

BYLAWS OF THE OUACHITA MOUNTAIN HIKERS
As amended March 2015

BYLAW 1. NAME AND PURPOSE

The name of this organization shall be the OUACHITA MOUNTAIN HIKERS. The purpose of the organization shall be to promote the enjoyment of hiking and related activities in the Ouachita Mountains and the surrounding areas.

BYLAW 2. BOARD OF DIRECTORS

1. The government of the organization shall be entrusted to members serving as the Board of Directors. The Director positions shall be filled by members who shall also serve as elected officers of the organization: President, Vice President/Program Chairperson, Secretary, and the Treasurer/Membership Chairperson. Positions of Hike Chairperson, Trail Maintenance Chairperson, and the Publicity Chairperson, which are *appointed* positions, shall serve on the Board *with* vote. Hike Flash Administrator, Historian and Web Master, which are *appointed* positions, shall serve on the Board *without* vote.
2. All directors shall serve for one year following their election or appointment, and shall serve until their successors are installed in office. The President and Vice President may serve in an elected office for a maximum of two consecutive terms. If an individual is elected to fill a midyear vacancy, he or she shall be eligible to serve two additional terms.
3. The Board of Directors shall meet at least two times each year. Meetings shall be called by the President or by petition of a majority of the Board, with all Board members being given at least ten days notice of a meeting. Two-thirds of all Board members present or represented by written proxies, shall constitute a quorum.
4. The Board of Directors shall govern the organization, acting for its interests in any way not inconsistent with the law, and these bylaws.
5. Removal of Officers and Directors. An officer or director of the organization may be removed by a two-thirds majority vote of the total club members present at a properly called meeting of the organization.
6. Vacancies in Officer and Director Positions. If an elective office or directorship of the organization becomes vacant, the President shall appoint an organization member to fill the vacancy until the position is filled by election at the next meeting of the organization.

BYLAW 3. DUTIES OF ELECTED OFFICERS

1. President. This officer shall preside at all meetings of the Board of Directors and the general membership, define the responsibilities of the Special committees and appoint their members (see Bylaw 5), be ex officio member (without vote) of all committees, exercise general supervision over the affairs of the organization, and have such other

powers as may be designated by the Board of Directors. In January, the President shall appoint a committee to audit the financial records of the organization.

2. Vice President/Program Chairperson. This officer shall function in the place of the President in the latter's absence or incapacity. He or she shall assist the President in the conduct of the organization and administrative affairs of the organization. He or she shall plan and publicize programs/speakers for each business/program meeting.
3. Secretary. This officer shall prepare the minutes of all Board of Directors and general meetings, recording, printing and maintaining the results of votes and resolutions at these meetings, as well as those motions voted by others means of communication, such as verbally, or by telephone or email. He or she shall also forward a copy of the revised minutes to the Web Master for posting on the OMH club website.
4. Treasurer/Membership Chairperson. This officer shall receive membership applications and dues, have custody of the funds of the organization, keep proper records of accounts, and submit a financial statement at each Board of Directors and general membership meeting, or at the request of the Board of Directors. He or she shall update the digital membership roster appearing on the club website upon acceptance of a new member application, and shall maintain all signed forms reflecting a member's waiver of liability.

BYLAW 3A. DUTIES OF STANDING COMMITTEE CHAIRPERSONS

The following committee chairpersons will be appointed by the President with the approval of the Board of Directors and will serve on the Board *with* vote:

1. Hike Chairperson. This Chairperson shall be responsible for planning and coordinating all hikes, including the preparation of the Hike Schedules, maintaining maps and records of hikes, obtaining and training hike coordinators for the hikes, and any other functions that pertain to setting up and running the hikes.
2. Trail Maintenance Chairperson. This Chairperson shall encourage and coordinate trail maintenance as appropriate.
3. Publicity Chairperson. This Chairperson shall be responsible for the preparation and distribution of hike information and Board of Directors communications to all OMH club members. He or she shall also furnish, or cause to be furnished, club activity information to local newspapers, and provide other publicity notices as might be required. The Publicity Chairperson is responsible for publishing notices and scheduled hikes in the weekly OMH Hike Flash, and for the administration, operation, maintenance and content of the OMH website. He or she may be assisted in the above duties by the Hike Flash Administrator (see 3B.1 below) and/or the Web Master (see 3B.3 below), but may, with Board approval, assume the duties of either or both of these appointed positions.

BYLAW 3B. DUTIES OF SUBCOMMITTEE PERSONS

The following Board of Directors members *may* be appointed by the President with the approval of the Board of Directors and shall serve on the Board *without* vote.

1. Hike Flash Administrator. This Board member shall assist the Publicity Chairperson by receiving prepared Hike Flashes from Hike Leaders and Board of Directors, or other communications, and publishing them via Email in a standard format to the general membership. The Hike Flash Administrator shall provide a copy of the Hike Flash to the Web Master for addition to the web site.
2. Historian. This Board member shall create, collect and maintain media and pictorial records and history of organization activities, displaying them in attractive formats, such as photo albums and Compact Disks (CD's) for display at club meetings and social functions, as well as community activity fairs. He or she shall forward digital photographs of recent club activities to the Web Master for posting on the OMH club website, and annually update club history on this website.
3. Web Master. This Board member shall assist the Publicity Chairperson maintaining the web site using software provided by the club. The Web Master will collect and post hike schedules and calendars, hike reports, meeting minutes, a member roster, photos of club activities, and other club-related information and resources on the *Ouachita Mountain Hikers* website.

BYLAW 4. NOMINATION AND ELECTION OF OFFICERS

Nomination to elective office positions shall be made by a nominating committee composed of four members who will be appointed by the Board of Directors. One member of the committee shall be a member of the Board and will *not* vote. The committee shall present its slate of nominees at a regular membership meeting no less than thirty days prior to the elections. Election will take place at the November business meeting. Nominations may be made from the floor. Officers shall be elected by a majority vote of members present. Newly elected officers will assume office in January.

BYLAW 5. STANDING AND SPECIAL COMMITTEES

1. Standing committees shall be appointed by their respective Chairpersons with the advice and consent of the Board of Directors and committees will serve for a one year term of the office.
2. Special committees shall be appointed by the President with advice and consent of the Board of Directors. The President shall define the task assignment and the responsibilities of each committee and have the power to remove members for cause.

BYLAW 6. MEMBERSHIP

1. The membership of the organization shall consist of persons who are interested in supporting the organization. By joining, all members affirm their intention to comply with the provisions of these bylaws. Each member of the organization has one vote.
2. Annual dues amount for members shall be recommended by the Board of Directors and approved by a two-thirds majority of all members present and voting at a general membership meeting.
3. The annual dues are for the *hiking year*, beginning with the start of the Fall Hiking Schedule. For record keeping, this shall be considered as September 1 through August 31, with dues considered delinquent on October 1.
4. Lifetime membership, not requiring annual dues payment, may be purchased at a rate established by the Board of Directors. The Board may elect to recognize certain members for exceptional service to the club by granting such members lifetime membership at no cost. Such recognition shall be made only to members who have been members of the club for more than ten years and who have contributed significantly to the club.
5. Membership shall terminate upon the death, resignation, or expulsion of a member or for non-payment of the annual dues after a 60 day grace period.

BYLAW 7. MEETINGS AND ACTIVITIES OF THE MEMBERSHIP

1. Regular meetings of the organization's membership shall be determined by the Board of Directors and indicated in the published Hiking Schedule.
2. Any number of voting members present at a regularly scheduled membership meeting shall constitute a quorum. Only those members who are present in person at meetings shall be eligible to vote.
3. When club business requiring a vote or resolution must be conducted between regular meetings, a proposal or motion made verbally, telephonically, or by Email, by any Director and voted or agreed upon by a quorum of Directors, shall constitute a *meeting*. The Secretary shall record the nature of the business, proposal or motion, and the results of the vote, and document it in the minutes of the next Board of Directors meeting.
4. Hikes, trail maintenance, and other activities shall be planned at the discretion of the Board of Directors.

BYLAW 8. MEMBER SAFETY AND CONDUCT

All members, by joining, agree to abide by the decisions of the officers and activity coordinators concerning safety during organization activities. Members and guests shall participate in organization activities at their own risk without the organization being liable in case of loss or injury. Accordingly, participants fully assume the risk of participating in any walk or other activity

organized by the Club, as one assumes the risk of engaging in any activity with full knowledge or his or her own limitations or potential limitations. Every participant is required to sign a release of liability form before participating in activities.

BYLAW 9. FINANCES

1. All receipts shall be deposited in the financial institution chosen by the Board of Directors.
2. All expenditures must be authorized by the Board of Directors, except when it is expedient to authorize a blanket dollar amount which is not to be exceeded without further authorization. In this case, the person making the expenditure shall notify the Treasurer via Email.
3. Officers shall not receive any salary or other compensation for their services as officers. Actual expenses incurred in the performance of Ouachita Mountain Hikers business as approved by the Board of Directors, may be reimbursed upon presentation of a receipt.

BYLAW 10. DISSOLUTION

Upon dissolution, the Board of Directors shall dispose of the remaining assets of the organization after payment of all debts and discharge of all liabilities of the organization to such nonprofit entity, organized and operated exclusively for conservation, education, or scientific purposes then qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any later United States Revenue Code) as in the judgment of the Board of Directors is best qualified to promote the programs and purposes of the organization.

BYLAW 11. CONSTRUCTION OF BYLAWS AND PROCEDURES

1. All questions as to construction or meaning of these bylaws shall be settled by a majority vote of the Board of Directors.
2. All procedures not described by the bylaws shall be governed by the current edition of Robert's Rules of Order, Revised.

BYLAW 12. AMENDMENTS AND REVISIONS

Amendments and revisions to these bylaws may be proposed by a two-thirds majority of the Board of Directors, or by written petition signed by not less than 25% of the voting members and delivered to the Secretary. The Board of Directors shall consider and approve the form of the proposed amendment(s) or revision(s) and inform the entire membership of its content not less than thirty days before the next membership meeting. At the meeting, the proposed amendment or revision shall be voted on by all members present and in good standing, and shall take effect if approved by a majority or those voting on the question.