

By-Laws of the Winona Forest Recreation Association
September 2005
Amended December, 2008

BY LAWS
OF
WINONA FOREST
RECREATION ASSOCIATION, INC.

4920 N. JEFFERSON ST. 3R
PULASKI, NEW YORK
13142

A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF NEW YORK

ADOPTED OCTOBER 27, 2005

Amended October 26, 2006

Amended December 17, 2008

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ARTICLE I. NAME AND LEGAL STATUS

The name of this organization shall be Winona Forest Recreation Association, referred to in these By-Laws as the Association. The Association is incorporated as a not-for-profit corporation under the laws of New York State.

ARTICLE II. PURPOSES

The purposes for which the Association has been organized are as follows:

- Promote healthy and safe outdoor recreational activities within Winona Forest Recreation Area.
- Provide assistance and available resources to any authorized organization/club to hold a recreational activity within Winona Forest Recreation Area.
- Organize and conduct events that are in keeping with the promotion of outdoor recreational activities within Winona Forest Recreation Area.
- Coordinate resources to maintain the trail system to applicable standards for which the trails are intended.
- To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, director, or officers.
- To sponsor, organize, and conduct any other competitive and/or participation sports events which will serve to increase public awareness of the beauty, accessibility, abundance, and variety of recreation potential of the forest and the Tug Hill region of New York State; to engage in any other activities consistent with and in support of the above.

By-Laws of the Winona Forest Recreation Association
September 2005
Amended December, 2008

ARTICLE III. MEMBERSHIP

1. Membership is open to individuals and families who support the purposes of the Association.
2. An applicant shall be enrolled as a member upon submission of a completed application form and payment of dues. Any applicant who is under the age of 18 must have written consent of a parent or guardian.
3. Each membership shall be for one year beginning on April 1st. All existing memberships shall remain in effect until their next anniversary. After that date, membership renewal shall be governed by these By-Laws.

ARTICLE IV. DUES

1. The Board of Directors shall determine a schedule of annual dues for membership.
2. Trail Property Owners who grant trail access across their properties shall be afforded free annual membership.

ARTICLE V. BOARD OF DIRECTORS

1. The Association shall be managed by the Board of Directors, which shall consist of the President, Vice-President, Secretary, Treasurer, and Trail Committee Representative, and directors from all user groups.
2. The Association Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Trail Committee Representative. The committee shall have all the authority of the board between its meetings. One additional director will be invited to the Executive Committee meetings.
3. Members in good standing who are at least 18 years of age are eligible to serve as officers or directors.
4. Officers and directors shall be elected at the annual membership meeting. Election shall be by a majority of the votes cast.
5. Nominations of candidates for offices shall be overseen by the Nominating Committee, which shall be chaired by the Vice-President and consist of at least one other member of the WFRA in good standing.

By-Laws of the Winona Forest Recreation Association
September 2005
Amended December, 2008

6. The Trail Committee Director on the Board of Directors shall be proposed to the BOD by the three person Trail Committee which is appointed by the Board of Directors at the Annual Meeting and elections.
7. Officers serve a term of two years. Directors shall serve a three-year term. The directors shall be elected on a staggered basis, with one third of the directors being elected each year. (The initial election of the Board will be for the periods elected to: one third of the directors for one year, one third of the directors for a two-year term, and one third of the directors for a three-year term.) No Officer or Director shall hold more than one position (Officer, Director) at the same time.
8. In the case of a vacancy on the Board of Directors the remaining directors shall appoint a person to serve for the remainder of the term of the person replaced.
9. The Board of Directors/Executive Committee shall meet at such times and such places as it may determine. At a minimum there will be a meeting quarterly. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business.
10. The Board of Directors members have an obligation to develop mutually agreed upon remedies for any officer or director to improve their performance in their various roles and responsibilities as they pertain to the association. Such factors needing attention include but are not limited to gross negligence in performance of board/committee service, financial improprieties, behavior unbecoming to the individual which damages the reputation or standing of WFRA in the community or any other act(s) that the Board of Directors feel warrant remediation. If after this process of remediation has failed, a motion may be presented to sanction or remove said individual from office. Any member who seeks the removal of an officer or director shall submit to the Board of Directors a written statement of the grounds for removal. The officer or director shall have the opportunity to address the allegations at the next Board of Directors meeting. A two-thirds vote of the Board of Directors members voting is necessary to remove an officer or director.
11. The Board of Directors shall establish committees, drawing on Association membership and other relative parties, to perform necessary functions and task related to the purposes of the Association.
12. Each director/committee chair shall appoint at least three (3) members of their user group to the Trail Committee.

By-Laws of the Winona Forest Recreation Association
September 2005
Amended December, 2008

ARTICLE VI. OFFICERS

1. The officers of the Club shall be President, Vice-President, Secretary, Treasurer and Trail Committee Director.
2. The President shall be the chief executive officer of the Association and shall serve as the Chairperson of the Board of Directors.
3. During the absence or disability of the President, the Vice- President shall have all the powers and duties of the President. The Vice-President shall have such other duties as the Board of Directors may prescribe.
4. The Secretary shall keep records of all meetings of the Association and the Board of Directors, maintain a membership roll, attend to correspondence, and receive and distribute notices to the members.
5. The Treasurer shall keep the accounts and financial records of the Association, receive all funds, audit all bills and with approval pay such bills, present a year-end financial report at the annual meeting, and oversee the filing of any required government forms.
6. If the office of President becomes vacant, the Vice-President shall fill that office for the remainder of the President's term. If a vacancy occurs in any other office, the Board of Directors shall appoint a person to fill that office for the remainder of the term of the person replaced.

ARTICLE VII. MEETINGS

1. Unless governance procedures are unanimously voted on to another procedure, Robert's Rules parliamentary procedure will guide all formal WFRA meetings.
2. There shall be an annual membership meeting held in October of each year.
3. The Board of Directors may call additional membership meetings as necessary.
4. A member in good standing may request in writing that the Board of Directors reserve time on the next scheduled meeting agenda to address their issue. If the next scheduled meeting is more than 30 days after receipt of the member's request, then the Board shall schedule a special meeting within 30 days of the request.

By-Laws of the Winona Forest Recreation Association
September 2005
Amended December, 2008

5. The Board shall notify all members in good standing of the date, time, and location of the annual membership meeting and all other membership meetings, whether called by the Board or at the request of individual members.
6. Any member 18 years of age or older, present and in good standing shall have one vote.
7. All committees shall meet at least quarterly and present meeting reports at the regularly scheduled Board of Director meetings.

ARTICLE VIII. COMMITTEES

1. It is recognized that in order for Winona Forest Recreation Association and its user groups to be successful, committees need to be established. Committees provide the capacity and mechanism to achieve the goals of the special events, forest user groups, and the Association. It is expected that Robert's Rules will be the mode of conducting business in each committee.

ARTICLE IX. CONSTRUCTION

If there is any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE X. AMENDMENT

These by-laws may be adopted, amended, or repealed by the membership. Any amendments to these by laws must first be presented to the members a minimum of thirty days before the vote, and then voted on at the next membership meeting.

By-Laws of the Winona Forest Recreation Association
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