

BYLAWS OF THE OUACHITA MOUNTAIN HIKERS

Revised and Adopted September 7, 2024

ARTICLE 1. NAME, PURPOSE AND TYPE OF ORGANIZATION

- Section 1: The name of this organization shall be **Ouachita Mountain Hikers**.
- Section 2: The sole purpose of the organization shall be to provide opportunities for members to enjoy hiking and related activities in the Ouachita Mountains, the State of Arkansas and surrounding areas.
- Section 3: Ouachita Mountain Hikers shall be operated exclusively as a club organized for pleasure, recreation, and other non-profitable purposes within the meaning of Section 501 (c)(7) of the Internal Revenue Code of 1986, or the corresponding Section of any future Federal tax code, along with complying with all laws of the State of Arkansas.

ARTICLE 2. BOARD OF DIRECTORS

- Section 1: Board Role and Composition. The government of the organization shall be entrusted to a Board of Directors. Four of the director positions shall be filled by organization members who are currently serving as the elected officers of the organization, specifically, President, Vice President/Program Chairperson, Secretary, and Treasurer/Membership Chairperson (see Article 3). The organization members who are appointed to serve as Hike Chairperson, Trail Maintenance Chairperson and Publicity Chairperson shall also serve on the Board with vote (see Article 4). The organization members who are appointed to serve as Hike Flash Administrator and Webmaster shall serve on the Board without vote (see Article 7).
- Section 2. Term of Office. All directors shall serve for two years following their election or appointment. The President and Vice President may serve in those individual elected offices for a maximum of two full consecutive terms (see Article 3); however, there is no limit on the number of terms an individual may serve on the Board of Directors.
- Section 3. Meetings. The Board of Directors shall meet at least two times each year. Meetings may occur in-person or by means of electronic communication. 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. This advance notice may be waived by unanimous consent of the Board members with vote. Two-thirds of the number of current Board members with vote shall constitute a quorum for a meeting.
- Section 4. Special Meetings. When club business requiring a vote or resolution must be conducted between regular meetings, a proposal or motion may be made verbally, telephonically, or via electronic communication by any Director. All Directors must be included in the communication and must confirm that they have received the proposal or motion and that they have the opportunity to

respond. The Board may then act upon the matter, and the associated communications shall constitute a meeting. To pass a resolution or motion in this type of meeting, a majority of the total number of Directors with vote must affirm it. 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 Board of Directors.

Section 5. Compensation. Directors (including the Officers) shall receive no compensation. They may be reimbursed for reasonable expenses.

Section 6. Removal of Directors. A Director of the organization may be removed by a two-thirds majority vote of the organization members present at a properly called meeting of the organization.

Section 7. Vacancies in Director Positions. If a position of Director of the organization becomes vacant, the President may appoint an organization member to fill the vacancy until the position is filled by election at the next meeting of the organization.

ARTICLE 3. OFFICERS

Section 1. Offices. The organization shall have four officers: President, Vice President/Program Chairperson, Treasurer/Membership Chairperson, and Secretary.

Section 2. Duties.

President. This officer shall preside at all meetings of the Board of Directors and the general membership. The President shall define the responsibilities of the Special Committees and appoint their members (see Article 6) and be an ex officio member (without vote) of all committees. The President shall exercise general supervision over the affairs of the organization and have such other powers as may be designated by the Board of Directors.

Vice President/Program Chairperson. This officer shall function in the place of the President in the latter's absence or incapacity. The Vice President/Program Chairperson shall assist the President in the conduct of the organization and administrative affairs of the organization and also shall plan and publicize programs/speakers for each business/program meeting.

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. The Treasurer/Membership Chairperson shall update the membership roster appearing on the club website upon acceptance of a new member application, and shall maintain all forms (paper or electronic) reflecting each member's waiver of liability. This officer shall present to the Board of Directors the proposed annual budget (see Article 10, Section 4).

Secretary. This officer shall prepare the minutes of all Board of Directors and general meetings, recording and maintaining the results of votes and resolutions at these meetings, as well as those motions voted by other means of communication, such as verbally, or by telephone or electronic communication. The Secretary shall also forward a copy of the revised minutes to the Webmaster for posting on the Ouachita Mountain Hikers website.

- Section 3. Nominations and Elections. Nominations to office shall be made by a nominating committee composed of four organization members 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 to the organization membership no less than thirty days prior to the election. Additional nominations may be submitted by organization members up to seven days prior to the election. Nominees for office must be organization members. The election will take place at the final general membership meeting of the calendar year. Officers shall be elected by a majority vote of the organization members present. Newly elected officers will assume office in January.
- Section 4. Removal of Officers and Vacancies in Officer Positions. The procedures for removing officers and for filling vacancies shall be the same as those specified for Directors (see Article 2, Section 6 and 7).

ARTICLE 4. STANDING COMMITTEES

- Section 1. Committee Names. The organization shall have three standing committees: Hike Committee, Trail Maintenance Committee and Publicity Committee.
- Section 2. Standing Committee Chairpersons. These chairpersons will be appointed by the President with the approval of the Board of Directors. These chairpersons will be Directors of the organization (see Article 2) and serve a term of one year.
- Section 3. Standing Committee Responsibilities.
- Hike Committee. This Committee 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.
- Trail Maintenance Committee. This Committee shall encourage and coordinate trail maintenance as appropriate.
- Publicity Committee. This Committee shall be responsible for the preparation and distribution of hike information, Board of Directors' communications, and other communications approved by the Board to all Ouachita Mountain Hikers members. It 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 Committee is responsible for publishing notices and scheduled hikes in the weekly "Hike Flash," and for the administration, operation, maintenance and content of the Ouachita Mountain Hikers website. This

Committee may be assisted in the above duties by the Hike Flash Administrator and/or the Webmaster (see Article 7), but may, with Board approval, assume the duties of either or both of these appointed positions.

- Section 4. Committee Membership. Members of the Standing Committees are appointed by their respective chairpersons, with the advice and consent of the Board of Directors. Committee members have a one-year term of service, renewable at the discretion of Committee Chairperson, with advice and consent of the Board.

ARTICLE 5. [DELETED]

ARTICLE 6. SPECIAL COMMITTEES

- Section 1. If deemed expedient by the Board, special committees may be formed, and the committee members 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 shall have the power to remove committee members of these committees and to disband the committee.

ARTICLE 7. OTHER KEY ROLES IN THE ORGANIZATION

- Section 1. Organization members may be appointed by the President, with approval of the Board of Directors, to the following key roles within the organization. These individuals shall be non-voting members of the Board of Directors (see Article 2).
- Section 2. Hike Flash Administrator. This Board member shall assist the Publicity Chairperson by receiving prepared "Hike Flash" announcements from hike leaders and the Board of Directors, or other communications, and publishing them in a standard format to the general membership. The Hike Flash Administrator shall provide a copy of the "Hike Flash" to the Webmaster for addition to the website.
- Section 3. Webmaster. This Board member shall assist the Publicity Chairperson in maintaining the website using software provided by the club. The Webmaster 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.

ARTICLE 8. MEMBERSHIP

- Section 1. Definition of Membership. Membership of the organization shall consist of persons who are interested in supporting the organization and who have completed and submitted a membership application, have signed (on paper or electronically) a Ouachita Mountain Hikers participant's waiver and release of liability form, and are current in their dues payments. By joining, all members affirm their intention to comply with the provisions of these bylaws. Each member of the organization has one vote.

- Section 2. Dues. 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. The 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. After the annual dues amount is established, any change in the dues amount requires Board action and membership vote.
- Section 3. Lifetime Membership. Lifetime membership, not requiring an 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.
- Section 4. Termination of Membership. Membership shall terminate upon the death or resignation of a member or for non-payment of the annual dues, after a 120-day grace period.
- Section 5. Meetings. Regular meetings of the organization's membership shall be determined by the Board of Directors and indicated in the published Hiking Schedule. The membership shall be notified of an upcoming meeting in the weekly Hike Flash at least 2 weeks prior to the date of the meeting.
- Section 6. Voting. Any number of organization members present at a regularly scheduled meeting shall constitute a quorum. Only those members who are present in person at meetings shall be eligible to vote.
- Section 7. 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 non-members 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 of his or her own limitations or potential limitations. Every participant is required to sign a release of liability form before participating in activities.

ARTICLE 9. RULES OF ORDER

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

ARTICLE 10. FINANCES

- Section 1. Fiscal Year. The fiscal year for the organization shall begin on January 1st of each year and end on December 31st of the same year.
- Section 2. Receipts. All receipts shall be deposited in the financial institution chosen by the Board of Directors.
- Section 3. Expenditures. All expenditures must be authorized by the Board of Directors, except when it is expedient to authorize a blanket dollar amount that is not to be exceeded without further authorization. Expenditures that fall within the limits established by the annual budget are considered to be approved by the Board of Directors and do not require additional approval. In cases in which prior approval is not needed, the person making the expenditure shall notify the Treasurer/Membership Chairperson via electronic communication.
- Section 4. Budget. A proposed budget for the upcoming year will be presented to the Board of Directors by the Treasurer/Membership Chairperson in December of each calendar year and must be accepted by a two-thirds vote of all Board members in order to be valid.
- Section 5. Audit. An annual audit of the prior year's income and expenses, as well as membership rolls, shall be conducted in January of each year. The President and at least one other Ouachita Mountain Hikers member shall be on the audit committee.
- Section 6. Reimbursement. Actual expenses incurred by a current member of the organization in the performance of Ouachita Mountain Hikers business, as approved by the Board of Directors, may be reimbursed upon presentation of a receipt.
- Section 7. Tax filings. The Treasurer/Membership Chairperson shall ensure that all appropriate and required annual filings with both the State of Arkansas and the Internal Revenue Service be completed in a timely manner.

ARTICLE 11. DISSOLUTION

- Section 1. Decision to Dissolve the Organization. If at any time the organization Board deems it prudent or necessary to dissolve the organization, the Board will move to begin a "plan of dissolution" for the organization. Arkansas law provides for voluntary dissolution as follows: if your nonprofit does not have members, by a vote of the directors; or if your nonprofit does have members, by action of the directors followed by a vote or other consent of the members.
- Section 2. Plan of Dissolution. After the vote on dissolution has been affirmed, the Board of Directors will oversee the proper "plan of dissolution" for the organization in accordance with regulations for the State of Arkansas.
- Section 3. Distribution of Assets. Upon dissolution, and after payment of all debts and discharge of all liabilities, the Board of Directors shall dispose of the remaining

assets of the organization to a nonprofit entity, organized and operated exclusively for conservation, education, or scientific purposes and which meets the requirements 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). Such organization will, in the judgment of the Board of Directors, be the one best qualified to promote the programs and purposes of the Ouachita Mountain Hikers.

ARTICLE 12. AMENDMENTS AND REVISIONS

- Section 1. 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 those members present and in good standing and shall take effect if approved by a majority of those voting on the question.