



By-Laws

Of

Sandwich Sidehillers Winter Trail Club

BY-LAWS

Amendments: Article V, Section 3; Article VII, Section 5; Article VIII, Section 1; Article XII.

Article I. Purpose and Name

Section 1

The name of this Club shall be **SANDWICH SIDEHILLERS WINTER TRAIL CLUB.**

Section 2

The purpose of the Sandwich Sidehillers Winter Trail Club is to advance the interest in, enjoyment of, and safety of winter sports and to establish and maintain multiple use trails in Sandwich.

Article II. Membership

Section 1

Membership in the Club shall consist of two types:

- A. Active Members
- B. Honorary Members

Section 2

- A. Active membership is open to all persons interested in winter trails sports.
- B. Lifetime Honorary Membership may only be granted by a vote of the general membership of the club.

Section 3

All active members whose dues are paid and all honorary members will possess current membership cards, and each active or honorary member will be entitled to one vote. A family membership will be entitled to one vote and one additional vote by another family member.

Section 4

Membership applications will be presented to the Secretary and upon payment of the entrance dues, the applicant will become a member.

Section 5

- A. A member may resign at any time upon notification to the President, who will then notify the Secretary to delete said member from the roster.
- B. The membership of any active member may be terminated by the Board of Directors if in its opinion; continued membership by the individual would be prejudicial to the best interests of the Club. Such an action by the Board of Directors may be vetoed a majority vote of the members present and voting at any regular meeting of the Club if the ex-member wishes to appeal it.
- C. Membership will be terminated automatically for nonpayment of dues by December 1st of the calendar year.

Article III. Entrance Fees and Dues

Section 1

- A. Annual membership dues shall be set by the Board of Directors to be voted on at the Annual Meeting.
- B. Dues for the ensuing year shall be payable after October 1st.
- C. Honorary members are not required to pay dues.

Article IV. Management

Section 1

The management of the Club shall be vested in the Board of Directors.

Article V. Board of Directors

Section 1

- A. The Board of Directors shall consist of eleven (11) members, each of whom shall be an active member of the Club. The President, Vice President, Secretary, Treasurer, two Trail Masters and the Immediate Past President shall be seven of the directors. Four directors at large will be elected by the Club. All positions will be for one year.

Section 2

- A. The Board of Directors shall be elected at the Annual Meeting.
- B. The term of office for all club officials shall be one year.

Section 3

An effort to notify all members of the Board of Directors shall be made before a special Board of Directors meeting can be held. A quorum at a Directors meeting shall consist of four (4) members. All actions taken at a Directors meeting shall be approved by at least seven (7) Board members. The President shall poll all Board members for approval, in person, by mail, by e-mail, or by telephone. The results of such poll shall be submitted to the Secretary for recording by the next scheduled meeting.

Section 4

Should a vacancy occur on the Board of Directors, for whatever reason, the Board may, by a majority vote elect a successor or successors to fulfill the un-expired portion of the office.

Section 5

Meetings of the Board of Directors shall be at the call of the President of the Club who shall also be the President of the Board of Directors. Special meetings of the Board may be called by a majority vote of the body of the Club or a majority of the Board.

Section 6

The Board of Directors is authorized to conduct any and all financial business of the Club to include employment of whatever personnel it deems necessary, renting facilities for Club use and making expenditures for services rendered to the Club not to exceed \$500. Expenditures over \$500 shall require approval from the general membership.

Article VI. Officers

Section 1

The officers of the Club shall be: President, Vice President, Administrative Secretary, Treasurer and two Trail Masters.

Section 2

The officers shall be elected by majority vote of the body annually at the annual meeting of the Club. (Note: six (6) officers automatically become members of the Board of Directors.)

Section 3

The officers shall take office immediately upon being elected and shall hold office for one year, or until their successors shall have been elected and duly qualified.

Section 4

The President of the Club shall preside at meetings of the Club and at meetings of the Board of Directors, shall appoint such committees as authorized by the Board of Directors, shall be an ex-officio member of all committees, and shall carry on other responsibilities contained in the bylaws or as directed by the Board of Directors.

Section 5

The Vice President, in the absence of the President, shall perform all the duties of and have the powers of the President.

Section 6

The Secretary shall keep all of the Club's records, including minutes, roster of members, committee lists; be responsible for sending out any and all notices; and discharge all normal secretarial functions, with the help of an appointed assistant secretary.

Section 7

- A. The Treasurer shall keep the accounts of the Club and have charge of its funds; keep the Club's funds in a bank authorized by the Board of Directors, make disbursements as directed by the Board, make a financial report at each meeting and prepare and submit an annual report at the annual meeting of the Club. If so voted by the Board of Directors, the Treasurer shall be bonded at the expense of the Club.
- B. An audit of the Treasurer's books shall be done at the discretion of the Board of Directors.

Article VII. Fiscal Year

Section 1

The fiscal year shall commence on the 1st day of June annually and end of the 31st day of May.

Article VIII. Meetings

Section 1

The annual meeting of the Club shall be held in September at a time and place designated by the Board of Directors.

Section 2

Other meetings shall be held at the discretion of the Board of Directors, but at the minimum, every month during active seasons.

Section 3

Written notices of all meetings shall be prepared and distributed or posted under the direction of the Secretary.

Section 4

Special meetings may be called by the Board of Directors, the President, or by any group of seven (7) active members by giving five days written notice of the time, place, and purpose of such special meeting.

Section 5

Seven (7) active members shall be needed to make a quorum and legal meeting. Any formal action taken at any meeting of the membership shall require a majority vote of those active members present and a majority vote of the Board of Directors. The President may poll the Board members as in Article V, Section 3.

Article IX. Elections

Section 1

At least two months prior to the annual meeting the Board of Directors will appoint a nominating and tally committee of three persons. This committee will then draw up a slate of officers for the ensuing year. Along with these names the committee will include one or more names for Director at Large for one year.

Section 2

At the last regular meeting before the annual meeting the nominating and tally committee will present the proposed slate of officers to the meeting after which nominations from the floor will be accepted and included on the ballots.

Section 3

The ballots shall be cast by members at the annual meeting and tallied at the annual meeting. The results of the election shall be given to the current President, who will make known the results. Upon completion of all old business, the outgoing President will hand over the chair to the President-elect and retire.

Section 4

Should a tie for the position of Officer and/or Director occur, it shall be decided by secret written ballot at the time of the annual meeting of those present.

Article X. Amendments

Section 1

These By-laws may be amended by the affirmative vote of the majority of those members present and voting at any meeting held within two and one-half (2 1/2) months after the change has been announced and discussed at a regularly scheduled meeting. If possible written notice of the impending vote should be sent to each member of the Club.

Article XI Termination of the Club

Section 1

If the Club should fail to hold any meetings for two consecutive years or if the membership roster falls below ten people, the Club shall disband and all assets remaining after all debts have been paid will be distributed to one or more nonprofit charitable organizations designated by the remaining members.

Article XII Conflict of Interest

Any possible conflict of interest on the part of any member of the Board, officer, or employee, of the Club shall be disclosed in writing to the Board and also when the interest involves a specific issue before the Board. Where a transaction involving a board member, officer, or employee, exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5000) in a fiscal year, a two-thirds vote of the disinterested Board members is required. Where the transaction exceeds five thousand dollars (\$5000) in a fiscal year, then a two-thirds vote of the disinterested Board members and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement with this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

Revision History

Amended 2001	Article V, Section 3	Revision
Amended 2001	Article VIII, Section 5	Revision
Amended 2003	Article XII	New
Amended 2003	Article VIII, Section 1.	Revision
