

MOUNTAIN HIGH HIKERS, INC.

BYLAWS

As amended 09/15/2021

I ORGANIZATION NAME

The name of the organization will be Mountain High Hikers, Inc.

II MISSION

- A. Provide scheduled hikes and other recreational activities for members and their guests.
- B. Provide scheduled opportunities to perform volunteer trail maintenance and/or trail construction as prescribed by the U. S. Forest Service or other authority having jurisdiction over trails.
- C. Promote interest in and support education regarding the conservation of natural resources. Promote cooperation with the U. S. Forest Service and other conservation organizations and agencies that are dedicated to this purpose.

III KEY ARTICLES OF INCORPORATION

- A. **Purpose:** Mountain High Hikers (hereafter “the Organization”) is organized as a non-profit tax-exempt charitable and educational organization incorporated in the state of Georgia in accordance with the Georgia Nonprofit Corporation Code and intended to qualify as such under the applicable provisions of the United States Internal Revenue Code Section 501(c)(3) and related sections. The board of directors will establish a current mailing address.
- B. **Limitation on Activities:** This Organization shall make no public statement or pronouncement of political endorsement of any candidate for any political office and shall not engage itself in any activities that would in any way affect or otherwise subject the

Organization to loss of non-profit, tax-exempt charitable and educational status enjoyed by the Organization under the Internal Revenue Code.

C. **No Private Inurement:** This Organization shall not be operated for profit, and no part of its income shall financially benefit any of its officers or members.

D. **Dissolution:** Upon the dissolution of the Organization, assets shall be distributed to one or more comparable nonprofit 501(c)(3) organizations. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of Mountain High Hikers, Inc. is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IV **BOARD OF DIRECTORS**

The Organization's purposes will be accomplished by the following elected directors who will comprise the Board of Directors of the Organization:

- President
- Vice President
- Secretary
- Treasurer
- Hike Planning Director
- Trail Maintenance Director
- Webmaster Director
- Conservation Director
- Membership Director
- Social Director
- Communication and Publicity Director
- Immediate Past President

A. The general membership elects all directors annually during the fourth quarter membership meeting. In appreciation for service, all elected directors as well as the Short-hike, Long-hike, and Leisure Hike Planners will receive a free individual membership in the Organization for the duration of their service. The free membership will partially offset expenses they incur in carrying out their duties such as meals and transportation for quarterly board meetings, Internet and cellular and land-line phone service.

B. The Board of Directors will meet at least quarterly. A quorum for the Board shall consist of a simple majority of directors. A majority vote of board members attending a convened meeting with a quorum in attendance will be necessary to conduct business. In the event of a Board tie vote, nothing changes in current rules or practices. The President may call additional meetings including e-mail, phone, or other electronic platforms commonly available if necessary. The President, with the concurrence of the Board, will appoint members to fill any director vacancies that occur prior to the membership meeting during the fourth quarter of the year.

C. General membership meetings will be held four times a year. The President may call additional membership meetings if necessary.

D. Hikes will be organized by the Hike Planning Committee. The schedule will be published quarterly via the website.

V. DIRECTORS' DUTIES AND RESPONSIBILITIES

A. **President** conducts Board and general membership meetings, acts as spokesperson for the Organization in matters dealing with the public or other organizations, solicits speakers or programs for the general meetings, and acts upon recommendations from the Board or membership.

B. **Vice President** acts for the President in all matters in his/her absence and performs special assignments as requested by the President or Board

C. **Secretary** takes minutes of board and membership meetings, handles Organization correspondence, and maintains historical records of the organization.

D. **Treasurer** maintains the bank account and any savings accounts and all financial records, makes disbursements from the account as approved by the Board, and prepares and presents a draft annual budget during the fourth quarter Board meeting for approval by the Board. Treasurer presents regular financial reports to the Board and the membership during quarterly meetings.

E. **Hike Planning Director** plans a schedule of weekly hikes for each quarter, presents a calendar of hikes and maintains and updates a set of hiking guidelines to be published on the website, furnishes guidelines and waiver forms for hike leaders, and maintains files of hike reports. The Hike Planning Director may select members as Short-Hike Planner, Long Hike Planner, and Leisure Hike Planner to assist in the duties. and presents a draft annual budget during the fourth quarter Board meeting for approval by the Board.

F. **Trail Maintenance Director** schedules and leads work trips and training programs for the purpose of repairing, maintaining or building trails under the advice or supervision of the U.S. Forest Service or other authority and makes suggestions to the Board pertaining to Organization viewpoint in these matters.

G. **Webmaster Director** maintains the website.

H. **Conservation Director** responds to or initiates environmental and/or conservation-related matters with various environmental organizations or government agencies (such as U. S. Forest Service) and works toward establishing and maintaining Organization viewpoints as they pertain to forest conservation - especially designated wilderness areas.

I. **Membership Director** provides membership applications to prospective members, maintains a file of the completed applications, collects annual dues from each member, and provides an updated roster of members to the membership.

J. **Social Director** makes the physical arrangements for the quarterly meetings of the general membership and any special activities that may be planned by the Board or general membership.

K. **Communication and Publicity Director** e-mails articles to the membership such as News Flash setting forth any changes or events of interest and any other information pertaining to Organization members and Organization activities.

L. **Immediate Past President** provides continuity for the Board during the calendar year(s) after serving as President. The Immediate Past President will continue to serve until the current President is out of that office and assumes the Past President position. Should the person serving the Past President position be unable to serve that position at any point, then the President, with Board approval, shall appoint another person to that position, giving preference to another Past President or past board occupant, then to any member of the club.

VI **NOMINATING COMMITTEE**

The Nominating Committee should annually come into existence beginning at the third quarter Board meeting. Its purpose is to select nominees for all directors' positions to be filled during the last quarterly membership meeting of the year. The Board will appoint a Nominating Committee Chairperson during the third quarter board meeting. There shall be at least two other Nominating Committee members or more. These members may be appointed by either the Board or the Nominating Committee Chairperson. It is recommended that a prime requisite for membership on the Nominating Committee is that they have been a member of the club long enough to have good knowledge of its purpose, goals, and activities and a fair knowledge as much as is reasonable possible of the membership composure. The Nominating Committee Chairperson presents the slate of future board members for the coming year to the membership, usually by electronic mail, at least

two weeks before the final quarterly membership meeting and requests nominations from the floor at the last quarterly membership meeting. The election will take place during that meeting. Election shall be by a majority of those members present and voting by show of hands. Should it not be possible or practical to hold any year's final membership meeting at one specifically designated location because of extreme difficulty such as a national or area crisis or other unusual circumstance, then such a meeting shall still be declared, and voting done electronically with full due and proper notice in advance and with Board approval in advance for this unusual and drastic action. The newly elected directors' terms will begin on January 1st of the new year.

VII FISCAL YEAR AND MEMBERSHIP DUES

The Organization's fiscal year will be January 1st through December 31st. Members pay annual dues at a rate the Board determines during the third quarter board meeting. Annual dues will remain unchanged when the Board takes no specific action on dues. New members joining by September 30 will not need to pay for the next fiscal year.

VIII EXPENDITURES BY DIRECTORS

Directors may spend up to the limits of their board-approved budgets at their discretion. The President or Treasurer may approve non-budgeted amounts up to \$50. The Board must approve any non-budgeted amount beyond \$50.

IX ENCOURAGEMENT OF VOLUNTARY MEMBER ACTIVITIES

The board actively encourages members to volunteer for trail maintenance and leading hikes to support the Organization's mission.

X CONTRIBUTIONS AND DONOR PRIVACY

The Organization may accept contributions, grants, and bequests for purposes consistent with its tax-exempt purposes as set forth in the Articles of Incorporation. The Organization will retain sufficient control over all designated contributions to ensure funds are used in accordance with the Organization's tax-exempt designation.

Mountain High Hikers, Inc. deeply values the contributions our donors make to sustain our mission. We recognize that philanthropy is based on voluntary action for the common good. To assure our donors that their personal information is handled with respect and confidentiality, donor information will be protected and will not be shared internally or externally in any illegal or inappropriate way. The Organization will not share donor information with other charitable organizations.

XI LIABILITY

No director or other person acting with authority on behalf of the Organization will be held liable for monetary damages for any action taken or failure to take action.

XII CONFLICT-OF-INTEREST POLICY

The Organization has adopted a Conflict-of-Interest Policy that will be reviewed with and signed by every current and future director volunteering with the Organization. The Policy is patterned after the model proposed by the Internal Revenue Service. The Policy is hereby incorporated as part of these Bylaws and included as Attachment A. A summary of the impact of the Policy follows:

Conflict defined. A conflict-of-interest may exist when the interests or activities of any director or staff member (if one) may be seen as competing with the interests or activities of the Organization or when any director or staff member has the potential to derive financial or other material gain as a result of direct or indirect relationship.

XIII AMENDMENT OF BYLAWS

Any changes or additions to these Bylaws will require Board approval.

Adopted September 15, 2021