

MOUNTAIN HIGH HIKERS, INC.

BYLAWS

As amended 9/23/2025

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 for members to participate in volunteer trail maintenance and/or trail construction as prescribed by the U.S. Forest Service or other authority having jurisdiction over trails.
- C. Promote education and interest in the natural environment and natural resources in cooperation with the U.S. Forest Service and other conservation organizations and agencies that are dedicated to this purpose.

III. 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 is 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 a Board of Directors.

A. The Board of directors will be comprised of the following positions:

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

B. All Directors except for the Past President position are elected by the general membership.

C. The Past President position provides continuity in leadership and is a non-elected position.

D. Additional non-elected volunteer positions may include hike planners. These positions are not Board positions.

E. Directors shall serve for a period of one year and may be reelected for additional terms.

F. The general membership shall vote for Directors annually during the fourth quarter membership meeting. Voting shall be by show of hands, and election shall be by simple majority of those members present.

G. Newly elected Directors' terms will begin on January 1st of the new year.

H. 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, there will be no actions or changes in current rules or practices.

I. If necessary, items requiring immediate action can be voted on via electronic communications.

J. The President may call additional meetings using email, phone or other electronic platforms as necessary.

- K. In the event of a Board vacancy prior to the end of a term, the President, with the concurrence of the Board, will appoint a member to fill that position until the next scheduled election.
- L. If the President resigns before the end of term, they forfeit the right to be automatically assigned as Past President.
- M. Hikes will be organized by the Hike Planning Committee, consisting of the Hike Director and Hike Planners. Hike schedules will be published quarterly on the Organization's website.

V. DIRECTORS' DUTIES AND RESPONSIBILITIES

A. President

- a. Conducts Board and general membership meetings.
- b. Acts as a spokesperson and liaison for the Organization in matters dealing with the public or other organizations.
- c. May name ad-hoc committees as necessary to respond to timely initiatives.
- d. Acts upon recommendations from the Board or membership.

B. Vice-President

- a. Acts for the President in all matters in his/her absence.
- b. Selects locations for the quarterly Board meetings.
- c. Solicits speakers and/or programs for the general meetings.
- d. Performs special assignments as requested by the President and the Board.

C. Secretary

- a. Takes minutes of Board and membership meetings, and maintains copies as required by state law.
- b. Handles Organization correspondence.

D. Treasurer

- a. Maintains the Organization's bank account and any savings accounts.
- b. Maintains financial records and copies as required by state law.
- c. Makes disbursements from accounts as approved by the Board.
- d. Prepares and presents a draft annual budget during the fourth quarter Board meeting for approval by the Board.
- e. Presents regular financial reports to the Board and the membership during quarterly meetings.
- f. Completes forms for the Organization's annual tax exemption status.
- g. Submits and pays annual registration for state corporation to the office of the Georgia Secretary of State.

E. Hike Planning Director

- a. Plans the schedule of weekly hikes for each quarter.
- b. May plan for special event hikes as opportunities or requests arise.
- c. Prepares the calendar of hikes to be published on the Organization's website.
- d. Maintains a set of hiking guidelines to be published on the Organization's website and updates those guidelines as necessary.
- e. Maintains guidelines and waiver forms for hike leaders to be published on the Organization's website.
- f. Maintains files of hike reports. These files may be in electronic format.
- g. The Hike Planning Director may call for volunteers to assist in the planning of Short, Long and Leisure hikes.
- h. Sends weekly email updates to membership regarding the next week's hikes.

F. Trail Maintenance Director

- a. Plans work trips quarterly based on historic data of past work trips and current needs of the trails.
- b. Assures that trails are maintained, built and/or repaired under the advice and/or supervision of the U.S. Forest Service or other agencies holding jurisdiction over trails.
- c. Leads work trips as scheduled
 - i. Obtains waiver form signatures from trail maintainers.
 - ii. Provides safety instructions prior to work.
 - iii. Provides personal protective equipment (PPE) to all maintainers prior to work.
- d. Maintains and inventories tools to assure that they are available and in top condition for each work trip.
- e. Maintains records of working hours for all trail maintainers.
- f. Communicates with the U.S. Forest Service or other agencies at the completion of trail work.
- g. Updates databases and apps (such as AllTrails, Hiking Project.com, etc) with the results of work trips.

G. Webmaster

- a. Maintains the club website and updates website content as needed or requested by the Board.
- b. Posts updates to hike schedule as needed.

H. Conservation Director

- a. Responds to or initiates environmental- and/or conservation-related matters with various environmental organizations or government agencies such as the U.S. Forest Service.
- b. Works towards establishing and maintaining the Organization's viewpoints as they pertain to forest conservation, especially as related to designated wilderness areas.

I. Membership Director

- a. Provides membership applications to prospective members.
- b. Maintains a file of completed applications. This file may be in electronic format.
- c. Collects and deposits annual membership dues and reports to treasurer.
- d. Maintains an updated roster of members.
- e. Provides a full updated roster of members to the Board.

J. Social Director

- a. Makes the physical arrangements for the quarterly meetings of the general membership.
- b. Makes physical arrangements for any special activities that may be planned by the Board or general membership that are not covered by the responsibilities of the Hike Planning Director.
- c. Coordinates with the Vice-President in any arrangements for speakers or programs for the general membership meetings.

K. Publicity and Outreach Director

- a. Represents the Organization at local events such as fairs and festivals.
- b. Maintains the publicity and outreach materials such as tables, banners and flyers.
- c. Organizes volunteers to staff tables at outreach events.
- d. Provides flyers to local businesses, chambers of commerce, libraries and other locations. May enlist other Board members or membership volunteers to assist in the distribution of flyers.

L. Past President

- a. The Past President must have served as President in the past.
- b. Provides leadership continuity to the Organization.
- c. Assists a newly elected President and Vice-President in the transition to office.
- d. Advises newly installed Boards as needed regarding past initiatives and/or actions.

- e. Should the immediate past president not be willing or available to serve as past president, the Board shall appoint another past president to serve in that position.

VI. NOMINATING COMMITTEE

The Nominating Committee shall come into existence at the third quarter Board Meeting. The Committee shall consist of a Chairperson and two other persons. Its purpose is to select nominees for all Director positions to be filled for the coming year.

- a. The Nominating Committee will be formed from Board members, who will then report the slate of nominees.
- b. The Nominating Committee Chairperson shall present the slate of nominations for Board members to the membership, usually by email, at least two weeks prior to the fourth quarter membership meeting, and shall solicit additional nominations from the floor during the meeting.
- c. Should it not be possible or practical to hold the fourth quarter membership meeting because of national, regional or local crisis or other unusual circumstances, then voting shall be done electronically with due and proper notice in advance and with Board approval for this unusual action.

VII. FISCAL YEAR AND MEMBERSHIP DUES

- A. The Organization's fiscal year will be January 1st through December 31st.
- B. Members pay annual dues at a rate the Board determines during the third quarter Board meeting.
 - a. If the Board takes no specific action on dues, annual dues remain unchanged.
 - b. New members joining after September 30 in any calendar year will not need to pay dues for the next fiscal year.
- C. In appreciation for service, all directors as well as hike planners will receive free individual membership in the Organization for the duration of their service. The free membership will partially offset expenses incurred in carrying out their duties, such as meals and transportation for quarterly Board meetings, internet, and phone service.

VIII. EXPENDITURES BY DIRECTORS

- A. Directors may spend up to the limits of their Board-approved budgets at their discretion.
- B. The President or Treasurer may approve non-budgeted amounts up to \$50.

C. The Board must approve any non-budgeted amount beyond \$50.

IX. 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. Mountain High Hikers, Inc. deeply values the contributions of our donors to sustain our mission. We recognize that philanthropy is based on voluntary action for the common good.

A. 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.

a. The Organization will not share donor information with other charitable organizations.

b. Donors have the right to determine if their gift shall be announced to membership or shall remain anonymous.

B. The Organization will retain sufficient control over all designated contributions to ensure funds are used in accordance with the Organization's tax-exempt status.

X. LIABILITY

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

XI. CONFLICT-OF-INTEREST POLICY

The Organization has adopted a Conflict-of-Interest Policy. The Policy is patterned after the model proposed by the Internal Revenue Service. The Policy is hereby incorporated as part of these Bylaws and is included as Attachment A. A conflict of interest may exist when the interest or activities of any Director may be seen as competing with the interests or activities of the Organization or when any Director has the potential to derive financial or other material gain because of direct or indirect relationship.

- a. The Conflict-of-Interest statement must be reviewed and signed by every current and future director serving the Organization.
- b. If a conflict of interest exists, the President, in consultation with the Board, will determine appropriate action.

XII. AMENDMENT OF BYLAWS

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

Approved and adopted September 23, 2025.