

BYLAWS OF DOLAN SPRINGS TRAIL SYSTEM

Article 1: Organization

1. Name. The name of the corporation shall be Dolan Springs Trail System. It shall be a nonprofit organization incorporated under the laws of the State of Arizona.
2. Purpose. Dolan Springs Trail System organized exclusively for charitable, scientific, and educational purposes as well as to acquire acreage, build, and maintain trails for recreation in Dolan Springs, Arizona.

Article II: Membership

1. Membership. Membership will be granted after receipt of completed application. You must be:
 - a. 18 years of age or older
 - b. A minor 12-17 years of age WITH parental/guardian permission.
2. Vote. Each active member shall have one (1) vote. To be eligible to vote, you must be 18 years of age or older and meet one or a combination of one or more of the qualifications below in a rolling twelve (12) month period. Active members can vote by proxy.
 - a. Attend 2 or more monthly meetings.

- b. Attend 2 or more work parties (ie: trail work, road clean-up, etc)
3. Termination. Any member may resign by notifying a board member. A member can have their membership terminated by a majority vote of the membership.

Article III Meetings

1. Regular meetings. Regular meetings of the members shall be held at the time and place designated by the Board. The President will prepare the meeting agenda.
2. Special meeting. Any voting member may call a special meeting of the membership with notice of seventy-two (72) hours.
3. Quorum. The majority of members present at a membership meeting shall constitute a quorum.

Article IV Board of Directors

1. Qualifications. Members standing for election to the Board of Directors shall have been a member for a minimum of three (3) months.
2. Composition. The number of Directors shall be five (5) and can be increased or decreased without further amendment to these bylaws. At no time may the number of Directors be less than three (3). The Board shall consist of a President, Vice-President, Secretary/Treasurer, and at least two (2) directors-at-large.
3. Compensation. The Board receives no compensation other

than reasonable expenses.

4. Duties. The President shall preside at all meetings of the Board of Directors or membership. The Vice President shall preside in the Presidents absence. The President shall carry out the business of the corporation under the direction of the Board of Directors. The President shall execute, with the secretary/treasurer, all contracts and agreements authorized by the Board of Directors.
5. Attendance. A Board member is to notify any officer in advance of any meeting if they are unable to attend the meeting. If a Board member fails to notify any officer in advance, this will be considered an unexcused absence, two (2) unexcused absences will result in the Board member being removed from the board. Resignation from board must be in writing and received by a Board member.
6. Terms. Directors shall be elected for a term of two (2) years and may be elected to two (2) terms for the same position. They may stand for election again after sitting out for one (1) year for same position.
7. Elections. Members shall nominate Directors at the November meeting. Elections shall be by majority of active members voting at the December meeting. Directors shall take office at the January meeting.
8. When a vacancy on the Board exists mid-term, the Board of Directors shall appoint a successor to fill the unexpired Term.
9. Resignation, termination, absences. A Board member may

Be removed for a valid reason, by a majority vote of the Remaining directors.

Article V Amendments

1. Amendments. These bylaws may be amended when necessary. Proposed amendments must be approved by the Board and presented to the membership for a vote. Amendments pass with a majority vote of the membership quorum.

Article VI Conflict of Interest

1. Conflict of Interest. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with a matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

Article VII Indemnification

1. Indemnification. Every member of the Board of Directors, Officer or Agent will be indemnified by the Corporation against all expenses and liabilities, including counsel fees

reasonably incurred or imposed upon such member of the Board, Officer or Agent in connection with any threatened, pending or completed action, suit or proceeding to which she or he may become involved by reason of her or his being or having been a member of the Board, Officer or Agent of the Corporation, or any settlement thereof, unless judged therein to be liable for negligence or misconduct in the performance of her or his duties. The Board shall timely approve and indemnify the officer for any expenses of litigation not caused by negligence or misconduct of the officer. The foregoing right or indemnification shall be in addition to and not exclusive of all other rights, which such member of the Board, Officer or Agent is entitled.

Article VIII Dissolution

1. Dissolution. The Dolan Springs Trail System (DSTS) upon dissolution will be transferred to Mohave County Parks to be managed. Upon dissolution, any remaining assets will be distributed to one (1) or more regularly organized and qualified 501 c 3 in Dolan Springs, selected by the voting membership.