

**WORCESTER CHAPTER  
APPALACHIAN MOUNTAIN CLUB  
BY-LAWS**

**ARTICLE I – NAME**

The name of this organization is the WORCESTER CHAPTER OF THE APPALACHIAN MOUNTAIN CLUB, herein referred to as the Chapter. It is an administrative sub-division of the APPALACHIAN MOUNTAIN CLUB, herein referred to as the Club.

**ARTICLE II - OBJECTIVES**

The objective of the Chapter is to cooperate with and to further the objectives of the Appalachian Mountain Club as a whole, and in particular as they may encompass Worcester County and adjacent regions.

**ARTICLE III - MEMBERSHIP**

The membership of the Appalachian Mountain Club Worcester Chapter shall consist of those members who requested such affiliation upon initial membership or upon request at the member's yearly renewal with the Appalachian Mountain Club.

**ARTICLE IV - ADMINISTRATION**

**Section 1.** The administration of the Chapter shall be vested in an Executive Committee, herein referred to as the ExecComm, consisting of the elected officers: Chapter Chair, Chapter Vice-Chair, Chapter Secretary, Chapter Treasurer, and the Chapter's Immediate Past Chair as well as the Chairs of each of the Chapter Committees.

Each member of the ExecComm may cast one vote at any ExecComm meeting attended by them personally or by their designated representative, on any and all matters which come before the ExecComm for a vote. In the event that a position is shared by (2) two or more people (such as co-chairs), then they may cast only one vote between them. In the event that a committee member holds more than one position, that member is entitled to only one vote per motion.

| ExecComm officers\_ and Chairs shall have the right, with notification to the Chapter Chair, to send to meetings of the ExecComm a representative who may serve in their place and vote in his or her stead. No other person may vote at ExecComm meetings.

The Chapter Chair may, with the approval by majority vote of the ExecComm, appoint other non-voting advisory members to the ExecComm, with the length of service to be set at the time of appointment.

**Section 2.** The ExecComm will normally meet nine times per year at regular intervals or at the call of the Chair. Also, the Chapter Chair shall call a meeting at the request of six members of the committee. All ExecComm meetings will be open to attendance by members of the Club.

**Section 3.** One third of the voting members of the ExecComm rounded to the nearest whole number shall constitute a quorum.

**Section 4.** In the absence or disability of the Chapter Chair, the order of succession is as follows: Chapter Vice-Chair, Chapter Secretary, and Chapter Treasurer.

**Section 5.** The Nominating Committee is a standing committee consisting of at least three Chapter members appointed by the Chapter Chair, with the advice and consent of the other members of the ExecComm. This committee shall prepare a list of candidates for Chapter officers and all Chapter Committee Chairs.

The Nominating Committee shall consult all proposed Chapter Officers and committee chairs and obtain the consent of all nominees.

If the Chapter Nominating Committee is unable to find a candidate for any position on the ExecComm, that position shall remain vacant until such time as a candidate can be found.

The Nominating Committee shall send the complete slate to the Chapter Secretary at least 30 days prior to the Annual Meeting. The final slate of Chapter officers recommended by the nominating Committee will be published in the Annual Meeting Notice for the given year.

Any Chapter member desiring to place additional candidate(s) in nomination may do so by sending to the Chapter Secretary, not later than 60 days before the Annual Meeting, nomination paper(s) with the name(s) of the suggested candidate(s), the office(s) desired, and a statement indicating consent to serve, if elected. Ten Chapter members must co-sign each nomination paper. Upon receipt of the nomination paper(s) the Chapter Secretary shall inform the Chapter Membership of the alternate slate of candidates prior to the Annual Meeting. The consenting candidate(s) will then be placed in nomination at the Annual Meeting.

**Section 6.** The Chapter shall call its members to general assembly at least once annually at times designated by the ExecComm. One of these shall be the Chapter Annual Meeting.

**Section 7.** The members of the Chapter ExecComm shall be elected by a majority vote of the Chapter membership at the Chapter Annual Meeting and shall assume office immediately and hold it until the next Chapter Annual Meeting. If the slate of Chapter Officers and Committee Chairs is unopposed the Chapter Secretary shall cast one vote for election.

**Section 8.** Should a vacancy occur in the ExecComm prior to the Chapter Annual Meeting, said Committee shall appoint by majority vote a consenting member of the Chapter to fill such vacancy until the Chapter Annual Meeting.

**Section 9.** No official pronouncement in the name of the Appalachian Mountain Club which involves opinion or policy in matters of public interest shall be made by the Chapter, a Chapter Committee, or any Chapter member which is inconsistent with the goals and objectives of the Appalachian Mountain Club. The Chapter, upon consent of the ExecComm, may make pronouncements on local matters only.

**Section 10.** Any Chapter Officer or Committee Chair may form one or more sub-committees to provide assistance in executing assigned duties.

**Section 11.** Any Chapter member wishing to change any Chapter policy will, upon presentation of 10 Chapter members' signatures, have a petition listed among the agenda for the next general assembly of the Chapter for its consideration.

**Section 12.** The majority vote of the Chapter Membership at general assembly on any Chapter policy is the final and overriding decision on any policy of the Chapter.

**Section 13.** Any Chapter Officer or Committee Chair may be removed from office at an ExecComm meeting, by a vote of three fourths of the Committee members present and voting, provided that a notice of the proposed removal has been sent to all board members at least seven days prior to such vote.

**Section 14.** The Endowment Committee is a standing committee consisting of the Endowment Chair and at least (4) four other members appointed by the Chapter Chair with the advice and consent of the ExecComm. The Endowment Committee is responsible for reviewing all applications submitted in accordance with the Endowment Guidelines and forwarding recommendations to the full ExecComm for approval.

## **ARTICLE V. OFFICERS' RESPONSIBILITIES**

**Section 1.** The Chapter Chair shall preside at all meetings of the ExecComm and the Annual Meeting and shall supervise the duties of the Chapter Officers and Chapter Committees. The Chapter Chair shall also attend the Club's Annual Meeting and all other Club-wide meetings where Chapter participation is required or designate another Chapter Officer or Committee member to be a substitute.

**Section 2.** In addition to the duties listed in Article IV, Section 4, the Chapter Vice-Chair (upon consent) shall assume other responsibilities as may be delegated by the ExecComm or the Chapter Chair. The Chapter Vice-Chair shall automatically succeed to the office of Chapter Chair in the event said office is vacated before the term of office is completed.

**Section 3.** The Chapter Secretary shall give notice of all Chapter ExecComm Meetings and provide a written copy of the minutes of each ExecComm Meeting to each member of the ExecComm. The minutes will be subject to ratification at the next ExecComm Meeting. The Chapter Secretary shall keep the minutes of all meetings and the records of the Chapter and shall conduct correspondence of the Chapter as requested. Meeting minutes and records shall be maintained for a minimum of five (5) years.

**Section 4.** The Chapter Treasurer shall receive all funds paid to or belonging to the Chapter, shall disburse the same under the direction of the ExecComm, shall keep proper accounts and provide a report of receipts, disbursements and assets at each Chapter ExecComm Meeting subject to ratification by the committee. The Chapter Treasurer shall safeguard and maintain a record of all other Chapter assets and the location of such assets. At the Chapter Annual Meeting a fiscal report of Chapter assets and disbursements shall be given to the Chapter general assembly. The Chapter Treasurer shall also oversee the budgets of the Chapter Committees and officers.

## ARTICLE VI. ASSETS AND RESPONSIBILITIES

**Section 1.** Chapter funds may be disbursed by vote of the ExecComm. Appropriations consistent with approved budgets within Chapter Committees are subject to review by the Chapter ExecComm.

**Section 2.** No expenditure over \$10,000 shall be made for which the Appalachian Mountain Club could be held responsible unless it has been authorized by the AMC Board of Directors.

**Section 3.** Title to, or leasehold of any real estate or property administered by the Chapter must be taken in the name of the CLUB, the only legal entity capable of taking title to, owning, or leasing property.

## ARTICLE VII. BYLAWS

**Section 1.** These Bylaws shall be reviewed as important developments so warrant. Proposed amendments shall be made by majority vote of the Chapter ExecComm subject to ratification by the Chapter Membership at an Annual Meeting.

**Section 2.** The Chapter Membership shall be notified of proposed Bylaws Amendments prior to the meeting at which they will be up for ratification. This information shall be communicated in an official Chapter publication such as the Annual Meeting Notice, the newsletter, or other forms of communication used to provide information to Chapter members.

**Section 3.** A copy of the Bylaws shall be made available to any Appalachian Mountain Club members requesting them from the Chapter Secretary.

**Section 4.** These Bylaws will be subject to the approval of the Club's Board of Directors.

**Section 5.** Bylaws adopted by the Club supersede any and all Bylaws adopted by the Chapter.

Last bylaws revision date: November, 2012