

**APPENDIX C1. CONSTITUTION AND BYLAWS OF THE MAINE APPALACHIAN TRAIL CLUB, INC., as amended in 1953, 1957, 1963, 1968, 1979, 1984, 1986, 1987, 1989, 1999, 2003, 2010, 2015, 2017,2018**

**CONSTITUTION**

**ARTICLE I**

**NAME:** The name of this organization shall be the Maine Appalachian Trail Club, Incorporated.

**ARTICLE II**

**PURPOSE:** The purpose of this organization shall be to construct, maintain and protect, in the State of Maine, a section of the Appalachian Trail extending from Katahdin to Grafton Notch at Maine Highway 26, to be supplemented with side trails and a system of shelters and campsites at proper intervals, so as to render accessible for hiking the wild region of Maine through which the Trail passes.

**ARTICLE III**

**(Amended 2017, 2018)**

**OFFICERS:** The officers of the Club shall consist of a President, a Vice President, a Secretary, a Corresponding Secretary, a Treasurer, an Overseer of Lands, five Overseers of the Trail, an Overseer of Campsites, and seven Directors. These officers shall constitute the Executive Committee.

The officers shall be elected by a majority of the members voting at the annual Club meeting. The officers shall hold office for three years or until their successors are elected and qualified.

Officer vacancies occurring between meetings of the Club as hereinafter provided may be filled by majority vote of the Executive committee.

The President shall appoint such ad hoc committees as may be necessary for the proper functioning of the Club.

**ARTICLE IV**

**MEMBERSHIP:** There shall be five categories of membership:

**A. INDIVIDUAL MEMBER:** Any person may become a member of the MATC by expressing his/her interest in the Appalachian Trail through application for membership and payment of dues. Individual members are eligible to vote at all regular business meetings of the Club.

**B. FAMILY MEMBER:** Any family consisting of parent(s) and children under 18 may become members of the Club as a family unit by application for membership and payment of dues. The parent(s) of the family unit are eligible to vote at all regular business meetings of the Club.

**C. ORGANIZATIONAL MEMBER:** An organization may become a member of the Club by a) applying for membership in writing, b) being accepted by the Executive Committee by a

majority vote, c) payment of assigned dues. The leader or his/her designee of such organization shall be eligible for one vote at all regular business meetings of the Club.

**D. HONORARY MEMBER:** Upon written nomination by any ten members of the Club, or by the Executive Committee, any person, whether or not he/she is a member of the Club, may be elected at any regular business meeting as an honorary member of the Club. Qualifications for such membership shall be demonstrated exemplary service to the AT Project over many years, or by an important act of special significance to the purposes for which the Club was established. Honorary members are eligible to vote at all regular business meetings of the Club. They shall be assessed no dues. All persons designated by the Club as PERMANENT MEMBERS, prior to January 1, 1984, shall become HONORARY MEMBERS of the Club.

**E. LIFE MEMBERS:** Any person qualified to be an Individual Member may apply for Life Member by paying the appropriate dues. There is only an Individual category for Life Member.

**F. PAYMENT OF DUES:** Dues shall be assessed only for Individual, Family, Organizational, and Life Members.

## **ARTICLE V**

**(Amended 2018)**

**CONDUCT OF BUSINESS:** The affairs of the Club shall be conducted at the regular business meetings by majority vote. At any meeting of the Members, forty Members or five percent of the total membership at the close of the last fiscal year, whichever is less, shall constitute a quorum. The Executive Committee is empowered to adopt bylaws, sign agreements with other agencies, expend monies, and conduct the business of the Club in the interim between Club-wide meetings, so long as such actions are in keeping with the stated purposes of the Club.

## **ARTICLE VI**

**(Amended 2018)**

### **MEETINGS:**

1. The annual meeting shall be held in the spring of each year at such time and place as may be designated by the President, provided however, that by two-thirds vote of the Executive Committee, such meeting may be postponed if circumstances warrant.
2. Additional meetings may be called from time to time by the President on his/her own initiative, or by the Secretary at the request of two-thirds of the Executive Committee, or by written petition of 15 percent of the membership.

## **ARTICLE VII**

**AMENDMENTS:** This Constitution may be amended at any regular or special meeting of the Club, provided notice of such proposed amendment has been included in the notice of such meeting.

## **ARTICLE VIII**

**(Amended 2018)**

**DISSOLUTION:** If the Club at an official meeting should vote to dissolve the Club, any assets of said Club shall be given to a club or organization with similar purposes. This action shall be by two thirds vote of the members in attendance.

## **BYLAWS**

The following Bylaws are adopted to guide the Executive Committee in the conduct of the Club's business.

### **ARTICLE I**

**(Amended 2018)**

**ADOPTION AND AMENDMENT OF BYLAWS:** The Executive Committee of the Club may adopt and amend bylaws from time to time by a two-thirds vote of those present at any regular Executive Committee meeting. The Executive Committee may not amend the Constitution of the Club nor can it adopt any bylaw that is in conflict with the Constitution.

When changes to the Bylaws are made by the Executive Committee, such changes shall be published in an appropriate Club-wide publication along with an explanation of the reason for such changes, prior to their adoption.

## **ARTICLE II**

**QUORUM:** To conduct any business of the Club, a quorum must be in attendance. A quorum is a majority of the total Executive Committee.

## **ARTICLE III**

### **(Amended 2018)**

**MEETINGS OF THE EXECUTIVE COMMITTEE:** Regular meetings of the Executive Committee should be on the second Saturday of January, the first Friday of March, May and November, the second Friday of September, and at other times as necessary, to conduct the business of the Club which is not a part of the normal duties of the individual officers. (Revised 9-4-09)

A time and place for such meetings shall be designated by the President. Notice of special meetings shall be made to all Executive Committee members fourteen days prior to such meetings.

Meetings shall be called by the President or by the Secretary when petitioned by five or more members of the Executive Committee.

At the discretion of the President, matters may be submitted to the Executive Committee for voting by email. When this option is used, the following procedure shall be followed:

1. A motion will be distributed to the Executive Committee by email.
2. All recipients print out the email, indicate their vote and sign the email.
3. All recipients scan the return correspondence into a .pdf file or equivalent.
4. All recipients email the file to the President as an attachment.

A majority of the votes received by mail within the time for voting and in the manner designated in such proposals, will be determinative of such proposals.

## **ARTICLE IV**

### **(Amended 2018)**

#### **DUTIES OF THE OFFICERS**

**ATTENDANCE:** Officers shall attend all meetings of the Executive Committee except as good cause prevents them from attending. The Officers shall notify the President or Secretary in advance of the meeting if unable to attend.

**PRESIDENT:** The President shall be the chief executive officer of the Club. His/her duties shall be to:

1. Preside at all Club-wide and Executive Committee meetings.
2. Appoint a Governance Committee with the approval of the Executive Committee, and appoint members to all other club committees after receiving recommendations from the Governance

Committee.

3. The President shall propose, and the Executive Committee shall confirm, a Nominating Committee (a sub-committee of the Governance Committee) at least four months prior to the annual election of the Club officers. This committee shall be made up of three persons; the Vice President who shall serve as chair, another member of the Executive Committee and one person who is not currently a member of the Executive Committee. This committee shall present a slate of officers for election at the Club's annual meeting. The slate of officers shall be published in a Club -wide publication at least 30 days prior to the election of officers.

4. Coordinate all the activities of the Club with the assistance of the appropriate committee.

5. Prepare an annual report of all Club activities to be presented at the annual meeting.

6. Act as the spokesperson of the Club with all governmental agencies, pertinent landowners, the media, and the Appalachian Trail Conservancy.

**VICE PRESIDENT:** The Vice President's duties shall be to:

1. Preside at Club meetings and activities in the absence of the President.

2. Serve as chair of the Governance Committee and Nominating Committee.

3. Monitor the progress of all committees and provide assistance as appropriate.

4. Provide leadership in areas mutually agreed upon by the President and Vice President.

**SECRETARY:** The Secretary shall be responsible for recording and keeping records of all Club business. The Secretary shall also:

1. Hold in trust all official Club documents and records.

2. Record minutes of all Club or Executive Committee meetings.

3. Notify Club members of pending Club elections and meetings in the prescribed manner.

4. Maintain an up-to-date list of the Executive Committee, the Trail Maintainers and the Standing Committees and provide a copy of them to the Executive Committee members and the Chairperson of the Membership Committee.

5. Maintain a supply of club stationery and envelopes.

**TREASURER:** The Treasurer is the chief financial officer of the Club. His/her duties shall include:

1. Review and approve all financial reports including cash flow projections.

2. Present a financial report at each Executive Committee meeting and at the annual meeting.

3. Review monthly account records and monitor program budgets.

4. Review and manage cash flow.

5. Review and approve all payrolls.

6. Review and approve all reimbursements and fund requests.

7. Review and approve all incoming and outgoing invoices.

8. Process all inter-account bank transfers.

9. Monitor grant reporting and appropriate release of restricted funds.

The Treasurer will work with the Finance Committee which will make a recommendation to the President for an Assistant Treasurer. If the Treasurer becomes physically or mentally unable to carry out these prescribed duties, the Assistant Treasurer may assume those duties on a temporary basis until the Executive Committee designates a new Treasurer.

**CORRESPONDING SECRETARY:** The duties of the Corresponding Secretary shall be

to:

1. Answer all incoming inquiries about the Trail or Club.
2. Forward mail to officers and members,
3. Oversee the official mail receipt box of the Club in Augusta, Maine.
4. Serve on the Development Committee.

**OVERSEER OF LANDS:** The duties of this Overseer shall be to:

1. Maintain the Club land record files for all corridor lands acquired by the National Park Service and managed by the MATC.
2. Serve as Corridor Monitor Coordinator for the MATC, to organize and oversee the monitoring of the condition of corridor lands.
3. Represent the MATC in matters involving corridor design and boundary surveying and oversee whatever activities the MATC accepts in connection with Trail corridor boundary maintenance.
4. Represent the MATC in matters that involve interactions between corridor lands and lands of adjacent landowners, including the exercise of residual rights by former landowners and use of easement crossings of the corridor.
5. Coordinate the work of the MATC independent corridor monitors (those without a Trail Maintenance assignment) and corridor monitoring specialists (a team of individuals with special expertise in boundary inspection and maintenance, road closures, etc.).
6. Provide support for corridor monitoring training.
7. Submit an annual report to the Appalachian Trail Conference for corridor monitoring activities.

The Overseer of Lands shall recommend to the Executive Committee the appointment of an Assistant Overseer of Lands. The Assistant Overseer shall be responsible to the Overseer. The two shall decide on the scope of the Assistant Overseer's duties.

**OVERSEERS OF THE TRAIL:** The duties of an Overseer of the Trail and Overseer of Campsites shall be to:

1. Monitor activities of all Trail and Overnight Site Maintainers whose assignments fall within the Overseer's district.
2. Aid and train all Maintainers in the performance of their duties.
3. Serve on the Training and Education Committee.
4. Submit annual proposed Trail and overnight site work programs for review by the Executive Committee.
5. Provide written annual summaries of all work performed on the Trail and at campsites under his or her jurisdiction.
6. Recommend new Trail and Overnight Site maintenance assignments or recommend replacement of Maintainers when circumstances warrant.
7. Inspect all of his or her District at least once every two years.

The Overseers of the Trail and Overseer of the Campsites shall recommend to the Executive Committee the appointment of Assistant Overseers. Each Assistant Overseer shall be responsible to his or her respective Overseer. Each Overseer and his/her Assistant or Assistants shall mutually agree to the Assistant(s) duties.

**DIRECTORS:** The seven Directors of the Club are officers and full voting members of the Executive Committee and as such participate in the formulation of Club policy and the administration of the Club. Each Director shall serve on at least one standing committee of the Club or as an Assistant Overseer. A Director shall serve as the Club's representative to the New England Regional Planning Committee and another Director shall serve as the Alternate. A Director shall also serve as the Club's representative for the Trail Community Program and another Director shall serve as the Alternate.

**ADDITIONAL DUTIES:** In addition to the foregoing special duties, the duties of the officers shall be such as their titles and custom would indicate, and such as may be assigned to them by the Executive Committee or the Club as a whole.

## **ARTICLE V**

**(Amended 2018)**

**STANDING COMMITTEES:** There are ten (10) standing committees of the Executive Committee. The committees, ex-officio members of each committee, and standing subcommittees are below. The President, with the consent of the Executive Committee will appoint members to the Governance Committee, other than the Vice-President, who is ex-officio chair of the committee. The Governance Committee will recommend members for all other committees to the President and the President shall appoint committee members. The Governance Committee will develop, and the Executive Committee will adopt descriptions of the responsibilities for each committee.

1. Trail Center
2. Campsite
3. Caretaker and Ridgerunner Education (CARE)
4. Development- Ex-officio member: Corresponding Secretary
  - A. Membership development services
  - B. Marketing
  - C. Communications
    1. Corresponding Secretary
    2. MAINEtainer
    3. Guidebook
    4. Website
  - D. Fundraising
5. Finance- Ex-Officio members: Treasurer, Assistant Treasurer
6. Trail Crew
7. Agency Relations
8. Training and Education- Ex-officio members: All five (5) Overseers of the trail and the Overseer of Campsites
9. Landscape Protection Committee
10. Governance- Ex-officio member: Vice- President, Chair

## **ARTICLE VI**

**CONDUCT OF MEETINGS:** Conduct of all meetings of the Executive Committee shall be by *Robert's Rules of Order*, unless amended by the Bylaws.

#### **ARTICLE VII**

**VACANCIES:** Any vacancy in the Executive Committee may be filled by the Executive Committee. The appointee shall serve only until the next regular election of Club officers.

#### **ARTICLE VIII**

**GIFTS:** The Executive Committee may vote to accept for the Club contributions of real estate, bequests, or other devises so long as such gifts are determined to enhance the purposes for which the Club was established.

#### **ARTICLE IX**

**DUES:** The Executive Committee shall set the dues for each category of membership. Notice of proposed dues increase shall be published in a Club-wide publication at least 30 days prior to the annual Club business meeting. Dues shall be assessed on a yearly basis as of the first day of each quarter. New members who join shall be given membership for one year from the end of the quarter they joined.

#### **ARTICLE X**

**FISCAL YEAR:** The Club's fiscal year shall be from April 1 to March 31.