

Chatham Trails Association Bylaws

Article 1: General

Section 1: Name

The organization is incorporated under the laws of the State of New Hampshire and shall be known as the Chatham Trails Association (CTA).

Section 2: Purpose

The mission of the Chatham Trails Association is to support and promote safe use and stewardship of the Evans Notch region of New Hampshire and Maine, through preservation and maintenance of trails and other recreational and natural resources, and through participation in related educational activities.

Article 2: Board of Directors

Section 1: General

CTA is organized on a directorship basis. The Board of Directors (Board) shall have the power to control and manage the affairs and business of the CTA. The Board shall make such rules and regulations governing its meetings as it may in its sole discretion deem necessary.

Section 2: Number of Directors

The CTA Board shall consist of no fewer than five Directors. Temporary vacancies in Director positions resulting in fewer than five Directors shall not bar the remaining Directors from voting or transacting the business of the CTA.

Section 3: The Initial Board

The Directors holding office upon the approval of these revised Bylaws shall remain the Directors holding office.

Section 4: Election and Removal of Directors; Term of Office

1. Except as provided in Article 5 below, Directors shall be chosen by the Board and shall assume office immediately upon completion of the Conflict of Interest form.
2. Directors may resign at any time, and the resignation shall take effect on receipt of written or email notice by the Board or at a subsequent time set forth in the notice of resignation.
3. A Director may be removed by a majority vote of the other Directors when sufficient cause exists for such removal in the sole and absolute judgment of the other Directors. The Board may adopt such rules governing a removal hearing as it may in its sole discretion deem necessary and in the best interest of the CTA.
4. Terms of each Director shall be set by the Board and staggered such that approximately one-third of directors' terms expire each year.

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Section 5: Directors' Meetings

1. Annual Meeting The Board shall meet in person at least once per year, usually on or around the Memorial Day weekend, or as otherwise agreed to by the Board. This is designated the Annual Meeting. Notice to all Directors of time and place of this meeting shall be given by the President and posted on the website at least 20 days in advance of the meeting.
2. Notices Meeting notices may be delivered by email to Directors' email address registered with the Secretary or by U.S. Postal Service or other delivery service to the mailing address registered with the Secretary.
3. Meetings by Email Using the email addresses registered with the Secretary, all Directors must be included in communications which are a part of an email meeting. Any Director may begin an email meeting by proposing a resolution. Once seconded by another Director, an email discuss period begins. Directors may vote and change their vote at any time during the discussion period which ends when the question is called by a majority of Directors or two weeks after the resolution has been seconded, whichever first occurs. The resolution passes if there has been a Yea vote by a majority of all of the Directors; otherwise the resolution fails.
4. Other Meetings Upon 20 days prior notice by the President or upon consent by a majority of the Directors, the Board may meet in person.
5. Board Meeting Quorum Any Board meeting in person requires a quorum of at least 50% of Directors to be present to transact business.
6. Open Meetings An Open Meeting may be attended by any Member and is one at which any Member attending shall have the right to speak. The Annual Meeting shall be an Open Meeting. All other in-person meetings of the Board shall be Open Meetings unless a majority of the Directors has voted to convene in an executive session.

Section 6: Voting

Each director shall have one vote. Proxy votes are not permitted.

Section 7: Dues

Membership dues shall be set by the Board and shall be payable annually on or before December 31. No portion of membership dues is refundable.

Section 8: Conflict of Interest

Each Director is obligated to submit a Conflict of Interest Disclosure Statement in accordance with the CTA's Conflict of Interest Policy, which is in compliance with the most recently approved requirements of New Hampshire, which currently are RSA 7:19II and 7:19-a. The Secretary shall provide and collect forms to and from all Directors.

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Section 9: Indemnification

Directors shall be indemnified by the CTA as a corporation against any and all claims for monetary damages or other legal remedy, stemming from any act or conduct undertaken by a Director acting in good faith in such capacity on behalf of the CTA, the Board or any committee thereof.

Article 3: Amendment to the Bylaws

Section 1: General

Except for this Article 3 and Section 4 of Article 5, these Bylaws may be altered, amended, augmented, or repealed by affirmative vote of not less than two thirds of the entire serving Board of Directors.

Section 2: Limitation of Power of Directors to Amend the Bylaws

This Article 3 and Section 4, Article 5, may be amended only by an affirmative vote of a majority of the Members voting. To accomplish such a vote, the Secretary shall notify the Members either in person, by delivery service such as but not limited to U.S. Mail, or at the Member's registered email address, of the proposed amendment, including a ballot to be returned to the Secretary within three weeks. The proposed amendment must be posted on the CTA website during this period. A majority of Members voting shall decide the outcome. The results shall be posted on the CTA website.

Section 3: Post the Bylaws

The current version of the CTA Bylaws shall always be posted on the CTA website. Any changes to the Bylaws shall be posted on the CTA website within two weeks of their adoption.

Article 4: Officers

Section 1: Election and Removal of Officers; Term

1. The Officers of the CTA shall be President, Vice President, Treasurer, and Secretary.
2. The Board shall elect the officers from the members of the Board of Directors.
3. Officers will take office starting at the dates and serving through the term established by the Board.
4. Officers may resign or be terminated as officers by a majority vote of the Directors, in accordance with the same procedure prescribed above for the resignation or termination of a Director.

Section 2: The President

The president shall be the Chief Executive Officer of the CTA and Chair of the Board and shall:

1. Exercise general supervision over the affairs of the CTA, and preside at all meeting of the Board and the Membership;

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2. Have the authority to establish any standing and/or special committees, as the needs of the CTA may require, select all chairpersons, and assist in the selection of committee personnel, subject to the approval of the Board;
3. Make an annual report to the membership of the CTA;
4. Chair the Annual Meeting;
5. Sign all deeds, leases, contracts, notes and other agreements on behalf of the CTA.
6. Conduct a formal review of the CTA's finances, or arrange for a competent review by a qualified person other than the Treasurer, at least annually, and cause a financial review report to be presented to the Board for its approval.

Section 3: Vice President

The Vice President shall:

1. Exercise the powers and authority and perform the duties of the President in the absence or disability of the President;
2. Assist the President in the execution of the President's responsibilities.

Section 4: Treasurer

The Treasurer shall:

1. Take custody of all funds of the CTA;
2. Submit a Treasurer's Report at scheduled meetings of the Board and Membership;

Section 5: Secretary

The Secretary shall:

1. Be responsible for taking accurate Minutes at all meetings, presenting them at the next scheduled meeting and making them part of the CTA's permanent record (in the Secretary's absence a Secretary pro-tem may be appointed by the President);
2. Maintain the CTA's official records, including an up-to-date membership list and trail adopters list, and the CTA's archives.
3. Manage the archives and supervise the Archivist.

Article 5: Membership

Section 1: Eligibility

All persons in accord with the objectives of the CTA as determined by the Board of Directors (Board) shall be eligible for Membership.

Section 2: Classification of Membership

There shall be three categories of Members.

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1. An Active Member is an individual who has either (a) paid the annual dues, or (b) has contributed at least eight hours of work in the current or most recent calendar year under the auspices of the CTA. An Active Member is a voting member.
2. A Life Member is an individual who, in recognition of past contributions to the CTA, is so designated by the Board. A Life Member is a voting member for the remainder of their life.
3. An Honorary Member is an individual who has been so designated by the Board. An Honorary Member is a non-voting member.

Section 3: Rights and Privileges of Members

1. Bylaws: A copy of the Bylaws shall be provided to any Member of the CTA requesting it.
2. Meetings: All Members of the CTA shall have the right to attend all open meetings of Members and open meetings of the Board.
3. Program Participation: All Members of the CTA shall have the right to participate in all programs and activities sponsored by the CTA.
4. Nominations: All Members of the CTA are encouraged to volunteer themselves or nominate others as prospective members of the Board or as Officers. Such nominations should be addressed to the President.
5. Petition the Board: All Members of the CTA shall have the right to petition the Board.
6. Voting: All Members of the CTA shall have the right to participate in Membership elections scheduled by the Board.
7. General: All Members of the CTA shall have all the rights and powers conferred on Members of nonprofit corporations under New Hampshire law.

Section 4: Members' Right to Replace the Board

At any time, a petition to hold an election by the Members to replace the Directors may be submitted to the President by no fewer than 15 Members, which petition must contain a slate of Director Nominees. Within one week of the receipt of such petition a notice shall be posted and remain for at least two weeks on the CTA website inviting any other Members to nominate Directors. Any individual receiving nomination by at least 15 Members shall be added to slate. No sooner than three weeks and no later than one month after the President shall have received the petition, the Secretary shall cause a ballot containing a list of the then current Directors as nominees plus all of the other proposed nominees to be sent to the Members. Members may vote for up to five of the nominees. The petitioners and the Board shall agree upon the appointment of a Judge or Judges of Election. No less than two weeks and no more than three weeks shall be allowed for completed ballots to be returned to the Judge(s) of Election. The five individuals receiving the most votes on validly completed ballots shall immediately take office as the CTA Board of Directors.

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Article 6: Miscellaneous

Section 1: Compensation

No Director or Officer shall receive compensation for the performance of their duties as Director or Officer of the CTA, however, they may be reimbursed for incidental expenses incurred in carrying out their duties.

Section 2: Contracts

The Board may authorize any Officer or Officers, agent or agents, of the CTA, in addition to or instead of the President to enter into contracts or execute and deliver any instrument in the name of and behalf of the CTA; and such authority may be general or confined to specific instances.

Section 3: Checks

All checks issued by the CTA shall be executed by the Treasurer, or the President, or such other persons as the Board may designate, except that all checks over \$5,000 shall be executed by the Treasurer and the President.

Section 4: Deposits

All funds of the CTA shall be deposited from time to time to the credit of the CTA and in such banks, trust companies, brokerage accounts, or other depositories as the Board may select.

Section 5: Gifts

The Board may accept on behalf of the CTA any contribution, gift, bequest, or device for the general proposes or for any special purpose of the CTA.

Section 6: Indebtedness

No CTA Member shall in any manner, to any extent, render the CTA liable for payment of any sum, unless the same shall have been approved by the Board.

Section 7: Resolutions

No action or resolution of any Member shall be binding upon or expressive of the CTA unless approved by the Board.

Section 8: Fiscal Year

The Fiscal Year of the CTA shall begin January 1 and end on December 31.

Section 9: Corporate Seal

The Board shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the CTA and the words "Corporate Seal."

Section 10: Dissolution

Upon dissolution of the CTA, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 C (3) of the Internal Revenue Code, or corresponding sections of any future

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federal tax code, or shall be distributed to the federal government, or to a state government, for public purpose.