OFFICIAL POLICIES
OF THE
PROFESSIONAL TRAILBUILDERS ASSOCIATION

[As First Adopted March 6, 2012]

ARTICLE ONE -- MEMBERSHIP

Section 1. Classes of Members. Membership in the Association is annual and must be renewed not later than the business meeting of the Members at the next Annual Meeting.

A. Full Members. The Association will accept as a Member a sole proprietorship, partnership, limited liability company, corporation, or other legal business entity generating income from trail design, trail construction or related activities.

B. Vendor Members. The Association will accept Vendor Members, defined as those business entities which sell, distribute, lease or loan tools or equipment for use in trail design or construction, or who provide professional services in the field of trail consulting, planning, design, construction or maintenance. Vendor Members shall have no voting rights. Dues for Vendor Members shall be determined by the Board of Directors.

C. Attendance at Annual Meeting. To be considered for membership in any of the classes listed in this article, prospective organizations must be represented in person at the Annual Meeting. The organization's sponsor must also be represented in person at the annual meeting.

Section 2. Election of Members. (Prerequisites to membership.) Written application for Membership shall be on a form approved by the Board of Directors and be accompanied by the written sponsorship of a Member in good standing. The applicant shall be voted upon by the present Membership either 1) at its closed session of the next Annual Meeting or 2) between Annual Meetings, via a special meeting. Upon receiving a majority affirmative vote of the total votes cast, the applicant shall become a Member upon payment of the required dues and other fees as determined by the Board of Directors.

Section 3. Voting Rights. Each Full Member organization, in good standing, shall be entitled to only one vote in each matter submitted to a vote of the Members. The registration for the Annual Meeting shall designate the person chosen by the Member organization to cast this vote.

Section 4. Termination of Membership. Membership shall automatically terminate immediately prior to the business meeting of the Members at the next Annual Meeting unless dues for the ensuing year are received prior to that time. After an appropriate hearing, the Board of Directors may terminate Membership for cause upon an affirmative vote of a majority of the Membership.

Section 5. Resignation. Any Member may resign by filing written resignation with the Secretary.

Section 6. Reinstatement. A former Member may request reinstatement with any Officer and, upon an affirmative vote of a majority vote of the total votes cast, will be eligible for reinstatement on such terms as the Board may deem appropriate.

Section 7. Transfer of Membership. Membership in this Association is not transferable or assignable.

Section 8. Duration of Membership. Membership must be renewed annually, by timely payment of dues. If dues are paid in full each year, membership will automatically continue, unless the Board or Members, pursuant to the Bylaws or these Policies, determines that membership should otherwise be suspended or withdrawn.

Section 9. Prerequisites to Membership. To be considered for membership in the Association, the applicant must comply with all obligations as set forth in these Policies, as well as the Bylaws, and other governing regulations of the Association.

Section 10. Dues and Fees. Dues and fees are defined as follows: Dues are for Membership in the Association without regard to attendance at the Annual Meeting. Fees include, but are not limited to, attendance at the Annual Meeting, rental of booth space, etc.

a. Dues. The amount and due date of the annual fee shall be set by the Board of Directors at its Annual Meeting. If no change is made by the Board, the dues rate of the prior year shall remain in force.

b. Fees. Fees for conference attendance, trade show booth space, or any other fee paid to the Association shall be set by the Board of Directors or its designee.

Section 11. Default and Termination of Membership. Any Member failing to pay annual Membership dues by the start of the Annual Meeting, or by April 1 of that year, whichever date comes first, shall be in default and shall be dropped from Membership.

Section 12. Penalties for Non-Payment of Dues. If dues are not paid in full by the deadline listed in Section 4 of this Article, the non-paying Member shall be subject to a reinstatement fee of $100, in addition to the amount of unpaid dues. If the unpaid dues and penalty are not paid in full within thirty (30) days from the due date, membership shall be terminated. The terminated Member may then only regain membership by reapplying anew.

The Association shall provide written notice of default to the non-paying member within one week of the due date.

ARTICLE TWO – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The Annual Meeting of the Members will be held at a time and place designated by the Board, for the purpose of electing Directors and for the transaction of other business as may come before the Members.

Section 2. Special Meetings. Special Meetings may be called by the President, or by any three Directors, or by not less than one fifth (1/5) of the Members having voting rights at the last election, at any place designated by the Board of Directors. However, if a majority of all Members shall meet at any time and place and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken. Special meetings may also be conducted without a physical meeting as described in Article Three, Section 8.

Section 3. Notice of Meeting. Written notice stating the place, date, and hour of any meeting of Members shall be delivered at the direction of the President or persons calling the meetings either personally, by mail, or by electronic media to each Member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting. Those Members, not known to have access to the Internet or email, shall not be discriminated against. Adequate lead time shall be provided for them to be cognizant of and participate in the meeting through a mechanism paid for by the Association.

Section 4. Action by Members Without a Meeting. Any action required by the bylaws to be taken at a meeting of the Members may be taken without a meeting, if, before or after the action, a written consent thereto is signed by a majority of the members entitled to vote.

Section 5. Quorum. Twenty-five Percent (25%) of the Members shall constitute a quorum at any meeting. If a quorum is not present, a majority of the Members present may adjourn the meeting without further notice.

Section 6. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his or her duly authorized attorney in fact. Notice of the proxy must be submitted to an Officer prior to the meeting where it is to be effective. The proxy may be given to any Member having voting rights, and must designate whether the voting power is provided for all matters to be voted upon at the designated meeting, or only for specific matters. No proxy shall be valid after two months from the date of its execution unless otherwise so stated in the proxy.

Section 7. Voting by Mail. Where Directors or Officers are to be selected by Members, such election may be conducted by mail or by special meeting in such manner as the Board of Directors shall determine.

Section 8. Special Meetings Held Via Internet. With advance notice as stated in Article Three, Section 3, special meetings may also be conducted on the Internet. Online meetings may be held in either of two methods:

A) Conducted within a "chat room" at a specified date and time. A computer file of the entire proceedings of the meeting shall be recorded for the benefit of Members not online during the chat room meeting.

B) Conducted by group email during a specified period of days. Group email is defined as email addressed to all Members who have email ("email-enabled Members"), and all messages which are part of the meeting shall be sent to all email-enabled Members. The meeting duration shall be not less than seven (7) days to allow sufficient time for Members to conduct discussion. The length of the meeting in days shall be stated in the advance notice of the meeting. A computer file compilation of all emails exchanged during the meeting shall be made.

Online meetings shall follow the same rules of order as face-to-face meetings of the Members. Whether or not they are email-enabled, prior to or during the meeting Members not participating online can submit written discussion material to the President or Secretary to broadcast on their behalf during the online meeting. Members participating online may cast votes during the online meeting. For each Member entitled to vote but who was not online during the meeting, within three (3) days of the conclusion of the meeting the computer file recording of the meeting and a mail-in ballot shall be printed and mailed via postal mail or delivered by fax to the Member's address of record. A date not sooner than fourteen (14) days after the stated conclusion of the meeting shall be set in the advance meeting notification and clearly stated on the mail-in ballot as the "termination of voting date." To be counted as valid, returned mail-in ballots shall be postmarked on or before the termination of voting date. For any given issue, the combination of votes cast online and cast via postal mail shall be valid as a determination of the final result as soon as a simple majority of all Members have voted the same way; otherwise the final result cannot be tallied until five (5) calendar days or later after the termination of voting date.

ARTICLE THREE – <u>BOARD OF DIRECTORS</u>

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Nevada.

Section 2. Number, Tenure, and Qualifications. There shall be at least eight (8), but no more than sixteen (16) Directors, including all Officers. Directors shall be elected annually by majority vote of the Members in attendance at the Annual Meeting unless a special meeting is called for in accordance with these bylaws for the express purpose of electing Directors. Each Director shall hold office until the next Annual Meeting of Members and the election and qualification of his or her successor. There shall be no limit to the number of consecutive years that a Director may serve.

Section 3. Regular Meetings. A regular meeting of the Board of Directors may be held without any other notice immediately after, and at the same place as, the Annual Meeting of the Members. The Board of Directors may provide, by resolution, the time and place for holding additional meetings without other prior notice.

Section 4. Action by Board Without a Meeting. Any action required by the bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting, if, before or after the action, a written consent thereto is signed by a majority of the Directors entitled to vote.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at the request of the President or of any two Directors, and shall be held in any place or manner as the Directors may determine, including via Internet or telephone conference call.

Section 6. Notice of a Special Meeting of the Board of Directors. Written notice stating the place, date, and hour of any meeting of the Board of Directors shall be delivered, either personally, by mail or by electronic media, to each Director, not less than ten (10) days before the date of such meeting at the direction of the President or of persons calling the meeting. If mailed, the postage paid notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the corporation. Unless required by statute or by these bylaws, the purpose for which the meeting is called need not be stated in the notice. The attendance of a Director at any such meeting shall constitute a waiver of notice of said meeting.

Section 7. Quorum. A simple majority of elected Directors shall constitute a quorum, either by attendance in person, or by written (or email) designation of another Director or the Executive Director via proxy at least 24 hours prior to a board meeting. If less than a majority of elected Directors are present, the remaining Directors may adjourn the meeting without further notice.

Section 8. Board Decisions. The agreement of a majority of Directors at a meeting shall be the act of the Board of Directors.

Section 9. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the nomination and vote of the remaining Board of Directors without regard to the requirements of a quorum. A Director, so appointed, shall serve until the next election of Board Members, at the Annual Meeting.

Section 10. Compensation. Directors shall not receive a stipend for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance at any meeting of the Board may be allowed. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and from receiving compensation therefor.

Section 11. Removal of Directors. Any Director may be removed from office by a majority vote of the Members representing not less than a majority of the voting power of the members entitled to vote for the election for the Director being removed.

Section 12. Expectations of Directors.
Expectations of Directors are as follows:

1) Attend 50% of board meetings, either in person or via proxy to another board member. Board members will be removed from the board if they do not satisfy this measurable expectation. If attendance is via proxy, the expectation is that the absent person provides input in advance AND follows up by either getting briefed by their proxy or by listening to the recording of the meeting.

2) Represent the PTBA membership at large, not her or his own member company.

3) Encouraged to lead or contribute substantially to an association committee or major project.

ARTICLE FOUR – <u>OFFICERS</u>

Section 1. Officers. The Officers of the Association shall be President, Vice President, Treasurer, and Secretary as may be elected in accordance with the provisions of this article. Any two or more offices may be held by the same person with two exceptions: 1) the person holding the office of Secretary can hold no other office, and 2) while the offices of President and Treasurer can be held by the same person, that person cannot simultaneously hold any other office.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by majority vote of the Members of the Association at the regular Annual Meeting unless a special meeting is called in accordance with these bylaws for the express purpose of electing Officers. Each Officer shall hold office until the next Annual Meeting of Members and the election and qualification

of his successor. There shall be no limit on the number of consecutive years that an Officer may hold office.

Section 3. Removal. Any Officer may be removed by the vote of a majority of the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but any such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 4. Vacancies. A vacancy in any office, for whatever reason, may be filled for the unexpired term by the affirmative vote of a majority of Directors.

Section 5. Powers and Duties. Each Officer shall have the powers, authority and duties as are commonly associated with Officers of the same title in nonprofit corporations, together with other such powers and duties as may be assigned from time to time by specific resolution of the Board of Directors.

Section 6. Compensation. Officers shall not receive a stipend for their services, but by resolution of the Board of Directors, may be reimbursed a fixed sum and expenses for discharging their official duties. Except as otherwise directed in a resolution of the Board of Directors, the expense of room and hospitality at the Annual Meeting shall be reimbursed by the Association to the President.

ARTICLE FIVE – COMMITTEES

Section 1. Committees of Directors. By resolution of a majority of Directors, a committee of two or more Directors may be appointed to act with the full authority of the Board to the extent provided by the resolution. The designation of such committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on the Director by law.

Section 2. Other Committees. Other committees not having nor exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted at a meeting by a majority of Directors. Except as otherwise provided in such resolution, Members of such committee shall be Members of the Association, appointed by the President. Any Member may be removed from the committee by the person or persons authorized to appoint the Members whenever, in their best judgment, the best interest of the Association shall be served by such removal. All Members are considered to be a part of a committee of the whole for the purpose of representing the Association at meetings, conferences, or other public gatherings where either or both elected and appointed public officials are present to listen to comments and advisory input on natural resource planning and administration, particularly as may have an effect on trail construction, planning and design.

Section 3. Committee Leadership. Committee leadership (chair or co-chairs) is (nominated by the committee members and) appointed by the President. Duties of the committee leadership are to: 1) prepare and submit for approval by the board of directors a charter, goals and objectives of the committee; 2) convene the committee members as appropriate to carry out the goals and objectives; and 3) deliver a written status report to the PTBA executive director at least quarterly. Budget requests for committee activities are to be submitted to the PTBA executive director by December 1 for the following calendar/fiscal year.

ARTICLE SIX – STAFF

Section 1. Hiring and Management. The Board of Directors may hire and manage an Executive Director, and other staff, as it sees fit. The Executive Director reports directly to the President and Board of Directors.

Section 2. Duties and Authority. The Executive Director shall be responsible for the day-to-day operations of the Association, as directed by the Board of Directors.

ARTICLE SEVEN -- PROFESSIONALISM

Section 1. Ethics Standards – Code of Ethics and Fair Business Practices

A. Prologue

A professional trail-related contractor regards the natural landscape as a valuable natural resource that must be protected with knowledge, expertise, and ethical practices.

The purpose of these codes are to govern the professional conduct of members of the Professional Trail Builders Association (PTBA) in their relations with the land, the public, their employers and clients, and each other as an amendment to the current Bylaws of the organization.

Compliance with these codes demonstrates our respect for the land and our commitment to the overall management of our natural ecosystems, and ensures just and honorable professional and human relationships, mutual confidence and respect, and competent service.

These codes have been adopted by the membership of the PTBA and can only be amended by the membership. Procedures for processing charges of violation of these codes are contained in Bylaws established by the Board of Directors. The codes and procedures apply to all membership categories in all trail-related disciplines. All members upon joining the PTBA agree to abide by this Code of Ethics as a condition of membership.

B. Codes

1) A member will advocate and practice trail design and construction consistent with ecologically sound principles and compliance with all laws and regulations governing the trail industry.

2) A member will comply with all laws and regulations in reporting income, paying taxes, payroll, and will correctly identify sources of these incomes as required by the State and Federal laws governing their legal business organization.

3) A member will strive for accurate, current, and increasing knowledge of the trail industry, will communicate such knowledge when not confidential, and will challenge and correct untrue statements about trail industry standards.

4) A member will deal honestly, fairly, and transparently with clients, employees, business partners, the Association, and the public in all trail related matters.

5) A member will avoid utilizing information complied and organized by local trail representatives as an opportunity for financial gain for anyone other than the local trail organization without expressed approval of that said organization.

6) A member will advertise only in a dignified and truthful manner, stating the services the member is qualified and prepared to perform.

7) A member will perform only those services for which the member is qualified by education or experience.

8) A member will provide the client with documentation of and accurately represent themselves with the appropriate insurances for lawful business operations within the trail industry.

9) A member will not lobby for appropriations from government agencies for the intention of acquiring the work for their organization's financial gain.

10) A member will not attempt to influence any government official in an attempt to gain an unfair advantage in a fair market place.

11) A member will indicate on whose behalf statements are made prior to making public statements on trail policies and industry practices.

12) A member will base public comment on trail matters on accurate knowledge and will not distort or withhold pertinent information to

substantiate a point of view.

13) A member will perform services consistent with the highest standards of quality and with ultimate loyalty and consideration to the employer.

14) A member who is asked to participate in trail operations which deviate from accepted professional industry standards must advise the employer in advance of the consequences of such deviation.

15) A member will not voluntarily disclose information concerning the affairs of the member's employer without the employer's express permission.

16) A member must avoid conflicts of interest or even the appearance of such conflicts. If, despite such precaution, a conflict of interest is discovered, it must be promptly and fully disclosed to the member's employer and the member must be prepared to act immediately to resolve the conflict.

17) A member will not accept compensation or expenses from more than one employer for the same service, unless the parties involved are informed and consent.

18) A member will not misrepresent themselves, their company, or their employees by attempting to gain work outside the corporate organization for personal gain based on the company's "Good Will".

19) A member will engage, or advise the member's employer to engage, other experts and specialists in trails or related fields whenever the employer's interest would be best served by such action, and a member will work cooperatively with other professionals.

20) A member will provide the client with the confidence that utilizing a PTBA member for their project will produce the best product possible.

21) A member will not by false statement or dishonest action injure the reputation or professional associations of another member, but should report incidences of violations to the Ethics Committee for review.

22) A member will give credit for the methods, ideas, literature, or assistance obtained from other individuals or organizations.

23) A member in competition for supplying trail services will encourage the prospective employer to base selection on comparison of qualifications and negotiation of fee or salary.

24) A member will recognize that genuine and fair competition is a fundamental service that our clients are entitled to.

25) A member will not interfere with the business relations another member has developed with their clients to unfairly obtain work without going through a proper and professional bidding process.

26) A member will not interfere with the business or organizational operations of another member's or competitor's business and cause undo harm to the "Good Will" of that business.

27) A member will not jeopardize the legal organization of the business they represent by a breech of fiduciary duty to that business.

28) A member that submits information about a candidate for a prospective membership, award, or elected office must be accurate, factual, and objective.

29) A member will avoid all practices likely to discredit or do injury to the trail industry and PTBA as an organization.

30) A member having evidence of violation of these codes by another member will present the information and charges to the Association in accordance with the procedures for processing charges of violation contained within the Bylaws.

31) A member will be held accountable for any transgressions of this code. Breaches of this code may result in action against the member being taken by the Association, up to and including possible permanent expulsion from the Association.

C. Complaint Process

Any complaints specifically related to the articles in the "Code of Conduct" (see above section), may be forwarded to the PTBA in writing by letter, email or online form submission. All complaints will be reviewed by the Executive Director to ensure that a conflict with the current code of conduct exists. The Complaint will then be forwarded to the Executive Committee of the Board of Directors for review.

The Executive Committee, based on the merits of the complaint are empowered to recommend the following courses of action to the Board for Approval:

1. Dismissal of the Complaint (no Board action taken)
2. Placing the offending member on Probation for 3 years. If another valid complaint is received in the 3 year period, the offending member's membership is terminated as set forth below.

3. Terminate the Membership of the offending member. The Board of Directors may terminate Membership for cause upon an affirmative vote of a majority of the Membership (as stated in the "Termination of Membership" policy located in Article 1, Section 4 of the Policies)

Section 2. Conflicts of Interest.

A. Statement of Purpose: It is the intent of Professional Trailbuilders Association (PTBA or Association) to promote the highest standards of professional ethics by its Board, Staff and Members. As an organization, the Association has taken a leadership role in the trail planning, design, and construction industry. That role provides the Association with an opportunity – and an obligation – to set guidelines, standards, and examples for others in the industry to follow.

PTBA has adopted this Policy to set forth its standards and objectives for professional responsibility in the avoidance of conflicts, to assure the Association adheres to the highest standards of professional responsibility and ethics.

B. Conflict of Interest Defined: Any actual or perceived personal gain by a Board Member, Staff Member, or General Member of PTBA, when that person is acting on behalf of the Association (as a representative of PTBA), may be considered a conflict of interest. This includes financial or other benefits to the representative or to his or her immediate family members. Such conflicts include, but are not limited to:

1) Dealings where a PTBA representative has supervisory authority over another who receives or provides services to the Association;
2) Employment of a PTBA representative by an entity which receives or provides services to the Association;
3) A creditor/debtor relationship between a PTBA representative and another individual or entity which provides or receives services from or to the Association;
4) A contractual relationship between a PTBA representative and another individual or entity where either party has supervisory control over the other, and a financial gain is possible.

A conflict of interest also includes any bias or the appearance of bias in a decision-making process that would reflect a dual role played by a representative of the Association. In all dealings as representatives of the Association, Members and Staff should avoid actions which could have even the appearance of impropriety.

C. Board and Staff Responsibilities: The Board of Directors, Staff, and Members, while representing or seeming to represent the Association, shall not:

1) Accept or provide gifts or gratuities to or from persons or entities having or potentially having a business relationship with the Association, including persons or entities performing or seeking to perform services for or on behalf of the Association;
2) Provide, or appear to provide, any preferential treatment or status to persons or entities having or seeking to have a professional relationship with the Association.

D. Member Responsibilities: Generally, Members who are not acting in a role in which they directly represent PTBA are not subject to as strict of control as Association Board and Staff. However, because membership in the Association may include the appearance of a representative relationship, Members are subject to certain guidelines and responsibilities, as follows:

Members of PTBA should not:

1) Accept or provide gifts to those with whom they have or may have a professional relationship;
2) Accept any supervisory role of others with whom they may be in direct competition with;
3) Take on any role where they may be in direct competition with the Association;
4) Act in any manner which would or could in any way tarnish the professional reputation of the Association.

Section 3. Continuing Education. *This section not yet adopted — details to be created by committee and adopted by the Board of Directors after proper notice is provided to the membership.*

Section 4. Enforcement. *This section not yet adopted — details to be created by committee and adopted by the Board of Directors after proper notice is provided to the membership.*

ARTICLE EIGHT – MISCELLANEOUS

Section 1. Reimbursements to Members. The Board of Directors may, at its discretion, provide reimbursement from the Association to members for their attendance and promotion of the Association at national, statewide, or regional conferences. Whether or not a particular conference is deemed acceptable for reimbursement, and the amount of that reimbursement, shall be within the discretion of the Board.

The Board may also, at its discretion, provide reimbursement for other activities and expenses incurred by members while providing promotional or support services to the Association.

Section 2. Use of PTBA Logo and Association Name Members in good standing may display the PTBA name and logo on their promotional materials and elsewhere. Such displays should indicate that the business is a “Member” of PTBA, and members must refrain from suggesting or implying in any manner that they are more than that…

Section 3. Chapters. *This section not yet adopted — details to be created by committee and adopted by the Board of Directors after proper notice is provided to the membership.*

Section 4. Regional Conferences. *This section not yet adopted — details to be created by committee and adopted by the Board of Directors after proper notice is provided to the membership.*

Section 5. Trail Standards. *This section not yet adopted — details to be created by committee and adopted by the Board of Directors after proper notice is provided to the membership.*

Section 6. Certification. *This section not yet adopted — details to be created by committee and adopted by the Board of Directors after proper notice is provided to the membership.*

Section 7. Force and Effect. These Policies have been created in conformance with the Association’s Bylaws, and shall be considered supplementary to those Bylaws. All current and prospective members are expected to conform to these Policies, and shall be subject to the requirements, standards, and sanctions set forth in these Policies.

Section 8. Amendments. These Policies may be altered, amended, or repealed and new Policies may be adopted by a majority vote of the Board of Directors at any meeting if at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Policies at such meeting.