MAINE TRAILS COALITION BY-LAWS Amended April 16, 2026

ARTICLE I - NAME

Section 1. The name of this organization shall be the MAINE TRAILS COALITION (hereafter known as MTC).

Section 1.1. Maine Trails Coalition (MTC) shall be organized, and its principal offices shall be in Maine.

ARTICLE II – PURPOSE STATEMENT

Section 1. Mission

To champion the establishment, use, and stewardship of trails in Maine.

Section 1.1. Vision Statement

The Maine Trails Coalition is working to build a future for the State of Maine where:

- An extensive network of trails connects communities and is widely accessible to all.
- The public has a deep, informed appreciation of the value and benefits of trails and understands the unique role they play in Maine's quality of life.
- State and local governments actively support trails as a key pillar of economic development, tourism, active transportation, and public health.
- Communities across the state have the knowledge and tools to support new trail projects, and regularly do so.
- An ethic and practice of stewardship and caring for trails is alive and well in our communities.
- A diverse coalition of voices and perspectives is engaged in a robust, ongoing conversation about how we can best champion trails in Maine.

Section 1.2. Core Value Statement

Maine Trails Coalition values equity, inclusivity, and strong community partnerships in its pursuit of a sustainable and accessible trail network. We are committed to employ active listening, collaboration, innovation, and trusted communication to achieve meaningful results.

Section 1.3. Who We Are

The Maine Trails Coalition (MTC) is made up of member organizations that represent diverse trail users across the state. Members are the committed and critical working core team of MTC and comprise the decision-making body of the coalition.

ARTICLE III – MEMBER ORGANIZATIONS

Section 1. MEMBERSHIP – Membership is open to organizations committed to the stewardship and promotion of Maine trails. This includes Wabanaki Nations**,** private land managers, land trust or easement monitoring agents, trail users' groups, public agencies and trail related businesses. Members can also be other nonprofit and philanthropic organizations as deemed appropriate and eligible by the leadership. Member organizations must be able to advance the efforts of MTC through the advocacy, outreach, and/or education efforts of their organizations.

Section 1.1. RESPONSIBILITIES – Members support and influence MTC's work by engaging in teams, leadership groups, and contributing resources (financial, volunteer hours, or in-kind support). Members must maintain knowledge of current MTC efforts and actively participate in meetings and initiatives.

Section 1.2. VOTING – Members do not have voting privileges unless they are a member of the Leadership Group

Section 1.3. DUES – The Board of Directors may institute dues as deemed necessary.

Section 1.4. TERMINATION – Membership may be terminated by written resignation or by a 2/3 majority vote of the Leadership Group for cause.

Section 1.5. ANNUAL MEETING – The annual meeting of MTC shall be held at a date, place, and time determined by the Leadership Group.

Section 1.6. REPORTING – The Leadership Group shall submit an annual report detailing financial and operational status to members.

ARTICLE IV – ADVISORY GROUP

Section 1. RESPONSIBILITIES - MTC utilizes advisors that offer expert guidance and strategic advice to a Team, but they do not hold formal decision-making power or officially qualify as part of the coalition. Their role is to provide external perspectives and insights without being involved in day-to-day operations or governance.

Section 1.1. SELECTION - An Advisory group member may be recommended by Leadership Group members or staff and approved by ⅔ majority vote.

Section 1.2. TERMINATION – An Advisory group member may be terminated by written resignation or by a 2/3 majority vote of the Leadership Group for cause.

Section 1.3. MEETINGS – Meetings shall be at the discretion of the Leadership Group.

ARTICLE V - LEADERSHIP GROUP

Section 1. ROLE – The Leadership Group serves as MTC's governing body, responsible for setting strategic goals, inviting new members, overseeing fundraising, and ensuring MTC's ongoing effectiveness.

Section 1.1. STRUCTURE – The Leadership Group consists of 7-15 members, ensuring a balance of experienced and new perspectives, with a structured process to promote inclusivity, diversity, and equity and balance of experienced membership and fresh perspectives, with a regular rotation in service provided for in organizational policy.

Following the initial transition where MTC leadership will be self-selected a structured process will be determined.

Section 1.2. DECISION-MAKING – Decisions shall be made using a modified consensus process, with a 2/3 majority vote when consensus cannot be reached.

Section 1.3. OFFICERS – Officers shall be selected from the Leadership and include Chair, Vice-Chair, Secretary, and Treasurer, who shall be elected following MTC bylaws. After the full Leadership Group is formed these positions will be voted on utilizing the decision making process described in Art. VI, Section 1.2. After such time, these positions are voted on at the first meeting of the calendar year by the Leadership Group members.

Section 1.4. REGULAR MEETINGS - Members of the Leadership Group are expected to attend meetings regularly and participate in-person or by teleconference, as well as serve on at least one or more Team.

Section 1.5. SPECIAL MEETINGS – Special meetings of the Leadership group may be called by or at the request of the Chair or any two group members, and notice provided at least 10 days in advance via email.

Section 1.6. TERMINATION and RESIGNATION - Termination of a Leadership Group member will be by majority vote at a regularly scheduled meeting where the item was placed on the agenda distributed beforehand.) Any leadership group member, regardless of position, may be removed whenever in its judgment the best interests of the Coalition. A member may resign by giving notice to any officer.

ARTICLE VI – TEAMS

Section 1. STRUCTURE – MTC operates with specialized Teams that align with organizational priorities. Team members may self-elect or be chosen from the Leadership Group, Membership or Advisory Team based on relevant

expertise. Further definition and creation of the teams, their meeting focus and frequency, and their membership will be determined by the Leadership Group. Each Team should choose a chair to run the meetings and report to the Leadership Group. This may be any member as selected by the Team.

Section 1.1. DECISION MAKING – Decisions shall be made using a modified consensus process, with a 2/3 majority vote when consensus cannot be reached.

Section 1.2. REGULAR MEETINGS - Teams will meet with a frequency and duration needed to achieve organizational goals. These may be in-person or by teleconference.

Section 1.2. REPORTING - Each team should regularly communicate with the Leadership Group through written documents and in person comunication.

ARTICLE VII – STAFF

Section 1. ROLE – MTC may have a paid Director responsible for organizational management, coordination of Leadership Group activities, Team oversight, and financial administration. The Director serves as the primary public representative of MTC. The Director will report to the MTC Leadership Group Chair.

Section 1.1. ADDITIONAL STAFF - Additional staff roles and responsibilities may be identified and added by the Leadership Group.

ARTICLE VIII - FINANCIAL MANAGEMENT

Section 1. FISCAL YEAR – The fiscal year shall run from January 1 to December 31.

Section 1.1 FINANCIAL REVIEW – The Leadership Group shall ensure financial reviews occur at least once every five years by an independent accountant.

ARTICLE IX – CONFLICT OF INTEREST

Section 1. Leadership Group, Members, Officers, and staff must disclose any potential conflicts of interest and refrain from participating in decisions where a conflict exists. MTC shall follow its Conflict of Interest Policy to address and manage such situations.

ARTICLE X - COMMUNICATION

Section 1. INTERNAL COMMUNICATION – Members agree to communicate openly and respectfully. Confidential information must be identified and kept secure.

Section 1.1 EXTERNAL COMMUNICATION – MTC members will follow approved messaging and branding protocols. The Director will oversee external communications in coordination with the Chair and Leadership Group.

ARTICLE XI - DISPUTE RESOLUTION

Section 1. PROCESS – Disputes shall be resolved in good faith, and through mediation with the MTC Chair. Further dispute resolution processes will be developed.

ARTICLE XII - AMENDMENTS

Section 1. AMENDMENT PROCESS – The Leadership Group may amend these bylaws as needed to ensure MTC's operational effectiveness and alignment with strategic priorities. Regular reviews will ensure bylaws reflect evolving goals. Amendments may be recommended, discussed and voted on at regular board meetings by a ⅔ majority vote.

ARTICLE XIII - DISSOLUTION

Section 1. In the event of dissolution, MTC's remaining funds and property shall be distributed to Maine charitable, educational, or philanthropic organizations selected by the Leadership Group.