

# BYLAWS OF THE TIDEWATER APPALACHIAN TRAIL CLUB

As Amended October 11th, 2023



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## **ARTICLE I PURPOSE, AUTHORITY, AND RESPONSIBILITY**

Section 1. The corporation's purposes are set forth in the Articles of Incorporation Section (b) (see attachment A), and include, but are not limited to:

- a. Maintaining a section of the Appalachian Trail agreed to with the Appalachian Trail Conference, and in accordance with group Volunteer Service Agreements between TATC and the U.S. Forest Service and the National Park Service.
- b. Providing trail maintenance to the Commonwealth of Virginia, municipal governments other entities as provided in enduring or ad hoc agreements.
- c. Providing organized hiking, backpacking, camping, educational, social, and other activities for its members.

Section 2. The Board of Directors is the policy setting and executive authority of the Club and the Tidewater Appalachian Trail Club, Corporation. They direct, manage, and are responsible for all volunteer activities, assets, administrative functions, and member welfare in accordance with the Articles of Incorporation and these Bylaws.

## 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 begin at the end of the February Board Meeting and end one year later at the end of the next year's February Board Meeting for all officers except Counselors who are elected to three-year terms.

Section 3. Duties of Officers. The following are the 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.

- i. Chairs the Board of Directors meetings and presides over the General Membership Meetings. As Chair of the Board of Directors, the President does not vote on motions before the Board except to break a tie vote.
- ii. Monitors the flow of information between Board members, activity leaders, and others to ensure effective coordination.
- iii. Ensures that Club activities are conducted in accordance with Federal, Commonwealth, municipal, and other partner agreements.

- 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 cannot fulfill the term. Acts as Hikemaster of the Club ensuring Club hikes and other activities are appropriately scheduled.
- c. Trails Supervisor and Assistant Trails Supervisor. Ensures sections of the Appalachian Trail and other AT associated trails assigned to the Club for maintenance are properly maintained.
- d. Secretary. Take minutes of Board of Directors meetings, and other meetings as the President may designate. Records the results of all official votes. Maintains Club administrative records, except where delegated elsewhere in the bylaws, and incoming and outgoing correspondence. Prepares outgoing correspondence when assigned by the President or Board of Directors.
- e. Treasurer. Keeps an accounting of Club finances. Receives and disburses Club funds as authorized by the Board of Directors. Maintain records of all Club financial assets and liabilities. Prepares an annual budget as outlined in Article VI of these Bylaws.
- f. Counselors. Guides 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. Conducts orientation sessions for new and potential members and serves 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. The President may nominate Club members in good standing to act as Committee Chairpersons, Assistant Chairpersons (with chairperson concurrence), or Special Advisors. Persons so nominated 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). All Board of Directors members as specified in this Section, as well as board approved Committee Chairpersons and Special Advisors, shall have one vote on the Board of Directors.

Section 3. The immediate past President of the Club shall be considered an ex-officio member 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 4. Other Special Advisors may be appointed by the President as non-voting members of the Board of Directors.

Section 5. 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 nominate 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 a combination thereof:

a. Newsletter	e. Land Management
b. Membership	f. Education
c. Cabin	g. Local Trails
d. Webmaster	

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 Special Committees shall be defined by the President and/or the Board of Directors.

## ARTICLE V GENERAL MEMBERSHIP

Section 1. The Tidewater Appalachian Trail Club welcomes everyone as members or participants in our events regardless of race, creed,

ethnic origin, sexual orientation, disabilities, or similar considerations. The Club prohibits bigoted, abusive behavior or speech by anyone at any of our activities. Any type of harassment-verbal, sexual or otherwise, will not be tolerated; any type of discrimination or harassment should be reported to the Board President and will be investigated by the Board as described in Article IX.

Section 2. 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. A person must be at least eighteen (18) years of age to be a member of the Club.

Section 3. Membership application shall be by a method completed by the applicant as prescribed by the Board of Directors, submitted electronically or in writing by the applicant, and tendered with payment of applicable dues as specified in the annual budget.

Section 4. 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 5. 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 6. All members in good standing except those joining within one month of the annual Club election shall have the right to vote in the annual Club elections.

Section 7. All members have the privilege to participate in all Club activities within prescribed limitations of that activity including non-voting 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

- i. There shall be two types of dues – that for an individual and that for a family (two adults). The family dues shall be at least 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.
- ii. The dues for each membership 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.
- iii. Renewal of Annual Membership is by payment of dues as set forth above. Dues shall be paid within the first two months of each membership year. A membership year expires on the last day of the twelfth month after application and payment is received. Members failing to renew within a four (4) month 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.

b. Life Membership

- i. There shall be two types of dues – that for an individual and that for a family (two adults). The family dues shall be at least one and one-half times the individual dues (rounded up to the nearest whole dollar). Both adult members of a family shall have full membership rights and privileges.
- c. 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.

- i. 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.
- ii. The status of deceased Life Members will be recorded using a “Life Member - Memorial” membership level in the membership management system.

#### Section 4. Accounts and Expenditures

- a. No funds of the Club shall be expended nor any member obligate the Club for expenditure of funds except as authorized herein.
- b. The following expenditures may be authorized by the Board of Directors:
  - i. 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.
  - ii. Non-budgeted items not in excess of \$2,000.00 for which adequate funds are available from current assets.
- c. An expenditure that was not included in the approved budget that is in excess of \$2,000.00 may be authorized only by approval by a majority vote of the Board of Directors present. Non-budgeted expenditures above \$2000 and approved by a majority vote of the Board will be reported in the newsletter.
- d. Club funds shall be held in bank accounts approved by the Board of Directors and shall be managed by the Treasurer.

- e. Records shall be maintained of all Club funds and financial assets using recognized and acceptable accounting procedures. A statement of all income and expenditures will be prepared monthly for the Board's review.
- f. No moneys may be withdrawn from Club bank accounts by the Treasurer without the approval of one other officer, preferably the President or Vice President. This approval can be in the form of a signature or an email sent by an officer to the Treasurer via the Treasurer's club email address (i.e., treasurer@tidewateratc.com). Club officers may not approve payments to themselves.
- g. People donating to the club will be encouraged to target either the General Fund or specific budget lines on that year's approved budget. For targeted donations (including grants or similar) that do not align with current budget lines or are not given to the General Fund, the Board of Directors will make a good faith effort to spend that money as intended, but reserves the right to re-direct the money to other priorities. This transfer may be authorized by approval of a majority vote of the Board of Directors present.

Section 5. 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 on the club's website database.

## 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 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 and other meetings as designated by the President. These minutes shall be maintained on the club website.

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-weeks' notice by electronic means 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 three 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 the December newsletter, by email, or other means of written notification, 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.

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 runoff 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.

Officers may run for, and if elected, serve in the same capacity for up to three consecutive one-year terms unless otherwise stated below. Counselors shall be elected to three-year terms in office, with one of the Counselor positions becoming open each year. The Trails Supervisor and Assistant Trails Supervisor may serve in up to 5 consecutive one-year terms if they are so elected by the club membership.

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. If a regular member is expelled, their dues will not be refunded. If a life member is expelled, the life membership dues should be refunded minus a deduction in the amount of regular dues for every year since the life membership was established.

Section 2. Non-elected 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. Standing Committee Chairpersons appointed by the Board of Directors can be removed 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 be removed from office only 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 either in person or through electronic means, if available. 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. (this list is maintained in the electronic membership management system).

Section 2. Each member shall promptly give notice to the Club of each change in mailing or emailing addresses to which the newsletter and other notices shall be sent. These changes should be submitted in writing or sent to [membership@tidewateratc.com](mailto:membership@tidewateratc.com)

Section 3. The mailing of written notice as required by these Bylaws shall be by electronic means, first class mail, or other expedient and cost-effective 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 on the website.

## 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 members, to be kept in the control of the 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, if a Club Member, shall not have a vote in that decision.

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. 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 2/3 majority of those members present voting. The proposed amendment will pass or fail as written and no floor amendments shall be allowed.