

**BY-LAWS**  
**GREAT FALLS TRAIL BLAZERS, INC.**

**ARTICLE I**  
**MEMBERSHIP**

Section 1: Membership in the Corporation is open to all persons who support the purposes of the Corporation as set forth in the Articles of Incorporation.

Section 2: Each member in good standing is entitled to one vote on any matter referred to the membership for decision.

**ARTICLE II**  
**MEMBERSHIP MEETINGS**

Section 1: The annual meeting of the membership will be held on the third Wednesday of May at a location in Fairfax County. Failure to hold the annual meeting will not cause any forfeiture or dissolution of the Corporation.

Section 2: Regular meetings of the membership may be held within or without the Commonwealth or by conference telephone call at the call of the President, a majority of the Board of Directors or a majority of the members.

Section 3: Notice of the annual or a regular meeting must be given at least seven but not more than sixty days in advance, delivered either personally, by mail, electronic mail or telephone message. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice. Notice may be waived before or after the meeting.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 1: The affairs of the Corporation will be managed by a Board of Directors composed of at least five Directors elected by the membership.

Section 2: Candidates for the elected Directors will be nominated by a nominating committee consisting of three people appointed by the President. Only members who consent to serve are eligible to be Directors. Members of the nominating committee are eligible candidates.

Section 3: Elected Directors serve three-year terms except that the terms of two of the initial Board of Directors will be one and two years. A vacancy on the Board may be filled by the remaining Directors for the unexpired term. Directors may hold office until their successor is elected.

Section 4: An elected Director may be removed without cause by a vote of a majority of the membership. Any Director may be removed for cause by the unanimous vote of the other Directors.

#### **ARTICLE IV** **MEETINGS OF THE BOARD OF DIRECTORS**

Section 1: The Board of Directors may meet within or without the Commonwealth, in person or by conference telephone, upon the call of the President or a majority of the Directors. Action may also be taken by the Board of Directors without a meeting by unanimous consent.

Section 2: The Board of Directors will meet the third Wednesday of every month without notice unless otherwise agreed. Notice of a special meeting of the Board of Directors must be given at least forty-eight hours but no more than thirty days in advance, delivered either personally by mail, electronic mail or telephone message. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice. Notice may be waived before or after the meeting.

Section 3: A majority of the Board of Directors constitutes a quorum for the transaction of business. The act of a majority of the Directors present at a meeting is sufficient to bind the Corporation except where these By-Laws provide otherwise.

Section 4: The failure of Director to attend duly called meetings of the Board of Directors for three consecutive months without advance notice is cause for removal from office.

## **ARTICLE V** **COMMITTEES**

Section 1: The Board of Directors, by resolution adopted by the Board, may appoint one or more Committees and may delegate to a Committee authority to take any action that could be taken by the Board except on matters that these By Laws require be taken by the Board and authority to spend money in excess of an amount budgeted by the Board for necessary expenses of the Committee. Members of the Committee may but need not be Directors.

Section 2: Committees will manage their duties as directed by the Board or Chair. Minutes of Committee meetings and records of all official actions must be made and delivered to the Secretary.

## **ARTICLE VI** **OFFICERS**

Section 1: The Officers of the Corporation will be a President, a Secretary, a Treasurer and Vice Presidents or other officers as the Board of Directors may determine. Each officer will hold office for a term of one year or until a successor is appointed.

Section 2: The Board of Directors will designate one of themselves President, one of themselves Secretary and one of themselves Treasurer.

Section 3: An officer may be removed from office with or without cause by the Board of Directors. Any vacancy created by the resignation, removal or death of an officer will be filled in the same manner as the original designation for the unexpired term.

Section 4: The President is the Chief Executive Officer of the Corporation and Chairman of the Board of Directors. The President chairs

the annual and any regular meeting of the membership. The President is responsible for the execution of orders of the Board of Directors, the preservation of the assets of the Corporation and the fulfillment of the obligations of the Corporation under law.

Section 5: The Secretary keeps the minutes and official records of the Corporation and gives notice of meetings as required by these By-Laws.

Section 6: The Treasurer has custody of the intangible assets of the Corporation, keeps full and accurate accounts of receipts and disbursements, files financial reports and returns required by the State Corporation Commission and tax authorities and renders to the Board of Directors, at each meeting, an account of all transactions and the financial condition of the Corporation.

Section 7: Officers of the Corporation serve without compensation but may be reimbursed for their actual and reasonable expenses incurred in carrying out the purposes of the Corporation.

## **ARTICLE VII**

### **CONTRACTS AND FINANCIAL AFFAIRS**

Section 1: The Board of Directors may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Corporation may not make any loans to an Officer or Director.

Section 3: All checks, drafts or other orders for the payment of money issued in the name of the Corporation, must be signed by an agent of the Corporation not the Treasurer and in such a manner as may from time to time be determined by resolution of the Board of Directors.

Section 4: Funds of the Corporation not otherwise employed will be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.

## **ARTICLE VIII** **GENERAL PROVISIONS**

Section 1: Indemnification of Officers and Directors. The Corporation will indemnify, to the fullest extent permitted by the laws of the Commonwealth, any Director or Officer of the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he is adjudged to be liable for negligence or misconduct in the performance of a duty. Such indemnification is not exclusive of any other rights to which such Director or Officer may be entitled, under any agreement, vote of the Board of Directors or otherwise.

Section 2: Fiscal Year. The fiscal year of the Corporation will be the calendar year.

Section 3: Amendments. These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the members present at a meeting, provided that prior written notice of each proposed amendment or repeal has been given to all members in accordance with the provisions hereinabove and a quorum is present at the meeting in person or by proxy.

Section 4: Exempt Activities. Notwithstanding any provision in these By-Laws or in the Corporation's Articles of Incorporation, the Corporation may not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).

Section 5: Dissolution. Upon dissolution of the Corporation, all moneys and assets then in possession of the Corporation will be distributed to Potomac River Greenways Coalition for its sole use.

**ARTICLE IX**  
**ADOPTION**

Section 1: These By-Laws will become effective upon the affirmative vote of a majority of the members present at a meeting membership.

Section 2: These By-Laws may be amended by a majority of the members present at an annual or regular meeting of the membership.

ADOPTED:  
May 16, 2001