

CHAPTER 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, November 2020, November 2021

Article One. Name

This ~~organization~~ Chapter of the nonprofit corporation of the Appalachian Mountain Club (herein also referred to as "~~Club~~" or as "AMC") shall be called the Southeastern Massachusetts Chapter of the Appalachian Mountain Club (herein also referred to as "~~SE Massachusetts Chapter~~" or, "~~Chapter~~") or "~~SEM~~"). ~~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-AMC~~ to the contrary in writing, by phone or by changing affiliation online in the AMC membership center. ~~Club-AMC~~ members residing elsewhere shall be enrolled as members of this Chapter upon receipt by the ~~Club-AMC~~ 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~~ Committee of the Chapter

1. The powers of governance and administration for each chapter shall be vested in an executive committee. A chapter executive committee shall have charge of all the affairs of the chapter and shall have the power to create and dissolve subcommittees as deemed necessary and appropriate for operation of the chapter. The executive committee of each chapter shall have at least three officers, which shall include a Chair (who shall be the presiding officer at meetings), a Secretary (who shall keep the official record of all meetings of the chapter, and its executive committee), a Treasurer (who shall maintain the financial records of the chapter), and such other officers as the chapter shall deem necessary and appropriate. Officers shall be

elected annually by a majority of the chapter membership voting.

2. ~~Executive Board~~—The Executive ~~Board-Committee is the governing body~~ of this Chapter ~~and~~ is composed of the Officers and Standing Committee Chairs. The Executive ~~Board-Committee~~ 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~~Executive Committee may fill any vacancy that occurs in this Committee by a majority vote, a quorum of voting members 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~~Executive Committee is responsible to, and reports to the general membership of the Chapter, and to the ClubAMC. Fifty-one percent of the presently occupied voting positions shall constitute a quorum for the ~~Executive Board~~Executive Committee.

3. The following Officers and Standing Committee Chairs constitute the voting members of the Chapter ~~Executive Board~~Executive Committee. They shall be elected at each Annual Meeting and shall hold office until the next Annual Meeting:

Chapter Chair

Chapter Vice-Chair

Chapter Secretary

Chapter Treasurer

Past Chapter Chair

Bicycling Committee 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

20s and 30s Committee Chair

4. 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~~Executive Committee, and shall be the representative of the Chapter to the Appalachian Mountain Club. The Chapter Chair conducts all ~~Executive Board~~Executive Committee 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~~ **Executive Committee** 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~~ **keep the minutes of all Executive Board and Chapter meetings, of all Executive Board Executive Committee and Chapter meetings that are open to members 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 will assist the Chapter Chair administratively as needed.**
 - 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 ~~Chapter Chair for expenses within budget~~ **Executive Board**. The Treasurer shall keep proper accounts and submit a report of receipts and disbursements for each meeting of the ~~Executive Board Executive Committee, and the Board Executive Committee shall make a motion to accept or reject the report. The Treasurer and~~ shall submit a report at the Annual Meeting. ~~The Treasurer shall conduct the annual budgeting process in accordance with the AMC Volunteer Finance and Administration Manual and report actuals vs. plan, perform monthly bank account reconciliation, advise on financial matters, and perform other duties as required by the AMC Finance and Accounting Department. teams. 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~~ **AMC** 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. ~~Past Chapter Chair S/He~~ shall assume duties and responsibilities as may be delegated by the Chapter ~~Chairperson Chair and/or Executive Board~~.
5. In the event of a permanent absence of the Chapter Chair and Vice-Chair, the Secretary shall call a meeting of the ~~Executive Board Executive Committee~~. 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 Executive Committee~~.

6. 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. ~~The consecutive term limit may be waived by the Chapter Chair.~~ Each Standing Committee is responsible to the ~~Executive Board~~ **Executive Committee**.

A. **Bicycling Committee** - The Bicycling 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.

B. **Cape Hiking Committee** - The Cape Hiking Committee shall provide a program of day hikes, overnight hikes, ~~and~~ local walks, ~~and snowshoeing on~~ in the region of 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.

C. **Communications Committee** - The Communications Committee ~~will~~ shall manage the publication and distribution of the Chapter newsletter, emails to Chapter membership, ~~and the Annual Report.~~ It will also manage the chapter's social media and website online presence. The Chair will enlist the aid of other committee members and assistants as necessary. ~~Coordinate the submission of Chapter supporting material for Club publications and manage the Chapter's social media and website 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 and production of the Annual Report.~~ The Committee shall also assist in making available to the media, information about the Chapter in general and such activities as the ~~Club~~ Committees wish to publicize.

D. **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~~ **Executive Committee**, and when authorized to do so by the ~~Executive Board~~ **Executive Committee**, 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~~ **AMC's** Director of Conservation. ~~The Chair will represent the Chapter to the Club-wide Conservation Committee.~~

~~Cycling-Bicycling Committee~~ ~~The Bicycle~~ **Bicycling 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 Mass-

achusetts 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~~ educational programs 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~~ engage 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~~ Executive Committee on the status, ~~and~~ growth, and retention of the membership. It will furnish membership roster information to other Chapter Committees upon request and with Chapter Chair approval. The Chair will represent the Chapter ~~to and the Club Board of Membership and~~ coordinate membership services with the AMC Headquarters Operating personnel.
- H. Paddling Committee - The Paddling Committee shall promote canoeing, kayaking and related activities in ~~our area's~~ the region's water bodies, shall arrange canoe and kayak trips and other water sports offered 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, snowshoeing, and offer instruction where appropriate. It shall also promote safe skiing practices and represent the Chapter to the ~~Club-AMC~~ 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 trail work activities.~~ The Committee shall organize and promote Chapter participation in ~~Club-AMC~~ programs for trail maintenance. ~~The Chair will represent the Chapter to the Club Trails Committee.~~

- K. 20s and 30s Committee - In conjunction with other standing committees the 20s and 30s Committee shall organize social, recreational, environmental, and educational activities to promote engagement by members generally in their 20s and 30s. The goal is to establish a vibrant 20s and 30s community and develop future leaders for the chapter.
7. 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~~ **Executive Committee**. The Chapter Chair shall have the prerogative to terminate such Committees. Any such Committees shall not be considered Standing Committees.
8. Nominating Committee - ~~The Chapter Chair shall appoint a Nominating Committee by May 1 with the advice and consent of the Executive Board~~ **Executive 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~~ **Executive Committee** may serve on this Committee. ~~The Committee shall prepare a slate of officers for vote at the Annual Meeting.~~ 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. ~~The link to the list will be published in the Breeze prior to the Annual Meeting.~~ 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 any member of the Executive Board~~ **Executive Committee** ~~or the Chapter Secretary~~ or be addressed to ~~either any of these persons bearing a postmark~~ not later than 21 days prior to the date of the Annual Meeting. ~~If this process results in two or more nominees for a single position, then membership will vote on them.~~ 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 ~~date, time, hour and~~ place, and format (i.e. in-person versus virtual) as shall be designated by the ~~Executive Board~~ **Executive Committee**. 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~~ **Executive Committee** ~~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~~ **Executive Committee** 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~~ **Executive Committee**. 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.
4. All meetings open to members, for example annual meeting, special meeting, or other chapter meetings shall be publicized to members through multiple channels at least 21 days in advance of the meeting. These channels shall include Blast emails, Southeast Breeze notice, Facebook message and event, and website.

Article Six. By-Laws Amendments

These **Chapter** 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 -an~~ email will be sent to ~~all those SEM~~ **Chapter Members who are subscribed to AMC emails** at least 45 days prior to the meeting, notifying them of the issue and that the details will be found on the ~~SEM-Chapter~~ website.

Article Seven. Standing Rules

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

Article Eight. Adoption

These **Chapter** 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. **The draft**

shall be provided to the ClubAMC in advance for comment prior to the ChapterSEM BoardExecutive Committee vote. The Chapter By-Laws shall be submitted in the Annual Meeting for member approval. ~~They~~The Chapter By-Laws shall become effective when approved by the Chapter Club.~~They~~and shall, when adopted and approved, be ~~equally~~binding on the Chapter~~and the Club~~. Bylaws adopted by the ClubAMC, when in conflict, supersede any and all Bylaws adopted by the Chapter.