

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

Approved by Executive Board on 6/18/86

Approved by Membership on 11/15/86

Amended by Membership on 11/13/99

Amended by Membership on 11/18/06

ARTICLE I. NAME

This organization is an administrative sub-division 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 Narragansett Chapter of the Appalachian Mountain

Club and is herein 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. PURPOSE

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

ARTICLE III. MEMBERSHIP

Any member of the Appalachian Mountain Club residing in Rhode Island shall be a member of the Narragansett Chapter unless he/she notifies the Secretary of the Club in writing to the contrary. Club members residing elsewhere shall be enrolled as members of this Chapter upon receipt by the Secretary of the Club of a written request to that effect by such member. With the termination of membership in the Club, membership in the Chapter shall cease.

ARTICLE IV. ADMINISTRATION

Section 1. The administration of the Chapter shall be vested in the Executive Board consisting of five elected members, as follows: Chapter Chair, Chapter Vice-Chair, Chapter Secretary, Chapter Treasurer, and Chair of the Membership Committee. The Chairs of all Standing Chapter Committees as described in the Chapter Standing Rules with the exception of the Chair of the Nominating Committee shall be ex-officio members of the Chapter Executive Board with full voting rights. In addition, the immediate Past Chapter Chair (defined as the individual last holding the position of Chapter Chair differing in person from the individual presently holding the position of Chapter Chair) shall be an ex-officio member of the Chapter Executive Board with full voting rights except as defined in Article IV, Section 12. The Executive Board shall meet

at least twice a year at the call of the Chapter Chair. The Chapter Chair shall call a meeting at the request of five members of the Executive Board. In the absence or disability of the Chapter Chair, the Chapter Vice-Chair, the Chapter Secretary, or the Chapter Treasurer shall assume the duties of the Chapter Chair in the ordered listed. Five members of the Executive Board, each possessing the authority to cast a single vote, shall constitute a quorum.

Section 2. The elected members of the Executive Board shall be chosen in an election conducted by the Nominating Committee at each Annual Meeting of the Chapter, and shall hold office until the next Annual Meeting. In the event that there is more than one candidate for a given office, such elections shall be conducted by plurality ballot.

Section 3. A Nominating Committee Chair shall be appointed by the Chapter Chair with the advice and consent of the other members of the Executive Board by March 1, and shall be made known to the Chapter Membership within two months. The balance of the members of the Nominating Committee shall be appointed by June 1. The Nominating Committee shall consist of not less than three chapter members. Not more than one member of the Executive Board shall be eligible to serve on the Nominating Committee. The Nominating Committee shall prepare a list of candidates for the Chapter Chair, Chapter Vice-Chair, Chapter Secretary, Chapter Treasurer, and Chapter Membership Chair.

The Nominating Committee shall consult the proposed Chapter Chair, and obtain his/her consent to serve, and his/her approval of the other proposed nominees. The Nominating Committee shall then obtain the consent of the other nominees and send the complete slate to the Secretary by September 1. The slate of the nominees submitted by the Nominating Committee shall be made known by the Secretary to all members of the Chapter by October 1. Any ten Chapter members desiring to place an additional candidate in nomination may do so by sending to the Secretary, not later than one week before the Annual Meeting, a nomination paper stating the office to be filled, the name of the proposed candidate, and a statement indicating that he/she has consented to serve if elected. Ten members of the Chapter must sign the nomination paper. No person shall be eligible for nomination to office unless nominated by one of the above methods except that in the case of death or incapacity of any nominee, nomination may be made from the floor.

Section 4. The incoming Chapter Chair shall, at the Annual Meeting, with the advice of other incoming elected members of the Executive Board, appoint the Chairs of the Standing Committees. The incoming Chapter Chair shall notify the membership of the appointments at the Annual Meeting. The Secretary shall prepare a list of the committee Chairs to be sent out with the notice of the following semi-annual meeting. It shall be the duty of the Chairs of the various Chapter Committees (other than the Chapter Executive and Nominating Committees) to prepare a list of their respective committee membership which shall be presented to the Chapter Executive Board within 30 days after the Annual Meeting.

Section 5. The Chapter Chair and Chapter Vice Chair shall be eligible for 2 consecutive one-year terms. The Secretary and Membership Chair shall be eligible for 5 consecutive one-year terms. The Treasurer may serve for unlimited consecutive one-year terms. The Nominating Committee shall be encouraged to select new persons from the Chapter membership to serve in order to spread the responsibilities and honor of these offices over a wide cross section of the membership.

Section 6. The Chapter Chair shall preside at all meetings of members, and of the Executive Board, shall supervise the duties of other officers and committees, and shall present a report to the Annual Meeting of the members.

Section 7. The Chapter Vice Chair shall serve as Chapter Chair in the absence or disability of the Chapter Chair, and shall assume other such responsibilities as may be delegated to him/her by the Chapter Chair, and /or the Executive Board. The Chapter Vice Chair shall automatically succeed to the office of Chapter Chair in the event that the office of Chapter Chair is vacated before the term of office is completed.

Section 8. The Chapter Secretary shall give notice of all Executive Board and Chapter meetings, shall keep the minutes of all the meetings and the records of the Chapter, and shall conduct the correspondence of the Chapter.

Section 9. The Chapter Treasurer shall receive all funds paid to or belonging to the Chapter; shall disburse the same under the direction of the Executive Board; shall keep proper accounts and make a report of the receipts and disbursements at each meeting of the Executive Board. The Chapter's financial year shall coincide with that of the Club. Once each year, at a time designated by the Club, the Chapter Treasurer shall send the Chapter's financial records to the Club headquarters to be audited. In addition, the Chapter Treasurer shall oversee the Chapter budget.

Section 10. The Chapter Membership Chair shall be responsible for maintaining a list of Chapter members and communicating with the Chapter membership, and the Club, on matters pertaining to the Chapter membership.

Section 11. The immediate Past Chapter Chair, as defined in Article IV Section 1, shall not be eligible to hold an elected office on the Chapter Executive Board for a period of two years following the expiration of his/her term(s) as Chapter Chair. In addition, should the immediate Past Chapter Chair serve on the Chapter Executive Board as the appointed Chair of a standing committee, he/she shall be restricted to casting but a single vote.

Section 12. Should a vacancy occur in the Executive Board, such Board shall appoint a member of the Chapter to fill such vacancy until the next Annual Meeting, except as noted in Article IV, Section 7. Should one person occupy two or more voting positions, even temporarily, he/she shall be restricted to casting a single vote at any Chapter

proceedings.

Section 13. Should it be desirable, or necessary to have two or more people in charge of a single Chapter committee, one person shall be designated Committee Chair, and the other(s) Committee Vice Chair(s). All are considered ex-officio members of the Executive Board, but the Committee has only one vote. The Committee Chair and Vice Chair(s) shall decide by consensus how to cast their combined vote. In the absence of fellow Chairpersons, any one of the Chair or Vice Chair individuals may cast the Committee's vote.

Section 14. 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 Board for approval or rejection. Chapter money may be appropriated only by majority vote of the Executive Board.

Section 15. The Club shall not be held responsible for any expenditure made, or financial obligation incurred, by any officer or committee of the Chapter without previous authorization by the Board.

Section 16 Title to, or leasehold of, any real estate or property administered by the Chapter shall be taken in the name of the Club as the only legal entity capable of taking title, owning or leasing property. A Chapter officer may be authorized by the Board to sign a specific document on behalf of the Club.

Section 17. A Chapter officer, or Committee Chair, who does not perform the duties of his/her office may be removed from office by either of the following two-step procedure:

a.) By secret ballot, a majority vote of the Chapter Executive Board, at a scheduled Board meeting, the Secretary may be instructed to send written notice of a proposed removal to all Executive Board Members. The notice shall be sent at least fourteen days prior to the convening of a Board meeting for a removal vote. By secret ballot, a vote of three fourths of those members of the Chapter Executive Board present and voting is required for removal.

b.) By petition, signed by twenty-five Chapter members, the Secretary may be instructed to send written notice of a proposed removal to all members of the Chapter. The notice shall be sent at least three weeks prior to convening a Chapter meeting for a removal vote. By secret ballot, a vote of three-fourths of those members of the Chapter present and voting is required for removal.

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 during the months of November or December and at such hour and place as shall be designated by the Chapter Executive Board. The date of the Annual Meeting shall be chosen by March 1. The

Chapter membership shall receive written notice of the time and location of the Annual Meeting at least three weeks before said meeting.

Section 2. Special meetings of the Chapter may be called at any time by the Executive Board or shall be called upon written request of at least twenty-five members addressed to such Board stating the purpose of the meeting. It shall be the responsibility of the Chapter Executive Board to notify the Chapter membership in written form, of the time, location, and purpose(s) of special Chapter meetings at least three weeks in advance of said meeting.

Section 3. Twenty-five members of the Chapter, including at least one elected member of the Executive Board, 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 Robert's Rules of Order where not inconsistent with these By-Laws. 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. Report of the Executive Board Committees.
6. Report of special committees.
7. Unfinished business.
8. New business.
9. Elections of officers (Chapter Annual Meetings only).

ARTICLE VI AMENDMENTS

Section 1. These By-Laws may be amended, or any article or any section of an article or any portion of any section of an article of these By-Laws may be suspended, 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.

Section 2. By-Laws, and all amendments and suspensions thereto, must receive the approval of the Chapter's Executive Board before taking effect. Relative to any proposed amendments or suspensions of the Chapter By-Laws, the Chapter's Executive Committee should vote on and approve such amendments or suspensions and also consult with the Club's Department of Chapter and Volunteer Relations for their advice on such proposals, prior to the vote of the Chapter's members on such proposals.

ARTICLE VII. STANDING RULES

Chapter matters not covered in the Chapter By-Laws may be covered by the Chapter Standing Rules which may be formulated and/or amended by a two-thirds vote of the

Chapter Executive Board present and voting. No amendment to the Chapter Standing Rules shall take effect until one week after its adoption, but any rule may be suspended by three-fourths vote of those members of the Chapter Executive Board present and voting.