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CONSTITUTION INDIANAPOLIS HIKING CLUB

ARTICLE I

SEC.1 The name of this Club shall be THE INDIANAPOLIS HIKING CLUB Inc. doing business as the Indianapolis Hiking Club.

SEC.2 The headquarters of the Club shall be the city of Indianapolis, State of Indiana.

ARTICLE II

The Purpose of the Club shall be the encouragement of the love of nature; the dissemination of knowledge of the attractions of the out-of-doors; the promotion of outdoor recreation in the form of hikes and outings; and the sponsoring of other activities incidental to the foregoing.

ARTICLE III

A member is one who is in good standing according to the By-Laws. A member shall be eligible to vote on all motions that come before the General Assembly, and for the election of officers and directors.

ARTICLE IV

The Board of Directors, in whom shall be vested the general Government of the Club, is subject to any directions which may be given by the members. The Board of Directors shall consist of elected and appointed officers to fill the following positions. All officers will have an equal vote in any business coming before the Board. Only a single vote will be allowed for officers holding multiple elected or appointed positions.

ELECTED OFFICERS

President
Vice President
Pathfinders
Secretary
Treasurer
Director (4)

APPOINTED OFFICERS

Conservation
Membership
Mileage
Publications
Publicity
Social
Webmaster

Electronic Media Director
Historian

ARTICLE V

ELECTED OFFICERS

SEC.1 Election

- (a) All Officers and Directors shall hold office for one year or until their successors are elected. Newly elected Officers shall take office on the first day of October following election.
- (b) Officers or Directors appointed by the President with approval of the Board of Directors to fill an unexpired term shall assume office immediately upon their appointment.
- (c) Any elected Officer or Director who fails to fulfill the duties of the office may be removed by a two-thirds vote of the elected Board of Directors.

SEC. 2 Duties

(a) PRESIDENT

The duties of the President shall be to preside at all meetings of the General Assembly and of the Board of Directors, to call special meetings as deemed necessary, to make Presidential appointments, to act as executive head of the Club in all matters concerning the furtherance of the purposes of the Club, and to perform such other duties as ordinarily pertain to the office of the President, including appointments of any Officer or Director necessary to fill a vacancy created by the resignation, death, or removal of a duly elected person. The President may participate as a member of all committees and working groups, except the nominating committee, but will have no vote, except in case of a tie.

(b) VICE PRESIDENT

In case the office of President is vacated, the Vice President shall become President for the remainder of the term of office, and shall appoint a Vice-President. This appointment is to be subject to a majority approval of the Board of Directors. The Vice President shall chair a budget committee comprised of Vice President, Treasurer and four Directors. The Vice President shall be responsible for presenting a budget to the Board of Directors for approval at the November Board meeting. The Vice President shall present to the Board periodic budget status and any required budget adjustments identified by the Budget Committee as a result of monitoring the budget data.

(c) PATHFINDER(S)

The Pathfinder, in the absence or disability of the President and the Vice-President, shall assume the duties of the President. In the event of the offices of both the President and the Vice-President being vacated, the

Pathfinder shall become the President until the next general election. If there is more than one Pathfinder the succession shall be based upon the person with longest tenure as Pathfinder. If candidates are of equal tenure as Pathfinder, succession shall be decided by the Pathfinder having the longest tenure in the Club.

The Pathfinder shall present a schedule of hikes for the approval of the Board of Directors. The schedule shall cover a period of time as approved by the Board of Directors, and shall be presented for approval at the monthly board meeting prior to publishing the schedule.

(d) SECRETARY

The duties of the Secretary shall be to keep accurate minutes of all meetings of the Board of Directors and of the General Assembly. The Secretary shall attend to all Club correspondence, except that which relates to the responsibilities of other Officers or Directors.

(e) TREASURER

The duties of the Treasurer shall be to receive and deposit in a bank the funds of the Club as instructed by the Board of Directors. The Treasurer shall pay the bills of the Club as authorized by the Board of Directors. The Treasurer shall at all times, be prepared to give an accurate account of the financial condition of the Club to the Board of Directors. The fiscal year ends September 30th. The accounts of the Treasurer shall be audited no later than January 31 of the following year by an Auditing Committee appointed by the President. The Treasurer may be required to give a bond to the Club in such amount as is set by the Board of Directors, the premium of which shall be paid by the Club. The Treasurer shall participate on the Budget Committee and be a source of the prior year financial data.

(f) DIRECTORS

The duty of the four (4) Directors is to participate on the Budget Committee along with the Vice-President and Treasurer to identify a one-year Club budget. They are responsible for monitoring and obtaining authorization from the Board of Directors for any adjustments to the budget during the Hiking Club year.

ARTICLE VI

APPOINTED OFFICERS

SEC.1 Appointment

The President is responsible for identifying the appointed officers.

(a) These appointed officers are to perform under the direction of the President. They are to attend the meetings of the Board of Directors and to make reports at that time. They may form committees to help them with

their duties as the need arises. They may vote on motions before the Board of Directors, except for removal of an elected officer.

(b) The appointed officers take office in October and serve a one-year term. An appointed officer filling an unexpired term will take office immediately upon appointment and serve the completion of the unexpired term.

(c) Any appointed officer may be removed by a two-thirds vote of the total Board of Directors.

(d) The President may propose to the Board to add additional Appointed Officer positions or consolidate existing Appointed Officer positions as situations warrant. The proposition requires two-thirds vote of the total Board of Directors for approval.

SEC. 2 Duties

(a) CONSERVATION

The Conservation Officer shall act as liaison between various environmental organizations and the Club and shall keep the Club abreast of current items in the area of conservation which would be of interest to the Club.

(b) MEMBERSHIP

The Membership Officer shall send welcoming notices and pertinent Club information to new members and shall process new applications for membership and present them to the Board of Directors for review as well as maintain an up to date roster of member names and contact information.

(c) MILEAGE

The Mileage Officer shall monitor records of membership participation in activities and individual member mileage throughout the Club year. The mileage officer will provide information for the year-end report, a Club roster of members as of January 1 of each year and other information as authorized by the Board of Directors.

(d) PUBLICATIONS

The Publications Officer shall manage the Club printed media. This consists of printing and distributing the schedule as presented by the Pathfinders and approved by the Board of Directors. The Officer shall publish a year-end report, containing mileage and activity summary for active members at the conclusion of the previous hiking club year. The Officer shall publish a roster each year of all active members as of January 1 each year, and other publications as authorized by the Board of Directors.

(e) PUBLICITY

The Publicity Officer shall obtain publicity for the Club and its activities subject to the direction and approval of the Board of Directors.

(f) SOCIAL

The Social Officers shall arrange entertainment and speakers for General Assembly meetings and outings and picnics as necessary, and shall be responsible for snacks and refreshments whenever necessary at General Assembly meetings and other assemblages of the Club. This shall be subject to the approval of the Board of Directors.

(g) WEBMASTER

The Webmaster shall manage the Club web site, provide site functionality, and be responsible for site content consisting of Club schedule, forms, photographs and current member contacts for web user's inquiry.

(h) ELECTRONIC MEDIA DIRECTOR

The Electronic Media Director shall manage the Club's participation in any social networking sites, publications or other electronic media subject to the approval of the Board of Directors. This position will be responsible for all electronic media other than the Club web site managed by the Webmaster. The Director will maintain Club membership with the site and manage and maintain content.

(i) HISTORIAN

Duties to be determined by the Board of Directors

ARTICLE VII

SEC. 1

- (a) The regular General Assembly meeting to which all members are invited shall be held once (1 time) a year. The meeting date will be determined by the Board of Directors and precede the September Board meeting. This meeting will be utilized to elect new officers for the Club year beginning on October 1. Additional General Assembly meetings may be scheduled at the discretion of the Board of Directors.
- (b) Special General Assembly meetings may be called at any time by the President, or shall be called by the Secretary on written request of ten (10) members.
- (c) Publication in the Club newsletter of the time and place of any meeting of the General Assembly shall be deemed sufficient notice.

SEC. 2

- (a) Meetings of the Board of Directors shall be held monthly.
- (b) Special meetings of the Board of Directors may be called by the President or shall be called by the Secretary on written request of three (3) members of the Board of Directors.

(c) Twenty four (24) hours advanced notification of Special meetings of the Board of Directors shall be made by the President or Secretary.

SEC. 3

(a) Fifteen (15) members shall constitute a quorum for all General Assembly meetings of the Club, except as otherwise provided.

(b) A majority of the Board of Directors shall constitute a quorum for all meetings of the Board of Directors.

ARTICLE VIII

Any proposed amendment to the Constitution shall be presented in writing at either a regular meeting of the Board of Directors or of the General Assembly, and if seconded and approved for a vote of adoption by a majority present, the proposal shall be published in the next regular bulletin sent to all the members via mail or website. Voting for the proposed amendment shall be at the next General Assembly after publication. A two-thirds majority of the votes cast shall be required for adoption.



BY-LAWS

SEC. 1 Membership Applications

Applications for membership shall be presented to the Board of Directors at Board meetings. Applicants must be at least 18 years old and have participated in at least two (2) Club hikes. Applications must be accompanied by one year's dues. Membership application will be reviewed by the Board of Directors at the next meeting after the membership applications are received.

SEC. 2 Dues

The Board of Directors shall determine the dues necessary to maintain the activities of the Club. Each year at the General Assembly meeting in September, the President shall announce the dues for the new-year, effective October 1. If dues are not paid within 60 days of October 1, the member shall be notified, and if not paid within another 30 day grace period, the member shall be suspended and not granted the benefits of active membership such as obtaining mileage and mailed schedules. A suspended member shall be reinstated upon payment of all current dues.

All new members shall pay one year's dues and a one-time application fee in the amount determined periodically by the Board of Directors. Reduction in applicable fees for those joining during later periods of the membership year will be determined by the Board of Directors. Fee

changes will be announced by the President at the September General Assembly.

SEC. 3 Dismissal of members

The Board of Directors may, by a two-thirds vote, drop from the membership in the Club, any person whose actions are detrimental to the purpose of the Club. But before such action is taken the member shall be given an opportunity at a meeting of the Board of Directors to present such explanations or defense as they may wish to make. Ten (10) days written notice of such meeting shall be given by letter mailed to the last address on the Club records. Any member dismissed by the Board of Directors shall have the right to appeal to the Club at the next General Assembly for final decision of the case, but the action of the Board can be reversed only if there is a two-thirds vote for reversal.

SEC.4 Nomination of Officers.

(a) A nominating committee of three (3) members shall be appointed by the President, subject to the approval of the Board of Directors. This committee shall present a slate of candidates for the elective offices at the General Assembly meeting in September. This list is to be published in the Club bulletin that contains the September schedule.

(b) Further nominations may be made from the floor if properly moved and seconded. All persons nominated from the floor must be present.

SEC.5 Election of Officers

(a) The election of Officers and Directors shall be held at the annual General Assembly meeting in September (Article VII of the Constitution).

(b) Voting for contested offices shall be by secret ballot. Voting for uncontested offices shall be by acclamation.

(c) The Officers and Directors shall be voted on separately.

(d) The defeated candidates for the five offices of the Club shall automatically be considered nominees for the position of Director before the balloting on the Directors is commenced, no motion being necessary for this.

SEC.6 Amendments to the By-Laws

Any proposed amendment to the By-Laws shall be presented in writing at either a regular meeting of the Board of Directors or of the General Assembly and if seconded and approved for a vote for adoption by a majority present, the proposal shall be published in the next regular bulletin sent to all members. Voting for the proposed amendment shall be at the next General Assembly after publication. A two-thirds majority of the votes cast shall be required for adoption.