

Virginia Trails Alliance
BYLAWS (Draft 6-10-26)

Preamble

Virginia Trails Alliance (VTA) is a non-incorporated coalition of trail related organizations in Virginia. The purpose of these bylaws is to provide a governance structure for the Alliance.

Article I – Purpose

The purpose of VTA is to advocate for trails and trail funding throughout the Commonwealth of Virginia.

Article II - Membership

Membership will be open to all non-governmental organizations, groups, businesses or clubs interested in supporting the purpose of the VTA. Meetings are open to all but only members may vote.

1 - Membership terms

The VTA operates on a calendar that runs from July 1 to June 30. Any interested organizations, groups or clubs shall submit a written request to the VTA for the following year by June 30. Members may join mid-cycle but membership shall only be considered current through the end of the same year. By submitting the request, the Member shall agree that VTA may use their name and logo as a part of promoting the goals of the organization. Any organization that has met the above criteria shall be considered in good standing unless determined by other specific board action.

2 - Membership dues

There shall be no dues for membership. From time to time, the VTA may request member support for various efforts, but members are not under any obligation to contribute. See Article V for fiscal policy.

3 - Non-Member Partners

VTA recognizes the value and contributions of individuals and representatives of government agencies to advancing trails throughout the Commonwealth of Virginia. Individuals and governments may participate in the discussions of the VTA but do not have the voting privileges of members.

Article III – Governance

1 - Meetings

VTA shall hold its Annual Meeting in the where the election of Board Members will take place, and this meeting should be held in-person when possible. Additionally, the VTA will seek to hold quarterly meetings and may host other meetings as needed. Meetings may be held in-person or virtually, based on need or opportunity.

2 - Board of Directors

VTA shall be led by a Board of Directors consisting of no more than seven members. All members of the Board must be representatives of member organizations in good standing. No one organization shall have more than one Board Member. The Board of Directors shall be elected at the Annual Meeting by the membership, and vacant board positions may be filled mid-year by a special election called by the board of directors.

3 - Officers of the Board

The Officers of the Board shall be the President, Vice President, and Secretary and shall be chosen by board after the annual meeting determines the board membership.

4 - Role of the President

The President shall be the chief officer of the organization and shall have general supervision over the affairs of the Alliance. The President shall give leadership and seek consensus from the membership. The President shall preside over meetings of the organization. The President shall, with the approval of the Board of Directors, appoint and dissolve committees and appoint and remove committee chairs as may be appropriate and necessary to conduct VTA affairs.

5 - Role of the Vice President

The Vice President shall assume the duties of the President in his/her absence. The Vice President should also lead a nominating committee to recruit candidates for board membership.

6 - Role of the Secretary

The Secretary shall be responsible for ensuring that notices are given for all meetings of the Alliance and that minutes and other records are kept of the proceedings.

7 - Role of At-Large Directors

The four at-large directors shall assist in carrying out the purpose of the Alliance and shall perform duties as may be assigned by the President or Vice-President.

8 - Ex-Officio Positions

The Immediate Past President of the Alliance is an ex-officio member of the Board of Directors for

one year. This position will not have board voting powers but is encouraged to participate to ensure institutional knowledge transfer.

9 - Election of Board of Directors

Each member organization present at the annual meeting will be allowed one vote each, regardless of how many individuals from the organization are in attendance. Notice of the annual meeting and the slate of proposed board members will be sent to all member organizations via email by the end of month prior to the meeting.

10 - Terms

A term year is from the annual meeting until the next annual meeting.

Board Member terms are for 3 years, and no more than 2 consecutive terms may be served. In the event of an officer unable to fulfill their term, the remaining Board Members shall choose a replacement to fill the remaining term. This partial term shall count as one full term served.

The terms of the officers in any one role will be limited to a single 3-year term. A Board Member may return to an officer position after a single year off, but their officer term may not exceed the term of their own board position.

11 - Governance

When practical, consensus (or overwhelming majority) shall be sought from the member organizations. This may come from meetings, or on-line polls or votes. When timing or the significance of an issue does not merit polling, the board may vote and take action on behalf of the Alliance. Any such actions shall be communicated to the membership within 30 calendar days. The three officers, the at-large directors, and committee chairs will always endeavor to act in a manner that reflects well on the Alliance, its members, and the trail community at large.

12 - Committees

The President, with Board of Directors approval, may form committees to address certain issues or needs of the board or the membership at large. The President shall appoint chairs. Committees will be assigned a specific charge. All committees serve at the will of the board and may only be dissolved through Board action.

Article IV – Rules of Procedure

Quorum will be defined as the participation of five or more member organizations at a meeting, call, poll or other means announced to the organization's members.

The rules of procedure contained in the most current edition of *Robert's Rules of Order* shall govern the

meetings and deliberations of the meetings of the organization. The Chair of any meeting may relax those rules to whatever degree they see fit.

Meetings may be in person, by conference call, or via other telecommunications methods.

Article V – Finances

As an unincorporated coalition, the Alliance will not have a bank account, and will not directly handle finances. If there is a need to do financial transactions, VTA will seek a member organization or partner to act as its financial agent as a direct pass through. The needs for a member organization to play this role may change from time to time and may be different member organizations over time.

Article VI – Amendments

These Bylaws may be amended or repealed, in whole or in part, by a two-thirds majority vote of the members of the organization in attendance at the annual meeting. Updates to the bylaws should be included with the meeting announcement.

Approved and Adopted by the members of the Virginia Trails Alliance, on the ____ of June, 2026.