

BYLAWS OF MULTI USERS OF TALKEETNA TRAILS, INC.

Article I

NAME

The name of the organization shall be Multi Users of Talkeetna Trails, Inc., herein referred to as “MUTT”.

Article II

PERIOD OF DURATATION

The period of duration for MUTT is perpetual.

Article III

STATEMENT OF PURPOSE

The mission of MUTT is “Giving Voice and Promoting Sustainable Trail Access for All Users and their Dogs”.

Article IV

MEMBERS

~~Voting Membership in MUTT shall be open to all general members whose primary residential address is within the Talkeetna, Chase, or Sunshine Community Council boundaries. Voting members may vote on any issue presented to the Voting Membership by the Board of Directors.~~
General Membership in MUTT shall be open to all persons 16 years of age and older.

Membership fees shall be set by the Board in policy.

Article V

BOARD OF DIRECTORS

Section 1: Powers & Duties

The policies and activities of MUTT shall be determined by the Board of Directors in accordance with the Articles of this document.

Section 2: Authorized Number

The authorized number of directors shall be no less than three (3) persons and no more than seven (7) persons.

Section 3: Nominations and Term of Office

Nominations: Directors shall be nominated and elected by the General Membership at the annual meeting. Directors serve at the pleasure of the board. Only Voting Members of MUTT are eligible to serve on the Board of Directors.

Terms: Directors shall serve a two (2) year term. A directors' term shall begin immediately after being elected. A director may serve three (3) consecutive two (2) year terms. Former board members may be re-elected to the board after a one-year retirement from the board.

Section 4: Meetings

Regular Meeting: A regular meeting, virtual or in person, of the Board of Directors shall be designated by the President in the notice of the meeting, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings. Notice of the meeting shall be made public 2 weeks before the meeting.

Annual Meeting. The annual meeting, virtual or in person, of the Board of Directors shall be held in April or May.

Special Meetings. Special meetings, virtual or in person, of the Board of Directors shall be held upon notice to the Directors and may be called by the President upon three (3) days' notices to each Director either personally or by mail or email. Special meetings can also be called by the President or by the Secretary in a like manner on written request of two (2) Directors. The (3) three days' notice of a meeting may be waived by unanimous agreement of the Directors.

Meetings shall be conducted with decisions made on a consensus basis. If a consensus cannot be reached, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order MUTT may adopt.

The President may vote on all actions considered by the Board of Directors.

Section 5: Vacancies

If a vacancy on the board occurs before the end of term, the board may appoint a Director to fill that vacancy until the end of the term.

Section 6: Resignations

Any Director may resign at any time by giving written notice to the President or the Secretary, who shall bring such resignation to the attention of Directors in a timely manner and, in any case, before the next meeting of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Secretary of the Board of Directors. Failure of a Director to attend three (3) consecutive meetings, unexcused, shall be deemed tender of resignation.

Section 7: Dismissal/Removal of Director

Any Director may be removed from such office by a majority vote of the Directors at a special meeting of the Board of Directors.

Section 8: Compensation

Directors shall not be compensated for their services as members of the Board of Directors, but the Board of Directors may authorize the reimbursement of said members for authorized expenditure related to the activities of MUTT.

Section 9: Quorum

A quorum of at least three Directors must be present to conduct business at any meeting of the Board of Directors.

Section 10: Proxy

No member may authorize another person or persons to act for that member by proxy.

Article VI

OFFICERS AND DIRECTORS OF THE BOARD OF DIRECTORS

Section 1: Officers

The officers of the Board of Directors shall be a President, a Treasurer, a Secretary and a Vice President. The Vice President can be held by any Director or officer. They shall be selected by consensus vote of the Board of Directors from among the Directors of the Board. Their terms of office shall be for a duration of one year, with their selection for office to occur during the annual meeting in any given year. There shall be no restriction on the number of consecutive terms of office that may be served by the officers of the Board of Directors.

Each Director is assigned a specific task outlined in policy. Director positions will be added or removed depending on MUTT's needs and voted on by the Board of Directors.

The duties of the President of the Board shall include but not be restricted to the convening and management of all meetings of the Board of Directors. In addition, the President shall retain knowledge of the on-going business of MUTT and shall be an *ex officio* member of all committees. The President, or the President's designee, shall serve as liaison to supporting agencies and organizations.

Section 2: President

Section 3: Treasurer

The duties of the Treasurer of the Board shall include but not be restricted to the duties commonly incident to and vested in the office of the Treasurer of a corporation. The Treasurer shall have the care and custody of all funds and securities of MUTT in such financial institutions as the Board of Directors may elect and shall disburse said funds and securities pursuant to the orders of the Board of Directors. All accounts shall be reconciled at least once per year and this written report shall be submitted to the Board of Directors.

Section 4: Secretary

The duties of the Secretary of the Board shall include but not be restricted by responsibility for taking minutes of all Board meetings, for maintaining the records of MUTT, and for such duties as the Board of Directors shall require.

Section 5: Vice President

The duties of the Vice President of the Board shall include but not be restricted fulfilling the duties of President in the absence of the President.

Section 6: Vacancies

If a vacancy of an office occurs before the end of term, the Board of Directors shall appoint an officer to fill that vacancy until the expiration of that term.

Article VII

Section 1: Standing Committees

COMMITTEES

The Board of Directors may create standing committees and/or ad hoc committees as are deemed necessary for successful operation of MUTT.

Section 2: Duties

The Board of Directors shall define the duties of all standing and ad hoc committees.

Section 3: Committee Chairpersons

The Chairperson of all standing and ad hoc committees shall be appointed by the Board of Directors. Chairpersons of all committees shall be members of the Voting Membership.

Section 4: Committee Membership

The Committee Members of all standing and ad hoc committees shall be appointed by the Board of Directors or Chairperson of the respective committee. Committee Members of all committees shall be members of the General Membership.

Article VIII

LIABILITY

Section 1: Liability of Directors, Officers, Employees, and Members.

The directors, officers, employees, and members of MUTT are not, as such, liable on its obligations.

Section 2: MUTT obligations

MUTT agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon MUTT, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. MUTT may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense."

Article IX

MISCELLANEOUS

Section 1: Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December each year.

Section 2: Bylaw Changes

Amendments to or changes in these Bylaws may be adopted at any meeting of the Board of Directors, provided that the proposed amendment or change has been presented at two (2) Board of Directors meetings prior to the meeting at which voting is to take place, and is passed by 2/3 majority of the Board of Directors.

Article X
DISSOLUTION

Upon the dissolution of MUTT, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of MUTT, dispose of all assets of MUTT exclusively for the purposes of MUTT in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

These bylaws adopted by the Board of Directors of the Multi Trail Users of Talkeetna, Inc. this 21th day of July, 2021.