

**Constitution and Bylaws
Of the Friends of the Milford Upper Charles Trail, Inc.**

Article 1

NAME

The name of this organization shall be The Friends of the Milford Upper Charles Trail, Inc. ("The Friends").

Article 2

PURPOSE

The Friends is a non-profit organization formed to benefit the citizens of the Town of Milford and neighboring towns through the recreation and transportation opportunities offered by the Milford Upper Charles Trail. The Friends shall work diligently and in cooperation with town departments, other departments and groups to:

1. To educate the residents of the Town of Milford and neighboring communities about the recreation and transportation opportunities offered by the Milford section of the Upper Charles Trail
2. To promote the use, development, enjoyment, and care of the Milford section of the Upper Charles Trail
3. To raise and expend funds to support trail maintenance and improvements for the benefit of the residents of the Milford area.

Article 3

MEMBERSHIP

Section 1. Eligibility

Membership in The Friends shall be open to any individual, community group, or business that agrees to abide by the Bylaws of The Friends and pays dues in accordance with Article 3, Section 4.

Section 2. Joining, Resigning, and Removal

Eligible members may join The Friends by notifying the Secretary and paying the required membership fee. A member may resign by notifying the Secretary. No membership fee or any portion of it shall be refunded if a member resigns. Membership shall be terminated for non-payment of dues or for actions, which in the opinion of the Board of Directors of The Friends would have a material adverse affect on The Friends or the purpose of The Friends as set forth in Article 2.

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Section 3. Levels

Membership Levels shall be established by a majority vote of a quorum of the general membership. Special recognition may be based upon membership level.

Section 4. Dues

All members shall pay annual dues in the amount decided upon by a majority vote of a quorum of the general membership. The amount of annual dues may be different for each membership level.

Dues shall be payable upon joining, and thereafter upon a member's annual anniversary.

Section 5. Voting

Each member, regardless of level, shall have one vote. Levels that comprise more than one individual shall be represented by one designated individual who shall have one vote.

Article 4

MEETINGS

Section 1. Date, Time, and Location

There shall be an annual meeting of The Friends on the first Tuesday of September. In addition, there shall be special meetings of The Friends on dates and times at locations decided by a majority vote of a quorum of the general membership at annual or special meetings of The Friends.

Section 2. Notice

Two weeks notice of the annual and special meetings shall be given to all members of the general membership. This notice shall be posted on the Friends' website.

Section 3. Quorum

A quorum shall consist of a minimum of five members present at a meeting of the general membership, including two or more officers.

Section 4. Conduct of Meetings

All meetings shall be open to the public.

Meetings shall be conducted by Roberts Rules of Order.

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All decisions shall be made by majority vote of a quorum of the general membership unless specified otherwise in these bylaws.

The minutes of the previous meeting shall be distributed prior to the meeting and voted upon, requiring approval by a majority vote.

The officers shall report on activities within their respective areas of responsibility.

The chairperson of each committee or a designated representative shall report on the activities of the committee.

Article 5

OFFICERS

Section 1. Officers

The officers of The Friends shall be a President, Vice President, Secretary, and Treasurer. No member shall occupy more than one officer position, except in accordance with Article 5, Section 5.

Section 2. Nominations, Elections and Terms of Office

Nomination and election of officers shall be conducted at a meeting of the general membership during September of odd-numbered years.

Any member can nominate any other member for an officer position.

Election shall be by a majority vote of a quorum of the general membership. If no candidate for an office receives a majority vote on the first round, then the members shall vote for one of the two candidates with most votes from the first round.

All officers shall serve a term of two years.

Section 3. Vacancies, Resignation, and Removal

Any vacancy (other than a vacancy occurring from a normal expiration of term of office) occurring in an officer position shall be filled by conducting a special election at the next meeting of the general membership, provided that the general membership has been given two-weeks notice of the election. The term of the person elected shall terminate at the next regular election of officers.

Any officer may resign by submitting his or her resignation to the President. The President may resign by submitting his or her resignation to the Vice President.

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Any officer may be removed from office for cause by a two-thirds vote of a quorum of the general membership.

Section 4. President

The President shall have the following responsibilities:

1. Serve as an ex officio member of the Board of Directors.
2. Prepare the agenda and conduct the meetings of the general membership, in accordance with Article 4, Section 4.
3. Represent The Friends to the public and other organizations.
4. Appoint the chairpersons and members of standing and ad hoc committees, in accordance with Article 7, Section 2.
5. Facilitate the coordination of activities across committees.
6. Execute agreements and contracts with the prior approval of a quorum of the general membership.

Section 5. Vice President

The Vice President shall have the following responsibilities:

1. Serve as an ex officio member of the Board of Directors.
2. Perform assignments delegated by the President from his or her responsibilities.
3. Prepare the agenda and conduct meetings of the general membership in the President's absence.
4. Perform the duties of any officer whose position becomes vacant, until a replacement is elected in accordance with Article 5, Section 3.

Section 6. Secretary

The Secretary shall have the following responsibilities:

1. Serve as an ex officio member of the Board of Directors.
2. Record and distribute the minutes of meetings of the general membership, in accordance with Article 4, Section 4.
3. Give notice to members of meetings of the general membership, in accordance with Article 4, Section 2.
4. Maintain a list of all members of The Friends and their contact information.
5. Maintain a list of all committees and their members.
6. Maintain safekeeping of all non-financial documents, including the bylaws, meeting minutes, agreements and contracts, and transfer them to his or her successor.
7. Handle the correspondence of The Friends as requested by the President.

Section 7. Treasurer

The Treasurer shall have the following responsibilities:

1. Serve as an ex officio member of the Board of Directors.

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2. Collect, deposit, and record contributions and membership dues.
3. Make payments and record expenses authorized by a quorum of the general membership.
4. Provide a summary report of The Friends' finances to the general membership on a quarterly basis.
5. Provide a detailed report of The Friend's finances annually.
6. Make the financial records available for review upon the request of any officer, director or a quorum of the general membership.
7. Prepare and submit any required tax documents, after review and approval of the Board of Directors.
8. Inform the Secretary of members that have not paid dues after appropriate notification.
9. Maintain safekeeping of all financial records and reports, and transfer them to his or her successor.

Article 6

BOARD OF DIRECTORS

Section 1. Members of the Board

The members of the Board of Directors shall be the four officers of The Friends as set forth in Article 5, Section 1 and three non-officer members elected in accordance with Article 6, Section 2.

The four officers are ex officio members of the Board and their terms as Board Members are coterminous with their terms as officers.

Section 2. Nominations, Elections and Terms of Office for Non-Officer Board Members

The nomination and election of three non-officer Board Members shall be conducted at the annual meeting of the general membership during September of even-numbered years.

Any member of The Friends can nominate any other member for one of the non-officer Board Member positions. Each member may cast a vote for three of the candidates. The three members receiving the most votes shall be elected.

All non-officer Board Members shall serve a term of two years.

Section 3. Vacancies, Resignation, and Removal of Non-Officer Board Members

Any vacancy (other than a vacancy occurring from a normal expiration of term of office) occurring in a non-officer Board Member position

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shall be filled by conducting an election at a special meeting called for that purpose. The term of the person elected shall terminate at the next regular election of non-officer Board Members.

Any non-officer Board Member may resign by submitting his or her resignation to the President.

Any non-officer Board Member may be removed from office for cause by a two-thirds vote of a quorum of the general membership.

Section 4. Board of Directors Authority and Responsibilities

The Board shall advise the President and other officers in setting the priorities, determining the strategies, and formulating the policies for achieving the purpose of the Friends as set forth in Article 2.

The Board shall review and approve the annual and quarterly financial reports provided by the Treasurer.

The Board shall review and approve the tax documents prepared by the Treasurer before submission to the appropriate federal and state agencies.

The Board members shall assist the President in representing The Friends to the public and other organizations.

The Board may terminate the membership in The Friends of a member for actions, which in the opinion of the Board would have a material adverse affect on The Friends or the purpose of The Friends as set forth in Article 2.

Section 5. Board of Directors Meetings

Board of Directors meetings shall be coterminous with annual and special meetings of the general membership. The President may call additional meetings of the Board of Directors from time to time.

Article 7

COMMITTEES

Section 1. Committee Formation

Committees shall be created by a majority vote of a quorum of the general membership. The motion shall include the

1. Name of the committee
2. Purpose of the committee
3. Number of members

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4. Whether the committee is to be standing committee or an ad hoc committee.

Section 2. Committee Chairpersons

The chairperson of each committee is appointed by the President from the general membership, including officers, with the approval of a quorum of the general membership.

The committee chairperson shall

1. Prepare the agenda and conduct committee meetings.
2. Coordinate the activities of the committee members.
3. Report on the activities of the committee at meetings of the general membership.

Section 3. Committee Members

The president shall appoint the members of each committee from the general membership, including officers.

Section 4. Committee Authority and Operations

Each committee has only the authority expressly granted in the motion that created it, especially in regard to relationships with and commitments to third parties.

Committees shall determine their meeting times and make decisions about their activities by a majority vote of a quorum of their membership. A quorum shall consist of half the membership.

Section 5. Committee Termination

A committee can be dissolved by a majority vote of a quorum of the general membership.

Article 8

OPERATIONS

Section 1. Non-Profit Organization

No member, officer, committee, or quorum of the general membership shall take any action that violates the status of The Friends as a non-profit organization.

Section 2. Relationship to Town of Milford

The Friends shall obtain approval from the appropriate parties who represent the Town of Milford before taking any action that may affect the utilization or physical character of the Trail.

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Section 3. Finances

The fiscal year of The Friends shall be from January 1 to December 31.

Disbursements of funds shall require approval by a majority vote of a quorum of the general membership at the annual or special meeting called for that purpose.

Officers and Directors of the Friends shall not be compensated monetarily or otherwise for performing their responsibilities of office.

Article 9

AMENDMENTS TO BYLAWS

These bylaws may be amended by two-thirds vote of a quorum of the general membership at the annual or special meeting called for that purpose.

Article 10

TERMINATION OF THE FRIENDS OF THE TRAIL

The Friends shall continue to exist from year to year until terminated. Termination shall require two-thirds vote of a quorum of the general membership at two consecutive annual or special meetings called for that purpose.

In the event of termination, any remaining funds shall be transferred to a 501(c)(3) qualified charitable organization having purposes similar to The Friends.

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Change Log

- **Unanimously approved these bylaws (Version 1.0) at an annual meeting of the general membership on September 6, 2005.**

- **Unanimously approved amended bylaws (Version 2.0) at a special meeting of the general membership on December 6, 2005.**
 - Article 2: Changed the organization's purpose.
 - Article 3: Changed "membership classification" to "membership level" throughout the article.
 - Article 4, Section 3: Changed the quorum from ten members to five members.
 - Article 5: Added that each officer is an ex-officio member of the Board of Directors.
 - Article 6: Added new Article 6: Board of Directors.
 - Article 6 in Version 1.0 became Article 7 in Version 2.0.
 - Article 7 in Version 1.0 became Article 8 in Version 2.0.
 - Article 8 in Version 1.0 became Article 9 in Version 2.0.
 - Article 9 in Version 1.0 became Article 10 in Version 2.0.
 - Article 10: In the event of the Friends termination as an organization, changed transferring any remaining funds from "to the Town of Milford for the purpose of trail maintenance" to "to a 501(c)(3) qualified charitable organization having purposes similar to The Friends."

- **Unanimously approved amended bylaws (Version 3.0) at a special meeting of the general membership on May 1, 2006.**
 - Article 8, Section 3: Added a third paragraph: "Officers and Directors of the Friends shall not be compensated monetarily or otherwise for performing their responsibilities of office."

- **Unanimously approved amended bylaws (Version 4.0) at a special meeting of the general membership on November 14, 2006.**
 - Article 3: Changed "Dues shall be payable upon joining, and thereafter at the beginning of each fiscal year." to "Dues shall be payable upon joining, and thereafter upon a member's annual anniversary."