

**BY-LAWS
APPALACHIAN MOUNTAIN CLUB
SOUTHEASTERN MASSACHUSETTS CHAPTER**

First writing 18 March 1976, Revision 19 January 1978, Revision November 1986, Revision November 1988, Revision November 1994, Revision November 1998, Revision May 2001, Revision November 2010, November 2015

Article One. Name

This organization shall be called the Southeastern Massachusetts Chapter of the Appalachian Mountain Club. The term Club used herein is to be construed to mean the Corporation, the Appalachian Mountain Club.

Article Two. Purpose

The purposes of the Chapter are to cooperate with and to further the objectives of the Appalachian Mountain Club in general, and in particular, as they encompass Southeastern Massachusetts and adjacent regions.

Article Three. Membership

Any member of the Appalachian Mountain Club residing in the following counties: Bristol, Dukes, Nantucket, Barnstable and Plymouth shall be a member of the Chapter unless that person notifies the Club to the contrary in writing, by phone or by changing affiliation online in the AMC membership center. Club members residing elsewhere shall be enrolled as members of this Chapter upon receipt by the Club of written or phone request to that effect by such a member or by changing affiliation online in the AMC membership center.

Article Four. Executive Board

1. Executive Board - the Executive Board is the governing body of this Chapter and is composed of the Officers and Standing Committee Chairs. The Executive Board shall meet at least quarterly or at the call of the Chapter Chair or five (5) members of the Executive Board. The meetings may be conducted in person or electronically. The Executive Board may fill any vacancy that occurs in this Committee by a majority vote, a quorum being present. Such appointment shall terminate at the date of the next Annual Meeting. The Regional Director is an ex- officio member of the Board. The Executive Board is responsible to, and reports to the general membership of the Chapter, and to the Club.
2. The following Officers and Standing Committee Chairs constitute the voting members of the Chapter Executive Board. They shall be elected at each Annual Meeting and shall hold office until the next Annual Meeting:

**Chair
Vice-Chair
Secretary
Treasurer
Past Chapter Chair
Cape Hiking Committee Chair
Communication Committee Chair**

Conservation Committee Chair
Cycling Committee Chair
Education Committee Chair
Hiking Committee Chair
Membership Committee Chair
Paddling Committee Chair
Ski Committee Chair
Trails Committee Chair

3. The duties of the Officers are generally described as follows:

- A. Chair - The Chapter Chair shall be the executive and administrative officer of the Chapter and of the Executive Board, and shall be the representative of the Chapter to the Appalachian Mountain Club. The Chapter Chair conducts all Executive Board meetings but may ONLY vote when necessary to break a tie vote among the voting Board members. The Chapter Chair shall serve no more than two full consecutive terms of one year each, however they may return as Chair again at a later time. The Chapter Chair shall appoint a Nominating Committee by May 1 to nominate a slate of officers to be voted upon at the Annual Meeting. The Chapter Chair shall direct the assembly of the Annual Report. The Annual Report shall be written by Executive Board members and Committee Chairs.
- B. Vice-Chair -The Vice-Chair shall serve as the Chair in the absence or disability of the Chapter Chair, and shall assume other responsibilities as may be delegated to the Vice-Chair by the Chapter Chair and/or Executive Board.
- C. Secretary - The Secretary shall give notice of all Executive Board and Chapter meetings, shall keep the minutes of all the meetings and the records of the Chapter. The Secretary shall conduct all correspondence of the Chapter, except where designated by the Club. The Secretary shall make available to the Club any required Chapter documents.
- D. Treasurer - The Treasurer shall receive all funds paid to or belonging to the Chapter, and shall disburse the same under the direction of the Executive Board. The Treasurer shall keep proper accounts and submit a report of receipts and disbursements for each meeting of the Executive Board, and shall submit a report at the Annual Meeting. In addition, the Treasurer shall review all Committee budgets and all Committee funds. No expenditures shall be made and no financial obligation shall be incurred, for which the Club may be responsible, by any officer or Committee of the Chapter without previous authorization by the Club. The Treasurer will submit the Chapter's financial books to the Club for the annual audit.
- E. Past Chapter Chair – The Past Chapter Chair shall serve on the Board to maintain continuity of programs and serve as a resource of past practices. S/He shall assume duties and responsibilities as may be delegated by the Chapter Chairperson and/or Executive Board.

3.1. In the event of a permanent absence of the Chapter Chair and Vice-Chair, the Secretary shall call a meeting of the Executive Board. This meeting shall be called for the purpose of electing an Acting Chapter Chair for the duration of the term. In the event of a permanent absence of the Chapter Secretary, the Treasurer shall call this meeting of the Executive Board.

4. Standing Committees - The Chair of each Standing Committee, with the approval of the Executive Board, will appoint the members of the Standing Committee with due regard to geographic distribution. The Chair of each Standing Committee shall serve no more than three (3) consecutive

terms of one year each. Each Standing Committee is responsible to the Executive Board.

- A. Cape Hiking Committee - The Cape Hiking Committee shall provide a program of day hikes, overnight hikes and local walks on Cape Cod. The Committee shall offer instruction where appropriate for its leaders and provide educational programs promoting the safe and responsible use of the outdoors as related to its activities.
- B. Communications Committee - The Communications Committee will manage the publication and distribution of the Chapter newsletter, and coordinate the submission of notices to the Chapter's section of the Club publications and manage the Chapter's online presence. The Chair will enlist the aid of other Committee members and assistants as necessary to ensure the timely receipt of the Newsletter by Chapter members. In addition, the Chair is empowered, in consultation with the Chapter Chair, to contract for printing, mailing and other services as needed and funded. The Committee shall also assist in making available to the media, information about the Chapter in general and such activities as the Committee wish to publicize.
- C. Conservation Committee - The Conservation Committee shall plan and carry out a program of information and education on timely matters in the field of Conservation and may work with other organizations with similar conservation objectives. It shall make position statements to the Executive Board, and when authorized to do so by the Executive Board, may publicize the position of the Chapter. No statements will be made in the name of the Appalachian Mountain Club, without the approval of the Club's Director of Conservation. The Chair will represent the Chapter to the Club-wide Conservation Committee.
- D. Cycling Committee -The Bicycle Committee shall provide a schedule of bicycle trips and educational events. It shall also promote safe cycling practices and represent the Chapter to other organizations, the State, cities or towns with respect to the development of new bicycle paths and facilities in the Southeastern Massachusetts area.
- E. Education Committee - The Education Committee will organize educational workshops for the Chapter membership and the general public in conjunction with the other Standing Committees. The Committee will maintain contact with the AMC Board of Education and make known to the members educational programs of interest. The Chair will enlist the aid of other Education Committees members, as well as individuals from the other Committees for assistance on specific projects.
- F. Hiking Committee - The Hiking Committee shall provide a program of off-Cape day and weekend hikes, backpacking trips, local walks and other on-foot activities, including winter activities such as snowshoeing. The Committee shall offer instruction where appropriate and provide educational programs promoting the safe and responsible use of the outdoors in regards to its activities.
- G. Membership Committee - The Membership Committee shall develop programs to recruit new members and encourage participation in Chapter activities by all members. Particular emphasis will be placed on welcoming and retaining new members. The Committee will maintain records of all paid members of the Southeastern Mass. Chapter, and make an annual report to the Executive Board on the status and growth of the membership. It will furnish membership roster information to other Chapter Committees. The Chair will represent the Chapter to the Club Board of Membership and coordinate membership services with the Headquarters Operating personnel.
- H. Paddling Committee - The Paddling Committee shall promote canoeing, kayaking and related

activities in our area's water bodies, shall arrange canoe and kayak trips and other water sports to be sponsored by the Chapter, shall have charge of the Chapter's boats (if any) and shall offer instruction in the art of canoeing and kayaking. The Chair will represent the Chapter to the Club Inter-Chapter Paddlers Committee.

- I. Ski Committee - The Ski Committee shall provide a program of day and weekend ski trips and offer instruction where appropriate. It shall also promote safe skiing practices and represent the Chapter to the Club and other organizations, the State, and cities and towns regarding, but not limited to development of new ski trails and facilities in Southeastern Massachusetts.
 - J. Trails Committee - The Trails Committee shall participate in the research, development and maintenance of trails in Southeastern Massachusetts or in other locations that the Chapter deems appropriate, and serve as liaison to local, state, regional and other trails organizations. The Committee shall organize and promote Chapter participation in Club programs for trail maintenance. The Chair will represent the Chapter to the Club Trails Committee.
5. Ad-Hoc Committees - The Chapter Chair may appoint such other Committees, and their Chair, as may be necessary and proper for the working activities of the Chapter. All such Committees shall have such powers and duties as may be assigned to them by the Executive Board. The Chapter Chair shall have the prerogative to terminate such Committees. Any such Committees shall not be considered Standing Committees.
6. Nominating Committee - A Nominating Committee shall be appointed annually by the Chapter Chair with the advice and consent of the Executive Board not later than May 1st. The Committee will be made up of a recommended minimum of three (3) up to a maximum of five (5) members of the Chapter. No member of the Executive board may serve on this Committee. The names of the Nominating Committee, so appointed, together with a list of nominees for the offices to be filled shall be made known to all members of the Chapter not later than 45 days prior to the date of the Annual Meeting by posting on the Chapter website. Additional nominations may be then made in writing by any ten members, who shall specify their candidate and the office for which they nominate. Such nomination shall be placed in the hands of the Nominating Committee or the Chapter Secretary or be addressed to either bearing a postmark not later than 21 days prior to the date of the Annual Meeting. No person shall be eligible for office unless nominated in accordance with one of the foregoing provisions, except that in the case of death, incapacity or withdrawal of the nominee, nomination may be made from the floor. The notice of the Annual Meeting shall contain a complete list of elective offices and the names of all candidates for each office.

Article Five. Meetings

- 1. The *Annual Meeting* of the Chapter conducts all necessary business and elects Officers and Standing Committee Chairs. It shall be held on such evening during the months of October or November at such hour and place as shall be designated by the Executive Board. The Chapter Chair, Vice-Chair, Treasurer, Secretary, and Standing Committee Chairs, after nominations as per Article Four, Section 6, shall be chosen by ballot, provided however, that should there be but one nominee for an office, election may be voice vote.
- 2. *Special meetings* may be called by the Chapter Chair or the Executive Board on 21 days written notice to the members stating the purpose of the call, and shall be called whenever 25 members in writing, stating the purpose, shall request the Executive Board to call a special meeting.
- 3. Twenty-five Chapter members shall constitute a quorum for transaction of business at any Chapter meeting. Fifty-one percent of the presently occupied positions shall constitute a quorum for the

Executive Board. Fifty-one percent of the members of any other committee shall constitute a quorum. Meetings shall be conducted according to Robert's Rules of Order.

Article Six. By-Laws Amendments

These By-laws may be amended by the Chapter members at the Annual Meeting or at a special meeting called for that purpose, by a two-thirds vote, a quorum being present; provided that notice of the proposed amendment shall have been posted on the Chapter website at least 45 days prior to the meeting. When future By-law changes are proposed, an email will be sent to all SEM Members at least 45 days prior to the meeting, notifying them of the issue and that the details will be found on the SEM website.

Article Seven. Standing Rules

Standing Rules may be made and amended by the Executive Board with a majority vote, a quorum being present. They become effective when posted to the Chapter website.

Article Eight. Adoption

These By-Laws shall replace any previous By-Laws and may be adopted at an Annual Meeting of the Chapter or at a special meeting called for the purpose. They shall become effective when approved by the Club. They shall, when adopted and approved, be equally binding on the Chapter and the Club.