

CONSTITUTION

of the

MONADNOCK-SUNAPEE GREENWAY TRAIL CLUB, INC. (MSGTC)

NAME OF ORGANIZATION: The name of the organization will be Monadnock-Sunapee Greenway Trail Club, Inc. (MSGTC).

PURPOSE: The purpose of the MSGTC (the Club) is to promote, organize, and facilitate outdoor activities on the Monadnock-Sunapee Greenway (the Greenway). The group will be made up of volunteers who will coordinate efforts to promote public use on the Greenway and preserve its natural condition in a manner that is sensitive to the environment and to the rights of the land owners along the trail.

DEFINITION OF THE MONADNOCK-SUNAPEE GREENWAY; The Greenway is a hiking trail linking Mt. Monadnock in Jaffrey, NH with Mt. Sunapee in Newbury, NH

BY-LAWS

of the

MONADNOCK-SUNAPEE GREENWAY TRAIL CLUB, INC. (MSGTC)

The goals of the Club include maintaining and improving the trail; promoting the usage of the trail for outdoor activities; training volunteers in proper trail maintenance techniques; and promoting safe hiking practices.

The object for which this corporation was established is to promote the appropriate use of natural, historical, and recreational features of the Monadnock-Sunapee Greenway through the provision of educational, cultural, scientific, and civic activities. Provide a vehicle for public involvement in the management and maintenance of the trail. Provide volunteer assistance to the MSGTC. Provide a means for pursuing and raising funds. Provide a repository for bequests, gifts, and other monies and articles donated to benefit the Monadnock-Sunapee Greenway.

BOARD OF DIRECTORS: The Board of Directors (the Board) will be the policy-making body of the Club. It will consist of up to fifteen Directors who will represent user groups and interests of the Club and will be elected by the general membership. All Board members will serve a one year term and may be re-elected.

The Board will have the authority to transact any business necessary and proper to the conduct of the Club and the management of its affairs as is consistent with non-profit status.

Any Director or Officer may be removed by a two-thirds majority vote of the Board

OFFICERS: The Officer/Directors may be a President, Vice-President, Treasurer, Secretary, Trail master, Tool master and Executive Director. They shall be elected by the board of directors from the new board.

a. **President:** The President Presides at all meetings of the Club. Oversees and coordinates all aspects of the Club. Provides agenda information for Club meetings via email or other means. Insures all directors and committees are fulfilling their duties/job descriptions. Maintains communication with all directors in all matters of the Club. Has voting rights only in order to break ties. May delegate assistance to all officer/directors if additional support is required to accomplish their duties.

b. **Vice-President:** The Vice-President: Assumes the duties, rights, and responsibilities as indicated for the President in absence of same. Maintains direct communication with the President on all business matters.

c. **Treasurer:** The Treasurer: Shall be the custodian of the funds of the Club and of the records and papers pertaining to its financial affairs. Will select a bank with the approval of the Board for the handling of the Club's money by the Treasurer, and by the President, and/or the Executive Director, the latter two in case the Treasurer is unable to carry out his/her duties. Will be responsible for the collection of all money due to the Club. Will collect all bills and pay all obligations of the Club. Will make a report at each meeting of the Board and the organization. Will make a financial statement of transactions of the fiscal year for the annual meeting. Receives money from membership, renewals, and donations and will oversee sales of revenue-producing items. The Board may at any meeting determine check writing and payment policies.

d. **Secretary:** The Secretary: Records minutes of all general and directors meetings. Distributes copies of the minutes to all Board members and maintains a history of all meeting minutes. Prepares and sends out press releases on Club events to news media and other public service organizations.

e. **Trailmaster:** The Trailmaster is responsible for the following with the approval of the Board: trail work scheduling, quality and reporting, assigning work party leaders, prioritization of current and future work projects: coordination of work with agencies and land owners; coordination of tool availability with the Toolmaster; oversight and communication with Trail Adopters; providing reports for all meetings of the Club regarding the state of the trail; maintaining records of annual trail maintenance

including person/hours; and training of individuals and groups in work and leadership skills and safety awareness.

f. Toolmaster: The Toolmaster is responsible for the following with the approval of the Board in close consultation with the Trailmaster: coordination of tool availability for work projects; maintenance and procurement of tools; scheduling and supervision of an annual tool repair and upkeep day; maintenance of the tool trailer; and training of individuals and groups in the proper use and maintenance of tools.

g. Executive Director: The Executive Director is responsible for the routine oversight and management of the Club; and the fulfilling or delegation of the duties of officers as needed or requested.

MEETINGS: The annual meeting of the membership will be held during the month of November. Notice of the meeting and proposed Directors will be available on the Club web site at least thirty days prior to the meeting date. The members will select new directors, make by-law changes as needed and conduct any other business as necessary. The current President will open the meeting and request the new slate of directors from the current Secretary. Nominations from the floor will then be taken and the membership present polled for the selection of the Directors. The current President will continue to officiate throughout the annual meeting.

General meetings may be three to four times per year or as deemed necessary by the President. Special meetings may be called by the Board or with a request by five members. The President will determine meeting place and date.

QUORUM: The quorum necessary to transact business at any meeting of the Club will consist of five members of the Board of Directors.

Robert's Rules will apply in all matters of conflict.

MEMBERSHIP: Membership in the Club is open to all. Only members are eligible to be elected as board members of the Club. All members 18 years of age or older have voting rights at any general meeting as stated above. The levels of membership and dues will be determined by the Board.

COMMITTEES: The President and or Executive Director will appoint such committees as deemed necessary to properly conduct the business affairs of the Club, subject to confirmation/approval by the Board.

It will be the function of the committees to study and make recommendations to the Board and then carry out those approved. No committee, standing or special, will have the power to commit the Club on any matter of policy or to incur any debt without the approval of the Board.

The MSGTC will have the right to solicit and receive by gift, or acquire by purchase, lease, exchange, or otherwise obtain such real and personal property as may be appropriate to carry out the purposes of the MSGTC: buy or acquire by gift or otherwise obtain, hold, and sell stocks, notes, bonds, or other securities for the purpose of investing or reinvesting the funds of the MSGTC, to borrow money and from time to time to make promissory notes, and otherwise engage in standard, sound financial practices to carry out the purposes of the MSGTC.

VOLUNTARY DISSOLUTION: The MSGTC may be dissolved by a vote of three-quarters of the members attending any annual or special meeting. The Board will inform all members 15 days in advance of the intent to present a motion of dissolution. Upon liquidation or dissolution of the organization, after payment of all the liabilities of the organization or due provision thereof, all assets of the organization shall be disposed of to one or more organizations exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code. The Board of Directors of the MSGTC will select such organization(s) on the basis of similarity in purpose, intent or activities of the MSGTC.

CONFLICT OF INTEREST STATEMENT: Every Director present when a question is put shall vote thereon, except when the Director has a conflict of interest.

1. A conflict may exist when a Director or his/her spouse, parent, child or other member of the Director's immediate family has a conflict. A conflict exists when a business or individual has a matter before the Board and the Director is employed by the business or individual, or is otherwise a party in interest.
2. If a conflict becomes known prior to a Board meeting, the Director shall file the written particulars of the conflict of interest for inclusion on the Board agenda. If the conflict becomes known to the Director during a meeting, the Director should immediately disclose the particulars of the conflict of interest.
3. The question of whether or not a conflict exists will then be decided by a majority vote of the Directors present, the Director claimed to have such a conflict of interest shall not vote.
4. When such a conflict exists, the Director having the conflict shall be prohibited from participating in the discussion and voting unless permitted by a majority of the Directors present, to participate in the discussion on the Board floor. No Director having a conflict of

interest may discuss the issue in which they have a conflict with any other Director in any other place or any other time.

5. Any Director having reasonable grounds to believe that another Director has a conflict of interest may raise the issue on their own motion. The question will then be decided as set forth above.

FISCAL YEAR: The fiscal year of the Club will end December 31.

AMENDMENTS: The Constitution and/or the Bylaws may be amended or appealed at any of the Club's general membership meetings by majority vote of the quorum present, provided that a written notice of proposed amendments is sent to each member at least fifteen days prior to such meetings.

WHEN EFFECTIVE: By-laws and amendments will become effective upon their adoption.

Adopted on March 1, 1995

Amended on March 12, 1996

Amended on November 12, 1999

Amended/Adopted on November 22, 2008