

Trail Crew Assoc.
P O Box 101
Gorham NH 03581

Bob Proudman's Copy

ARTICLES OF ASSOCIATION

OF

TRAIL CREW ASSOCIATION

A NEW HAMPSHIRE

NOT FOR PROFIT CORPORATION

FILED

AUG 04 1999

WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE

We, the undersigned, being of lawful age, by these Articles of Association, have associated and do hereby associate ourselves as a body politic and not for profit corporation according to the provisions of Chapter 292 of the Revised Statutes Annotated of the State of New Hampshire and other laws and statutes of said State relating thereto and prescribing the duties and powers of associations under the association name and for the purposes herein set forth.

Article I: The name of this Association shall be TRAIL CREW ASSOCIATION, and it shall use the acronym "TFC". Its duration shall be in perpetuity.

Article II: The purposes for which this association is being established and organized are:

- A. To form an alumni association of both current and past members of the Appalachian Mountain Club's White Mountain based Trail Crew and caretakers.
- B. To maintain a list of current and past TFC alumni including each alumnus' years on crew, current mailing address and phone number and to periodically distribute said list to the alumni.
- C. To publish, print and distribute to TFC alumni an annual newsletter known as "*Chips and Clippings*" with news of the current crew and the alumni.
- D. To hold periodic reunions of the association and of individual crews.
- E. To maintain a cabin and the surrounding leased one acre of land for the use of TFC alumni and their families on the Hogan Road below Stevens Point near the Gorham/Shelburne town line in the Town of Shelburne, New Hampshire (Map 7, Lot 59 of Mead Corporation lands, lease number 5454), said cabin to be share subject to a "Use Agreement" with Robert Proudman and his children, and to maintain, insure and protect and raise funds for these purpose.

- F. To have and exercise all the rights, powers, and privileges appertaining to voluntary associations under the laws of the State of New Hampshire, which have no capital stock, and which objective is not a division of profits.

Article III: TRAIL CREW ASSOCIATION shall be nonpartisan and nonsectarian, and shall take no part in or lend support to the election or appointment of any candidate for public office.

No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by R.S.A. 501-H), or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidates to public office.

Article IV: In complying with the above listed purposes, the not-for-profit association adopts the following powers:

To maintain a list of current and past TFC alumni, publish a newsletter, and proclaim meetings and reunions of the association.

To lease, own, acquire, build, operate, and maintain real property, including buildings, structures, and personal properties incidental thereto.

To acquire real estate or personal property by grant, gift, devise, bequest, or purchase and to hold or dispose of such property as the purposes of the association shall require.

To maintain, repair, replace, and operate association property.

To use the collected fees and contributions in the advancement of the association's purposes and in the exercise of its powers and duties.

To purchase insurance upon the association property and insurance for the protection of the association and its members.

To reconstruct improvements after casualty and to further improve the property.

To make and amend reasonable regulations respecting the use of the property in the association; provided, however, that all such regulations and amendments thereto shall be approved by not less than a majority vote of the Board of Directors before such shall become effective.

To contract for the management of the association goals and property and to delegate to such contractor such rights and duties of the association as the Board of Directors deem fit.

To employ personnel to perform the services required for the proper operation of the association.

To print, publish, distribute, buy, sell, acquire rights to compositions, libretto, books, periodicals, magazines, brochures, and other publications dealing in or having to do with the purposes of the association.

Insofar as permitted by law, to do any other things that in the opinion of the Board of Directors will promote the purposes of the association.

Article V: In the event of the dissolution, all of the remaining assets and property of the association shall after payment of all liabilities and necessary expenses therefor be distributed to a charitable organization located in New Hampshire whose artistic and educational purposes most align themselves with TRAIL CREW ASSOCIATION ("TFC"). Upon winding up of this corporation, after paying and adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a not-for-profit corporation of similar purpose, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code.

Article VI: The principal office of the association shall be located at: c/o Cooper, Deans & Cargill, P.A., 92 Pine Street, P.O. Box 450, North Conway, New Hampshire 03860.

Address changed 2017

Article VII: The association is to be a non-stock association, governed by between five (5) and fifteen (15) Directors. The incorporators shall act as an interim Board of Directors until the

initial Board of five (5) Directors is elected by the membership at the first annual meeting, scheduled for January, 1998.

Three members of the Board of Directors shall be the officers of the association and the additional members shall be those elected at the annual meeting by a plurality vote of the members present thereat. The officers shall be elected by the Board annually from the members of the Board. Such Directors shall serve for the ensuing year, or until their successors shall be elected and qualified.

Special or regular meetings of the Board of Directors shall be called by the President whenever s/he deems them necessary, or whenever s/he is called upon to do so by two of the Directors, and shall be scheduled during convenient times for attendance by TFC Alumni (holiday weekends, summer vacations).

The officers of this association shall be three (3) in number, a President, a Secretary, and a Treasurer.

- A. The President shall be the Chief Executive of the association, charged with the duty of supervising all of its functions, subject to the orders and directions of the Board of Directors. S/He shall be an ex-officio member of all committees. Committees shall be designated and appointed by the President as may be required or directed by the Board of Directors.
- B. The Secretary shall conduct the correspondence of the association, issue notices of and minutes of all meetings of the association and of the Board of Directors, be custodian of the records, keep the roll of all members, and discharge such other duties as may be assigned to her/him by the Board of Directors.
- C. The Treasurer shall collect all membership dues and shall have the care and custody of all funds and property of this association, which shall be disbursed by her/him only upon the orders of the Board of Directors. S/He shall have check writing authority, together with the President for the association. He shall submit a report for the preceding year at the annual meeting and shall render special reports whenever requested to do so by the Board of Directors. S/He shall deposit all funds in the

name of the association in such bank or banks as may be designated by the Board of Directors.

- D. Should any vacancy occur by death, resignation or otherwise, the same shall be filled without undue delay by the Board of Directors.
- E. This organization shall not be controlled, either directly or indirectly, by persons disqualified to act in such regard pursuant to the Internal Revenue Code.

Article VIII: Membership in the association shall mean all those persons who are alumni as current and past members of the Appalachian Mountain Club's White Mountain based Trail Crew and caretakers.

Article IX: Any person made a party to any action, suit, or proceeding by reason of the fact that s/He, her/his testator or intestate, is or was a director, officer, or employee of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by her/him in connection with the defense of such action, suit, or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding that such officer, director, or employee is liable for negligence or misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

Article X: The fiscal year of this association shall commence on the first day of January and end on the thirty-first day of December.

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee,

or officer of the organization, or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

In any taxable year in which the organization is a private foundation as described in I.R.C. 509(A), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under I.R.C. 4942, and the organization shall not:

- A. delay, engage in any act of self-dealing as defined in I.R.C. 4941(d),
- B. retain any excess business holdings, as defined in I.R.C. 4943(c), or
- C. make any investments in such a manner as to subject the organization to tax, under I.R.C. 4944(d) or corresponding provisions of any subsequent federal tax laws.

Article XI:

- A. An annual meeting for the election of Directors of this association shall be held on the first Saturday in August.
- B. Regular meetings shall be as deemed necessary.
- C. Special meetings shall be called by the President whenever s/he shall deem the same necessary, or whenever s/he shall be called upon to do so by two members of the Board of Directors.
- D. Notices of all such meetings shall be in writing, given to each member not less than five (5) days nor more than twenty (20) days before the date for any such meeting.
- E. All notices of any special meetings shall state the purpose of that meeting.
- F. A quorum at all meetings shall consist of at least fifty-one percent of all members in good standing present at the meeting. Voting thereat shall be by majority vote, cast in person or by proxy. Proxy shall be in writing, subscribed by the member, and shall be presented to the presiding at the meeting to be qualified.

Article XII: These Articles of Association may be amended or revised by the Board of Directors by unanimous vote of all Directors, or by the affirmative vote of two-thirds (2/3) of the members present at the annual meeting or at any regular or special meeting, provided the notice of such meeting contains a summary of the proposed amendment or amendments.

Article XIII: Bylaws of this association shall be drafted and proposed to the membership for adoption at the first annual meeting scheduled for August, 1999.

Article XIV: Original Incorporators: Signatures, post office addresses and Social Security numbers of the original incorporators are as follows:

	<u>Name</u>	<u>Post Office Address</u>	<u>Daytime Telephone #</u>	<u>Social Sec. #</u>
1.	Robert Proudman	PO Box 990 Shepherdstown, WV 25443	(304) 535-6331	
2.	Jesse Palmer	PO Box 288 W. Chesterfield, NH 03466	(603) 256-6163 (603) 466-2721	<i>Deleted</i> <i>BP</i>
3.	David Salisbury	RR 1, Box 1058 1438 Randolph, NH 03570	(603) 466-2721 (603) 466-3050	
4.	Dominick Santagate	HCR, Box 37 Paul Smiths, NY 12920	(518) 327-3665	
5.	Robert Sgroi	20 Nash Road Acton, MA 01720	(603) 466-2721 (978) 263-5084	

PETER JENSEN 25 CHRISTIAN HILL RD
 GREAT BARRINGTON MA
 01230 413 528 4007
 413 528 ~~6054~~
 0910

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4.	Dominick Santagate	HCR, Box 37 Paul Smiths, NY 12920	(518) 327-3665	
5.	Robert Sgroi Timothy Levesque	20 Nash Road Acton, MA 01720 PO Box 1545 DURAND RD RANDOLAH NH 03570	(603) 466-2721 (978) 263-5084 (603) 466-2889	

Signatures:

<u>Robert Proudman</u> Robert Proudman	<u>June 4, 1999</u> Date
<u>Jesse Palmer</u> Jesse Palmer	<u>June 28, 1999</u> Date
<u>David Salisbury</u> David Salisbury	<u>June 28, 1999</u> Date
<u>Dominick Santagate</u> Dominick Santagate	<u>May 17 '99</u> Date
<u>Peter S. Jensen</u> Peter Jensen	<u>May 21, 1999</u> Date
<u>Timothy Levesque</u> Timothy Levesque	<u>July 30, 1999</u> DATE

Town Clerk's office, Town of Gorham, New Hampshire. Received and recorded this 26 day
of July, 1999.

Mariane M. Nadeau, Deputy
Town Clerk's Signature

Diano M. Nadeau, Deputy
Town Clerk's Name (Please Print)