

**As adopted May 1, 1996**

With amendments approved

Sept 19, 1998; Nov 5, 2006; Nov. 17, 2012; November 8, 2014; November 12, 2016

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## **OUR VISION**

The East Coast Greenway vision is a 3,000-mile route for biking, walking, and other active means from Maine to Florida. It will host tens of millions of visits per year as a linear park separated from motor vehicle traffic that connects major cities, small towns, and the nature around them. By providing fun, safe, and accessible infrastructure for everything from a local commute to a long adventure, the Greenway will foster healthy, sustainable, and prosperous communities throughout the Eastern Seaboard.

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## **OUR MISSION**

To partner with local, state, and national agencies and organizations to promote the establishment, stewardship, and public enjoyment of a safe and accessible multi-user greenway linking cities and towns from Maine to Florida.

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# **BYLAWS**

## **Article I. Board of Trustees**

### **Section 1.1 Number and Qualifications**

- A. Number. The Board of Trustees of the Alliance shall be made up of not less than seven (7) Trustees, and not more than twenty-five (25) serving at one time, elected by a simple majority of Trustees of the current Board.
- B. Qualifications. In order to be nominated and elected and/or serve as a Trustee, a person shall:
  - 1. Consent to his or her nomination and election;
  - 2. Understand the outlined commitment;
  - 3. Be prepared, able and willing to attend all Board of Trustee meetings and committee meetings to which such Trustee may be assigned in each year of his/her term, unless given a prior excused absence;
  - 4. Agree to/serve on at least one of the standing committees of the Alliance;
  - 5. Agree to/actively engage in bringing resources and skill sets to the East Coast Greenway Alliance (ECGA), including but not limited to key volunteers, prospective board members, prospective Advisory Board members, Ambassadors and/or other opportunities/relationships which can help move the organization forward, supporting the meeting of strategic goals for the organization.
  - 6. Agree to/contribute the required Trustee level gift on an annual basis and remain a paid up donor to the Alliance during his/her term;
  - 7. Agree to/assist in ensuring the board is comprised of individuals who possess skill sets and resources to serve the mission of the Alliance, and agree to prioritize this obligation during his/her trustee term; and
  - 8. Agree to/Inform the Board Chairperson (Chair) or Secretary if they will be absent from a Board Meeting.

### **Section 1.2 Election of the Board of Trustees**

- A. Election of Trustees. The Trustees shall elect fellow Trustees as proposed by the Governance Committee (as outlined in section 3.2.F).
- B. Annual Meeting. The election of Trustees shall take place at the annual meeting of the Board of Trustees (Annual Meeting), which shall be held in the Fall.

- C. Publication. At least thirty (30) days before the Annual Meeting, the Governance Committee shall publish *in the* ECGA Newsletter the names of its nominees who have been proposed, together with a short biography of the nominees.
- D. Election. The Governance Committee shall choose and present the candidates for election to the Board of Trustees. Members of the Board of Trustees shall be elected from among the published nominees by vote of the Trustees at the Annual Meeting. Trustees shall be elected by a majority of those Trustees present.

### **Section 1.3 Tenure and Qualifications**

- A. Term of Office. Each Trustee shall be elected for a term of three (3) years with the term of office commencing January 1, or in the case of a mid-term election, the month directly after the Trustee's election.
- B. Limitations. Trustees elected after 2011 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 1.4 Resignation and Removal**

- A. Resignation. A Trustee may resign at any time by giving written notice to the Board Chair or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by the Board Chair.
- Removal. Any Trustee of the Alliance may be removed, as recommended by the Governance Committee and voted by a two-third (2/3)'smajority of the Trustees currently in office.

### **Section 1.5 Vacancies**

Vacancies. Any vacancy may be filled for the balance of the term of office by a recommendation from the Governance Committee and simple majority vote by the Board of Trustees.

### **Section 1.6 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, except in the case of removal of a trustee in which case a two-thirds (2/3) majority is required of the Trustees currently in office. Proxy votes may be made on a particular issue or issues, through the Secretary, for Trustees with excused absences.

### **Section 1.7 Quorum**

A simple majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If less than a quorum is present, the majority of the Trustees present or available may not conduct official business at the meeting. Notice of the adjournment and rescheduling shall be given to all Trustees, along with a list of those Trustees with excused absences. Proxy votes may be made on an issue or issues, through the Secretary, for Trustees with excused absences.

### **Section 1.8 Meetings, Consent and Telephone Conferences**

- A. Regular Meetings.** The full Board of Trustees shall meet at least six (6) times a year including the Annual Meeting. The Annual Meeting and a meeting in the Spring shall be in-person where possible. Notice of any regular meeting of the Board of Trustees shall be sent to each Trustee at his/her email address shown by the records of the Alliance at least one week prior to such meeting. Minutes to each Trustee at his/her mailbox.
- B. Emergency Meetings.** Emergency meetings may be called by the Executive Committee or at the request of the Board Chair or at the request of any four (4) Trustees, at such time there is imminent threat to the organization. Notice of an Emergency Meeting of the Board of Trustees together with a brief summary of the business to be addressed shall be given to each Trustee at least twenty-four (24) hours before the meeting.
- C. Written Consent in Lieu of Meeting.** Any action required by law which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed or agreed to electronically by 2/3 of the Trustees
- D. Telephone Conference.** The Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone, online video conferencing (where available) 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. Meetings in accordance with the requirements of this Subsection shall qualify as “Regular Meetings” under Subsection 1.8.A.

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## **Section 1.9 Compensation for Trustees**

No Trustee of the Alliance shall receive, directly or indirectly, any salary, compensation or emolument for any service rendered to the Alliance, excepting the Board of Trustees may authorize reimbursement of expenditures reasonably incurred for the direct benefit of the Alliance and requested by the Trustee.

## **Section 1.10 Board Members as Employees**

No Trustee shall be an employee of the Alliance, nor have a spouse, or child in employment of the Alliance, while serving as a Trustee.

## **Section 1.11 Responsibilities of the Board of Trustees**

The governance and guidance of the Alliance shall be carried out by the Board of Trustees, which shall determine governing policy for the Alliance, and provide leadership in actions to support and advance the organization in all organizational goals and objectives. Trustees shall:

- Provide overall support of the mission of the organization and the Executive Director;
- Designate sections of greenway as an official part of the East Coast Greenway network on recommendation of Greenway Council;
- Hire and terminate the executive director, under the combined leadership of the Executive Committee and outside professionals, if necessary;
- Review annual written reviews on committee progress in meeting the strategic goals of the organization;
- Engage in support and as appropriate, help lead the ECGA Strategic Planning Process, and participate in a yearly review of progress made towards the stated strategic goals;
- Remove Board members;
- Bring individuals who meet requirements to be successful nominees to the Board and/or leadership level volunteers;
- Approve the allocation of resources, the borrowing of money and incurring of indebtedness for the purposes of the Alliance;
- Approve an annual operating budget;
- Approve the annual work plan;

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- Support the Executive Committee in ensuring the qualifications, duties, and performance standards for the Executive Director are being met;
- Understand that there is an expectation of meaningful contribution of time and talent to the Alliance; and
- Meet the minimum financial contribution for Trustees.

### **1.12 Member-At-Large Trustees**

- The function of a member-at-large trustee is to give voice to the broader constituency/client base/membership.
- During his/her term, the Member-At-Large Trustee has all rights, privileges and responsibilities as other Trustees, including a vote.
- Individuals who are members nominate themselves for this position.
- A Member-At-Large Trustee is elected by the Board of Trustees at its discretion and serves a three-year term.
- A Member-At-Large may be nominated for a second term and voted in by the Trustees, following the rules for Trustee election.
- No individual may serve in the Member-At-Large seat for more than one, three-year term.
- A call for Member-At-Large nominations will be included in the newsletter, no less than 90 days prior to the Annual Meeting.
- Biographies of Member-At-Large nominees shall be published along with those of other nominees as outlined in Section 1.2.C.

## **Article II. Officers and Executive Director**

### **Section 2.1 Officers**

The officers of the Alliance shall consist of 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 current Trustees in good standing.

### **Section 2.2 Election and Terms of Office**

- A. Election. The officers shall be elected at the Annual Meeting by a majority vote of the Board. The Governance Committee shall present a Slate of nominations for officers. Trustees may nominate additional candidates from the floor. A Member-At-Large seat on the Board may be filled through

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self-nomination, and by vote of the Board. Trustees will vote for officers by individual office, using written ballot, collected and counted by the Chair of the Governance Committee and the Secretary.

- B. Terms. The Board Chair is elected for a two-year term, and may be elected for an additional term, for a maximum of two consecutive 2-year terms. Should a Trustee assume the Chair position and serve one year or less, he/she will be eligible to be reelected for two full terms. All other officers shall serve a term of one year. No officer shall serve in the same office for more than four (4) consecutive one-year terms.

### **Section 2.3 The Chairperson**

The Chairperson (Chair) shall:

- Preside at all meetings of the Board of Trustees as well as the Annual Membership Meeting;
- Be responsible for ensuring the governance, guidance, duties and responsibilities of Alliance Trustees are being carried out, to the benefit of the organization and the stated strategic goals;
- Be responsible for general supervision of the Executive Director who shall report to the Executive Committee;
- Keep the Board of Trustees fully informed and freely consult with the trustees concerning the activities of the Alliance;
- Have the power to sign, subject to the Board'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, non-voting member of all committees, excepting the Executive and Governance Committees, where the Chairperson shall be a voting member;
- Perform all duties incident to the office of Chairperson, subject however, to the control of the Board of Trustees;
- Conduct regular Executive Sessions (without the Executive Director present); and

### **Section 2.4 The Vice Chairpersons**

The Vice-Chairperson:

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

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## **Section 2.5 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 - annual, 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;
- Receive and record “excused” absences for Trustees. Report “excused” and “unexcused” absences in the minutes;
- Be responsible for serving notices on behalf of the Alliance including notice of all Board meetings, including the Annual Meeting. (Delegation of this duty is permitted);
- 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 Trustees; and
- Perform such other duties as pertain to the office or as are prescribed by the Board of Trustees.

## **Section 2.6 The Treasurer**

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 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;
- Annually present an audited financial statement to the ECGA Board of Trustees and Membership, as overseen by the Audit Committee;
- 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;
- 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; and
- Chair the Finance Committee and obtain advice, guidance and assistance from the committee in carrying out the duties of the office.

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## **Section 2.7 Compensation for Officers**

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

## **Section 2.8 The Executive Director**

An Executive Director shall be employed by the Board of Trustees.

The Executive Director shall:

- Be responsible for carrying out the objectives and purposes of the Alliance and decisions of the Board of Trustees, in a manner consistent with these bylaws and the policies;
- Come under the direct supervision of the Executive Committee, weighted on a close working relationship with the Board Chair;
- Be responsible for the professional administration and day-to-day operations of the Alliance;
- Manage the affairs and direct all staff work and Operations, subject to and in accordance with the approved budget and as instructed by the Board of Trustees;
- Sign such papers as may be authorized by the Board of Trustees;
- Serve as an ex officio member without a vote on the Board of Trustees and all Board committees;
- Participate in the Annual Meeting of the Board of Trustees;
- Participate in other regular meetings of the Board and Board committees.

## **Article III. Committees**

### **Section 3.1 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, committees shall have authority only to recommend action to the full Board of Trustees for its review and consideration.
- B. Election and Number. The Chair appoints, from among its members on the Board of Trustees, all Committee Chairs and Committee Members, (excepting the Audit Sub-Committee Chair and Members). Committees shall consist of as many Trustees and other persons as the Trustees shall

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determine to be appropriate. Non-Trustees may be members of all committees except the Executive Committee and the Governance Committee.

- C. Committee Chairs and Recording Secretary. The Committee Chairs shall call meetings of the committee, furnish an agenda to each committee member in advance of committee meetings, and preside over meetings of the committee. The Committee Chair may appoint a designee to represent the committee at other committee or regional meetings as appropriate.
- D. Quorum. Unless otherwise provided in the resolution of the Trustees establishing a committee, a simple majority 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 and Virtual Meetings. Members of any committee may participate in a meeting of the committee by means of a conference telephone, online video conferencing (where available) 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. Action may be taken by a committee without a meeting if consent in writing or electronically, setting forth the action to be taken, shall be given by all of the members of the committee.

### **Section 3.2 Standing Committees**

- A. The Alliance shall have Standing Committees which either meet on a regular basis or on an ad-hoc basis as needed. These are as follows:  An Executive committee;
  - A Finance Committee;
  - An Audit Sub-Committee;
  - A Development Committee;
  - A Governance Committee and
  - A Greenway Council
- B. Executive Committee
  - 1. Membership. The Executive Committee shall consist of the Board chairperson, the Vice Chairperson(s), the Secretary, and a Treasurer, and any additional Trustee the Executive Committee votes to include. A simple majority of the Executive Committee shall constitute a quorum. The Executive Director shall be an ex-officio member of the Executive Committee, which may meet in executive session without the Executive Director.
  - 2. Chairperson. The Chairperson of the Board of Trustees shall chair the Executive Committee.
  - 3. Duties.

- a. The Executive Committee carries out policies previously established by the board. In the intervals between the meetings of the Board of Trustees the Executive Committee shall manage the appropriate affairs of the Alliance.
- b. 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, before taking such action, the Executive Committee shall poll as many members of the full Board of Trustees as is possible under the circumstances.
- c. 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.
- d. The Executive Committee shall ensure the roles and responsibilities of all Board officers are reviewed and understood by a Trustee, prior to assuming a leadership position.
- e. The Executive Committee shall be responsible for calling for the appointment of a group to examine and recommend amendments to the bylaws of the Alliance for approval by the Board of Trustees and adoption by the members of the Alliance.
- f. .
- g. The Executive Committee shall, in partnership with the Executive Director, establish personnel policies and procedures.

#### C. Finance Committee

1. Membership. The Finance Committee shall be composed of at least three (3) Trustees. Non-Trustees may serve on the Finance Committee.
2. Chairperson. The Treasurer shall be the Chairperson of the Finance Committee, and installed with other officers, no later than the second meeting following the election of the Board Chair.
3. Duties.
  - a. The Finance Committee shall develop, review, revise, and recommend financial policies to the Board for its approval.
  - b. The Finance Committee shall **review** and recommend an annual budget, including capital expenditures and use of equipment.
  - c. .
  - d. The Finance Committee shall make recommendations for the investment of funds.
  - e. The Finance Committee shall 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. The Finance Committee shall secure bonding for such employees and other persons, as it may deem advisable.
  - g. The Finance Committee shall develop and present an annual financial plan to the Board of Trustees.

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- h. The Finance Committee shall **review** an annual financial performance evaluation of the Executive Director and report to the Board.

#### D. Audit Sub-Committee

The Finance Committee shall appoint an Audit Sub-Committee of at least three (3) members:

- a. At least one member shall be both a Trustee and also a member of the Finance Committee
- b. At least one member shall be a Trustee and not a member of the Finance Committee
- c. Non-Trustees may also serve on the Audit Sub-Committee
- d. Chairperson – The Chairperson of the Audit Sub-Committee shall be chosen by the Executive Committee, and installed no later than the second meeting following the election of a Chair.

#### e. Duties.

- i. The Audit Sub-Committee shall arrange an annual audit of the accounts of the Alliance by a firm of certified public accountants (per Article VI, section 6.4).
- ii. The Audit Sub-Committee shall work with staff to ensure records are fully organized and prepared for the audit process.

#### E. The Development Committee

1. Membership. The Development Committee shall be composed of Trustee and Non-Trustee Member Level donors. Committee members shall be appointed by the Board Chair.
2. Chairperson. The Chair of the Development Committee shall be chosen by the Board Chair and installed with other officers, no later than the second meeting following the election of the Board Chair.
3. Duties.
  - a. The Development Committee works with the Board Chair, Executive Director and Development staff to establish priorities for Board Centered Development efforts and present outcomes to the Board of Directors, as appropriate.
  - b. The Development Committee works to educate Trustees as to their role in the Development plan, and take a leadership role in ensuring progress toward annual and longrange funding goals.
  - c. The Development Committee works with Trustees and Development staff to identify and solicit funds from external sources of support including, but not limited to: foundations, corporations, community organizations, and individuals.
  - d. The Development Committee supports the organization through the planning and oversight of activities to raise funds and develop and further relationships with prospective funding sources.

#### F. Governance Committee

1. Membership. Members of the Governance Committee shall be Trustees in good standing, and are appointed by the Board Chair, in consultation with the Governance Chair.
2. Chairperson. The Chair of the Governance Committee shall be chosen by the Board Chair and installed with other officers, no later than the second meeting following the election of the Board Chair.
3. Duties. The Governance Committee shall:
  - a. oversee the nomination of and election of new Trustees and announce results from trustee elections.
  - b. Make recommendations to the Board for Trustees to serve as officers of the Board.
  - c. In collaboration with the Board Chair and Executive Director, keep a recruitment packet and oversee the orientation program for new Trustees.
  - d. Work with individual board members to ensure the pool of prospective candidates have skill sets, time and dedication levels allowing them to significantly contribute to moving ECGA forward, based on the current Strategic Plan for the organization.
  - e. Be responsible for tracking Trustee terms of service, and keeping the Board updated as to the current status of all Trustees.
  - f. Ensure a diverse Board , in terms of racial, age, cultural and gender representation, as well as geographical area, skill sets, Trustee background and any other diversity which would bring a broader perspective or expertise, and thereby strengthen the Board and ECGA.
  - g. Periodically review and recommend amendments to the Bylaws as needed.
  - h. Provide staggered terms for Board members to ensure the Board has long term, intermediate and new-term Trustees serving, and prevent a majority of terms expiring simultaneously.

#### G. Greenway Council

1. Membership. The Greenway Council shall be composed of as many persons as the Board of Trustees may determine to be appropriate. Each ECGA state shall be represented by a voting member of the ECGA Greenway Council. In the event the Chair cannot attend a meeting of the Greenway Council, he/she may appoint a proxy to vote in their stead. Greenway Council members may also be appointed by the Board of Trustees or the Executive Director.
2. Chair. The Greenway Council Chair shall be appointed by the Board Chair, in consultation with the Executive Committee. The Greenway Council Chair serves a two-year term.
3. Duties.
  - a. The Greenway Council's work will be based upon the collaboration of ECGA Staff, State

Committees, and other volunteers and shall develop and recommend to the Board of Trustees for its approval, policies, standards and procedures regarding all matters relating to the East Coast Greenway Network including, without limitation:

- i. the designation of a trail as a part of the East Coast Greenway Network;
  - ii. withdrawal of East Coast Greenway Network designation with respect to any segment of the trail;
  - iii. greenway maintenance and signage.
- b. Maintain and modify, as needed, an ECGA Greenway Policy and Procedures Manual

#### H. Advisory Board

1. Membership. Advisory board members shall be comprised of a group of supporters and/or trail experts shall be invited to join the East Coast Greenway Advisory Board.
2. Chairperson(s). The Chair (or co-Chairs) of the Advisory Board shall be selected by the Board Chair and the Executive Director and approved by The Board of Trustees.
3. Advisory Board Members shall serve in a wide range of capacity, supporting the organization in the role of advisors, specialized skill set and knowledge providers, sharing appropriate contacts in their networks, lending their name and/or acting to further the goals of the organization, when and where appropriate.
4. Members will serve three (3) year renewable terms and will be selected by the Executive Director, the Board Chair, and the Chair of the Advisory Board.
5. Advisory board members have no legal authority on behalf of the ECGA organization.

### Section 3.3 Other Committees

Other committees may be established by resolution of the Board of Trustees for any purpose and for such duration as the Board of Trustees shall determine. Non-Trustees may serve as members on both ad hoc committees and task forces in any capacity, including Chair.



## **Article IV. Amendment of Bylaws**

These Bylaws may be amended upon recommendation of the Board of Trustees by a majority vote of the Board of Trustees of the Alliance present at the Annual Meeting when a quorum is present, provided that not less than fourteen (14) days advance notice of the proposed action is given in the call for the meeting. Amendments to the Bylaws take effect on January 1 of the year following the Annual Meeting at which the amendments are approved. .

## **Article V. Finances, Contracts, Checks, Bank Accounts, and Investments      Section 5.1 Fiscal Year**

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

### **Section 5.2 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 5.3 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 Executive Director , in consultation with the Treasurer and the Finance Committee, to provide the Board of Trustees with budget recommendations. The **Executive Director and** Board may revise the budget as necessary during the fiscal year. Periodically during the budget year, the Executive Director shall report to the Executive Committee on the incurrence of actual expenses of the Alliance as against budgeted expenses.

### **Section 5.3.a Work Plan**

Prior to the start of each fiscal year, the Executive Director shall recommend and the Board of Trustees shall adopt an annual work plan for the following year. In consultation with the Executive Director, the Board may revise the work plan as necessary during the fiscal year.

### **Section 5.4 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 accounting firm providing the audit shall be designated by the Audit Sub-Committee on an annual basis, or as otherwise appropriate.

### **Article VI. Indemnification**

The Alliance hereby indemnifies any person or entity who is or was an Alliance 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 Corporation Law on the terms and conditions described in the Not-for-Profit Corporation Law.

### **Article VII. Anti-Discrimination**

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 VIII. 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.