

# BYLAWS

## Appalachian Long Distance Hikers Association

### ARTICLE I Purpose

The purpose of the corporation is to provide a recreational association for persons interested in long distance hiking, to provide fellowship and education in long distance hiking, to support and promote long distance hiking trails, to act as a forum for the needs of long distance hiking and to engage in such other activities consistent therewith and allowed by law.

### ARTICLE II Offices

**Section 2.1 Principal Office.** The principal office of the corporation shall be located at 10 Benning St., PMB 224, City of West Lebanon, state of New Hampshire 03784.

**Section 2.2 Other offices.** The corporation may establish such other offices as the board of directors may designate from time to time, either in New Hampshire or out of state.

### ARTICLE III Members

The corporation shall have a general membership consisting of any person who desires to be a member of the corporation and who pays the required dues as established by the board of directors. The board of directors may establish such other provisions for members as it deems appropriate and which are consistent with law.

### ARTICLE IV Board of Directors

**Section 4.1 Number.** The number of directors of the corporation shall be thirteen (13), five (5) of the directors shall also serve as officers and eight (8) shall be directors-at-large. The number of directors may be changed by amendment to these Bylaws as the board of directors shall determine from time to time, and upon the majority vote of the membership, except the number shall not be less than three (3).

**Section 4.2 Qualifications.** Directors must be at least eighteen (18) years of age. The board of directors may establish other qualifications by amendment to these Bylaws in keeping with Article IX. Directors must immediately report any change to their "Conflict of Interest" agreement. The Board will evaluate changes and if a conflict is determined to adversely affect ALDHA, the director may be asked to step down from the Board.

**Section 4.3 Election and Term.** Elections for directors shall be held on line, via [aldha.org](http://aldha.org), using secure software, and by U.S. Postal Service mail. Nominations will be accepted from Aug. 1-21, and all election ballots must be received by Sept. 30. Mail-in ballots will be provided to members who have no email address on record. Results will be announced at the annual Gathering.

Terms of office shall be two years. Upon election, each director shall hold office for the elected term until his or her successor is duly elected during the next applicable election. There shall be no limitations to the number of terms a director or officer serves. In the event of a director's or officer's resignation, removal or death, the directors may appoint a member to fill the vacancy for the remainder of the elected term

**Section 4.4 Annual Meeting.** The annual meeting of the ALDHA membership shall be held in October on the weekend of the annual Gathering, or at such other time as shall be fixed by the board of directors for the purpose of announcing election results, voting on Bylaw changes, and for the transaction of such other business as may come before the meeting.

If the Gathering is canceled for whatever reason, the election results will be announced electronically to the membership. Proposed bylaw changes and other business that would have been brought before the

membership at the Gathering annual meeting will be conducted at a special electronic vote of the membership called by the Board of Directors as soon thereafter as may be practical.

**Section 4.5 Special Meetings.** The board of directors shall meet semi-annually at a Fall and Spring board of directors meeting, which shall be called by the coordinator for the purpose of planning the pending - year's Gathering, annual budget, ALDHA annual calendar of events, and conducting any other business that comes before the board. Other special meetings, either in person or electronic of the board of directors, for any lawful purposes, may be called by the coordinator or the board of directors, and will be called by the coordinator at the request of a majority of the directors. Any person in attendance is entitled to speak during a meeting when recognized by the Coordinator or meeting moderator.

**Section 4.6 Place of Meeting.** The board of directors may designate any place, either within or without the State of New Hampshire as the place the annual meeting or for any special meeting called by them. A waiver of notice signed or by electronic media by all directors entitled to vote at a meeting may designate any place, either within or without the State of New Hampshire as the place for such meeting.

**Section 4.7 Notice of Meeting.** Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be delivered not less than ten (10) days nor more than ninety (90) days before the date of the meeting, either personally, electronically or by mail, at the direction of the coordinator, or the recording secretary or the other person calling the meeting, to each director. If mailed, such notice will be deemed to have been delivered when deposited in the United States mail, addressed to the director at his or her mailing or by electronic address as given to the corporation.

**Section 4.8 Quorum.** A majority of the number of directors fixed in the manner prescribed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 4.9 Resolutions.** A majority of a quorum of directors present at a board of directors meeting may pass such resolutions as they deem appropriate. Resolutions shall be passed by accepted parliamentary procedure. The directors may also ask the membership to pass resolutions at the annual membership meeting, by a majority of the members present.

**Section 4.10 Action by Consent.** An action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if a consent in writing or by electronic means, setting forth the action taken, shall be signed written or electronic by all of the directors.

**Section 4. 11 Removal and Vacancy.** Directors may only be removed for cause. Any vacancy in the board of directors, including vacancy because of removal, resignation or death, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum. Such appointed director shall hold office until the next election. Directors resigning from the Board, but not seeking to fill a board vacancy, may only seek reinstatement by running for election at the next annual meeting. Directors relieved for "cause" lose the privilege to return to the board of directors.

**Section 4.12 Committees and Advisory Boards.** The board of directors may form committees to study and report on any issue concerning the corporation and advise the board of directors of such issues. The board of directors may invite members of the public to sit on an advisory board to provide outside perspective and advice on any issue concerning the corporation. No committee or advisory board shall act on behalf of the corporation except with the consent of the board of directors. ALDHA committees and Advisory Boards may be composed of any member of ALDHA, or of the public.

## ARTICLE V Officers

**Section 5.1 Number.** The corporation shall have as officers a coordinator, an assistant coordinator, a recording secretary, a membership secretary and a treasurer. Such offices shall be filled by a director as set forth in Section 4. Additional assistant officers may be appointed by resolution of the board of directors. Any two or more offices may be held by the same person, except the offices of coordinator and recording secretary. In the event of the death, inability or refusal to act, the order of succession for Coordinator shall be the Assistant Coordinator, Recording Secretary, Membership Secretary, then Treasurer. The successor shall perform the duties of the coordinator and when doing so, shall have all the powers of and be subject to all the restrictions upon the coordinator.

**Section 5.2 Election and Term.** The officers of the corporation shall be elected biennially, as set forth in Section 4. Officers shall hold office in conjunction with their terms as directors until their successors are duly elected, unless sooner removed by action of the board of directors or by death or resignation.

**Section 5.3 Coordinator.** The coordinator shall be the principal executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all the activities, business and affairs of the corporation. The coordinator is empowered to appoint people to special voluntary positions within the corporation, including facilities and program chairmen of the Gathering; ALDHA program coordinators; and editors of publications. The coordinator shall sign all corporate documents required by law, together with the recording secretary.

**Section 5.4 Assistant Coordinator.** In the absence of the coordinator or in the event of the death, inability or refusal to act, the assistant coordinator shall perform the duties of the coordinator and when doing so, shall have all the powers of and be subject to all the restrictions upon the coordinator. The assistant coordinator shall perform such other duties as from time to time may be assigned to him or her by the coordinator or the board of directors.

**Section 5.5 Recording Secretary.** shall keep the minutes of the proceedings of the board of directors and the members; see that all notices are given in accordance with these Bylaws, be the custodian of the records of the corporation, except the financial records and the membership list, and shall see that all corporate documents are properly executed and shall perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the coordinator or the board of directors. The Recording secretary shall sign all corporate documents required by law, together with the coordinator

**Section 5.6 Membership Secretary.** The membership secretary shall keep the membership list of the corporation, shall record applications for membership, payment of dues, renewal of membership and expiration of membership, shall keep up to date the address and telephone numbers of the members in a directory and shall distribute the directory to the members, and shall perform all duties incident with the office of membership secretary and such other duties as from time to time may be assigned to him or her by the coordinator or the board of directors. The membership secretary shall deliver a written statement on the current status of the membership to the board of directors, at the Spring board of directors meeting and the annual meeting during the Gathering as a matter of record.

**Section 5.7 Treasurer.** The treasurer shall have charge and custody of and be responsible for all funds and other financial instruments and financial records of the corporation, receive and give receipts for disbursements, and deposit all monies in the name of the corporation in such banks and other financial institutions as shall be selected in accordance with these Bylaws. The treasurer shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the coordinator or the board of directors.

**Section 5.8 Salaries.** The salaries of the officers, if any, shall be fixed by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

**Section 5.9 Removal and vacancy.** Officers may only be removed by the procedure set forth in Section 4.

## ARTICLE VI Financial Affairs

**Section 6.1 Accounts and Deposits.** All funds of the corporation not otherwise employed shall be deposited by the treasurer from time to time to the credit of the corporation in such banks or other financial institutions as the treasurer or the board of directors may select.

**Section 6.2 Notes and Checks.** All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by the treasurer or coordinator or by such other officer or officers as the board of directors may direct by resolution.

**Section 6.3 Contracts.** The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of or on behalf of the corporation and such authority shall be for specific instances.

**Section 6.4 Loans.** No loans shall be contracted or entered into by the corporation and evidence of indebtedness shall be issued by the corporation unless authorized by a resolution of the board of directors. Such authority shall be for specific instances.

**Section 6.5 Books and Records.** The treasurer shall keep accurate books and records of all receipts collected and disbursements made by the corporation. The treasurer shall deliver a formal written statement of all income and expenditures twice each year to the board of directors, once at the Spring board of directors meeting and again at the annual meeting during the Gathering.

## ARTICLE VII Steering Committee

There shall be a Steering Committee composed of members to act informally, provide consultation, and advice to the board of directors, officers and to the membership. The Steering Committee will meet at the annual Gathering and on the weekend of the weekend of the Spring board of directors meeting. Membership in the Steering Committee is voluntary and open to any member in good standing. The Steering Committee may make recommendations to the board of directors, officers and to the membership but such recommendations shall not be binding.

## ARTICLE VIII Annual Gathering

The annual Gathering shall take place during a weekend in October, on a date and location, researched and approved by board of directors who notify the membership on the location at the prior annual Gathering. The coordinator is empowered to appoint a facilities and program coordinator for the Gathering whose duty is to provide for all facets of the Gathering weekend.

## ARTICLE IX Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members at the annual membership meeting upon two-thirds (2/3) vote of the members present. The board of directors shall vote to approve bylaw changes and present the amendments to the membership at the annual membership meeting for vote.

## ARTICLE X Dissolution

The corporation may be dissolved upon two-thirds (2/3) vote of a quorum of the board of directors and two-thirds (2/3) vote of the members present at the annual meeting. Upon dissolution, the directors shall wind up the affairs of the corporation and shall distribute the assets of the corporation in a manner consistent with law and its status as a non-profit corporation.

Adopted this 2nd day of May, 1991.

Frank Krajcovic, coordinator  
Victoria Logue, recording secretary  
Frank Logue, director-at-large

Lisa Hauptmann, assistant coordinator  
Warren Doyle, membership secretary

Amended this 11th day of October, 1998.

Bill O'Brien, coordinator

Scott Beavers, treasurer

Cindy Ross, recording secretary

Paul Holabaugh, assistant coordinator

Monica Cook, membership secretary

Frank Krajcovic, director-at-large

\* NOTE: Article IV, Section 1 has since been amended to allow for 13 members of the board of directors, not 7. Four additional positions were created for at-large members.