

Susquehanna Appalachian Trail Club, Inc.
By-Laws

ARTICLE I. GENERAL

Section 1. Name. The name of this organization shall be the Susquehanna Appalachian Trail Club, Inc. ("SATC")

Section 2. Purpose. The purpose of this organization shall be: (1) to provide its members and guests with the opportunity to enjoy and to become educated about nature through hiking and other outdoor recreational activities; (2) to build and maintain trails and shelters for public use; and (3) to aid in the conservation of wild lands and wildlife.

In furtherance of this purpose, the Club's objectives shall be to build and maintain a portion of the Appalachian Trail; to open, develop, extend, and maintain other trails in wooded and mountainous regions accessible to the Harrisburg Metropolitan Region; to construct, maintain, and open shelters and camp sites along the Appalachian Trail and other trails; to encourage the use of these trails by organizations and individuals; to collect data of interest to users of trails; to prepare maps, guidebooks and camping information; to encourage interest in environmental sciences; to aid in the protection of wildlife and places of natural beauty, particularly in areas accessible to Harrisburg; and to educate trail users in proper trail etiquette, conservation, ecology, forest fire prevention and safety.

Section 3. Affiliations. The Susquehanna Appalachian Trail Club, Inc., shall affiliate itself with the Appalachian Trail Conservancy, Inc. (ATC) and with the Keystone Trails Association, Inc. (KTA), and shall authorize such funds as necessary for dues.

Section 4. Fiscal Year. The fiscal year of the Corporation is defined as April 1 through March 31 of each year.

Section 5. Publication. The official publication of SATC shall be the *Bushwack Bulletin*.

ARTICLE II. MEMBERS

Section 1. Membership. Any person, regardless of sex, race, color, religious creed, ancestry, national origin, handicap, or disability may become a member upon submission of an application form prescribed by the Board of Directors, signed by the applicant, and accompanied by payment of the first year's dues.

Section 2. Classes of Membership. Classes of membership shall be (a) individual memberships, (b) joint memberships of two (2) persons living at the same address, and (c) life memberships. Joint memberships shall receive only a single copy of each notice and publication sent to all club members---except ballots. In all other respects, their rights shall be the same as individual members.

Section 3. Dues. Dues are set by the Board of Directors, following a review of SATC's financial condition and dues structure

Section 4. Delinquent Members. Any member whose dues are unpaid by April 1 shall be considered delinquent and shall not be allowed to vote; and may no longer receive membership benefits. He/she shall be continued on the SATC membership roll until June 1 when said member or joint members shall be dropped from membership.

Section 5. SATC Code of Conduct. Consistent with the purposes of SATC, while participating in SATC activities, all members and non-members are expected to conduct themselves in a manner that causes no harm to anyone or damages any property, and to be considerate and respectful of others. In accordance with these principles, SATC membership and participation in

SATC activities are subject to the observance of the club's rules and procedures, including this Code of Conduct.

Anyone who violates this Code is subject to (a) sanctions, which may include removal from SATC membership, (b) being reported to appropriate authorities, (c) prohibition from future participation in SATC activities, and (d) other discipline as determined by the SATC Board of Directors.

The Code of Conduct does not permit the following behavior in connection with any SATC activity or SATC maintained property:

- Possession or use of illegal drugs or firearms
- Verbal, written, physical, or visual harassment (Harassment – 18 Pa. Cons. Stat. § 2709) and/or conduct endangering the life, safety, health or well-being of others
- Willfully harming trail property and resources, including willful violation of Leave No Trace policy. For details on this policy, see <http://www.satc-hike.org/hikes.html>
- Leaving a hike or activity in a manner that could lead to unnecessary search and rescue
- Using members personal contact information for solicitation or marketing purposes or distribution of propaganda
- Misusing club funds for personal gain

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual general meeting of SATC's membership shall be held in March of each year on a date to be selected by the Board, at which time there shall be an election of officers and non-officer members of the Board whose terms expire that year. At least one week's notice by mail or by publication in the *Bushwack Bulletin* must be given to the membership.

Section 2. This section left blank

Section 3. Special Meetings. Special meetings may be called by the President at any time with at least one week's notice given by mail or by publication in the *Bushwack Bulletin* to the membership.

Section 4. Quorum. Fifteen SATC members shall constitute a quorum for the conduct of business at any general or special meeting of the membership.

Section 5. Delivery of Notice. Any notice which may be given by mail shall be deemed to be sufficient if either sent

- A. via first class mail or bulk mail to the last known address of the intended recipient, or
- B. electronically to the last known email address of the member.

Such notice may be waived in writing by the intended recipient.

ARTICLE IV. OFFICERS AND DIRECTORS

Section 1. Governing Body. The governing body of **SATC** shall be a Board of Directors composed of four officers, the immediate past president, **and a minimum of four (4)** non-officer directors. The President shall be chair of the Board.

- A. The officers of SATC shall be a President, Vice-President, Secretary, and Treasurer.
- B. Members of the Board of Directors shall be elected from the membership and shall serve until their successors are duly elected and qualified. The non-officer directors shall be divided equally into two classes and each class shall be elected in alternate years to serve overlapping terms.

C. The immediate past president shall be a member of the Board of Directors and shall serve for one year after and eligible successor accepts the position of president.

Section 2. Authority. The Board of Directors may make such rules and regulations as it deems advisable, and which are consistent with Pennsylvania law, SATC's Articles of Incorporation, and By-Laws, after inviting discussion from members in attendance at either quarterly or other publicized meetings.

Section 3. Nominations. The President shall appoint a Nominating Committee not later than sixty (60) days before the next succeeding annual meeting. The Nominating Committee shall be chaired by a non-officer member of the Board of Directors who is not seeking election. The nominating committee shall notify all club members of the nominated persons at least thirty (30) days before the annual meeting. The nominating committee is limited to one nomination for each office and non-officer directorship. Additional nominations which are reserved to the membership at large may be submitted in writing to the nominating committee until one week prior to the annual meeting. No nominations are to be made nor accepted from the floor at the annual meeting.

Section 4. Election of Officers and Non-Officer Directors. Election shall be held at the annual meeting. If there is more than one nominee for any one office or non-officer director, the election shall be by secret ballot and by plurality vote. Officers and non-officer members elected to the Board of Directors shall assume their duties on the first Sunday in April after their election, or as soon thereafter as practical.

Section 5. Term of Office. Officers shall be elected in an even-numbered year. The President and Vice President shall not serve more than two consecutive two (2) year elected terms in their respective offices. The Secretary and Treasurer may serve successive terms without limitation. Non-officer members of the Board of Directors shall be elected by class to serve a two-year term, but they shall in no event serve more than four (4) consecutive elected terms.

Section 6. Disqualification. When any member of the Board of Directors fails to attend three (3) consecutive Board of Directors and general meetings without having a valid acceptable reason for absence as determined by the remaining directors, the office or directorship shall be declared vacant. An office or directorship shall be declared vacant immediately upon the death or resignation of any officer or non-officer director.

Section 7. Vacancies. In the event of a vacancy in the office of President, the Vice-President shall immediately succeed the President. All other officer and non-officer director positions, including a vacancy in the office of President when there is no Vice-president, shall be filled by a majority vote of the remaining directors. Persons selected to fill vacant positions shall serve the remainder of the unexpired term.

Vacancy in any officer or director position shall include the failure to elect a nominee or candidate at the annual meeting and, in such case, the unexpired term shall be the balance of the new term of office had such a position been elected at the annual meeting.

Section 8. Duties of Officers. The duties of officers shall be defined by the Board of Directors.

Section 9. Expenditure of Funds. No SATC funds may be expended nor may SATC be obligated financially except in accordance with authorization by the Board of Directors.

Section 10. Gifts. The Board of Directors may accept on behalf of SATC, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of SATC.

Section 11. Executive Committee. For the purpose of conducting and expediting corporate business, there will be an Executive Committee composed of the SATC officers. This committee shall have power to make decisions pertinent to the continuity of SATC's affairs in so far as these decisions are consistent with Articles of Incorporation and By-Laws. All actions on the part of the Executive Committee shall be reviewed by the Board of Directors at their next regular meeting.

Section 12. Committees. The President shall appoint all committee chairs and delegates to affiliated organizations. Any committee member or delegate may be removed at the discretion of the President, subject to confirmation by the Executive Committee. The President shall be an ex-officio member of all committees.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE COMMITTEE

Section 1. Board of Directors.

A. Regular Meetings. The Board of Directors shall meet four (4) times yearly. Meetings may be cancelled or postponed under special conditions by the Executive Committee. The meeting dates of the Board shall be published in the official publication of the club, and the meetings shall be open to all other members who may participate on a non-voting basis.

B. Special Meetings. Special meetings of the Board of Directors shall be held whenever ordered by the President, or by a majority of the executive committee, or by a majority of the members of the Board of Directors after provided at least two (2) days' notice to each member of the Board of Directors.

Section 2. Executive Committee. Meetings of the Executive Committee may be called by the President or any two members of the Committee with at least two (2) days' notice to each member of the Executive Committee.

Section 3. Notice. Notice required to be given to any person under the provisions of this Article shall be made either by publication in the Bushwack Bulletin, by first class mail, by facsimile transmission, e-mail, or other electronic communication to such address supplied by the person to SATC for receipt of notices. Unless otherwise indicated, notice shall be provided at least one-week in advance of a meeting.

ARTICLE VI. INDEMNIFICATION

Every member of the Board, officer or employee of SATC may be indemnified by SATC to the extent permitted by applicable law, but not to exceed 25% of SATC's liquid assets unless covered by insurance, against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of SATC, or any settlement thereof, unless adjudged to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest of SATC. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled. SATC may purchase insurance to provide indemnification under this Article, but is not obligated to do so.

ARTICLE VII. AMENDMENTS

Except as provided in the Nonprofit Corporation Law of 1988, 15 Pa.C.S. § 5504(b), a majority of SATC's Board of Directors shall have the authority to adopt, amend and repeal these bylaws, subject to the power of SATC members to change such action. The next edition of SATC's official publication issued after changes to the bylaws have been adopted by the Board shall provide the members with a summary of the adopted changes to the bylaws.