



HHC Bylaws

Section 1: Name

The name of the organization is Hoosier Hikers Council, Inc. (HHC). It is a nonprofit organization incorporated under the laws of the State of Indiana.

Section 2: Mission

The HHC mission is to build, maintain, and promote high quality, sustainable, natural trails to serve hikers and runners throughout Indiana. HHC is organized exclusively for charitable purposes as qualifies for tax exempt status under section 501(c)(3) of the Internal Revenue Code.

Section 3: Membership

Membership is open to anyone who supports the HHC mission and acts in good faith to advance the interests of the organization. Membership is granted after completion and receipt of a membership application and annual dues, and may be subject to Board approval.

Annual membership meetings will be held within the first calendar quarter, where financial updates and status of current programs and projects will be presented.

Section 4: Board of Directors

The board is responsible for all direction and policies of the organization. While executing these responsibilities, each Board member must exercise the following three duties:

Duty of Care – Exercise the judgment of any reasonable and prudent person by ensuring actions and decisions are well-informed and made in good faith.

Duty of Loyalty – Act in good faith to advance the interests of the organization over those of any individual.

Duty of Obedience – Adhere to HHC’s mission, bylaws, and policies, and also all other applicable standards of behavior including that prescribed by laws and regulations.

The Board has at least six but no more than thirteen members. It meets at least four times a year either in person or via other means such as teleconference, or a combination thereof. Decisions are reached by consensus when possible. If there is no consensus, a decision will be reached by a majority vote of board members, who may vote in person or remotely or by proxy, after reasonable advance notice of the meeting was provided.



Board members receive no financial benefit or compensation other than reimbursement of reasonable expenses.

There are no term limits.

Section 5: Board Officers

There are at least three Officers of the Board, which includes the President, Secretary, and Treasurer, whose responsibilities are listed below. The Board may create other positions or Officers as deemed beneficial, who will have the responsibilities and authority as prescribed by the Board in a documented policy.

President – This role is responsible for ensuring the arrangement, leadership, and agenda of Board or other organizational meetings. The President ensures that reasonable notice of upcoming meetings and any associated key topics requiring a vote, is provided to all Board or designated committee members. The President generally serves as the primary point of contact for external affairs, but may delegate specific duties to any HHC member as he or she deems fit.

Secretary – This role is responsible for ensuring records of meeting minutes are accurate, validated, and capture all key topics and decisions resulting from Board and other key organizational meetings. The Secretary also ensures that all other important documents, such as those pertaining to legal, tax, or policy matters, are retained in secure and duplicate locations which are accessible by at least three Board members.

Treasurer – This role is responsible for ensuring financial transactions are recorded, published, and provided per Generally Accepted Accounting Principles and in compliance with all applicable local, state, and federal governmental requirements. The Treasurer also ensures financial reports are made available to the Board at reasonable intervals which allow Board oversight of the budget.

Section 6: Board Elections

All new Board members, including Officers and Directors, are elected, and any existing Board member removed, during regular Board meetings by a 3/4th majority vote of those in attendance and those voting by proxy. Board members are selected based on skills and expertise necessary to effectively and compliantly conduct business which ensures long-term viability and furtherance of the HHC mission. Selections also ensure a broad and diverse representation, and do not discriminate on the basis on race, sex, physical handicap, age, religion, or sexual orientation.

Section 7: Indemnification

If a current or former Board member has maintained compliance with the duties described in Section 4 of these bylaws, the HHC indemnifies him or her from any and all expenses and liabilities incurred by connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an HHC Board member. The HHC reserves the right to select and approve any attorneys, settlements, or legal fees in connection with any suit, action, or proceeding to which this indemnification applies.



Section 8: Amendments

These bylaws may be amended when necessary by 3/4th majority of the board of directors at a Board meeting where at least two weeks advance notice of the meeting was provided.

Revisions:

Original:	March 15, 1995
Revision 1:	September 20, 2012
Revision 2:	March 23, 2013

