

The O.H. Association, Inc.

Bylaws

Article I – Name of the Corporation

This corporation shall be called The O.H. Association, Inc.

Article II – Purpose of the Corporation

The objects for which this corporation is established are to serve and promote the social, recreational, and athletic interests of the members of the O.H. Association and the general public in the recreational activities in the White Mountain region of New Hampshire, including, without limitation, to maintain contact among individuals who have worked for the Appalachian Mountain Club Hut System or its associated facilities by providing opportunities for reunions and meetings; to maintain the O.H. Cabin, trails and property held in trust; to assist in preserving high standards in Hut System operations and the conservation and maintenance of back-country hiking trails, including distribution of publications, newsletters, and mailings. The corporation shall have all of the powers conferred by Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire, all acts and amendments thereto, and all other powers necessary or desirable to effectuate its corporate purposes.

Article III – Classes of Membership

1) There are three classes of membership to be known as: Regular, Special and Honorary. Regular members are those who have worked in the Appalachian Mountain Club (“AMC”) Hut System or its associated facilities as full time or seasonal employees including, without limitation, construction and trail crews; Pinkham Notch Visitors Center; Tuckerman Ravine Shelter; Highland Center; Echo Lake, Cold River, Three Mile Island Camps; and Maine Lodges. Membership begins upon payment of annual dues for a calendar year and is continued upon annual payment of dues. The Steering Committee shall have the power to oversee Regular membership based on review of annual employee list(s) provided by the Huts Manager or other AMC officials.

2) Special members are individuals who have worked for the AMC Hut System or its other facilities for less than seasonal periods or otherwise have provided services to the Hut System or its associated facilities. Candidates for special membership may be submitted by any O.H. Association, Inc. member to the Steering Committee in time for publication in the Resuscitator prior to the Annual Meeting. Special membership begins upon approval by a quorum at the Annual Meeting and is continued upon payment of annual dues.

3) Honorary members are individuals who have made outstanding contributions that have enriched the experience provided by the AMC Hut System or its associated facilities. Candidates for Honorary membership shall be reviewed by the Steering Committee after which their names may be submitted to the membership for approval at the Annual Meeting in the same

manner that Special members are elected pursuant to Section 2, above. Honorary members pay no annual dues.

4) Annual dues for all categories of membership are set by the Steering Committee and published in the Resuscitator.

Article IV – Membership Benefits

Payment of annual dues shall entitle members to the use of the O.H. Cabin, and includes subscription to the O.H. Resuscitator. The official newsletter of the Association is generally published twice annually, before the Annual Meeting and prior to the summer season.

Article V – Officers and Administration

1) The officers of the Corporation are a Board of Directors which shall be called the “Steering Committee” consisting of not fewer than seven nor more than thirteen members, including a Secretary, a Treasurer, a former Secretary or Treasurer, two Editors of the Resuscitator and two other members to be elected by a quorum at the Annual Meeting. In any year in which fewer than the full number of members of the Steering Committee is elected at the Annual Meeting, the Steering Committee may within said limits elect additional members not to exceed eleven. A President of the Steering Committee shall be elected annually by and from the Steering Committee. The President shall conduct the Annual Meeting. The Steering Committee shall fill any vacancies in its membership should any occur.

2) Each member of the Steering Committee holds office for one year or until a successor is appointed.

3) Members of all other committees as subsequently defined in Article VI, Section 3 continue for periods designated by the Steering Committee.

- 4) The President shall have the following specific powers and duties:
- a. To preside at all meetings of the corporation and Steering Committee;
 - b. To have general and active management of the business of the corporation;
 - c. To see that all orders and resolutions of the Steering Committee are carried into effect;
 - d. To execute contracts of the corporation;
 - e. To have general superintendence and direction of all the other officers of the corporation and of the agents and employees thereof and to see that their respective duties are properly performed;

- f. To operate and conduct the business and affairs of the corporation according to the orders and resolutions of the Steering Committee;
- g. To submit a report of the operations of the corporation to the directors at the regular meeting, and an annual report thereof to the shareholders at the annual meeting, and from time to time to report to the directors all matters within the President's knowledge that should be brought to their attention in the best interests of the corporation.

Article VI - Duties of Officers and Committees

1) All of the powers of the Association are vested in the Steering Committee which manages the affairs of the Corporation as provided for in these Bylaws and shall have all of the powers and authority of a Board of Directors under New Hampshire Revised Statutes 292, or as otherwise provided by law.

2) Five members of the Steering Committee shall constitute a quorum and the actions of the Steering Committee shall be approved by majority vote. Any action required or permitted to be taken by the Steering Committee or the members at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors or members, as the case may be.

3) Special committees will be appointed when necessary by the Steering Committee.

4) The President of the Steering Committee or a substitute presides at all meetings of the Steering Committee and exercises such other powers and performs such other duties as prescribed by the Steering Committee.

5) The President presides at the Annual Meeting of the Corporation and performs such other duties as may be delegated by the Steering Committee.

6) The Treasurer collects, takes charge of, and disburses funds of the Corporation; has custody of all securities and other personal property of the Corporation and deposits all funds in such bank or Trust Company as designated or approved by the Steering Committee; makes entries regularly in books of the Corporation to be kept for that purpose, makes full and accurate accounts received and paid out on account of the Corporation; and presents accurate reports at the Annual Meeting, and at other times when requested by the Steering Committee.

7) The Secretary keeps the minutes of all proceedings of the Corporation; maintains the mailing list; notifies the Steering Committee and other committees of scheduled meetings and performs other duties as may be delegated from time to time by the Steering Committee.

8) The Editors of the Resuscitator publish news and business of the Corporation and its members at least twice annually.

Article VII - Election of Officers

1) At least three months prior to the succeeding Annual Meeting, the President of the Steering Committee shall appoint a Nominating Committee of at least three members, to recommend officers for the following year.

2) The Nominating Committee shall submit names from among members in good standing to the President of the Steering Committee and to the Editors of the Resuscitator at least thirty days before the Annual Meeting for the offices of Secretary, Treasurer, Editors and other members for the Steering Committee.

3) Nominations are published in the Resuscitator prior to the Annual Meeting.

4) Nominations may be made from the floor by members at the Annual Meeting to fill any positions on the Steering Committee.

5) In the event that more than two candidates are nominated for Editor or more than eleven total candidates are nominated as members of the Steering Committee, election shall be by written ballot for each position at the Annual Meeting. Otherwise, the Secretary may cast one ballot for the nominees submitted by the Nominating Committee if instructed to do so by vote of the members present at the Annual Meeting.

Article VIII - Meetings

1) The Annual Meeting shall be held in January of each year, unless adjourned to some other date by vote of the Steering Committee. At any meeting of the Corporation, each member present in good standing has one vote. Eleven such members constitute a quorum.

2) Special meetings of the members for any purpose or purposes may be called upon reasonable notice by the Steering Committee and must be called by it on receipt of written requests from twenty-five members entitled to vote.

3) Social meetings at which no business is transacted may be arranged at any time by the Steering Committee.

Article IX - Amendments

1) These Bylaws may be amended at any regular meeting of the Steering Committee by a two-thirds vote of the entire Steering Committee, provided that written notice of the proposed revision shall have been given each member of the Steering Committee at least ten days in advance of such vote. The Bylaws shall be reviewed by the Steering Committee or an appointed special committee at least annually, prior to the Annual Meeting.

2) The members of the Corporation may make, alter, amend, and repeal the Bylaws of the Corporation at any Annual Meeting called for the purpose and all Bylaws made by the Steering Committee may be altered or repealed by two-thirds vote of the members present.

Article X - Conflict of Interest

Any possible conflict of interest on the part of any member of the Steering Committee, officer or employee of the Corporation, shall be disclosed in writing to the Steering Committee and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Steering Committee. Where the transaction involving a Steering Committee member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested Steering Committee members is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested Steering Committee members and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Steering Committee will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of, and agreement to, this policy. The Steering Committee will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this Article.