



Alabama Hiking Trail Society, Inc.

Bylaws of the Alabama Hiking Trail Society, Inc.
(An Alabama 501(c)3 Corporation)

ARTICLE I – PURPOSES AND OBJECTIVES

The purposes and objectives of the Alabama Hiking Trail Society shall be:

- a) to promote the creation of a connector trail between the Florida Trail and the Pinhoti Trail as part of the Eastern Continental Trail;
- b) to promote the creation of the Alabama Trail, a trail that will run the length of the state;
- c) to promote the preservation, development, and maintenance of Flagg Mountain;
- d) to promote and maintain hiking trails statewide, including the Pinhoti Trail;
- e) to engage with State and National organizations to develop and maintain properties associated with hiking and backpacking; and
- f) to instill an appreciation of and a desire to conserve and protect the natural beauty of Alabama.

Members are encouraged to be creative, willing to try new and old ideas to approaches, in reaching the purposes and objectives of the Society.

ARTICLE II – DEFINITIONS

II.1. *Society*. The term “Society” shall hereafter mean the Alabama Hiking Trail Society, Inc.

II.2. *Member*. The term “Member” shall hereafter mean a person who has enlisted in the mission of the Society and who has paid her or his dues for one year.

II.3. *Chapter*. The term “Chapter” shall hereafter mean the principal organizational unit of the Society through which the Society accomplishes its mission.

II.4. *Executives*. The term “Executives” shall hereafter refer to executive members of the Chapters, which shall include at a minimum a Coordinator and a Communicator for each Chapter.



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II.5. The term “Officers” shall hereafter mean the President, Vice President for the Alabama Trail, Vice President for Financial Development, Vice President for the Eastern Continental Trail Connector, Vice President for Flag Mountain, Vice President for Trail Development (see Amendment 11 below), Secretary, and Treasurer.

II.6. *Board.* The term “Board” shall hereafter mean the Board of Directors of the Society.

II.7. *Director.* The term “Director” shall hereafter mean a member of the Board of Directors.

II.8. *Shall and May.* The term “shall” shall denote a duty or responsibility incumbent on the Society, its members, its Officers, its Directors, or its Executives. The term “may” shall denote a duty or responsibility optional for the Society, its members, its Officers, its Directors, or its Executives.

II.9. *Alabama Trails System.* The term “Alabama Trails System” shall hereafter include the connector trail between the Florida Trail and the Pinhoti Trail; the Alabama Trail; the Pinhoti Trail; the Perdido River Trail; the Coosa Trail; the Magnolia Trail; and any other trail in Alabama which the Society has participated in building or maintaining.

ARTICLE III – MEMBERSHIP IN THE SOCIETY

Section III.1. *Qualifications.* Any person who agrees with the purposes and objectives of the Society may become a member by completing an application form and paying the dues required for the desired class of membership. No person shall, on the grounds of age, ethnicity, gender, religious creed, or national origin, be denied membership in the Society or access to programs or services to the general public.

Section III.2. *Classes and Dues.* The Officers shall establish the classes and corresponding dues for membership in the Society.



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Section III.3. *Voting Privileges.* Each member shall be entitled to one vote on each motion presented at a regularly scheduled or called meeting of the Society.

Section III.4. *Resignation.* Any person who fails to pay dues prior to the end of the renewal period of the previous membership and, after contact by the Coordinator of the Chapter the member joined, declines to renew her or his membership shall thereupon cease to be a member.

ARTICLE IV – MEETINGS OF THE SOCIETY

Section IV.1. *Annual Meeting.* An Annual Business Meeting of the Society shall be held at a time and place within the State of Alabama as determined by the Officers for the purpose of elections and for the transaction of such other business as may come before the meeting. Notice of the meeting shall be given to each member at least thirty days prior to such meetings.

Section IV.2. *Special Meetings.* A special meeting of the members of the Society may be called by any of the following: The President, a majority of the Board, or fifty members by written notice not less than thirty days in advance of such meeting. Such notice shall be furnished to all members, shall state the purposes of the proposed meeting, and shall state the time and the place of the meeting.

Section IV.3. *Quorum.* The total number of members present at a duly called meeting shall constitute a quorum for that meeting.

ARTICLE V – CHAPTERS

Section V.1. *Powers.* The Society shall carry out its mission and objectives with respect to the Alabama Trails System through Chapters. Chapters shall be recruited by the President for each



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sector of the Alabama Trails System. Chapters shall carry out those functions, services, or tasks identified by the Chapters as integral and necessary to fulfill the mission of the Society with assistance and guidance from the Officers as needed. Chapters may assume further responsibilities within established operating methods, which may include recruitment and retention of members, planning and carrying out Chapter or Society activities, or performing educational and recreational services for the general public. Each Chapter shall report on its activities to the Society through its Communicator to the Vice President for the mission area under which it operates.

Section V.2. *Composition.* Each Chapter shall consist of at least three members of the Society. Each Chapter shall elect/appoint at minimum two Executive positions, a Coordinator and a Communicator, each of whom shall be members of the Society and shall have the following responsibilities:

- a) Coordinator. The Coordinator shall plan and schedule trail building and maintenance; shall plan, schedule and organize hikes and backpacking trips; and shall plan and schedule joint projects with collaborators on the Chapter's trail sector.
- b) Communicator: The Communicator shall maintain contact with adjacent Chapters and the Officers; shall maintain a roll of Chapter members in accordance with Section V.3; shall publicize events scheduled by the Coordinator; and shall represent the Chapter at public functions relevant to the Chapter's trail sector.

Other Executives may be added as needed. It will be up to the Chapters to decide when and what position(s) will best enable them to fulfill the mission of the Society.

Section V.3. *Membership.* Members of Chapters are first members of the Society. Chapter affiliations shall be according to the member's preference or the member's place of residence. Chapter Communicators shall maintain a roll of active members of the Society affiliated with her



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or his Chapter by (a) tracking the date of each Chapter member's membership renewal and soliciting her or his membership renewal; (b) recruiting new members to the Chapter and adding them to the Chapter roll on completing registration for membership in the Society and paying their membership fees; and (c) transmitting to the Secretary of the Society at least quarterly the Chapter roll of members.

Section V.4. *Operation.* The operation of any Chapter shall be in accordance with these By-Laws.

Section V.5. *Finances.* Each Chapter shall submit a budget to the Treasurer at least one month prior to the December meeting of the Officers. On approval of the Society's budget by the Board at its January meeting, each Chapter shall have access to its budgeted funds and the authority to spend those funds as budgeted.

Section V.6. *Inactivity or Dissolution.* In the event of inactivity or the dissolution of a Chapter, the Society shall assume possession of its assets. If the Chapter is reactivated, any unused or usable assets shall be returned to the Chapter.

ARTICLE VI - THE NOMINATING COMMITTEE

The Nominating Committee shall consist of not less than three nor more than seven members of the Society. Each member of the Nominating Committee shall be elected by the membership of the Society at its Annual Meeting for a term of two years and shall not be eligible for re-election to the Nominating Committee until one year after the completion of her or his term. The Chair shall be appointed from the Committee members by the President. The duties of the Nominating Committee are to present a slate of nominees at the Annual Meeting of the Society for election as Directors and Officers. Presentation of the slate shall not preclude nominations from the floor, provided the nominees' consent has been given in writing, if not present. At the Annual Meeting



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coinciding with the conclusion of one or more members' term of service, the Nominating Committee shall present one candidate to succeed each retiring member of the Nominating Committee.

ARTICLE VII – THE OFFICERS

Section VII.1. *Powers.* The Officers shall ensure that the Chapters of the Society have the resources necessary to perform the work each Chapter takes on to fulfill the mission of the Society. These powers shall include but may not be limited to:

a) **President:** Shall schedule and call meetings of the Officers; shall be the liaison between the Officers and the Board of Directors through the Chairperson of the Board; shall ensure that the Officers support the work of the Chapters sufficiently; shall be the official representative of the Society; shall identify persons interested in the Society's mission, engage them in the Society's mission, and establish Chapters from their engagement; shall be responsible for all public representations of the Society, including electronic and printed media; shall coordinate with the Vice President for Financial Development on representing the Society in a light commensurate with development goals; shall have the authority to appoint standing and ad hoc committees; and shall report quarterly to the Board of Directors about the work of the Society. In the absence of the President, the Vice President for Financial Development shall perform the duties of the President until the President returns, or in the case that the President can no longer serve, until an Interim President can be elected by the Officers in accordance with Section VII.4 of these Bylaws.

b) **Vice President for the Alabama Trail:** Shall support the Chapters along the Alabama Trail corridor; shall serve as the liaison between these Chapters and the Officers; shall identify persons wishing to form a new Chapter to the President; shall be the official representative of the



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Alabama Trail for the Society; and shall be the primary point of contact between the Society and local, state and federal entities collaborating with the Society on the Alabama Trail.

- c) Vice President for Financial Development: Shall identify funding opportunities for the Society; shall either alone or by the formation of a team apply for funding opportunities for the Society; and shall develop a long-term strategy to ensure the Society stays solvent.
- d) Vice President for the Eastern Continental Trail Connector: Shall support the Chapters along the Eastern Continental Trail Connector corridor; shall serve as the liaison between these Chapters and the Officers; shall identify persons wishing to form a new Chapter to the President; shall be the official representative of the Eastern Continental Trail Connector for the Society; and shall be the primary point of contact between the Society and local, state and federal entities collaborating with the Society on the Eastern Continental Trail Connector.
- e) Vice President for Trail Development: Shall monitor all trail building and maintenance activities of the Society; shall receive and store reports on all Chapters' trail building and maintenance; and shall maintain an inventory of all equipment owned by the Society to build and maintain trails.
- f) Vice President for Flagg Mountain: Shall support the Flagg Mountain Chapter; shall serve as the liaison between this Chapter and the Officers; shall be the liaison between entities contracting with the Society to support Flagg Mountain and the President; shall be the official representative of Flagg Mountain for the Society; and shall be the primary point of contact between the Society and local, state and federal entities collaborating with the Society on Flagg Mountain.
- g) Secretary: Shall keep the Minutes of all meetings of the Society; shall keep the minutes of all meetings of the Officers; shall be responsible for sending out notices of such meetings; shall develop written and electronic reports of the minutes of each meeting; shall receive all written



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correspondence to the Society and distribute each piece to the Officer to which it pertains; and shall store all files and materials of the Society in a manner accessible to the general public.

h) Treasurer: Shall be the custodian of the funds of the Society; shall prepare an annual budget and present it for approval to the Board at the Board's January meeting; shall see that payments are made in accordance with the budget and these By-Laws; shall see that appropriate reports are made and licenses are secured; and shall arrange for an audit at least every three years.

Section VII.2. *Terms.* Each Officer shall serve a term of three years, commencing and ending with the Annual Meeting of the Society. Each Officer may serve as many consecutive terms to which he or she is elected by the Society.

Section VII.3. *Election.* Each Officer of the Society shall be elected by the membership at the Annual Meeting of the Society. Any person nominated to be an Officer of the Society must be a member in good standing. No Officer shall serve as a Director on the Board of Directors or as the Secretary of the Board of Directors.

Section VII.4. *Vacancies.* A vacancy of an Office may be filled by proposal by the President and election by the Officers. Any person so elected to fill a vacancy shall serve until the next Annual Meeting of the Society.

Section VII.5. *Meetings.* The Officers shall meet at least quarterly in the months of March, June, September, and December. Meetings may be conducted in person or via electronic communication.

Section VII.6. *Quorum.* A majority of the total Officers shall constitute a quorum. Unless expressly provided otherwise herein, every act or decision done or made by a majority of the Officers present at a duly held meeting at which a quorum is present shall be regarded as an act



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of the Officers. Officers shall be deemed present at a meeting of the Officers if a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other is used.

Section VII.7. *Resignation.* Any Officer may resign from her or his office by written notice to the Secretary of the Officers at least thirty days prior to a regularly scheduled meeting of the Officers. Any Officer who, without an adequate excuse, fails to attend two meetings of the Officers each year commencing with the June meeting of the Officers shall be deemed to have resigned from his or her office.

ARTICLE VIII – THE BOARD OF DIRECTORS

Section VIII.1. *Powers.* The Board shall oversee (1) all activities of the Society to ensure they are in line with and promote the mission of the Society and (2) all financial transactions by the Society to ensure they are fiscally sound and comply with the laws governing 501(c)3 organizations, both in the State of Alabama and the United States of America. The powers of the Board shall specifically include but not be limited to the following:

- a. To oversee the revenues realized from membership dues and other sources of income, including grants, for the purposes and objectives of the Society;
- b. To establish polices, guidelines, rules and regulations for the establishment of the Alabama Trail System.
- c. To enter into agreements with landowners, land managers, and other interested parties in connection with the Alabama Trail System
- d. Review and determine that all functions conducted in the name of the Society comply with the purposes, objectives, and policies of the Society and take appropriate corrective action as necessary to ensure compliance; and
- e. To employ and compensate such personnel as may be desired or required for the maintenance and growth of the Society-



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f. The Board may terminate the membership of any person, or remove any Officer from office, who has been determined by a $\frac{3}{4}$ majority of the Board to have purposely acted detrimental to the purposes and objectives of the Society.

Section VIII.2. *Composition.* The Board shall consist of not less than four and not more than seven persons, with a maximum of four directors from within the membership and a maximum of three directors from outside the membership of the Society.

Section VIII.3. *Terms.* Each Director shall serve a term of one year, commencing and ending with the Annual Meeting of the Society. Each Director may serve as many consecutive terms to which he or she is elected by the Society.

Section VIII.4. *Election of Directors.* Each Director shall be elected by the membership at the Annual Meeting of the Society.

Section VIII.5. *Vacancies.* A vacancy on the Board may be filled by proposal by the President and election by the Board of Directors. Any person so elected to fill a vacancy shall serve until the next Annual Meeting of the Society.

Section VIII.7. *Officers.* The Board shall elect from its membership a Chairperson. The Board shall elect a Secretary from outside its membership. The duties of the Chairperson and Secretary are as follows:

- c. Chairperson. The Chairperson shall (1) schedule and call quarterly and special meetings, providing notice of the meeting at least fourteen days prior to the meeting; (2) preside over meetings of the Board; (3) serve as liaison between the Board and the Officers through the President; and (4) report on the Board's work to the membership of the Society at an Annual Meeting of the Society.



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- d. Secretary. The Secretary shall (1) record the minutes of each meeting of the Board; (2) prepare written minutes for inclusion in the Society's records; (3) correspond with members of the Board on behalf of the Chairperson; and (4) correspond with members of the Society on behalf of either the Chairperson of the Board or the Board.

Section VIII.8. *Meetings*. The Board shall meet at least quarterly in the months of January, April, July, and October. Meetings may be conducted in person or via electronic communication.

Section VIII.9. *Quorum*. A majority of the total members of the Board shall constitute a quorum. Unless expressly provided otherwise herein, every act or decision done or made by a majority of Board members present at a duly held meeting at which a quorum is present shall be regarded as an act of the Board. Members of the Board shall be deemed present at a meeting of the Board if a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other is used.

Section VIII.10. *Resignation*. Any Director may resign from the Board of Directors by written notice to the Secretary of the Board at least thirty days prior to a regularly scheduled Board meeting. Any Director who, without an adequate excuse, fails to attend two meetings of the Board commencing with the April meeting of the Board shall be deemed to have resigned from the Board.

ARTICLE IX – ORGANIZATIONAL POLICIES

Section XI.1. *Individual Policies*. No member of the Society may be identified as such for personal gain. A member of the Society may be identified or operate as such in commercial endorsements only in publications of the Society and/or in connection with fund-raising activities of the Society.



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Section IX.2. *Unbudgeted Expenditures.* Unbudgeted expenditures must be approved by the Board prior to remittance of funds or the issuance of a check. The authority may be by letter or counter-signature.

Section IX.3. *Execution of Instruments.* All contracts and instruments shall be executed in the name of the Society by the Board. The Board may authorize an Officer to execute certain contracts and instruments.

Section IX.4. *Dissolution.* In the event of the dissolution of the Society, its assets shall be distributed to an organization or organizations with similar interests and purposes that have qualified for exemption under Section 501(c)3 and 170(e) of the Internal Revenue Code, or to the Federal, Alabama, or any local government for exclusive public purpose. This decision will be made by the majority vote of the remaining officers and board members prior to dissolution.

Section IX.5. *Limited Activities.* No substantial part of the activities of the Society shall participate in, or intervene in, any political campaign on behalf of any candidate for public office. Such activities shall include publishing or distributing of statements.

ARTICLE X – AMENDMENTS AND RULES OF ORDER

Section X.1. *Amendments.* These By-Laws may be amended by two-thirds (2/3) vote of the Society Members present at the Annual Meeting of the Society. Notice of any proposal to amend these By-Laws, must be given to each member of the Society at least (30) days in advance of the Annual Meeting of the Society.



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Section X.2. *Rules of Order.* The latest edition of Roberts Rules of Order (Newly Revised) shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws or by specific rules of procedure adopted by the Board.