

**BYLAWS
OF
CENTRAL ARKANSAS TRAIL ALLIANCE**

Adopted: January 6, 2014

Amended: January 11, 2016

ARTICLE 1 (GENERAL)

This Corporation shall be known as Central Arkansas Trail Alliance, an Arkansas nonprofit corporation (hereinafter referred to as the "Corporation"). This Corporation shall have perpetual duration.

A. Purposes.

1. To establish and maintain multiuse trails in Central Arkansas that are open to mountain bikers and to link all trail users for this purpose.

2. The Corporation shall collaborate with the Arkansas Department of Parks and Tourism, U.S.D.A. Forest Service, Bureau of Land Management, Little Rock Parks and Recreation Department, North Little Rock Parks and Recreation Department and other public and private land management agencies to carry out the purposes of this Corporation.

3. The Corporation shall communicate with other trail user groups to coordinate trail establishment and maintenance.

4. To do and perform such acts as may be necessary or appropriate for carrying out the foregoing purposes of the Corporation and in connection therewith to exercise any of the powers granted to nonprofit corporations under Arkansas Law.

5. The Corporation shall be restricted to activities of a charitable, scientific, literary, or educational nature consistent with the purposes of the Corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. However, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors, employees or agents or any other private person or organization, 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 above in Article 1. No substantial part of the activities of the Corporation shall be to carry on propaganda or otherwise attempting to influence legislation, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office, and the corporation shall not carry on any other activities not permitted to be carried on:

a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law except as permitted by Section 501(c)(3); and

b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

6. All meetings of the Corporation shall be conducted pursuant to Roberts Rules of Order.

ARTICLE 2 (OFFICES)

A. Principal Offices. The principal office of the Corporation shall be in Little Rock, Arkansas, as determined from time to time by the Board of Directors. The Board may designate other offices within the service area as the Board determines.

B. Registered Office. The registered office of the Corporation required by Arkansas Nonprofit Corporation Law to be maintained in the State of Arkansas may be, but need not be, identical with the principal office in the State of Arkansas, and the address of the registered office may be changed by the Board and by giving notice to the Arkansas Secretary of State.

C. Registered Agent. The registered agent of the Corporation required by the Arkansas Nonprofit Corporation Law, shall be an individual resident of the State of Arkansas. The registered agent of the Corporation may be changed by the Board and by giving notice to the Arkansas Secretary of State.

ARTICLE 3 (BOARD OF DIRECTORS OF THE CORPORATION)

A. Structure and Number. The Board shall consist of seven¹ Board positions plus the four officers. These positions shall be filled by knowledgeable and interested persons who are elected by the Members. The number of Board positions may be increased or decreased by amendment to these Bylaws, at any meeting of the Members with at least 5 days notice.

B. Term of Office. The term of office of the directors shall be for two full years. Positions may be staggered as determined by the Board. Vacant positions remain so until filled by appointment by the Board. Directors shall be limited to three terms of two full years each.

1. The remaining Board members shall appoint a person to fill a position vacant because of the resignation, death or disposition (removal) of an incumbent. When an appointment is made in this situation, the term of service shall be for the unexpired time period of the term of the position and such appointment will not be counted in the limitation of terms.

2. The normal term of election shall be for two years.

3. A director is eligible for re-election to three consecutive terms of two years each, not counting the service in an unexpired term of a previous board member.

¹ Amended to seven (7) on January 6, 2014 and ratified January 11, 2016.

C. Nomination, Election and Term. Annually, the Board shall determine which positions are open and the Members shall elect Board members for those positions.

D. Resignation. Any director of the Corporation may resign at any time, either by oral tender of resignation at any meeting of the Board or by giving written notice to the Secretary of the Corporation. Such resignation shall take effect at the time specified. The acceptance of such resignation shall not be necessary to make it effective.

E. General Powers. The business and affairs of the Corporation shall be managed and controlled by the Board. Subject to the provisions of the Arkansas Nonprofit Corporation Law and the Articles of Incorporation and Bylaws of this Corporation, the Board shall do and perform every act necessary, expedient or advisable to carry out the purposes of this Corporation.

F. Annual Meeting. The annual meeting of the Corporation shall be held as determined by the Board for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The annual meeting shall be in the place and at the time specified in the notice of said meeting.

G. Regular Meeting. The Board shall meet quarterly, unless the meeting is canceled by action of the Board. In no case may the Board cancel the regular meetings for more than two quarters following each other in succession. If the Board approves a change in the time or place of regular meetings, the new time or place shall be announced at least seven days in advance of the date scheduled. This notice must be in writing and may be by email.

H. Special Meetings. Special meetings of the Board may be called at the request of the Board, the chair, any one of the officers, or any two directors. These meetings shall be held at such place and time as the person or persons calling such meeting shall specify. However, the time and place cannot be such that it would unreasonably exclude two members of the Board. Written or email notice of special meetings of the Board shall be given at least three (3) days in advance of the date scheduled. Unless otherwise specified in the provisions of the Arkansas Nonprofit Corporation Act, the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or the waiver of notice of such meeting.

I. Advisory Capacity. The Board shall also serve in an official capacity as advisors of the Corporation. In the event that specific talents for special needs are not found on the Board, then the chair, with the concurrence of the Board, shall secure other advisory services.

J. Quorum. A simple majority of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than such majority is present at the meeting, a majority of the Directors present may adjourn and reconvene the meeting from time to time without further notice.

K. Manner of Acting and Voting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the provisions of the Arkansas Nonprofit Corporation Act, the Articles of Incorporation or as otherwise provided in these Bylaws. Each member of the Board shall be entitled to one vote.

L. Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors of the Corporation. Unanimous consent by email will satisfy this requirement.

M. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless their dissent shall be entered in the minutes of the meeting, or unless they shall file their written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

N. Compensation and Expenses. Directors shall serve without compensation. Expenses incurred in connection with performance of their official duties may be reimbursed to directors upon approval of the Board. The Board may allow for Directors to be compensated for services to the corporation which are outside of the person's reasonable duties as a Director.

ARTICLE 4 (OFFICERS)

A. Officers. The officers of the Corporation shall be the President, Vice President, Treasurer and Secretary and such other officers as may be designated by the Board. No person shall hold more than one office. The above named officers of the Corporation shall also be voting directors of the Corporation.

B. Election and Term of Office. The officers of the Corporation shall be elected annually by the Members at the annual meeting of the Corporation. Each officer shall hold office for two years following the annual meeting or until their successor is duly elected and accepted office or until their death or until they shall resign or shall have been removed in the manner herewith provided.

C. Salary. No officer shall receive a salary or other compensation with the exception of reimbursement for expenses or as allowed under Article 3(N) above.

D. Vacancies. If a vacancy occurs in any office, it shall be filled by election by the Board for the remainder of any unexpired term.

E. Duties of Officers.

1. President: The President shall be the chief elective officer of the Corporation and its official spokesperson. Besides chairing all meetings of the Board, the President shall perform such other duties as the Board may require including the extension of power of signature, exercising a general supervisory control over the affairs of the Corporation, and making such reports to the members of all committees, as required by the Board. The President shall appoint the Chair and members of all committees as well as being an ex-officio member of all such committees.

2. Vice President: The Vice President shall have the same duties as the President but only in the absence of and at the request of the President and other duties as determined by the Board.

3. Secretary: The Secretary shall be responsible to the Board for keeping the minutes of the meetings of the Board and seeing that all notices are duly given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by law; be custodian of the Corporation's records, the Seal if any, and in general perform all duties incident to the office of Secretary and such other duties as time to time may be prescribed by the Board.

4. Treasurer: The Treasurer shall be responsible for all financial matters of the Corporation, shall be a signatory on such accounts as the Board from time to time requests.

5. Presiding Officer: During the absence or incapacity of the President, the Vice President shall preside over the meeting. In the absence of both officers, the Secretary shall preside over the meeting, and in the absence of the Secretary, the Treasurer shall preside.

F. Removal. Where not inconsistent with the provisions of these Bylaws, any Board member or officer may be removed from office by the affirmative vote of a majority of the members of the Board at any regular meeting or at any special meeting called specifically for the purpose of removing the officer.

ARTICLE 5 (MEMBERS)

The Members of the Corporation shall be those persons that meet the requirements for membership as set by the Board of Directors. The Members shall meet at least once every calendar year to elect Board members. By majority vote, the Members present at any member meeting may remove any Board member and may remove any Member from membership.

ARTICLE 6 (COMMITTEES)

The Board may appoint such committees or task forces as are deemed appropriate in addition to the standing committees and task forces. These committees, through their own Chair, shall report to and are directly responsible to the Board. The resignation and appointment of any committees and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or the individual Director by law. The Board shall have the power at any time to fill vacancies in, to change the size or membership of, and discharge any committee.

ARTICLE 7 (INDEMNIFICATION)

Each officer, director, employee or agent of the Corporation now and hereafter in office and that person's heirs, executors and administrators may be indemnified by the Corporation against all liabilities, costs, expenses and amounts, including attorney fees, reasonably incurred by or

imposed upon that person in connection with or resulting from any action suit, proceeding or claim to which that person may be made a party, or in which that person may be or become involved by reason of that person's acts or omissions, or alleged acts or omissions, as such officer, director, employee or agent, or subject to the provisions hereof, any settlement thereof, whether or not that person continues to be such officer, director, employee or agent at their time of incurring such liabilities, costs, expenses or amounts, provided that such indemnification shall not apply to liabilities incurred with respect to any matter in which such officer, director, employee or agent shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful misfeasance or malfeasance in the performance of any duty as such officer, director, employee or agent, and provided further, that the indemnification provided herein shall, with respect to any settlement of any such suit, action, proceeding or claim include reimbursement of any amounts paid expenses reasonably incurred in settling such suit, action, proceeding or claim when, in the judgment of the Board of the Corporation, such settlement and reimbursement appear to be for the best interest of the Corporation. Indemnification pursuant to the Article shall be reduced by the amount of any other indemnification or reimbursement of such officer, director, employee or agent of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and exclusive of any and all other rights to which any such officer, director, employee or agent may be entitled under any statute, bylaw, agreement or otherwise. Expenses incurred with respect to any claim, action, suit or other proceeding of the character described in this Article may be advanced by the Corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount, unless it shall ultimately be determined that the officer, director, employee or agent is entitled to indemnification under this Article.

ARTICLE 8 (CONTRACT AND BANKING)

- A. Contracts. The Board may authorize any officer, employee or agent to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any such authorization, however, should be based on formal Board action.
- B. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
- C. Financial Instruments. All financial instruments of asset or indebtedness including checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Corporation shall be executed as the Board shall determine. Any check shall require the signature of the Treasurer and the President.
- D. Loans. No loan shall be made by this Corporation and no evidences of indebtedness shall be issued to this name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the Corporation to any director.

ARTICLE 9 (GIFTS)

A. **Acceptance of Gifts.** The Board may accept on behalf of the Corporation any gift, grant, bequest or devise for the general purposes or for any special purpose of the Corporation. The Board may authorize other agents or employees of the Corporation to accept gifts on behalf of the Corporation, except that the Board shall accept or reject gifts in the following circumstances:

1. When the gift is for a specific purpose and is less than the amount required to finance the capital facility and equipment cost necessary to carry out such purpose; or

2. When there is a question as to whether the purpose or timeliness of the gift is incompatible with the ideals, objectives and programs of this Corporation. Unless the terms expressly provide otherwise, all gifts, grants, bequests and devises shall be deemed irrevocable.

B. **Conditions and Limitations.** Any person who shall give, bequeath or devise any property to the Corporation may make such gift subject to such conditions and limitations as to the use of the principal or income as that person may desire, provided such conditions, limitations, specifications and provisions are consistent with the general purposes of the Corporation.

C. **Funds and Accounts.** All such property received and accepted by the Corporation shall become a part of the Corporation property and, subject to any limitations, conditions or requirements imposed upon such gift of property, may be co-mingled with other assets of the Corporation. Such property may be placed, however, in separate and distinct funds or accounts, or several such funds or accounts, whenever the conditions, limitations or instruction of the gift, grant bequest or devise require a separate fund or account, or whenever the Board determines that such property should be placed in a separate and distinct fund or account.

ARTICLE 10 (FISCAL YEAR)

The fiscal year of the Corporation shall be a period of twelve consecutive calendar months commencing with the first day of January each year.

ARTICLE 11 (PROHIBITION ON CORPORATE EARNINGS)

No member, director, officer or employee of or member of a committee or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profits from the operations of the Corporation, provided that this shall not prevent the payment of any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board, and no such person or persons shall be entitled to share in the distribution of any of the Corporate assets upon the dissolution of the Corporation.

ARTICLE 12 (INVESTMENTS)

Except as otherwise provided in the Articles of Incorporation or in these Bylaws, the Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the Class of investments which make the Board or a Board member or a corporation may hereinafter be permitted by law to make, or by any similar restriction.

ARTICLE 13 (EXEMPT ACTIVITIES)

Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation, not permitted to be taken or carried on without penalty by an organization exempt from taxation, or by an organization contributions to which are deductible under federal income tax laws as they now exist or as they may hereafter be amended.

ARTICLE 14 (AMENDMENTS)

Except as otherwise provided by law, the Board shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by a two-thirds vote of the total authorized number of directors at any regular or special meeting of the Board.

ARTICLE 15 (GENERAL PROVISIONS)

A. Notices. Any notices to members or directors may be given by posting the same in the United States Mail, by first-class mail with postage prepaid, by email, or by transmitting the same by telegraph or teletype or other transmission resulting in a written communication, to the person entitled to the notice at the address as it appears on the books and records of the Corporation, or at such other address as shall have been specified by the addressee in a written form required and filed with the Secretary of the Corporation.

B. Waiver of Notice. A waiver of notice required to be given, filed by the person or persons entitled to such notice, whether before or after the time stated therein for the meeting, shall be equivalent to the giving of such notice.

C. Captions. Captions by Articles, sections and paragraphs, and the divisions of these Bylaws into Articles, sections and paragraphs, is for convenience only, and such captions, and division and subdivisions shall not affect the meaning or interpretation of these Bylaws or any part thereof.

D. Conflicts of Interest. It shall be the responsibility of each Board member to declare a conflict of interest or the possibility of the same in any matter under discussion by the Board. The declaration shall be recorded in the minutes of the meeting. The Board shall formally act

upon the ability of the conflicted member to vote. Failure to so act may void any affected action upon discovery of the conflict, no matter how much time may have passed.

ARTICLE 16 (DISTRIBUTION AFTER DISSOLUTION)

A. Upon dissolution or final liquidation of the Corporation, the assets of the Corporation shall be first applied to pay and discharge all liabilities and obligations of the Corporation and assets held by the Corporation upon condition requiring return, transfer or conveyance, which conditions occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirement. All remaining assets shall be distributed in accordance with a plan of liquidation to another tax exempt organization or organizations engaged in activities substantially similar to those of this Corporation. No assets, however, shall be distributed to any organization where the net earnings of the organization inure to the benefit of any private person or organization, or where a substantial part of the activities of the organization is carrying on propaganda or otherwise attempting to influence legislation. No money shall go to any organization which would benefit an individual in the dissolving corporation.

B. This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, the contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or provision of any future United States Internal Revenue law).

D. Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Circuit Court of Pulaski County, Arkansas, in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted January 16, 2014

BOARD OF DIRECTORS:

Michael W. Mitchell

Kay Cuttfield

Buffy

Janice

David Reckert

Joy Hill

Steve

Bob Hill

John

Bill C. Hill