

**CHIEF NOONDAY CHAPTER
NORTH COUNTRY TRAIL ASSOCIATION
Bylaws Revised & Adopted May 13, 2009**

ARTICLE I - PURPOSE

The purpose of the Chief Noonday Chapter of the North County Trail Association (NCTA) is to support the mission of the NCTA in the Counties of Allegan, Barry, Eaton, Van Buren, Kalamazoo and Calhoun, Michigan, and to build, maintain, support and promote the North Country National Scenic Trail.

ARTICLE II - MEMBERSHIP

Membership in Chief Noonday Chapter shall be effected and renewed through membership in the North Country Trail Association with the designation of Chief Noonday Chapter for chapter membership. All interested persons are welcome to take part in all chapter activities; however, only members of Chief Noonday Chapter and the North Country Trail Association shall hold office in Chief Noonday Chapter or vote in Chapter proceedings.

ARTICLE III - MEETING OF MEMBERS

Section 1 - Quorum

A quorum for all membership meetings shall be seven (7) members including at least three (3) Officers and/or Directors. A quorum shall be required for voting on matters requiring the expenditure of funds, the election of Officers or Directors, or the approval of amendments to these by-laws or to the structure or organization of the Chapter.

Section 2 - Regular and Special Meetings

The Chapter's Board of Directors shall determine the time and place of all meetings and provide sufficient advance notice to the membership. At least two weeks' notice shall be provided for Special Meetings.

Section 3 - Annual Meetings

An Annual Meeting shall be held at a time and place designated by the Chapter's Board of Directors. Unless otherwise specified, the default date for the Annual Meeting shall be the second Wednesday of May in each year. The purpose of the Annual Meeting shall include elections when due, review of accomplishments, and setting of goals for the next year.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Composition

The Chapter's Board of Directors shall consist of at least seven members, who shall include the elected Officers of the Chapter. The size of the Board may be increased (or decreased to no less than seven) at any time by a vote of the membership, provided that such increase or decrease shall be confirmed by a vote of the membership at the next regular monthly Chapter meeting. The immediate Past President of the Chapter shall automatically be a member of the Board.

Section 2 - Election and Term of Directors

Except for the immediate Past President, each member of the Board of Directors shall serve until the next Annual Meeting held in an even year, at which time all Directors are elected. Any vacancies shall be filled at

the next regular meeting of the membership. The immediate Past President of the Chapter shall remain a member of the Board until there is a new immediate Past President.

Section 3 - Function

The Board of Directors shall determine policies, nominate Officers and Directors for election by the general membership, and undertake any other acts authorized by the membership of the Chapter.

Section 4 – Maintaining a Functioning Board

Directors shall be actively involved in Chapter programs and activities in fulfillment of its mission to promote the North Country National Scenic Trail and the North Country Trail Association. If a Director fails to attend Chapter functions or contribute in any way to the mission of the Chapter over a three-month period, the Chapter President shall communicate with the Director to determine whether the Director wishes to remain on the Board. If the lack of attendance or participation continues for another three months, the seat on the Board shall be declared vacant and the Director shall be replaced, with our thanks for his or her service.

ARTICLE V - OFFICERS

Section 1 - Election and Term of Officers

- (a) The elected Officers of the Chapter shall consist of a President, a Vice President for Administration, a Vice President for Trails, a Treasurer, and a Secretary. At the time of elections before voting takes place, the offices of Treasurer and Secretary may be combined for the ensuing term by affirmative majority vote.
- (b) The President shall serve a term of up to two years and may be elected to serve no more than three (3) consecutive terms in that office. The other Officers shall each serve renewable terms of up to two years.
- (c) All Officers shall be elected at the Annual Meeting held in an even year.
- (d) Except for a vacancy in the office of President, provided for in Article V, Section 2, any vacancies shall be filled at the next regular meeting of members.

Section 2 - Duties

- (a) The affairs of the Chapter shall be managed by its Officers and Directors. The President shall be the principal officer of the Chapter. In the event of the absence of the President, one of the Vice Presidents may take over his duties. The Vice President for Administration shall oversee the business operations of the Chapter. The Vice-President for Trails shall oversee trail building and maintenance operations of the Chapter. The Treasurer shall oversee the finances of the Chapter. The Secretary shall record, publish and preserve the minutes of the Chapter meetings and serve as Chapter historian.
- (b) Should the office of President become vacant, the Vice President for Administration shall assume the duties of President until an election for a new President is held. The election shall be held no later than the second regular meeting following the onset of the vacancy, with four (4) weeks' notice to members.

ARTICLE VI - MISCELLANEOUS

Section 1 - Amendments

These By-laws may be amended or repealed by a majority vote of members present at a Regular or Special Meeting for which a formal agenda stating the purpose of amending or repealing the By-laws has been sent out at least two weeks in advance — provided that such amendment or repeal, following submission, shall have

undergone discussion at the two regular meetings immediately preceding the meeting in which it is subjected to vote.

Section 2 - Removal of Directors or Officers

Without prejudice to the provisions of Article IV, Section 4, any Officer or Director may be removed from office by a majority vote of members present at a Special Meeting duly called for the purpose of removing such Officer or Director.

Section 3 - Committees

(a) The Chairperson of a Committee shall be responsible for all activities of the Committee. Except as provided in subsection 3b, a Chairperson shall be nominated by the President and elected by the Board of Directors.

(b) The following shall be Standing Committees of the Chapter:

1. Trail management — chaired by the Vice President for Trails *ex officio*
2. Programs
3. Hikes
4. Newsletter
5. Membership
6. Web site & Publicity

(c) *Ad hoc* Committees and their Chairs shall be appointed/removed by the President of the Chapter as deemed necessary to fulfill the purposes and functions of the Chapter.

Section 4 - Conflict with N.C.T.A. By-laws or I.R.S. Regulations

In the event of a conflict between these By-laws and those of the North Country Trail Association (NCTA), the NCTA By-laws shall prevail. The NCTA is a tax exempt organization as defined by IRS code section 501(c)(3), and in the event of a conflict between these By-laws and those undertakings of the NCTA necessary to maintain such status, the undertakings of the NCTA shall prevail. Any conflict with IRS Regulations shall be promptly resolved to ensure compliance.