

CONSTITUTION OF THE TERC HIKING AND CANOEING CLUB

ARTICLE I - NAME

The name of this organization shall be the TERC Hiking and Canoeing Club, hereinafter referred to as the "Club".

ARTICLE II - PURPOSE

The purpose of this Club shall be to provide a program of hiking, canoeing, and similar outdoor recreational activities for Eastman employees, program affiliates and invited guests. The Club will also seek to establish or expand area hiking trails and provide education in outdoor skills and safety.

As a maintaining club member of the Appalachian Trail Conservancy, the Club will maintain a section of the Appalachian Trail from Spivey Gap, North Carolina, to the Tennessee/Virginia border (effective 2013). The Club will provide co-sponsorship of South Beyond 6000.

ARTICLE III - OFFICERS

A Steering Committee will be composed of at least six members, who are to be confirmed by the Club members. All Steering Committee members will serve two years with approximately half chosen in each year. The Steering Committee elects its own Chair and Chair-elect, who normally succeeds to the Chair in the following year. The Committee also appoints the Club Secretary and sub-committee Chairs. When the Steering Committee Chair is one of the retiring committee members, he/she shall stay on the committee one additional year (three years total). The management of Eastman Recreation Club (ERC) will appoint an ERC Advisor to the Club.

ARTICLE IV - MEMBERSHIP

Section 1 - Membership shall be limited to employees and retirees* of Eastman Chemical Company. (*Includes Kodak and Holston Defense retirees.) Membership in ERC is also a prerequisite to membership in the Club.

Section 2 - Persons who are not employees or retirees of Eastman Chemical Company can participate as program affiliates. Program affiliates have no rights, title or interest in the property, effects and assets of the Club.

Section 3 - Dependents of club members and program affiliates plus other guests can participate in Club activities at the discretion of a Club member and the activity leader.

Section 4 - Termination of employment (retirees excluded) in any of the companies shall act as a termination of membership in the Club and shall operate as a release of all rights, title and interest in the property, effects and assets of the Club.

ARTICLE V - MEMBERSHIP PRIVILEGES

Section 1 - Members, dependents, program affiliates and guests may attend meetings, hikes, canoe trips, and other open Club activities provided the trip leader considers them adequately prepared and equipped for the trip. The leader must consider the safety and well being of the group as well as the individual. Program affiliates, dependents and guests must sign a hiking and canoeing activity release form before participating in hikes, maintenance, or canoe trips.

(see Attachment 1)

Section 2 - Holding an elected office and voting are restricted to members of the club.

Section 3 - If a retiree is elected as Chair of the club, an employed club member must be designated as a communications contact for the ERC Advisor.

Section 4 - Rental equipment is available from the Club for use by members. Only members may check out this equipment. Trail clearing equipment is not rental equipment.

ARTICLE VI - DUES

Dues shall be assessed as follows:

1. Employee members shall pay annual dues set by the Steering Committee.
2. Retired members shall pay an annual fee for receiving hardcopy activity notices. E-mail notices to retirees do not require an annual fee.
3. Program affiliates who wish to receive activity notices by either e-mail or hardcopy shall pay an annual fee set by the Steering Committee.

Dues and fees are payable on the first day of January.

ARTICLE VII - MANAGEMENT

Section 1 - The management shall be vested in the Steering Committee as defined in Article III. The Steering Committee members shall have control of the Club affairs with full power to act for it in all business matters. The management of ERC reserves the right to overrule the Steering Committee on any matters.

Section 2 - The Steering Committee with the ERC Advisor shall hold meetings as required to make such rules and regulations for the guidance of the members of the Club as are deemed necessary and are not herein determined. The ERC Advisor and sub-committee Chairpersons are non-voting members of the Steering Committee. The Past-Chair of the committee, even if in his or her third year on the committee, is a voting member of the committee.

ARTICLE VIII - QUORUM

A simple majority of the voting members of the Steering Committee shall constitute a quorum for said meetings.

ARTICLE IX – ACTIVITIES AND AWARDS

Section 1 - All activities of the Club shall be conducted under the direction and with the permission of the ERC Supervisor.

Section 2 - The Hiker of the Year Award, Paddler of the Year Award, Frank Oglesby Maintainer of the Year Award, and the Stan Murray Award may be given annually to an outstanding Club member, program affiliate, or dependent. The awardee is selected by the Steering Committee in recognition of significant contribution to the Club or to paddling and hiking in general, in keeping with the goals and tradition of the Club, and in accordance with the guidelines stated below:

1. All awards, except the Stan Murray Award, are based on points and hours of participation and can be given to the same person in successive years.

2. Every attempt should be made by the Steering Committee to prevent the award from becoming a popularity contest. If no one meets the criteria of the Steering Committee for the award, the award does not have to be given.

3. Officers and Steering Committee members are eligible for the awards.

4. If an award is given, normally only one person will receive the award. If there is a tie in points or hours (except the Stan Murray award), the steering committee may decide to make two awards to those involved in the tie.

5. The selection of the awardee should be made before the winter dinner meeting.

6. Other awards presented to those who achieve certain hiking goals include South Beyond 6000 and finishing the AT.

Section 3 - For club meetings involving an outside speaker, the dinner meal and reasonable travel expenses may be paid for a non-member speaker by the Club.

Section 4 - The Club undertakes various activities relating to hiking and canoeing which may be considered as entertainment or education, e.g., hikes, river activities, programs related to the out-of doors, programs related to safety, and dinner meetings.

Section 5 - Participants in club activities who are not club members (dependents, program affiliates and guests) must sign a Hiking and Canoeing Activity Release Form before participating in any hiking, maintenance or canoeing trip. (see Attachment 1)

ARTICLE X - RESIGNATIONS

Resignation of officers remaining in the employ of the Company shall be tendered in writing to both the ERC Advisor and the Steering Committee Chair. Termination of employment (except for retirement) in the Company shall be considered sufficient notice of resignation.

ARTICLE XI - REMOVAL OF STEERING COMMITTEE MEMBER OF CLUB MEMBERS

Section 1 - Any Steering Committee member, Club member, or program affiliate may be removed by a five-sixths vote of the Steering Committee excluding the person in question. The member being removed must be notified prior to the Steering Committee meeting. The program affiliate need not be notified prior to the Steering Committee meeting.

Section 2 - Retiree members on the hardcopy mailing list and program affiliates will be removed from their respective mailing lists if their fees are not paid by January 1 of each year. They can be reinstated on their mailing list upon payment of their fees.

BY-LAWS OF THE ERC HIKING & CANOEING CLUB

ARTICLE I - DUTIES AND POWERS OF CHIEF EXECUTIVE OFFICER

The Chair of the Steering Committee shall preside at all meetings of the Club. He or she shall appoint the members of all committees except the Steering Committee and shall sign such papers concerning the affairs of the Club as may be required by the office or as may be instructed by members of the Club at any regular or special meeting. The Chair may require such reports from the Club Secretary and all or part of the subcommittees which, in his or her judgment, are necessary and shall perform other duties incident to the office.

ARTICLE II - DUTIES AND POWERS OF THE STEERING COMMITTEE

Section 1 - The Steering Committee shall be the governing body of the Club and shall make any and all decisions. The Steering Committee submits the Club's yearly budget, makes recommendations on equipment purchases and rental prices, and decides policies of the Club. The Steering Committee shall work closely with the ERC Advisor and shall abide by all decisions of the ERC Supervisor and/or Recreation Staff Team.

Section 2 - All committees not otherwise provided in these By-laws shall be appointed from time to time by the Chair of the Steering Committee.

ARTICLE III - MEETINGS

Section 1 - The Club shall meet upon due notice at such times and places as may suit its convenience.

Section 2 - The Club shall have special meetings upon the request of a majority of the Steering Committee or upon the request of ten voting members of the Club. The notice of special meetings shall recite the exact nature of the business and only that business shall be transacted.

Section 3 - The Steering Committee shall meet upon due notice at such times and places as may suit its convenience upon call of the Chair or upon the request of a majority of its members. The order of business shall be that provided prior to the meeting by the person or persons requesting the meeting.

Section 4 - A quorum for a Steering Committee meeting shall consist of a simple majority of the voting members of the Committee. In the absence of a quorum, the meeting shall adjourn to a later date.

ARTICLE IV – VACANCIES OF OFFICERS

Section 1 - Whenever any vacancy shall occur among the members of the Steering Committee, the vacancy shall be filled by the Committee at the next meeting. Vacancies on the Steering Committee shall be filled from members of the Club, and the members so designated shall hold office until the next regular election.

Section 2 - Absence from three consecutive meetings, regular or called, of the Committee without satisfactory excuse shall be deemed sufficient cause for declaring a vacancy.

ARTICLE V – ELECTION OF STEERING COMMITTEE

Section 1 – The Steering Committee will decide its size, minimum six, based on its needs and available volunteers. Length of service is given in Article III of the Constitution.

Section 2 – Club members may be considered for the Steering Committee ballot by expressing their interest or being nominated by other members. Background information, in writing, is required to the Chair by October 1st.

Section 3 - By mid-October, the Steering Committee will assemble the slate of nominees. The consent of all nominees shall be obtained before the nominations are final.

Section 4 – Voting shall be conducted in November. The nominees confirmed on at least 50% of the votes cast shall be elected and shall assume the duties on January 1st..

ARTICLE VI - AMENDMENTS TO CONSTITUTION AND/OR BY-LAWS

To amend this Constitution and By-Laws, the proposed amendment must be endorsed by ten (10%) of the membership and presented to the Chair of the Steering Committee, who shall bring it before the Steering Committee at the next meeting. If the committee approves the amendment by a two-thirds vote, the amendment is presented to the full membership. To be accepted, the amendment must receive the affirmative vote of at least four-fifths of all those voting.

ARTICLE VII - LIABILITY

Neither Eastman Chemical Company nor the Eastman Recreation Club are liable for any accidents that might occur in any of the Club's activities.

ARTICLE VIII - PROPERTY RESPONSIBILITY

Damage to the property of the Club, other than ordinary wear and tear, shall be paid by the member or members causing it.

ARTICLE IX - EXPENDITURES

Section 1 - Expenditures must be approved by at least two Steering committee members before forwarding to ERC for approval. If any officer of the Club has questions about the expenditure, he should contact the ERC Advisor. Expenditures of Club funds are not to be committed prior to proper approvals.

Section 2 - Passengers are encouraged to share operating expenses with the driver when cars are pooled for travel to and from Club activities.

ARTICLE X - DISSOLUTION

Upon the dissolution of the Club and the discharge of its debts and the settlement of its affairs, any funds and properties of the Club remaining thereafter shall become the property of the Eastman Recreation Club.