

# The Maine Chapter of the Appalachian Mountain Club

## BY-LAWS

### Article 1

#### *Name*

This organization shall be called the Maine Chapter of the Appalachian Mountain Club (referred to hereinafter as the "Chapter").

### Article 2

#### *Purpose*

The purpose of the Chapter is to cooperate with and further the purposes and objectives of the Appalachian Mountain Club (referred to hereinafter as the "Club") in the State of Maine, as set forth in the Club By-Laws, i.e.: "The Appalachian Mountain Club is an association of volunteers formed to encourage public respect for the natural environment through providing opportunities for the enjoyment of its beauty and the wise stewardship of its use." Toward those ends, the Chapter shares the following goals of the Club:

2.1 Activities and Programs To provide its members, and the general public, with recreational and educational programs and facilities, primarily within the mountains and water areas of New England, the Mid-Atlantic states and adjacent regions.

2.2 Environmental Protection To provide leadership in the protection and preservation of the environment by advocating the development of informed public policy and by encouraging the establishment and management of protected land and water areas within the Club's geographical area.

2.3 Organization To provide an organization of volunteers and professionals who will manage the Club's facilities and programs, encourage public respect for the environment, offer the Club's expertise to others and support individual contributions in realizing the Club's goals.

### Article 3

#### *Membership*

3.1 Maine Chapter Membership Only members of the Club are eligible for Chapter membership. Any member of the Appalachian Mountain Club residing within the state of Maine shall be members of the Maine Chapter unless the member notifies the Club in writing to the contrary.

Club members residing elsewhere shall be enrolled as members of the Maine Chapter upon receipt by the Club of a request by said member to be affiliated with the Maine Chapter. With termination of membership in the Club, membership in the Chapter will cease.

3.2 Annual Meeting The annual meeting of the Chapter shall be held during the Fall at such hour and place as designated by the Executive Committee. Written or electronic notice, as defined in Section 3.3 below, of the Annual Meeting shall be given to all members of the Chapter at least 30 calendar days prior to the date thereof. The purposes for which the Annual Meeting is to be held, in addition to those prescribed by these By-Laws, shall include the election of officers and standing committee chairs and the conduct of any other business which may properly be brought before the meeting.

3.3 Special Meetings Subject to any other provisions of these By-Laws, special meetings may be called at any time by the Chair or a majority vote of the Executive Committee. Furthermore, upon receipt by the Chapter Chairperson or Vice-Chairperson of a written request for a special meeting signed by at least fifteen Chapter members in good standing, and stating the purpose or purposes for the meeting, the Executive Committee shall provide notice to the Chapter membership of the time, location, and purpose of such special Chapter meeting. Written notice, and/or electronic notice shall be provided at least thirty calendar days in advance of said meeting. For this and other purposes, "written notice" shall mean by publication in the Chapter newsletter or other communication delivered by mail and "electronic notice" shall mean a notice delivered by e-mail and /or by posting on the Chapter's website on its home page for thirty consecutive calendar days.

3.4 Quorum Thirty members of the Chapter present at any Chapter business or special meeting shall constitute a quorum for the transaction of business.

## Article 4

### *Administration*

4.1 Executive Committee The Administration of the Chapter shall be vested in an Executive Committee consisting of four officers: Chairperson, Vice-Chairperson, Secretary and Treasurer; Chairpersons of all Standing Committees of the Chapter; two at-large members of the Chapter; and the immediate Past Chairperson. Each member of the Executive Committee shall have the right to vote on all questions. Provided, however, that each Standing Committee shall have one vote. The Regional Director shall be a member of the Executive Committee ex-officio, without voting rights. Fifty percent of the current Executive Committee shall constitute a quorum for the conduct of business.

4.2 Electronic Participation in Meetings Members of the Executive Committee or any committee designated by the Executive Committee or these By-laws may participate in a meeting of the Executive Committee or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

4.3 Election of Executive Committee Members The members of the Executive Committee shall be elected by plurality vote at each Annual Meeting and shall hold office starting January 1 of the year following the Annual Meeting until December 31 of that year. The Chairperson and Vice-Chairperson shall not be eligible to hold the same office for more than three consecutive one year terms. All officers shall be members in good standing of the Maine Chapter of the AMC.

4.4 Nominating Committee and Nominations A Nominating Committee of not less than three members of the Chapter shall be appointed by the Chairperson with the advice and consent of the Executive Committee at least six weeks before the annual meeting and no more than one Executive Committee member shall be eligible to serve on the Nominating Committee. The Nominating Committee shall prepare a list of candidates for each elective position on the Executive Committee. It shall consult the proposed Chapter Chairperson, verify consent to serve and obtain approval of the other nominees, and send the complete slate to the Chapter Secretary at least thirty calendar days in advance of the date of the Annual Meeting. The names submitted by the Nominating Committee shall be made known by the Secretary to all members of the Chapter, by newsletter, mailing, electronic mailing, and/or posting on the Chapter website at least 30 calendar days prior to the Annual Meeting.

Any ten Chapter members desiring to place an additional candidate in nomination, may do so by sending the written nomination to either the Chapter Secretary, Chapter Chair, or Nominating Committee Chair, no later than ten days before the Annual Meeting. The nomination paper shall state the office to be filled, the proposed candidate, and verification of consent to serve if elected. The ten nominating members of the Chapter must sign the nomination paper. No person shall be eligible for elective position on the Executive Committee unless nominated by one of the above methods.

4.5 Chairperson The Chapter Chairperson shall preside at all meetings of members and the Executive Committee, shall supervise the duties of the other officers, Committee Chairs, and their committees, shall present a report to the Annual Meeting of members, and shall represent the Chapter to the Club.

4.6 Vice-Chairperson The Chapter Vice-Chairperson shall serve as the 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 the Executive Committee. The Chapter Vice-Chairperson shall automatically succeed to the office of Chapter Chairperson in the event the office of the Chapter Chairperson is vacated before the term of office is completed.

4.7 Secretary The Secretary shall keep a current list of all Executive Committee members with complete contact information, mailing address, phone and e-mail; shall give notice of all meetings in coordination with the Chair; shall keep the minutes of all meetings; and shall cause the records of the Chapter to be archived.

4.8 Treasurer The Treasurer shall receive all funds paid to or belonging to the Chapter; shall disburse the funds only under the direction of the Executive Committee; shall keep proper accounts and make a report of receipts and disbursements at each meeting of the Executive Committee. The fiscal year shall be January 1 through December 31. The Treasurer shall prepare a proposed budget of receipts and disbursements of funds for the year beginning January 1 and in conjunction with the Executive Committee and Standing Committees by December 31 preceding the new fiscal year. In addition, the Treasurer shall also prepare and submit special reports as requested by the Chapter Chair or the Executive Committee.

4.9 Resignation Any officer or member of the Executive Committee may resign at any time by giving written notice of such resignation to the Chair. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Chair.

4.10 Removal An officer or Executive Committee member may be removed or suspended, either with or without cause, by the affirmative vote of two-thirds of the Executive Committee in office at any meeting of the Executive Committee. Such removal shall be without prejudice to contract rights, if any, of the person so removed. Election or appointment as an officer or Executive Committee member shall not itself create contract rights.

4.11 Financial Obligations No financial obligation shall be incurred by any officer, Committee Chair, or committee of the Chapter for which the Club or Chapter will be responsible unless such obligations are in accord with the Club's financial policy.

4.12 Committee Members The Chairperson of each Standing Committee may appoint Chapter members to their respective Committee as the Chairperson deems appropriate. Upon request by the Chapter Chairperson or Executive Committee, a Standing Committee Chairperson shall provide a list of the committee members. It is understood that the composition of committees may be subject to frequent changes.

4.13 Vacancies Any vacancy on the Executive Committee occurring after an election may be filled by vote of the Executive Committee at a regular or special meeting, in order to fill such vacancy until the next annual meeting.

4.14 Ex-Officio Members Any member of the Chapter elected to membership in the Club Board of Directors shall become a non-voting member ex-officio, of the Executive Committee of this Chapter during such term of office.

4.15 Financial Donations Any Chapter member may recommend the appropriation of a sum of money for a worthy purpose at any Executive Committee meeting of the Chapter which shall be voted on for approval or rejection. Chapter funds may be appropriated only by approval of the Executive Committee and the appropriation must comply with the current Club financial policy.

4.16 Club Policy 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 Board of Directors. In matters of local interest, the Executive Committee shall have sole authority to express Club policy or position.

## ARTICLE 5

### *COMMITTEES*

5.1 Standing Committees The Executive Committee may establish such standing committees as it may deem necessary and proper for the work of the Chapter. The chairpersons of such committees shall be elected by the Chapter membership at the Annual Meeting.

5.2 Temporary Committees The Executive Committee may establish such temporary committees as it may deem appropriate and proper for the work of the Chapter. The chairpersons of such temporary committees shall be appointed by the Executive Committee. Temporary committees shall report to the Executive Committee but shall not have a vote on the Executive Committee.

## ARTICLE 6

### *SUE BLOOD LEADERSHIP SCHOLARSHIP FUND*

6.1 Trust Funds The Executive Committee of the Maine Chapter shall administer the funds donated by the friends and family of Sue Blood. The funds shall be invested in such a way as to provide a balance of income and growth. Should it become necessary to change the investment vehicle, the Maine Chapter Executive Committee has the authority to make those changes. Should the Maine Chapter geographic region ever change, the fund shall be administered by the Club Chapter that includes South Harpswell, Maine.

6.2 Definitions "Fund" shall mean all funds, principal and income, maintained in a segregated account whose origins are stated in Section 6.1 of the By-Laws. "Investment income" shall consist of interest and dividend income earned by the Fund. "Growth funds" shall mean capital gains.

"Allowed income" shall be the amount available for leadership training on a yearly basis as further described below.

6.3 Allowed Income Allowed income shall be the lesser of: the prior year's investment income or 3% of a rolling average of the prior three years' 12/31 market value.

6.4 Use of Allowed Income Each year's allowed income shall be used to support any leader training activity sponsored by the Maine Chapter which provides leader training for Maine Chapter leaders and co-leaders and who are recognized by a Chapter Standing Committee as such, including but not limited to scholarships. In the event the Maine Chapter does not conduct leadership training in any given year, the allowed income may be used to defray the cost of sending one or more Maine Chapter leaders or co-leaders to out-of-state leadership training.

## ARTICLE 7

### *BY-LAWS*

7.1 Amendment These By-Laws may be amended at any annual or special meeting of the members of the Chapter by a two-thirds vote of those members present and voting. Notice of intended amendment of these By-Laws shall be sent to all members of the Chapter at least 30 calendar days prior to the meeting. Notice shall be by written and/or electronic notice as defined in Section 3.3 of these By-Laws. The proposed amendments shall be available to all Chapter members for review by electronic means. The proposed amendments shall be provided by mail to any Chapter member upon request to the Chapter Secretary.

7.2 Periodic Review A review of the 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 8

### *DISCRIMINATION PROHIBITED*

In administering its affairs, the Chapter shall not discriminate against any person on the basis of race, creed, color, national origin, ethnic origin, sex, sexual preference, marital status, age or physical disability.