

BYLAWS of
THE FLORIDA TRAIL ASSOCIATION, INC.
(A Florida not for profit Corporation)

● ARTICLE I - MISSION

The Florida Trail Association builds, maintains, protects, and promotes the Florida National Scenic Trail (Florida Trail), and a network of hiking trails throughout the State of Florida.

● ARTICLE II - DEFINITIONS

1. "Florida Trail" means the continuous route of the Florida National Scenic Trail.
2. "Florida Trail System" means the system of all other continuous trails, loop trails near population centers, connecting trails, side trails, and cross trails which have been developed and maintained by the Association throughout the State of Florida.

● ARTICLE III - MEMBERSHIP IN THE ASSOCIATION

Section 1. Qualifications for Membership. Any person may become a Member by paying the dues required for the desired class of Membership.

No person shall, on the grounds of age, race, color, sex, religious creed, national origin, or other protected class, be denied Membership in the Association or access to programs and services to the general public.

Section 2. Classifications of Membership and Dues. The classifications of Membership in the Association and the dues associated with each class of Membership shall be established by the Board. A Membership class may consist of an individual, family (defined as two adults and children under 18 years of age), associate member, agency, commercial firm, or other entity as may be designated by the Board.

Section 3. Termination of Membership. Any person who fails to pay dues before the end of the renewal period of the previous Membership shall cease to be a Member. The Executive Director shall terminate the Membership of any person who has been determined by a majority of the members of the Board to have violated rules and regulations of the Association in such a manner as to have been detrimental to the mission of the Association. No such determination shall be made without a hearing on the matter by the Board, to which the person shall be invited and at which such person shall be entitled to present his or her case. The member who is at risk of having their membership terminated by the Board must receive notice of the reason for the proposed termination and the date and time of the hearing at least ten business days in advance of the hearing. This hearing may be conducted during a regularly scheduled meeting or a specially called meeting of the Board.

Section 4. Voting Privileges for Members. Voting privileges for all Association Membership classes shall be established by the Board.

Except for those Membership classes designated by the Board as having no vote, Members shall have a vote on the following:

- Election of Association Directors
- Other matters as determined by the Executive Director
- Election of Chapter officers
- Other Chapter matters as determined by Chapter leadership and the Executive Director

There shall be one vote for each Association individual or family Membership. There shall be no vote for an agency, associate, or commercial class of Membership.

● **ARTICLE IV - MEMBERSHIP MEETINGS AND VOTING**

Section 1. Notice of Meetings. Notice of meetings of the Membership shall be transmitted no less than thirty (30) days before the scheduled meeting and shall contain the following information: date, time, place, and general purpose of the meeting. Notice shall be in the form of first-class mail, electronic transmission such as email, or as an insertion into the Association's magazine or newsletter, provided the magazine or newsletter is distributed to Members at least thirty (30) days before the scheduled meeting.

Section 2. Annual Meetings. The Annual Meeting of the Association shall be held at a time and place within the State of Florida as determined by the Executive Director , for the transaction of such business as may come before the meeting. Election of Directors shall occur only by electronic ballot, without a meeting, under Section 4 below. Notice of the meeting shall be transmitted at least thirty (30) days before such meeting to all Members under Section 1 above.

Section 3. Special Meetings. A special meeting of the Members may be called by any of the following: The Board Chair, a majority of the Board, or 2% of the membership representing a majority of the Chapters. Notice of such meeting shall be transmitted at least thirty (30) days before the meeting under Section 1 above.

Section 4. Quorum. Twenty-five (25) voting members representing a majority of the Chapters shall constitute a quorum at any Membership meeting of the Association.

Section 5. Manner of Voting Election of Association Directors. The election of Directors shall be conducted only by ballot without a meeting. Ballots shall be in the form of electronic transmission, transmitted no fewer than thirty (30) days before the Annual Board Meeting. Ballots must be returned by electronic transmission. Ballots must be returned no later than five (5) business days before the Annual Board Meeting. Results shall be announced at the Annual Board Meeting and posted on the Association website and newsletter. A ballot not returned by the deadline constitutes a non-vote by that member.

Section 6. Voting at Meetings. Except for Article IV Section 5 above, voting at meetings may be by voice or secret ballot. A secret ballot may be at the discretion of the meeting Chairperson or the request of ten percent (10%) of the Memberships represented at the meeting.

● ARTICLE V - THE BOARD OF DIRECTORS

Section 1. General Powers and Duties. The affairs of the Association shall be managed by the Board, which shall promote, sponsor, govern, and advise the organization. The Board shall determine the mission and ensure effective organizational planning of the Association and evaluate the organization's effectiveness in achieving its mission, using such guidelines as it may adopt from time to time. It shall:

- select the Executive Director;
- annually evaluate the performance of the Executive Director and set the salary of the Executive Director;
- approve Association policies; establish the Chapter Council (whose Chair shall be selected from among the members of the Board);
- advise the Executive Director on major decisions;
- ensure adequate funding;
- establish and maintain relationships with the Chapter Council, association members, and other stakeholders;
- cultivate new partners;
- enhance the public standing of the Association;
- provide financial oversight;
- determine, monitor, and strengthen the Association's programs and services;
- ensure legal and ethical integrity;
- maintain accountability;
- recruit and orient new Board members;
- assess Board performance periodically;
- make or withdraw any Chapter assignment for the maintenance of a section of the Florida Trail and Florida Trail System.

Section 1.1 The Board may adopt policies governing its activities, including but not limited to those governing budget and expenditures, conflicts of interest, execution of instruments, legislative and other advocacy activity, and any other relevant topics. The Board shall adopt its policies by a simple majority vote by all board members attending any meeting at which there is a quorum.

Section 2. Officers and Directors. The Board shall consist of the Officers, who are the Chair, Vice Chair, Treasurer, Secretary, and the Association's Executive Director (ex officio in a nonvoting capacity), and up to eleven (11). Directors are elected to the Board for terms of three years, each commencing and ending with the Annual Board Meeting. Directors must be Members in good standing. Directors shall be elected by the Membership, and Director terms will be staggered so that no more than six will expire in any given year.

A person who has served a full three-year term as Director may be re-elected to the Board as a Director for one additional full three-year term. An individual who was elected to fill the unexpired portion of a term is not precluded from immediately thereafter being elected to a full three-year term and may be

reelected for a second full three-year term if asked to serve by the Nominating Committee.

Section 3. Ex Officio Members of the Board. The Board may appoint non-voting, non-quorum Ex Officio members.

Section 4. Nomination Procedure. Members of the Nominating Committee will be appointed by the Chair and shall be composed of two serving directors and one current member of the Chapter Council. Nominating Committee members will be appointed for one year and must not be a candidate for any director position. An open call for candidates for vacant director positions will be made and each person interested in being considered must submit an application to the Committee as per Committee procedures.

Section 5. Resignation of Director. Any Director of the Association may resign at any time by giving written notice of such resignation to the Chair, and the resignation shall take effect at the time specified therein, or if no time is specified, immediately upon receipt.

Section 6. Removal of Officer or Director. Any Director of the Association, including Officers, may be removed, by a three-fourths vote of the Board present and voting at a duly called meeting of the Board as described in Article VI section 1 below.

Section 7. Vacancies. Vacancies of Directors on the Board may be filled by a majority vote of the Board, and any person so elected to fill a vacancy on the Board shall serve for the remainder of the specific three-year Board of Director term that they have filled.

- **ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE**

Section 1. Regular and Special Meetings. Regular meetings shall be scheduled each year by the Chair or a majority of the Board. Special meetings may be held upon call by the Chair or a majority of the Board. The Secretary shall give notice of each special meeting at least three (3) days before the date thereof.

Section 2. Quorum and Voting Procedure. A majority of the seated members of the Board, as enumerated in these bylaws, shall constitute a quorum for the transacting of business. Unless expressly provided otherwise herein, every act or decision done or made by a majority of the Board members present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Members of the Board, or the Executive Committee thereof, shall be deemed present at a meeting of the Board or such Committee if a telephone or other communications method is used by means of which all persons participating in the meeting can communicate with each other.

Section 3. Attendance. Any Officer or Director who is absent without excuse for the last two consecutive meetings of the Board shall be deemed to have resigned from the Board and any office held, and the Board is authorized to declare the position vacant and act to fill the vacancy.

Section 4. Executive Committee. The Chair, the Vice Chair, the Treasurer, and the Secretary shall constitute the Executive Committee. The Executive Director shall be a non-voting member of the

Executive Committee.

The Executive Committee shall set Board agenda, provide continuous oversight of the Association and, in intervals between meetings of the Board, shall have the power to make emergency policy decisions, except that the Committee may not modify any act or directive of the Board.

● ARTICLE VII - OFFICERS

Section 1. Enumeration and Election of Officers. The Officers shall consist of the Chair, Vice Chair, Treasurer, and Secretary. The Officers shall be chosen by the full Board at the Annual Board meeting in April. The Officers shall each be chosen by a majority vote of the Board members. Nomination and election of officers shall be accomplished by a process decided by the Board of Directors. In the event of a vacancy during the year, the position shall be filled by a majority vote of the Board, and the Officer so chosen shall serve the balance of the unexpired term. The Chair, Vice Chair, and Secretary may hold the same office for not more than two (2) consecutive terms. An individual who was elected to fill the unexpired portion of a term is not precluded from immediately thereafter being elected to a full term and may be re-elected for a second full term. The Treasurer may serve as many terms as deemed desirable by the Board of Directors

Section 2. Duties and Powers of the Officers.

a) The Chair:

- Shall call and preside at the meetings of the Membership and the Board;
- Shall be authorized to sign documents on behalf of the Association;
- Shall be an Ex-Officio member of all committees, except the Nominating Committee;
- With the approval of the Board, may appoint special committees not otherwise provided for in the bylaws;
- Shall, with the approval of the majority of the entire Board of Directors, employ and release the Executive Director.
- Shall conduct all business of the Florida Trail Association in the absence of an Executive Director, including selling, purchasing, and mortgaging all FTA property, real and personal, tangible and intangible.

b) Vice Chair:

- Shall assist the Chair in the performance of the duties of that office and other such duties as are assigned by the Board;
- Shall perform the duties of the Chair in the absence of the Chair. Should the Vice Chair not be available to act in the absence of the Chair, the next line of succession shall be the Secretary.

c) Secretary:

- Shall keep the Minutes of all meetings of the Board of Directors;

d) Treasurer:

- Shall be the Chief Financial Officer of the Association in the absence of qualified Association staff;
- Shall be the Chair of the Finance Committee;
- Shall be the custodian of the funds of the Association;
- Shall oversee the preparation of a budget and present it for approval to the Board;
- Shall see that payments are made in accordance with the budget and these Bylaws;
- Shall see that appropriate reports are made and licenses are secured.

● ARTICLE VIII – EXECUTIVE DIRECTOR

The Executive Director of the Association shall be appointed by the Board. The Executive Director shall serve as an ex officio, non-voting member of the Board and Executive Committee. In the event the Executive Director is temporarily unable to fulfill the duties of that office, the Executive Committee shall appoint an Acting Executive Director for the duration of the absence.

The Executive Director shall have direct line authority over the Association’s employees and is responsible to the Board for the administration of the Association and for carrying out the policies and procedures established by the Board.

● ARTICLE IX - COMMITTEES OF THE BOARD

Section 1- Standing Committees. In addition to the Executive Committee, there shall be the following standing committees: the Finance Committee, and the Trails Development and Planning Committee. The Chair of the Board, in consultation and agreement with the Board, shall appoint the Committee Chairs from among the members of the Board of Directors except where those positions are otherwise designated in this document.

Section 2 - Ad-hoc Committees. The Board may create Ad-hoc Committees with a specific purpose and duration as needed. The Chair and membership of any Ad-hoc committee shall be appointed pursuant to Sections 1 and 3 of this Article.

Section 3 - Committee Organization. - Each Standing Committee shall be composed of at least two board members in addition to the Committee Chair and can invite, with the approval of the Board, non-board Association members to serve on any committee.

Section 4 – Policies Defining the Scope and Activity of each Committee. The Board shall adopt one or more policies which define the scope and activity of each Standing Committee and may adopt one or more policies which define the scope and activity of each Ad-hoc committee, including the term for each Ad-hoc committee.

Section 5 – Governance Structure. The Board, the Officers, the Committees and the Executive Director all have roles and responsibilities regarding matters that relate to governing the organization. For guidance

and reference purposes, the following responsibility matrix is provided:

Governance Item	Primary Owner(s)	To Be Consulted	To be Informed (via email or Board meetings)
Develop operational strategies to strengthen the organization, employ good governance principles, and advance the organization’s mission.	Executive Director, Executive Committee	All	All
Devise and recommend policies that reflect best practices for overall good corporate governance.	Executive Director, Executive Committee, All Board Members	All	All
Develop and maintain a code of ethics policy and recommend it to the Board.	Executive Director and Board Chair	All	All
Lead and facilitate periodic board self-assessments to ensure overall effectiveness.	Executive Committee & Nominations Committee	All	All
Support the Executive Director in development of a long-term strategic plan.	All Board Members	All	All
Review individual Directors at the end of their terms as part of the re-election process to ensure that they continue to have the appropriate skills and engagement level to continue serving on the Board.	Nominations Committee	All	All
Make recommendations to the Board about the criteria and qualifications they deem appropriate for election as Directors.	Nominations Committee	All	All
Review and recommend changes to bylaws.	Executive Director, Executive Committee	All	All
Monitor organizational compliance with the FTA’s policies, directions, and Strategic Plan.	Executive Director, Executive Committee	All	All
Establish guidelines for directors that clearly outline their responsibilities and duties, and define the delineation between Board and staff responsibilities.	Executive Director, Executive Committee	All	All
Develop and implement annual work plans and performance assessments for the Executive Director.	Board Chair, Executive Committee.	All	All

- ARTICLE X - CHAPTERS OF THE ASSOCIATION

Section 1. Establishment. To deliver Association services to its Members, all geographical areas of the State shall be assigned by the Board to a Chapter.

Section 2. Chapter Operation. The operation of any Chapter shall be in accordance with the Association's bylaws, Policies, Standards, Procedures, and the Chapter Operating Procedures.

Section 3. Chapter Council. There shall be a Chapter Council established as an advisory body of the Association. It shall comprise of one Representative from each Chapter, one Board member who shall act as the Chair, and the Executive Director. The purpose and responsibilities of the Chapter Council shall be to (i) provide a forum for discussion, exchange of ideas, and problem-solving for Chapter level issues and concerns; (ii) advise the Executive Director on Chapter needs and issues; (iii) coordinate regional conferences; (iv) promote and facilitate training of Chapter officers and committee chairs at the Chapter level; (v) receive and act on matters referred to it by the Executive Director ; (vi) promote the recruitment and nurturing of membership at the Chapter level; (vii) identify potential candidates for all elected state level positions and provide that information to the Nominating Committee; and (viii) discover emerging concerns related to the Florida Trail and the Association. The Chair of the Council shall be appointed by the Chair of the Board from among the elected members of the Board and with the concurrence of the majority of the Board present.

Regular meetings of the Council shall be scheduled in consultation with the Board. Special meetings may be called by the Council Chair, Executive Director, or by a majority of the Council Representatives, and notice of each special meeting shall be given to the Council Representatives at least three days prior to the date thereof. A quorum shall be by representation of a majority of the Chapter Representatives.

To help aid the Executive Director with operational decisions and oversight, an advisory group will be established to represent the entire Chapter Council. The advisory group shall be comprised of no more than five Chapter representatives from the Chapter Council, Chapter Council Chair, and the Executive Director. Each year, representation in the Chapter Council Advisory Group will change so that each Chapter has an opportunity to be represented over time. The selection process for the advisory group will be determined and managed by the Executive Director, and efforts will be made to ensure representatives are geographically dispersed to best represent all Chapters.

Section 4. Inactivity or Dissolution. In the event of inactivity or the dissolution of a Chapter, the Association shall assume possession of its assets. If the Chapter is reactivated, any unused or usable assets shall be returned to the Chapter.

- ARTICLE XI DISSOLUTION

In the event of the dissolution of the Association, its assets shall be distributed to an organization or organizations with similar interests and purposes, which have qualified for exemption under Section 501(c)(3) and 170(e) of the Internal Revenue Code, or to the Federal, Florida, or any local government for exclusive public purpose.

● ARTICLE XII- AMENDMENTS AND RULES OF ORDER

Section 1. Amendments. The Articles of Incorporation of the Association, or these bylaws, may be amended by two-thirds (2/3) vote of the Board. Notice of any proposal to amend these bylaws, or amend the Articles of Incorporation of the Association, must be given to each member of the Board of Directors at least thirty (30) days in advance of the meeting at which it is to be considered, unless such advance notice is waived by two-thirds (2/3) vote of the Board.

Section 2. Rules of Order. The latest edition of Robert’s Rules of Order (Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws or by specific rules of procedure adopted by the Board.

Submitted for consideration, amended and approved by the Board this 30th day of August 2025.

Amendments Approved by Board of Directors:

September 10, 1988	April 29, 1989	April 28, 1990
January 21, 1995	January 25, 1997	September 6, 2003
February 25, 2006	January 26, 2008	September 13, 2009
January 23, 2010	May 15, 2010	February 9, 2015
April 7, 2018	July 13, 2019	December 8, 2021
March 23, 2022	March 19, 2024	October 26, 2024
		August 30, 2025

I certify that these are the complete and accurate bylaws of The Florida Trail Association, Inc.



Michelle Duncan, Ph.D., Board Chair

Date 08/30/2025