

**Potomac Appalachian Trail Club. Inc.**  
**118 Park Street, SE, Vienna, Virginia 22180**

**Constitution and Bylaws**

**Constitution**

**Article I**

**Name, Mission, and Objectives**

The name of this corporation shall be the Potomac Appalachian Trail Club (hereafter "the Club").

The mission of the Club shall be: through volunteer efforts, education, and advocacy, acquires, maintains, and protects the trail and lands of the Appalachian Trail, other trails, and related facilities in the mid-Atlantic region for the enjoyment of present and future generations.

The objectives of the Club shall be: to support and encourage the permanent protection, conservation, and proper recreational use of the Appalachian National Scenic Trail and other trails; to build and maintain a portion of the Appalachian National Scenic Trail and other trails for the use and enjoyment of walkers, rock and mountain climbers, cross-country skiers, and others interested in non-motorized, non-mechanized, human-powered outdoor recreational activities; to further the preservation of land for open space, conservation, and recreation; to construct and maintain shelters, cabins, and camp sites along the Appalachian National Scenic Trail and other trails for the use of hikers; to encourage the careful use and conservation of these trails and the surrounding lands and resources by organizations and individuals; to collect data about the trails and surrounding lands and resources concerning scenery, history, geology, botany, forestry, and wildlife; to prepare and publish maps, guidebooks, and camping data; to educate the public on matters including the protection of the Appalachian National Scenic Trail, other trails, and related lands and resources, proper skills related to the construction and maintenance of trails and trail-related structures, and camping methods; to foster public appreciation and use of the national and state parks and forests and other natural areas; and to assist, advise and cooperate with private land owners, federal, state and local governments to achieve these corporate objectives.

**Article II**  
**Officers**

**Section 1.** The elected officers of the Club shall be a President, Vice President for Operations, Vice President for Volunteerism, Treasurer, Secretary, and five Supervisors, whose titles shall be specified in the Bylaws, (hereafter "the Executive Committee"), each of whom shall be elected in accordance with Section 5 of this Article, and shall serve without compensation. The General Counsel, who shall be appointed by the President, subject to Council approval, and the chief administrative employee of the Club, shall be members of the Executive Committee without vote. Among other things, the Executive Committee shall be responsible for: preparing for Council meetings; reviewing matters of import to the Club; providing recommendations to the Council for action on matters of import to the Club, and implementing Council decisions. The members of the Executive Committee must all be Club members in good standing.

**Section 2.** The members of the Executive Committee shall serve for a term of two years. The members of the Executive Committee shall not serve more than two consecutive terms in the same position.

**Section 3.** In the event that a member of the Executive Committee resigns from his or her position or does not fulfill the obligations of the position as determined by a two-thirds vote of the Executive Committee, a replacement may be chosen by a majority vote of the remaining members of the Executive Committee. The replacement shall hold all the rights and privileges associated with the Executive Committee position to which he or she has been chosen but shall only serve out the balance of the term of his or her predecessor. The time a replacement serves to finish the term of his or her predecessor shall not apply to the term limitation provisions set out above.

**Section 4.** In the absence of the President, the responsibilities of that office shall be assumed by an Acting President in the following order: first, by the Vice President for Operations, second, by the Vice President for Volunteerism.

**Article III**  
**The Council**

**Section 5.** The elected members of the Executive Committee shall be elected at each annual meeting of the Club occurring in even-numbered years and shall assume the duties of those positions by the following January 1. In the event of resignation or removal of an elected member of the Executive Committee, a replacement shall be selected to serve out the balance of the term of the individual being replaced in accordance with Section 3.

The President shall appoint a Nominating Committee of not less than five members no later than April 15 in even-numbered years. The Nominating Committee shall solicit recommendations from the Club membership on potential candidates for elected members of the Executive Committee and shall select nominees from among the best qualified individuals for the positions based upon duties as established in accordance with the Bylaws. The committee is discouraged from selecting nominees from among its own membership, but is permitted to do so. The Club membership shall be notified in writing at least twenty calendar days before the annual meeting of the slate of nominees chosen by the Nominating Committee. Any other nominations of a complete slate or of individual officers may be made by twenty-five members in good standing, who shall sign their names and post their nominations at the Club headquarters not less than fifteen days before the annual meeting. No nominations shall be accepted if they are made less than fifteen calendar days before the annual meeting and no nominations shall be accepted from the floor at the annual meeting. Elected members of the Executive Committee shall be eligible for reelection subject to the term limitations set out in Section 2.

All Club members in good standing may vote in the election at the annual meeting for the elected members of the Executive Committee that have been nominated in accordance with these procedures. Members may vote either in person at the annual meeting or by absentee ballot. If a member wishes to vote by absentee ballot, he or she must write to the Secretary at Club headquarters to request a ballot and include in the request a self-addressed, stamped envelop in which the ballot will be sent. In order for absentee ballots to count, they must be received at Club headquarters no later than the close of business on the day of the annual meeting. Absentee ballots received after this cutoff time shall not be counted.

The Council shall serve as the Club's governing body and shall be responsible for formulating policy positions on general matters of importance to the Club and performing such other duties as may be specified herein. The Council shall include only members of the Club in good standing, and shall consist of the Executive Committee as described in Article II, the immediate past president, Chairmen of Standing Committees, and presidents of Special Interest Sections and Chapters or their designees and may include appointed officers. Members of Council shall serve without compensation for their service as Council members, but may be reimbursed for out-of-pocket expense associated with Club business matters in accordance with the budget. No Council member shall be precluded from serving the Club in any other capacity and receiving compensation therefore in accordance with the bylaws, budget and directions of the Council.

**Article IV**  
**Standing Committees, Appointed Officers,**  
**Special Interest Sections, and Chapters**

**Section 1.** The Council shall establish standing committees to carry on continuing activities in support of the Club's corporate objectives. Upon establishment, the President shall appoint all standing committee chairmen which shall be subject to confirmation by the Executive Committee. Chairmen of standing committees serve at the pleasure of the President and may be removed from office by the President at any time. Chairman of standing committees may not be removed by an Acting President.

**Section 2.** The President shall have the power to appoint such additional officers as shall be necessary for the efficient administration of the Club's affairs, subject to confirmation by the Executive Committee. Appointed officers shall serve without compensation but may be reimbursed for out-of-pocket expenses associated with Club business matters in accordance with the budget. Appointed officers may be members of Council but need not be. Appointed officers shall not be considered members of Council solely by virtue of their status as an appointed officer. Appointed officers serve at the pleasure of the President and may be removed from office by the President at any time.

**Section 3.** Subject to the Club's bylaws, the Council may approve the establishment of special

interest sections to carry on continuing activities in support of the Club's corporate objectives. The president of a special interest section shall serve as a member of Council without compensation but may be reimbursed for out-of-pocket expenses associated with Club business matters in accordance with the budget.

**Section 4.** Subject to the Club's bylaws, the Council may approve the establishment of regional or geographic chapters to carry on continuing activities in support of the Club's corporate objectives. The president of a chapter shall serve as a member of Council without compensation but may be reimbursed for out-of-pocket expenses associated with Club business matters in accordance with the budget.

**Article V**  
**Annual and Special Meetings of General**  
**Club Membership**

**Section 1.** An annual meeting of the general Club membership shall be held in November of each year on a date selected by Council.

**Section 2.** Special meetings may be called by the President, or shall be called by the President upon written petition of not less than twenty-five members in good standing, upon written notification to all Club members mailed not less than two weeks prior to the date of the special meeting. The petition shall specify the reason for the meeting, which shall be limited to that purpose. The notification shall state the purpose of the meeting. In the event that a special meeting requires Council action, a majority of the members of the Council shall constitute a quorum for the transaction of business and a majority of the quorum shall constitute the act of Council.

**Article VI**  
**Amendments**

Amendments to this Constitution may be proposed by a two-thirds majority of the Council or by written petition signed by not less than fifty Club members in good standing and delivered to the Secretary. The proposed amendment, initiating petition (if any), explanatory material deemed necessary by the proponent(s) of the amendment, Council's official position on the proposed amendment, and a copy of this Article, shall be mailed by the Secretary to each Club member at least thirty days prior to the annual meeting. Special meetings may be called in accordance with Article V, Section 2 to discuss the proposed

amendment. Voting on proposed amendments to the Constitution shall be by secret ballot at the Club's annual meeting in November. Proposed amendments must be delivered to the Secretary not less than 60 days before an annual meeting; amendments proposed after this time will be voted on at the next annual meeting. Absentee ballots may be used to vote on proposed amendments in accordance with the provision for such ballots in the Club Constitution, Article II regarding the selection of officers. If the amendment is proposed by written petition, one of its proponents may, upon request, participate in the counting of the secret ballots. If the proposed amendment is approved by at least two-thirds of the members who have submitted ballots in accordance with this procedure, the amendment is adopted and the Constitution shall be changed accordingly.

**Article VII**  
**Dissolution**

The Club may not be dissolved except by the vote of the membership, and voting procedures shall be the same as those provided for in Article VI. Upon dissolution and following the payment of all debts incurred by the Club prior to its dissolution, the remaining assets, funds, and property of the Club shall be assigned and conveyed to one or more organizations with similar corporate objectives to the Club as designated by the Council which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

**Bylaws**

**1. Duties of the Executive Committee**  
**and Titles of Elected Supervisors**

Duties of the Executive Committee, in addition to those prescribed in Article II, section 1 of the Constitution, shall be defined by the President, subject to Council approval. The titles of the five elected supervisors, elected to assume office on or after January 1, 2003, shall be: Supervisor of Trails, Supervisor of Lands, Supervisor of Facilities, Supervisor of Membership, and Supervisor of Information, Education, and Activities.

**2. Meetings of the Council**

The Council shall meet monthly at Club

headquarters. A majority of the members of Council shall constitute a quorum for the transaction of business at any monthly meeting. Each Council member shall be only one vote, notwithstanding multiple responsibilities. In the event that a committee chairmanship is shared among two or more individuals, each shall have a vote at meetings unless a majority of the Executive Committee determines otherwise at the time of appointment.

The act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council, unless the act of a greater number is required by the Constitution or these bylaws.

A monthly meeting may be canceled, postponed, rescheduled, or changed to a different location by the President or by a majority of the Executive Committee due to the lack of a quorum, inclement weather, or for other good cause shown.

### **3. Club Business Affairs**

**Contracts.** The Council may grant general or special authorization to any officer, member, or employee of the Club to enter into any contract in the name of and on behalf of the Club. This authority is subject to such conditions as the Council may prescribe. In considering whether to enter into a contract by or on behalf of the Club with a member of Council or the company or organization with

whom a member of Council is employed, the affected member of Council shall disclose this fact to Council, excuse himself or herself from any discussions on the matter, and shall not participate in or vote on the final decision.

**Real Property.** The council shall govern and direct the acquisition and management of real property, and may delegate this authority to appropriate officers or committees. The Council shall also have the authority to dispose of real property by sale, lease, or otherwise, which authority may also be delegate to appropriate officers or committees. All deeds, leases, or other instruments of conveyance will be signed by the President, or the officer authorized by the Constitution or these bylaws to act for the President. In considering whether to acquire real property from, or convey real property to, a member of Council or the company or organization with whom the member of council is employed, the

affected member of Council shall disclose this fact to Council, excuse himself or herself from any discussions on the matter, and shall not participate in or vote on the final decision.

**Income.** All funds of the Club shall be deposited or invested to the credit of the Club in banks, savings and loan institutions, funds, or such other institutions or instruments as the Council shall authorize, with only such funds as are necessary to carry out the day to day operations of the Club or other reasonably foreseeable expenditures being maintained in checking accounts or other low-yield accounts.

**Disbursements.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Club shall be signed by such officer, agent, or employee of the Club and in such manner as shall be determined by the Council. If the Council fails to make special provision, such instruments may be signed by the Treasurer. All disbursements shall be in accordance with a budget to be prepared annually and approved by the council, or shall be authorized by a vote of Council.

**Books and Records.** The Club shall keep correct and complete books and records of account, minutes of all Council meetings, membership lists, and other records as may be required by law or regulation.

**Audits.** The Club shall retain a certified public accountant to audit the books and accounts of the Treasurer annually. After the audit has been completed, the accountant shall present a written report. The Council may also cause to be audited in the same manner the accounts of other agents and committees of the Club.

**Fiscal Year.** The fiscal year shall be the calendar year.

**Gifts.** The Council may accept on behalf of the Club any contribution, gift, bequest, or devise for any general or specific purpose.

**Seal.** The Council shall provide a corporate seal in the charge of the Secretary, and the seal shall be affixed to documents as required by law or custom or as directed by Council.

**Attestation.** The attestation of any sealed or unsealed document may be by any elected officer, or as the Council may additionally provide.

**Employees.** The Council may authorize the President and other members of Council to hire and fire such employees as may be necessary for the smooth and efficient administration of the day-to-day operations of the Club and to implement general policy direction as determined by the Council pursuant to Article III of the Constitution. Employment shall not be denied anyone on the basis of race, sex, creed, or nationality. Salaries, benefits, and conditions of employment shall be as provided by Council.

#### **4. Classes of Membership and Dues**

**Eligibility.** Any person who subscribes to the mission and objectives of the Club as set forth in Article I of the Constitution is eligible for membership regardless of race, sex, creed, or nationality.

**Membership.** Any person eligible for membership may become a member of the Club upon the filing of a membership application and the payment of the appropriate dues, which may vary depending on the class of membership for which the individual is applying. In order to remain a member in good standing, annual dues (if required) must be timely paid, and sanctions for disciplinary actions under Section 6 of these bylaws must not be in effect.

**Classes of Membership.** There shall be the following classes of membership:

##### **Annual Dues Required**

Junior - Individual  
Regular - Individual  
Sustaining - Individual  
Contributing - Individual  
Regular - Couple  
Contributing - Couple  
Sustaining - Couple

##### **No Annual Dues Required**

Life      Honorary Life      Honorary

For these purposes, a couple shall be any two persons residing together who prefer to maintain a joint membership in PATC rather than two individual memberships. Each member of a couple shall have all of the privileges of an individual member with the exception that only one copy of publications shall be sent to couples.

**Privileges of Membership.** Except as may be specifically provided by the Constitution or

these bylaws, all classes of membership shall have equal privileges of membership including voting except that junior members may not reserve cabins.

**Junior Members.** A junior member must be less than 21 years of age.

**Life Members.** Any adult member in good standing for one year may become a life member upon payment of dues or fees prescribed by Council. Once such dues and fees are paid in whole, life members shall not be obligated to pay further dues.

**Honorary Life Members.** The Council may at any time bestow honorary life membership upon a member of long standing who has rendered outstanding service or contributions in furtherance of the Club's corporate objectives.

**Honorary Members.** The Council may at any time confer honorary membership for a fixed or renewable term upon a non-member in recognition of outstanding contributions in furtherance of the Club's corporate objectives.

**Awards.** The Council may at any time confer such special awards as it deems desirable to recognize contributions or service by members or non-members.

**Dues and Fees.** Dues for each class of membership and application and other fees shall be established from time to time by the council after appropriate study and opportunity for member comment. Honorary life members shall have no obligation to pay dues. Honorary members shall have no obligation to pay dues for the period of such membership status. The Council may, at its discretion, waive all or part of the dues for any member.

Dues for regular membership shall be established at a level the Council determines to be approximately commensurate with the average costs of membership services. Dues for a couple shall reflect the reduced costs of providing publications and other services to a couple compared to the costs of providing the same services to two individuals. Dues for contributing and sustaining members shall be greater than for regular members at levels considered appropriate by the Council.

**Delinquent Members.** Members whose dues are unpaid for two months shall be considered delinquent and shall be dropped from the membership. Council

shall be notified of those individuals dropped from the Club's membership for this reason.

#### **5. Mailing List**

Each member shall provide the Supervisor of Membership with a current mailing address and shall promptly notify the Supervisor of Membership in writing of any changes to that mailing address. The Club shall establish and maintain a list of the current mailing addresses for all Club members. This list shall be used by the Club to apprise members of official Club functions, activities, and other news of general interest. Information sent by the Club to a member at the mailing address given in conformance with the above, shall constitute notice to, and be binding upon, Club members and shall satisfy any and all obligations of the Club to inform its members.

#### **6. Discipline of a Member**

Complaints about a member's conduct prejudicial to the Club shall be investigated by the Membership Committee. Based on the investigation, the Committee may recommend sanctions, up to and including expulsion. If the Committee recommends a sanction, the complaint and the Committee's recommendation shall be referred to the Council. Upon Council's receipt of the complaint and the Committee's recommendation for sanction, Council shall notify the member in writing who shall have 30 days from the date of the notice to respond in writing to the complaint and the Committee's recommendation. Council, by a majority vote, shall decide which sanction, if any, should be applied. The Council's decision shall be final.

#### **7. Selection and Duties of Standing Committee Members**

The Council shall determine how members of the standing committees shall be selected. The duties of the standing committees shall be defined by the President, subject to Council approval.

#### **8. Special Interest Sections**

Any nonprofit outdoor organization whose aims are consistent with those of the Club may petition the Club to become a special interest section of the Club. A special interest section within the Club shall schedule its own activities, establish its own operating rules which shall be in accord with

those of the Club, and elect its own officers. The president of the organization must be a member of the Club in good standing in order to retain the organization's status as a special interest section. The president of the organization that is a special interest section in the Club shall be a member of the Council with all the rights and privileges associated thereto. The president of a special interest section may designate a member of the section to serve in his or her capacity on Council provided that the president's designee is a member of the Club in good standing.

#### **9. Chapters**

Any discrete regional or geographic cluster of PATC members, the majority of whom reside in areas removed from Club headquarters, may petition the Club to become a chapter of the Club. A chapter of the Club shall schedule its own activities, establish its own operating rules which shall be in accord with those of the Club, and elect its own officers. The president of the chapter must be a member of the Club in good standing in order to retain the organization's status as a chapter. The president of a chapter of the Club shall be a member of the Council with all the rights and privileges associated therewith. The president of a chapter may designate a member of the chapter to serve in his or her capacity on Council provided that the president's designee is a member of the Club in good standing.

#### **10. Rules and Regulations**

The Council may make such rules and regulations as it deems advisable and which are consistent with the Constitution and bylaws.

#### **11. Amendment of Bylaws**

These bylaws may be amended by a two-thirds majority of the Council by ballot.

**Approved November 2001, for effect on January 1, 2002, except those portions of Article II of the Constitution pertaining to the composition and terms of elected officers, effective January 1, 2003.**