

ARTICLE I – SEAL; REGISTERED OFFICE AND AGENT; FISCAL YEAR

1. **Seal.** The official corporate seal is an impression seal with the name of the corporation and the year and state of incorporation set forth thereon.
2. **Registered Office and Agent.** The registered office of the corporation is the principal office of the corporation, and the registered agent of the corporation is its Executive Director.
3. **Fiscal year.** The fiscal year of the corporation shall begin May 1.

ARTICLE II – MEMBERS AND THEIR MEETINGS

1. **Classes of membership.** ~~Any individuals, families, organizations, or businesses may join the corporation as voting members.~~
 - ~~(a) Individual members have one vote and Families have two votes.~~
 - ~~(b) Each member organization or business has two votes.~~
 - (a) **Regular members.** Any person may become a regular voting member of the corporation with payment of such annual dues as the Board of Directors shall from time to time establish. Any member who fails to pay the required dues on the terms established by the Board of Directors shall automatically cease to be a member.
 - ~~(c)~~(b) **Honorary life members.** Individuals making significant contributions to the corporation and its programs may be accorded honorary life member status. Both members and non-members of the corporation are eligible for this voting designation.
2. ~~**Dues.** Other member classes. The membership dues of the corporation are as follows:~~
 - ~~(a) **Annual.** The annual dues for each class of members, and for such subclasses of membership as the Board of Directors may designate, shall be set by from time to time may establish other classes of membership, with such qualifications as the Board of Directors and may be changed from time to time. No changes in dues may be considered at a meeting of the Board of Directors unless the subject of a dues change is listed in the call to the meeting. Any change in dues duly approved by the Board of Directors will take effect at such time as the Board of Directors determines.~~
 - ~~(b) **Life.** Any individual member may become a member of the corporation for life upon payment of a sum prescribed by the Board of Directors, and such sum may be changed from time to time for members joining for life thereafter.~~
 - ~~(c) **Delinquency.** Any member whose dues to the corporation are in arrears more than four months after they are due to the corporation shall cease to be a member thereafter shall determine.~~
3. ~~2.~~ **Annual meeting.** The annual meeting of the members of the corporation shall be held on a Saturday or Sunday in May or June or on a different date in May or June on unanimous vote of the Board of Directors, and at such place within or without the State of Vermont, but preferably within the State of Vermont, as the Board of Directors designate. Advance notice of the date, time and place shall be given in the corporation's

principal membership publication not less than ten days nor more than one hundred and twenty days before the date of the meeting.

4.3. Special meetings. Special meetings of the members of the corporation may be called by the President, Chair, a majority of the Board of Directors, or by members constituting one-tenth of the voting membership. Written notice shall be mailed or delivered to all members at least one week in advance, and such notice shall include the purpose or purposes for which the meeting is called.

5.4. Voting. Each voting member shall be entitled to one vote at any meeting of the members of the corporation. Proxy voting is prohibited.

6.5. Quorum. Thirty voting members shall constitute a quorum for the transaction of business at any meeting of the members of the corporation.

ARTICLE III – BOARD OF DIRECTORS AND ITS MEETINGS

1. **Function.** The Board of Directors (sometimes referred to as “Board”) has the ultimate responsibility to manage/oversee the affairs/management and direction of the corporation.
2. **Number.** Directors shall be allocated at each annual meeting of the members of the corporation as follows:
 - (a) **Section directors.** One per section.
 - (b) **General directors.** Up to a number equal to the total number of sections.
 - (c) **Officers/Ex-officio directors.** The officers of the corporation/Board, if not otherwise directors, shall be voting ex-officio members/directors of the Board of Directors. The Executive Director shall be an ex-officio non-voting director. The immediate past president/Chair shall serve as a voting ex-officio director for one year.
3. **Election.** Directors shall be elected as follows:
 - (a) **Sections.** The membership of each section shall elect its directors/director, at the commencement of their terms or to fill vacancies, at an annual or special meeting, or the positions may be filled in a different manner if so provided in the constitution or bylaws of the section. ~~Each section may have an alternate director for each of its directorships who shall be elected in the same manner as a director.~~
 - (b) **General Directors/directors.** General directors shall be elected annually by the voting members of the corporation. Only those ballots received by the corporation by the deadline contained in the ballot shall be counted. In addition to nominations from the Nominating Committee, any voting member of the corporation may petition with 25 or more signatures to be placed on the ballot. Annual election results shall be reported by the Nominating Committee at the Annual Meeting. Should a general director position become vacant, it shall be filled by appointment by the President/Chair, subject to confirmation by the Board of Directors, for the remainder of the unexpired term.
4. **Term.** Directors shall serve three-year terms beginning at the annual meeting, but the Board of Directors may shorten the term of any directorship for the purpose of staggering the expirations of directors' terms.

5. **Eligibility.** All directors and officers ~~shall~~must be voting members of the corporation. Any director, other than an officer of the ~~corporation~~Board, who has served six consecutive years shall be ineligible to continue to serve for a period of one year.
 - (a) ~~Permanent employees~~Employees of the corporation shall not be eligible to serve as directors during their term of employment and for at least three years after the termination of ~~their~~such employment. ~~Seasonal employees of the corporation; provided, however, this limitation shall not be eligible apply to serve as directors for at least one year after the termination of the Executive Director during their term of~~ employment.
 - (b) ~~Board members~~Directors serve without compensation and must share no material conflict of interest per the Green Mountain Club's general policies. ~~No board member shall use his or her position or knowledge gained therefrom in a way that might give rise to a conflict between the of interest of the club and that of the individual. Board members shall not accept any gifts, favors, or hospitality that might influence their decision making or actions affecting the club policy.~~
6. **Regular ~~meeting~~meetings.** The ~~Board of Directors shall hold regular meeting of meetings throughout the year at such date, place and time as~~ the Board of Directors shall be held ~~after the annual meeting of the members of the corporation at the same location~~may from time to time determine.
7. **Special meetings.** Special meetings of the Board of Directors may be called by the ~~President~~Chair, Executive Director, or any seven directors provided that notice shall be mailed or delivered to each director at least one week in advance.
8. **Quorum.**~~One third~~ **for taking action.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The action of the majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors unless the Vermont Nonprofit Corporation Act, the Articles of Incorporation of the corporation (as amended), or these Bylaws require the vote of a greater number of directors.
9. **Non-voting representatives.** There shall be one non-voting representative each from the Forest Service of the U. S. Department of Agriculture and the Department of Forests, Parks and Recreation of the State of Vermont. They shall be invited to attend and entitled to speak at all meetings of the Board of Directors.
10. **Voting.** ~~Upon motion of the Executive Committee, the~~ **Action without meeting.** The Board may take action on ~~urgent~~any matters by unanimous written consent(s) of ~~duly elected~~the Board of Directors. ~~Voting may be conducted via email. and such consent(s) are included in the minutes filed with the corporate records reflecting the action(s) taken. Any action taken by the Board of Directors by means of written consent shall be given at least three days to vote after receipt of notice. If not effective when the last director has signed the consent, unless the consent specifies a different effective date. A written consent signed or otherwise confirmed, a phone call authenticated in accordance with this section shall attempt to confirm Director's receipt of notice. The motion will be tabled until the next in person Board meeting should three or more Directors oppose the motion~~have the effect of a meeting vote and may be described as such in any document.

ARTICLE IV – OFFICERS AND EXECUTIVE DIRECTOR

1. **Number.** The officers of the ~~corporation~~Board shall be the ~~President~~Chair, Vice ~~President~~Chair, Treasurer and Secretary.
2. **Annual election.** The officers of the ~~corporation~~Board shall be elected annually by the Board of Directors at their ~~regular~~next meeting after the annual meeting of the members, and shall serve until their successors are elected and qualified.
3. **Vacancy.** Any vacancy in an officer position may be filled for the balance of the term of the office by election of the Board of Directors.
4. **Eligibility.** The ~~President~~Chair, Vice ~~President~~Chair, Secretary, and Treasurer ~~shall~~must be voting members of the corporation. ~~The President, Vice President, and Secretary must be current or past directors~~members of the ~~corporation~~Board of Directors. No officer shall serve in the same office for more than three ~~consecutive one-year terms, with the exception of the treasurer, who may serve for six~~ consecutive one-year terms.
5. **PresidentChair.** The ~~President~~Chair shall ~~supervise the activities of the corporation and preside at the all meetings of members, the Board of Directors, the members, and the Executive Committee. The President or the Executive Director or whomever they designate in writing shall execute contracts and conveyances on behalf of the corporation. The President shall act on behalf of the~~ and shall be an ex-officio voting member of all committees.
- 5.6. **Vice Chair.** The Vice Chair shall discharge such functions as may be assigned ~~by the Board of Directors in all matters under its jurisdiction. In the absence or disability of the Chair, the Vice Chair shall perform and exercise all the duties and powers of the Chair.~~
6. **Treasurer Vice President.** The ~~Vice President~~Treasurer shall assist the President in the ~~supervision~~have general oversight of the ~~activities~~financial affairs of the corporation and ~~shall perform the such other duties of the President when the President is disabled.~~
7. ~~as shall be specified by~~Treasurer. The ~~treasurer shall ensure preparation of correct and complete budgets, financial records, and reports, and filing of all tax returns of the corporation pursuant to the instruction of the Board of Directors. The Treasurer shall be bonded as appropriate to the annual budget and endowment of the corporation.~~
8. **Secretary.** The Secretary shall ensure preparation of accurate minutes of all meetings of the members, the Board of Directors and the Executive Committee. The Secretary shall ~~oversee all corporate~~ be responsible for authenticating the records ~~other than financial records. The Secretary also shall oversee filing with the proper governmental officials of all documents, other than tax returns, which the corporation is required~~ and such other duties as may be specified by ~~law~~the Board of Directors from time to time. The Secretary shall have custody of the record book and the corporation seal.
9. **Executive Director.** The Executive Director shall be the chief executive officer and carry out the objectives and purposes of the corporation as determined by these Bylaws and by the policies and decisions of the Board of Directors. ~~He or she~~The Executive Director shall be responsible to the Board of Directors for the management of the business and staff of the corporation. Except as otherwise provided by the Board of Directors or these Bylaws, the Executive Director shall have authority to sign for the corporation all deeds, agreements, and other formal instruments.

ARTICLE V – COMMITTEES

1. **Committees.** The Board of Directors, by a majority of the directors then in office, may authorize the establishment and termination of committees as needed ~~for the function or~~ advisable to promote the purposes, advise the Board of Directors, and carry on the work of the corporation, except for the standing committees named in this ~~article-~~Article V.
2. **Committee action.** A majority of any committee, as constituted, shall be a quorum for the taking of action by the committee. Unless expressly delegated by the Board of Directors or these Bylaws, no committee may exercise the authority of the Board of Directors. Any delegation of authority by the Board of Directors shall not exceed the limitations of Section 8.25(e) of the Vermont Nonprofit Corporation Act.
3. **Non-director members.** Committees may include members who are not directors (such members “non-directors”). Such non-directors shall be bound by the conflict of interest policy of the corporation. If the Board of Directors delegates its authority to a committee, non-directors shall not vote on decisions to exercise that delegated authority, nor shall they count toward a quorum for such a vote.
- 2.4. **Appointment.** ~~With the approval of the Board of Directors, the President~~The Chair shall appoint annually the membership and chairperson of all committees ~~as seen as possible after the annual meeting, subject to approval by a majority~~ of the members~~Board~~ of the corporation~~Directors.~~
- 3.5. **Executive Committee.**
 - (a) **Function.** ~~It~~The Executive Committee shall advise the ~~President~~Executive Director and the Chair, monitor the vitality of the corporation ~~and its sections~~, and carry out any other duties specified by the Board of Directors. Under exigent circumstances, in cases when it is not possible for a meeting of the full Board of Directors to take place, the Executive Committee may act on behalf of the Board of Directors ~~except to the extent prohibited by Section 8.25(e) of the Vermont Nonprofit Corporation Act.~~ The executive committeeExecutive Committee shall notify the full Board of Directors of any such action within forty-eight hours.
 - (b) **Composition.** It shall consist of the ~~immediate past president, the~~ four current Board officers, ~~and four members~~one additional director, who is either the immediate past Chair or a current director, to be ~~appointed~~nominated by the ~~president~~Chair and subject to ~~the~~ approval by ~~the Board. No more than two a~~ majority of ~~appointed members can be non-directors~~the Board of Directors.
 - (c) **Term.** Membership shall be for the term of one year. No member shall serve more than ~~five years~~three consecutive terms, with time served as an officer not counting.
 - (d) **Meetings.** It shall meet at the call of the ~~President~~Chair with such advance notice to members of the Executive Committee, directors and the president of each section as the ~~President~~Chair deems appropriate.
 - (e) **Quorum.** A majority of the members of the Executive Committee, ~~but not less than four,~~ shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.
- 4.6. **Nominating Committee.**

- (a) The Nominating Committee shall consist of at least four members, with a majority being current directors.
- ~~(b)~~ At the annual meeting of the members of the corporation, the Nominating Committee shall present the names of any number of candidates for any number of directorships to be filled.
- ~~(b)~~~~(c)~~ At the ~~regular~~~~next~~ meeting of the Board of Directors following the annual meeting of the members, the Nominating Committee shall present the name of at least one candidate for each office of the ~~corporation~~Board.
- ~~(e)~~~~(d)~~ The Nominating Committee will call for nominations for Honorary Life members prior to March 1 each year. The Nominating Committee will make its recommendations for Honorary Life members to the Board of Directors, which will act upon them and announce honorary memberships at the annual meeting of the members of the corporation.

ARTICLE VI – LOCAL SECTIONS OF CORPORATION

1. Establishment and Bylaws.

- (a) Local chapters, to be known in each instance as a section, may be established from time to time by the Board of Directors upon application.
- (b) Bylaws for new sections shall comply with certain requirements that may be adopted from time to time by the Board of Directors and shall be submitted to the Board of Directors for approval.
- (c) Section bylaws shall be on file at the headquarters of the corporation.
- (d) Any section bylaw or other governing document or part thereof that conflicts with the Articles of ~~Association~~Incorporation (as amended) or Bylaws of the corporation is void. The Board of Directors may require sections to amend their bylaws to comply with certain requirements adopted by the Board of Directors.
- (e) Each section shall make provisions for the disposition of its assets ~~upon to the corporation upon such section's~~ disestablishment or dissolution ~~which shall be consistent with Paragraph 6 of this Article.~~

2. Structure.

- (a) A section may be organized as an unincorporated association or as a nonprofit corporation.
- (b) Each section shall have at least a President, Secretary, and Treasurer for officers and a trails and shelters committee among its committees.

3. Membership. Membership of each section shall be open to any person without restriction, except for required payment of standard dues.

4. Corporate dues. The Board of Directors of the corporation shall establish a dues remittance schedule- prescribing the time of remittance, the amount received by a section, and the terms and conditions of the remittance. The Board of Directors may, from time to time, adopt policies governing sections' eligibility for receiving such remitted dues, including, but not limited to, compliance with reporting requirements, financial procedures or other organizational standards. Failure of a section to comply with such policies may result in the delay or suspension of dues remittances until such section complies with the adopted policies. No changes to the dues remittance schedule may be

considered at a meeting of the Board of Directors unless the subject of a change is listed in the call to the meeting.

5. **Duties.**

(a) Each section shall maintain to standards set by the Board of Directors the trails and shelters assigned to, and accepted by, it.

(b) The President ~~of each section,~~ or ~~his or her~~ the President's designee, of each section shall report orally or in writing the membership and activities of ~~his or her~~ their section at the annual meeting of the members of the corporation.

6. **Assets and liabilities.** Each section shall control its own funds and other assets, and the corporation shall not be liable for the debts of any section. If a section is disestablished or dissolved, it shall transfer forthwith to the corporation all of its tangible and intangible property pertaining to trails and shelters which are located in the State of Vermont and have the approval of the Board of Directors. Any other assets remaining at the time of disestablishment or dissolution after the payment of debts shall be transferred to the corporation ~~unless the section has arranged to transfer such assets to a different corporation which has qualified under Section 501(c)(3) of the U. S. Internal Revenue Code.~~

7. **Disestablishment.** A section may be disestablished by a two-thirds vote at any regular or special meeting of the Board of Directors if its membership has fallen below ten or the section is deemed to have failed to perform its responsibilities to the corporation. Notice of such proposed action shall be mailed or delivered by the ~~President~~ Chair to both the President and Secretary of the affected section at least thirty days in advance of the meeting of the Board of Directors.

ARTICLE VII – AMENDMENTS AND PROCEDURE

1. **By Directors.** The Board of Directors shall have the power to amend or repeal the Bylaws by a unanimous vote at any meeting, provided that notice of the proposed action is given in the call for the meeting.
2. **By members.** The members of the corporation shall have the power to amend or repeal the Bylaws by a two-thirds vote of those present and voting at any meeting of the membership, provided that notice of the proposed action is given in the call for the meeting.
3. **Procedure.** Unless otherwise provided in the Bylaws, all matters of parliamentary procedure shall be governed by Robert's Rules of Order Newly Revised.