

**OLD DOMINION APPALACHIAN TRAIL CLUB**

**BYLAWS**

**(11-19-09)**

**BYLAWS  
OF THE OLD DOMINION APPALACHIAN TRAIL CLUB**

**FOREWORD**

These Bylaws shall be subordinate to the applicable laws of the land, and to the Articles of Incorporation in the Commonwealth of Virginia. They are directed towards the fulfillment of the Old Dominion Appalachian Trail Club's following purposes established within the Articles of Incorporation: (a) the construction and maintenance of foot trails for hikers, including that portion of the Appalachian National Scenic Trail between Reed's Gap and Rockfish Gap; (b) the provision of excursions on such trails or in other areas; and (c) the conduction of educational activities related to the need for preserving areas suitable for outdoor recreation.

**ARTICLE I. ASSOCIATION**

Section 1. The Old Dominion Appalachian Trail Club (hereinafter referred to as the "ODATC" or "Club") may enter into such associations, agreements, and partnerships, as it deems necessary to carry out the purposes for which it was incorporated.

Section 2. The Club shall be a member in good standing of the Appalachian Trail Conservancy (hereinafter referred to as the "ATC").

Section 3. ODATC shall continue as a non-stock corporation in the Commonwealth of Virginia.

Section 4. The Club shall be a partner in the Memorandum of Understanding for the Appalachian National Scenic Trail in the Commonwealth of Virginia.

**ARTICLE II. MEMBERS**

Section 1. Anyone eighteen years of age or older may become a member, provided that such person shall have completed an application, and paid the necessary monies as determined by these Bylaws.

Section 2. There shall be five classes of membership: Student (enrolled in a secondary or post-secondary training or educational institution), Regular (individual), Family (two or more persons having the same residence), Life, and Distinguished.

Section 3. The annual dues, which shall be collected for each class of membership, are: Student, \$10.00, Regular, \$15.00, and Family, \$20.00.

*ALTERNATE WORDING - The annual dues and Life one-time fee, which shall be collected for each class of membership, shall be established by the Board. Increases or decreases to membership dues will be made on a calendar basis. Club membership will be provided 2 months notice of a change to annual dues and Life one-time fee. Current dues and fees will be posted on the Club website.*

Section 4. The Life membership shall be given upon payment of a one-time fee of \$250.00, and shall exempt the holder from payment of all future dues while according all of the privileges of a regular membership.

*ALTERNATE WORDING – The Life membership shall be given upon payment of a one-time fee and shall exempt the holder from payment of all future dues while according all of the privileges of a regular membership.*

Section 5. The Distinguished membership shall be awarded upon the recommendation of the Board. The awarding of the Distinguished membership shall exempt the holder from payment of all future dues, while according all of the privileges of a regular membership.

Section 6. The membership year is March 1 to February 28. Any member who has not paid his/her dues by May 1 shall be automatically terminated from membership. Reinstatement of a former member terminated for failure to pay dues can be accomplished by payment of current year dues.

*ALTERNATE WORDING - The membership year will be on a rolling basis with membership renewal required on the member's anniversary date. Any member who has not paid his/her dues within 2 months following the member's anniversary date may be terminated. Access to member only information on the club website will not be reinstated until payment of current year dues has been made.*

Section 7. Membership may also be terminated by a two-thirds vote of the Board of Directors, or a majority vote of the Club at one of its meetings.

### **ARTICLE III. BOARD OF DIRECTORS**

Section 1. The officers of the Club, together with the immediate past-President serving in an advisory capacity, shall constitute the Board of Directors.

*ALTERNATE WORDING - The officers of the Club shall constitute the Board of Directors.*

Section 2. The Board of Directors' collective responsibility to the Club shall take precedence over any particular Director's responsibility as an officer.

Section 3. Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board can be called by the President, and shall be called upon the written request of five members of the Board. All meetings of the Board shall be open to the membership, and notice of the meetings shall be given in the Club newsletter whenever possible. Attendance by 50% or more of the total Board shall constitute a quorum.

*ALTERNATE WORDING - Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board can be called by the President, and shall be called upon the written request of five members of the Board. All meetings of the Board shall be open to the membership, and notice of the meetings shall be posted on the Club website and in the newsletter whenever possible. Attendance by 50% or more of the total Board shall constitute a quorum.*

Section 4. The Board shall prepare and approve an annual budget, to guide the actions of the officers.

Section 5. The Board shall set any membership fees and other such charges as are required by Club operations.

#### **ARTICLE IV. BOARD MEMBERS**

Section 1. The officers of the Club shall be a President, Vice President, Secretary, Treasurer, Land Manager, Trail Maintenance Chair, Activities Chair, Programs Chair, Newsletter Editor, Website Chair, and Membership Chair. These officers shall perform the duties described by these Bylaws and by the Parliamentary Authority adopted by the Club, and others as approved by the Board.

*ALTERNATE WORDING - The officers of the Club shall be a President, Vice President, Secretary, Treasurer, Land Manager, Trail Maintenance Chair, Activities Chair, Programs Chair, Newsletter Editor, Website Chair, Membership Chair and Outreach Chair. These officers shall perform the duties described by these Bylaws, by the Parliamentary Authority adopted by the Club, and by others as approved by the Board.*

Section 2. At a Board of Directors' meeting, which is at least two months prior to the Club's Annual meeting, which is held in November each year, a Nominating Committee shall be appointed by the President. The Committee shall consist of one present Board member (excluding the President) and two Club members who may or may not be current Board members. It shall be the duty of this Committee to nominate candidates for the offices to be filled at the Club's Annual Meeting. The committee shall report to the Board at its next regular meeting, and the nominations shall be published in the Club newsletter prior to the Club's Annual Meeting. Before the election at the Club's Annual Meeting, additional nominations from the floor shall be permitted.

*ALTERNATE WORDING – A nominating committee shall be appointed by the President at a Board of Directors meeting at least two months prior to the Club's Annual November meeting. The Committee shall consist of one present Board member (excluding the President) and two Club members who may or may not be current Board members. It shall be the duty of the Committee to nominate candidates for the offices to be filled. The list of nominations shall be presented to the Board. Prior to the Club's Annual November meeting, all nominations are presented to the membership by the Committee by posting on the Club's website and/or publishing in the Walker.*

Section 3. All officers shall be elected to serve for two year terms, or until their successors are elected. The President and Land Manager shall be elected together, at alternate Club Annual Meetings from the election of the Trail Maintenance Chair and Website Chair.

*ALTERNATE WORDING - All officers shall be elected to serve for two year terms, or until their successors are elected. The President and Vice President shall be elected together. Other officer positions will be elected such that no more than half the positions are elected in a given year.*

Section 4. The "years" of a term of office is the calendar year. Following the Club's Annual Meeting, the current and newly-elected members of the Board shall meet in joint session to prepare the budget for the coming year, and to otherwise ensure a smooth transition for the newly-installed officers.

*ALTERNATE WORDING - The term of office follows the calendar year. After the Club's Annual Meeting, the current and newly-elected members of the Board are encouraged to meet in joint session to prepare the budget for the coming year, and to otherwise ensure a smooth transition for the newly-installed officers.*

Section 5. No member shall hold more than one office at a time. No member shall be eligible to serve more than three consecutive terms in the same office unless the Club is unable to recruit an acceptable candidate after a reasonable effort. Each and every term served beyond the third consecutive term requires approval by two-thirds of the Board.

Section 6. No officer shall receive compensation for services rendered in connection with his/her official duties. However, an officer or other Club member acting on behalf of the Board may receive reimbursement for out-of-pocket costs authorized by the Board.

Section 7. Any vacancy in an office shall be filled as soon as is practicable, but in any event no more than 60 days after the vacancy occurs, by a majority vote of the remaining Directors. An officer appointed to fill a vacancy shall serve for the remaining term of the office.

*ALTERNATE WORDING - Any vacancy in an office shall be filled as soon as is practicable by a majority vote of the remaining Directors. An officer appointed to fill a vacancy shall serve for the remaining term of the office.*

Section 8. An officer may be removed from office by a majority vote of the Club at one of its meetings, or by a two-thirds vote of the Board of Directors.

## **ARTICLE V. BOARD OFFICERS AND COMMITTEES**

Section 1. Standing or special committees shall be appointed by the President, as the Club or the Board of Directors shall from time to time deem necessary to carry on the work of the ODATC. The President shall be an ex officio member of all committees except the Nominating Committee.

Section 2. The Board may create additional non-voting, non-Director positions. All such officers shall report to an assigned Board member; and, unless otherwise specified, shall have a term of office of one year. These positions are not subject to the term limitations, and officeholders may be re-appointed.

## **ARTICLE VI. MEETINGS**

Section 1. The regular meetings of the ODATC shall be held in the months of January, March, May, September, and November unless otherwise ordered by the Club or by the Board of Directors. Notice of all regular meetings shall be given in the Club newsletter.

*ALTERNATE WORDING - The regular meetings of the ODATC shall be held in the months of January, March, May, September, and November unless otherwise ordered by the Club or by the Board of Directors. Notice of all regular meetings shall be posted on the Club website and in the Club newsletter.*

Section 2. The regular meeting in November shall be known as the Annual Meeting, and shall be for the purpose of electing officers and for any other business that may arise.

Section 3. Special meetings can be called by the President or by majority vote of the Board of Directors, and shall be called upon the written request of any group of members equal to or greater than 5% of the Club's total membership. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 10 days' notice shall be given.

Section 4. Each individual member shall be entitled to one vote.

*ALTERNATE WORDING - Each individual member shall be entitled to one vote. Each family membership shall be entitled to two votes.*

Section 5. Attendance by 10% or more of the total membership of the Club shall constitute a quorum. For purposes of establishing the size of the Club, family memberships shall count as two members regardless of the number of members in the household.

Section 6. No voting by proxy or by mail-in vote shall be allowed.

#### **ARTICLE VII. PARLIAMENTARY AUTHORITY**

The rules contained in the Tenth edition of Robert's Rules of Order, Newly Revised (10<sup>th</sup> Edition), shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special Rules of Order which the Club may adopt.

*ALTERNATE WORDING - The rules contained in the current edition of Robert's Rules of Order, shall govern the Club in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and any special Rules of Order which the Club may adopt.*

#### **ARTICLE VIII. AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS**

The Articles of Incorporation, and these Bylaws, can be amended at any regular or special meeting of the Club by a two-thirds vote of the general membership at such meeting, provided that the proposed amendment obtains the sponsorship of at least five members, and that written notice of the amendment has been given in the preceding issue of the Club newsletter or in a direct mailing to all members, at least 10 days in advance of the meeting.

*ALTERNATE WORDING - The Articles of Incorporation, and these Bylaws, can be amended at any regular or special meeting of the Club by a two-thirds vote of the general membership at such meeting, provided that the proposed amendment obtains the sponsorship of at least five members, and that written notice of the amendment has been posted on the Club website, in the preceding issue of the Club newsletter or in a direct mailing to all members, at least 10 days in advance of the meeting.*