

Friends of Granger Paths, Inc.

41-2237591



Friends of Granger Paths, Inc.  
P.O. Box 306  
Granger, IN 46530

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## **Friends of Granger Paths, Inc.**

### Article I

#### Name

##### Section 1.01: Name of the Corporation

The name of the Corporation shall be the Friends of Granger Paths, Inc.

### Article II

#### Organization

##### Section 2.01: Organization

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### Article III

#### Mission Statement

##### Section 3.01: Purposes of the Corporation

To establish a greenway and non-motorized transportation corridor within Granger and to connect these greenways and non-motorized transportation corridors to neighboring communities but not limited to: Mishawaka, South Bend, and Elkhart.

To develop and promote consensus, through education of the population, regarding the advantages of Granger Paths.

To ensure that an implementation mechanism is established to acquire, develop, maintain, and operate the Granger Paths.

To enter into any activity, do any and all acts consistent with and complementary to opening and operating Granger Paths and in furtherance of the purposes set forth herein.

##### Section 3.02: Restrictions and Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, Board, officers, or other private person, except that the Corporation 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 Article II.

### Article IV

#### Membership

##### Section 4.01: Members of the Corporation

The membership of the corporation and the membership of its Board of Directors shall be one and the same.

## Article V

### Board of Directors

#### Section 5.01: Powers and Duties of the Board

All rights, powers, duties and responsibilities relative to the management and control of this Corporation's property and affairs are vested in the Board of Directors. These powers exist in the Directors' meeting as a group and not in individual Directors except as delegated by the board. Directors have a duty to exercise reasonable care and prudence in administration of this Corporation and are responsible to disburse the funds and property received by the Corporation only for the purposes for which they were received. The Board shall require yearly accounting of all funds disbursed by the Corporation.

The Board of Directors shall have authority to establish standing and ad hoc committees.

Standing and ad hoc committees established by the Board of Directors shall consist of at least one Board member.

#### Section 5.02: Number of Directors and their Term of Office

The Board of Directors shall strive to maintain not less than 10 nor more than 15 members. Directors shall ideally represent areas of interest for expected trail users and the geographical areas through which the trail runs. At least one non-voting representative of St Joseph County Parks shall be invited to participate in Board activities and shall be eligible to stand for election as a director. Directors will represent as much as is possible the following areas of interest: Bicycling, Hiking, Cross Country Skiing, Education, Tourism, Civic Groups (Scouts etc.), Naturalists, Adjacent Landowners. There may also be Directors at Large.

Directors shall be elected for three year, renewable, staggered terms. Approximately one third of the Directors shall be elected each year. Directors may serve until their successors are elected.

Each Director shall be placed into one of three election Groups. Group A will stand for re-election the first year, Group B will stand for re-election the second year, and so on. To maintain balance among the Groups, the Board may decide that new directors, entering the Board for the first time, will initially serve only one or two years before re-election. If necessary, the Board may also maintain balance by reassigning currently serving directors to a new Group.

#### Section 5.03: Nomination and Election of Directors

Directors shall be elected at the Annual Membership Meeting of the Corporation to staggered terms, with approximately one third elected each year.

Approximately three months prior to the Annual Corporate Membership Meeting, the Executive Committee will screen and nominate prospective Board members.

Ballots listing the names of those recommended for Board membership shall be sent by mail to all members no less than three weeks preceding the Annual Corporate Membership Meeting; ballots may be returned by mail or may be brought to the Annual Corporate Membership Meeting. Ballots shall be accepted until fifteen minutes after the scheduled starting time of the Annual Corporate Membership Meeting.

The Executive Committee shall collect ballots brought to the Annual Corporate Membership Meeting in order that they may thus tally all ballots and report results to the membership.

At its discretion, the Board may also elect new directors at other times of the year.

Section 5.04: Meetings of the Board of Directors

The Board of Directors shall meet monthly, if necessary, and more frequently, if needed.

Notices of Board Meetings shall be posted at a location to be determined by the Board of Directors and mailed to Board members no less than five days preceding the meeting date; the announcement shall state the time, date, and place of the meeting and shall include a tentative agenda.

Section 5.05: Special Meetings of the Board

Special meetings of the Board of Directors may be called at any time by the President or by one-third of the Directors. Notice of the special meetings shall be made by mail or by such other means as the President deems appropriate at least five days before the day of the meeting and shall state the time, place and proposed agenda.

Section 5.06: Organization and Conduct of Board Meetings

The President (or, in his or her absence, the Vice-President) shall preside over each meeting of the Board. Meetings may be conducted either informally or under Robert's Rules of Order at the discretion of the presiding officer, unless a majority of those present requests that Robert's Rules of Order be followed.

The Secretary shall record the minutes of each meeting.

Section 5.07: Quorum

A quorum shall consist of no less than 51% of the Board. The presence of a quorum shall be necessary for the conduct of business.

Section 5.08: Voting

Except as otherwise provided by these by-laws or by statute, all matters before the Board shall be decided by a majority vote of the Directors present at the meeting. The presiding officer shall not vote except to break a tie vote.

No Board member shall cast a vote on the provision of service by that member (or any organization which that member directly represents) or vote on any matter which could provide direct financial benefit to that Director. This Section shall not prohibit any Director(s) from taking part in discussions.

Any Director who will be absent from a meeting may leave with the President a written vote upon those matters known to be on the agenda. Such written vote shall be counted provided a quorum was present at the time of voting. Such vote may include an explanation, if the Director chooses, which shall be read by the President before the vote is taken.

Section 5.09: Dismissal for Cause

Any Director may be removed at any time by the affirmative vote of two-thirds of all Board members provided the notice of meeting specified the proposed removal.

A Director who misses three consecutive regularly scheduled meetings of the Board without delivering a satisfactory explanation to the President of the Board prior to such meetings may be removed by an affirmative vote of the majority of the Directors present.

Section 5.10: Resignation of Directors

Any Director may resign at any time by delivering a written letter of resignation to the President or the Secretary. The acceptance of such a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation).

SECTION 5.11: Replacement of Directors

Any vacancy(s) on the Board of Directors may be filled by the vote of a majority of remaining Board members.

Board members appointed pursuant to this Section shall serve on the Board until the next scheduled election of the Group into which they are placed and must stand for re-election to the Board at that time.

Article VI

Section 6.01: Titles and Qualifications of Officers

The principle officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer. These officers must be Directors of the Corporation.

The Board of Directors may appoint an Executive Director to manage the day-to-day affairs of the corporation. The Executive Director may also be an officer of the Corporation.

Section 6.02: Election and Term of Office.

An ad hoc Nominating Committee shall be established by the Board of Directors at the first regularly scheduled meeting of the Board immediately following the Annual Corporate Membership Meeting to screen and nominate prospective officers of the Corporation. This ad hoc Committee shall be composed of two to three existing Board members.

At the second regularly scheduled meeting of the Board following the Annual Corporate Membership Meeting the Nominating Committee shall present a slate of nominees to serve as officers of the Corporation. The election shall be conducted by ballot. Each officer shall hold office for one year until his/her successor shall have been elected, or until the officer becomes incapacitated, resigns, or is removed.

Those serving as corporate officers shall also serve in the capacity of officers of the Board of Directors.

Section 6.03: The President

The President shall preside at all meetings of the Board of Directors and of the Executive Committee and shall have such other powers and duties as may be assigned to him/her by the Board, provided that they are not inconsistent with these by-laws.

Section 6.04: The Vice-President

The Vice-President shall, in the absence of the President, exercise all powers normally vested in the President

Section 6.05: The Secretary

The Secretary shall:

Be custodian of all original records and documents of the Corporation.

Keep the minutes of all meetings of the Board of Directors and of the Executive Committee.

Maintain a current list of Directors and their addresses.  
Perform all other duties that are incident of the office of Secretary or that may be assigned by the Board or the President and that are not inconsistent with these by-laws.

Section 6.06: Treasurer

The Treasurer shall:

Be accountable for the receipt and disbursement of funds or property on behalf of the Corporation.

Regularly enter or cause to be entered in the books of the Corporation a complete account of all funds or property received by him or her for the account of the Corporation.

Render a written account of all the Association's accounts to the Directors at each regular meeting of the Board.

Exhibit the account books of the Corporation and all securities, vouchers, papers and documents of the Corporation in his or her custody to any Director (or designee of a Director) upon reasonable request.

File any tax and other financial reports required of the Corporation.

Perform all other duties that are incident to the office of Treasurer or that may be assigned by the Board or the President and that are not inconsistent with these by-laws.

Section 6.07: Resignation and Removal of Officers

Any officer may resign at any time by delivering a written letter of resignation to the President of the Board, the Vice-President, or the Secretary. The acceptance of any such resignation shall not be necessary to make the same effective.

Any officer may be removed at any time by a two-thirds vote of the Board of Directors.

Any vacancy in an office may be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

Article VII

Section 7.01: Fiscal Year

The fiscal year of the Corporation shall end on December 31. A summary of receipts and expenditures and a balance sheet listing all assets and liabilities shall be prepared and distributed at the Annual Corporate Membership Meeting.

Financial records of the Corporation shall be audited by an ad hoc auditing committee named by the Board of Directors and comprised of Board members and /or members of the Corporation.

Section 7.02: Deposits and Withdrawal of Funds

All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors may direct. Any withdrawals of funds must be made and checks must be signed by the Treasurer and President. No payments in excess of \$1,000 may be made without specific authorization by the Board.

#### Section 7.03: Signing Contracts

The President of the Board, subject to the approval of the Board of Directors, may enter into any contract or execute and deliver any instrument in the name of the Corporation. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or to execute and deliver any instrument in the name of the Corporation, and such authorization may be general or confined to specified instances.

#### Section 7.04: Contracts with Officers and Directors

No officer or Director of the Corporation shall be interested, directly or indirectly, in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board of Directors, not including such Officer or Director at a meeting at which the presence of such Officer or Director is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which the contract shall be authorized.

### Article VIII

#### Section 8.01: Indemnification

Any person (or his or her estate) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he or she is or was an officer, Director, employee or agent of the Corporation shall be indemnified by the Corporation to the extent permitted by law. Such indemnification shall not apply to matters which it shall be adjudged by the Court that such officer, Director, employee or agent is liable for willful misconduct in the performance of his or her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such officer, Director, employee or agent may be entitled apart from this Article.

### Article IX

#### Section 9.01: Dissolution and Disposition of Assets

Upon dissolution of the Corporation and after the payment or the provision for payment of all liabilities of the Corporation, the Board of Directors shall dispose of all the assets of the Corporation exclusively for the purpose of the Corporation, or to organizations of like purpose, or to the Granger Business Association Scholarship Fund.

### Article X

#### Section 10.01: Amendments of By-laws

The bylaws of this Corporation may be amended by a two-thirds majority of the total membership of the Board of Directors present at any meeting of the Board; provided, either the proposed amendment was included in full in the notice or waiver of notice for the meeting, or that the proposed amendment was read at the preceding meeting and was summarized in the notice of the meeting in which it shall be voted upon.