

## **By-Laws of the Mount Rogers Appalachian Trail Club (2020 rev.)**

### **Article I: Title, Authority and Purpose**

This organization is incorporated in the State of Virginia under the name Mount Rogers Appalachian Trail Club. Its purpose is to educate and inform the public about the Appalachian Trail and its values and to manage, preserve, maintain, and promote the enjoyment of the Appalachian Trail corridor. It is a Class A maintaining member of the Appalachian Trail Conservancy, a 501(c)(3) organization. This management is done in partnership with the Jefferson National Forest and the Virginia Division of Conservation and Recreation.

### **Article II: Board of Directors**

The Board of Directors shall consist of the five Steering Committee heads: Trails, Outreach, Natural Resources, Recreation, and RPC, and the Secretary and Treasurer. There shall be at least one additional Director at large for every 50 members or part thereof. The Board of Directors shall direct and supervise the collection and disbursement of funds; formulate and set policy; have responsibility for the Local Management Plan; determine requests from the Appalachian Trail Conservancy in the areas of funds, labor, grants and equipment; facilitate communication between the Club and its agency partners; appoint members to represent the Club at the annual meeting of the Appalachian Trail Conservancy; appoint Task Committee Chairmen; elect Board members to fill vacancies; appoint a Nominating Committee chairman each year; and call membership meetings as needed. All elections by the Board will require a simple majority and ties will be broken by the current meeting's Chair. All vacancies filled by the Board will be up for election at the next annual meeting.

### **Article III: Officers**

The officers of this organization shall consist of the five Steering Committee heads and the Treasurer and Secretary. They shall be members in good standing and be elected by the membership for a two-year term. Elections will be held at the annual meeting and be determined by the voting members present at that meeting. The Committee heads and half of the Directors will be elected in odd years. The Secretary, Treasurer, and half the Directors will be elected in even years. All terms begin following the annual meeting.

### **Article IV: Duties of Officers**

The Steering Committee heads will rotate the responsibility to preside at meetings; lead club activities in compliance with the Articles of Incorporation, the By-Laws and the Local Management Plan; assure the effective liaison between the Club and its agency partners; and appoint ad hoc committees as needed. According to the new leadership model, each of the five Steering Committees also oversees specific tasks. The Trails and Boundary Committee plans and organizes trail maintenance, in compliance with the Local Management Plan or as conditions warrant, and also is responsible for equipment maintenance. The Outreach Committee is in charge of community events, publicity, and the Youth Engagement Subcommittee. The Natural Resources Committee monitors rare plants, invasives, and phenology and also addresses issues pertinent to natural resources, such as open areas. The Recreational Activities Committee manages the recreational hike schedule and organizes the club's social events. The Regional Partnership Committee representative attends ATC meetings and is responsible for timely communication with the Conservancy, government agencies and agency partners on issues pertaining to the club and the Appalachian Trail. The Treasurer makes deposits, reconciles bank statements, pays bills and prepares financial reports for the quarterly Board meetings and the Annual Membership Meeting. The Secretary records minutes at the annual meeting and all Board meetings, as well as Board votes by email between meetings (as notes appended to the minutes of the previous meeting), and responds to correspondence as directed by the Board or the Committee heads.

### **Article V: Membership**

Members shall be persons who have paid annual dues for the current year. Members will receive the quarterly bulletin, be eligible to vote at the annual meeting in person or by email, attend Board meetings, propose agenda items, participate in discussions, hold office and participate with their guests in hiking and other club activities. Members are expected to consider the safety and well-being of the group. Persons who have not yet reached their 18th birthday may join the club. However, when engaging in club activities, any member under 18 years of age must be accompanied and supervised by an adult member who is also a parent, grandparent or guardian. Youth groups performing service projects shall be

considered under the supervision of the groups' leaders.

#### **Article VI: Dues**

Dues shall be set by the Board of Directors. Annual dues are payable by the first of the calendar year. The membership of new members who join the Club after July 1st shall extend through December of the following year.

#### **Article VII: Meetings**

The annual meeting shall be held on the last Saturday in February unless extenuating circumstances require the Board to reschedule it. Other membership meetings may be called by the Board or by petition of two-thirds of the membership. The Board of Directors shall meet quarterly or address issues online when needed, in lieu of a physical meeting. Due to the widespread population of MRATC and in an effort to modernize, members may participate remotely even when meetings are held at a specific location. Additional Board meetings may be called as deemed necessary by the Steering Committee. A quorum for a Board meeting will be considered a simple majority of the Directors. All Board meetings will be open to members.

#### **Article VIII: Club Task Coordinators**

Club Task Coordinators are appointed annually for specific jobs: Membership, Timekeeper, Newsletter Editor, Website and online mail, Facebook, and Youth Coordinator. Three AT Communities representatives are also appointed, one for Damascus, one for Marion/Smyth, and one for Abingdon. An Administrative Assistant with widespread general knowledge of club business helps where needed. An ad hoc Nominating Committee addresses the need to seek volunteers for upcoming vacancies each year. Steering Committee Coordinators may each decide on nomination procedures for future Coordinators of their Committee, but Committee membership is open to all. Club Task Coordinators shall be appointed by the Board and are responsible for reporting on their activities at Board meetings. The Newsletter Editor shall be responsible for the preparation and content of a quarterly newsletter. The Membership Coordinator shall be responsible for promoting new memberships, for seeing that new members receive a Newsletter and club information and for introducing new members to Club activities. The Timekeeper shall be responsible for keeping records of individuals' participation in work trips and for other activities as required by the ATC, the Forest Service or the National Park Service. The Timekeeper reports these data annually or as directed by specific agencies. The Youth Coordinator will look for opportunities to engage youth and coordinate youth service projects with the Trails Committee. The Webmaster shall be responsible for updating the content of the Club's website and a mail coordinator answers email inquiries and helps with hike scheduling.

#### **Article IX: Amendments**

All amendments to the By-Laws and By-laws revisions must be approved by a two-thirds majority of the Board of Directors. Once approved by the Board, the proposed amendment or revision shall be published in the Bulletin and/or distributed to the membership prior to the meeting at which it will come up for vote. Passage requires a four-fifths majority of those present and voting.

#### **Article X: Liability**

The Mount Rogers Appalachian Trail Club and its Officers and Directors are not liable for any accidents that might occur during any Club activities. The Forest Service maintains an Agreement for Sponsored Voluntary Services with the Club covering injuries incurred while performing trail work.

#### **Article XI: Dissolution**

If for any reason this corporation should terminate or its purposes fail, then and in that event, all assets then remaining in this corporation shall be distributed for one or more exempt purposes or to the federal government or to a state or local government for a public purpose. In no event shall any of the funds upon termination of this corporation be distributed to a nonexempt organization, person or entity.