

HAWAIIAN TRAIL AND MOUNTAIN CORPORATION BYLAWS April 2, 2017

ARTICLE I: NAME

The name of this organization shall be the Hawaiian Trail and Mountain Corporation.

ARTICLE II: PURPOSE

The purpose of this organization shall be to preserve, to stimulate an interest in, and to familiarize its members and guests with, Hawaii's forest and mountainous areas, and with places of scenic, scientific, and historical interest; to promote their protection and preservation and an awareness of responsibility for good conservation practices; to encourage hiking, camping, mountain climbing, and other outdoor activities and the spirit of good fellowship among its members and guests, and to enlist the cooperation of individuals, private concerns, and government agencies in carrying forward these activities.

ARTICLE III: MEMBERSHIP

1. Any person at least eighteen years of age and interested in the objectives of this corporation is eligible for membership as provided in these bylaws.
2. Members shall be classified as regular, associate, and honorary.
3. Regular Member: Applicant must have completed within the twelve (12) months preceding the date of application one of the following requirements:
 - a. three (3) scheduled club hikes
 - b. two (2) scheduled club hikes and one scheduled club trail maintenance event
 - c. one (1) scheduled club hike and two (2) scheduled club

trail maintenance events.

4. Associate Member: Applicant must within the twelve (12) months preceding the date of application have participated in at least three club functions, or in one club function and show proof of current membership in another outdoor club.

5. Honorary Member: The Board of Directors may confer a twelve (12)-month membership on any non-member who has given special service to the club.

6. Privileges:

All members enjoy the same privileges, except that honorary and associate members are not entitled to vote, hold office, or endorse membership applications.

7. Obligations:

A. Regular and associate members either pay annual dues or make a single lifetime payment, as set forth in Article IV.

B. Honorary members pay no dues.

C. Regular and associate members whose dues are not paid by March 1 in any given year automatically forfeit membership.

8. Election to Membership:

A. Candidates for membership file with the Membership Committee an application endorsed by two regular members accompanied by the prescribed dues.

B. The Membership Committee reviews the application and recommends or not recommends to the Board that the applicant be admitted to membership.

C. The Board of Directors may, by majority vote, admit the applicant to membership.

D. Associate members who wish to become regular

members must satisfy the requirements set forth in Section 3 and apply for regular membership as set forth in Section 8 A.

9. Suspension and Expulsion:

A. A member may be expelled from the club by a three-fourths (75%) vote at an annual or special meeting provided that a formal written complaint against that member has been endorsed by five (5) members and delivered to the Board of Directors. At least fifteen (15) days prior to the annual or special meeting, the member must be served with a copy of the complaint and the membership must be notified of the meeting as set forth in Article VII, Section 3.

B. The Board of Directors may suspend for up to six (6) months a member's privileges, except for the right to seek redress or vote (if a regular member).

10. A person who forfeits membership because of non-payment of dues may be reinstated upon payment of full (non-prorated) dues for the current year, provided that not more than 3 years have elapsed since January 1st of the year of forfeiture. Reinstatement requests are reviewed by the Membership Committee and forwarded to the Board of Directors for action. After 3 years, application for membership must be made as set forth in Sections 3, 4, and 8 above.

11. All members have the right to examine the club records and to attend meetings of the Board of Directors, at which they may be asked to participate in discussions but are not eligible to vote.

ARTICLE IV: FINANCES

1. Dues

A. The annual dues for regular and associate members are determined by the Board of Directors annually at its September meeting except as set forth in paragraphs C and D below.

B. A single lifetime payment for a regular or associate member shall be twenty (20) times the full annual dues; however, a regular or associate member who has paid annual membership dues for at least ten (10) years may acquire a lifetime membership by paying ten (10) times the full annual dues.

C. Regular and associate members living at the same address in a family or partner relationship may pay as follows: One member pays full annual dues (or makes a single lifetime payment) and each additional member pays one half (50%) annual dues.

D. In recognition of outstanding service to the club, permanent exemption from annual dues may be conferred upon any regular member, provided that he or she has been a regular member for at least 15 years, by a three-fourths (75%) vote at any annual meeting.

2. Dues for members elected to membership between April 1 and December 31 are prorated quarterly.

3. The fiscal year shall be January 1 to December 31 inclusive.

4. The club maintains a general operating fund, which is managed by the Board of Directors (see Article V, Section 8-C).

5. The membership or the Board of Directors may establish and define special-purpose funds separate from the operating fund for club-related activities such as, but not limited to, clubhouse maintenance, clubhouse replacement,

trail construction, education, conservation, and endowment.

6. Special-purpose funds created by the Board of Directors must be ratified by the membership at the next annual meeting or at a special meeting called for that purpose. Special-purpose funds created or ratified by the membership can be modified or dissolved only by the membership.

ARTICLE V: BOARD OF DIRECTORS

1. The Board of Directors shall consist of no more than nine (9) and no fewer than seven (7) members. A Director's term of office shall be three (3) years or until a successor is elected. Three (3) directors shall be elected each year at the annual meeting, provided that there are sufficient candidates. Election is by plurality vote, by ballot. New directors assume their duties at the first board meeting after the annual meeting.

2. If any director is absent from three (3) consecutive meetings of the Board, or from five (5) meetings in any twelve (12)-month period, the Board must vote on whether to remove or retain that Director. If a majority of the Directors votes for removal, the Board must temporarily fill the vacancy pursuant to Section 8 A below. At the next annual meeting, a director must be elected to fill the remainder of the term. The former director is eligible to re-fill the position.

3. If there is only one (1) nominee for an office, the presiding officer instructs the secretary to cast the elective ballot for the nominee.

4. At its first regular meeting following the annual meeting, the Board elects and appoints the club officers and appoints the standing committee chairs. Elected officers consist of a

president, vice-president, recording secretary, treasurer, accountant, and insurance coordinator. Appointed officers consist of hike coordinators. The hike coordinators, secretary, accountant, and insurance coordinator need not be members of the Board but must be members of the club. Hike coordinators and standing committee chairs may be appointed or removed as needed at any subsequent meeting of the Board.

5. A simple majority of the members of the Board constitutes a quorum for the transaction of business.

6. Regular meetings of the Board are held once a month at a time and place designated by the Board.

The Board may choose to allow no more than two members at any regular or special Board meeting to be present via electronic means, provided that both voice and image contact are provided.

7. Special meetings of the Board may be called at any time by the president provided that all directors are notified in advance.

8. The Board of Directors

A. Within sixty (60) days fills any vacancy in an elective office, the term of which ends at the next annual meeting;

B. Sets up standing rules governing activities of the club and has power and authority over affairs of the club in the interim between annual meetings. Such standing rules and decisions of the Board are subject to the action of the club, and none of the acts of the Board may be in conflict with the bylaws or with any action taken by the membership;

C. Has the power to incur all operating expenses, provided that such expenses or liabilities do not exceed the current income; provided also that no single expenditure is made in

excess of two thousand (2000) dollars without the approval of the membership, except as provided in Article VI, Section 5-C, or for an emergency expense for which there is not enough time to call a membership meeting;

D. Has the power to make monetary donations to other organizations, provided that no single donation is made in excess of one thousand (1000) dollars, without the approval of the membership.

9. Any action of the Board may be submitted to the membership for ratification, amendment, or rejection at an annual meeting or at a special meeting called (pursuant to Article VII) for that purpose.

ARTICLE VI: DUTIES OF OFFICERS

1. The President

A. Presides at all meetings of the club and Board of Directors;

B. Signs, with the treasurer, all warrants for the disbursement of money, and signs all other documents authorized by the club;

C. Appoints an auditor at least two (2) months before the annual meeting, who audits the records of the treasurer and submits a written report at the annual meeting immediately following the treasurer's annual report;

D. Is a non-voting member ex officio of all committees.

2. The Vice President assumes the duties of the president in the absence of, and when directed by, the president and, in the absence of the treasurer, countersigns, with the president, checks for authorized expenditures.

3. The recording secretary

A. Records the proceedings of the club and Board of Directors and posts them on-line;

- B. Receives and files all hard-copy reports of the club officers and committee chairs;
- C. Obtains from the membership chair a list of current members and distributes electronic copies to the membership before the end of April each year;
- D. Distributes electronically to members the minutes of the previous year's annual meeting at least fifteen (15) days before the current annual meeting;
- E. Notifies the membership at least fifteen (15) days in advance of any special meeting called in accordance with Article VII, Section 3;
- F. Is the authorized secretary of the corporation.

4. The Treasurer

- A. Has charge of all club funds;
- B. Has custody, jointly with the president and vice president, of the club's bank lockbox;
- C. Disburses funds only with the approval of the Board of Directors, or the membership, except to make prompt payment of recurring and mandatory bills;
- D. Countersigns with the president or the vice president all checks for authorized expenditures except as provided in Article VI, Section 2;
- E. Receives all bills to be paid with club funds and, when paid, furnishes the accountant with a record of such payments;
- F. Submits a financial report at each Board meeting and at the annual meeting;
- G. Maintains a historical record of all actions pertaining to special-purpose funds.

6. The Accountant

- A. Attends meetings of the Board and membership;

- B. Ensures the prompt deposit of all incoming funds into the appropriate club account;
- C. Receives from the treasurer an account of all amounts paid with club funds;
- D. Records all funds received and all payments in a ledger;
- E. Preserves all financial records of the club for audit and for four (4) years thereafter, except as directed by the Board;
- F. Is responsible for the keys to the club's post office box and distributes the mail to the appropriate club officials in a timely manner.

7. The Insurance Coordinator recommends to the Board the club's insurance coverage levels, appropriate policies, and carriers.

8. Hike Coordinators

- A. Assemble hikers at the designated meeting places, give directions to the trailheads, and provide a short description of the hike routes;
- B. Inform hikers of the club's hiking policies and procedures;
- C. Determine and announce a turn-around time;
- D. Require that all hikers sign the club Policies, Procedures and Waiver Form, include their telephone and vehicle license plate numbers, and sign any other waivers or permissions as necessary;
- E. Collect any donations from guest hikers and submit them to the treasurer;
- F. Report to the Trails Committee concerning the hike, including any unusual circumstances or concerns.

8. Outgoing elected officers must deliver to their successors all electronic and hardcopy records, books, documents, and

any property belonging to the club immediately after the election of officers.

9. Each elected officer and standing committee chair must submit a written report for the annual meeting.

ARTICLE VII: MEETINGS

1. The annual meeting of the general membership is held on the first Sunday of April, unless otherwise directed by the Board, for the purpose of elections, receiving reports of the officers and committees, and for any other business that may arise.

2. Unless suspended by a two-thirds (66.6%) vote, the order of business at the annual meeting shall be

1. Annual report of officers
2. Report of auditing committee (after treasurer's report)
3. Annual reports of standing committees
4. Reports of special committees
5. Unfinished business
6. New business
7. Elections

3. Special meetings of the general membership are called by the president at the request of the Board of Directors or any fifteen (15) members. No other business may be considered except that business provided for in the call. Such special meetings are to be convened no later than thirty (30) days after the request has been delivered to the Board of Directors, and the membership must be notified electronically at least fifteen (15) days in advance of the special meeting.

4. Twenty-five (25) regular members present at any meeting of the general membership constitute a quorum for the transaction of business.

ARTICLE VIII: COMMITTEES

1. Committees serve under the authority of the Board of Directors.
2. The acts and decisions of committees may not be in conflict with the bylaws or the standing rules and may be revoked by the Board.
3. Committee chairs select their committee members.
4. Committee meetings are open to all club members.
5. Upon relinquishing the chair of a committee, the outgoing chair must deliver to the Board of Directors any electronic and hard-copy records, books, documents or other club property pertaining to that position.
6. Standing Committees
 - A. The Schedule Committee provides a schedule of hikes and campouts for electronic distribution to the membership and public relations recipients.
 - B. The Trails Committee provides a pool of trained hike coordinators to conduct hikes and campouts; proposes hiking events to the Schedule Committee; arranges hike coordinators for hikes and campouts; secures permission as needed for hikes and campouts; receives from the hike coordinators all reports concerning hikes and campouts; provides to the accountant a list of participants for each hike and campout, together with any donations collected; maintains historical data on hikes, campouts, and coordinators.
 - C. The Entertainment Committee prepares programs for social affairs and collects any charges that may be made for such entertainment.
 - D. The Books and Records Committee oversees and manages the club's digitalized and hard-copy collection of

books, maps, photographs, historical records, and related media; and maintains a record of the club's activities.

E. The Public Relations Committee provides the media with information concerning the club's activities and takes other actions to improve the public relations of the club.

F. The Clubhouse Committee supervises the clubhouse resident, monitors clubhouse use, and oversees the collection of all clubhouse fees.

G. The Membership Committee promotes and arranges for new members; receives all applications for membership; evaluates the qualifications as required in Article III, Sections 3 and 4; notifies new members of their election to the club and supplies them with standard information at that time; maintains an up-to-date electronic file of names and addresses of members; and notifies members when dues are payable and when delinquent.

H. The Conservation Committee promotes and encourages conservation activities, including the preservation of places of scenic, scientific, and historic interest. Any statement of policy made in the name of the club may be made only with the prior approval of the Board of Directors or the membership.

I. The Property Maintenance Committee oversees the maintenance of the club's real property and equipment.

J. The Newsletter Committee produces the club's newsletter.

K. The Investments Committee oversees the club's investment portfolio and reports to the Treasurer.

L. The Trail Maintenance Committee coordinates scheduled maintenance of trails.

M. The Endowment Fund Committee receives and

administers bequests, endowed estate, insurance, and other assets.

The committee ensures that endowment funds and property are kept and maintained separate, distinct, and independent from the funds and property otherwise belonging to the club. The committee maintains a record of all endowments to the fund.

Expenditures from the Endowment Fund may normally only be taken from the interest accrued and not from the principal.

ARTICLE IX: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised govern the club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.

ARTICLE X: AMENDMENTS

These bylaws may be amended by a two-thirds (66.6%) vote at any annual meeting or at a special meeting called for that purpose, provided that electronic notice of the proposed amendments has been submitted to the members by an especially convened Bylaws Committee at least fifteen (15) days in advance of the meeting at which the vote is to be taken.

The Bylaws Committee must be composed of no more than seven (7) and no fewer than five (5) club members, at least two (2) of whom are former directors. The chair must not be a current director, nor may more than two (2) current directors serve on the committee. The provisions of this paragraph are deemed unnecessary when the only change is to the dollar amount in Article V limiting single

expenditures by the Board of Directors.