

By *laws*

**SECTION 1 - NAME:**

This organization is incorporated under the laws of the State of New Hampshire as TRAIL CREW ASSOCIATION, and it shall use the acronym "TFC".

**SECTION 2 - FORM:**

This organization shall be a voluntary, non-stock, non-profit, incorporated Association.

**SECTION 3 - PURPOSE:**

The primary objective of TRAIL CREW ASSOCIATION - "TFC" is:

1. To form an alumni association of both current and past members of the Appalachian Mountain Club's White Mountain based Trail Crew and caretakers.
2. To maintain a list of current and past TFC alumni including each alumnus' years on crew, current mailing address and phone number and to periodically distribute said list to the alumni.
3. To publish, print and distribute to TFC alumni an annual newsletter known as "*Chips and Clippings*" with news of the current crew and the alumni.
4. To hold periodic reunions of the association and of individual crews.
5. To maintain a cabin and the surrounding, leased one acre of land for the use of TFC alumni and their families on the Hogan Road below Stevens Point near the Gorham/Shelburne town line in the Town of Shelburne, New Hampshire (Map 7, Lot 59 of Mead Corporation lands, lease number 5454), said cabin to be shared subject to a "Use Agreement" with Robert Proudman and his children, and to maintain, insure and protect and raise funds for these purposes.
6. To have and exercise all the rights, powers, and privileges appertaining to voluntary associations under the laws of the State of New Hampshire, which have no capital stock, and which objective is not a division of profits.

The specific objectives for which the Association is established, specific nature of the business to be transacted by the Association, the duties and responsibilities of employees, and the location of its principal and other places of business shall be as set forth in the Articles of Association and these By Laws; all matters concerning the conduct and regulation of the business of the Association shall be subject to such provisions in regard thereto, if any, as set forth in these By Laws.

**SECTION 4 - LIMITATION OF METHODS:**

TRAIL CREW ASSOCIATION - "TFC" shall adhere to all federal, state, and local laws and regulations governing non-profit organizations.

**SECTION 5 - ASSOCIATION SEAL:**

The seal of the Association, subject to alteration thereof by the Board of Directors, shall consist of a flat faced circular die with the words and figures "TRAIL CREW ASSOCIATION - "TFC"" cut or engraved thereon.

**SECTION 6 - FISCAL YEAR:**

The fiscal year of TRAIL CREW ASSOCIATION - "TFC" shall close on December 31st of each year.

**ARTICLE II  
BOARD OF DIRECTORS**

**SECTION 1 - GENERAL POWERS:**

The business and affairs of the Association shall be managed by a Board of Directors of not less than five persons. The Directors shall, in all cases, act as a Board and they may adopt such rules and regulations for the conduct of their meeting and the management of the Association, as they may

deem proper, not inconsistent with these By Laws and the laws of the State of New Hampshire. The Board of Directors shall, consistent with Article VII of the Articles of Association, have the power to expand or contract the size of the Board by majority vote.

**SECTION 2 - INITIAL BOARD OF DIRECTORS:**

The incorporators shall constitute the initial Board of Directors.

**SECTION 3 - NEWLY CREATED DIRECTORSHIPS AND VACANCIES:**

Newly created Directorships resulting from an increase in the number of Directors and by vacancies occurring on the Board for any reason may be filled by a two-thirds vote of the remaining members of the Board. The terms of the Directors shall be as set forth at Article VII of the Articles of Association.

**SECTION 4 - RESIGNATION:**

A Director may resign at any time by giving written notice to the Board, the Chair, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation shall not be necessary to make it effective.

**SECTION 5 - REMOVAL OF DIRECTORS:**

Any individual serving on the Board of Directors may be removed by the Board of Directors for good cause shown upon a vote to remove of two-thirds of the entire active Board of Directors.

**SECTION 6 - INACTIVE Directors:**

A Trustee may request the Board of Directors to be put on inactive status. The Board may vote to place a Director on inactive status provided, however, that at least five (5) Directors shall be on active status at all times. An inactive Director has no voting privileges, and shall not be

considered for purposes of establishing a quorum. Any Director on inactive status shall be returned to active status upon request to the Board.

**SECTION 7 - NOTICE:**

Notice of meetings shall be given at least seven days previously thereto by written notice delivered personally, by telegram, by FAX or mail to each Director. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**SECTION 8 - QUORUM:**

At any meeting of the Directors, two-thirds of the active Directors shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**SECTION 9 - MANNER OF ACTING/VOTING:**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors unless otherwise specified by these By Laws.

**SECTION 10 - PRESUMPTION OF ASSENT:**

A Director of the Association who is present at a meeting of the Directors at which action of any Association matter is taken shall be presumed to have assented to the action taken unless the Director files written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**SECTION 11 - MEETINGS:**

The Board of Directors shall hold regular semi-annual meetings at a time and place to be designated by resolution of the Directors. Special meetings of the Directors may be called by or at the request of the Chair or any two Directors. The person or persons authorized to call special meetings of the Directors may fix the time and place for holding any special meetings of the Directors called by them.

Meetings of the Directors shall be governed by Roberts' Rules of Order.

**SECTION 12 - ANNUAL MEETING:**

An annual meeting of the Board of Directors shall be held at the first regularly scheduled meeting after the close of the fiscal year. The annual meeting shall be opened to donors and recipients of funding from the Association provided, however, that information disseminated at the meeting shall be for informational purposes and shall be limited to fund raising activities and disbursements in support of the Association's purposes.

**SECTION 13 - ORDER OF BUSINESS:**

The order of business at all meetings of the Board of Directors shall, to the extent applicable, be as follows:

1. Reading of the minutes of the preceding meeting.
2. Reports of Officers.
3. Reports of Committees.
4. Reports of Directors.
5. Election of Directors (annual meeting only).
6. Election of Officers.

7. Unfinished business.
8. New business.

**SECTION 14 - COMMITTEES:**

The Board of Directors may create committees when and as needed. Each such committee shall serve at the pleasure of the Board. Such committees may submit their own By Laws to the Board and will only act in an advisory capacity to the Board.

**SECTION 15 - GENERAL:**

No Officer or Director of this Association shall benefit financially directly from the Association by reason of an affiliation with the Association.

**ARTICLE III  
OFFICERS**

**SECTION 1 - NUMBER:**

The Officers of the Association shall be a Chair, a Past Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Directors. The immediate past Chair shall hold the office of Past Chair for a period of one year after leaving the office of Chair. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Directors by resolution.

**SECTION 2 - ELECTION AND TERM OF OFFICE:**

The Officers of the Association to be elected by the Directors shall be elected annually at the regularly scheduled meeting following the annual meeting of the Directors. Officers and Directors shall all have three-year terms, with the initial terms staggered; the Secretary and one Board member shall be elected at the second Annual Meeting; the Treasurer and one Board member shall be elected at the third Annual Meeting; and the Chair and two Board members shall be elected at the fourth

Annual Meeting.

**SECTION 3 - REMOVAL:**

Any Officer elected by the Directors may be removed by a two- thirds vote of the full active Board of Directors whenever in their judgment the best interests of the Association would be served thereby.

**SECTION 4 - VACANCIES:**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by a vote of the Directors for the unexpired portion of the term.

**SECTION 5 - CHAIR:**

The Chair shall, when present, preside at all meetings of the Association, and the Board of Directors, and shall perform such other duties and have such other powers as the Board of Directors may, from time to time, determine. The Chair shall be the official spokesperson of the Association and shall be ex officio member of all committees. The Chair shall have the authority to sign all notes or other documents on behalf of the Association, except as specifically limited by the Board of Directors.

**SECTION 6 - SECRETARY:**

The Secretary shall attend all meetings of the Board of Directors and shall keep a true record of all proceedings. The Secretary shall accurately record the proceedings of all meetings of the Board of Directors and shall keep in a separate notebook copies of all important motions and amendments made at meetings. The Secretary's records shall be open at all times to reasonable inspection by members of the Board of Directors and shall be the property of the Board of Directors.

The Secretary shall ensure that each member of the Board of Directors receives a copy of the

minutes and a notice of each Board of Directors meeting in a timely fashion. The Secretary shall have custody of the Association seal, which shall be kept in the office of the Association in the State of New Hampshire, together with an original and true copy of the Articles of Association, By Laws, and Association meetings. The Secretary shall perform other duties as the Directors may prescribe.

The Secretary shall have the authority to delegate duties with the approval of the Board of Directors.

**SECTION 7 - TREASURER:**

The Treasurer shall receive and disburse all funds of the Association, shall keep its funds in a bank designated by the Directors, and shall deposit all money to the credit of the Association. The Treasurer shall supervise the management and investment of all endowment funds maintained by the Association. The Treasurer shall present a financial report to the Board of Directors at each regularly scheduled meeting of the Board. In addition, the Treasurer shall present an annual financial report at the annual meeting and shall chair the Finance Committee. The Treasurer shall keep accurate records of all receipts and disbursements, and shall perform such other duties as may be necessary to the efficient management of the Association.

All records of the Association shall be made available to the Treasurer for inspection. The Treasurer shall have the authority to delegate duties with the approval of the Board of Directors.

**SECTION 8 - PAST CHAIR:**

The past Chair shall serve in an advisory capacity to the Chair for a period of one year after leaving the office of Chair.

**SECTION 9 - SALARIES:**

The Board of Directors shall fix all salaries and remuneration.



**ARTICLE IV  
AMENDMENTS**

The By Laws may be altered, amended, or repealed and new By Laws may be adopted by two-thirds vote of the entire active Board of Directors voting at a meeting or by ballot provided for same by the Association's office on instruction from the Chair, however, in no way may any amendments be made which would affect the Association's qualifications as a tax exempt organization pursuant to Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

**ARTICLE V  
NONDISCRIMINATION**

The Association shall not discriminate against any person in any manner on the basis of sex, race, age, religion, handicap, sexual orientation, or ethnic origin.

**ARTICLE VI  
LIMITATION OF LIABILITY**

Unless otherwise expressly authorized by the Board, the Directors and Officers shall serve without compensation and, pursuant to NHRSA 508:16, shall not be liable for bodily injury, personal injury, and property damage if the claim for such damages arises from an act committed in good faith and without the willful or wanton negligence in the course of an activity carried on to accomplish the purposes of the Association. The Directors and Officers of the Association shall not be liable to the Association or to its members for monetary damages for breach of their fiduciary duties to the full extent permitted by NHRSA Chapter 292.

**ARTICLE VII  
INDEMNIFICATION**

**SECTION 1 - INDEMNIFICATION AND HOLD HARMLESS:**

The Association shall indemnify and hold its Directors and Officers harmless from and against all suits, claims, injuries, or damages asserted against them, so long as the Director or Officer to be indemnified has not acted in bad faith or engaged in intentional misconduct, knowing violation of the law, or derived in improper personal benefit.

### **ARTICLE VIII BOND**

The Board of Directors of TRAIL CREW ASSOCIATION - "TFC" shall purchase a surety bond or insurance in an amount deemed by them to be necessary for the protection of Association funds. Those persons to be specifically bonded will be determined by the Board of Directors, but shall include such Officers and staff as are designated by the Board of Directors to sign checks and make disbursements of Association funds.

### **ARTICLE IX DISSOLUTION**

The Association may be dissolved in accordance with the provisions set forth in NHRSA 292, et seq.

In the event of a dissolution of this Association, its assets shall be donated, without reservation or condition, to the Appalachian Mountain Club Trail Crew by the Board of Directors, or to a non-profit organization or Association engaged in pursuits whose purposes are, in the judgment of the Association's then Board of Directors, closely related to the purposes and objects for which the Association was organized. The individual members of the Board of Directors shall not be held personally liable for the Association in the event of dissolution or the Association's inability to meet financial obligations.