

Morehead Trail Town Inc.

Bylaws

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
 - i. Shall provide a verbal update during each general meeting regarding Friends of Rodburn Hollow Park Inc. as it relates to Morehead Trail Town. Inc.
 - b. Sheltoewe Trace Association – Cave Run Lake Chapter representative
 - i. Shall provide a verbal update during each general meeting regarding Sheltoewe Trace Association – Cave Run Lake Chapter as it relates to Morehead Trail Town. Inc.
 - c. Morehead-Rowan County Visitor Center representative
 - i. Shall provide a verbal update during each general meeting regarding Morehead-Rowan County Visitor Center as it relates to Morehead Trail Town. Inc.
 - d. Daniel Boone Rails to Trails representative
 - i. Shall provide a verbal update during each general meeting regarding Daniel Boone Rails to Trails as it relates to Morehead Trail Town. Inc.
 - e. Switchback Cycling Group representative
 - i. Shall provide a verbal update during each general meeting regarding Switchback Cycling Group as it relates to Morehead Trail Town. Inc.
 - f. Paddle representative-at-large representative
 - i. Shall provide a verbal update during each general meeting regarding paddling and blue water trails as it relates to Morehead Trail Town. Inc.
 - g. Sustainability/Community Gardens representative
 - i. Shall provide a verbal update during each general meeting regarding Sustainability/Community Gardens as it relates to Morehead Trail Town. Inc.
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. Shall serve on at least one committee
9. 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 excessive, a recommendation by the elected officers will be made as to remove and replace the representative.
- Section 2.2 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 2.3 Committees
1. Each representative must serve on at least one committee (not to include advisory roles)
 2. Committee meetings will be held in even months and the committee chairs will schedule the meetings based on committee member availability.
 3. Committee structure shall consist of:
 - a. Trail Maintenance Committee – Vice Chair
 - i. Stay informed of trail management issues, perspectives, land access requirements and trail construction standards.
 - ii. Review and provide trail maintenance priorities.
 - iii. Host workdays and lead trail maintenance workdays as needed.
 - iv. Participate in email/conference call discussions between meetings as required and come prepared to all meetings to discuss agenda topics, provide opinions, and develop recommendations.
 - v. Cannot solicit other entities/businesses for funding or other assistance; entities must approach Morehead Trail Town Inc. if interested in financial partnering.
 - b. Community Involvement Committee – Secretary/Treasurer
 - i. Consistent review of available grants that would directly relate to priorities.
 - ii. Provide administrative assistance to Executive Director
 - iii. Engage in local networking to promote the purpose of Morehead Trail Town Inc. and our events.
 - iv. Participate in email/conference call discussions between meetings as required and come prepared to all meetings to discuss agenda topics, provide opinions, and develop recommendations.
 - v. Cannot solicit other entities/businesses for funding or other assistance; entities must approach Morehead Trail Town Inc. if interested in financial partnering.
 - c. Administrative Committee – Chair
 - i. Participate in email/conference call discussions between meetings as required and come prepared to all meetings to discuss agenda topics, provide opinions, and develop recommendations.
 - ii. Cannot solicit other entities/businesses for funding or other assistance; entities must approach Morehead Trail Town Inc. if interested in financial partnering.
 4. Each committee must be chaired by an officer.
- 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 monthly.
 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. In the event there is a tie, the Chair shall have an additional vote to be the tiebreaker.
 2. In the event there is a decision that needs to be made outside of quarterly meeting time frame, the Chair will submit the decision to the task force for email approval and will ratify at the next meeting.
- Section 9 Compensation
1. The task force shall not receive any stated compensation or salaries for their services, but by task force resolution, representatives may be reimbursed 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 by the task force at its first meeting each year.
 5. A financial statement must be presented by the treasurer 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) by the task force is 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 the _____ day of _____.

Chair

July 6, 2023 – Section 2:1 – Increased representatives to 9 from 7. Section 2: 3.8 - Added Morehead State University student representative. Section 2:3.9 - Sustainability/Community Gardens representative. Section 2:3h – Removed Advisory Roles section. Section 2.1:3 – Removed Advisory roles are restricted from being an officer. Section 2.2:3a – Added verbiage detailing the duties of each committee. Section 2.2:3a – Added leader to each committee. Section 2.2:3b – Changed name of Event Planning/Community Involvement Committee to Community Involvement Committee. Section 6.2 – Removed in odd months and replaced with monthly. Section 7:1 – removed and advisory roles.

September 28, 2023 – Section 2 – Decreased representatives from 9 to 7. Removed Morehead Trail Town Inc. Executive Director. Added “shall provide a verbal update during each general meeting regarding _____ as it relates to Morehead Trail Town Inc.” under each representative’s responsibilities. Removed letter f: Hiking representative at large representative. Removed letter h: Morehead State University student representative. Removed (not to include Executive Director) under 5. Removed quarterly and or send a representative under 6. Section 2.3:b:iv – removed oversee annual Trail Town certification