

# Bylaws of the Green Mountain Club, Inc.

## *Maintaining and Protecting Vermont's Long Trail Since 1910*

Amended: June 14, 1997; June 12, 2004

### ARTICLE I - SEAL; REGISTERED OFFICE AND AGENT; FISCAL YEAR

1. **Seal.** The official corporate seal is an impression seal with the name of the corporation and the year and state of incorporation set forth thereon.

2. **Registered Office and Agent.** The registered office of the corporation is the principal office of the corporation, and the registered agent of the corporation is its Executive Director.

3. **Fiscal year.** The fiscal year of the corporation shall begin May 1.

### ARTICLE II - MEMBERS AND THEIR MEETINGS

1. **Classes of membership.** The classes of members are as follows:

(a) **Individuals.** Any person may join the corporation as a voting member.

(b) **Organizations.** Any organization or business may join the corporation as a non-voting member.

(c) **Honorary life members.** Individuals making significant contributions to the corporation and its programs may be accorded honorary life member status. Both members and non-members of the corporation are eligible for this voting designation.

2. **Dues.** The membership dues of the corporation are as follows:

(a) **Annual.** The annual dues for each class of members, and for such subclasses of membership as the Board of Directors may designate, shall be set by the Board of Directors and may be changed from time to time. No changes in dues may be considered at a meeting of the Board of Directors unless the subject of a dues change is listed in the call to the meeting. Any change in dues duly approved by the Board of Directors will take effect at such time as the Board of Directors determines.

(b) **Life.** Any individual member may become a member of the corporation for life upon payment of a sum prescribed by the Board of Directors, and such sum may be changed from time to time for members joining for life thereafter.

(c) **Delinquency.** Any member whose dues to the corporation are in arrears more than four months after they are due to the corporation shall cease to be a member thereafter.

3. **Annual meeting.** The annual meeting of the members of the corporation shall be held on a Saturday or Sunday in May or June or on a different date in May or June on unanimous vote of the Board of Directors, and at such place within or without the State of Vermont, but preferably within the State of Vermont, as the Board of Directors designate. Advance

notice of the date, time and place shall be given in the corporation's principal membership publication not less than ten days nor more than one hundred and twenty days before the date of the meeting.

4. **Special meetings.** Special meetings of the members of the corporation may be called by the President, the Board of Directors, or by members constituting one-tenth of the voting membership. Written notice shall be mailed or delivered to all members at least one week in advance, and such notice shall include the purpose or purposes for which the meeting is called.

5. **Voting.** Each voting member shall be entitled to one vote at any meeting of the members of the corporation. Proxy voting is prohibited.

6. **Quorum.** Thirty voting members shall constitute a quorum for the transaction of business at any meeting of the members of the corporation.

### ARTICLE III - BOARD OF DIRECTORS AND ITS MEETINGS

1. **Function.** The Board of Directors has the ultimate responsibility to manage the affairs of the corporation.

2. **Number.** Directors shall be allocated at each annual meeting of the members of the corporation as follows:

(a) **Section directors.** One per section.

(b) **General directors.** Up to a number equal to the total number of sections.

(c) **Officers.** The officers of the corporation, if not otherwise directors, shall be voting ex officio members of the Board of Directors. The immediate past president shall serve as a voting ex officio director for one year.

3. **Election.** Directors shall be elected as follows:

(a) **Sections.** The membership of each section shall elect its directors, at the commencement of their terms or to fill vacancies, at an annual or special meeting, or the positions may be filled in a different manner if provided in the constitution or bylaws of the section. Each section may have an alternate director for each of its directorships who shall be elected in the same manner as a director.

(b) **General Directors.** General directors shall be elected annually by the voting members of the corporation. Only those ballots received by the corporation by the deadline contained in the ballot shall be counted. In addition to nominations from the Nominating Committee, any voting member of the corporation may petition with 25 or more signatures to be placed on the ballot. Annual election results shall be reported by the

Nominating Committee at the Annual Meeting. Should a general director position become vacant, it shall be filled by appointment by the President, subject to confirmation by the Board of Directors, for the remainder of the unexpired term.

4. **Term.** Directors shall serve three-year terms beginning at the annual meeting, but the Board of Directors may shorten the term of any directorship for the purpose of staggering the expirations of directors' terms.

5. **Eligibility.** All directors and officers shall be voting members of the corporation. Any director, other than an officer of the corporation, who has served six consecutive years shall be ineligible to continue to serve for a period of one year.

(a) Permanent employees of the corporation shall not be eligible to serve as directors for at least three years after the termination of their employment. Seasonal employees of the corporation shall not be eligible to serve as directors for at least one year after the termination of their employment.

6. **Regular meeting.** The regular meeting of the Board of Directors shall be held after the annual meeting of the members of the corporation at the same location.

7. **Special meetings.** Special meetings of the Board of Directors may be called by the President or any seven directors provided that notice shall be mailed or delivered to each director at least one week in advance.

8. **Quorum.** One-third of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

9. **Non-voting Representatives.** There shall be one non-voting representative each from the Forest Service of the U. S. Department of Agriculture and the Department of Forests, Parks and Recreation of the State of Vermont. They shall be invited to attend and entitled to speak at all meetings of the Board of Directors.

### ARTICLE IV - OFFICERS AND EXECUTIVE DIRECTOR

1. **Number.** The officers of the corporation shall be the President, Vice President, Treasurer and Secretary.

2. **Annual election.** The officers of the corporation shall be elected annually by the Board of Directors at their regular meeting, and shall serve until their successors are elected and qualified.

3. **Vacancy.** Any vacancy in an officer position may be filled for the balance of the term of the office by election of the Board of Directors.

4. **Eligibility.** The President, Vice President, Secretary, and Treasurer shall be voting members of the corporation. The President, Vice President, and Secretary must be current or past directors of the corporation. No officer shall serve in the same office for more than three consecutive one-year terms, with the exception of the treasurer, who may serve for six consecutive one-year terms.

5. **President.** The President shall supervise the activities of the corporation and preside at the meetings of members, the Board of Directors and the Executive Committee. The President or the Executive Director or whomever they designate in writing shall execute contracts and conveyances on behalf of the corporation. The President shall act on behalf of the Board of Directors in all matters under its jurisdiction.

6. **Vice President.** The Vice President shall assist the President in the supervision of the activities of the corporation and shall perform the duties of the President when the President is disabled.

7. **Treasurer.** The treasurer shall ensure preparation of correct and complete budgets, financial records, and reports, and filing of all tax returns of the corporation pursuant to the instruction of the Board of Directors. The Treasurer shall be bonded as appropriate to the annual budget and endowment of the corporation.

8. **Secretary.** The Secretary shall ensure preparation of accurate minutes of all meetings of the members, the Board of Directors and the Executive Committee. The Secretary shall oversee all corporate records other than financial records. The Secretary also shall oversee filing with the proper governmental officials of all documents, other than tax returns, which the corporation is required by law to file.

9. **Executive Director.** The Executive Director shall carry out the objectives and purposes of the corporation as determined by these Bylaws and by the policies and decisions of the Board of Directors. He or she shall be responsible to the Board of Directors for the management of the business and staff of the corporation.

## ARTICLE V - COMMITTEES

1. **Committees.** The Board of Directors may authorize the establishment and termination of committees as needed for the function of the corporation, except for the committees named in this article.

2. **Appointment.** With the approval of the Board of Directors, the President shall appoint annually the membership and chairperson of all committees as soon as possible after the annual meeting of the members of the corporation.

### 3. **Executive Committee.**

(a). **Function.** It shall advise the President, monitor the vitality of the corporation and its sections, and carry out any other duties specified by the Board of Directors.

(b). **Composition.** It shall consist of not more than nine voting members of the corporation, at least two-thirds of whom shall be present directors, and shall include the President, Vice President, Treasurer and Secretary.

(c). **Term.** Membership shall be for the term of one year.

(d). **Meetings.** It shall meet at the call of the President with such advance notice to members of the Executive Committee, directors and the president of each section as the President deems appropriate.

(e). **Quorum.** A majority of the members of the Executive Committee, but not less than four, shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

### 4. **Nominating Committee.**

(a) The Nominating Committee shall consist of at least four members, with a majority being current directors.

(b) At the annual meeting of the members of the corporation, the Nominating Committee shall present the names of any number of candidates for any number of directorships to be filled. At the regular meeting of the Board of Directors, the Nominating Committee shall present the name of at least one candidate for each office of the corporation.

(c). The Nominating Committee will call for nominations for Honorary Life members prior to March 1 each year. The Nominating Committee will make its recommendations for Honorary Life members to the Board of Directors, which will act upon them and announce honorary memberships at the annual meeting of the members of the corporation.

## ARTICLE VI - LOCAL SECTIONS OF CORPORATION

### 1. **Establishment and Bylaws.**

(a) Local chapters, to be known in each instance as a section, may be established from time to time by the Board of Directors upon application.

(b) Bylaws for new sections shall be submitted to the Board of Directors for approval.

(c) Section bylaws shall be on file at the headquarters of the corporation.

(d) Any section bylaw or other governing document or part thereof that conflicts with the Articles of Association or Bylaws of the corporation is void.

(e) Each section shall make provisions for the disposition of its assets upon disestablishment or dissolution which shall be consistent with Paragraph 6 of this Article.

### 2. **Structure.**

(a) A section may be organized as an unincorporated association or as a nonprofit corporation.

(b) Each section shall have at least a President, Secretary, and Treasurer for officers and a trails and shelters committee among its committees.

3. **Membership.** Membership of each section shall be open to any person without restriction, except for required payment of standard dues.

4. **Corporate dues.** The Board of Directors of the corporation shall establish a dues remittance schedule. No changes to the dues remittance schedule may be considered at a meeting of the Board of Directors unless the subject of a change is listed in the call to the meeting.

### 5. **Duties.**

(a) Each section shall maintain to standards set by the Board of Directors the trails and shelters assigned to, and accepted by, it.

(b) The President of each section or his or her designee of each section shall report orally or in writing the membership and activities of his or her section at the annual meeting of the members of the corporation.

6. **Assets and liabilities.** Each section shall control its own funds and other assets, and the corporation shall not be liable for the debts of any section. If a section is disestablished or dissolved, it shall transfer forthwith to the corporation all of its tangible and intangible property pertaining to trails and shelters which are located in the State of Vermont and have the approval of the Board of Directors. Any other assets remaining at the time of disestablishment or dissolution after the payment of debts shall be transferred to the corporation unless the section has arranged to transfer such assets to a different corporation which has qualified under Section 501(c)(3) of the U. S. Internal Revenue Code.

7. **Disestablishment.** A section may be disestablished by a two-thirds vote at any regular or special meeting of the Board of Directors if its membership has fallen below ten or the section is deemed to have failed to perform its responsibilities to the corporation. Notice of such proposed action shall be mailed or delivered by the President to both the President and Secretary of the affected section at least thirty days in advance of the meeting of the Board of Directors.

## ARTICLE VII - AMENDMENTS AND PROCEDURE

1. **By Directors.** The Board of Directors shall have the power to amend or repeal the Bylaws by a unanimous vote at any meeting, provided that notice of the proposed action is given in the call for the meeting.

2. **By members.** The members of the corporation shall have the power to amend or repeal the Bylaws by a two-thirds vote of those present and voting at any meeting of the membership, provided that notice of the proposed action is given in the call for the meeting.

3. **Procedure.** Unless otherwise provided in the Bylaws, all matters of parliamentary procedure shall be governed by Robert's Rules of Order Newly Revised.