

East Coast Greenway Alliance

Mission Statement and Bylaws

as adopted May 1, 1998

with amendments approved September 19, 1998 and November 5, 2006

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EAST COAST GREENWAY ALLIANCE:

MISSION STATEMENT AND BYLAWS

THE MISSION STATEMENT

The East Coast Greenway Alliance (referred to as the "Alliance" in the Bylaws) is a national membership organization formed as a not-for-profit benefit corporation under the laws of the State of New York and is recognized as a charitable and educational organization under Internal Revenue Code Section 501(c)3.

The Alliance exists to promote the establishment, preservation, sound management and maintenance, and safe use and enjoyment of the East Coast Greenway Trail Network by the general public.

The East Coast Greenway Trail Network is a long-distance, inter-urban, multi-user transportation and recreation trail network connecting major urban centers along the East Coast of the United States from Maine to Florida. This spine route consists of a series of locally owned and managed trails, linked to form a continuous trail network, easily identified by the public through signage, maps and user guides. The East Coast Greenway Trail Network is intended to be an off-road route serving cyclists, hikers, and other non-motorized users for recreation and transportation.

BYLAWS

Article I. Members

Section 1.1 Membership.

Alliance membership is open to any individual or entity (a "member") which supports the purposes of the Alliance and pays membership dues.

Section 1.2 Dues.

The board of trustees may, from time to time, establish annual membership dues.

Section 1.3 Meetings of Members.

A. Annual Meeting. The annual meeting of the members of the Alliance shall be held at a time and place to be determined by the board of trustees. The purposes for which the annual meeting is to be held, in addition to those prescribed by law or these bylaws, shall

include the election of trustees, approval of amendment to these bylaws, and the conduct of any other business which may properly be brought before the meeting.

B. Special Meetings.

1. Special meetings may be convened by: (a) the board of trustees; or (b) by members entitled to cast ten percent (10%) of the total number of votes entitled to be cast at such meeting, who, in writing, petition the call of a special meeting and specify the date and month thereof, which shall (a) not be less than two(2) months nor more than three (3) months from the date of such written petition; and (b) permit the secretary of the Alliance, upon receiving a written petition, shall promptly give notice of such meeting, or if the secretary fails to do so within five (5) business days thereafter, any member signing such petition may give such notice.

2. Only business within the purpose or purposes described in the notice for a special meeting of the members may be conducted at the meeting.

Section 1.4 Notice.

Final notice of meetings of members shall be given not less than thirty (30) nor more than fifty (50) days before the date of the meeting. Notice will be posted on the ECGA web site and may be given by publication in an Alliance newsletter or other publication sent to each member entitled to vote at the meeting . The notice shall state the purpose or purposes for which the meeting is called. If mailed, such notice shall be deemed to be delivered when deposited with postage prepaid in the U.S. Mail addressed to the member at his or her address as it appears on the records of the Alliance.

Section 1.5 Quorum.

One hundred (100) members or ten percent (10%) of those entitled to vote, whichever is less, shall constitute a quorum. Actions of the members shall be decided by a simple majority of the votes cast. Proxies as authorized below may be used in determining a quorum.

Section 1.6 Voting.

A. One Vote. Members, in good standing and otherwise eligible to vote, shall be entitled to one (1) vote.

B. Proxies.

1. Authorized. Every member entitled to vote at a meeting of members may authorize the secretary of the Alliance to act for him or her by proxy.

2. Revocable. Every proxy must be signed by the member, shall be valid only for the period provided in the proxy, and must be received at the published mailing address no less than two (2) days before the election.

C. Qualification of Voters. The board of trustees may fix, in advance, a date as the record date for the purpose of determining the members entitled to notice of any meeting of members. Such record date shall not be more than fifty (50) nor less than ten (10) days before the day of the meeting.

Article II. Board of Trustees

Section 2.1 Number and Qualifications.

A. Number. The board of trustees of the Alliance shall be made up of not less than eleven (11) trustees elected by the members.

B. Qualifications. In order to be nominated and elected and to continue to serve as a trustee, a person shall: (1) be a paid-up member of the Alliance; (2) consent to his or her nomination and election; (3) agree to serve on at least one of the standing committees of the Alliance; and (4) agree to attend over his or her three year term an average of at least seventy-five percent (75%) of the combined sum of all board of trustee meetings and committee meetings to which such trustee may be assigned, and no less than fifty percent (50%) of all board of trustee meetings in each year of his or her term.

Section 2.2 Election of the Board of Trustees.

A. Election of Trustees. The members shall elect at large trustees from among the nominees proposed by the governance committee as provided in section 4.2.D. and those nominees who have been nominated independently.

B. Independent Nominations. In addition to candidates proposed by the governance committee for election to the board of trustees, independent nominations may be made by the written petition of not fewer than twenty-five (25) members of the Alliance. Petitions shall be filed with the chairperson of the governance committee not more than thirty (30) days after the distribution of the report of the governance committee. A petition must be accompanied by the written permission of the candidate, a statement that the candidate meets the qualifications established at section 2.1.B. of these bylaws, and a short biography of the candidate.

C. Publication. At least thirty (30) days before the annual meeting of the members, the nominations committee shall publish either electronically or in print the names of its nominees and any independent candidates who may have been proposed, together with a short biography of the candidate. A proxy ballot shall accompany this notification to members.

D. Election. All members of the board of trustees shall be elected from among the published nominees by all of the members of the Alliance at the annual meeting. Trustees shall be elected by a plurality of those members present and entitled to vote either in person or by proxy as defined in section 1.6.C.

Section 2.3 Tenure

A. Term of Office. The terms of office of the elected trustees shall be as follows:

1. Each trustee shall be elected for a term of three (3) years with the term of office commencing on January 1st directly after the trustee's election. Each trustee shall hold office until his or her successor shall have been elected and qualified.

2. The qualified members at each annual meeting of the Alliance shall vote for those trustee positions where the term of office will expire or a vacancy has occurred, which should consist of approximately one-third (1/3) of the trustee positions.

B. Limitations. Trustees who have served for three consecutive terms (not including any partial term) shall not be eligible for re-election until one year after the end of their third term.

Section 2.4 Resignation and Removal.

A. Resignation. A trustee may resign at any time by giving written notice to the board of trustees, the chairperson, or the secretary of the Alliance. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by the board or such officer, and acceptance of the resignation shall not be necessary to make it effective.

B. Removal. Any trustee may be removed by a vote of two-thirds (2/3) of the board of trustees present and voting on the basis of a recommendation for removal from the governance committee. The governance committee shall make its recommendation based on its determination, after advance notice to the trustee, that he or she has failed to fulfill his or her responsibilities as described in section 2.12. of the bylaws or is no longer qualified to act as a trustee under section 2.1.B. of these bylaws. If a trustee should be removed, such removal shall not thereafter prevent that trustee from being an eligible nominee for the board of trustees.

Section 2.5 Vacancies.

A. Trustees. Any mid-term vacancies occurring among the trustees shall be filled by the board of trustees upon recommendation of the governance committee.

B. Additional Trustees. Any position to be filled by reason of an increase in the number of trustees shall be filled by the members from among nominees proposed by the governance committee.

Section 2.6 Quorum for Trustee Meetings. A simple majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the board of trustees; but if less than a quorum is present, the majority of the trustees present or available may adjourn the meeting. Notice of the adjournment and rescheduling shall be given to all trustees who were absent at the time of the original meeting. If the meeting was not rescheduled during the original meeting, notice shall be given to all trustees.

Section 2.7 Voting. At any meeting of the board of trustees, each trustee shall be entitled to one (1) vote on each matter brought for a vote. Actions of the board of trustees shall be decided by a simple majority of the votes cast.

Section 2.8 Meetings.

a. Regular Meetings. The board of trustees shall meet at least three (3) times a year including an annual meeting. The annual meeting of the board of trustees shall be held immediately after the annual meeting of the members and at the same location. Notice of any regular meeting of the board of trustees along with a summary of the proposed agenda for the meeting shall be posted on the ECGA web site and sent by mail, fax or electronic mail to each trustee at his or her address shown by the records of the Alliance at least ten (10) days prior to such meeting.

B. Special Meetings. Special meetings may be called by the executive committee or at the request of the chairperson or at the request of any four (4) trustees, at such times and places as it deems appropriate or necessary. Notice of a special meeting of the board of trustees together with a brief indication of the business to come before the meeting shall be given to each trustee at least twenty-four (24) hours before the meeting.

C. Notice to Members. The secretary of the Alliance shall endeavor to give all members of the Alliance notice of all regular and special meetings of the board of trustees by publishing the date, time, and locations of the meeting on the Alliance's web site or as otherwise appropriate. No meeting of nor action taken by the board of trustees shall be improper or invalid by reason of the secretary's failure to provide such notice or any member's failure to receive the notice or inability to attend the meeting. Except as otherwise directed by the board of trustees, all members shall have the right to attend and be heard at all meetings of the board, but shall not have the right to vote at such meetings.

Section 2.9 Action by Written Consent/Telephone Conference.

A. Written Consent in Lieu of Meeting. Any action required by law which may be taken at a meeting of trustees, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the trustees.

B. Telephone Conference. The trustees may participate in a meeting of the board of trustees by means of a conference telephone or similar communication equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.10 Compensation. Trustees shall not receive any compensation for their services as trustees, but by resolution of the board may be reimbursed for their reasonable expenses of attendance at meetings of the board and other proper expenditures which they incur in connection with the performance of Alliance business. Reasonable sums for bona fide services rendered to or on behalf of the Alliance may be paid for only by resolution of the board for a fixed sum.

Section 2.11 Board Members as Employees. No trustee shall be a full-time, permanent employee of the Alliance. Nothing in these bylaws shall be construed as prohibiting the Alliance from employing a trustee or officer to perform a temporary service for the Alliance; provided however, that such trustee or officer shall abstain from voting on any matter that directly affects the terms and conditions of his or her employment, and that the board of trustees or any committee may exclude such trustee or officer from discussions of that person's engagement, job performance, compensation, or discharge, and that full disclosure of the conditions and compensation of the employment is given to the full board.

Section 2.12 Responsibilities of the Board of Trustees. The business and affairs of the Alliance shall be managed by the board of trustees which shall determine policy for the Alliance and manage the resources of the Alliance in a prudent manner. Among their responsibilities, the trustees shall:

- Designate sections of trail as an official part of the East Coast Greenway Trail Network.
- Approve signing of Memorandum of Agreements between state committees and ECGA.
- Establish a dues remittance schedule. No changes to the dues remittance schedule may be considered at a meeting of the board of trustees unless the subject of a change is listed in the call to the meeting.
- Receive and review from each board committee an annual report on that committee's progress and issues.
- Remove board members.
- Approve the allocation of resources, the borrowing of money and incurring of indebtedness for the purposes of the Alliance.
- Adopt an annual operating budget.
- Establish personnel policies and procedures including the qualifications, duties, and performance standards for the Executive Director.
- Hire and terminate the executive director.
- Adopt or modify any other policies of the Alliance.

Article III. Officers and Executive Director

Section 3.1 Officers.

The officers of the Alliance shall be a chairperson, one or more vice chairpersons, a secretary, a treasurer, and such other subordinate officers as the board of trustees from time to time shall determine. Officers shall be selected only from among the trustees.

Section 3.2 Election and Term of Office.

A. Election. The officers shall be elected at the annual meeting of the board of trustees by a majority vote of the board. The governance committee shall present nominations for officers and shall attempt to assure that each region (see section 5.1) is represented among the officers nominated. Trustees may nominate additional candidates from the floor.

B. Term. Officers shall be elected for terms of one (1) year and until the election and the qualification of their successors. No officer shall serve in the same office for more than five (5) consecutive one-year terms, with the exception of the treasurer, who may serve for six (6) consecutive one-year terms.

Section 3.3 Vacancies, Removal, and Resignation.

A. Removal. Any officer of the Alliance may be removed, with or without cause, by a two-third (2/3) vote of a majority of the trustees then in office.

B. Resignation. Any officer may resign at any time by giving written notice to the board of trustees, the chairperson, or to the secretary of the Alliance. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by the board or such officer, and acceptance of the resignation shall not be necessary to make it effective.

C. Vacancies. Any vacancy in any office may be filled for the balance of the term of office by a vote by the board of trustees which, in the selection of a replacement, shall attempt to assure that each administrative region is represented among the officers.

Section 3.4 The Chairperson.

The chairperson shall:

- Preside at all meetings of the membership and of the board of trustees;
- Be responsible for the general supervision of the affairs of the Alliance;
- Be responsible for general supervision of the executive director who shall report to the chairperson.
- Keep the board of trustees fully informed and freely consult with the trustees concerning the activities of the Alliance;
- Carry out the purpose for which the Alliance was organized and act on behalf of the board of trustees in all matters under its jurisdiction;

- Have the power to sign, subject to the board of trustee's adopted resolution on number of signatures required and dollar amount limitations, all contracts authorized either generally or specifically by the board of trustees;
- Be an ex officio member of all committees; and
- Perform all duties incident to the office of chairperson, subject however, to the control of the board of trustees.

Section 3.5 The Vice Chairperson(s).

The vice chairpersons shall:

- Assist the chairperson in the supervision of the activities of the Alliance;
- Perform the duties of the chairperson in his or her absence or disability, and in so acting, have all the powers of the chairperson; and
- Perform such other duties as pertain to the office or as are prescribed by the board of trustees.

Section 3.6 The Secretary.

The secretary shall:

- Be the clerk of the Alliance and shall have custody of the seal of the corporation;
- Ensure the preparation of accurate minutes of all meetings of the members, the board of trustees, and the executive committee;
- Furnish signed copies of the minutes of the board of trustees and of the executive committee to all trustees promptly after such meetings have been held;
- Be responsible for serving notices on behalf of the Alliance including notice of all board meetings and membership meetings;
- Oversee all corporate records (other than financial records) including documents of title;
- Oversee the filing of all documents, other than tax returns with the proper governmental officials;
- Oversee all proxy votes of members; and
- Perform such other duties as pertain to the office or as we are prescribed by the board of trustees.

Section 3.7 The Treasurer.

A. Duties. The Treasurer shall:

- Oversee the financial resources of the Alliance, including, but not limited to cash, securities, and stocks and bonds owned by the Alliance;
- Assure that all funds and other valuable effects are deposited in the name of the Alliance in such depositories as may be designated by the board of trustees;

- Keep, or cause to be kept, complete and accurate accounts of the receipts and disbursements of the Alliance;
- Compile and distribute to the board of trustees financial reports at least quarterly and in such detail as the board of trustees may decide and whenever required by the board of trustees, render a statement of the Alliance's accounts;
- Annually present an audited financial statement to the board of trustees and membership;
- Ensure the preparation of correct and complete budgets and the filing of all tax returns of the Alliance pursuant to the instruction of the board of trustees;
- Arrange for all audits of financial records as necessary and feasible;
- Chair the finance committee and obtain advice, guidance and assistance from the committee in carrying out the duties of the office; and
- Perform such other duties as pertain to the office or as are prescribed by the board of trustees.

B. Fidelity Bond. The Treasurer shall be bonded as appropriate to the annual budget and endowment of the Alliance.

Section 3.8 Compensation.

Officers of the Alliance shall not receive compensation for their services.

Section 3.9 The Executive Director.

An executive director may be employed by the board of trustees. The executive director shall:

- Be responsible for carrying out the objectives and purposes of the Alliance in a manner which is consistent with these bylaws and the policies and decisions of the board of trustees.
- Come under the direct supervision of the chairperson.
- Be responsible for the professional administration and day-to-day operations of the Alliance.
- Manage the affairs and direct the work and employees of the Alliance, subject to and in accordance with the approved budget and as otherwise instructed by the board of trustees.
- At the discretion of the board, appoint and discharge the professional staff as authorized in a budget approved by the board of trustees;
- Incur expenses in accordance with the approved budget or as otherwise instructed by the board of trustees;
- Sign such papers as may be authorized by the board of trustees; and
- Serve as an ex officio member without vote of all board committees.

Article IV . Committees

Section 4.1 General Rules Regulating Committees.

Unless otherwise specifically provided in these bylaws, the following rules shall regulate the conduct of every committee established by the board of trustees.

A. Authority. All committees shall be subject to the general authority, supervision, direction and control of the board of trustees. Unless given authority by the full board to act on behalf of the Alliance, standing committees shall have authority only to recommend action to the full board of trustees for its review and consideration.

B. Election and Number. The trustees shall elect, from among its members on the board of trustees, all committee chairpersons and committee members at a regularly scheduled meeting of the trustees for a term which the trustees shall determine to be appropriate, provided however the board of trustees may authorize the chairperson of the board to appoint committee chairpersons and committee members. Committees shall consist of as many trustees and other persons as the trustees shall determine to be appropriate. The chairperson shall be an ex officio voting member of all committees.

C. Chairperson and Recording Secretary. The chairperson shall call meetings of the committee, furnish an agenda to each person on the committee in advance of committee meetings, and preside over meetings of the committee. The chairperson may appoint a designee to represent the committee at other committee or regional meetings as appropriate. Each committee shall appoint a recording secretary who shall keep a written record of the proceedings of the committee, serve such notices as may be necessary for the committee to function properly, and furnish each member of the committee with a copy of minutes of the meeting within a reasonable time after the meetings have been held.

D. Quorum. Unless otherwise provided in the resolution of the trustees establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of a committee.

E. Telephone Conferencing. Members of any committee may participate in a meeting of the committee by means of a conference telephone or similar communication equipment if all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

F. Written Consent in Lieu of Meeting. Any action may be taken by a committee without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the members of the committee.

Section 4.2 Standing Committees.

A. The Standing Committees. The Alliance shall have standing committees as follows:

- An executive committee;
- a finance and personnel committee;

- governance and planning committee;
- a development committee;
- as many state committees as may be established by the board, and
- a trail council.

B. The Executive Committee.

1. Membership. The executive committee shall consist of the chairperson, the vice chairperson(s), the secretary, and the treasurer who shall be ex officio members of the committee, and any additional trustees which the board may decide to include. A simple majority of the executive committee shall constitute a quorum. Between meetings of the Alliance, vacancies in the non-ex officio positions on the executive committee shall be filled by a majority vote of the executive committee at a meeting duly called by the chairperson.

2. Chairperson. The chairperson of the board of trustees shall chair the executive committee.

3. Duties. It shall be the duty of the executive committee to carry out policies previously established by the board. In the intervals between the meetings of the board of trustees the executive committee shall manage the affairs of the Alliance. The executive committee may review operations, prepare administrative, capital and personnel policies for board review and action; and make emergency decisions and take emergency actions as needed provided however that before taking such action, the executive committee shall poll as many members of the full board of trustees as is practicable under the circumstances. The executive committee may not amend by-laws, change the organizational structure or establish major policies without the consent of the full board of trustees.

C. The Finance and Personnel Committee:

1. Membership. The finance committee shall be composed of at least three (3) trustees.

2. Chairperson. The treasurer shall be the chairperson of the finance committee.

3. Duties. The finance committee shall (a) develop, review, revise, and recommend financial policies to the board for its approval; (b) develop and recommend an annual budget; (c) develop and recommend a budget for capital expenditures and use of equipment; (d) make recommendations for the investment of funds; (e) be responsible for developing and recommending risk management policies including, without limitation, the types of insurance policies and amounts of insurance coverage available to insure the Alliance against such risks as may be insurable; (f) secure bonding for such employees and other persons as it may deem advisable; (g) develop and present an annual financial plan to the board of trustees; and (h) arrange an annual audit of the accounts of the Alliance by a firm of certified public accountants (see section 7.4); (i) revise ECGA Personnel Policies and Procedure Manual; do an annual performance evaluation of the

executive director; and (j) carryout other personnel duties as determined by the board of trustees.

D. Governance Committee.

1. Membership. The governance committee shall be composed of at least three (3) trustees.

2. Duties.

a. The governance committee shall propose annually for election by the board of trustee's candidates to fill vacancies among the positions on the board of trustees.

b. The governance committee shall make recommendations to the board chairperson for chairpersons and membership for the Trail Council and other standing committees of the board of trustees and the Advisory Board and for officers of the board of trustees.

c. The governance committee shall develop a recruitment and orientation package/program for new directors and for officers.

d. The governance committee shall be responsible for recommending amendments to the bylaws of the Alliance for ECGA members to adopt.

e. The governance committee shall have primary responsibility for strategic planning of the Alliance.

E. The Development Committee.

1. Membership. The development committee shall be composed of at least four (4) trustees.

2. Duties.

a. The development committee shall have primary responsibility for establishing a current and long-range development plan to assure the financial health of the Alliance.

b. The development committee shall oversee the Alliance's membership program, including recommending to the board of trustees any changes in dues levels, gifting programs and membership policy.

c. The development committee shall oversee proper use of the ECGA logo and other elements of its brand.

F. State Committees

1. Formation of State Committees

The board of trustees of the Alliance shall encourage the formation of a state committee in Washington D.C. and in each state which contains a segment of the East Coast Greenway Trail Network.

2. Approval of a State Committee

The board of trustees of the Alliance may sign a Memorandum of Agreement with any state entity established as a state committee that meets the Alliance's criteria as provided for in the Memorandum of Agreement, and has been authorized by the board of trustees as an official state committee.

G. The Trail Council

1. Membership

The trail council shall be composed of as many persons as the board of trustees may determine to be appropriate, but at least two members of the trail council shall be at-large trustees. Each state that is part of the East Coast Greenway Trail Network shall be entitled to at least one member on the council with preference given to that member being the chair of the state entity.

2. Duties

The trail council shall:

a. Develop and recommend to the board of trustees for its approval, policies, standards and procedures regarding all matters relating to the East Coast Greenway Trail Network including, without limitation:

(i) the designation of a trail as a part of the East Coast Greenway Trail Network;

(ii) withdrawal of East Coast Greenway Trail Network designation with respect to any segment of the trail;

(iii) trail maintenance and signage;

(iv) trail management organizations;

b. Be responsible for the distribution of all forms, information, and other literature related to the matters described in the preceding subsection.

c. Recommend to the board of trustees trail segments for designation as a part of the East Coast Greenway Trail Network and those trail segments for which such designations should be withdrawn.

d. Recommend approval of trail management organizations.

e. Develop an annual trail designation plan for review by the board of trustees. The plan shall include: the condition of designated trails and those trails pending designation; the categories of trail designations available and the criteria for each such designation; a map of currently designated trails and those pending designation; and a report on the committee's goals for the ensuing year.

f. Develop and modify as needed an ECGA Trail Policy and Procedures Manual.

Section 4.3 Other Committees Other committees may be established by resolution of the board of trustees for any purpose, with such members, and for such duration as the board of trustees shall determine.

Article V. Regional Advisory Committees

Section 5.1 Regions

States which have segments of the East Coast Greenway Trail network within their boundaries shall be organized into four (4) regions as follows:

A. New England Region. The New England Region shall include Maine, New Hampshire, Massachusetts, Rhode Island, and Connecticut.

B. Mid-Atlantic Region. The Mid-Atlantic Region shall include New York, New Jersey, Pennsylvania, Delaware, Maryland, and the District of Columbia.

C. South Atlantic Region. The South Atlantic Region shall include Virginia, North Carolina and South Carolina.

D. Southeast Region. The Southeast Region shall include Georgia, and Florida.

The Alliance may make changes to this regional structure if the trustees shall determine that it is in the interests of the Alliance to do so.

Section 5.2 Formation

If the board of trustees shall determine that it would be desirable to coordinate the efforts of state committees in a region, or otherwise be in the best interest of the Alliance to create a regional advisory committee for a region, the board shall do so. The legal form, the structure, and the organizational process of a regional advisory committee shall be determined by the board, and the regional advisory committees shall have the duties and responsibilities assigned to them by the board.

Article VI. Amendment of Bylaws

These bylaws may be amended upon recommendation of the board of trustees by a majority vote of the members of the Alliance present at any meeting when a quorum is

present, provided that not less than thirty (30) days advance notice of the proposed action is given in the call for the meeting.

Article VII. Finances, Contracts, Checks, Bank Accounts, and Investments

Section 7.1 Fiscal Year

The fiscal year of the Alliance shall be January 1 through December 31.

Section 7.2 Checks, Notes and Contracts

The board of trustees is authorized to select such banks or depositories as it shall deem proper for the funds of the Alliance. The board of trustees shall determine who shall be authorized on the Alliance's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness to enter into contracts or to execute and deliver other documents and instruments.

Section 7.3 Budget.

Prior to the start of each fiscal year, the board of trustees shall adopt an annual budget of income and expense for the following year. It shall be the responsibility of the treasurer, in consultation with the executive director and the finance committee, to provide the board of trustees with budget recommendations. The board may revise the budget as necessary during the fiscal year. The executive committee shall compare actual expenses of the Alliance with budgeted expenses at the end of each quarter.

Section 7.4 Audit.

At the close of each fiscal year, an independent audit of the finances of the Alliance shall be performed by a certified public accountant. The auditor shall be designated annually by the board of trustees.

Article VIII. Board of Advisors

Section 8.1 Appointment.

The board of trustees may appoint from time to time any number of persons as advisors of the Alliance to act either singly or as a committee or committees. Each such advisor shall serve at the pleasure of the board of trustees, and shall have only such authority as the board of trustees may from time to time determine.

Section 8.2 Compensation.

No advisor of the Alliance shall receive directly or indirectly, any salary, compensation or emolument for any service rendered to the Alliance by such advisor, except that the

board of trustees may authorize reimbursement of expenditures reasonably incurred for the benefit of the Alliance.

Article IX. Indemnification

The Alliance hereby indemnifies any person or entity who is or was an Alliance member, director, officer, employee, or agent from and against judgments, fines, penalties, amounts paid in settlement and expenses (including reasonable attorneys' fees), to the fullest extent committed by the New York Not-For-Profit Law on the terms and conditions described in the Not-For-Profit Law.

Article X. Discrimination Prohibited

In administering its affairs, the Alliance shall not discriminate against any person on the basis of race, creed, color, national and ethnic origin, gender, sexual orientation, marital status, age, or physical disability.

Article XI. Corporate Seal

The Alliance shall have a seal which shall be imprinted with the words "East Coast Greenway Alliance" and the date of the incorporation of the Alliance.