

CHARTER
OF THE
GREATER PRINCE WILLIAM TRAILS COALITION

Article I. Name of the coalition

- A. The name of this organization shall be the Greater Prince William Trails Coalition.

Article II. Purpose of Coalition

- A. The Greater Prince William Trails Coalition (Coalition) is a collaboration of public and private organizations, agencies, and citizen volunteers working to advance the completion of an interconnected, interjurisdictional network of multi-use trails for Greater Prince William County.

Article III. Vision and Mission

A. Vision

- a. A scenic, sustainable, and connected multi-modal trail system for Greater Prince William County that enhances quality of life by providing equitable access to transportation, recreation, cultural, educational, and economic opportunities for all.

B. Mission

- a. The Coalition convenes a network of diverse partners to preserve and enhance Greater Prince William County's trails and blueways, coordinate trail development efforts, prioritize key county-wide trail projects, and enhance public life by connecting communities.

Article IV. Participating Geographic Area

- A. The Coalition includes public agencies (local, regional, state, and federal), non-profit and for-profit organizations, homeowner associations, and other groups (i.e. active transportation groups, conservation organizations, civic associations, faith communities, etc.) located in, serving, or connecting to Greater Prince William County, defined as Prince William County, City of Manassas, City of Manassas Park, and the Towns of Haymarket, Dumfries, Quantico, and Occoquan.
- a. Greater Prince William County is a crossroads in the national, state, and regional system, including the Bull Run – Occoquan Trail, sections of the Potomac Heritage National

Scenic Trail, East Coast Greenway, and other trails of statewide and national significance.

- B.** Any individual or organization located or working within this geography and/or adjacent to this County to support interjurisdictional trail connectivity (i.e. Stafford, Fauquier, Loudoun, and Fairfax County) is welcome to participate and support the Coalition's mission and vision.

Article V. Membership

A. Joining the Coalition

- a.** Any organizations supportive of the Coalition's vision and mission is eligible to join the Coalition.
- b.** Any interested individuals supportive of the Coalition's vision and mission are welcome to attend Coalition meetings and participate in discussions.

B. Membership Types

- a.** Due to the mix of organization types and potential limits on advocacy activities organizations like government agencies may have, membership in the Coalition is divided into two categories: Partner and Advisor.
 - i.** Coalition Partners are responsible for promoting the goals of Prince William Trails Coalition, most importantly by working to complete a comprehensive trails network within and connected to Prince William County. They do this by participating in Coalition meetings and activities, and keeping the Coalition informed about issues in the trails community.
 - ii.** Coalition Advisors (i.e. government agencies) are responsible for advising the Prince William Trails Coalition, most importantly by working to complete a comprehensive trails network within and connected to Prince William County. They do this by participating in Coalition meetings and activities, and keeping the Coalition informed about issues in the trails community. Advisors will not advocate/participate in any advocacy efforts, and recuse themselves from any decision in which there is a conflict of interest.

C. Duties of Membership

- a.** All member organizations must submit a letter of commitment annually, the Steering Committee may provide a sample letter to facilitate this process.
- b.** All Partners shall:
 - i.** **Prepare** for each Coalition meeting by reading material distributed prior to the

meeting.

- ii. **Attend** regular and special Coalition meetings and **participate** in Coalition-sponsored activities.
- iii. **Serve** on committees and/or working groups as needed.
- iv. **Maintain knowledge** of current programs of the Coalition, and be informed by the trails community.
- v. Make a personal **contribution (not necessarily financial)** to the organization.
- vi. **Solicit the support** of public and private parties in the trails community.
- vii. **Share resources** and talents with the organization, including expertise, and contacts for in-kind contributions.
- viii. **Serve** as an advocate of the Coalition.
- ix. Be **accessible**, at least by phone and email, to other Coalition Partners as needed.
- x. **Fulfill commitments** within the agreed-upon deadlines.
- xi. **Accept** majority Coalition decisions and support the mission.
- xii. **Maintain the confidentiality** of any information given to members described as Confidential.
- xiii. Take the **initiative** and provide **leadership**.

c. All Advisors shall:

- i. **Prepare** for each Coalition meeting by reading material distributed prior to the meeting.
- ii. **Attend** regular and special Coalition meetings and **participate** in Coalition-sponsored activities.
- iii. **Advise** committees and/or working groups as needed.
- iv. **Maintain knowledge** of current programs of the Coalition and be informed by the trails community.
- v. **Share resources** and talents with the organization, including expertise, and contacts for in-kind contributions.
- vi. Be **accessible**, at least by phone and email, to other Coalition members as needed.

- vii. Fulfill commitments** within the agreed-upon deadlines.
- viii. Support** the mission of the Coalition.
- ix. Maintain the confidentiality** of any information given to members described as Confidential.

Article VI. Steering Committee

A. Authority

- a.** The Steering Committee may exercise any or all of the powers and perform any or all of the duties of the Coalition in the periods between meetings of the Coalition. The Steering Committee may make recommendations to amend the Charter, fill vacancies in its own membership, or appoint or remove Officers. The full membership of the Coalition will need to approve those recommendations before the Steering Committee can proceed with the changes. The Steering Committee will use its best efforts to respect the needs of the various user groups represented in the Coalition.
- b.** The Steering Committee will also be responsible for moving along strategic initiatives of the Coalition.
- c.** The Steering Committee reports to the members of the Coalition.

B. Composition

- a.** The Steering Committee shall be comprised of the Officers of the Coalition and such other individual representatives of Partners and Advisors of the Coalition as are approved by the full Coalition. At least one Prince William County Government Advisor representative shall facilitate Steering Committee meetings as requested; provided, however, that the Chair of the Steering Committee generally should not be an employee of a local, state, regional, or federal government agency, and that no two officers shall be representatives of the same Partner or Advisor organization.
- b.** The Officers of the Steering Committee shall be:
 - 1. Chair
 - 2. Incoming Chair
 - 3. Treasurer
 - 4. Secretary

C. Elections

- a. The Officers shall be nominated by the Steering Committee and elected by the full membership at the Annual General Meeting of the Coalition.
- b. Officers shall serve a two-year term.

D. Frequency

- a. The Steering Committee shall meet at the call of the Chair but not less than quarterly. Meetings may be virtual or electronic.

E. Location

- a. Meetings will be held at locations determined by the chair or via telephone / videophone due to the logistical issues surrounding Steering Committee members' locations.

F. Quorum

- a. A majority of the number of Steering Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the Steering Committee members present at the committee meeting shall be required for any action, unless the act of a greater number is required by the resolution of the Coalition.

G. Minutes

- a. Minutes of each meeting of the Steering Committee will be maintained and held by the Secretary of the Coalition, and shared with others in the Coalition.

H. Financial Disclosure

- a. The Steering Committee shall endeavor at all times to demonstrate financial transparency with respect to funds received or used on behalf of the mission of the Coalition. In general, it is acknowledged that various members have or will devote in-kind services to further the goals of the Coalition. It is also acknowledged that various members will—on their own or collectively—apply for grants or appropriated funds to be used to further the goals of the Coalition. To date, the organizations listed within this document have received or have allocated prior funds received and which are presently being used to further the goals of the Coalition. The grantors and amount of funds are also listed. This statement will be updated annually or more frequently as determined by the Steering Committee.

I. Review Procedures

- a. The Steering Committee shall review and assess the adequacy of these operational guidelines on at least an annual basis and recommend changes when necessary.

Article VII. Governance

A. Conflicts of Interest

- a. The Coalition shall adopt a policy requiring all Partners to act in compliance with conflict of interest laws, as defined by the Code of Virginia, relating to the conduct of business of local government.
- b. All Partners must annual submit a conflict of interest disclosure in accordance with the Coalition's Conflict of Interest Policy.

B. Regular Meetings

- a. The Coalition shall hold regular meetings at least once per quarter each calendar year (i.e. January, April, July, and October) with reasonable notice of the time and place provided to the membership and the public by written or electronic means. The fourth quarterly meeting will serve as the Annual Meeting.
- b. All meetings shall adhere to an agenda with a purpose statement and objectives.
- c. The Coalition may change the date and time of any regular meeting and may adjourn any meeting to another location.
- d. Meetings of the Coalition shall be open to the public.

C. Special Meetings

- a. Special meetings of the Coalition may be called by the Coalition Chair.
- b. Special meetings may be called by any four members of the Coalition if all members have received, within at least three business days, notice in writing or by telephone, advising them of the time, place, and purpose of the meeting.

D. Steering Committee Meetings

- a. The Steering Committee may meet at the discretion of the Chair to conduct business as defined in Article IV above.

E. Meeting Protocol

a. Quorum

- i.** A quorum shall be required to take any official vote by the Coalition or Steering Committee; however, in the absence of a quorum, either group may receive reports and have discussions of Coalition business.
- ii.** A quorum for the Coalition shall be a simple majority of the, voting Partners of the Coalition if there is an odd number of Partners, and fifty percent of the voting members if there is an even number.
- iii.** A quorum for the Steering Committee shall be a simple majority of the elected members if there is an odd number, and fifty percent if there is an even number.
- iv.** Members who are participating in any meeting by electronic means such as telephone, email, or video conference, whereby all members can simultaneously hear each other, are deemed present for purposes of determining a quorum.

Article VIII. Voting

B. Eligibility

- a.** Each Partner of the Coalition, shall be entitled to one vote on all matters considered by the Coalition, regardless of how many representatives of said Partner are present.
- b.** Advisors shall not have a voting role in the Coalition as a whole.
- c.** Any vote taken by the Coalition or Steering Committee, at a meeting at which a quorum is present, shall be decided by a simple majority of the Partners present, except for purposes of modifying the bylaws, as otherwise provided herein.

C. Indemnity

- a.** No vote by a member of the Coalition, Steering Committee, or other committees, shall constitute, or be construed to be, an official or unofficial position or commitment on the part of the participating organization which they have been chosen to represent.

D. Proxies

- a.** No business of the Coalition or Steering Committee may be conducted based, in whole or in part, upon the use of a proxy in the absence of a member.

Article IX. Work Groups, and Special Committees

A. Working Groups

- a. In support of the Coalition's mission, the Steering Committee may appoint standing working groups and special committees from the Coalition's membership.
- b. Working groups may be organized by broad issue areas related to trails (i.e. Analytics, Capital Projects, Fundraising, Marketing and Public Relations, Community Outreach) or specific projects or initiatives (i.e., municipal Comprehensive Plan update reviews, development of major trail corridors such as the Potomac Heritage National Scenic Trail, etc.).
- c. The Chair, with the approval of the Steering Committee, may designate or dissolve one or more Committees. Each committee shall consist of two or more members and have duties as assigned by the Steering Committee.
- d. Members may be appointed by the Steering Committee or recruited into existing working groups by current members and shall report back to the Coalition on activities, plans, and recommendations.
- e. Committees may include individuals who are not members of the Coalition.
- f. Time and place of working groups and special committee meetings shall be determined by a majority of the committee members, and shared with the Coalition general membership.
- g. Minutes of each meeting of all working groups and committees will be maintained by committee members and held and distributed by the Secretary of the Coalition.
- h. Working Group chairs shall provide notification and meeting details to the Coalition as a whole to facilitate participation.

Article X. Parliamentary Authority

- A. The parliamentary authority for the Coalition and Steering Committee shall be the most recent edition of Robert's Rules of Order.

Article XI. Dissolution Clause

- A. In the event of the dissolution of this Coalition, any remaining assets shall be conveyed to the lead agency and/or fiscal agent for the Coalition, which aligns with furthering the Coalition's vision and mission.

Article XII. Amending the Charter

- A.** The Coalition Charter, as officially adopted, may be amended by the Coalition upon conformance to the following procedures:
 - a.** All members of the Coalition being provided a copy of the proposed change(s) at least ten days prior to any official vote on the change(s).
 - b.** An affirmative vote by a majority of the voting membership of the Coalition to adopt such changes or amendments to the Charter.

Appendix – Policies and Documents to be Developed

- A.** Communications
 - a.** Guidelines for Internal Communications
 - b.** Guidelines for External Communications
 - c.** Social Media and digital communications guidance
- B.** Strategy Development
- C.** Fundraising Policy
 - a.** Designation of fiscal agent or primary 501(c)(3)
 - b.** List of current and prospective funders
- D.** Conflict of Interest Policy
- E.** Program Monitoring and Evaluation
- F.** Conflict Resolution Policy
- G.** Succession Planning
- H.** Continuous Improvement Activities
 - a.** Retreats
 - b.** Social Gatherings
 - c.** Informal Team-Building
- I.** Knowledge Management
 - a.** Priorities for Knowledge Management
 - i.** Organizational Documents
 - ii.** Project Related Documents
 - iii.** Data Related Documents

- iv. Stakeholder Information
- b. Knowledge Management Storage Responsibilities/Location

ENACTMENT

This Charter has been approved pursuant to the provisions adopted herein and are hereby enacted this

____16th____ day of ____January____, ____2020____

Under my hand as Chair of the Coalition

Charles A. Gymes