

Cleveland Hiking Club

Established 1919

The Cleveland Hiking Club, Inc.

Cleveland, Ohio

Constitution & Bylaws

Approved by members in October 2014
Amended and updated December 2016
Amended and updated October 2024
Amended and updated October 2025
Amended and Updated October 2026

10/31/2026

Approved October 2014

Constitution of the Cleveland Hiking Club, Inc.
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CONSTITUTION OF
THE CLEVELAND HIKING CLUB, INC.

Original Constitution ratified by the General Assembly of the Club, October 20, 1939. Revisions and Amendments ratified by the voting members of the Club, October 21, 1999. Board verified retyping and formatting for electronic publication April 2007. Major revisions and updates approved by the membership in October 2014. Board verified retyping and reformatting for clarity in June 2024. Subsequent amendments approved by the membership in October 2024.

ARTICLE I * Name

Section 1. The name of this Corporation shall be The CLEVELAND HIKING CLUB, INC., hereinafter called the Club.

Section 2. The Club shall operate primarily in the City of Cleveland, Cuyahoga County, State of Ohio, and nearby counties.

Section 3. The official name of the Club's Property in Hinckley Township shall be CAMP ONWEGO.

ARTICLE II * Purpose

Section 1. The purpose of the Club shall be the encouragement and promotion of outdoor recreation primarily in the form of hikes and related outings, and the sponsoring and support of other activities incidental to the foregoing.

ARTICLE III * Membership

Section 1. There shall be three (3) kinds of members: Active, Honorary, Life, and Associate, all of whom must be eighteen (18) years of age or older.

a. An Active Member is one who subscribes to the purposes of the Club, and is in good standing according to the provisions of the Constitution. An Active Member shall be privileged to vote on all questions which may come before the membership, and shall be entitled to all privileges of the Club.

b. Honorary Members may be elected from time to time by the Club for extraordinary ability or service. They shall not pay dues, shall have no vote and shall not be eligible to hold office.

c. A Life Membership may be presented to any member who has maintained an Active Membership in the Club for a total of fifty (50) years. A Life Member shall not pay dues, is eligible to vote and is eligible to hold office. A Life Member shall be entitled to all other privileges of the Club.

ARTICLE IV * Officers and Directors

Section 1. Officers and Directors

a. Officers of the Club shall be President, Vice-President, Chief Pathfinder, Recording Pathfinder, Recording Secretary, Corresponding Secretary, and Treasurer.

b. The Board shall be the governing body of the Club subject to the direction of the membership, shall consist of these officers and nine (9) Directors elected by the members.

c. The Board, by majority vote, may appoint such agents and representatives of the Club with such powers and to perform such acts or duties on behalf of the Club as the Board may see fit, so far as to be consistent with the Club Constitution and Bylaws, to the extent authorized or permitted by law.

Section 2. Term of Office for Officers and Directors

a. All Officers and Directors shall hold office for two (2) years, or until their successors are elected. Directors shall be elected to reasonably balanced staggered terms. Newly elected Officers and Directors shall take office on the first day of the calendar year following their election.

b. Officers and Directors elected to fill an unexpired term shall assume office immediately upon their election.

c. No member shall hold more than one (1) office at a time.

d. No member shall be elected to the same office for a period longer than four (4) consecutive years (two terms). Terms shall be considered consecutive unless separated by a period of one or more years.

Section 3. Vacancies

a. The Vice-President shall succeed to the office of President in the event of a vacancy in that office and serve until the following election.

b. If any elected office other than President becomes vacant, the remaining members of the Board shall elect a successor to serve the unexpired term.

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ARTICLE V * MEETINGS

Section. 1. General Meetings

a. An annual General Meeting of members will be held in the second quarter of each year. Other General Meetings may be held at the discretion of the Board.

b. Special meetings may be called at any time by the President, or shall be called by the Corresponding Secretary upon written request sent by electronic or other means by ten (10) voting members of the Club.

c. Notifications of special meetings shall be sent by electronic or other means to all members at least two weeks prior to the date of the meeting.

d. Five (5) percent of the voting members as of February 1st shall constitute a quorum for all general meetings of the Club for that year.

ARTICLE VI * Amendments

Section 1. Submittal of a proposed amendment shall be made to the Board. The President shall appoint a committee to review impacts of change proposed. The Board shall receive a report from the committee and after consideration, vote to accept, modify, or reject the proposal. If accepted, the Board shall initiate action to inform members of the proposed change and conduct a membership vote.

Section 2. The proposed amendment or change shall be voted upon by all eligible voting members by secret ballot, following the same rules for election of officers (See Standing Rules - Elections). The result of the tabulation shall be transmitted to the President promptly upon completion.

Section 3. The voting ballot shall contain both the existing Article and the proposed amendment. A two- thirds (2/3) majority of all eligible ballots returned shall be required for passage.

Section 4. The voting ballots shall be prepared by the Recording Secretary for distribution by electronic or other means to members by the Corresponding Secretary.

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Approved by Membership October 2014

BYLAWS OF
THE CLEVELAND HIKING CLUB, INC.

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BYLAWS OF
THE CLEVELAND HIKING CLUB, INC.

ARTICLE I * Membership

Section 1. Application for Membership

a. An individual may apply for Active Membership in The CLEVELAND HIKING CLUB, INC., after completing the required Club hikes within the preceding twelve (12) months. The hike requirement is reduced to none for applicants who hold lapsed membership (See Section 2.c. for a special case of the latter category). A completed application form and a signed liability release shall be submitted to the Membership Chair with the appropriate initiation fee and annual dues (See Section 2.b. for schedule). The applicant shall achieve the status of full Active Membership at 12:01 a.m. on the first Sunday following receipt by the Membership Chair of the completed application form, the release and full legal payment.

b. Honorary Members shall be proposed in writing by ten (10) voting members of the Club. A two-thirds (2/3) vote of the voting members present at a general meeting where a quorum is present shall be required to elect Honorary Members.

c. Life Membership is given by an action of the Board when a member has completed fifty (50) years as an Active Member.

Section 2. Dues

a. Yearly dues schedules for all member classifications and appropriate initiation fees shall be set each year by the Board.

b. Dues are payable *before January 1* of each year. Membership shall lapse if dues are not paid by *January 1*. For new members joining between September 1 and December 31 dues shall be reduced by 50% of current dues.

c. Lapsed members may be reinstated by payment of their unpaid dues plus a reinstatement fee, by December 31 of the same year. If a member rejoins after December 31, that member shall reapply, paying the current dues plus an initiation fee and submitting a signed liability release. Requirements of doing qualifying hikes shall be waived.

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Section 3. Dismissal of Members

a. The Board may, by a two thirds (2/3) vote of the Board members present at a Board meeting, dismiss from membership in the club any person who is found to act in a manner that is detrimental to the mission or reputation of the club. But before such action is taken, the member shall be given an opportunity at a meeting of the Board to present such explanation or defense as the member may wish to make. Ten (10) days written notice of such meeting shall be given by a letter sent by electronic or other means to the member's last address on

the Club records.

Article II * Tie Votes for Officers, Directors, or Trustees

Section 1 Tie votes

a. Should there be a tie vote in the election of an Officer, Director, or other elective office, the then current officers and directors shall promptly meet to cast a tie-breaking vote to determine the outcome prior to the announcement of election results.

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ARTICLE III * Officer's Duties

Section 1 President

a. The President shall preside at all meetings of the Club and of the Board, call Special Meetings as necessary, appoint all Committee Chairs, except for the Chief Pathfinder's Committee and shall act as the executive head of the Club in all matters concerning the furtherance of the purpose of the Club.

b. The President shall perform such other duties as ordinarily pertain to the office of the President and shall, by virtue of the office, be a member of all committees. The President shall have no vote, except in the case of a tie.

Section 2. Vice-President

a. The Vice-President shall preside at all meetings in the absence or disability of the President. In the absence or disability of the President, the Vice-President shall assume the duties of the President.

Section 3 Chief Pathfinder

a. The Chief Pathfinder shall appoint volunteer assistants who, with the Chief Pathfinder as chair, shall constitute the Pathfinder's Committee. In the absence or disability of the President and Vice-president, the Chief Pathfinder shall assume the duties of the President.

b. The Chief Pathfinder shall, with the aid of the Pathfinder's Committee, prepare a Schedule of Activities, prepare routes for annual hikes and secure hike leaders. The Chief Pathfinder shall cooperate with the Social Committee in conducting outings.

c. The Chief Pathfinder shall provide the Schedule of Activities to the board for approval prior to publication. The President may appoint a rotating subcommittee of the board consisting of three or more directors to review and approve the Schedule of Activities. Upon approval by the subcommittee or the board, the Chief Pathfinder shall be responsible for having the Schedule of Activities published.

d. The Chief Pathfinder shall have the authority to make any changes necessitated by any emergency that may arise, except in matters that pertain to the policies of the Club.

Section 4. Recording Pathfinder

a. The Recording Pathfinder shall keep accurate records of attendance and mileage on all hikes, and shall report high monthly mileage and awards in NEWSTEPS.

Section . 5. Recording Secretary

a. The Recording Secretary shall keep accurate minutes of all meetings of the Club and the Board, shall keep a library and a file of all standing rules passed by the Board, and shall ensure that the current standing rules are posted on the Club website. The Recording Secretary may appoint volunteer assistants.

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Section 6. Corresponding Secretary

a. The Corresponding Secretary shall attend to all incoming correspondence except that which relates to officers.

b. The Corresponding Secretary shall manage the Club's relationship with the United States post office and coordinate the purchase of postage and printed material for the Club.

c. The Corresponding Secretary shall manage any Club election as detailed in the Standing Rules.

d. The Corresponding Secretary shall ensure consistent and appropriate use of the Club logo as detailed in the Standing Rules.

e. The Corresponding Secretary shall call special meetings of the members and/or the board as provided in the Constitution and Bylaws

f. The Corresponding Secretary may appoint volunteer assistants.

Section 7. Treasurer

a. The Treasurer shall maintain an accurate record, which can be audited, for a Book of Accounts of the General Fund, and of all funds other than the Camp Fund. The Treasurer may appoint assistants, shall receive and deposit the funds of the Club in a bank as instructed by the Board and shall pay the bills of the Club as authorized by the Board. The Treasurer shall present to the Board for approval any expense that is unusual or will cause the account to be over budget. The Treasurer shall advise the Board when an expense is forecasted to be over budget.

b. The Treasurer shall prepare monthly and annual statements of the Club's General Fund and all other Funds, other than the Camp Fund, for consideration by the Board and shall prepare an annual budget for consideration by the Board at the October meeting.

c. The Treasurer shall be responsible for administering the club's insurance program including property, damage, liability, and Directors & Officers insurance. The Treasurer shall annually review status of insurance coverage with the Board to confirm adequacy of coverage.

d. The Treasurer shall serve as the statutory agent for the Club.

Section 8. Officers and Directors

a. The Directors shall represent the general membership on the Board.

b. Officers and Directors shall be required to attend all regular Board and general meetings of the Club. Three (3) unexcused absences from Board or general meetings within a 12-month period, shall constitute forfeiture of office.

c. An officer, director or trustee may be removed, with cause, upon the affirmative vote of no less than two-thirds of the entire board serving at that time at a regular meeting of the board or at a special meeting called for that purpose.

d. Each Board member shall conduct himself/herself in a manner so that he/she or his/her employer or business shall not benefit materially as a result of his/her position as a Board member.

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ARTICLE IV * Committees

There shall be the following Committees: Archives, Audit, Camp, Membership, NEWSTEPS, Nominating, Social, and Website. Other committees may be appointed by the President. The February NEWSTEPS will list all committees for that year.

Section 1. Committee Budgets

a. All committees shall submit to the Treasurer a budget of their anticipated expenses for the next calendar year by the end of September. Additional funds may be requested during the year, subject to approval of the Board.

Section 2. Committee Reports

a. The Chair of each Committee shall present a report, as necessary, either oral or written, at every regular Board and general meeting. Each Committee shall make a written report to the Board reviewing its activities of the past year.

Section 3. Audit Committee

a. Members of the Audit Committee shall not hold any elected office of the Club. Members of the Audit Committee preferably should have experience in financial activities and/or auditing financial records.

b. The duties of this committee shall be to audit the account of the Treasurer and the Camp Fund as soon as possible after the end of the year. Annually, the Audit Committee shall present a report including recommendations to the Board prior to the annual general membership meeting.

Section 4. Archives Committee

a. The Archives Committee shall consist of a Chair and volunteers who are subject to the appointment by the Chair.

b. The Archives Committee is responsible for maintaining the official Club hardcopy and electronic records including meeting minutes (Board and general membership), directories, historical records of activities, financial records, etc. as directed by the Board. Archived material is on file with the Western Reserve Historical Society.

Section 5. Camp Committee

a. The Camp Committee shall consist of a Chair and volunteer assistants appointed by the Chair. The duties of this Committee shall be to maintain and manage CAMP ONWEGO.

b. Any project involving substantial change to the grounds or permanent structure shall require prior approval of the Board.

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Section 6. Membership Committee

a. The Membership Committee shall consist of a Chair and volunteers appointed by the Chair. The Chair shall maintain the master record of Club's membership, shall explain requirements for membership to prospective members upon completion of prospective member's required hikes and provide liability releases and applications for membership.

Section7. NEWSTEPS Committee

a. The NEWSTEPS Committee shall consist of a Chair and volunteers appointed by the Chair. The Chair of the NEWSTEPS committee shall be known as the Editor-in-Chief unless the Chair appoints an Editor- in-Chief.

b. The duties of the NEWSTEPS Committee shall be to edit and publish a Club publication known as NEWSTEPS. It shall be the purpose of NEWSTEPS to acquaint members with the Club's policies, past, current, and future events, or such other events or items as may pertain to the Club and be of interest to members.

Section 8. Nominating Committee

a. The President shall propose a Chair and four (4) members of the Nominating Committee subject to the approval of the Board at the April board meeting. This Committee shall complete a tentative slate of candidates for publication in the August issue of NEWSTEPS. Voting members may make additional nominations by electronic or other written means to be received by the Committee no later than July 1st.

b. The Committee shall within one week present the final slate of candidates to the Board for approval. Upon approval the Corresponding Secretary shall prepare voting ballots to be sent by electronic or other means to voting members no later than October 1st.

Section 9. Social Committee

a. The Social Committee shall consist of a Chair and volunteers appointed by the Chair. The duties of this committee shall be to manage all social affairs of the Club, and to foster good fellowship and interest among members of the Club.

b. The Social Committee shall cooperate with the Pathfinder's Committee in the conducting of outings. Its plans shall be subject to the approval of the Board.

Section 10. Website Committee

a. The Website Committee shall consist of a Chair and volunteers who are subject to appointment by the Chair.

b. The Website Committee is responsible for maintaining the Club website and ensuring that information contained on the website is secure and up to date.

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ARTICLE V * MEETINGS

Section 1. Board Meetings

a. Meetings of the Board shall be held in each month that has no general meeting, and shall be closed meetings. Minutes of proceedings shall be kept and shall be available to the membership. Members may bring an issue to the Board by making a request to the President to attend a Board meeting.

b. Special meetings of the Board may be called by the President or shall be called by the Corresponding Secretary on written request of four (4) members of the Board.

c. Notification of special meetings of the Board shall be given at least seven (7) calendar days for an in- person meeting and three (3) business days for an electronic meeting.

d. A majority of the Board shall constitute a quorum for all meetings of the Board.

e. Decisions of the Board shall be made with a majority of the Board members present voting to pass any motion except as otherwise specified in these Bylaws.

f. The Board can authorize “executive sessions” which would include only Board members.

g. Regular and special meetings of the Board may be held through electronic means and, in such cases, all Board members participating in person or through electronic means shall be counted in determining whether a quorum exists.

ARTICLE VI * Camp Rules

Section 1. Any use of CAMP ONWEGO by non- members must be sponsored and attended by a member in good standing.

Section 2. No illegal drugs, no firearms, no concealed weapons, and no hunting shall be permitted on CAMP ONWEGO grounds.

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ARTICLE VII * Camp Replacement and Improvement Fund

Section 1. Establishment of Camp Fund.

There is established a Camp Replacement and Improvement Fund (hereinafter called the Camp Fund.) Promptly following the close of each calendar year, the Camp Fund may be credited such sum from the Club's General Fund as the Board may direct. The fund may also receive gifts and bequests from the general membership or other donors.

Section 2. Purpose and Approval of Expenditures.

The Camp Fund shall be maintained for the purpose of financing or assisting in financing the capital expenditures or major maintenance cost of any major building operations at CAMP ONWEGO, such as the rebuilding or replacing of any existing building or the construction of any new building as well as to fund the general operation and maintenance of said Camp.

No expenditure shall be made from the Camp Fund unless such expenditure (a) has been approved by a majority vote of the Board members present and/or (b) has been approved by a majority vote of voting members present at a general meeting. A two-thirds (2/3) majority of the Board and a two-thirds (2/3) majority of the voting members present at a regular general meeting shall be required to authorize any expenditure from the fund when there is less than $50,000 in the fund, or when the proposed expenditure would reduce the balance in the fund to less than fifty thousand dollars ($50,000).

Section 3. Camp Fund Trustees.

a. The Camp Fund shall be managed by three (3) trustees who shall be voting members of the Club.

b. At each annual election of officers, one (1) trustee shall be elected for a term of three (3) years commencing on the first day of the calendar year following such election.

c. No member may be elected as trustee for a period longer than three (3) consecutive years (one term).

d. Trustees elected to fill an unexpired term shall assume office immediately upon their election, may complete only the unexpired portion of that term, and are ineligible to serve a subsequent term without a one-year break in service.

e. A trustee may not serve in another elected office while serving as a trustee.

Section 4. Investments and Signature Authority.

The trustees shall keep all money in the Camp Fund (a) deposited in a depository which is protected by Federal Deposit Insurance Corporation (F.D.I.C.) and/or be invested in obligations of the U.S. Government and/or invested in large, diversified equity mutual funds. The investment of money in equities shall be in the range of 40-70% of the total Camp Fund, to be evaluated annually by the Trustees to assess the need to rebalance the invested funds.

Only the trustees and the President shall have signature authority. The money shall be deposited in the name of The Cleveland Hiking Club, Inc. and withdrawal shall be only upon the signature of two (2) of the four (4) members with signature authority. The transfer between accounts for rebalancing purposes or the changing of maturity terms of time deposits are not considered withdrawals and may be accomplished by any single authorized officer.

Section. 5. Reporting.

The trustees shall maintain complete, accurate accounts of all transactions, and prepare

reports on the status of the Camp Fund investments to be presented at each general meeting, and shall prepare an annual statement, as of December 31 of each year.

ARTICLE VIII * Amendments to Bylaws

Section. 1. Submittal of a proposed amendment shall be made to the Board. The President shall appoint a committee to review impacts of change proposed. The Board shall receive a report from the committee and after consideration, votes to accept, modify, or reject the proposal. If accepted, the Board shall initiate action to inform members of the proposed change and conduct a membership vote.

Section 2. The proposed amendment or change shall be voted upon by all eligible voting members by secret ballot, following the same rules for election of officers (See Standing Rules - Elections). The result of the tabulation shall be transmitted to the President promptly upon completion.

Section 3. The voting ballot shall contain both the existing Article and the new proposed amendment. A majority of all eligible ballots returned shall be required for passage.

Section 4. The voting ballots shall be prepared by the Recording Secretary for distribution by electronic or other means to members by the Corresponding Secretary.

ARTICLE IX * Rules of Order

Section 1. On all questions of order not covered by the CONSTITUTION or BYLAWS, the current Roberts Rules of Order shall be considered authoritative.

Section 2. Standing Rules.

a. The Board and/or the voting members may, by majority vote, create, modify, or rescind Standing Rules that are used to govern the functions of the Club that are not described in the Constitution or Bylaws.

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