

BYLAWS OF TRAMP AND TRAIL CLUB OF UTICA, INC.

(Amended bylaws as adopted at the Annual Business Meeting, March 13, 2018)

Article I. Article II. Article III. Article IV. Article V. Article VI. Article VII. Article VIII. Article IX. Article X. Article XI. Article XII.

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ARTICLE I: MEMBERSHIP

There shall be in the Club the following types of membership:

- **ACTIVE MEMBERSHIP**

To be eligible to join and become an Active Member in the Tramp and Trail Club of Utica, Inc. an applicant must:

1. have attained 18 years of age.
2. have gone on five scheduled hikes (picnics, parties, interesting evenings not included) within a consecutive twelve month period.
3. have filed a membership application form with the Hike Records Chair.
4. have paid the required dues.
5. be approved by a majority of the Executive Committee.

Former Active Members may be reinstated by Executive Committee approval and payment of the current year's dues. Active Members are entitled to vote and hold office.

- **HONORARY MEMBERSHIP**

Qualifications for Honorary Membership are election by the Executive Committee in recognition of some past service to the Club, or for outstanding performance in areas of interest to the Club, although not as a member of the Club. Honorary Membership carries neither the right to vote nor to hold office.

- **LIFE MEMBERSHIP**

Qualification for Life Membership requires current or previous Active Membership of long years' standing and is granted to such a member for some outstanding service to the Club. Life Members are selected by the Executive Committee. Life Members are entitled to vote and to hold office.

ARTICLE II: OFFICERS AND DIRECTORS

The Officers of the Club shall be a President; a First Vice-President, who shall serve as Chairperson of the Hike Committee; a Second Vice-President, who shall serve as Deputy Chairperson of the Hike Committee; a Secretary, and a Treasurer. The Directors of the Club shall consist of these five officers, plus two additional Directors elected from the membership. These seven Directors, with the President as Chairperson, shall constitute the Executive Committee of the Club.

ARTICLE III: DUTIES OF OFFICERS AND DIRECTORS

President

The President, and in his/her absence, the First Vice-President or the Second Vice-President, or one of the additional Directors, shall preside at all meetings of the Club and of the Executive Committee. Duties of the President shall be those usually pertaining to that Office besides those specifically listed below:

The President shall give notice of the Executive Committee meetings and the Annual Business Meeting. The President will establish the agenda with input from the Membership.

The President shall, in consultation with his/her Executive Committee, appoint the Chairpersons of the Standing Committees that are to function throughout the Club year. The Chairpersons of the Standing Committees shall appoint, in consultation with the President, the members of their committees.

Additional Special Committees may be appointed by the President at his/her discretion. Such committees shall continue to function until the purposes for which they are appointed have been accomplished, unless sooner discharged.

The President shall exercise general supervision of the Club's activities by contact with all committee chairpersons. The President has ex-officio status on all committees. (Note that ex-officio status does not confer voting rights on these committees). Alternatively, the President may appoint Executive Committee members as advisors on all committees except the Hike Committee. These advisors do not have voting rights.

The President shall appoint an Active Member to fulfill the duties of an Executive Committee member should that member be unable to complete his/her term of office.

Quarterly, the President shall review the Club's financial reports and bills of the Club paid by the Treasurer. The President is authorized to write checks on the Club's accounts should the Treasurer be unavailable.

First Vice-President

The First Vice-President, in absence of the President, shall assume the duties of that Office necessary to carry on the routine affairs of the Club. Upon election, he/she shall serve as the Chairperson of the Hike Committee and shall be responsible for the preparation and issuance of the hike schedules.

The First Vice-President shall maintain a collection (hard copy and/or electronic) of past hike schedules.

Second Vice-President

The Second Vice-President, in absence of the First Vice-President, shall assume the duties of that office necessary to carry on the routine affairs of the Club. Upon election, he/she shall serve as the Deputy Chairperson of the Hike Committee and shall share responsibility for the preparation and issuance of the hike schedules.

Secretary

The Secretary shall keep minutes of Executive Committee meetings and the Annual Business meeting. Minutes of the meetings are emailed to all members after they are approved by the Executive Committee.

The Secretary shall keep an up-to-date copy of the membership list by name, address, telephone number, and email address of each current Club Member.

The Secretary shall notify the Executive Committee, List Coordinator, Email Coordinator, and Mailing Coordinator of each new member's address, phone number, email address and the amount of dues paid.

The Secretary shall send a welcome letter, membership card, and Club decal to each new member.

The Secretary shall furnish a complete listing of all new members accepted in the preceding quarter to the Chairperson of the Hike Committee for inclusion in the next hike schedule.

The Secretary shall present a list of new members accepted during the past year to the membership at the Annual Business Meeting.

The Secretary shall prepare a summary of the minutes of the Executive Committee meetings held during the past year and of the previous year's Annual Business Meeting. These summaries are to be emailed to the membership in advance of each Annual Business Meeting.

The Secretary shall be in charge of all Club correspondence and all papers belonging to the Club not especially under the charge of any other officer.

The Secretary shall also perform such duties as usually pertain to this office subject at all times to the direction and control of the Executive Committee.

Treasurer

The Treasurer shall collect all dues and keep accounts of the Club, reporting thereon whenever requested by the Executive Committee.

The Treasurer shall provide quarterly, and/or upon request, financial reports to the president for review.

The Treasurer shall render a full fiscal year-end financial report to the Club once a year at the Annual Business Meeting.

The Treasurer shall pay all Club bills with the approval of the President.

The Treasurer shall pay all advances (see Article IV) with the approval of the Executive Committee.

The Treasurer shall have charge of all Club money and keep all such money in a depository to be designated by the Executive Committee.

The Treasurer shall maintain custody and oversee sale of all Club merchandise meant to be sold to the members.

The Treasurer shall maintain an up-to-date individual ledger file for each member's account. Immediately after June first of each year, the Treasurer shall list the names of all members who have failed to pay dues for that year and present this list to the Executive Committee at its next meeting for whatever action is deemed appropriate.

The Treasurer shall also perform such duties as usually pertain to this office subject at all times to the direction and control of the Executive Committee.

ARTICLE IV: DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

The Executive Committee shall have general charge of the affairs, funds, and property of the Club and shall be its governing body in all matters arising between two consecutive Annual Business Meetings.

It shall have the power to waive dues, to elect persons to Honorary Membership, and to elect Life Membership candidates.

It shall be its duty to approve all applicants for active membership before membership is extended to them. It shall have the power to drop from membership delinquent

members and to reinstate former members. It shall have the power to terminate membership if it deems the member to be a detriment to the club.

The Executive Committee shall have the power to make temporary changes in the size of any Standing Committee when such changes would seem to improve the working efficiency of the Club.

The Executive Committee may authorize the Treasurer to advance necessary money in conjunction with Club activities, such advances to be made good from the proceeds of those activities. All property rentals and hiring of employees for any Club activity must first be approved by this Committee.

Four Executive Committee members shall constitute a quorum. Any permanent vacancy occurring among its members shall be filled by a majority vote of members present at its next meeting, except when the Office of the President is vacant. Then the First Vice-President shall become President. A member thus chosen to fill a vacancy shall hold office until the next election.

ARTICLE V: STANDING COMMITTEES

The following Standing Committees shall function throughout the Club year. Note: one member proficient in Information Management/Technology (henceforth known as the IM person) shall serve as a "back-up/troubleshooter" for many of the committees.

1. **A Hike Committee** of at least six members, including the First Vice-President as Chairperson and the Second Vice-President as Deputy Chairperson, who shall formulate and develop hike schedules. They are responsible for producing and distributing the schedule with the assistance of the Schedule Production Committee.
2. **A Hike Records Committee** of a minimum of one member who shall receive all release/sign-up sheets, shall maintain an accurate record of hike participation for each Club member, as well as each potential member (reporting completion of five hikes to the Secretary), and shall report at the Annual Business Meeting a record of attendance on hikes throughout the past year.
3. **An Entertainment Committee** of at least seven members which shall organize Club dinners, parties, and other social activities.
4. **An Equipment Committee** of a minimum of one member who shall assess the need for new equipment, maintain, store and, after approval of the Executive Committee, purchase equipment and dispose of obsolete equipment. Upon request, they will assist members in the use of the equipment.
5. **A Membership List Committee** of at least one member who shall update the list of members for use by the Hike Committee, Email Communication Committee, Schedule Production Committee and Executive Committee.
6. **An Email Communication Committee** of at least two members who shall utilize the electronic list of members for mass Club-related communication purposes.
7. **A Club History Committee** of at least two members who shall maintain the Club archives, photo albums, and scrapbooks, which include newspaper articles, magazine

articles, obituaries of members, and any other information pertaining to the Club and/or its members.

8. **A Photo Committee** of at least one member who shall be responsible for taking and/or soliciting photos of hikes and other club events, and for editing, printing, and labeling those photos for albums for the archives. The editor provides photos to the blogmaster for posting on the club website.

9. **A Website Committee** of at least one member who shall maintain the club's website. The website provides information to those interested in our organization, as well as information for members.

10. **A Blog/Web Photo Committee** of at least one member who shall maintain the club's web-based blog, which chronicles Club outings in words and pictures.

ARTICLE VI: DUES

Annual dues shall be established by vote of the Executive Committee subject to approval by a majority vote of the membership at the Annual Business Meeting.

Life Members are not required to pay annual dues.

Any Active Member with 30 or more years of continuous membership in the Club may obtain a waiver of dues upon written request to the Executive Committee.

ARTICLE VII: MEETINGS AND QUORUMS

The Annual Business Meeting of the Club shall be held within the second week of April.

The Annual Dinner Meeting shall be held two to four weeks later. A special meeting of the Club may be called by the Executive Committee at any time upon at least one week's notice given to each voting member.

In order to conduct Club business at any meeting, there must be present, to constitute a quorum, at least ten percent of the membership entitled to vote.

ARTICLE VIII: ELECTION OF OFFICERS AND DIRECTORS

The seven Directors (five Officers and two additional Directors) shall be elected from the Active Membership at the Annual Business Meeting by a majority vote of the members present and voting. They shall serve for one year or until their successors are elected.

At a January meeting of the Executive Committee, Executive Committee members shall elect a three-person Nominating Committee, none of whom shall be a member of the existing Executive Committee. Members of the Nominating Committee shall be announced in the next quarterly Club hike schedule. Club members will be encouraged to submit names of qualified members to be considered by the committee in preparing a slate of Officers and Directors. The slate shall be available to the membership from the Nominating Committee a minimum of one week prior to the Annual Business Meeting, where possible additional nominations from the floor may be offered for the consideration of the members present.

ARTICLE IX: ORDER OF BUSINESS AND RULES OF ORDER

The following shall be the order of business at the Annual Business Meeting:

1. Call to order, followed by the President's message.
2. Summary (previously emailed) of the minutes of the previous year's Annual Business Meeting and of Executive Committee meetings held in the interim.
3. Reports of Officers:
 - First Vice-President reports on Hike Committee activities.
 - Secretary reports on the number of new members accepted during the preceding year.
 - Treasurer provides a year-end financial report.
4. Reports of standing and special committees.
5. Unfinished business.
6. Report of the Nominating Committee and opening of the floor for possible additional nominations.
7. Election of Officers and other Directors.
8. The newly elected President conducts the remainder of the meeting.
9. Adjournment.

The rules contained in Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

The following shall be the order of business at the Annual Dinner Meeting:

1. Call to order by the new President.
2. Formal introduction to the membership of the new Executive Committee.
3. A brief message and review of the previous year's highlights by the outgoing President.
4. Presentation of awards by the outgoing President: Honorary Membership, Life Membership, Top Leaders and Co-Leaders, Top Hikers.
5. Introduction of new members by the Secretary.

ARTICLE X: CLUB YEAR

The Club year shall begin with the election of the new Officers and Directors at the Annual Business Meeting and shall continue to the next election, at which point the new President takes office and presides. For hike records and financial reporting the, Club year shall be from April 1 to March 31.

ARTICLE XI: CLUB COLORS AND CLUB EMBLEM

The Club colors shall be royal blue and orange.

The Club emblem shall consist of two concentric circles of different diameters, and between the two circumferences shall appear the words,

"TRAMP AND TRAIL CLUB OF UTICA"

in orange against a blue background. In the smaller circle, the letters T & T C shall appear in blue against an orange background. The format of the emblem shall be as shown below:



ARTICLE XII: AMENDMENT OF THE BYLAWS

These bylaws shall supersede the Constitution adopted at the formation of the Tramp and Trail Club of Utica, before its incorporation as the Tramp and Trail Club of Utica, Inc. and all bylaws in force since that date. They may be amended by a two-thirds vote of eligible members present, at a meeting called for that purpose, or by a like vote at the Annual Business Meeting. In each case, a notice of the meeting and a copy of the proposed amendment(s) are sent to all members entitled to vote at least two weeks prior to such meeting. The previous bylaws were adopted at the Annual Business Meeting of March 23, 2007.