

By -Laws of the Spirit Of The Woods Chapter  
of the  
North Country Trail Association

Contents

As approved on April 13, 1999  
And revised January 11, 2007

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Article I  
Purpose

Section 1. PURPOSE

The purpose of the Spirit of The Woods Chapter of the North Country Trail Association is to support the mission of the North Country Trail Association and maintain the section of the North Country National Scenic Trail designated by the Chapter Charter.

Article II  
Members

Section 1. CLASSES OF MEMBERS

The classes of members and the rights and privileges of each class shall be determined by the NCTA Board of Directors.

Section 2. ADMISSION

An applicant shall be granted membership in the Chapter only upon making application and paying appropriate dues therefore to the North Country Trail Association.

Section 3. VOTING RIGHTS

Each member regardless of class of membership shall be entitled to vote on each matter submitted to vote of the members.

#### Section 4. SUSPENSION OR EXPULSION OF MEMBERS

The members of the Chapter are empowered to pass a resolution suspending or expelling a member from this chapter for any valid reason. A lapse in payment of dues for more than 90 days shall result in suspension of membership without action of the membership.

#### Section 5. TRANSFER OF MEMBERSHIP

No membership in this chapter is transferable or assignable.

### ARTICLE III

#### Meeting of Members

##### Section 1. REGULAR MEETING

A Regular Meeting of the Members shall be held at a time to be selected by the Chapter Executive Committee for the purpose of electing officers and for the transaction of other business as comes before the Meeting.

##### Section 2. SPECIAL MEETINGS

Special Meetings of the members may be called by the President and one other officer of the Board of Directors or not less than 1/20th of the members.

##### Section 3. PLACE OF MEETINGS

The Executive Committee may designate any place as a place of meeting for any regular meeting or any special meeting called by the Executive Committee.

##### Section 4. NOTICE OF MEETINGS

###### A. Regular Meeting

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered either personally or by U.S. mail, or e-Mail, to each member entitled to vote at such meeting no fewer than seven days and no more than 30 days before the date of the meeting, by or at the direction of the President and one other officer of the Executive Committee.

###### B. Special Meeting

In the case of a special meeting or when required by the statute or By-Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his, her, or it's address as it appears on the records of the chapter, with postage thereon prepaid, or by e-Mail if acceptable by the member and so indicated in advance in the records of the chapter.

##### Section 5. QUORUM

5 members shall constitute a quorum.

## Section 6. PROXIES

At any meeting of the members, a member entitled to vote may vote by a written proxy. No proxy shall be valid after one year from its date of execution unless otherwise provided in the proxy. E-mail will be acceptable if accepted as an appropriate means by the member in the records of the chapter.

## Section 7. MAIL BALLOT

Any vote of a member may be made at any meeting called for any purpose by mail on a form prepared and sent to that member by the Secretary or President of the chapter and signed by the member and returned to the Secretary or President indicating the member's vote on any question or resolution posed or recommended the Executive Committee. E-mail will be acceptable if indicated as an acceptable mode by the member, in the records of the chapter.

## Article IV Officers

### Section 1. OFFICERS

The officers of the Chapter shall be a President, a Vice President, a Secretary, and a Treasurer and shall act as the Executive Committee. Chapter membership may elect or appoint such other Assistants, as it shall deem desirable, such positions to have the authority to perform the duties prescribed from time to time by the Chapter Executive Committee.

### Section 2. ELECTION AND TERM OF OFFICERS

The officers of this Chapter shall be elected by the Chapter membership and shall take office at the end of the regular Meeting at which they were elected. They shall serve a term of two (2) years and may be re-elected to the same office once in succession. Elected officers shall serve until replaced.

### Section 3. QUALIFICATIONS

Officers shall be individual members in good standing, who have a desire and willingness to forward the purposes of the Chapter and chapter and are willing to perform the duties specified in these By-laws.

### Section 4. REMOVAL

Any officer elected by the Chapter membership may be removed by a majority vote of the Chapter membership. Removal may be with or without cause whenever, in the judgment of the members, the best interests of the Chapter would be served thereby.

### Section 5. VACANCIES

Any vacancy occurring in the Executive Committee because of death, resignation, removal, disqualification or otherwise shall be filled by election at the next regular membership meeting. The electee may then stand for election for any remaining years of the term.

### Section 6. PRESIDENT

The President shall be the principal officer of the Chapter and shall in general supervise and control all of the business and affairs of the Chapter. The president shall perform all duties

incident to the office of President and such other duties as may be prescribed by the Chapter membership from time to time.

#### Section 7. VICE PRESIDENT

A. In the absence of the President or in the event of his or her inability or refusal to act, the duties of the President shall be performed by the Vice President. In the event of his or her inability or refusal to act the Secretary shall perform the duties of the President. Either Vice President or Secretary when so acting shall have all the powers of, and be subject to all restrictions upon the President.

B. The Vice President shall assist overseeing and administering the business operations of the Chapter and shall perform such other duties as may be assigned by the President or the Board of Directors.

#### Section 8. TREASURER

He or she shall have charge of and be responsible for tracking all funds for the Chapter; receive and give receipts for monies due and payable to the Chapter from any source whatsoever; and, in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the President.

#### Section 9. SECRETARY

The Secretary shall keep the minutes of the meetings of the members in one or more books provided for this purpose, see all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the Chapter records; keep a register of the address of each member which shall be furnished to the Secretary by such members; and, in general, perform all duties from time to time may be assigned to him or her by the President.

#### Section 10. ASSISTANT TREASURER AND ASSISTANT SECRETARIES

The Assistant Treasurer and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President of the Chapter.

#### Section 11. GENERAL POWERS

The affairs of this Chapter shall be managed by its Officers.

#### Section 12. LIABILITY OF OFFICERS

An Officer is required to refrain from fraud, bad faith, self dealing, and transactions involving material conflicts of interest (duty of loyalty) and to exercise his or her business judgment on an informal basis (duty of care). An Association member or the chapter itself may pursue an action against a Officer for monetary damages only if there is evidence of a breach of duty of loyalty, a failure to act in good faith, intentional misconduct, a knowing violation of law, an improper personal benefit, a "grossly negligent" business decision, an illegal distribution of assets, or an improper loan. The chapter will assume liability to any person - other than Association members or the chapter itself - for acts or omissions of a Chapter Officer only when such acts are undertaken in the good faith performance of the Officer's duties.

#### Section 13. COMPENSATION

Officers as such shall not receive any stated salaries for their services, expenses of office, including but not limited to travel, phone, and mailings may be allowed,- but nothing herein

contained shall be construed to preclude any Officer from serving the chapter in any other capacity and receiving compensation therefor.

#### Section 14. QUORUM

A majority of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Board.

#### Section 15. MANNER OF ACTING

The act of the majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee unless the act of a greater number is required by law or by these By-Laws.

### Article V Committees

#### Section 1. EXECUTIVE COMMITTEE

Internal management and conduct of the business of the Chapter shall be vested in an Executive Committee composed of the elected officers of the chapter and volunteer/appointed positions including Newsletter Editor, Trail Council Representative and Trail Work Coordinator; and other volunteer/appointed positions as the Executive Committee sees fit with the approval of the members of the chapter. All members of the Committee shall be members of the Spirit of the Woods Chapter of the North Country Trail Association.

The Executive Committee may act by unanimous written agreement of its members, or by a majority vote of its members at any regularly called meeting of which all members have had reasonable notice. The Committee shall, at each regular meeting of the Chapter membership, and from time to time when requested by the NCTA Board, make a full report of all business transacted by the Committee.

#### Section 2. OTHER COMMITTEES

Other Committees not having and exercising the authority of the Board of Directors in the management of the chapter may be designated by a resolution adopted by a majority of the Chapter members at a meeting and appointed by the President. Other Committees shall be comprised of Officers and/or members. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Chapter shall be served by such removal.

#### Section 3. CHAIRPERSON

One member of each committee shall be appointed chairperson by the President, or by the committee members, as authorized by the President.

#### Section 4. VACANCIES

Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of the original appointment.

#### Section 5. QUORUM

Unless otherwise provided in the resolution of the Officer designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting shall be the act of the committee.

## Section 6. RULES

Each committee may adopt rules for its own government not inconsistent with these By-Laws or the rules and By-Laws adopted by the NCTA Board of Directors.

## Article VI

### Contracts, Checks, Deposits and Funds

#### Section 1. CONTRACTS

The Chapter Membership may not authorize any officer of the Chapter, in addition to the officers so authorized by these By-Laws, to sign any license or contract or any instrument in the name of and on behalf of the Chapter or Chapter. Authorization may only be given by the NCTA Board of Directors.

#### Section 2. ORDERS FOR PAYMENT

All orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Chapter shall be signed by such officer or officers of the Chapter and in such manner as shall be from time to time be determined by resolution of the Chapter Membership, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the chapter.

#### Section 3. DEPOSITS

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter by the North Country Trail Association. The North Country Trail Association is to make a reporting of said credits from time to time as requested by the Executive Committee.

#### Section 4. GIFTS

The Chapter may not accept on behalf of the Chapter or chapter any contribution, gift, bequest, or devise for the general purposes or any special purpose of the chapter without the expressed authorization of the NCTA Board of Directors. Gifts are recognized by the NCTA to the giver by written document for IRS purposes but may be transferred to the Chapter Account.

## Article VII

### Amendments

#### Section 1. POWER OF MEMBERS TO AMEND BY-LAWS

The By-Laws of this Chapter may be amended, repealed, or added to, or new By-Laws may be adopted by the vote or written assent of a majority of the Chapter members entitled to vote or by the vote of a majority of a quorum at a meeting duly called for the purpose according to the articles of By-Laws.

## Article VIII

### Miscellaneous

#### Section 1. BOOKS AND RECORDS

This Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members and committees. All books and records of the Chapter may be inspected by any member, or his, her attorney, for any proper purpose at any reasonable time.

#### Section 2. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Articles of Inchapter or By-Laws of the chapter, a written waiver thereof signed by the person or persons entitled to such notice, either before or after the time stated therein, shall be deemed equivalent to the giving of such notice.