

Friends of the Kickapoo Rail Trail

ARTICLE I - NAME

The name of this organization shall be, Friends of the Kickapoo Rail Trail (the Friends).

ARTICLE II – REGISTERED OFFICE AND AGENT

Friends of the Kickapoo Rail Trail shall have and continuously maintain a registered office in the State of Illinois and a registered agent whose business office is identical with such registered office.

ARTICLE III - PURPOSE

To promote and expand the Kickapoo Rail Trail, increase its use and enjoyment by all possible users (accessibility, diversity, tourism), and support and assist the KRT Steering Committee (Champaign County Forest Preserve District, Urbana Park District, Vermilion County Conservation District, and the City of Danville) and other governmental entities of Champaign and Vermilion Counties (including villages along and near the trail: Mayview, St. Joseph, Ogden, Fithian, Muncie, Oakwood, and the cities of Urbana and Champaign) in the development of the trail and its positive environmental, economic, health, and quality of life impacts.

To that end, the Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Corporation shall perform the following functions in carrying out its purpose:

- 1) To lease or own suitable property, both real and personal for these purposes.
- 2) To acquire by fit, devise, bequest, grant or purchase, and to hold and maintain real and personal property for these purposes.
- 3) To accept and administer any gift, devise, or bequest of personal or real property, and to establish an endowment made up of all proceeds in excess of Ten Thousand Dollars, (\$10,000), acquired whether by gift, devise, bequest, grant, or purchase unless such proceed is otherwise designated. Only the proceeds from the endowment would be used to purchase, grant or gift for purposes for which the “Friends” were formed.

Note:

- 4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

- 5) No substantial part of Friends of the Kickapoo Rail Trail’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Friends of the Kickapoo Rail Trail shall not participate, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on any other activities not permitted, by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

BY-LAWS

CHAPTER I

MEMBERSHIP

Section I The classes of Friends of the Kickapoo Rail Trail membership are:

- Individuals: Any person who does not fit into any other classification, \$10.
- Family: A group of related persons of one household, \$25.
- Bronze Trail Backer: Contributions of \$50 or more.
- Silver Trail Backer: Contributions of \$150 or more.
- Gold Trail Backer: Contributions of \$500 or more.
- Lifetime: Contributions \$1,000 or more.
- Corporate: Businesses/organizations who contribute \$1,000 or more will be granted two individual memberships for the three-year period of their Corporate Membership.

Section II

- Follower: Persons interested in following the development of the KRT and receive mailings including event announcements and meeting announcements and notes, no voting rights.
- Volunteer: “Hours volunteered” can be credited towards an annual individual membership level at the rate of \$5/Hour of Service. Service hours must be documented at an official Friends of the KRT event.

Section III Honorary memberships may be granted in consideration of extraordinary service to Friends without requiring any payment of dues.

- Section IV Membership, except Life memberships, shall be for the period of one year.
- Section V All members shall be issued a receipt upon the receipt of funds by the Friends.
- Section VI The Board may call membership meetings at such times and for such purposes as it determines. Ten percent of the membership or twenty members, whichever is less, shall constitute a quorum.

CHAPTER II

MANAGEMENT

Section I Board

- The Friends/KRT Board will consist of 7- 11 board qualified members (see below).
- There will be fair representation from both Champaign and Vermilion Counties in the manner of at least no less than 40% from one county.
- Any board qualified member can be nominated to the board, including by self-nomination.
- There will be Ex-officio non-voting Members from the surrounding communities, appointed by the board.
- Immediately after being elected, the Board Members will determine their Officers for a one-year term.
- At the Annual Meeting for the Friends of the Kickapoo Rail Trail, current paid Members vote on candidates for Board Members.
- The Executive Committee is all of the Board Officers + 1 Board Member appointed by the Board.

Section II Requirements to be a Board Member are:

- 1) Must be a paid member.
- 2) Must have previously served on a Standing Committee as a Member, or had previously been a Board Member.
- 3) Must reside in one of the counties where the Kickapoo Rail Trail is located.
- 4) These requirements (except #3) are waived during the initial founding period of this organization, 2022-2023.

Section II Friends of the KRT will allow ex-officio, non-voting, advisory members of the Board of Directors. These include, but are not limited to, the Mayors of the Cities and various towns and villages along the trail, the Executive Director of the Vermilion County Conservation District, the Champaign County Forest Preserve District, the Manager of the Kickapoo State Recreation Area, the directors of the Park Districts of area cities, etc.. Each ex-officio member may appoint a representative of their community to act in their stead.

Section III Officers: A President, a Vice-President, a Secretary, and a Treasurer shall be elected annually by the Board of Directors, and shall serve for one year or until a successor is elected. Succession to the same office shall be permitted. These officers shall also be the officers of the Friends.

Section IV Vacancy in any office shall be filled by another current board member, by vote of the Board of Directors, for the duration of the unexpired term.

Section V No director shall receive compensation from the Friends for personal services.

Section VI All committees shall be appointed by the President for that term and/or shall serve until successor committees are appointed.

CHAPTER III

DUTIES OF OFFICERS

Section I The President shall exercise general supervision of the affairs of the Friends, and chair the Executive committee.

Section II The Vice-President shall act for the President in the President's absence. The Vice-President shall act as the parliamentarian for the Board and the Friends at their meetings.

Section III The Secretary shall have charge of the official records of the Friends except those specifically placed elsewhere by action of the Board. The Secretary shall issue notices and keep minutes of all meetings of the Friends and Board of Directors, and shall keep records of the reports of committees that are submitted. The minutes shall be kept in books belonging to the Friends and shall be open to inspection by the Directors. The Secretary shall provide to all Directors a draft of the previous Board of Directors Meeting minutes for review and approval at the following Meeting. The Secretary shall file any reports required by law.

Section IV The Treasurer shall have custody of all funds of the Friends and shall receive and disburse these funds under the auspices of the board. The Treasurer shall keep financial records in books belonging to the Friends and shall make a written report at each board meeting. These books are open to the Board of Directors. the Treasurer shall chair the Finance Committee. A bond on the Treasurer may be required by the Board of Directors.

CHAPTER IV

COMMITTEES

Section I Each committee, except the Executive Committee, shall consist of the chair of the committee who is a member of the Board, vice-chair, ex-officio members, and, other members of the Board and general members as selected by the committee chair.

Section II The Executive Committee shall include five voting members, the President, Vice President, Secretary, Treasurer, and one Board member chosen by the Board.

Section III There shall be four standing committees of the Board:

- Executive Committee: The chair of the Executive Committee is the President
- Finance, Fundraising, and Grants: The chair of the Finance, Fundraising and Grants Committee is the Board Treasurer.
- Trail and Resources Development Committee
- Community Engagement and Membership Activities Committee

Section IV The President and Board may establish other ad hoc committees as needed.

CHAPTER V

DUTIES OF COMMITTEES

Section I **The Executive Committee** shall be empowered to act on behalf of the Board in cases of emergency. The committee shall also recommend, through the President, dismissal of Board members. All minutes of the Executive Committee sessions shall be communicated to all other members of the Board not later than the next regularly scheduled Board meeting. The Executive Committee shall also be responsible for the monitoring of opportunities for growth and expansion of the trail and coordination with governmental entities as may be appropriate.

The Executive Committee shall, between the meetings of the Board, exercise all of the powers of the Board of Directors. All actions of the Executive Committee shall be reported at the next meeting of the Board, which shall follow any action taken, and shall be approved or disapproved by the Board of Directors.

Section II **Community Engagement and Membership Activities** is responsible for all matters pertaining to Friends' membership and communications. The committee will be responsible for developing and maintaining the Friends of the KRT website. This committee also works on, but is not limited to, planning the annual membership meeting, maintaining a social media presence, overseeing community outreach activities to recruit new members, responding

to and assimilating new members, and functions as the liaison between the membership of the Friends and the Board of Directors.

Section III **Trail and Resources Development** is responsible for being the liaison with CCFPD / VCCD / KRT Steering Committee. Further, this committee will engage with area Economic Development Organizations and Local Businesses along the trail to increase the use of the trail and the economic development around the trail. The committee will make recommendations for improvements/projects/activities to the Executive Committee to forward to the KRT Steering Committee.

Section IV **The Finance, Fundraising, and Grants Committee** is responsible for overseeing the financial aspects of the Friends. Its duties include receiving gifts of all types, soliciting major gifts, managing the endowment (purchasing and disposal of investments), the completion of an annual (or as needed) audit, vehicles, working with the other committees to create an annual budget, and monitoring and approving expenditures.

CHAPTER VI

MEETINGS OF THE BOARD OF DIRECTORS

Section I Notice of Board of Directors meetings shall be given at least five days in advance by notice to all Board members and posted on the Friends' website calendar.

Section II The Board of Directors shall meet at least four times each year Board meetings will include Board members and invited guests only. The annual meeting shall occur once a year, and will include an invitation to the entire membership

Section III Special meetings of the Board of Directors shall be called at any time by the Secretary upon order of the President or upon the written request of three Directors.

Section IV At meetings of the Board of Directors, a majority of the total number of Directors shall constitute a quorum.

Section V Directors must attend half of the Board meetings each calendar year. Failure to comply with this requirement shall be brought to the attention of the Board by the President. Any director may be removed by a two-thirds vote of the remaining board for any reason the board deems appropriate including, for example, non-attendance at meetings.

CHAPTER VII

ELECTIONS OF THE BOARD MEMBERS

Section I Board Members will be elected at the annual meeting of the Friends of the KRT. Voting will be in person, plus provisions will be made for mailed ballots or potentially some means of secure electronic voting.

Section II Board Member Candidates will be nominated by an Ad Hoc Nomination Committee appointed by the Board. Candidates can also self-nominate themselves by notifying the Board a month before the annual meeting.

Section III All the members of the Friends of the KRT with voting privileges can vote. All nominated board candidates will be presented. Votes can be cast for multiple candidates, and voting is not dependent on which county you are from, or which county the candidate resides in.

Section IV The Executive Committee will oversee the election, and add procedures and policies to see that the board representation remains balanced between the Champaign and Vermilion counties.

CHAPTER VIII

DISSOLUTION

In the event of Friends of the Kickapoo Rail Trail dissolution, its funds and assets shall be distributed to such charitable organizations, contributions to which shall be deductible under Section 170(c)(2) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as may be designated by the Board of Directors. If the Board of Directors should fail to make such designation, then the same shall be distributed to such organizations as may be designated in appropriate proceedings by the Court having jurisdiction in Champaign County, Illinois.

CHAPTER IX

AMENDMENTS

This constitution and By-Laws may be amended by a two-thirds vote of the Board of Directors present at any meeting of the Board provided that notice of the proposed amendments has been mailed/mailed to all members of the Board at least ten days prior to such meeting.

CHAPTER X

RULES OF PROCEDURE

Section I Robert's Rules of Order shall be the adopted rules of procedure for the Board of Directors.

Section II Quorum: A majority of the Directors currently serving shall constitute a quorum at a meeting of the Board of Directors. A Director may participate at any meeting via conference call, web camera, or another electronic medium such as a video conference service in which the Director can hear all other Directors and all other Directors may hear such Directors.

Section III Voting: Each Director shall have one vote. Voting by proxy shall not be permitted. In unusual circumstances when a physical meeting of the Board of Directors is not possible or practical, Directors may vote by mailed response or electronically by email or virtually such as Skype or Zoom. If the vote takes place via email, that action can only be used as a guide and must be confirmed at the next meeting of the Board of Directors at which a quorum is present. Electronic voting that is conducted so that all members can hear and/or see all other members and can participate in the discussion is acceptable as the final vote, assuming a quorum is present.

CHAPTER XI

FINANCIAL ADMINISTRATION

Section I Fiscal Year: Friends of the Kickapoo Rail Trail's fiscal year shall be from January 1 to December 31 unless otherwise fixed and directed by a resolution adopted by the Board of Directors.

Section II Annual Audit: At the conclusion of each fiscal year, Friends of the Kickapoo Rail Trail's books may be subject to examination and audit by a certified public accountant licensed by the State of Illinois and the report of said audit shall be reported to and examined by the Board of Directors at its next meeting, accepted by vote of the Board of Directors and filed with the appropriate entities.

Section III Contracts: The Board of Directors may authorize any officer or agent to enter into any contracts or execute and deliver any instrument in the name of, and on behalf of, Friends of the Kickapoo Rail Trail, and such authority may be general or confined to specific circumstances.

Section IV Loans: No loan shall be contracted on behalf of Friends of the Kickapoo Rail Trail and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances.

Section V The financial transitions of the Friends of the KRT will require two signatories. All members of the Executive Committee are signatories.

CHAPTER XII

INDEMNIFICATION AND INSURANCE

Section I Indemnification: Friends of the Kickapoo Rail Trail shall indemnify any and all of its Directors, officers or staff members or any person who may have served at its request or by election as a Director, officer, or staff member of Friends of the Kickapoo Rail Trail or any other corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them, are made parties, or a party, by reason of being or having been Directors or a Director or officer or staff member of Friends of the Kickapoo Rail Trail or of such other corporation, except in relation to matters as to which any such director, officer or staff member shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

Section II Insurance: The Board of Directors is authorized and empowered to purchase insurance covering the corporation's liability and obligations and protecting the corporation's Directors, Officers, staff members, and other persons.

CHAPTER XIII

OPERATIONAL POLICIES

Section I Contributions: No contribution shall be accepted by Friends of the Kickapoo Rail Trail which does not conform with its purposes, which contravenes any law, jeopardizes Friends of the Kickapoo Rail Trail's nonprofit status or if restricted as to its use, does not by its terms permit the Board of Directors to disregard such restriction if the same is at any time deemed by the Board of Directors to be obsolete or impractical of application, in which case, the Board of Directors shall apply said funds in such manner as it finds will most nearly effect the donor's intention.

Section II Conflict of Interest: No Director, member of a committee or staff member shall maintain substantial personal or business interests which conflict with those of Friends of the Kickapoo Rail Trail. In addition, any Director, member of a committee or staff member having an interest in a contract or other transaction presented to the Directors for authorization, approval or ratification shall give prompt, full and frank disclosure of his or her interest to the Board of Directors prior to its action on such contract or transaction. The Board of Directors shall determine, by a majority, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such Director shall not vote on, nor use his or her personal influence on, nor participate other than to present factual

information or to respond to questions in the discussions or deliberations with respect to such contract or transaction. Such Director may not be counted in determining the existence of a quorum at any meeting while the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

An exemption to this policy may exist under circumstances where a specific service or commodity could be best purchased from a person serving as a director or staff member or from his or her firm. Such transactions could take place provided that documented bids show that the price, quality and service offered is the best available from bidders and provided that the Director abstain from voting on, or unduly influencing, the approval of such transaction.

Section III Confidentiality: Friends of the Kickapoo Rail Trail shall be responsible for maintaining the confidentiality of donor and prospective donor records as well as information about residents and potential residents. Members of the Board of Directors and staff are permitted to view the records in order to execute their responsibilities. In addition, Friends of the Kickapoo Rail Trail's auditors are authorized to view these records and report back to the Board of Directors. Any such person shall respect Friends of the Kickapoo Rail Trail's significant interest in protecting the sensitive nature of those records. Confidentiality will be maintained by all Directors, staff, auditors, financial advisors, non-Board committee members, and agents in all areas of Friends of the Kickapoo Rail Trail business.

Section IV Policies: Additional guidelines regarding Friends of the Kickapoo Rail Trail operations can be found in Friends of the Kickapoo Rail Trail policies. Friends of the Kickapoo Rail Trail policies are to be reviewed annually by the Board of Directors.

Section V Non-Discrimination. Friends of the Kickapoo Rail Trail, its Board of Directors, affiliates, committees, or task groups will not discriminate against any resident, potential resident, donor, staff member, an applicant for employment, independent contractor, or any other person in any of its activities in regard to race, ethnicity, national origin, gender, sexual orientation, religion, marital status, age or disability.

Adopted: March 29, 2022 by vote of the Board of Directors.