

BYLAWS OF
THE AMWELL VALLEY TRAIL ASSOCIATION, INC.
a not for profit corporation of the State of New Jersey

1. Name, Offices and Purposes

- 1.1. Corporate Name. The Corporation's official name shall be the "Amwell Valley Trail Association, Inc." In addition, it shall have the right, from time to time, to operate under such other names as it may receive authorization to use pursuant to applicable law.
- 1.2 Principal Office. The Corporation's principal office shall be at such place or places as the Trustees may from time to time determine.
- 1.3 Other Places of Business. The Board of Trustees may, at any time, establish offices at any location where the Corporation is qualified to do business.
- 1.4 Corporate Purpose. The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the exclusive purposes for which it is formed are to preserve the rural atmosphere of the Amwell Valley and to enjoy hiking and riding. In light of that, the Corporation plans to establish and maintain many miles of beautiful trails by procuring permission of property owners. The Corporation shall do this by: (i) acquiring agreements, written or verbal, to ride or walk across private land for member use only; (ii) assisting government agencies to establish and maintain trails on government owned land and easements for public use; (iii) helping private land owners to open their land to Corporation use; and, (iv) agreeing to maintain any trail which is open to the Corporation for Corporation use including paths designated for hikers only.
- 1.5 Purpose of Bylaws. These Bylaws establish rules and procedures for conducting the affairs of the Corporation. They are binding on the Board of Trustees, on members of any committees established by the Board, and on the Corporation's officers, whether those persons served in the applicable capacity at the time these Bylaws were adopted or were appointed or elected to the position at a later date. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act ("the Act") and the Corporation's Certificate of Incorporation, as they may be amended from time to time. If any provision in these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

2. Restrictions

- 2.1. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(7) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. Trustees

- 3.1. Board of Trustees. The affairs of the Corporation shall be managed by a Board of Trustees. There shall be three (3) initial trustees, and thereafter there may be elected no fewer than three (3) trustees and no more than ten (10) trustees. The Board of Trustees shall consist of:
1. Officers and immediate past President;
 2. At least one representative from each major boarding stable in East Amwell;
 3. Any landowner with existing trails; and
 4. any Corporation members whom the Board of Trustees feels may make a significant contribution to the Corporation.
- 3.2 Election of Trustees. Trustees shall be elected by the Board at its first regular meeting of every calendar year. The term of office of each Trustee shall be two years from the date of election and thereafter until his successor has been elected and qualified. Nothing herein shall be construed to prevent a Trustee from succeeding himself in office for additional terms. Should any member of the Board of Trustees be unable to fulfill his/her term, the Board of Trustees shall appoint a successor who shall hold office for the unexpired term.
- 3.3 Regular Meetings of Trustees. The Board of Trustees shall hold one regularly scheduled meeting per year at the Corporation's principal office or at such other place as may be acceptable to a majority of the members of the Board. At each such meeting, the Board shall determine the date, time and place of the next regular meeting. The Corporation's Secretary shall notify any Trustee not present at that meeting of the date, time and place of the next regular meeting by sending written notice to each such Trustee at least ten (10) days in advance of the date therein designated for that meeting.
- 3.4 Special Meetings. A special meeting of the Board of Trustees may be called at any time by the President of the Corporation or any two (2) Trustees for any purpose consistent with the Corporation's certificate of incorporation or Bylaws. Such meeting shall be held upon ten (10) days' notice. Such notice shall specify the time and date of the meeting.
- 3.5 Waivers of Notice. Notice of a meeting need not be given to any Trustee who signs a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to such Trustee of such meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.
- 3.6 Action Without a Meeting. The Board of Trustees may act without a meeting if, prior or subsequent to such action, each Trustee consents to such action in writing. All written consents shall be filed in the Corporation's minute book.
- 3.7 Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business at any meeting. Absentee ballots received up to the day prior to such a meeting shall be considered part of this quorum.

- 3.8 Compensation. No Trustee shall receive a fee, salary or remuneration of any kind for his services as Trustee of the Corporation. The Corporation may, however, reimburse Trustees for reasonable expenses incurred by them, provided such expenses have been approved by the Board.
- 3.9 Vacancies. Any vacancy occurring in the Board of Trustees shall be filled by the vote of the remaining Trustees in office. A Trustee appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

4. **Board Committees**

- 4.1 Executive and Other Committees. The Board, by resolution adopted by a majority of the entire Board, may appoint from among its members an executive committee and one or more other committees, each of which shall have one or more members. To the extent provided in such resolution, each such committee shall have and may exercise all the authority of the board, except that no such committee shall take any action prohibited by N.J. S.A. 15A:6-9. The board may, by resolution adopted by a majority of the entire board: abolish, fill any vacancy in, appoint alternate members to, or remove a Trustee from, any such committee.
- 4.2 Committee Meetings. Board committees shall meet at such times and places as may be acceptable to a majority of the members of that committee. The presence of a majority of the members of a committee shall constitute a quorum for the transaction of business by that committee.

5. **Officers**

- 5.1 Election of Officers. The Board of Trustees shall appoint a president, vice president(s), if desired, secretary, treasurer, and such other officers as it deems necessary for the conduct of the Corporation's affairs. Any two or more offices may be held by the same person but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged or verified by two or more officers. The duties and authority of the officers shall be determined from time to time by the Board. Subject to any such determination, the officers shall have the duties and authority set forth in the following paragraphs.

5.2 Duties of the President. The President shall have general charge and supervision over and responsibility for the affairs of the Corporation, and shall preside at all meetings of the Board of Trustees. Unless otherwise directed by the Board, all other officers shall be subject to the authority and the supervision of the President. The President may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized either generally or specifically by the Board. The

President shall have the general powers and duties of management usually vested in the office of the President of a nonprofit Corporation. The President may, from time to time, delegate any or all of his duties and authority to any other officer. The President's duties will include: (i) being the primary spokesperson for the Corporation; (ii) making emergency decisions for the Corporation as those situations may arise; (iii) resolving internal conflicts; (iv) handling trail abuse complaints; and (v) setting the agenda for the Corporation's meetings.

- 5.3 Duties of the Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these Bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Secretary shall have charge of the seal of the Corporation and shall perform such other duties and possess such powers as are incident to the office or as shall be delegated to him by the President or the Board. The Secretary shall keep the central file for all of the Corporation's correspondence and affairs.
- 5.4 Duties of the Treasurer. The Treasurer shall have the custody of the funds of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incidental to the office or as shall be assigned to him by the President or the Board.
- 5.5 Duties of the Vice President. The Board shall have the power to appoint as many Vice Presidents as it may deem appropriate, and will denominate them "first", "second", "third" for as many as shall be appointed. The Vice President(s), if appointed by the Board, shall perform the duties of the President in the President's absence or inability to perform said duties. The Vice President shall also have such additional responsibilities as the President or the Board may, from time to time, delegate to him, including compiling and publishing the Corporation's newsletter which is due four (4) times a year.
- 5.6 Liaison to Township Committee. The person appointed to this position will attend all Township government meetings. The Liaison will have the power to accept proposals from government and be spokesperson for the Corporation at public meetings. The Liaison will keep development checklists as status updates are received from the Township Trail Easements Coordinator.
- 5.7 Trail Maintenance Section Managers. The person appointed to this position will be responsible for coordinating the maintenance of old trails and establishment of new trails and will address all trail problems such as erosion, overuse and abuse.
- 5.8 Township Trail Easements Coordinator. The person(s) appointed to this position will monitor any new developments coming from the Planning Board, will help recruit Trail Managers regarding new trail easements, will keep a checklist for each new development and will have the power to act as spokesperson for the Corporation regarding trail easements.
- 5.9 Head of Private Permission Trails. The person appointed to this position will be responsible for securing permission to use a private trail, will coordinate the trail maintenance efforts

of the Corporation's private permission trail managers, will be responsible for written reports regarding the status of any private trail system and may be responsible for public relations pertaining to the private trail system.

- 5.10 **Removal of Officers.** All officers of the Corporation serve at the pleasure of the Board of Trustees. The Board may remove any officers, with or without cause, by a majority vote of the entire Board membership. An officer who is also a Trustee may be removed as an officer of the Corporation and remain a Trustee unless the action of the Board clearly indicates otherwise.
- 5.11 **Compensation.** No officer shall receive a fee, salary or remuneration of any kind for his services as an officer. The Corporation may, however, reimburse officers for reasonable expenses incurred by them, provided such expenses have been approved by the Board of Trustees.
- 5.12 **Bonding of Treasurer and Other Officers.** At the discretion of the Trustees, the Treasurer and any other officer or employee of the Corporation may be bonded.

6. Members

- 6.1 **Membership.** Membership shall consist of any East Amwell area resident or anyone boarding a horse in the East Amwell area who wants to use the Corporation's trails, regardless of that person's age, race, gender, religion, or sexual orientation. Members must abide by the Corporation's rules of good conduct when using the trails and must use their tags while on the trails. Members must agree to help maintain trails. Members must sign a statement that they are riding or clearing trails at their own risk and that they have read and understood the landowner's Limited Liability Act.
- 6.2 **Membership Fees.** A membership fee is to paid in June of each year. A renewal notice will accompany the May newsletter.
- 6.3 **Membership Voting Rights.** Membership voting rights will be as follows: each family or single membership shall constitute one vote.
- 6.4 **Failure to Pay Membership Fee.** Failure to pay the membership fee shall result in the termination of membership.
- 6.5 **Trail Abuse by Members.** The Board of Trustees will be responsible for enforcing the rules of the Corporation. If, after being issued a written warning to a member that he/she is breaking the rules, the offending member continues to break the rules, the Board will discontinue the person as a member of the Corporation. The Corporation will provide written warnings of trespass to non-members who use posted trails on private property without written permission from the landowner if the landowner requests such warning of trespass.

7. Organization Funds

- 7.1 Commitment of Funds. No officer or Trustee shall commit the Corporation's funds, except for normal operating expenses, without the approval of the Board of Trustees. All checks of the Corporation shall require the signatures of the President and/or Vice-President and the Treasurer, unless otherwise determined by resolution of the Trustees. Neither income nor capital shall benefit any member, Trustee or officer of the Corporation except for reimbursement for services rendered or disbursements made on behalf of the Corporation.

8. Contributions and Dissolution

- 8.1 Contributions. The Board of Trustees may accept or reject on behalf of the Corporation any grant, contribution, gift, bequest or devise for the general or any special purposes of the Corporation. The Corporation shall have the right to solicit and accept contributions from third parties. All monies thus received will be used in furtherance of the Corporation's purpose as hereinabove stated. The Corporation shall have the right, however, to use a reasonable amount of any sums received for the payment of administrative expenses.
- 8.2 Dissolution of the Corporation. The Corporation shall exist perpetually unless and until dissolved pursuant to the terms hereof or as otherwise provided by law. The Corporation may be dissolved at any time with the written consent of all the Trustees; and provided further that nothing contained in this Article shall be so construed as to permit the distribution to any members of any portion of the assets of the Corporation attributable to the earnings, if any, of the Corporation. Any such assets attributable to earnings shall, together with all other assets of the Corporation, be dedicated and distributed to any nonprofit Corporation, association, governmental agency or other organization exclusively devoted to purposes not inconsistent with those for which this Corporation is organized.

9. Contracts, Checks, Deposits, and Funds

- 9.1 Contracts. The Trustees may authorize any officer or officers, agent or agents 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.
- 9.2 Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or the Vice-President and the Treasurer or in such manner as the Corporation determines by resolution of the Trustees.
- 9.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Trustees may select.

10. Books and Records.

- 10.1. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the Trustees. All books and records of the Corporation may be inspected and copied by any Trustee for any proper purpose at any reasonable time.

11. Miscellaneous Provisions

- 11.1 Corporate Seal. The Corporation shall have a corporate seal, an impression of which is embossed in the margin of this page.
- 11.2 Amendment to Bylaws. These Bylaws may be altered, amended or repealed by the vote of a majority of the entire Board. Written notice of any such bylaw change to be voted upon by the Board shall be given not less than ten (10) days prior to the meeting at which such change shall be proposed.
- 11.3 Fiscal Year. The Corporation's fiscal year shall run from the first day of January of each year to the thirty-first day of December of that year.
- 11.4 Effect of Headings. Headings have been used throughout these Bylaws as a matter of convenience. Such headings shall not be deemed interpretative of the contents of the Corporation's Bylaws.
- 11.5 Gender and Number. The masculine singular has been used throughout these Bylaws as a matter of convenience. All such words shall be read to include more than one gender or person as the context may require.
- 11.6 Indemnification. The Corporation shall, to the fullest extent permitted by law and more particularly by N.J.S.A. 15A:3-4, indemnify any person who was, is or shall be an officer, trustee, employee or agent of the Corporation and any person who was, is or shall be an officer, trustee, employee or agent of any other enterprise who is acting as such at the request of the Corporation, or the legal representative of any such officer, trustee, employee or agent, for any action taken or failure to act on behalf of the Corporation. In addition to the above, the Corporation may purchase and maintain insurance on behalf of such corporate agents against any expenses incurred in any proceeding and any liabilities asserted against any such agent in his capacity as corporate agent, whether or not the Corporation would have the power to indemnify such agent against such liability under the provisions of N.J. S .A. 15A:34.

11.7 Applicability of New Jersey Law. The Corporation has been formed pursuant to the laws of the State of New Jersey. These Bylaws shall be construed in accordance with the New Jersey Nonprofit Corporation Act and any other applicable laws.