

BYLAWS
OF THE
FRIENDS OF THE PAINT CREEK TRAIL

ARTICLE I – Name and Office

Sec. 1. The name of this organization is the Friends of the Paint Creek Trail.

Sec. 2. The Friends shall have and continuously maintain a registered office in the State of Michigan.

ARTICLE II – Purpose

Sec. 1. Friends of the Paint Creek Trail is organized exclusively for charitable, religious, education, and/or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

Sec. 2. The purpose of Friends of Paint Creek Trail is to promote the usage, maintenance, and improvement of the Paint Creek Trail. The non-motorized trail provides a means to promote the health and well-being of thousands of citizens of southeast Michigan and beyond.

Sec. 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its participants, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III – Committees

Sec. 1. Nominating Committee. A Nominating Committee of three (3) participants shall be elected for a one-year term at the Annual Meeting. Nominations for the committee shall be made from the floor with the consent of the nominee. No member of the Board of Directors shall be eligible to serve on this committee. The nominee receiving the highest number of votes shall serve as Chair.

Sec. 2. The duties of the Nominating Committee are to review qualifications for nominees to the Board of Directors. No member shall be nominated who has not given his/her consent to serve. A candidate for a Director position shall have been an active participant in good standing.

Sec. 3. The report of the Nominating Committee shall be sent to the President at least six (6) weeks prior to the date of the Annual Meeting.

Sec. 4. At least twenty-one (21) days prior to the date of the Annual Meeting, the Secretary shall mail to all active participants a ballot containing the names of those nominated as candidates for the Board of Trustees and a return envelope marked “Ballot” addressed to the Secretary.

Sec. 5. The Ballots shall be mailed so the Secretary shall receive them not later than five (5) days preceding the Annual Meeting. The Secretary shall record the names of the members who have cast their votes and deliver all sealed envelopes marked “Ballot” to the committee charged with tallying the ballots.

Sec. 6. The committee to tally the votes shall consist of three (3) participants appointed by the President. Their report shall be presented at the Annual Meeting by the President, and entered in full in the minutes.

Sec. 7. Other committees may be formed as deemed necessary by the Board of Directors.

ARTICLE IV – Board of Directors

Sec. 1. Friends of the Paint Creek trail shall be governed by its Officers and a Board of Directors consisting of the participants of Friends of the Paint Creek Trail.

Sec. 2. The term of office for each Trustee shall be unlimited.

Sec. 3. Meetings of the Board of Directors shall be held at such times and places as the Board, by resolution, designates or upon the call of the President or upon written request of 25% of the Board members then in office.

Sec. 4. One third (1/3) of the Directors then in office shall constitute a quorum at any meeting.

Sec. 5. The Directors shall have the power to purchase, retain, transfer and sell Friends of the Paint Creek Trail's property; and to invest and reinvest its funds and assets.

ARTICLE V – Officers

Sec. 1. The officers of Friends of the Paint Creek Trail shall be a President, Vice-President, Secretary and Treasurer. They shall be elected by the Board of Directors from its own numbers.

Sec. 2. The duties and powers of the respective officers of Friends of the Paint Creek Trail shall be such as customarily attach to the offices in similarly constituted organizations, together with such other duties and authority as may from time to time be vested in them by the Board of Directors.

Sec. 3. The Board of Directors may appoint such other officers and staff members as it may deem proper, and prescribe their respective duties and authority.

ARTICLE VI – Dissolution

Sec. 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII – Amendments

Sec. 1. These Bylaws may be amended at any time by (i) the affirmative vote of the Board of Directors of Friends of the Paint Creek Trail at any annual or special meeting, if a notice of the proposed amendment is contained in the notice of such meeting; or (ii) the affirmative vote of a majority of the Board of Directors then in office at any regular or special meeting of the Board.

ARTICLE VIII – Indemnification

Sec. 1. Friends of the Paint Creek Trail shall, to the fullest extent now or hereafter permitted by law, indemnify any Director or Officer of Friends of the Paint Creek Trail who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that such person is

or was a Director, Officer or agent against expenses including attorneys' fees (which expenses may be paid by Friends of the Paint Creek Trail in advance of the final disposition of such action, suit or proceeding as provided by law), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted (or refrained from acting) in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of Friends of the Paint Creek Trail and with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The indemnification herein provided for shall continue as to a person who has ceased to be a member of Friends of the Paint Creek Trail and, to the extent provided in a resolution of the Board of Trustees or in any contract, between Friends of the Paint Creek trail and such person, may continue as to a person who has ceased to be a member or agent of Friends of the Paint Creek Trail. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer or agent of Friends of the Paint Creek Trail shall inure to the benefit of the heirs, personal representatives and administrators of such person.

ARTICLE IX – Volunteers

Sec. 1. Except as otherwise provided by law, a volunteer Director or volunteer Officer of Friends of the Paint Creek Trail is not personally liable to Friends of the Paint Creek Trail for monetary damages for a breach of the Director's or Officer's fiduciary duty.

Sec. 2. Friends of the Paint Creek Trail assumes all liability to any person other than Friends of the Paint Creek Trail for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director.