal government or a state or local government for a public purpose.

Section 2.3 Mission. The mission of the Corporation shall be to educate the public about the Trail and to promote sustainable and recreational use of the Trail. To fulfill this mission, the Corporation shall: (a) Promote the use of the Trail through such activities as public awareness projects, special events, and joint partnerships with nonprofit, governmental, and profit making organizations. (b) Assist hikers in their use of the Trail through public information, programs, and services. (c) Engage in other activities in accordance with the Corporation’s mission, as agreed upon by the Board.

Section 2.4 Powers. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE III. MEMBERSHIP

Section 3.1 No Membership Classes. The Corporation shall have no members who have any right to vote or title or interest in or to the Corporation or its assets.

Section 3.2 Non-Voting Affiliates. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. Affiliates have no voting rights, and are not members of the Corporation.

Section 3.3 Dues. Any dues for Affiliates shall be determined by the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Number of Directors. The business of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) and no more than nine (9) Directors. Within these limits, the Board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

Section 4.2 Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors. The affairs of the Corporation shall be managed by the Board unless otherwise provided by law.

Section 4.3 Terms. The term of each Director shall be for two (2) years. However, the term may be extended until a successor has been elected. Directors may serve terms in succession.

Section 4.4 Qualifications. In order to be eligible to serve as a Director on the Board of Directors, an individual must be 18 years of age and an affiliate within the affiliate classifications created by the Board of Directors.

Section 4.5 Elections. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in July of each year.

Section 4.6 Vacancies. The Board of Directors may fill vacancies due to the expiration of a Director's term of office. The Board of Directors may appoint new Directors to a new board position, subject to the maximum number of directors under these bylaws. Unexpected vacancies due to resignation, death, or removal of an officer shall be filled by the board for the balance of the term of the director being replaced.

Section 4.7 Removal of Directors. Any Director may be removed from office by an absolute majority vote of the Board at any meeting of the Board. Notice of the proposed removal of a Director must be given to such Director at least (2) weeks before the date of the meeting at which such removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal.

Section 4.8 Board of Directors Meetings. (a) Regular Meetings. The Board of Directors shall have a minimum of one regular meeting each calendar year at times and places fixed by the Board. At least five (5) days notice shall be provided to all Directors as to the location, time, and date of the meeting. (b) Special Meetings. Special meetings of the board may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. At least two (2) days notice to each Director of the location, time, and date of the meeting. Special meetings may be held online or by conference call.

Section 4.9 Manner of Acting. (a) Quorum. A majority of the Directors in office immediately before the meeting constitutes a quorum. No actions shall be made without a quorum. (b) Vote. Except as otherwise required by law, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Each director has one vote. Votes may not be made by proxy. (c) Tiebreaker. If the Directors of the board are unable to make a decision based on a tied number of votes, the President shall have the power to decide the vote based on his or her discretion. (d) Participation. Except as otherwise required by law, Directors may participate in a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, by internet, videoconferencing, or teleconferencing.

Section 4.10 Informal Action. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. An e-mail received from an e-mail address on record constitutes a valid consent in writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Board members gives consent.

Section 4.11 Compensation for Board Service. Members of the Board shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Section 4.12 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be fair and reasonable to the Corporation and must be reviewed and approved in accordance with the Board's Conflict of Interest Policy and state law.

ARTICLE V. COMMITTEES

Section 5.1 Committees. The Board of Directors may create a resolution to designate one or more Committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any Committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may: (a) take any final action on matters which also requires Board members' approval; (b) fill vacancies on the Board of Directors or in any committee which has the authority of the Board; (c) amend or repeal Bylaws or adopt new Bylaws; (d) amend or repeal any resolution of the Board; (e) appoint any other Committees of the Board of Directors or the members of these committees; (f) expend corporate funds to support a nominee for

director; or approve any transaction to which the Corporation is a party and in which any Director has a material financial interest.

Section 5.2 Meetings and Action of Committees. Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the Committee. Special meetings of the Committee may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Board may adopt rules for the governing of Committees.

Section 5.3 Dissolution of Committees. The Board of Directors may dissolve a committee at its pleasure.

ARTICLE VI. OFFICERS

Section 6.1 Officers. The Officers of the Corporation shall be a Board President, Vice-President, Secretary, and Treasurer, all of whom shall be chosen by and serve at the pleasure of the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws. The Board may also appoint other Officers as it deems expedient for the proper conduct of the business of the corporation.

Section 6.2 Term of Office. Each Officer shall serve a two (2) year term of office and may not serve more than four (4) consecutive terms of office. Unless unanimously elected by the Board at the end of his or her four (4) year terms or to fill a vacancy in an Officer position, each Officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

Section 6.3 Removal and Resignation. By a majority vote, the Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date specified in the notice. Acceptance of the resignation by the Board shall not be necessary to make it effective.

Section 6.4 Board President. The Board President shall be the chief volunteer officer of the Corporation. The Board President shall lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.

Section 6.5 Vice-President. In the absence or disability of the Board President, the Vice-President shall perform the duties of the Board President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the Board President. The Vice-President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the Board President.

Section 6.6 Secretary. The Secretary shall keep or cause to be kept a record of the minutes of all meetings and actions of the Board of Directors and Committees. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the

action taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings of Directors and Committees as required by these Bylaws. The Secretary shall have other such powers and shall perform any and all duties as may be prescribed by the Board of Directors or the President.

Section 6.7 Treasurer. The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to the Board of Directors on a timely basis or as may be required by the Board of Directors. The Treasurer shall perform all duties properly required by the Board of Directors or the Board President. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 6.8 Non-Director Officers. The Board of Directors may designate additional Officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation.

ARTICLE XII. FINANCIAL MANAGEMENT

Section 7.1 Contracts. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the Treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 7.2 Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence 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.

Section 7.3 Deposits. All funds received by the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or a designated Committee of the Board may select.

Section 7.4 Gifts. On behalf of the Corporation, the Board of Directors may accept any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.

Section 7.5 Fiscal Accountability. The Board of Directors shall approve the expenditure of all monies from the funds of the Corporation, provided, however, that it may authorize a revolving fund as a petty cash fund for a series of small expenditures by the Treasurer prior to approval, but subject to ratification for proper corporate purposes.

Section 7.6 Investment. Any funds of the Corporation which are not needed currently for the activities of the Corporation may, at the discretion of the Board of Directors, be invested in such investments as are permitted by law.

Section 7.7 Indemnification. (a) Mandatory Indemnification. The Corporation shall indemnify all Officers and Directors of the Corporation to the full extent permitted by the Florida Not for Profit Corporation Act, and shall be entitled to purchase insurance for such indemnification of Officers and Directors as put forth in its Articles of Incorporation. (b) Permissible Indemnification. The Corporation shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law. (c) Advance for Expenses. Expenses 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, as authorized by the Board of directors in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, Employee or Agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, Employee or Agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation in these Bylaws. (d) Indemnification of Officers, Agents and Employees. An Officer of the Corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an Employee or Agent of the Corporation who is not a director, consistent with Florida law, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE XIII. MISCELLANEOUS

Section 8.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 8.2 Fiscal Year. The Fiscal Year of the Corporation shall begin on July 1 of each year and shall end on June 30.

Section 8.3 Conflict of Interest. The Board of Directors shall adopt and periodically review a Conflict of Interest Policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Employee, Affiliate, or member of a Committee with Board-delegated powers.

Section 8.4 Non-Discrimination. The Officers, Directors, Committee members, Employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Florida Trail Hikers Alliance, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 8.5 Bylaw Amendment. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however, (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code, or the

corresponding section of any future Federal tax code; and, (b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a quorum of Directors at a Board meeting. (c) that all amendments be consistent with the Articles of Incorporation.