

KEMOTrail Corps Inc.
Kennesaw Mountain National Battlefield Park
905 Kennesaw Mountain Drive
Kennesaw, GA 30152

BY-LAWS

Article I. NAME, INSIGNIA AND DEFINITIONS

Section 1. This organization, known as the KEMOTrail Corps Inc., was incorporated under the laws of the State of Georgia as a nonprofit corporation and approved by the Internal Revenue Service on January 11, 2005 as a 501 C. (3) for the purposes of taxation. To facilitate name recognition the club is doing business as the Kennesaw Mountain Trail Club (KMTTC).

Section 2. The Board of Directors shall be authorized to adopt suitable seal and insignia and shall be authorized to modify the same as deemed necessary.

Section 3. The words "Club," "organization," and "Corporation," as used in these By-Laws, shall be understood as referring to "KEMOTrail Corps Inc." The word "Board," as used in these By-Laws, shall be understood as referring to "The Board of Directors." The word "Trail", as used in these By-Laws, shall be understood as referring to all trails within the Kennesaw Mountain National Battlefield Park (KMNBP) as designated and approved by the National Park Service (NPS). The term "in writing" shall be understood as including E-mail and hardcopy correspondence.

Section 4. Club Standard Practices (designated as SP-01, 02, etc.) shall be implemented to provide additional guidance on how various aspects of club and committee activities are to be conducted. All Standard Practices shall be approved by the Board of Directors prior to implementation.

Article II. PURPOSE

Section 1. The purpose of this organization shall be to assist the National Park Service by building and maintaining the designated trails in a manner that is environmentally friendly and consistent with the overall mission of the Kennesaw Mountain National Battlefield Park; to provide support to programs and events at the park; to raise funds for park projects; and to work collaboratively with the National Park Service and community leaders and organizations to preserve the Kennesaw Mountain National Battlefield Park.

Section 2. This is a non-profit organization. All Directors and Officers serve without compensation. No part of its income shall financially benefit any of its Officers, Directors, or members. Primary funding for trail maintenance activities and accompanying material, equipment and/or tools shall be provided by the Kennesaw Mountain National Battlefield Park. KEMOTrail Corps may elect to supplement funding from the Kennesaw Mountain National Battlefield Park by obtaining grants and donations from the public and other organizations to fund additional projects needed but not funded by the National Park Service budget. All such fund raising by KEMOTrail Corps shall be approved by Kennesaw Mountain National Battlefield Park per the joint Memorandum of Understanding (MOU) (see Article III below) and shall be conducted at the direction of the Club Board of Directors.

Section 3. The Officers, Directors, agents, or members shall not make any statement of policy in the name of this organization, unless specifically authorized to do so by the Board of Directors.

Article III. **RELATIONSHIP WITH THE NATIONAL PARK SERVICE**

The working relationship between the Club and the National Park Service (NPS) at Kennesaw Mountain National Battlefield Park is governed by a Memorandum of Understanding (MOU) signed by officers of both organizations.

Article IV. **MEMBERSHIP**

Section 1. Membership, and participation in this organization, shall be voluntary and open to all persons.

Section 2. Classes of Membership

Voting Member: A Voting Member is defined as an adult over the age of 18 who has served in good standing as a Club Officer, Director, Crew Leader of Trail Ambassador in the calendar year preceding any general membership meeting of the entire club.

Community Volunteer: A Community Volunteer is defined as any individual of any age who has participated in at least one club activity or event, made a donation, or paid membership dues during the current calendar year.

Other classes of membership may be approved by the Board of Directors. Privileges, dues, and other appurtenances of membership shall be determined by the Board of Directors and published in an appropriately numbered SP.

Section 3. Violations of the By-Laws and/or the Standard Procedures of the Club may subject a member to expulsion. A resolution of expulsion must be approved by a simple majority of the Board of Directors. The member shall then be furnished a written statement of charges not less than two weeks prior to a ~~regular~~ **the next duly called** meeting of the Board at which his or her expulsion is to be considered. The member may show cause, in person at the meeting or in writing, as to why expulsion should not be carried out. A two-thirds vote of the Board is required to expel a member.

Section 4. All Voting Members shall be entitled to one vote at the Annual Business Meeting and other meetings of the entire Club.

Article V. **OFFICERS**

Section 1. The following officers shall be elected by the membership each year and shall serve as members of the Club Board of Directors: President, Vice President, Finance Director (Treasurer), and Secretary. Officers shall maintain active Volunteer-In-Park (VIP) status at Kennesaw Mountain National Battlefield Park.

Section 2. The President shall have been a member in good standing of the Club for at least two years prior to assuming his/her duties and shall have served at least a full one-year term as a member of the Board of Directors. All other officers, shall have been a member in good standing of the Club for at least one year.

Section 3. The officers shall be elected annually, as provided in these By-Laws, and shall hold office until their successors are duly elected and take office, or until their resignation shall be accepted by the Board of Directors. Terms begin at the time of their installation. **In the event of the resignation, removal from office, or inability of an Officer to continue to perform their duties, the Board shall appoint a replacement to serve out the remainder of the unexpired term.**

Section 4. The Club President shall serve no more than three consecutive terms in the same capacity.

Section 5. In case of the absence of the President, the Vice President shall temporarily exercise all powers and duties of the President.

Section 6. In the event the office of President becomes vacant, the Vice President shall call a meeting of the Board of Directors within two weeks to elect from that Board a President to serve for the remainder of the unexpired term.

Article VI. **DUTIES OF OFFICERS**

Section 1. The President, as a minimum shall:

- Assure that the 501 (c) (3) status of KEMOTrails Inc is maintained, that the insurance premiums are paid, and that all Club funds are properly accounted for
- Be the signatory on the Club's behalf on the recurring MOU with the NPS
- Collaborate with the NPS – and other Board of Directors members as appropriate - to estimate, budget, and manage all monies required by the Club
- Exercise overall authority over and assume overall responsibility for Club fund-raising activities
- Enforce the Club By-Laws and Standard Practices and provide strategic direction for the Club as well as general supervision over the affairs of the Club
- Preside over meetings of the Board of Directors
- Preside over general Club membership meetings and provide a 'state of the park/club' report at the Club's Annual Business Meeting
- Serve as an ex-officio member of all Club Standing Committees

Additionally, the President shall implement the direction of and exercise any additional powers conferred by the Board of Directors for the furtherance of the goals and objectives of the Club as long as they do not conflict with these By-Laws, Club SP's, or the MOU with the NPS.

Section 2. The Vice President position is considered to be a 'President in training' position. To that end, as a minimum, the Vice President shall:

- In the absence of the President, temporarily exercise all powers and duties of the President
- Chair at least one quarterly Board of Directors meeting
- Lead strategic projects as needed at the request of the President or the Board of Directors
- In the event the Presidency becomes vacant, conduct an election in accordance with Article V, Section 6 above

Section 3. The Finance Director (Treasurer) as a minimum shall:

- Be responsible for receipt, management and disbursement – at the direction of the Board of Directors - of all Club/corporate funds
- Oversee financial control and income/expense tracking of said funds
- Coordinate financial audits as needed or directed by the Board of Directors
- Maintain corporate registration with the state of Georgia
- File required IRS reports and tax forms
- Obtain and maintain needed Club insurance

Section 4. The Secretary as a minimum shall:

- Be designated Secretary of KEMOTrail Corps Inc
- Schedule and prepare an agenda for quarterly Board of Director and Annual Business Meetings, and advise Board of Directors, Club membership, and KMBP Superintendent of same
- Create, publish and disseminate comprehensive minutes of said meetings and maintain an archive of those minutes
- At the direction of the Board of Directors, prepare and disseminate a slate of nominees for election at the Annual Business Meeting
- Maintain a current list of Club Board members, Trail Ambassadors and Crew Leaders and notify them of important announcements as directed by the President
- Maintain a current set of Club SP's, the By-Laws, and the MOU with the NPS
- Respond to general correspondence

Section 5. As directed by the President or the Board of Directors, all Officers may have additional duties assigned in furtherance of the goals and objectives of the Club as long as they do not conflict with these By-Laws, Club SP's, or the MOU with the NPS.

Article VII. **BOARD OF DIRECTORS**

Section 1. The Board of Directors of the KEMOTrail Corps shall consist – at a minimum - of the four (4) elected officers specified in Article V and the following five elected Directors: ~~Logistics~~, Community Volunteers, Communications, Trail Ambassadors, **Invasive Plants**, and Trails. All Officers and Directors shall be elected by the Club membership at its Annual Business Meeting. At the discretion of the Board, Director titles and duties may change as deemed appropriate. Such additions, deletions, changes shall be identified in appropriate Club SP's until amendments to these By-Laws can be implemented.

Section 2. On an ad hoc, 'as necessary' basis, the Board of Directors may designate individuals as leaders/coordinators of short term, special event/project activities assigned to or taken on by the Club. The Board will provide said individuals with necessary direction, resources and oversight for completion of such activities, and said individuals will be required to report back to the Board upon completion of such activities.

Section 3. The Board of Directors shall be the managing Board of the Club. It shall control the admission of members to the Club, control all expenditures and property of the Club, fill vacancies in the Board of Directors until the end of the current year, and act for its interests in any way not inconsistent with these By-Laws, Club SP's, or the MOU with the NPS; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

Section 4. The Board of Directors shall have a regular meeting at least once in each quarter of the calendar year for the consideration of the general affairs and business of the Club. The President, however, shall have the right to call meetings of the Board at any time upon a minimum of five days' notice to all members of the Board in writing, or without previous written notice if consent is received from every member of the Board. Special meetings of the Board of Directors shall also be called upon the written request of any three members of the Board. Notice, by electronic or written means, shall be given at least five days prior to the time of holding said called meetings.

Section 5. The Board of Directors shall be empowered to promulgate such Standard Practices as it shall deem advisable in order to most efficiently and effectively carry out the objectives and purposes for which this Club was founded, provided that such Standard Practices shall be consistent with the provisions of the By-Laws of this Corporation and within the scope of the Memorandum of Understanding with the National Park Service.

Section 6. The membership shall promptly be notified of the adoption, repeal, or modification of any Standard Practice by the Board of Directors. Posting on the Club website shall suffice for such notification.

Section 7. Board members shall be expected to attend all regular and called meetings of the Board of Directors. Should any member of the Board fail to attend three consecutive meetings, a vacancy shall be declared. **Additionally, removal of a Board Member may be initiated per the provisions of Article IV, Section 3. of these By-Laws. Any resultant vacancy – including resignation or the inability of a Board Member to continue to perform their duties – shall be filled by appointment by the Board of Directors, and the person appointed shall serve until the position can be filled by election at the next** Annual Business Meeting.

Section 8. A simple majority (51%) of the current Board shall constitute a quorum for transaction of business, except as otherwise provided in these By-Laws.

Section 9. On all questions as to the construction or meaning of the By-Laws and Club SP's, the decision of the Board of Directors shall be final. ~~unless rescinded by the Club by a referendum vote as provided for in these By-Laws.~~

Section 10. No duly elected Board member shall be removed from office prior to expiration of ~~the~~ **their** term for reasons other than those stated in this Article, **Section 7**, unless, at a meeting of the Club membership, two-thirds of those members present vote by secret ballot to remove the Board member, provided that such Board member shall be furnished a written statement of charges not less than two weeks prior to the meeting at which removal from office will be considered, and that Board member shall be allowed to show cause, in person or in writing, why removal from office should not be enacted.

~~Section 11. All Directors and Officers serve without compensation.~~

Article VIII. **COMMITTEES**

Section 1. Much of the work of the Club will be carried forth by structured committees aligned with the Directorships specified in Article VII, Section 1. above. The duties of all committees shall be defined by the President and the Board of Directors and specified in appropriate Club SP's. All committees shall report to the Board of Directors at such time and in such manner as it shall designate, shall also report to the membership at the Annual Business Meeting, and shall submit a year-end written report to the Secretary to be filed in the Club archives.

Section 2. Ad-hoc committees may be appointed at the discretion of the President or the Board of Directors and shall carry on such work as may be designated and deemed necessary for a specific purpose or project and shall continue in existence until such designated work has been accomplished, or until the committee is dissolved by the President or Board of Directors.

Section 3. Members of committees shall be appointed by the respective committee chair in consultation with the President and the Board of Directors.

Article IX. **MEETINGS**

Section 1. A meeting of the entire Club, to be known as the Annual Business Meeting shall be held on or about September 1st of each year. The principal business of this meeting shall be the election of Officers and Directors, and the presentation of reports by the Officers, Directors, and Committee Chairmen.

Section 2. The President may call any other meetings of the entire Club which may be deemed advisable, and shall be required to call a meeting of the entire Club within three weeks upon petition, submitted in writing, by at least 10% of the members of the Club.

Section 3. No meeting of the entire Club shall be called for business unless at least 15 days advance notice is given. Notice may be given either by special mailing to the membership or by notification on the Club website.

Section 4. A quorum of ten (10) percent of the Voting Membership, as defined in Article IV, Section 2. or 15 Voting Members, whichever is smaller, is required for the conduct of business at the Annual Business Meeting or other meeting of the entire Club membership.

Section 5. A majority of the votes (51%) cast at any duly called meeting of the entire Club shall be considered the will of the whole Club, unless these By-Laws otherwise provide.

Section 6. All formal meetings of the Club – Board of Directors meetings and general Club voting membership meetings to include the Annual Business Meeting – shall be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised.

Article X. **NOMINATIONS AND ELECTIONS**

Section 1. On or before the July Board meeting, a Nominating Committee of three or more Voting Members of the Club shall be selected by the President and approved by the Board of Directors to select candidates for the election of Officers and Directors at the Annual Business Meeting of the Club. This Committee must meet to select a slate of Officers and Directors as candidates to be presented at the Annual Business Meeting. The Nominating Committee shall report its selections to the President. The names of the nominees shall be published in the August issue of the Club ~~bulletin~~ newsletter *Earthworks* and posted on the Club website.

Section 2. ~~On or before the July Board Meeting,~~ The exact date, place and time of the Annual Business Meeting for the election of officers shall be set by the Board of Directors ~~and shall be published in the August issue of the Club newsletter *Earthworks*.~~ ~~and All~~ Voting Members shall be notified by electronic (website) or written means at least two weeks in advance of the meeting. Publication of such information in the Club ~~bulletin~~ newsletter *Earthworks* and on the Club website shall be deemed in compliance with this requirement. Any member who does not expect to be present at the Annual Business Meeting may vote (absentee vote) by notifying the Secretary by electronic or written means in advance of the meeting. Proxy voting – assignment of one's vote to another Voting Member – shall not be allowed.

Section 3. Nothing in the previous sections shall preclude nominations from the floor of candidates for Officers or Directors of the Club. Ample time and opportunity for such nominations shall be allowed at the Annual Business Meeting.

Section 4. In the event of a contest for any office, the President shall appoint no fewer than four tellers who are Voting Members to count the vote for elections of Officers and Directors at the Annual Business Meeting.

Section 5. Any candidate for office receiving a majority (51%) of the votes cast at the Annual Business Meeting, including absentee votes cast in accord with the provisions of Section 2 of this Article, shall be declared elected. In case a majority of votes shall not have accrued to any candidate for a given office, the vote for that office shall be taken again between the two candidates previously receiving the largest number of votes; the candidate receiving a majority of the votes thus cast shall be declared elected.

Section 6. Board members elected at the Annual Business Meeting shall be installed at the conclusion of the Annual Business Meeting.

Article XI. **AUDIT AND ACCOUNTING**

Section 1. By January 1 of at least every other year (alternate years), books and financial records of the Corporation for the previous fiscal year shall be audited by a competent person or firm designated by the President and the Finance Director (Treasurer). The books and audit reports shall be available for inspection by any Club member having a legitimate interest in the financial affairs of the Corporation.

Section 2. The accounting period for this Corporation shall be a fiscal year beginning October 1st.

Article XII. **ADOPTION AND AMENDMENT**

Section 1. These By-Laws shall become effective on the date of their ratification ~~at the Annual Business Meeting~~ by a two-thirds vote of the Voting Members voting in person or by absentee vote.

Section 2. Amendments to these By-Laws may be proposed by a simple majority (51%) of the Board of Directors or by 10% of the Club membership. All proposed amendments shall be submitted by electronic or written means to the Board of Directors who shall, in turn, submit them, accompanied by a report of the

Board of Directors containing its recommendations, for a vote of the members in the same manner as above provided with respect to their adoption. A two-thirds majority of votes cast as provided in Section 1 of this Article shall be required for amendments to these By-Laws.

Original By-Laws adopted September 26, 2002.

Revised By-Laws adopted at the Annual Business Meeting held on September 21, 2006.

Revised By-Laws adopted at the Annual Business Meeting held on September 23, 2017