

**BYLAWS
OF
GREEN VALLEY RECREATION HIKING CLUB**

ARTICLE I. NAME

The name of the Club shall be *Green Valley Recreation Hiking Club*, a non-profit organization ("Club").

ARTICLE II. PURPOSE

The purpose of the Club shall be to provide safe and enjoyable group hiking for its members and for their guests, as defined in the Bylaws of Green Valley Recreation, Inc. ("GVR").

ARTICLE III. MEMBERSHIP

- A. All members in good standing of GVR are eligible to become members of the Club. All members of the Club shall comply with the provisions of the Green Valley Recreation Hiking Club Policy Manual, as amended from time to time.
- B. The annual meeting of the membership shall take place during the month of March or at such other time as shall be designated by the Board of Directors ("Board" or "BOD") at a time and place designated by the BOD.
- C. A majority of the BOD may call special meetings of the membership for any purpose and a special meeting shall be called upon written request signed by one-tenth of the members stating the purpose of such meeting.
- D. The members present at a meeting of the membership shall constitute a quorum for that meeting, and a vote of a majority of the quorum shall constitute action approved by the membership. Proxy voting shall not be permitted at meetings of the membership.
- E. The BOD shall provide notice of the annual and any special meeting of the membership at least two weeks prior to the date of such meeting. Notice may be given by such means as the BOD deems appropriate, including without limitation, posting on monthly hike schedules and/or posting on the Club's web site. Notice of a meeting shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. Names of the nominees presented by the Nominating Committee for election to the Board shall be announced at least two weeks prior to the election. By attending a meeting, a member waives any right to object to the meeting on the basis that proper notice was not provided.

ARTICLE IV. BOARD OF DIRECTORS

- A. The Board of Directors shall oversee all functions of the Club, including, but not limited to:
 - 1. Establishing and enforcing Club policies, including but not limited to standards for hiking safety and good conduct.

2. **Sponsoring and supporting Club activities.**
 3. **Adopting fees, authorizing expenditures and disbursing funds as required to operate the Club.**
 4. **Providing for an annual third party examination and analysis of the Club's financial records and transactions.**
- B. The BOD shall be comprised of nine directors elected by the membership and not more than four additional directors appointed annually by the BOD from among the membership. Except for directors appointed to fill vacancies pursuant to Section IV.G, of these bylaws, any director appointed by the Board shall serve for one year unless appointed for a second one-year term by the BOD. Appointment of a director by the BOD shall require an affirmative vote of at least two-thirds of the directors present.**
- C. At least three months prior to the annual meeting, the President shall designate a Chair of a Nominating Committee who shall then choose two other Club members to serve on the Nominating Committee. The Nominating Committee shall designate candidates for election to the Board and notify the Board of the designees at least three weeks prior to the annual meeting. Other Club members may also make nominations at the annual meeting provided that (1) the nominee is present at the annual meeting and agrees to serve, and (2) at least five other Club members present at the annual meeting endorse the nomination.**
- D. Directors elected by the members shall serve for three years. The expiration of terms of office shall be staggered so that three directors are elected each year at the annual meeting. No director shall be elected by the membership to more than two consecutive three-year terms.**
- E. The terms of newly elected directors shall begin upon the conclusion of the annual meeting at which they are elected, and the terms of the directors whom they succeed shall then end. Immediately after the annual meeting, the elected directors shall meet for the purposes of organization, the election of officers and the transaction of other business ("Organizational Meeting").**
- F. Any director may resign at any time by giving written notice to the Board or to the President, and the resignation shall be effective as of the date of receipt or at any later time specified in the notice.**
- G. As determined by the Board, any vacancy on the BOD shall be filled either by a candidate receiving a vote of at least two-thirds of the remaining directors or by the Board submitting a candidate(s) to a vote of the membership. The member(s) so appointed shall serve the remaining term of the director(s) being replaced.**
- H. The President, the Vice President or any three directors may call BOD meetings. The first meeting of the BOD following the Organizational Meeting shall be held no later than May 1. A quorum of two-thirds of the currently serving directors shall be present in order to conduct business, and except as otherwise provided herein with respect to the appointment of directors, the Hikemaster and the Assistant Hikemaster by an affirmative vote by at least two-thirds of the directors present, the vote of majority of the quorum shall constitute action by the Board. All directors shall receive at least one week's advance notice of all Board meetings, which notice may be given orally, in writing or**

electronically. By attending a meeting, a director waives any right to object to the meeting on the basis that proper notice was not provided. BOD meetings are open to all Club members.

- I. With the prior approval of the BOD, a director who cannot appear in person at a BOD meeting may participate in that meeting electronically via video or audio conferencing, provided that all directors physically present at the meeting are able to hear and be heard by the director participating electronically. The Board shall not be obligated to arrange for, provide or set up the necessary communications equipment to permit electronic attendance, and if appropriate conferencing equipment is not available, electronic attendance shall not be permitted. Electronic participation by a director in accordance with this section shall constitute presence by the director at that meeting. The minutes shall reflect which member(s) attended a meeting by electronic means.
- J. Any action that may be taken at a meeting of the BOD may be taken without a meeting if consent in writing (including electronic transmission), setting forth the action taken, is signed by all of the directors.
- K. No director shall receive compensation for any service rendered to the Club unless otherwise approved by the Board; however, any director may be reimbursed for actual expenses incurred in the performance of his or her duties.

ARTICLE V. OFFICERS

- A. At the Organizational Meeting the elected directors, by majority vote, shall elect from among them the President, Vice President, Secretary, and Treasurer. The President and Vice President shall not serve in those offices for more than two consecutive years.

Officer duties and responsibilities include:

- 1. The **President** shall preside at all meetings of the BOD and of the membership and shall carry out such other responsibilities as set forth in these Bylaws.
- 2. The **Vice President** shall preside at meetings in the absence of the President and shall carry out such other tasks as assigned by the President or the BOD. The Vice President shall serve as the Club's liaison with the Friends of Madera Canyon.
- 3. The **Secretary** shall record and preserve the minutes of all meetings of the BOD and of the membership and shall conduct such internal and external correspondence as may be directed by the BOD.
- 4. The **Treasurer**, at the direction of the BOD, shall see that all of the Club's monies are deposited in one or more checking, saving or equivalent type account(s) or financial instrument(s) bearing the Club's name and record the same. The Treasurer, President, Vice President and Secretary shall be authorized to sign Club checks, and the signature of any one of them is sufficient on any check. The Treasurer and the President shall have access to monthly bank statements. The Treasurer shall deliver the year end financial report to GVR and make interim financial reports as directed by the BOD. The Treasurer, at the direction of the BOD, is authorized to open deposit accounts, make arrangements with other financial firms, obtain debit cards for deposit accounts and/or credit cards as necessary to conduct Club transactions.

- B. **Assistant Secretaries and Assistant Treasurers may be selected by the Board at any meeting. They shall perform such duties of the Secretary or of the Treasurer in the absence or incapacity of either as the BOD may direct. Assistant Secretaries and Assistant Treasurers need not be members of the BOD, but unless they are elected or appointed directors, they shall not have the right to vote at meetings of the BOD.**
- C. **The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and Hikemaster. Any actions taken by the Executive Committee shall require a majority vote. The committee shall meet as required to review the affairs of the Club, exercising all of the duties and powers of the BOD. This shall include administration, financial matters, withdrawal of funds, and any other appropriate activities. The committee shall be authorized to expend Club funds up to a maximum of \$500.00 for any emergencies that may arise. A report of any and all actions taken and expenditures authorized by the Executive Committee shall be submitted to the BOD at its next meeting.**
- D. **Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice, and unless otherwise specified in the resignation notice, the acceptance of such resignation shall not be necessary to make it effective.**

ARTICLE VI. MEMBER SERVICES

- A. **Not later than the first meeting of the BOD following the Organizational Meeting, the BOD shall appoint a Hikemaster by the affirmative vote of at least two-thirds of the directors present. The Hikemaster shall serve on the BOD as an appointed director. The Hikemaster shall be responsible for ensuring the success of the Club's hike days by choosing the hikes, assigning the leaders and making hike-day decisions on any issue that might arise. The Hikemaster shall publish all hike bulletins each hiking month, select and oversee the training of all Hike Leaders and Assistant Hike Leaders, adopt and/or modify the frequency, grades and types of hikes, and ensure that Club policies and procedures are enforced by the Hike Leaders.**
- B. **Promptly following appointment, the Hikemaster shall nominate an Assistant Hikemaster to assist the Hikemaster in all of the Hikemaster's duties and to perform all duties of the Hikemaster in the Hikemaster's absence. The BOD shall appoint the nominated Assistant Hikemaster by an affirmative vote of at least two-thirds of the directors present. The Assistant Hikemaster shall serve on the BOD as an appointed director.**
- C. **The terms of the Hikemaster and Assistant Hikemaster shall commence upon appointment and shall continue until the earlier of their resignation or the appointment of a successor by the BOD. In the absence of both the Hikemaster and the Assistant Hikemaster, the Hikemaster shall designate a Hike Leader to perform the Hikemaster's duties during such absence. This designee shall not serve as a member of the BOD unless the designee is then an elected or appointed director.**
- D. **Not later than the first meeting of the BOD following the Organizational Meeting, the BOD shall select Club members in good standing to provide the following services for a period commencing at the time of their selection and ending upon the earlier of their**

resignation or the selection of a successor by the BOD. The persons so selected may be, but shall not be required to be, directors. Any Club member so selected who is not then a director may, at the discretion of the Board, be appointed as a director in accordance with Section IV.B of these bylaws; provided however, that no more than two persons providing any of these services who are not then serving as elected directors shall be appointed as directors.

1. **Awards:** The member(s) in charge of awards shall maintain a stock of awards and arrange for their distribution when earned.
 2. **Social Activities:** The member(s) in charge of social activities shall be responsible for all pot-luck suppers and any other social activities of the Club including arranging an annual leader recognition event and arranging for refreshments at member meetings.
 3. **Orientation:** The member(s) in charge of orientation shall chair a committee that is responsible for instructing prospective new Club members with basic information of Club policies, procedures, equipment and preparation required for participation on Club hikes.
 4. **Membership:** The member(s) in charge of membership shall be responsible for notification and collection of dues. In concert with the Records Committee, he/she shall maintain a current list of hikers whose dues are paid and shall identify hikers whose dues are delinquent.
 5. **Volunteer Services:** The member(s) in charge of volunteer services shall record and facilitate the volunteer activities of the membership.
- E. The President shall nominate for approval by the Board, Club members in good standing to serve in the following positions, each of whom shall report at least annually to the Board. These persons shall not serve on the BOD unless they are then elected or appointed directors. The terms of the persons serving in these positions shall commence upon their approval by the BOD and shall continue until the earlier of their resignation or the selection of a successor approved by the BOD. The BOD may, in its discretion, modify, consolidate or terminate any of these positions.
1. A **Records Committee Chair** shall be responsible for maintaining appropriate records of Club hikes and Club hikers, and to provide reports as necessary to members of the Board.
 2. A **Trail Tales Editor** shall coordinate the preparation and distribution of the official Club newsletter.
 4. A **Webmaster** shall be responsible for the structure, appearance and operation of the Club website.
 6. A **Club Historian** shall maintain and arrange storage of all appropriate historical materials of the Club, and maintain a Club Library, which serves as a repository for pertinent historical information, and shall provide these materials to hiking club members upon request.

7. A **Trail Maintenance Chair** shall be responsible for and coordinate all requested trail maintenance and cleanup activities. The Trail Maintenance chair shall report all trail maintenance and cleanup activities to the Vice President.
- F. From time to time the BOD may designate other committees for any purpose, which shall have such power as shall be specified in the resolution of appointment.

ARTICLE VII. INDEMNIFICATION

The Club shall indemnify and save harmless its existing and former officers and directors, to the fullest extent not prohibited by applicable state law, in connection with any proceeding, actual or threatened, to which they may be made a party by reason of their service to or at the request of the Club.

ARTICLE VIII. OPERATING PROCEDURES

The Club will operate independently of GVR but in accordance with the GVR Bylaws and all other rules and regulations established by GVR.

ARTICLE IX. BYLAWS

- A. Copies of these bylaws shall be posted on the Club's web site and shall also be provided to any Club member upon request
- B. Amendments to these bylaws must be approved by a two-thirds vote of members in attendance at an annual or special meeting.
- C. These bylaws are subject to approval by GVR.

ARTICLE X. DISSOLUTION

The Club may be dissolved by a two-thirds affirmative vote of the members in attendance at an annual meeting or a special meeting called for that purpose. Upon dissolution all assets of the Club shall be turned over to GVR, its successor, or its assignee.

GREEN VALLEY RECREATION HIKING CLUB

By: Janet Hardes
President
Date: 3/8/22

GREEN VALLEY RECREATION, INC.

By: [Signature]
CEO
Date: 3/14/22