

Bylaws of the Sisters Trails Alliance

Article 1. Parent Organization

The Parent Organization of the Sisters Trails Alliance (STA) shall be the Sisters Parks and Recreation District (SPRD)

Article 2. Members

Sec. 1. The Sisters Trails Alliance is open to individuals, families, businesses, and other organizations interested in the goals of the Alliance as stated in Article 3 below. Honorary members may be named by a majority vote of the Advisory Committee.

Article 3. Mission Statement and Sisters Trails Alliance Goals

The Sisters Trails Alliance is a volunteer non-profit organization to promote, plan, and maintain the Sisters Community Trails, as defined in the Sisters Community Trail Plan.

The Sisters Trails Alliance Goals are to:

1. Provide safe walking and bicycling routes.
2. Improve the Sisters Village atmosphere by reducing traffic congestion and pollution.
3. Promote health and wellness for all community members with non-motorized trails for walking, jogging, bicycling, skiing and horseback riding.
4. Improve our economy by expanding recreational use of our trails.
5. Provide a connection to the unique history, heritage and natural beauty of the Sisters area.
6. Provide alternative transportation routes that protect and conserve the natural beauty of the Sisters Community.
7. Establish community involvement in the development and maintenance of the Sisters Trail System.

Article 4. Meetings of the Sisters Trails Alliance

Sec. 1 Members Meetings. Meetings of the STA membership shall be held at least annually at a time and place determined by the Advisory Committee will propose an agenda when the meeting is announced, which shall include a report on the previous year's activities of the STA, its proposed work program for the coming year, and its financial situation. Members are welcome to propose additional agenda items.

Sec. 2. Advisory Committee Meetings. Regular meetings of the STA Advisory shall be held at times and places determined by the Advisory Committee. Meetings shall be held monthly unless weather or other circumstances warrant a cancellation.

A regular meeting is defined as one at which the Advisory Committee of the STA attend to the business of the STA, including the election of the Officers and the consideration of motions and resolutions relevant to the affairs of the STA.

Sec. 3. Special Meetings. Special meetings may be called by the Advisors to be held at times and places as may be determined by the Advisors.

Sec. 4 Committees . The Advisors may create Committees as needed to carry out the goals of the STA . These Committees shall have at least one Advisor as a member and shall report progress to the Officers.

Article 5. Advisory Committee of the Sisters Trails Alliance

Sec. 1. General Powers and Duties. The affairs of the STA shall be managed by a seven member Advisory Committee. In consultation with the parent organization and relevant land management agencies, The Advisory Committee shall have the power to develop the policies of the STA regarding the protection, management, and appropriate use of the Sisters Community Trails.

Sec. 2. Qualifications and Tenure. The Advisory Committee shall consist of seven members. The Advisory Committee should both represent and seek representatives from different user groups, such as equestrians, cyclists, and runners/walkers. Each Advisor shall be a member of the Sisters Trails Alliance with a demonstrated interest in the Sisters Community Trails.

Advisors shall serve two year terms that are staggered for continuity of the Committee resulting in a turnover every two years of three Advisors, then one year later the other four Advisors.

No member of the Advisory Committee may be reelected to the officer position that he or she then holds at a time when he or she has been holding that position for six consecutive years. However, a member may be elected at any time to another Advisor position on the Advisory Committee in spite of ineligibility to be elected to the previous position, or may be elected again after a respite of one election term to a position he or she previously held.

Sec. 3. Election of the Advisory Committee. The Advisors shall be elected by the general membership of the Sisters Trails Alliance by secret ballot. For the purpose of making nominations for the Directors, a Nominating Committee shall be appointed by the Chair of the STA at least two (2) months prior to the start of the calendar year. The Nominating Committee to evaluate and recommend candidates for election to the Advisors shall be composed of three members who shall be selected by the Chair of the Advisory Committee in joint consultation with the other Advisors (see Sec. 8 below). The names of those selected as nominees shall be presented to the Advisors for their approval. The ballot of approved nominees shall be mailed out at least 15 days prior to the ballot postmark deadline,. The target date for the ballot mailing is December 1, and the target date for the ballot postmark deadline is December 15. Newly elected Advisors will assume their responsibilities at the first monthly meeting of the new year.

Sec. 4. Quorum. A majority of the Advisory Committee shall constitute a quorum for the transaction of business at any meeting of the Advisors, provided that, if less than a majority of the Advisors is present at said meeting, a majority of the members present may adjourn the meeting without further notice. Each member of the Advisory Committee present shall have one vote.

Sec. 5. Removal. A member of the Advisory Committee may be removed from office for cause by a majority vote of the Advisors. Advisors absence at any three consecutive meetings without a reasonable excuse may be cause for removal.

Sec. 6. Vacancies. Any vacancies occurring in the membership of the Advisory Committee shall be filled by vote of the Advisory Committee from nominations made by the Advisors. A person elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Sec. 7. Compensation. The Advisory Committee as such shall not receive any stated compensation for their services but, by resolution of the Advisors, may be reimbursed for proper expenditures that may be incurred in connection with the performance of Committee business.

Sec. 8. Advisory Committee. In the intervals between the meetings of the Advisory Committee, the affairs of the STA shall be under the control of the Advisory Committee. The Advisory Committee

shall consist of the Chair, the Vice Chair, the Secretary, and the Treasurer, who shall be elected in caucus by the seven Advisors at the time of the first meeting of the STA in January. It shall be the duty of the Advisory Committee to carry out policies previously established by the Advisors. Three members shall constitute a quorum. They may vote either at a meeting or by postal or electronic mail on written propositions submitted to them or by telephone, confirmed by postal or electronic mail or by other agreed-upon means sufficient to establish a record of the decision. Between regular meetings of the STA, vacancies in the Advisory Committee shall be filled by a majority vote of the Advisory Committee in an election duly called by the Chair, which voting may be by postal or electronic mail.

Sec. 9. Other Committees. Except as hereafter specified, other committees may be designated by resolution adopted by a majority of the Advisory Committee present at a meeting at which a quorum is present, or by the Chair. These Committees shall have at least one Advisor as a member and shall report progress to the Board.

Article 6. Officers

Sec. 1. Advisors. The officers of the Sisters Trails Alliance shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer.

Sec. 2. Election, Qualifications, and Terms of Office. The Advisors of the STA shall be members of the STA who are members of the Advisory Committee and shall be elected at the first regular meeting of the STA after the annual election of Advisors (See Article 5, Sec. 3). Any vacancy occurring in any elective office between regular meetings of the STA shall be filled by the Advisory Committee from the members of the Advisory Committee. Terms are for 1 year.

Sec. 3. Duties of Officers. It shall be the duty of the Chair to preside at all meetings of the STA and of the Advisory Committee and generally to carry out the purpose for which the STA was organized. The Vice Chair, Secretary, and Treasurer shall perform the duties usually pertaining to such offices.

Sec. 4. Disability of the Chair. In the event the Chair is not able to perform the duties of that office, the Vice Chair will act as the Chair for the duration of the disability.

Article 7. Contracts, Checks, Deposits, Funds

Sec. 1. Contracts. The Advisory Committee may authorize any Advisor or Advisors, agent or agents of the STA to enter into any contract or execute or deliver any instrument in the name of and on behalf of the STA and such authority may be general or confined to specific instances.

Sec. 2. Checks, drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the STA shall be signed by such Advisor or Advisors, agent or agents of the STA and in such manner as shall from time to time be determined by resolution of the Advisory Committee.

Sec. 3. Deposits. All funds of the STA shall be deposited to the credit of the STA in such banks, trust companies or other depositories as the Treasurer may select in accordance with the policies established by the Advisory Committee.

Sec. 4. Gifts. The Advisory Committee may accept on behalf of the STA any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the STA.

Article 8. Books and Records

The STA shall keep correct and complete books and records of account, minutes of the proceedings of its members and the Advisors and a record of the names and addresses of the members. All books and records of the STA may be inspected by any member or his agent or attorney for any proper purpose at an agreed-upon time.

Article 9. Finances

Sec. 1. Dues. Members shall pay a yearly membership fee at a rate to be fixed by the STA Advisors. This fee is due upon acceptance to membership and at the expiration of twelve calendar months each year thereafter. Life members shall pay a one-time membership fee to be determined by the Advisors. Honorary Members shall not be assessed dues.

Sec. 2. Expenses. The expenses of the STA shall be met by dues from members and by voluntary contributions from individuals and organizations interested in its purposes, and by other sources approved by the Advisory Committee that support the purposes of the Committee.

Sec. 3. Fiscal Year. The fiscal year of the STA shall be for the twelve months ending on December 31.

Sec. 4. Budget. Prior to the start of each fiscal year, the Advisory Committee shall adopt a budget for the following fiscal year. It shall be the responsibility of the Chairperson, in consultation with the Treasurer and other interested persons, to provide the Advisory Committee with budget recommendations. The Advisory Committee may revise the budget as necessary during the fiscal year.

Article 10. Dissolution

In the event of the dissolution of the Sisters Trails Alliance, its remaining assets, if any, shall be distributed to the parent organization, Sisters Parks and Recreation District (SPRD) or if they are unable to accept the assets, to other organizations having similar objectives and purposes in accordance with Section 501(c)(3) of the Internal Revenue Code as now in force or afterward amended. Such distribution shall be determined by the Advisors.

Article 11. Amendments to Bylaws

Amendments to the Bylaws of the Sisters Trails Alliance will be proposed by a majority of the Advisory Committee at a meeting of the Committee, and must be adopted by an affirmative vote of at least two thirds of STA members present at the next general or special meeting. When changes to the Bylaws are made by the Advisory Committee, such changes shall be published in an appropriate STA-wide publication along with an explanation of the reason for such changes at least two weeks prior to this next meeting.

As Approved by the Sisters Trails Alliance November 10, 2011 (General Meeting)