

APPALACHIAN MOUNTAIN CLUB

WESTERN MASSACHUSETTS

CHAPTER

BY-LAWS

(Approved by Chapter Membership on <date to be inserted>)

ARTICLE I -- Name

This organization shall be called the Western Massachusetts Chapter of the Appalachian Mountain Club (the "Chapter").

ARTICLE II -- Purpose

The purpose of the Chapter is to promote outdoors and conservation activities for its members that support the mission of the parent organization, the Appalachian Mountain Club (the "Club").

ARTICLE III -- Membership

Any member of the Appalachian Mountain Club in Berkshire, Hampden, Hampshire or Franklin Counties of the Commonwealth of Massachusetts shall be a member of the Western Massachusetts Chapter, unless that member notifies the membership office of the parent Club in writing to the contrary. Any member of the Appalachian Mountain Club residing outside those areas may become a member of the Western Massachusetts Chapter by notifying the membership office.

ARTICLE IV -- Administration

Section 1: The administration of the Chapter shall be vested in a Chapter Executive Committee (known as the Executive Committee or ExCom) consisting of four officers: Chairperson, Vice-Chairperson, Secretary, and Treasurer, and the Chairpersons of all Standing Committees of the Chapter. (Each Executive Committee member shall have one vote in matters set before that committee for discussion.) The Regional Director shall be an ex-officio member of the Executive Committee, without voting rights. Five members of the Executive Committee shall constitute a quorum for the conduct of business.

Section 2: The members of the Executive Committee shall be elected by plurality vote at each Chapter Annual Meeting and shall hold offices until the next Chapter Annual Meeting or until their successors are chosen. The Chairperson and Vice-Chairperson shall not be eligible to hold

the same office more than two consecutive years. However, in the event no candidates for Chair or Vice-Chair are available to run for office after the completion of their second, consecutive year of office, the Chapter Executive Committee may vote to extend the terms for one year by placing in nomination the current incumbent(s) for those offices pursuant the membership vote at the annual meeting. All members of the Executive Committee shall be members of the Western Massachusetts Chapter of the AMC.

Section 3: A Nominating Committee of five shall be elected at each Chapter Annual Meeting. The Nominating Committee shall present a slate of Chapter Officers and Standing Committee Chairpersons at the subsequent Annual Meeting. They shall also nominate at least three and no more than five chapter members for the succeeding Nominating Committee, the nominees encompassing the widest range of Chapter interests. The nominees for the Nominating Committee shall include a prior Chapter Chairperson, and the Nominating Committee Chair shall be designated. The names submitted by the Nominating Committee shall be made known by the Secretary to all members of the Chapter, by newsletter or other mailing, at least two weeks before the Chapter Annual Meeting. Any five Chapter members desiring to place an additional candidate in nomination may do so by sending to the Chapter Secretary, post-marked not later than five days before the Annual Meeting, a nomination paper stating the office to be filled, the proposed candidate, and written verification of consent from the nominee to serve if elected. No person shall be eligible for elective position on the Executive Committee unless nominated by one of the above methods.

Section 4: The Chapter Chairperson shall preside at all Annual and Special meetings of the Chapter and of the Executive Committee, and shall perform such other duties customary to the office.

Section 5: The Chapter Vice-Chairperson shall serve as Chapter Chairperson in the absence or disability of the Chapter Chairperson, and shall assume such other responsibilities as may be delegated by the Chapter Chairperson and/or Executive Committee. The Chapter Vice-Chairperson shall automatically succeed to the office of Chapter Chairperson, should that position be vacated before the term of office is completed.

Section 6: The Secretary shall keep a list of all members, shall give notice of all Annual, Special and Executive Committee meetings; shall keep the minutes of those meetings and the current records of the Chapter; shall conduct the correspondence of the Chapter; and shall perform other duties as may be designated by the Chapter Chairperson and/or Executive Committee.

Section 7: The Chapter Treasurer shall receive all funds paid to the Chapter; shall administer the budget approved by the Executive Committee; shall disburse funds as authorized by the budget and by special votes of the Executive Committee; shall make periodic reports to the Executive Committee of receipts and disbursements; and shall make an annual report to the Chapter and the Club. Note: Standing Committees that collect fees for goods and services, may disburse the funds so collected for payments approved by that Standing Committee.

If approved by the Executive Committee and AMC's Finance Office, individual Standing Committees may establish operating accounts that are managed independently of the Chapter's operating account. Such Standing Committees shall be familiar with and follow all requirements and guidelines as defined in the AMC Volunteer Finance and Administration Manual.

Section 8: The Standing Committees have the responsibility of

1. Planning and conducting programs and activities of interest to members of the Chapter
2. Performing services for the Chapter and the Club
3. Carrying out obligations to the Club and to the public, which have been assumed by the Chapter.

In fulfilling its particular responsibilities, each Standing Committee shall cooperate with other standing Committees of the Chapter and with corresponding committees of other chapters and the Club. The Chairperson of each Standing Committee shall, within 30 days of the Annual Meeting, appoint chapter members to the Committee and notify the Chapter Chairperson of committee membership and committee meeting schedules.

Section 9: Should any vacancy occur in the Executive Committee or the Nominating Committee, the Executive Committee may appoint a member of the Chapter to fill such vacancy until the next Annual Meeting. The appointed member will have full voting rights on matters set before the above-mentioned committees.

Section 10: Any member of the Chapter elected to membership in the Appalachian Mountain Club Board of Directors shall thereby become a non-voting member, ex-officio, of the Executive Committee of this Chapter during such term of office.

Section 11: Any Chapter member may recommend the appropriation of a sum of money for a worthy purpose at any meeting of the Chapter, and said recommendation shall be referred to the Executive Committee for approval or rejection. Chapter funds may be appropriated only by approval of the Executive Committee, or by procedures as set forth in Article IV, Section 7 of these By-Laws.

Section 12: No expenditure shall be made or financial obligation incurred by any officer, committee, or member of the Chapter for which the parent Club will be exclusively responsible without previous authorization by the Club Board of Directors.

Section 13: No official pronouncement in the name of the Appalachian Mountain Club, involving opinion or policy in matters of public interest, shall be made by the Chapter or any member thereof, without the expressed and written consent of the Club's Board of Directors or their duly authorized representatives which is obtained by following AMC's Communications Policy.

ARTICLE V -- Meetings

Section 1: The Chapter Annual Meeting should be held within the first two weeks of November of each year. Should the need arise, the Executive Committee may choose an alternate date for Annual Meeting. Notice of such Annual Meeting shall be given to all members of the Chapter at least two weeks prior to the date thereof.

Section 2: Special meetings of the Chapter may be called at any time by the Executive Committee or upon written request of Chapter members addressed to such committee. The Executive Committee shall notify the Chapter membership of the time, location, and purpose of special Chapter meetings at least two weeks in advance of said meeting.

Section 3: Thirty-five members of the Chapter present at any Chapter Annual or Special meeting shall constitute a quorum for the transaction of business.

Section 4: The Chapter Executive Committee shall meet at least bi-monthly.

ARTICLE VI -- Committees

Section 1: The Executive Committee will establish or dissolve such Standing Committees as are necessary and proper for the work of the Chapter. The Chairpersons of such committees shall be elected by Chapter membership at the Annual Meeting.

Section 2: The Executive Committee may establish and dissolve such temporary or ad hoc committees as deemed necessary and proper for the work of the Chapter. The Chairpersons of such committees shall be appointed by the Executive Committee. Such appointment does not entail voting privileges on matters set before the Executive Committee.

Section 3: Job descriptions for all Standing Committees shall be updated every five years or sooner if necessary, by the Chapter Executive Committee or by the members of that Standing Committee.

ARTICLE VII By-Laws

Section 1: These by-laws may be amended at any annual or special meeting by a two-thirds vote of those members present and voting, provided notice of such amendment shall have been sent to all members of the Chapter at least two weeks previously, and provided a quorum is present pursuant to Article V, Section 3 of these By-Laws. If the Executive Committee deems that a mail-in vote is necessary, the same quorum as for a Chapter Annual or special meeting would apply.

Section 2: A review of these By-Laws shall occur every five years, or sooner if necessary, as determined by the Executive Committee. Changes to the By-Laws shall become effective immediately upon approval by the membership.

ARTICLE VIII – Discrimination

Discrimination, harassment, or hostility toward others of any kind (based on identities including, but not limited to race, gender identity, gender expression, sexual orientation, physical ability, physical characteristic, socioeconomic background, nationality, age, religion, or beliefs) shall be prohibited in all aspects of the Chapter's activities and programs. All Chapter members shall be expected to comply with the Club's Code of Conduct.