

## Morehead Trail Town Inc.

### Bylaws

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#### Article 1

The name of the corporation shall be "Morehead Trail Town, Inc." and shall be operated by the Morehead Trail Town Inc. Task Force. The task force may designate other names for specific activities and programs as it deems appropriate. The principal office shall be located at the Morehead-Rowan County Tourism office located at 111 East First Street Morehead, Ky. 40351.

#### *Purposes, Objectives and Governing Instruments*

Section 1        The purpose of the organization shall be, "Experience nature at its finest by trailing with us to a healthier you. Daniel Boone paved our paths so shall we pave the path for future generations." (developed in February 2012)

#### Section 2        Task Force

1. Shall be limited to 7 representatives.
2. Shall represent the following organizations:
  - a. Friends of Rodburn Hollow Park, Inc. Representative
  - b. Trail Maintenance Representative
  - c. Water Sport Representative
  - d. Arts and Culture Representative
  - e. Community Liaison Representative
  - f. Natural Resources Representative
  - g. Morehead-Rowan County Tourism Representative
3. Task Force seats and time served will be determined by the individual organizations.
4. Each representative shall have one vote on matters of the organization.
5. Shall attend bi-monthly meetings at the agreed upon location and time.
6. Shall notify in writing one month (30 days) in advance of intent to vacate position and introduce new designee from representing organization.
7. Is responsible for overall policy and direction of the organization.
8. All meetings will be held regardless of a quorum, however action on minutes and financials will be delayed until the next meeting in which a quorum is present.

#### Section 2.1      Attendance

1. Attend scheduled meetings (miss less than 3 meetings per year and no more than 2 consecutive meetings). If absences fall excessively, a recommendation by the elected officers will be made to remove and replace the representative.

#### Election of Officers

1. Shall be held annually during the last quarterly meeting
2. Officers shall consist of Chair, Vice Chair and Secretary/Treasurer

#### Section 3        Governing Instruments

1. The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in these bylaws.
2. The corporation shall be governed by its bylaws.

- Section 4      Nondiscrimination Policy
1. The corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability or any other basis prohibited by law.
- Section 5      Limitations on Activities
1. No part of the activities of the corporation shall consist of participating in, or interviewing in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.
- Section-6      Meetings
1. All meetings shall be conducted using Robert's Rules of Order.
  2. Meetings will be held bi-monthly or as needed.
  3. Virtual meetings will be permitted as a last option and therefore considered a special meeting.
  4. Committee reports will be required at each meeting.
  5. Special meetings of the corporation may also be called at any time by the Chair or by a majority of representatives.
  6. There must be a quorum to conduct an official meeting, if lack of a quorum, the meeting will be considered information, and no action can be taken on agenda or other items. *Quorum in this case constitutes a minimum of 4 representatives.*
- Section 7      Membership
1. The corporation shall have no members only representatives.
- Section 8      Voting
1. At all meetings, each representative shall have one vote.
  2. In the event there is a decision that needs to be made outside of the quarterly meeting time frame; the Chair will submit the decision to the task force for email approval and will ratify it at the next meeting.
- Section 9      Compensation
1. Morehead Trail Town Inc. shall not receive any stated compensation or salaries for their services, but by task force resolution; representatives may be reimbursed for their expenses. Expenses must be approved by the Chair prior to completing the transaction.
  2. Nothing herein shall be construed to preclude any representative from receiving compensation for services rendered to the corporation.
- Section 10      Finances
1. No loans shall be made by the corporation for any reason.
  2. Applying for grants will be determined by the presiding officers and final approval by the full task force.
  3. The fiscal year shall begin on July 1 and conclude on June 30.
  4. The budget shall be prepared and adopted at its first meeting each year.
  5. A financial statement must be presented at each quarterly meeting.
  6. The task force will adopt a finance policy and review/update annually.

Section 11      Dissolution

1. The corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets (if any) and must be consistent with the certification of incorporation and with the state law of Kentucky.

Section 12      Bylaws

1. These bylaws may be altered, amended to or repealed at any meeting of the task force.

The forgoing bylaws were adopted by Morehead Trail Town Inc. on **October 30, 2025**.