

# **BYLAWS OF THE TIDEWATER APPALACHIAN TRAIL CLUB**

As Amended August 11, 2004

## **ARTICLE I PURPOSE**

The purposes of the corporation are set forth in the Articles of Incorporation Section (b), and include, but are not limited to, maintaining a section of the Appalachian Trail as assigned by the Appalachian Trail Conference, and providing organized hiking, backpacking, camping, educational and other activities for its members.

## **ARTICLE II ELECTED OFFICERS**

Section 1. Officers. The elected officers as set forth in the Articles of Incorporation Sections (h) (1) and (h) (2) shall be President, Vice-President, Trails Supervisor, Assistant Trails Supervisor, Secretary, Treasurer and three Counselors.

Section 2. Terms of Office. All officers shall be elected for a term of one year except Counselors who shall be elected for a term of three years. Terms of Counselors shall be staggered so that only one Counselor is elected at the January Club membership meeting. The terms of office for all elected officers shall be coincident with the Club's fiscal year as established in Article VI of these Bylaws.

Section 3. Duties of Officers. The following are minimum duties of each officer. Other duties may be assigned by the President or the Board of Directors. Duties may be specified elsewhere in these Bylaws.

- a. President. Preside over Board of Directors and Club membership meetings.
- b. Vice-President. Perform the duties of the President in the absence of the President. Assume the duties of acting President for the remainder of a term if the President is unable to fulfill the term. Act as Hikemaster of the Club ensuring Club hikes and other activities are appropriately scheduled.

- c. Trails Supervisor and Assistant Trails Supervisor. Ensure sections of the Appalachian Trail and other trails assigned to the Club for maintenance are properly maintained.
- d. Secretary. Take minutes of Club membership meetings, Board of Directors meetings, and other meetings as the President may designate. Record the results of all official votes. Maintain Club administrative records and incoming and outgoing correspondence. Prepare outgoing correspondence when assigned by the President or Board of Directors.
- e. Treasurer. Keep an accounting of Club finances. Receive and disburse Club funds as authorized by the Board of Directors. Maintain records of all Club financial assets and liabilities. Prepare an annual budget as outlined in Article VI of these Bylaws.
- f. Counselors. Guide the Board of Directors in actions, policies, and other endeavors so as to remain within the scope of the purpose and objectives as set forth in the Articles of Incorporation and Bylaws. Conduct orientation sessions for new and potential members and serve as a source of information for Club members as the President may designate.

Section 4. All elected officers shall serve without compensation.

### ARTICLE III MEMBERSHIP OF THE BOARD OF DIRECTORS

Section 1. All elected officers as specified in the Bylaws Article II shall be members of the Board of Directors.

Section 2. Committee Chairpersons and Special Advisors appointed by the President, recommended to the Board of Directors for membership and approved for membership to the Board of Directors by a majority vote of the Board of Directors present shall be members of the Board of Directors.

Section 3. The President may appoint Club members in good standing to act as Committee Chairpersons or Special Advisors. Persons so appointed must be approved for membership to the Board of Directors by a majority vote of the Board of Directors present. This term of one year is to coincide with the term of current members of the Board of Directors as set forth in the Articles of Incorporation Sections (h) (1) and (h) (3).

Section 4. The last three immediate past Presidents of the Club shall be considered ex-officio members of the Board of Directors, as set forth in the Articles of Incorporation Section (h) (4) for a term not to exceed three years from the completion of their incumbency provided their membership in the Club is continuous.

Section 5. Other Special Advisors may be appointed by the President as non-voting members of the Board of Directors.

Section 6. All Board of Directors members as specified in this Article shall have one vote on the Board of Directors.

Section 7. Board of Director members must be members in good standing of the Club.

#### ARTICLE IV COMMITTEES

Section 1. Committees shall be established to carry out the Club's objectives and activities. The President may appoint Committee Chairpersons as described in Article III, Section 2. Appointment to Committee membership shall be by the President and/or the Committee Chairperson as may be agreed upon by them.

Section 2. The Club shall have as a minimum the following standing Committees or combination thereof:

- a. Newsletter
- b. Membership
- c. Cabin
- d. Land Management
- e. Education

Section 3. The Club shall have special committees as deemed necessary by the Board of Directors in order to accomplish specific tasks. The term of a special committee shall be established by the Board of Directors. If the business of a special committee is deemed by the Board of Directors to be a continuing one, it may be designated a standing committee by a majority vote of the Board of Directors present.

Section 4. The duties of a standing committee shall be defined by the Board of Directors. The duties of other committees shall be defined by the President and/or the Board of Directors.

## ARTICLE V GENERAL MEMBERSHIP

Section 1. The Club has two types of membership: Annual and Life. The term of membership is one year for Annual Members and indefinite for Life Members. Membership in the Club is open to the public and no person shall be excluded from membership because of sex, race, national origin, or religion. A person must be at least eighteen (18) years of age to be a member of the Club.

Section 2. Membership application shall be on a form prescribed by the Board of Directors, signed by the applicant, and tendered with payment of applicable dues and application fees as specified in the annual budget.

Section 3. A member in good standing is one who is current in his or her dues and application fees as specified in the annual budget.

Section 4. All members have the same rights and privileges. All members shall be eligible to be elected to office, to be selected as a Committee Chairperson or committee member, and to be appointed to the Board of Directors as specified in these Bylaws.

Section 5. All members in good standing except those joining the Club within one month of the annual Club election shall have the right to vote in the annual Club elections.

Section 6. All members have the privilege to participate in all Club activities within prescribed limitations of that activity including nonvoting participation at the Board of Directors meetings.

## ARTICLE VI CLUB FINANCES AND DUES

Section 1. Fiscal Year. The fiscal year for the Club shall commence on the first day of March each year, and shall end on the last day of February the following calendar year.

Section 2. Annual Budget. An annual budget of planned Club income and expenditures shall be prepared and approved as follows:

a. Following the election of officers at the January general membership meeting and before the February meeting of the Board of Directors, the outgoing and incoming Treasurer and President shall prepare a proposed budget for the following fiscal year, containing projected expenditures and recommended dues based on projected membership.

b. At the February Board of Directors meeting, the Board of Directors shall meet with the outgoing and incoming Treasurer and President for review and modification (as desired) of the proposed fiscal year budget. The proposed budget must be approved by a majority vote of the current Board of Directors present.

c. At the February Club membership meeting, the incoming Board of Directors shall present their recommended budget for the next fiscal year. This budget may be approved by the Club membership as submitted, or may be modified from the floor and then approved. All voting for individual modifications and final approval shall require a majority vote of the members present for passage.

### Section 3. Dues

#### a. Annual Membership

1. There shall be two types of dues – that for an individual and that for a family (two adults). The family dues shall be one and one-half times the individual dues for each fiscal year (rounded up to the nearest whole dollar). Both adult

members of a family shall have full membership rights and privileges except that they shall receive only a single copy of each mailing sent to Club members.

2. The dues for each membership fiscal year shall be established as part of the annual budget, submitted and approved in accordance with Section 2 of this article. A separate vote on a modification to the dues amounts is not required.

3. Renewal of Annual Membership is by payment of dues as set forth above. Dues shall be paid within the first two months of each fiscal year. Members failing to renew within the two (2) months period shall be dropped from membership and the mailing list by the Membership Committee. Membership may be re-established by paying a full year's dues and application fees for the year in which the member rejoins.

4. Those new members joining the Club after the first day of September shall pay one-half the established dues (rounded up to the nearest whole dollar) for that fiscal year.

b. Life Membership

1. There shall be two types of dues – that for an individual and that for a family (two adults). The family dues shall be one and one-half times the individual dues for each fiscal year (rounded up to the nearest whole dollar). Both adult members of a family shall have full membership rights and privileges except that they shall receive only a single copy of each mailing sent to Club members.

2. The dues for Life Membership shall be established by the Board of Directors during the annual budget preparation at a rate that is twenty ( 20 ) times the dues for Annual Membership.

3. Payment of Life Membership dues will be in a single lump sum, or in three equal installments over a ninety (90) day period. The Life Membership dues are non-refundable.

4. All Life Membership certificate numbers shall be assigned in order of receipt of payment in full of the established dues.

Section 4. Application Fee. An application fee based on the appropriate cost of materials may be established by the Board of Directors for each new membership application submitted. In return, new members will be provided a membership packet consisting of the Club Bylaws, Club information sheets, and other material deemed appropriate by the Board of Directors. Applicants for family membership shall pay a single application fee and receive one membership packet.

#### Section 5. Accounts and Expenditures

a. No funds of the Club shall be expended or the Club obligated except as authorized herein.

b. The following expenditures may be authorized by the Board of Directors:

1. All expenses included in the approved budget, including the reprogramming of available assets from the general fund or savings account to account for inaccuracies in the budget estimates.

2. Non-budgeted items not in excess of \$1,000.00 for which adequate funds are available from current assets.

c. An expenditure in excess of \$1,000.00 may be authorized only by approval by a majority vote of the Board of Directors present, and a majority vote of the Club membership present at a Club membership meeting.

d. Club funds shall be held and secured in bank accounts by the Treasurer as approved by the Board of Directors.

c. Records shall be maintained of all Club funds and financial assets using recognized and acceptable accounting procedures.

f. No moneys may be withdrawn from Club bank accounts except upon signature of a minimum of two officers.

g. A separate interest-bearing account shall be maintained for Life membership dues. Interest accrued shall remain in the account. At the beginning of each fiscal year, an amount equal to the annual dues may be transferred to the general Club account for each Life membership in effect. Additional funds may be

transferred from the Life membership account only if authorized by a majority vote of the Club membership present at the Club membership meeting, following recommendations by the Board of Directors.

Section 6. Examination of Club accounts. The Board of Directors shall require that Club accounts be examined by a knowledgeable individual or committee, other than the Treasurer, at the end of each fiscal year, and whenever a change in the Club Treasurer takes place during the fiscal year, to ensure accounting and financial soundness. A record of the examination findings shall be kept by the Secretary.

## ARTICLE VII MEETINGS

Section 1. A quorum of seven (7) members of the Board of Directors including the President or Vice-President is required to conduct business at a Board of Directors meeting. Board of Director meetings should be held monthly as determined by the Board of Directors, but at least three (3) meetings per year shall be held. By majority vote, the Board of Directors may bring forward to the Club membership items of Club business for consideration of the membership.

Section 2. The Board of Directors shall establish monthly meetings for the Club membership. The purpose of such meetings will be to inform the membership of Club activities, to present special programs for the membership, and to conduct Club business as deemed appropriate by the Board of Directors. Annual elections shall be held at the January Club membership meeting for the purpose of electing officers.

Section 3. Meetings shall be held in a formal manner with proper decorum observed. The agenda shall be at the discretion of the presiding officer. "Roberts Rules of Order" may be used as a guide, however its use is not mandated. Minutes shall be kept of all Board of Directors meetings, other meetings as designated by the President, and Club membership meetings at which formal motions are presented. These minutes shall be maintained by the Secretary as part of the Club administrative record.

Section 4. The location of the Board of Directors and Club membership meetings shall be established by the Board of Directors.

Section 5. Special meetings of the Club membership may be called by the President, upon at least one-week's notice by mail to all members and shall be called by the President upon petition of not less than twenty-five (25) members in good standing.

Section 6. Special meetings of the Board of Directors may be called by the President upon at least seventy-two (72) hours notice to all Board of Directors members or may be called by a quorum of the Board of Directors in the same manner.

## ARTICLE VIII ELECTION OF OFFICERS

Section 1. The officers provided for in Article II shall be elected by the Club membership.

Section 2. The President shall appoint a Nominating Committee of not less than five members not later than the October Board of Directors meeting. The Nominating Committee may nominate more than one person for each office and nominate the same person for more than one office. The Club membership shall be notified, in writing in the December newsletter, or other method of written notice, at least twenty (20) days before the January Club membership meeting, of the names of the persons nominated for each office by the Nominating Committee. The Nominating Committee Chairperson shall not be eligible for office.

Section 3. Nominations from the floor may be accepted for any office at the January Club membership meeting, and at regularly scheduled monthly meetings immediately preceding the January meeting, but after formation of the nominating committee. ( The first sentence was rearranged to sound better )

Section 4. Each office must be voted upon separately and in the order listed in the Articles of Incorporation and Bylaws. Nominations may be accepted from the floor for an office immediately prior to the vote for that office. A person elected to office shall not be eligible to run for any other office. Elections shall be by secret ballot and a majority vote of the members present is needed to win. If there is only one person nominated for an office, the vote for that office shall be by a show of hands. If no candidate receives a majority of the votes cast, a run off election shall be held between the persons receiving the two highest number of votes. A member must be present to vote. Absentee ballots or voting by proxy is not permitted.

Section 5. Officers shall be limited to three (3) consecutive terms in the same office with the exception of the Trails Supervisor and Assistant Trails Supervisor, who shall be limited to five (5) consecutive terms. In the event there is no nominee for a particular office, the incumbent may be allowed to serve more than his/her designated term up to a time when a nominee is elected. Counselors shall be limited to only one term in office.

Section 6. In the event of a withdrawal, death, or disability prior to the January Club meeting, of any member who had been nominated by the Nominating Committee for any elective office, the Nominating Committee shall nominate one or more members for such elective office and shall notify the Club Membership prior to the January Club meeting. The provision for twenty (20) days advance notification to the membership shall not apply in such instance.

Section 7. To be placed in nomination status by the Nominating Committee or from the floor at a Club membership meeting, a member must agree to serve if elected.

Section 8. In the event of the resignation, death, disability or removal of the President, the Vice President shall immediately succeed the President. In the event of the resignation, death, disability or removal of the Vice President, the Board of Directors shall appoint a Vice-President to serve until the next election. In the event of the resignation, death, disability or removal of any other officer, the President shall appoint a successor to serve until the next election. In the instance of a vacancy of a Counselor, the person elected at the next election to fill the vacancy shall be elected to fill the remainder of the three-year term.

Section 9. Elections shall be held at the January Club membership meeting.

## ARTICLE IX DISCIPLINE AND REMOVAL

Section 1. Complaints directed to a member of the Board of Directors about the conduct of a member that is prejudicial to the Club shall be investigated and addressed by the Board of Directors. If the Board of Directors, by a 2/3 vote at a Board of Directors meeting shall decide that a member shall be expelled due to

prejudicial conduct, formal notice shall be sent to the member. If the member expelled asks for a review of the matter, the member shall be temporarily suspended until final resolution by a Review Committee. The member shall within thirty (30) days then have the right to a hearing on the matter by a Review Committee, consisting of not less than three former elected officers of the club appointed by the President. The decision of the Review Committee shall be final. A member so expelled holding an elected or appointed position in the Club shall be considered removed from that position. ( This paragraph is basically the same, just reorganized

Section 2. Committee members can be removed from a Committee at the discretion of the President or Committee Chairperson.

Section 3. Special Advisors to the Board of Directors can be removed at the discretion of the President.

Section 4. Committee Chairpersons appointed by the Board of Directors can only be removed for just cause by 2/3 vote at a Board of Directors meeting or by expulsion from the Club as a member per Section 1 above of this Article.

Section 5. Elected officers can only be removed from office for dereliction of duty, misconduct in office, personal actions or actions as a Club representative which bring discredit to the Club, or other similar cause. Elected officers of the Club are expected to attend a majority of the Board of Directors and Club membership meetings. Noncompliance shall be presumed to be just cause for removal from office. Removal from office requires a 2/3 vote of the Board of Directors present at the meeting and a 2/3 vote of the Club membership present for removal from office. At least a one-week notice shall be given to all members of the Board of Directors regarding the Board of Directors meeting at which removal of an officer shall be considered. The officer under consideration for removal shall be allowed to answer charges at both the Board of Directors meeting and Club membership meeting. Officers expelled from membership in the Club as per Section 1 of this Article shall be removed from office.

Section 6. Nonpayment of dues within the time period established in the Bylaws shall be cause for suspension of any board member from the Board of Directors. Suspension for more than two (2) months may be considered cause for removal from office even if membership is reinstated by later payment of dues.

## ARTICLE X NOTIFICATION OF MEMBERS

Section 1. The Chairperson of the Membership Committee shall maintain an up-to-date roster of all members including their mailing address, telephone number (if made available) and e-mail address (if made available) and shall provide these rosters to the members of the Board of Directors as required for them to perform their duties.

Section 2. Each member shall promptly give written notice to the Club of each change in mailing address to which the newsletter and other notices shall be sent.

Section 3. The mailing of written notice as required by these Bylaws shall be by first class mail, or other expedient and cost-effective postal delivery, or included in the Club newsletter. This shall constitute notice to the member and be binding.

Section 4. A copy of these Bylaws, with the latest amendments incorporated, shall be provided to each member. This shall be affected by either being published in the newsletter, or mailed to the Club membership or delivered by e-mail. It shall be the responsibility of each member to incorporate the amendments into his/her copy of the Bylaws.

## ARTICLE XI RULES, REGULATIONS, AND CONDUCT OF CLUB BUSINESS

Section 1. The Board of Directors may make such rules and regulations as it deems advisable provided such rules and regulations do not conflict with these Bylaws or the Articles of Incorporation. Such rules and regulations, if permanent, shall be documented in the Board of Directors minutes and a master list compiled and made available for all member, to be kept in the possession of the General Secretary.

Section 2. The Board of Directors may establish businesses it may deem appropriate in conformance with all local, state, or federal ordinances or laws.

Section 3. The Board of Directors may employ persons for compensation it deems appropriate to perform Club business. Such persons shall not be Club members and shall have no vote in Club business.

Section 4. Money or real property assets of the Club shall not in any manner be distributed to Club members or Club officers except for proper reimbursement on behalf of Club business. Financial compensation shall not be paid to any Club member or officer except for specific services rendered. Assets other than money (or equivalent) or real property may be sold or otherwise disposed of as approved by the Board of Directors.

## ARTICLE XII DISSOLUTION

Section 1. The Corporation may not be dissolved except by  $\frac{3}{4}$  vote of the Board of Directors present at a meeting scheduled for this purpose. Prior to this action at least a four-week notice shall be given in writing to the Club membership for a Club membership or special meeting at which the proposed dissolution of the Corporation will be discussed. Dissolution of the Corporation shall be in conformance with state law.

Section 2. Upon dissolution, the assets, funds and property shall be disposed of in accordance with the Articles of Incorporation.

## ARTICLE XIII AMENDMENT TO BYLAWS

Section 1. Amendments to the Bylaws may be proposed by the Board of Directors or by written petition, signed by not less than twenty (20) members in good standing, and delivered to the Secretary. The text of any proposed amendment and initiating petition, if any, shall be made available to each Club member. The Club membership shall meet for an open discussion on the proposed amendment(s). Members will be notified at least four (4) weeks in advance of the meeting. The amendment(s) will be voted on during the meeting.

Section 2. Voting will be by a show of hands, or by ballot on a form prescribed by the Board of Directors. The show of hands will be counted by at least three people designated by the President. Ballots shall be counted by three persons designated by the President. A Bylaw amendment shall pass if approved by  $\frac{2}{3}$  majority of those members present voting. The proposed amendment will pass or fail as written and no floor amendments shall be allowed.