

**CHATHAM TRAILS ASSOCIATION
BY-LAWS**

ARTICLE I: GENERAL

Section 1: Name

This organization is incorporated under the laws of the State of New Hampshire and shall be known as the Chatham Trails Association (CTA).

Section 2: Purpose

The mission of the Chatham Trails Association is to support and promote safe use and stewardship of the Evans Notch region of New Hampshire and Maine, through preservation and maintenance of trails and other recreational and natural resources, and through participation in related educational activities.

ARTICLE II: MEMBERSHIP AND DUES

Section 1: Eligibility

All persons in accord with the objectives of the CTA as determined by the Board of Directors (Board) shall be eligible for membership.

Section 2: Classification of Membership

There shall be two categories of membership:

1. An Active Member is an individual who has either paid the annual dues or has contributed at least eight hours of work per calendar year under the auspices of the CTA.
2. An Honorary Member is an individual who has been so designated by the Board of Directors ("Board").

Section 3: Rights and Privileges of Members

1. General: All Members of the CTA shall have the right to attend all open meetings, to petition the Board, and to participate in all programs and activities sponsored by the CTA. All Members shall have all the rights and powers conferred on members of nonprofit corporations under New Hampshire law.
2. Voting: Only Active Members shall be entitled to vote.
3. By-laws: A copy of the By-laws shall be provided to any Member who may request the same.
4. Election/Removal: The Members have the power to elect and remove the Directors of the CTA as set forth herein.

Section 4: Membership Dues

Membership dues, at rates prescribed by the Board, shall be payable annually on or before December 31. At no time shall any portion of membership dues be refunded.

ARTICLE III: MEETINGS OF MEMBERS

Section 1: Annual Meeting

There shall be an Annual Meeting of the CTA, scheduled by the Board, for the election of the Board of the CTA and for the transaction of such business as may lawfully come before the meeting.

Section 2: Special Meeting

A Special Meeting may be called at any time by the Board or on written request of ten percent (10%) of the membership. The petition for a Special Meeting must specify the purpose of the meeting and no business shall be transacted at such meeting other than that specified in the petition.

Section 3: Meeting Notice

Written notice of the Annual and Special meetings shall be mailed out to all Members of the CTA no less than thirty (30) days prior to the date set, and shall state the purpose, place, date, and time of the meeting. If mailed, the notice of the Annual and Special meetings shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address as it appears on the records of the CTA, with postage therein prepaid. (Means of notice transmittal, other than United States mail, may be used as long as transmittal date is provided the sender.) Any Member may waive notice of the meeting.

Section 4: Quorum:

At any Annual or Special meeting of the CTA membership, the presence, in person, of ten percent (10%) of the Members entitled to vote shall be necessary to constitute a quorum. A quorum once established shall not be broken by the subsequent withdrawal of any member.

Section 5: Voting

Voting shall be by show of hands or by written ballot. No member shall be entitled to authorize another person or persons to act as proxy. Unless otherwise provided for in these articles, a vote by a majority of the voting Members in attendance at a meeting shall constitute an act of the membership.

ARTICLE IV: GOVERNANCE

A. BOARD OF DIRECTORS

Section 1: Powers

The management and administration of the affairs of the CTA shall be carried out by the Board which shall have all the powers enumerated in its Articles of Agreement, the laws of the State of New Hampshire as amended from time to time, and all other powers conferred by these By-laws.

Section 2: Duties

The Board's duties shall include, but not be limited to: appointing the Nominating Committee, approving the annual budget and other expenditures, directing any fund-raising activities, determining policy, and managing the affairs of the CTA.

Section 3: Number and Composition

The Board shall consist of no fewer than five (5), but not more than nine (9) Directors.

Section 4: Eligibility

The Directors shall be CTA Members in good standing.

Section 5: Election of Directors

The Directors shall be elected at the Annual Meeting by a majority vote of the voting Members in attendance. Nominations of Directors shall occur as specified in Part C of this Article.

Section 6: Term

The Directors shall serve a term of three (3) years. The Nominating Committee shall ensure that the terms of the Directors are staggered. No Director so elected shall serve more than two (2) consecutive terms; any Director whose term so expires may stand for reelection after one interim period equal to one (1) term.

Section 7: Vacancies

In case of any vacancy on the Board, a majority of the remaining Directors may elect a successor to hold office for the unexpired term.

Section 8: Regular Meetings

The Board shall meet at least once a year at a place, date and time of the President's choosing. Meetings of the Board shall be open to the general membership, unless for a specific and publicly stated reason a majority of the Board votes to convene in executive session.

Section 9: Notice of Regular Meeting

Unless otherwise provided for in these By-laws, written or printed notice stating the purpose, place, date and time of any regular meeting of the Board shall be delivered either personally or by mail to each Director, not less than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary or the Officers or persons calling the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Director at the address as it appears on the records of the CTA, with postage thereon prepaid. Any Director may waive notice of any meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice of such meeting in accordance with applicable law or these By-laws.

Section 10: Special Meetings

Special meetings of the Board may be called by the President, by the Secretary, or by any three Directors, and shall be held at the place designated in the notice or call thereof. As such Special meetings, no business shall be transacted which is not specified in the notice of the meeting. Notice of the time, place, and purpose of such meetings given by telephone or in person at least three (3) days prior to the date of such meeting, or seven (7) days prior notice by mail, shall be sufficient to pass any measure.

Section 11: Quorum

Three (3) members of the Board shall be necessary to constitute a quorum for the transaction of business at a meeting of the Board. Proxies allowed in Section 12 of this Article shall be counted in the determination of a quorum.

Section 12: Voting

Voting shall be by show of hands or, if one-third of the Directors request, written ballot. Each Director is entitled to one (1) vote. Directors may vote by written proxy, if such proxy is delivered to the President or Secretary before the meeting.

Section 13: Manner of Acting:

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of the greater number is required by law or these By-laws. The Board may also act without a meeting if written consent setting forth the action taken thereto is signed by all the Directors and filed with the records of the Board meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 14: Removal from Board

Any Director who shall not have attended three (3) consecutive regular meetings of the Board without notice may be terminated as a member at the third consecutive meeting.

Removal of any Director shall require the vote of two-thirds (2/3) of the remaining Directors. A Director may be removed for cause only after reasonable notice

and opportunity to be heard before the body proposing said remove removal. Any vacancy created by the removal of a Director shall be filled in the manner set forth in Section 7.

Section 15: Conflict of Interest Policy

Each Director is obligated to submit a Conflict of Interest Disclosure Statement in accordance with the CTA's Conflict of Interest Policy, which is in compliance with the most recently approved requirements of New Hampshire, which currently are RSA 7:19II and 7:19-a.

Section 16: Compensation

Directors shall not receive any compensation for their services as Directors, but may be reimbursed for incidental expenses incurred in carrying out their duties as Directors.

B. OFFICERS

Section 1: General

The Officers of the CTA shall be a President, a Vice President, a Treasurer and a Secretary. The Offices of any official position, except that of President, may be combined and held by one (1) person.

Section 2: Election of Officers

The Officers of the CTA specified in Section 1 shall be elected by the Board as soon as feasible after the Annual Meeting and shall be by ballot cast by qualified Directors. A plurality of votes cast shall elect. New offices may be created and filled at any meeting of the Board.

Section 3: Term

All elected Officers shall serve a term of one (1) year, and shall retain their offices until their successors have been elected. Any Officer may be re-elected by the Directors to hold office for additional one (1) year terms.

Section 4: Eligibility

All Officers shall be CTA Members in good standing.

Section 5: Vacancies

In the event of a vacancy in any office, the President shall call a meeting of the Board within thirty (30) days of such occurrence for the purpose of filling such vacancy. The vacancy may be filled by the Board by majority vote for the unexpired portion of the term.

Section 6: Removal

Any Officer elected or appointed by the Board may be removed by the Board by two-thirds (2/3) vote of the Directors whenever in its judgment the best interest of the

CTA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

Section 7: Duties of Officers

President: The President, as chief executive officer of the CTA, shall:

1. Exercise general supervision over the affairs of the CTA, and preside at all meetings of the membership and the Board;
2. Have authority to establish any standing and/or special committees, as the needs of CTA may require, select all chairpersons, and assist in the selection of committee personnel, subject to the approval of the Board;
3. Make an annual report to the membership of the CTA.
4. Have the authority to sign all deeds, leases, contracts, notes and other agreements on behalf of the CTA.
5. Perform all duties commonly incident to the office of President and shall perform such other duties and have such other powers as the Board may from time to time designate.
6. Shall be a member of the Board for at least one year following the expiration of term of office as President.

Vice President: The Vice President shall:

1. Exercise the powers and authority and perform the duties of the President in the absence or disability of the President.
2. Assist the President in the execution of presidential responsibilities.

Treasurer: The Treasurer shall:

1. Have the care and custody of the funds of the CTA and shall have and exercise under the supervision of the Board all the powers and duties commonly incident to the office of Treasurer.
2. Have the authority to sign all deeds, leases, contracts, notes and/or other instruments to be executed on behalf of the CTA.
3. Have the custody of the corporate seal and of all the money, funds, valuable papers and documents of the CTA.
4. Deposit all the funds of the CTA in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Board may from time to time designate.
5. Keep accurate books of account of all corporate transactions, which books shall be the property of the CTA, and together with all other of its property in the possession of the Treasurer, shall be subject at all times to the inspection and control of the Board.
6. Except as the Board may otherwise specifically order, sign all receipts and vouchers for payment made to the CTA, and checks, drafts, notes and other corporate obligations for the payment of money by the CTA. Checks and drafts need not be countersigned, unless otherwise ordered by the Board.
7. Maintain an up-to-date membership list.

The Treasurer may, on behalf of the CTA, endorse for deposit or collection, all checks, notes and other obligations payable to the CTA or its order and may accept drafts on behalf thereof.

Secretary: The Secretary shall:

1. Be responsible for taking accurate minutes at all meetings, presenting them at the next scheduled meeting and making them part of the CTA's permanent record. (In the Secretary's absence, a Secretary pro tempore may be appointed by the President.)

Section 8: Conflict of Interest Policy

Each Officer is obligated to submit a Conflict of Interest Disclosure Statement in accordance with the CTA's Conflict of Interest Policy, which is in compliance with the most recently approved requirements of New Hampshire, which currently are RSA 7:19II and 7:19-a.

C. NOMINATING COMMITTEE

The Board shall appoint annually a Nominating Committee of not fewer than three (3) Members from among the general active membership of the CTA. No Board member shall serve on the Nominating Committee. The responsibility of this committee shall be to solicit and propose nominees for regular vacancies on the Board. The Committee shall present the nominees to the Board prior to the Annual Meeting. Those nominees approved by the Board shall be voted on by the voting Members at the Annual Meeting.

Nominations in addition to those made by the Nominating Committee may be proposed by any member at the Annual Meeting prior to the election of the Board. A second from the floor is required for a nomination from the floor.

ARTICLE V: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts

All documents to be executed by the CTA including deeds, mortgages, leases, promissory notes or other instruments except checks, shall be executed by the President or the Treasurer. All documents whose value exceeds \$5000 shall be executed by the President and the Treasurer. The Board may authorize any Officer or Officers, agent or agents, of the CTA, in addition to the Officers so authorized by these By-laws, to enter into contracts or execute and deliver any instrument in the name of and behalf of the CTA; and such authority may be general or confined to specific instance.

Section 2: Checks

All checks issued to the CTA shall be executed by the Treasurer or the President. All checks issued by the CTA shall be executed by the Treasurer, the President or such other persons as the Board may designate. All checks over \$5,000 shall be executed by the Treasurer and the President.

Section 3: Deposits

All funds of the CTA shall be deposited from time to time to the credit of the CTA and in such banks, trust companies or other depositories as the Board may select.

Section 4: Gifts

The Board may accept on behalf of the CTA any contribution, gift, bequest or devise for the general purposes or for any special purpose of the CTA.

ARTICLE VI: BOOKS AND RECORDS

The CTA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board, and committees having any of the authority of the Board, and shall keep at the registered or principal office a record giving the names and addresses of the Members of the Board. All books and records of the CTA may be inspected by any Director, or Director's agent or attorney, for any purposes at any reasonable time. The Board, if it deems prudent, shall cause an audit of the records of the CTA to be made each year by a competent auditor.

ARTICLE VII: PERSONAL LIABILITY

Members, Directors and Officers of the CTA shall not be personally liable for any debt, liability or obligation of the CTA. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the CTA may look only to the funds and property of the CTA for the payment of any debt, damages, judgment or decree, or of any money that may otherwise come due or payable to them from the CTA.

ARTICLE VIII: FISCAL YEAR

The fiscal year of the CTA shall begin on 1 January and end on 31 December.

ARTICLE IX: SEAL

The Board may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the CTA and the words "corporate seal".

ARTICLE X: GENERAL

Section 1: Indebtedness

No CTA Member shall in any manner, or to any extent, render the CTA liable for the payment of any sum, unless the same shall have been approved by the Board.

Section 2: Resolutions

No action or resolution of any Members shall be binding upon, or expressive of, the CTA, unless approved by the Board of the CTA.

Section 3: Use of CTA Funds

The CTA shall use its funds only to accomplish the objectives and purposes specified by these By-laws, and no part of said funds shall be distributed to, or used to remunerate or benefit, any member of the CTA.

Section 4: Dissolution

Upon dissolution of the CTA, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 C (3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 5: Parliamentary Rules

The proceedings of the CTA meetings and its Board and committees shall be governed and conducted by, and according to, the latest edition of Robert's Rules of Parliamentary Order.

Section 6: Indemnification

Members of the Board shall be indemnified by the CTA as a corporation against any and all claims for monetary damages or other legal remedy, stemming from any act or conduct undertaken by a Board member acting in good faith in such capacity on behalf of the CTA, the Board or any committee thereof.

ARTICLE XI: REFERENDA

Section 1: Referendum Vote

The Board shall have the authority to submit any question to the membership for mail referendum vote on its own initiative.

Section 2: Membership Action by Referenda

A vote by a majority of responding voting Members shall be deemed as an act of the active membership.

Section 3: Void Vote

If votes from less than twenty percent (20%) of the active membership are received upon any referendum, said votes shall be declared void and it shall be considered that no action has been taken.

ARTICLE XII: AMENDMENTS

Section 1: By-laws

These By-laws may be amended by:

1. A vote of a majority of the voting Members present at a meeting called for that purpose, provided that a quorum is present. Any proposed amendment of such By-laws shall be plainly stated in the written call for the meeting at which it is to be considered; or:
2. A vote of the Board, contingent upon the subsequent approval by a majority of the voting members responding to a referendum vote as provided for in Article XI, Section 1.

Section 2: Written Notice

Notice of meetings at which By-laws are to be amended must be given in writing to all Members as provided for in Article III, Section 3.

These by-laws were approved by a majority of the CTA voting members at the CTA Annual Meeting, held on 27 March 1999.

Section 4 of Article X was amended in August 1999 as a result of a referendum vote as provided for in Article XI, Section 1.

Section 2 of Article I was amended in January 2007 as a result of a referendum vote as provided for in Article XI, Section 1.