

GEORGIA APPALACHIAN TRAIL CLUB, INC.  
P. O. BOX 654  
ATLANTA, GEORGIA 30301

BY-LAWS

Article 1. NAME, INSIGNIA AND DEFINITIONS

Section 1. This organization, known as the Georgia Appalachian Trail Club, Inc., shall be Incorporated under the laws of the State of Georgia.

Section 2. The Board of Directors shall be authorized to adopt suitable seal and Insignia and shall be authorized to modify the same as deemed necessary.

Section 3. The words "Club," "organization," "Corporation," and "GATC," as used In these By-Laws, shall be understood as referring to "Georgia Appalachian Trail Club, Inc." The word "Board," as used in these By-Laws, shall be understood as referring to "The Board of Directors."

Article II. PURPOSE

Section 1. The purpose of this organization shall be to provide for the protection, management, and maintenance of the Appalachian National Scenic Trail, associated side trails, and designated trails primarily within the State of Georgia; to bring together persons Interested In hiking and camping, and to conduct outings for their recreation and enjoyment; to foster in its members and in the general public an appreciation of the outdoors; to teach and encourage public observation of conservation ethics; to collect and publish Information concerning regions of interest to hikers In Georgia; to encourage the preservation of wilderness areas; to provide such advice and assistance as may be requested by the Appalachian Trail Conference, Inc.; and to encourage and assist the national and state governments in the preservation and conservation of our forests and natural resources.

Section 2. This organization shall not be operated for profit, and no part of Its income shall financially benefit any of its officers, directors, or members.

Section 3. The officers, agents, or members shall not make any statement of policy in the name of this organization, unless specifically authorized to do so by the Board of Directors.

Article III. MEMBERSHIP

Section 1. The supreme authority of this organization is vested in the active membership with the rights, power, and authority set forth in the charter of this Corporation and as the same may hereafter be amended.

Section 2. Membership, and participation in this organization, shall be open to all persons who meet the requirements for members according to the following classifications:

A. Active Members shall consist of those persons 18 or more years of age who have met the requirements for Active Members set forth in the Rules and Regulations of the Club. The Board of Directors, subject to ratification by the Active Membership, shall fix the amount of dues payable by Active Members. If a couple have both qualified as Active Members, the amount of dues payable by them may be fixed at a total less than that for two Individual members. A couple shall be defined as two Individuals with the same address, receiving one bulletin and one yearbook.

B. Junior Members shall consist of persons 14 through 17 years of age. Junior Members shall meet all the requirements and shall enjoy all the privileges hereinafter set forth for Active Members except for the privilege of holding office. Dues shall be fixed at a rate less than the amount prescribed for Active Members. Junior Members will automatically be reclassified as Active Members at age 18.

C. Honorary Members may be elected for life or for specific terms by unanimous vote of the Board of Directors present at a meeting. Persons who have preeminently distinguished themselves in furthering the purpose of this organization shall be eligible for election as Honorary Members, provided, however, that the total number shall never exceed 10 percent of the number of active members and provided further that not more than one honorary life member shall be elected in any one fiscal year. Honorary Members shall pay no dues.

D. Other classes of membership may be established as approved by the Board of Directors. Privileges, dues, and other appurtenances of membership shall be determined by the Board of Directors at that time.

E. If unusual circumstances develop, the Board of Directors may elect to waive the dues of an individual member.

Section 3. Application for membership may be made to the Membership Committee when the applicant has met the minimum requirements for membership as specified by the Rules and Regulations.

Section 4. Any member shall have the right to protest the election of a prospective member within the constraints specified by the Rules and Regulations.

Section 5. Members shall have the privilege of inviting guests to any function of the Club. The Board of Directors shall set limits, if necessary, on the number of activities to which a guest may be invited. The spouse of a member, however, may be extended guest privileges without limitation. A person to whom membership has been denied shall not thereafter be invited to any function or activity of the Club.

Section 6. Reinstatement of a former member shall be at the discretion of the Board of Directors.

Section 7. Violations of the By-Laws and the Rules and Regulations of the Club may subject a member to expulsion. A resolution of expulsion must be approved by a majority of the Board. The member shall then be furnished a written statement of charges not less than two weeks prior to a regular meeting of the Board at which his expulsion is to be considered. The member may show cause, in person at the meeting or in writing, as to why expulsion should not be carried out. A two-thirds vote of the Board is required to expel a member.

#### Article IV. BOARD OF DIRECTORS

Section 1. The Board of Directors of the GATC shall consist of two (2) Directors-at-Large and ten (10) officers. All officers and one Director-at-Large shall be elected by the membership at its annual meeting.

Section 2. Directors-at-Large shall normally be elected for two-year terms of office. These terms shall be staggered so that the term of one Director-at-Large expires each year. No Director-at-Large shall serve a term of more than two (2) consecutive years.

Section 3. A Director-at-Large, in order to be qualified for election to office, shall have been an active member of the Club for at least five years and shall have served as an elected officer of the Club for at least three years. The Directors-at-Large, as a part of their duties, shall give the Board of Directors such guidance, advice, and counsel as they may deem appropriate. In addition, one Director-at-Large shall be responsible for the transition and training of incoming Directors and one Director-at-Large shall be responsible for the Volunteer Coordination Committee and the Volunteer Recognition Committee.

Section 4. The Board of Directors shall be the managing board of the Club. It shall control the election of members of the Club, control all expenditures and property of the Club, fill vacancies in the Board of Directors until the end of the current year, and act for its interests in any way not inconsistent with these By-Laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

Section 5. The Board of Directors shall have a regular meeting at least once in each quarter of the Calendar year for the consideration of the general affairs and business of the Club. The President, however, shall have the right to call meetings of the Board at any time upon five days' notice to all members of the Board in writing, or without previous written notice if consent is received from every member of the Board.

Section 6. The Board of Directors shall be empowered to promulgate such Rules and Regulations as it shall deem advisable in order to most efficiently and effectively carry out the objectives and purposes for which this Club was founded, provided that such Rules and Regulations shall be consistent with the provisions of the Charter and By-Laws of this Corporation.

Section 7. The membership shall promptly be notified of the adoption of any new rule or the repeal of any old rule by the Board of Directors in the next Club bulletin published after the meeting at which such rule was adopted or repealed.

Section 8. The Rules and Regulations enacted by the Board of Directors shall include the Hiker's Code together with any other rules adopted by the Board of Directors. The Club Secretary/Historian shall maintain a record of these Rules and Regulations to be attached to and distributed with these By-Laws.

Section 9. Board members shall be expected to attend all regular and called meetings of the Board of Directors. Should any member of the Board fall to attend three consecutive meetings, a vacancy shall be declared. Any vacancy shall be filled by appointment by the Board of Directors, and the person appointed shall serve until the position can be filled by election.

Section 10. Seven members of the Board shall constitute a quorum for transaction of business, except as otherwise provided in these By-Laws. Legislation must be enacted by a majority of the full Board.

Section 11. On all questions as to the construction or meaning of the By-Laws and Rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by a referendum vote as provided for in these By-Laws.

Section 12. Special meetings of the Board of Directors shall be called upon the written request of any four members of the Board. Notice, in writing, shall be given at least five days prior to the time of holding of said called meetings.

Section 13. No duly elected Board member shall be removed from office prior to expiration of the term for reasons other than those stated in this Article, Section 9, unless, at a meeting of the membership, two-thirds of those members present vote by secret ballot to remove the Board member, provided that such Board member shall be furnished a written statement of charges not less than two weeks prior to the meeting at which removal from office will be considered, and that officer shall be allowed to show cause, in person or in writing, why removal from office should not be considered.

Section 14. All officers and Directors-at- Large shall serve without compensation.

Article V. OFFICERS

Section 1. The following officers shall be elected by the membership each year, and all of such officers shall, by such election, become members of the Board of Directors: President, Secretary/Historian, Treasurer, Activities Director, Conservation Director, Information and Education Director, Community Outreach Director, Membership Director, Trails Supervisor, and Communications Director.\*

Section 2. The President, In order to be qualified for election to office, shall have been an active member of the Club for at least four (4) years and shall have served as a member of the Board of Directors for at least two (2) years. All other officers, in order to be qualified for election to office, shall have been an active member of the Club for at least two (2) years.

Section 3. The officers shall be elected annually, as provided in these By-Laws, and shall hold office until their successors are duly elected and take office, or until their resignation shall be accepted by the Board of Directors. Officers shall hold office for one year, their term beginning at the time of their installation.

Section 4. No officer shall serve more than three (3) consecutive terms in the same capacity.

Section 5. In case of the absence of the President, the most recently elected Director-at-Large shall temporarily exercise all powers and duties of the President.

Section 6. In the event the office of President becomes vacant, the most recently elected Director-at-Large shall call a meeting of the Board of Directors to elect from that Board a President to serve for the remainder of the unexpired term within two weeks. This Director shall be ineligible to fill the vacancy.

\*The articles of Incorporation of the State of Georgia require a President, Treasurer, and Secretary as minimum officers of the organization.

Article VI. DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Club and of the Board of Directors; shall carry out the orders of the Board of Directors; shall enforce the ByLaws and Rules and Regulations of the Board of Directors; shall be an ex-officio member of all standing committees; shall exercise general supervision over the affairs of the Club; shall have additional powers as may be conferred by the Board of Directors; and shall have such other powers as ordinarily accompany the office.

Section 2. The Secretary/Historian shall be Secretary of the Corporation and shall keep a record of the meetings of the Board of Directors and those meetings specified in Article VIII; shall maintain the current records of the Club, including the Club rules and Regulations; and shall have responsibility for the Club archives, and shall, at the end of the year, prepare for the archives a summary of the year's activities.

Section 3. The Treasurer shall have custody of the monies and investments belonging to the Club; and shall make disbursements and investments of the Club's funds as directed by the Board of Directors.

Section 4. The Activities Director shall chair the Activities Committee and shall have primary responsibilities for planning the succeeding year's activities of the Club, , carrying out the current year's activities, and the training/education of Hike Leaders.

Section 5. The Communications Director shall be responsible for the Club's publications, including the Club's newsletter, "The Georgia Mountaineer", and the Club's Yearbook, as well as the content of the Club's website and all other Internet communications.

Section 6. The Conservation Director shall chair the Conservation Committee and shall have primary responsibility for the conservation activities of the Club. The Conservation Committee shall monitor and maintain records on Forest Service activity.

Section 7. The Information and Education Director shall chair the Information and Education Committee; shall respond to inquiries from the public regarding trail conditions and other related matters; shall develop and present programs and material to promote the objectives and purpose of the Club.

Section 8. The Membership Director shall chair the Membership Committee; shall respond to requests for membership information; shall process applications for membership; shall be responsible for the maintenance of club member information; and shall welcome, advise, and assist prospective members.

Section 9. The Trails Supervisor shall chair the Trails and Shelters Committee, and shall have responsibility for all matters pertaining to the condition and maintenance of the trail corridor, Including supporting structures for which the Club has responsibility.

Section 10. The Community Outreach Director shall seek and maintain formal partnerships with communities, schools and youth organizations in an effort to engage the general public in the interests of the Club.

Section 11. All officers and directors may have additional duties and powers as designated by the President or the Board of Directors. All officers and directors shall be responsible to the Board of Directors in carrying out the duties pertaining to such offices.

## Article VII. COMMITTEES

Section 1. The work of the Club will be carried forth by structured committees. The duties of all committees may be defined by the President and the Board of Directors. All committees shall report to the Board of Directors at such time and in such manner as it shall designate, and shall also report to the membership at the annual Business Meeting, and shall submit a year-end written report to the Secretary/Historian to be filed in the archives.

Section 2. Ad-hoc committees may be appointed at the discretion of the President or the Board of Directors and shall carry on such work as may be designated and deemed necessary for a specific purpose or project and shall continue in existence until such designated work has been accomplished.

Section 3. Members of committees shall be appointed by the respective committee chair in consultation with the President.

## Article VIII. MEETINGS

Section 1. A meeting of the entire Club, to be known as the "Annual Business Meeting," shall be held on or about October 1st of each year. The principal business of this meeting shall be the election of officers and a director-at-large, and the presentation of reports by the officers and committee chairmen.

Section 2. The President may call any other meetings of the entire Club which may be deemed advisable, and shall be required to call a meeting of the entire Club within three weeks upon petition, submitted in writing, by 10% of the active members of the Club.

Section 3. No meeting of the entire Club shall be called for business unless at least 15 days advance notice is given. Notice may be given either by special mailing to the membership or by publication in the Club bulletin.

Section 4. A quorum for the conduct of business at a meeting of the membership shall consist of not less than 35 of the active members of the Club present in person or by proxy.

Section 5. A majority of the votes cast at any duly called meeting of the entire Club shall be considered the will of the whole Club, unless the By-Laws otherwise provide.

Section 6. The Board of Directors shall have the right to limit attendance at any meeting or outing of the Club. Official business may not be transacted at any meeting at which attendance of members has been limited.

Section 7: The Secretary of the Club shall maintain a form which may be used by an active member for naming a proxy to appear for the member and vote for the member at a meeting. All proxies to be valid must name the member issuing the proxy and have that member's signature and have clearly stated the name of the person who is the proxy. For a proxy to be valid it must be delivered to the Secretary of the Club at or before the commencement of the meeting for which it is to be effective. The proxy shall clearly state the date of the meeting for which the proxy is effective.

#### Article IX. NOMINATIONS AND ELECTIONS

Section 1. On or before the May Board meeting, a Nominating Committee of seven or more active members of the Club shall be selected by the President and approved by the Board of Directors to select candidates for the election of officers and directors at the Annual Business Meeting of the Club. A minimum of seven members of this Committee must meet to select a slate of officers and directors as candidates to be presented at the Annual Business Meeting. The Nominating Committee shall report its selection to the President. The names of the nominees shall be published in the September issue of the Club bulletin.

Section 2. The exact date, place and time of the Annual Business Meeting for the election of officers shall be set by the Activities Committee, and all voting members shall be notified in writing at least two weeks in advance of the meeting. Publication of such information in the Club bulletin shall be deemed in compliance with this requirement. Any member who does not expect to be present at the Annual Business Meeting may vote by notifying the Secretary/Historian, in writing in advance of the meeting.

Section 3. Nothing In the previous sections shall preclude nominations from the floor of candidates for officers or directors-at-large of the Club. Ample time and opportunity for such nominations shall be allowed at the Annual Business Meeting.

Section 4. In the event of a contest for any office, the President shall appoint no fewer than four tellers to count the vote for elections of officers at the Annual Business Meeting.

Section 5. Any candidate for office receiving a majority of the votes cast at the Annual Business Meeting, including absentee votes cast in accord with the provisions of Section 2 of this Article, shall be declared elected. In case a majority of votes shall not have accrued to any candidate for a given office, the vote for that office shall be taken again between the two candidates previously receiving the largest number of votes; the candidate receiving a majority of the votes thus cast shall be declared elected.

Section 6. Board members elected at the Annual Business Meeting shall be installed at a meeting of the Club In December. The President shall appoint one of the directors-at-large or another member of the Club qualified to be a director-at-large of the Board to install the newly elected board members at this meeting.

Article X. AUDIT AND ACCOUNTING

Section 1. By July 1, books and financial records of the Corporation for the previous fiscal year shall be audited by a competent person or firm designated by the President. The books and audit reports shall be available for inspection by any member having a legitimate interest in the financial affairs of the Corporation.

Section 2. The accounting period for this Corporation shall be fiscal year beginning January 1st.

Article XI. ADOPTION AND AMENDMENT

Section 1. These By-Laws shall become effective on the date of their ratification by a two-thirds vote of the active members voting in person or by absentee vote.

Section 2. A copy of the By-Laws shall be submitted to the membership at least fifteen (15) days prior to the date of the meeting at which the vote shall be taken, and they shall be accompanied by a report and recommendation to the membership by the Board of Directors. In the event any one or more of the Board shall not find themselves in agreement with the majority report, they shall have the right to prepare and have included with the majority report to the membership a minority report and recommendation.

Section 3. Amendments to these By-Laws may be proposed by any four members of the Board of Directors or by 10% of the active members of the Club. All proposed amendments shall be submitted in writing to the Board of Directors who shall, in turn, submit them, accompanied by a report of the Board of Directors containing its recommendations. A two-thirds majority of votes cast at the meeting called for the purpose of voting on any such amendments, in person or by proxy, shall be required to amend these By-Laws. The notice of any such meeting shall clearly state that a proposed amendment to the By-Laws will be considered and contain a copy of the proposed changes.

Original Constitution and By-Laws adopted March 6, 1932.  
Amended January 25, 1933.  
Revised January 27, 1937, and amended 1937, and 1938.  
Revised May 19, 1958.  
Revised October 16, 1965.

After incorporation of the Club on December 10, 1968  
By-Laws adopted May 2, 1969.  
Revised February 27, 1970.  
Revised October 9, 1980.  
Revised October 15, 1982.  
Revised October 16, 1984.  
Revised October 16, 1991.  
Revised October 12, 2002.  
Revised October 1, 2011

**RECOMMENDED PROXY FORM**

**GEORGIA APPALACHIAN TRAIL CLUB, INC.**  
**PROXY FORM**

I, \_\_\_\_\_ the undersigned active member of the Georgia Appalachian Trail Club, Inc. do hereby constitute and appoint \_\_\_\_\_ to be my proxy at the meeting of the membership of the Georgia Appalachian Trail Club, Inc. scheduled for \_\_\_\_\_ (date) to vote on all issues in my place and stead as though I was personally present at said meeting. This proxy may be revoked by me at any time subsequent to the date hereof by delivering to the Secretary of the Georgia Appalachian Trail Club, Inc. a written notice of such revocation prior to the start of the above referenced meeting.

This \_\_\_\_\_ day of \_\_\_\_\_, 2002.

\_\_\_\_\_  
Active Member