

ARTICLE I-NAME

The name of this Corporation as set forth in the certificate of incorporation is The New York Ramblers, Inc., hereinafter referred to as "the Club."

ARTICLE II-OBJECT

The object of the Club is to associate congenial people for the purpose of promoting hiking and related outdoor activities including trail maintenance, conservation of wild lands, wildlife and places of natural beauty and interest.

ARTICLE III-MEMBERSHIP

Section 1. There shall be two classes of membership-Active and Honorary.

Section 2. Honorary life membership shall be granted upon recommendation by a majority vote of the Council and approval by a majority of the annual meeting.

Section 3. Active membership may be granted to applicants who have participated in at least two walks with the Club, and have submitted an application together with the initiation fee and first year's dues. The Council shall vote upon applicants at a regular or special meeting. Approval shall require a majority vote of the Council members.

Section 4. Members failing to pay dues by six months after the due date shall, with due notification, be suspended, and after eight months shall be expelled.

Section 5. Members dropped for non-payment of dues may apply for reinstatement within the first year by payment of all arrears. After one year a former member may re-apply by paying the initiation fee and current dues, subject to Council approval.

Section 6. Membership of any member may be terminated by majority vote of the Council if the Council determines that continued membership is detrimental to the best interests of the Ramblers.

ARTICLE IV-OFFICERS

Section 1. The officers shall be President, Vice-President, Secretary, Treasurer, and Trails Chair, to be elected at the annual meeting. Officers shall have been members in good standing for at least one year at the time of election. The term of office of the officers shall be one year.

Section 2. The President shall preside at all meetings of the Council and at general membership meetings; exercise general supervision of the affairs of the Club and make certain that they are conducted in accordance with the certificate of incorporation and these bylaws; and perform the usual duties exercised by the president of an organization. The President shall be an ex-officio member of all committees.

Section 3. The Vice-President shall perform the duties of the President during the latter's absence or disability. The President may at any time delegate any powers of office to the Vice-President.

Section 4. The Secretary shall keep the minutes of the Council and general membership meetings; maintain a list of names and addresses of members in good standing; notify members of meetings; maintain custody of the correspondence of the Club, the bylaws, and the certificate of incorporation; and perform all other duties pertinent to a secretary of an organization, or as authorized by the Club.

Section 5. The Treasurer shall collect dues, send out dues notices, schedules, and maintain the Club funds; make financial reports to the Council at regular meetings and to the annual meeting; and perform all other duties pertinent to a treasurer of an organization, or as authorized by the Club.

Section 6. The Trails Chair shall arrange, conduct, or supervise all trail maintenance trips; keep the Council informed of the condition of the trails assigned to the Club for maintenance; and keep an inventory of trail-clearing equipment available for use by the Club.

ARTICLE V-COUNCIL

Section 1. The Council shall be elected at the annual meeting for a term of one year. It shall consist of the officers and a complement of other members who are not officers who shall have been in good standing at least one year. There shall be a total of nine (9) to eleven (11) Council members.

Section 2. The duties of the Council are to vote on applications of new members or former members applying for reinstatement; determine the major expenditure of Club funds; be responsible for the hiking schedule; and make all major decisions and set the policies of the Club, within the terms of the articles of incorporation and the bylaws.

ARTICLE VI-MEETINGS

Section 1. An annual general membership meeting shall be held in September or October, at a time and place to be selected by the Council. All members in good standing will be notified at least two weeks in advance. Advance notice shall be given of any proposed change in the bylaws. Not less than ten (10) percent of the members in good standing shall constitute a quorum. The annual meeting shall be for the election of new officers and council members; reading of the financial report and the prior year's annual meeting minutes; other committee reports; planning activities for the coming year; and conducting any other club business.

Section 2. The Council shall meet at approximately six month intervals, at a time and place selected by the President. The Secretary shall notify all Council members of such meetings, indicating the principal agenda. A majority of the council members shall constitute a quorum.

ARTICLE VII-ELECTIONS AND VACANCIES

Section 1. At least one month prior to the annual meeting, the President shall appoint a Nominating Committee.

Section 2. At the annual meeting, the Nominating Committee shall present a slate of candidates, including at least one for each office and the necessary number of council members. Nominations may also be made from the floor.

Section 3. After nominations are closed, if there is only one candidate for an office, the President shall declare that candidate elected. If there are two or more candidates for an office, election shall be by secret ballot. The candidate for any office who receives a majority vote of members present and voting shall be elected.

Section 4. After nominations are closed, if the number of candidates for Council is equal to the number to be elected, the President shall declare them elected. If there are more candidates for Council than there are positions to be filled, election shall be by secret ballot with each voting member entitled to vote for not more than the necessary number of candidates. The candidates receiving the highest number of votes shall be declared elected.

Section 5. Elections shall be for a term of one year or until a successor is chosen, effective at the adjournment of the annual meeting.

Section 6. The President shall fill vacancies in a position other than the office of President until the next annual meeting, when the position is filled by an election. In the event of a vacancy in the position of President, the Vice-President shall assume the duties of the President until the next annual meeting when the position is filled by an election.

ARTICLE VIII-COMMITTEES

Section 1. The President shall appoint committees of members as deemed necessary for the conduct of Club affairs.

Section 2. The President shall appoint a principal and an alternate delegate from the Club to the New York-New Jersey Trail Conference.

Section 3. The Representative to the New York-New Jersey Trail Conference shall act as delegate to the Trail Conference for the Club, attend meetings of the Trail Conference, and vote on any matters on behalf of the Club. The Representative shall keep the Club informed on Trail Conference business and make a report to the annual meeting, and perform all other duties pertinent to a general delegate to an organization, or as authorized by the Club.

ARTICLE IX-DUES

Section 1. Annual dues for active members shall be payable on October 1 of each year. Honorary members will not pay dues.

Section 2. All new members shall pay an initiation fee and annual dues with their applications.

Section 3. Annual dues and the initiation fee shall be determined by a vote of the membership at the annual meeting. The dues for couples, per couple per year, shall be less than twice the dues for individual members. The Treasurer shall recommend the level of dues and the initiation fee to each annual meeting.

ARTICLE X-AMENDMENTS

These bylaws may be amended in the following manner:

A proposed amendment shall be signed by five (5) or more members in good standing and submitted to the Secretary. Copies of proposed amendments shall be sent to all members in good standing at least one month prior the annual meeting. Members not able to attend the annual meeting may complete an absentee ballot. Such ballots shall be returned to the Secretary not later than the day before the annual meeting. A majority of the votes cast including absentee ballots shall adopt the proposed amendment. Proposed adopted amendments shall be effective at the adjournment of the annual meeting. If a quorum is not in attendance a vote shall be taken at the next annual meeting.

ARTICLE XI-RESCISSION

All previous bylaws and amendments conflicting with the foregoing are hereby rescinded.