CHESTER COUNTY TRAIL CLUB CONSTITUTION

(Current version language is as Amended August 15, 2000; May 10, 2005; August 2, 2005; May 16, 2016; May 28, 2019 and July 26, 2021)

ARTICLE I: NAME

The name of this organization shall be Chester County Trail Club ("the Club", "CCTC"). (Amended, Annual Membership Meeting, May 28, 2019)

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 CCTC of both an application for membership in a manner adopted by the Board of Directors and the payment of dues. There shall be one class of membership: individual. Current dual members, whose membership has been held for ten years or more as of September 30, 2021, may continue to pay one membership fee for two persons at least 18 years of age, living in the same household. (Amended, Annual Membership Meeting, May 28, 2019; Amended, Special Membership Meeting, July 26, 2021)

Section 2.

Each new member, upon request, shall be given a copy of the Constitution and Bylaws and, thereafter, so long as they remain 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: May 10, 2005; Annual Membership Meeting, May 28, 2019)

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, and two directors-at-large elected by the membership as provided in Article VI, and the Chair or Co-Chairs 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. An officer or director-at-large, with the exception of the President who may serve only as an ex-officio member of all committees except the Nominating Committee, as limited by Article V, Section 2., also may serve as the Chair or Co-Chair of a standing committee, but shall have only one vote. (Amended: May 3, 2016; Annual Membership Meeting, May 28, 2019)

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 elected office, other than the President, becomes vacant the Board shall fill such vacancy until the expiration of that term. (Amended, Annual Membership Meeting, May 28, 2019)

Section 3.

The Board shall meet at least every quarter. Special meetings of the Board 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.

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.

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; call special meetings; appoint Chairs/Co-Chairs of standing and special committees, with the approval of the Board; and be the principal representative of the CCTC in external affairs. (Amended, Annual Membership Meeting, May 28, 2019)

Vice President. The Vice-President shall assist the President and perform the duties of the President during the absence or disability of the President, and shall coordinate the planning of the Annual Banquet. (Amended, Annual Membership Meeting, May 28, 2019)

Secretary. The Secretary shall take and prepare minutes of membership and Board meetings; and maintain a book or books containing current and past minutes dating back five years, the Constitution and Bylaws, and any other rules or Policies adopted by the membership or the Board. Minutes dated beyond five years may be turned over to the CCTC Archives Committee for preservation. (Amended, Annual Membership Meeting, May 28, 2019)

Treasurer. The Treasurer shall collect, disburse, and maintain records of Club funds, prepare and submit to the Board an annual budget; immediately alert the Board on significant budget and expense problems and provide a financial report during every Board meeting and whenever requested by the Board. (Amended, Annual Membership Meeting, May 28, 2019)

The duties of the Directors-At-Large and the Immediate Past President, although not officers of the Club, shall be:

Directors-At-Large. The Directors at Large shall be members of the CCTC and shall provide to the Board such advice and counsel as requested by the Board or as they deem appropriate at any time. (Amended, Annual Membership Meeting, May 28, 2019)

Immediate Past President. The Immediate Past President shall provide the Board with Club continuity and shall serve as a member of the Nominating Committee. (Amended, Annual Membership Meeting, May 28, 2019)

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 the President shall fail to act, the Vice-President or two or more other members of the Board) and shall be published in the CCTC Hiking Schedule provided by Article VII (the “Hiking Schedule”) for the quarter that includes the date of the meeting. Special meetings of the membership may be called by the President or the Board. Membership

shall be given at least 30 days' notice prior to the date of the meeting. (Amended, Annual Membership Meeting, May 28, 2019)

Section 2.

The election of officers and the two directors-at-large shall be held at the membership 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. At least six months before the date of the election, the President, subject to the approval of the Board, shall appoint the Chair 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 Hiking Schedule first following their appointment. (Amended: May 3, 2016; Annual Membership Meeting, May 28, 2019)

b. Nominations of the Nominating Committee shall be published in the Hiking Schedule for the quarter that includes the date of 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. (Amended, Annual Membership Meeting, May 28, 2019)

c. Voting shall be by secret ballot to be provided by the Nominating Committee Chair. Election shall be by a plurality of those voting. (Amended, Annual Membership Meeting, May 28, 2019)

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 XII, 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, one vote by each of the dual members. (Amended, Annual Membership Meeting, May 28, 2019)

ARTICLE VII: COMMITTEES

Section 1.

The standing committees each of which shall have a Club member as its chair or co-chairs shall be:

a. Hike Records Committee. It shall keep a record of all Club hikes, those attending, and the mileage hiked by each member in accordance with the Policies of the Club. It shall provide an annual report for the membership at the Club Banquet. (Amended, Annual Membership Meeting, May 28, 2019)

b. Hiking Schedule Committee. It shall prepare and distribute to the membership the quarterly Hiking Schedule, which shall contain the planned hikes for the quarter, and such other materials

set forth in the Constitution, Bylaws and the Policies of the Club or directed by the President of the Board. (Amended, Annual Membership Meeting, May 28, 2019)

c. Hike Coordinators Committee. It shall consist of (at least) Sunday, Wednesday, Saturday, and Backpacking Co-Chairs. It shall coordinate the development of the hiking schedule; review submissions from volunteer hike leaders; settle schedule conflicts; and provide their Coordinator schedules to the Hiking Schedule Committee. (Amended, Annual Membership Meeting, May 28, 2019)

d. Liaison Committee. With the approval of the President, it shall represent the Club in communications with other hiking clubs, environmental groups and conservancies, and governmental bodies. (Amended, Annual Membership Meeting, May 28, 2019)

e. Trail Maintenance Committee. It shall maintain such trails and perform other duties as may be designated in the Bylaws or Club Policies. (Amended, Annual Membership Meeting, May 28, 2019)

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 maintain the membership list and make it available to the Board upon request. (Amended, Annual Membership Meeting, May 28, 2019)

h. Communications Committee. It shall provide and ensure effective communications with members of the Club and prospective members of the Club, maintain the Website and other social media accounts, keep abreast of the use of technology and social media in attracting new members, advertise Club events, and attract notice of the existence, purpose, and achievements of the CCTC to the public. (Amended, Annual Membership Meeting, May 28, 2019)

The standing committees shall have such additional duties as may be designated in the Bylaws or Club Policies, and as may be directed by the President or the Board. (Amended, Annual Membership Meeting, May 28, 2019)

Section 2:

The President, with the approval of the Board, shall appoint and may remove the Chair of any standing committee. The President or the Board may appoint and may remove the Chair of any special committee, provided, however, the President shall not remove any Chair appointed by the Board. (Amended, Annual Membership Meeting, May 28, 2019)

ARTICLE VIII: DUES

Dues shall be recommended by the Board and voted upon at the annual membership meeting or at a special membership meeting. Notice of any recommended change shall be published on the

website 30 days prior to the meeting. (Amended, Annual Membership Meeting, May 28, 2019; Amended, Special Membership Meeting, July 26, 2021)

ARTICLE IX: BUDGET AND EXPENDITURES

Policy and rules governing the Club's Budgets and Authorized Expenditures are as designated in the Bylaws. (Amended, Annual Membership Meeting, May 28, 2019)

ARTICLE X: 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 XI: BYLAWS

The Board or the membership may adopt Bylaws that do not conflict with the Constitution. Bylaws shall be published in the Hiking Schedule first following their adoption; shall be an attachment to the minutes of the Board or annual membership meeting during which they were adopted; and shall be published on the Club's Website. (Amended, Annual Membership Meeting, May 28, 2019)

ARTICLE XII: AMENDMENTS

All proposed Amendments to the Constitution approved by the Board shall be made available to the membership at least 30 days prior to the annual or special membership meeting at which they are to be voted on. Amendments shall be adopted at such meeting by a vote of two-thirds of those voting. Amendments adopted during an annual or special membership meeting shall be published on the Club's Website. (Amended, Annual Membership Meeting, May 28, 2019)

Any Club member may present a proposed Amendment to the Constitution to the Board at least 60 days in advance of the annual membership meeting. (Amended, Annual Membership Meeting, May 28, 2019)

ARTICLE XIII: 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. (Amended, Annual Membership Meeting, May 10, 2005.)

ARTICLE XIV: TERMINATION

If circumstances require that the existence of the Chester County Trail Club be terminated, the Board shall direct the assets of the club to one or more hiking organizations that will most nearly carry on the mission of the CCTC. (Amended, Annual Membership Meeting, May 28, 2019)