

## CHESTER COUNTY TRAIL CLUB CONSTITUTION

(As Amended August 15, 2000; May 10, 2005; August 2, 2005; and May 16, 2016)

### ARTICLE I Name

The name of this organization shall be Chester County Trail Club (“the Club”).

### ARTICLE II Purpose

The purpose of the Club shall be to create and promote interest in, enjoyment of, and the fellowship associated with hiking and other outdoor recreational activities, and to participate in the building, maintenance, and protection of trails for public use.

### ARTICLE III Members

#### Section 1.

Any person at least 18 years of age, regardless of race, religious creed, ancestry or national origin, shall be eligible for membership. Such a person shall become a member upon the receipt by the Treasurer of both an application for membership in a form adopted by the Board of Directors and the payment of dues. There shall be two classes of membership: an individual membership; and, for two persons at least 18 years of age at the same address, a dual membership.

#### Section 2.

Each new member, upon request, shall be given a copy of the Constitution and Bylaws and, thereafter, so long as he remains a member, shall be entitled to the rights and benefits and subject to the obligations of membership as set forth therein and in any amendments thereto. (Amended, Annual Membership Meeting, May 10, 2005.)

#### Section 3.

A member’s membership shall be terminated:

- a. Upon receipt by the Treasurer of the member’s written resignation;
- b. By the failure of the member to pay the dues as set forth in the Bylaws within 30 days after such dues were due; or
- c. By the Board for cause.

If membership has been terminated for failure to pay dues for the current year, membership shall be reinstated upon payment of such dues.

## ARTICLE IV Board of Directors

### Section 1.

The governing body of the Club shall be the Board of Directors (“the Board”) composed of the four officers, the immediate past president, two directors-at-large elected by the membership as provided in Article VI and the chairmen or co-chairmen of the standing committees named in Article VII. The term of office of the directors-at-large shall be two years from the first day of June following their election or until their successors are elected whichever last occurs. *A director-at-large may not serve consecutive terms* (Revised May 3, 2016). An officer or director-at-large also may serve as the chairman of a standing committee, but shall have only one vote.

### Section 2.

If the office of the President becomes vacant, the Vice-President immediately shall become President and the office of the Vice-President shall become vacant. If any office, other than the Presidency, or if any directorship-at-large shall become vacant, the Board shall fill such vacancy, subject to the approval of the membership at its next meeting.

### Section 3.

There shall be meetings of the Board at least every quarter. A meeting may be called by the President or two or more other members of the Board. The quorum, notice and any other requirements for such meetings shall be as provided in the Bylaws. Any member may attend any meeting of the Board. Upon notice to the Board, a member may address the Board. (Amended, Special Membership Meeting, August 2, 2005.)

## ARTICLE V Officers

### Section 1.

The officers of the Club shall be: President, Vice-President, Secretary, and Treasurer. They shall be elected by the membership as provided in Article VI. Their terms of office shall be two years from the first day of June following their election or until their successors are elected whichever last occurs. No member shall hold more than one such office or serve more than two consecutive full terms as President.

## Section 2.

The duties of the officers shall be:

**President:** The President shall be the executive officer of the Club and an ex-officio member of all committees except the Nominating Committee, and shall preside at membership and Board meetings.

**Vice President:** The Vice-President shall assist the President and perform the duties of the President during the absence or disability of the President.

**Secretary:** The Secretary shall take and prepare minutes of membership and Board meetings, and maintain a book or books containing past and current minutes, the Constitution and Bylaws and any other rules or policies adopted by the membership or the Board.

**Treasurer:** The Treasurer shall collect, disburse, and maintain records of Club funds, prepare and submit to the Board an annual budget, and maintain the membership list.

## Section 3.

The officers shall have such additional duties as are set forth in the Bylaws or as the Board or the President may direct.

## ARTICLE VI Membership Meetings and Elections

### Section 1.

An annual meeting of the membership shall be held in May. The date, time and place shall be fixed by the President (or if he shall fail to act, the Vice-President or two or more other members of the Board) and shall be published in the Club newsletter provided by Article VII (the "Newsletter") prior to the meeting. Special meetings of the membership may be called by the President or the Board. Notice of any such special meeting shall be published in the Newsletter prior to the meeting.

### Section 2.

The election of officers and the two directors-at-large shall be held at the annual meeting in May of odd-numbered years. The procedure shall be:

a. *The Nominating Committee shall have an odd number of five or more members. (Revised May 3, 2016)* At least six months before the date of the election, the President, subject to the approval of the Board, shall appoint the chairman and not less than four other members of the Nominating Committee. The committee shall include the immediate past president and may include only one other member who is a director. The names of the members of the Nominating Committee shall be published in the Newsletter first following their appointment.

b. Nominations of the Nominating Committee shall be published in the Newsletter prior to the election. Additional nominations may be made from the floor at the meeting. No person shall be nominated by the Nominating Committee or at the meeting who has not agreed to serve if elected.

c. Voting shall be by secret ballot. Election shall be by a plurality of those voting.

### Section 3.

The quorum necessary for the transaction of business, the election of the four officers and the two directors-at-large, and the amendment of the Constitution shall be as provided in the Bylaws

and, except as provided in Article XI, a majority of those voting shall be sufficient to carry any motion. An individual member shall have one vote. A dual membership shall have two votes.

## ARTICLE VII Committees

### Section 1.

The standing committees shall be:

a. Hike Records Committee: It shall keep a record of all Club hikes, those attending, and the mileage hiked by each, and provide an annual report for the membership.

b. Newsletter Committee: It shall prepare and distribute to the membership the Newsletter, which shall contain the hiking schedules, and such other materials as set forth in the Constitution and the Bylaws or directed by the President or the Board.

c. Hike Committee. It shall arrange the hiking program and provide the hiking schedule for the Newsletter.

d. Liaison Committee: It shall represent the Club in communications with other clubs, environmental groups and governmental bodies.

e. Trail Maintenance Committee: It shall maintain such trails as may be designated in the Bylaws.

f. Archives Committee: It shall collect and preserve materials relating to the Club's past and current activities.

g. Membership Committee: It shall promote membership, new memberships, and membership renewals. It shall not accept any dues payments or maintain the membership list. (Adopted, Special Membership Meeting, August 2, 2005)

h. Webpage Committee: It shall produce the Club's webpage and keep it up to date. (Adopted, Special Membership Meeting, August 2, 2005)

The standing committees shall have such additional duties as are set forth in the Bylaws or may be directed by the President or the Board.

## Section 2.

The President, with the approval of the Board, shall appoint and may remove the chairman and other members of standing committees. The President or the Board may appoint and may remove the chairman and other members of any special committee, provided, however, the President shall not remove any member appointed by the Board.

## ARTICLE VIII Dues

Dues shall be recommended by the Board and voted upon at the annual membership meeting. Notice of any recommended change shall be published in the Newsletter prior to the meeting.

## ARTICLE IX Liability

The Club, its officers, directors and members shall not be liable to any member, guest or any other person for any injury, damage or loss of any kind incurred by any such person participating in any Club activity.

## ARTICLE X Bylaws

The Board or the membership may adopt bylaws that do not conflict with this Constitution. Bylaws shall be published in the Newsletter first following their adoption.

## ARTICLE XI Amendments

Amendments to the Constitution may be made at the annual or a special membership meeting by a vote of two-thirds of those voting, provided that notice of the proposed amendments has been given by presentation at a previous meeting and publication in the Newsletter. Amendments shall be published in the Newsletter first following their adoption.

## ARTICLE XII Robert's Rules of Order

The rules in 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 the Constitution and Bylaws. (Adopted, Annual Membership Meeting, May 10, 2005.)