

# **Appalachian Mountain Club Boston Chapter Bylaws**

*(Amended and Restated November 8, 1997)*

## **Article I. Name**

This organization is an administrative subdivision of the Appalachian Mountain Club, a corporation existing under the laws of the Commonwealth of Massachusetts and of the State of New Hampshire. It shall be called the Boston Chapter of the Appalachian Mountain Club and is hereinafter referred to as the "Chapter." The term "Club" as used herein is to be construed to mean the Corporation, the Appalachian Mountain Club.

## **Article II. Purposes**

The purpose of the Chapter is to provide a vehicle through which those members residing in the Boston area and other regions can effectively participate in furthering the objectives of the Appalachian Mountain Club in general and, in particular, as they encompass the Boston Chapter area and other regions.

## **Article III. Membership**

The membership and geographic boundaries of the Chapter shall be determined by the Club in accordance with the Club's chapter and membership policies. A statement of who shall be a Chapter member and a description of the Chapter's geographic boundaries for membership purposes shall be included in the Chapter Standing Rules and amended from time to time in conformity with the Club's policies.

## **Article IV. Administration**

**Section 1** – The administration of the Chapter shall be vested in an Executive Committee consisting of the following voting members: the Chapter Chair, the Chapter Vice-Chair, the Chapter Secretary, the Chapter Treasurer, three At-Large Members, the most recently retired Chapter Chair, and the chairs of all Chapter Standing Committees except for the chair of the Nominating Committee.

The chair of each Chapter Standing Committee except the Nominating Committee shall have the right to send to meetings of the Executive Committee a representative who may serve in the place of such chair and vote in his or her stead. No other person may vote at Executive Committee meetings.

The Club Regional Director in whose region the Chapter falls shall be a nonvoting advisory member of the Executive Committee. The Chapter Chair may, with the approval of the Executive Committee, appoint other nonvoting advisory members to the Executive Committee, with the length of service to be set at the time of appointment.

**Section 2** – All powers, responsibilities, and authority granted to the Chapter by the Club except as otherwise provided by these Bylaws shall reside in the Executive Committee of the Chapter.

The Executive Committee may delegate any portion of its powers, responsibilities, and authority except for powers and responsibilities specifically assigned to it by other paragraphs of these Bylaws.

The Executive Committee may delegate to a Standing Committee or Special Committee the power to receive, hold, appropriate, and dispose of funds.

Funds retained under Chapter control may be appropriated only by vote of the Executive Committee.

**Section 3** – The Executive Committee shall meet at least ten times a year. The Executive Committee may also meet at other times at the call of the Chapter Chair.

The Chapter Chair shall call a meeting at the request of five members of the Executive Committee.

One-third of the voting members of the Executive Committee rounded to the nearest whole number shall constitute a quorum.

The Chapter Chair shall preside at meetings of the Executive Committee. In the absence of the Chapter Chair, the Chapter Vice-Chair, the Chapter Secretary, or the Chapter Treasurer shall, in the order listed, preside.

All meetings of the Executive Committee shall be open to Chapter members unless closed by a three-fourths vote of Executive Committee members present and voting.

**Section 4** – The Chapter Chair, Vice-Chair, Secretary, Treasurer and the three At-Large Members (hereafter referred to as the "Chapter officers") shall be chosen by the membership in elections conducted by the Nominating Committee at each annual meeting.

A separate election shall be held for each elected officer. Only votes for validly nominated candidates shall be counted.

For each office, the candidate receiving a majority of the votes validly cast shall be declared elected. If no candidate receives such a majority on the first ballot, the candidate receiving the least number of votes shall be eliminated, and another ballot shall be taken among the remaining candidates. This process shall continue until one candidate has a majority.

In the event of a tie vote that prevents the determination of either a clear majority on a two-candidate ballot or of the lowest vote count on a multi-candidate ballot balloting shall be repeated until the tie is broken.

The Chapter officers shall take office immediately upon election and serve until the election at the following annual meeting.

The Chair of the Chapter shall not be eligible for more than three consecutive terms of one year each.

**Section 5** – The Nominating Committee shall nominate a slate of candidates for the annual elections by July 31 and shall send to the membership a list of its nominees by August 25.

Any ten Chapter members desiring to place an additional candidate in nomination may do so by delivering to the Chair of the Nominating Committee by September 25 a nomination paper stating the office to be filled, the name of the proposed candidate, and a statement indicating that the candidate has consented to serve, if elected. Ten members of the Chapter must sign the nomination paper.

In the event of a contested election, the Nominating Committee shall send to the membership by October 25 notice of such a contest, the names of all candidates for offices, the procedure for voting and a statement provided by each candidate for contested office of a maximum length determined by the Nominating Committee.

No person shall be eligible for nomination to office unless nominated by one of the above methods except that, in the case of death, incapacity, or withdrawal of any nominee, a substitute nomination may be made from the floor.

**Section 6** – Should the office of Chapter Chair become vacant, the Chapter Vice-Chair, if willing, shall automatically succeed to the office of Chair and serve until the next annual meeting. In that event, the office of Vice-Chair shall be considered vacant.

Should any elected Chapter office other than that of Chair become vacant, or if the Vice-Chair declines to succeed to the vacant office of Chair, the Executive Committee shall elect a member of the Chapter to fill the vacant office for the remainder of the term.

**Section 7** – The Chapter Chair shall preside at, and set the agenda for, all meetings of the Chapter membership and of the Executive Committee; shall appoint the chairs of all Chapter Standing Committees and Special Committees as provided in Article VI, Section 2 and Section 10; shall be ex-officio a member of all Chapter Standing Committees except the Nominating Committee and of all Chapter Special Committees; shall supervise the duties of the other officers and committee chairs; shall hire, fire, and supervise all paid employees of the Chapter; shall represent the interests of the Boston Chapter to the Club; shall be a member of the Chapters Committee of the Board of Directors; shall present a report to the annual meeting of Chapter members, and in general shall supervise all the activities and affairs of the Chapter as agent of the Executive Committee.

**Section 8** – The Chapter Vice Chair shall serve as Chapter Chair in the absence or disability of the Chapter Chair, and shall assume such other responsibilities as may be delegated to him or her by the Chapter Chair and/or the Executive Committee.

**Section 9** – The Chapter Secretary shall give notice of all Executive Committee and Chapter meetings, shall keep the minutes of all the meetings and the records of the Chapter, and shall assume such other responsibilities as may be delegated to him or her by the Chapter Chair and/or the Executive Committee.

**Section 10** – The Chapter Treasurer shall receive all funds paid to or belonging to the Chapter; shall disburse the same under the direction of the Executive Committee; shall keep proper accounts; shall make a report of the receipts and disbursements at each meeting of the Executive Committee; shall make a final report at the annual meeting and at such times as required by the Executive Committee or the Club; and shall, with the Chair, oversee the Chapter budgeting process.

The Chapter Treasurer shall have the power to review the budgets and finances of Chapter Committees and their sub units and to correct such problems as may be found, unless otherwise instructed by the Executive Committee.

**Section 11** – The three At Large Members shall have such responsibilities as may be delegated to them by the Chapter Chair and/or the Executive Committee.

**Section 12** – A Chapter officer, committee chair, or other Chapter volunteer may be removed from office with or without cause by either of the following two processes:

- a) at a Chapter Executive Committee meeting, by a vote of three-fourths of the Committee members present and voting, provided that written notice of the proposed removal has been sent to all Executive Committee members at least seven days prior to such vote, or
- b) at a meeting of the Chapter membership, by a vote of three-fourths of those members present and voting, provided written notice of the proposed removal has been sent to all members of the chapter at least four weeks in advance of said meeting. In addition, volunteers for, and members of, committees other than the Executive and Nominating Committees may be removed from office by the chair of that committee as provided in Article VI, Section 5.

## **Article V. Meetings**

**Section 1** – The annual meeting of the Chapter to receive reports of officers and committees and to elect officers shall be held on such day between October 15 and December 31 and at such hour and place within the Chapter's geographical area as shall be designated by the Chapter Executive Committee.

In the event of a contested election, the annual meeting may be held as late as January 15 of the following year. The Executive Committee shall send Chapter members notice of the time and location of the annual meeting at least four weeks before the meeting.

**Section 2** – Special meetings of the Chapter may be called at any time by the Executive Committee or shall be called upon written request of at least fifty members addressed to, such Committee stating the purpose of the meeting. The Chapter Executive Committee shall send to the Chapter membership the time location, and purpose(s) of any special meeting at least three weeks in advance of the meeting date.

**Section 3** – Fifty members of the Chapter present at any Chapter meeting shall constitute a quorum for the transaction of business.

**Section 4** – For Chapter meetings parliamentary procedure shall be governed by Roberts Rules of Order where not inconsistent with these Bylaws. The order of business for meetings of the Chapter shall be:

1. Call to order
2. Reading of the minutes of the previous Chapter meeting
3. Report of the Chapter Chair
4. Report of the Chapter Treasurer
5. Reports of Standing Committees
6. Reports of Special Committees
7. Unfinished business
8. New business
9. Election of officers (Chapter annual meetings only)

## **Article VI. Committees**

The Chapter Executive Committee may from time to time establish or dissolve Standing Committees and delegate to these Standing Committees such powers, responsibilities, and authority as it deems useful in carrying out the purposes of the Chapter. A list of Standing Committees shall be maintained in an Appendix to the Chapter Standing Rules.

The Executive Committee may not dissolve the Nominating Committee, but it may replace the members under the provisions of Article IV, Section 12.

**Section 1** – The Chapter Chair shall appoint the chair of each Standing Committee with the advice of the membership of that committee. Any internal selection by a Standing Committee of its chair shall constitute a non-binding recommendation of that person for appointment.

The Chapter Chair shall establish the dates of office of each chair of a Standing Committee, except the Nominating Committee, with the advice of that committee. No single term of office of a chair of a Standing Committee shall last longer than one year; however, the chair of a Standing Committee may, if reappointed, serve more than one consecutive term.

**Section 2** – The powers, responsibilities, and authority delegated to a Standing Committee shall be vested in its chair, who may further delegate them to members of his committee.

**Section 3** – A Standing Committee may, at its option, adopt standing rules to govern its operation, or it may be required to do so by the Chapter Executive Committee. All such standing rules must conform with Chapter and Club bylaws, standing rules, and operating rules and with policies voted by the Board of Directors or by the Chapter Executive Committee. Any standing rule of a Standing Committee which conflicts with a Chapter or Club bylaw, standing rule, or operating rule or with a policy voted by the Board of Directors or by the Chapter Executive Committee shall be automatically void.

**Section 4** – The Chapter Chair shall be ex officio a member of each Standing Committee. Unless the standing rules of a Standing Committee, if any, provide for other procedures, then:

- a) the chair of a Standing Committee shall appoint the other members of, any other officers of, and the volunteers for that committee,
- b) the officers, members, and volunteers of a Standing Committee shall serve concurrently with its chair; and
- c) the chair of a Standing Committee may remove from office or position of authority any member of, officer of, or volunteer for that committee (except the Chapter Chair).

**Section 5** – Standing Committees may at the option of the Chapter Executive Committee receive, hold, appropriate, and dispose of funds related to their committee activities. Standing Committees shall manage such funds in accordance with all applicable Club and Chapter policies.

**Section 6** – Inactive Standing Committees may be dissolved by a majority vote of the members of the Executive Committee present and voting. A Standing Committee shall be deemed inactive if a suitable chair for the committee cannot be found, if the committee has less than three members, or if the chair of record or the Chapter Chair declares that there is not sufficient interest to continue the committee. An active Standing Committee may be dissolved by a vote of three fourths of the members of the Chapter Executive Committee present and voting, provided that written notice of the proposed dissolution has been sent to all Executive Committee members at least seven days prior to such vote.

**Section 7** – The Chapter Chair shall have the authority to reorganize any standing committee with the approval of the Executive Committee.

A vote of three-fourths of the members of the Executive Committee present and voting shall be required for this purpose, and notice of the proposed reorganization must be sent to all members of the Executive Committee at least seven days in advance of the vote.

The Executive Committee shall consider such a reorganization upon the request of the Chapter Chair or upon receipt of a written petition from five or more Chapter members stating the reasons for seeking a reorganization.

**Section 8** – The Chapter shall have a Nominating Committee which shall conduct the elections of officers at the annual meeting of the Chapter and nominate a slate of candidates for those elections.

Initially, the Nominating Committee shall select a candidate for Chapter Chair and subsequently consult with this nominee regarding the other proposed candidates prior to their being offered the nomination.

The Nominating Committee shall nominate only persons who have consented to serve. In carrying out its duties, the Nominating Committee shall follow the provisions of these Bylaws and any additional procedure or schedule specified in the Chapter Standing Rules. Each year by April 1, the Chapter Chair shall with the approval of the Executive Committee appoint the members of the Nominating Committee.

The Nominating Committee shall publicize the names of the Nominating Committee members and a description of the Chapter's nominating procedures as soon as possible thereafter.

The Nominating Committee shall have at least three members, including the Chair. Only one member of the Executive Committee may be appointed to the Nominating Committee. The members of the Nominating Committee shall serve until their successors are appointed.

**Section 9** – The Chapter Chair or Executive Committee may from time to time establish or dissolve Special Committees and give responsibilities to such committees as seem useful. In establishing a Special Committee, the Chapter Chair or Executive Committee shall set the maximum length of time the committee shall exist which may be no longer than one year and provide the committee with a written charge. The Chapter Chair shall appoint the chairs and members of all Special Committees.

## **Article VII. Notice**

Any notice to Chapter members required by these Bylaws may be met by publishing the specified information in a Chapter or Club publication that is sent off to the Chapter membership on or before the required date.

## **Article VIII. Standing Rules**

The Executive Committee shall establish Chapter Standing Rules in which it may codify especially important rules, policies, and procedures not included in these Bylaws.

The Standing Rules shall contain at least such provisions as directed by the Chapter Bylaws. No provision of the Standing Rules may conflict with the provisions of the Chapter Bylaws.

Provisions of the Standing Rules may be established, revoked, or amended by a majority vote of the members of the Executive Committee present and voting, provided that notice of the nature of the proposed changes have been sent to members of the Executive Committee at least one week prior to the meeting.

The Standing Rules may be suspended without notice by a three fourths vote of members of the Executive Committee present and voting.

**Article IX. Conformity to Club Rules and Procedures**

All bylaws, standing rules, operating rules, procedures, and policies of the Chapter and its subunits shall conform with the Bylaws, operating rules, procedures, and policies of the Club as approved by the Board of Directors. Any provision of these Bylaws or of any Chapter standing rule, operating rule, procedure, or policy shall be automatically void if it conflicts with a bylaw, operating rule, or Board voted policy of the Club.

**Article X. Amendments**

These Bylaws may be amended at any annual or special meeting of the Chapter 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 three weeks previously.

**Revision History:**

*November 15, 2004:* Amended.

*November 8, 1997:* Amended and restated.

*November 16, 1991:* Approved.