

Carolina Mountain Club - Bylaws 2026

Revised October 6, 2026

CMC Bylaws (2026)

BYLAWS OF THE CAROLINA MOUNTAIN CLUB, INCORPORATED

Approved, November 11, 2005

Amended October 27, 2006; November 1, 2008;

November 1, 2013; October 30, 2015; November 5, 2016; November 1, 2025; and
October 6, 2026.

ARTICLE I – NAME

The name of this organization will be the Carolina Mountain Club, Incorporated, hereinafter referred to as the Club.

ARTICLE II – OBJECTIVES

1. The Club's objectives are:

- **To encourage and support hiking in Western North Carolina and adjacent regions;**
- **To maintain and steward hiking trails in accordance with agreements that the Club has entered into with public agencies, trail organizations, and other partners, and to promote safe and sustainable hiking trails;**
- **To develop, maintain, and improve other hiking trails and related facilities as approved by the Club's Council;**
- **To encourage the conservation and responsible stewardship of the natural environment;**
- **To build community through hiking, trail stewardship, conservation, community service, communications, fellowship, and enjoyment of the outdoors; and**
- **To encourage people to connect with the outdoors, care for our trails, and help protect the natural beauty of our region for future generations.**

2. The Club will have full power and authority to purchase, own, lease, or dispose of all kinds of property, both real and personal, and to perform all acts necessary for the proper fulfillment of these objectives.

ARTICLE III – MEMBERSHIP

1. Any person at least eighteen years old can join the Club by completing a membership application form, either on paper or on line, and paying the required dues.
2. Members **will be removed from the membership list for** non-payment of dues at 90 days past due and **may be** reinstated upon payment of **that member's** current dues.
3. A membership may be canceled for cause **based upon a violation of the currently-applicable version of the Club's Code of Conduct** by a two-thirds vote of the Council. Thirty days' notice of the cause, and of the Council meeting at which the motion to cancel a membership will be considered, **must be given in writing to the affected member before the Council is authorized to cancel that member's membership.**
4. The dues for members will be as set by the Council with the approval of a simple majority of the Club membership present and voting at any regular or special Club meeting.
5. The classifications of Club membership will be: Individual Member, Family Member, Life Member, and Honorary Life Member. A Life Membership may be purchased by payment of twenty-five times the current individual or family membership dues. An Honorary Life Membership may be granted by the Council **to a member** in recognition of long and extraordinary service to the Club. Life and Honorary Life Members will enjoy full benefits of **membership without** further payment of dues. **Silver and Gold Memberships will be available in return for specific donations in an amount and in a manner to be determined by the Council made in addition to dues paid for that year of membership.**
6. Each Individual, Life, and Honorary Life member, and each adult individual within a Family Membership, will be entitled to one vote at Club meetings. Each Individual, Life, and Honorary Life member, and each Family membership will be entitled to one mailing of all Club notices and publications.

ARTICLE IV – OFFICERS AND COUNCIL

1. The Officers of the Club will be President, Vice President, Secretary, and Treasurer.
 - The President will be the Chief Executive Officer of the Club.
 - The Vice President will assist the President in carrying out his/her duties, **will act on behalf of the President when the President is temporarily absent or unable to carry out his/her duties**, and will replace the President in case of death or resignation. The Vice President also will be responsible for planning the Club's Annual Meeting.
 - The Secretary will be responsible for keeping and publishing minutes of all Council and Club meetings and for maintaining the Club's correspondence.

- The Treasurer will be responsible for the Club's financial affairs.

2. The Officers will administer the affairs of the Club under the direction of a governing board known as the Council, consisting of the four Officers of the Club; the Councilors for Marketing and Communications, Conservation, Hiking, Membership, Preparedness, and Trail Maintenance; and **four** Councilors-at-Large. The President will serve as Chair of the Council. The Immediate Past President **shall** serve as a voting member of Council.

3. All members of Council will be elected for two-year terms by a simple majority of the Club members present and voting at its Annual Meeting. The President; Vice President; Councilors for Preparedness, Hiking, Membership; and **two** Councilors-at-Large will be elected in odd-numbered years. The Secretary; Treasurer; the Councilors for Marketing and Communications, Conservation, and Trail Maintenance; and **two** Councilors-at-Large will be elected in even-numbered years. The Nominating Committee (See Article VI.1) will propose a slate of candidates for **all** open positions, including vacancies created by the resignation or death of a Council member, **as described in more detail below**. Any Club member can make a nomination from the floor at the Annual Meeting.

4. No member of Council shall serve in the same office for more than four consecutive years, but nothing shall preclude an individual from serving on the Council for more than four consecutive years in different offices. An individual may be reelected to a previously held position after a hiatus of at least two years.

5. Members of **the** Council will take office on January 1 of the year following their election. Eight members of **the** Council will constitute a quorum. Efforts will be made to reach decisions by consensus. Lacking consensus, decisions will be taken by majority vote **of those present and voting**.

6. In the event of the resignation or death of any Officer or Councilor, the President may appoint a successor to serve until the next election. Unless excused by the Council, absence of an Officer or Councilor from three consecutive meetings will be deemed a resignation.

7. The Council will meet to transact Club business a minimum of four times per calendar year. Regular meetings of the Council may be held on four days' notice to its members from the President. However, whenever possible, regular meetings will be scheduled at least a month in advance and their dates communicated to the Club membership **through postings made on the Club website**. Special meetings may be called by the President or by a quorum of the Council on four days' notice to each member of Council. **All notices prescribed by this Section shall be made by e-mail.**

8. The Council may, when timely action is required, vote by e-mail with respect to any subject other than amendment of the Club's by-laws in lieu of holding a quarterly or called meeting of the Council. If the Council elects to vote by e-mail, that fact, the

resulting decision, and the number of votes in favor and opposition to that decision shall be reflected in the minutes of the next quarterly Council meeting.

9. Any member of the Club may attend Council meetings. The President may invite guests who are not members of the Club to attend Council meetings.

10. Once approved by the Council, the minutes of all Council meetings will be available to members by **posting them on the members portion of the** Club website or by request to the Secretary.

ARTICLE V – COMMITTEES WITH COUNCIL REPRESENTATION

1. The following Club committees will be represented on the Council: Marketing and Communications, Conservation, Hiking, Membership, Preparedness, and Trail Maintenance.

2. The Chair of each committee shall be elected by the members of that committee as of the date immediately prior to the expiration of the prior Chair's term. Councilors elected to represent committees will, in most cases, also serve as Chairs of their Committees. However, a committee may choose to elect another of its members to **serve as its** Chair. **There is no limit on the number of terms that a committee Chair is entitled to serve.**

3. Membership on Club committees defined by this article will be open to all interested Club members. **The Chair of each Committee, except to the extent specified elsewhere in these by-laws, shall determine the number of members that will serve on each committee and shall appoint the members of each committee in addition to any members specified for each committee.** Each committee will decide on its method of operation and will keep an inventory of the Club property for which it is responsible.

4. The Marketing and Communications Committee will include the Editor of e-News, the Editor of Let's Go, **the person responsible for the Club website, and the person responsible for any other similar means of communication in which the Club chooses to engage on a regular basis** and any other Club members interested in producing and maintaining the Club's communications with members and the general public **in addition to any other properly-selected members.** **The Committee** will be responsible for **selecting the editors of the Club's publications** and ensuring that the Club's communications, including its website and Social Media platforms, **provide** consistent and effective **information and other messaging.** The **Committee** will **also** be responsible for nurturing established community partnerships and for developing new partnerships to share hiking and outdoor experiences. The Editors of eNews, Let's Go, **and any other Club publications** will work with the Membership Chair to ensure that the mailing lists for these newsletters are up-to-date.

5. The Conservation Committee will inform Club members of issues that may affect the hiking experience in the Club's hiking area. The Committee will encourage Club members to voice their opinions **concerning** important conservation issues **that have been** identified by the Committee **and about which the Council has approved a position on behalf of the Club**. Once the Council has approved the Club's position **concerning any such issues**, the Committee will publicly advocate **for the adoption of these positions**.

6. **The membership of the Hiking Committee will include the hike schedulers in addition to any other properly selected members.** The Committee will be responsible for developing **and implementing** the Club's hiking schedule and recommending to the Council and other Committees any additional actions **that the Club should take** to provide a full and enjoyable Club hiking program.

7. The Membership Committee will be responsible for maintaining the Club's membership records; soliciting new members; **disseminating, reviewing, and approving membership applications**; promoting **the integration of new members** into Club activities; and recommending to the Council and other Committees any actions that would tend to **enhance interest and participation** in Club activities by all **active and potential** members. The Councilor for Membership will submit a written report providing the status of Club membership each regular Council meeting.

8. **The Preparedness Committee will be responsible for developing and implementing all aspects of the Club's preparedness program.** The Preparedness Councilor will represent the CMC Search and Rescue (SAR) Crew on the Council, partner with the Haywood County Search and Rescue Team, and **facilitate the provisions of SAR assistance in accordance with any agreements that the Club enters into with other entities**. The Preparedness Committee will serve as the liaison between the First Aid class instructors **utilized by the Club** and **the Hiking and Trail Maintenance Counselors**. The Committee will also survey **the Club's membership in order to develop training relating** to hiking and trail maintenance safety and offer **the resulting** training sessions to the membership **on a periodic basis**.

9. The Trail Maintenance Committee will include **the AT and MST Supervisors, the MST Section Leaders, the Trails Facilities Coordinator, and the Trail Crew Leaders in addition to any other properly selected members**. The Committee will be responsible for ensuring that the Club's trail building and maintenance responsibilities are fulfilled and recommending to the Council and other Committees any actions necessary to carry out the Club's trail maintenance activities. The Committee Chair, or his/her designee, will represent the Club in interactions about trail construction and maintenance with **the ATC, the FMST, the United States Forest Service (USFS)** and its local districts, the Blue Ridge Parkway, **the National Park Service, other federal and state agencies**, and **the managers of any other land over which the trails maintained by the Club pass**. **The Committee's responsibilities** will also include **ensuring that the Club** makes its best efforts to ensure that trail maintenance and construction agreements with these agencies exist and are up-to-date. The Chair will consult with the President about

Club representation for Blue Ridge Parkway activities not directly related to trail maintenance and construction.

ARTICLE VI – OTHER COMMITTEES AND ROLES

1. a. The Nominating Committee will be responsible for recommending to the **Club's** membership, at the Club's Annual meeting, **the election of** a slate **consisting of** one candidate for each Council position **that is** up for election **that year**, as provided in Article IV of these bylaws. The immediate Past President will serve as Chair of the Nominating Committee and will **appoint at least two additional** members, **neither of whom currently serve on the Council** and **both of whom** have broad experience in Club activities, **with the total number of Committee members to be determined by the Immediate Past President**. Committee members should reflect, insofar as possible, the geographic and demographic composition of the Club's membership.
 - b. If the immediate Past President is unable or unwilling to act as Chair of the Nominating Committee, the President, with the approval of the Council, will appoint a Nominating Committee Chair, **with that person having all of the powers otherwise granted to the Immediate Past President and with current members of Council being ineligible to fill this position**.
 - c. The Nominating Committee will consult with the **members of the** appropriate committees to identify and recommend nominees for the Councilors who will represent those committees. **If a committee does not recommend a candidate for its Council representative**, or if the individual recommended by the Committee is deemed unsuitable for Council membership by the Nominating Committee, the Nominating Committee will make its own recommendation **for the position in question**. The Nominating Committee **shall identify nominees for the other positions to be filled using such procedures as it deems, in the exercise of its discretion, to be appropriate**. The Nominating Committee **must complete its work in time to allow the publication of its proposed slate of nominees on the Club website** at least two weeks prior to the Annual Meeting. **In the event that the Nominating Committee fails to designate a full slate of nominees for membership on the Council in a timely manner, the Immediate Past President, or, failing action by the Immediate Past President, the President, shall designate nominees for any position on the Council for which the Nominating Committee failed to select a nominee**.
2. a. The Awards Committee will be responsible for determining whether any Club members **should receive one of the awards made by the Club**. The immediate Past President will serve as Chair of the Awards Committee and will **appoint at least two additional** members, **neither of whom are currently** members of the Council and **both of whom have broad experience in Club activities, with the total number of additional members to be determined by the Immediate Past President**. Committee members should reflect, insofar as possible, the **geographic and demographic**

composition of the Club's membership. Members of the Nominating Committee may also serve on the Awards Committee

b. If the immediate Past President is unable or unwilling to act as Chair of the Awards Committee, the President, with the approval of the Council, will appoint an Awards Committee Chair, **with this person having all of the powers otherwise granted to the Immediate Vice President with respect to the activities of the Awards Committee and with current Council members being ineligible to fill this position.**

c. The Distinguished Service Award will be made to a member who, during his/her **period of** membership, has made consistent and cumulatively extraordinary contributions **to the Club** and to the achievement of its goals. The Award of Appreciation will be made to any member who, during the year prior to the Annual Meeting, has rendered such **exceptional service to the Club** that its goals were significantly advanced.

d. The Committee will solicit nominations for the Club's two awards from the Club's membership. It may also make its own nominations. If no nominations are forthcoming, or if the Committee decides that the nominees have not met the standards for the awards, it can recommend that one or both awards not be made that year. **The ultimate determination of whether one or both of these awards should be made and, if so, to whom these awards should be given, shall be made by the Council.**

3. The Challenge Program Committee will be responsible for the on-going operation of the challenge programs sponsored by the Club and, as appropriate, recommending **the approval of new challenge programs.** The President will appoint the Challenge Program Chair for a two-year term, **with the Chair of the Challenge Program Committee not being subject to any otherwise applicable term limits.** The Chair will be responsible for **determining how many additional members of the Committee should be selected and making the appointments necessary to fill those positions** and for making Challenge Program awards.

4. The President will appoint a representative and an alternate to **the ATC's** Regional Partnership Committee (RPC). These individuals will be responsible for:

- representing the Club at RPC Meetings and reporting to Council on the results of these meetings,
- keeping the Club informed **about** the draft policies or other issues **that** ATC is considering or addressing.
- for promoting Club involvement in other ATC activities, such as training sessions.

When an RPC vote is anticipated on a draft policy **or other proposals** and time permits, the Club's representatives shall poll **the members of the Council in order to obtain binding instructions concerning** the position **that** the Club should take. RPC representatives and alternates will serve for two-year terms and may be reappointed

regardless of any otherwise-applicable term limits. Nothing in this paragraph shall preclude other interested Club members from becoming involved in ATC activities or from attending RPC meetings.

5. The President will appoint a Club member to act as liaison **with the FMST**. This representative will report, as appropriate, at Council meetings on FMST activities that may be of interest to the Club. Nothing in this paragraph shall preclude other interested Club members from becoming involved in FMST activities.

6. The Historian will be responsible for maintaining and enhancing the Club's archives, which are currently housed at the University of North Carolina – Asheville Library. The Historian **may recruit any number of additional Club members that he/she deems appropriate to assist in the performance of this task**. The Historian will be appointed by the **President**, **serve** for a two-year term, and **may be reappointed regardless of any otherwise-applicable term limits**.

ARTICLE VII – BUDGET AND FINANCIAL MANAGEMENT

1. The Treasurer, in conjunction with the Committee Chairs, will develop a proposed budget for **the Club for the forthcoming calendar year**. Once approved by the Council, the proposed budget will be made available to Club members on the Club website, or by request **submitted** to the Treasurer, no later than two weeks before the Club's Annual Meeting. At the Annual Meeting, **the proposed budget** will be submitted to the membership for approval by at least a two-thirds majority of the members present and voting. **If the proposed budget is not proposed or approved in a timely manner**, the Club **will operate utilizing** the previous year's budget **until a new budget is proposed by the Committee and approved by the Council and the membership**.

2. The Treasurer shall report to Council members at each regular meeting about the Club's financial performance against the approved budget. This information will be made available to Club members on request **submitted to the Treasurer**.

3. The Treasurer will provide **quarterly financial information** to Club members on request.

4. **The President and Vice President will review the financial accounts and asset statements** at least annually and will report the results at the Annual Meeting of the Club.

ARTICLE VIII – RULES AND REGULATIONS

As needed, the Council will establish rules and regulations consistent with these bylaws to meet the Club's objectives.

ARTICLE IX – MEETINGS

The Annual Meeting of the Club will be held in the Fall of each year on a date to be selected by the Council, **with notice to be provided to Club members by e-mail at least two weeks in advance of the date of the meeting.** Special meetings of the Club may be called by the President upon two weeks' **e-mail** notice to Club members. Special meetings will also be called if requested by the petition of one-fifth of Club members, **with the meeting to be held within three weeks of the date upon which a petition specifying the subject/s to be addressed at the proposed meeting and signed by the requisite number of Club members is provided to the President, with at least two weeks e-mail notice to be provided to Club members.** The locations and times of special meetings will also be published on the Club website. **A quorum for such Annual and special meetings shall consist of at least twenty-five members.**

ARTICLE X – AMENDMENT

Any member may propose an amendment to these bylaws. Proposed amendments must be approved by a majority vote of the Council before being submitted for approval by the Club membership. The text of proposed amendments will be published on the Club website at least two weeks before the meeting at which it is submitted for approval. Amendments will be adopted upon approval by two-thirds of the Club members present at a Club meeting.

ARTICLE XI – EFFECTIVE DATE

These bylaws, and any amendments to them, will become effective upon approval by two-thirds of the Club members present and voting at the Club's Annual Meeting