

# CHAPTER POLICY & BY-LAWS

## POTOMAC CHAPTER BY-LAWS

### ARTICLE I- NAME

The name of this organization is the Potomac Chapter of the Appalachian Mountain Club (the "Chapter"). The Appalachian Mountain Club is hereinafter referred to as the "Club." The geographical boundaries of the Chapter include the states of Maryland and Virginia, and the District of Columbia.

### ARTICLE II- PURPOSE

The purpose of the Chapter is to support and to further the objectives of the Club in general and specifically within the geographical area of the Chapter.

### ARTICLE III- MEMBERSHIP

Section 1. Any member in good standing of the Club shall be eligible for membership in the Chapter in accordance with the Club's Operating Rules, Procedures and Policies (the "Operating Rules"). Termination of Club membership shall terminate Chapter membership.

Section 2. Only members of the Club are eligible for Chapter membership.

### ARTICLE IV- ADMINISTRATION (see current Art. VII)

Section 1. The administration of the Chapter shall be vested in an Executive Committee.

Section 2. Composition:

a. The Executive Committee shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and Committee Chairs. In addition, the Executive Committee may appoint three Members at Large to serve on the Executive Committee.

b. A member of the Chapter who is a member of the Board of Directors of the Club shall be a non-voting, ex-officio member of the Executive Committee. The Club's Regional Director to whom the Chapter is assigned shall be an ex-officio non-voting member of the Executive Committee.

Section 3. The Executive Committee shall administer the Chapter in accordance with the Club By-Laws and Standing Rules.

Section 4. The Executive Committee may appoint or disband committees in its discretion for the proper functioning of the Chapter. Each committee shall have duties and powers assigned by the Executive Committee.

Section 5. Election:

a. Officers of the Executive Committee shall be elected by a plurality of attending Chapter members at the Annual meeting, assume their duties at the end of the meeting, and hold office until the next Annual meeting or until their successors are chosen. The Chair and Vice Chair shall not hold the same office for more than two consecutive years.

b. Only a member in good standing of the Club and Chapter shall be eligible for election or appointment to Chapter office.

c. A Nominating Committee shall be appointed by the Executive Committee no fewer than two months prior to the Annual meeting. The members shall not be Chapter officers. The Committee shall prepare a list of candidates for each office. It shall consult the proposed nominees and obtain their consent to serve. Notice of the nominations shall be provided to the members of the Chapter no fewer than thirty days prior to the Annual meeting. Five Chapter members may place an additional name in nomination by providing in writing to the Secretary, no fewer than five days prior to the Annual meeting, the office to be filled, the name of the nominee, and an acknowledgement by the nominee of a willingness to serve if elected. No person shall be elected to office unless nominated by one of these methods.

Section 6. The Executive Committee shall appoint a member of the Chapter to fill a vacancy until the next Annual meeting.

Section 7. The term of office of an elected member of the Executive Committee may be terminated for just cause by a three-fourths vote of the Executive Committee. Appeal of termination may be made to the Nominating Committee which shall select a five-member panel to hear the matter. The panel shall conduct an evidentiary hearing. Its decision shall be final. A position vacated by termination for cause shall be filled by the Executive Committee from a list of candidates provided by the Nominating Committee.

### ARTICLE V- MEETINGS

Section 1. Annual: A meeting of the members of the Chapter to receive reports of officers and committees, to elect officers, and to conduct other business shall be held annually in November. The Executive Committee shall determine the day, time and place of the meeting. Written notice shall be provided to the membership no fewer than thirty days prior to the meeting.

Section 2. Executive Committee: The Executive Committee shall meet at the call of the Chair, typically six times each year. A meeting of the Executive Committee also may be called by a majority of the Executive Committee. A meeting of the Executive Committee shall be called by the Chair upon written request signed by no fewer than ten Chapter members and provided to the Secretary stating the business proposed to be conducted at the meeting.

Section 3. Special: A Special meeting of the members of the Chapter may be called at any time by the Executive Committee. A Special meeting of the members of the Chapter shall be called by the Executive Committee upon written request signed by no fewer than twenty members and provided to the Secretary stating the business proposed to be conducted at the meeting. The Executive Committee shall determine the day, time and place of such meeting. Written notice, including the business to be conducted at the meeting, shall be provided to the membership no fewer than thirty days prior to the meeting.

Section 4. Quorum: Twenty members of the Chapter shall constitute a quorum for membership meetings.

Section 5. Parliamentary Procedure: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any Operating Rules.

### ARTICLE VI- DUTIES OF OFFICERS

Section 1. Chair: The Chair shall be the chief administrative officer of the Chapter, shall preside at each Annual meeting, Executive Committee meetings, Special meetings, and any other general meetings of Chapter members, and shall be the representative of the Chapter to the Club.

Section 2. Vice Chair: The Vice Chair shall serve as Chair in the absence or incapacity of the Chair, and shall fulfill other responsibilities as may be assigned by the Chair or by the Executive Committee.

Section 3. Secretary: The Secretary shall supervise the giving of notices specified in these By-Laws, shall take minutes at each membership and Executive Committee meeting, shall be the custodian of the minutes of all meetings and the records of the Chapter, and shall conduct the correspondence of the Chapter.

Section 4. Treasurer: The Treasurer shall receive all funds paid to or belonging to the Chapter and shall disburse them under the direction of the Executive Committee. The Treasurer shall keep proper accounts, adhering to Club and Chapter policies and rules, report on receipts and disbursements at each meeting of the Executive Committee, and submit a financial report annually.

### ARTICLE VII- FINANCES

Section 1. The fiscal year shall be the same as the fiscal year of the Club.

Section 2. Chapter funds shall be appropriated only by the Executive Committee. A member may request the appropriation of funds for a worthy cause at any Chapter meeting or through a written request and explanation presented to the Board of Directors of the Club through its treasurer.

Section 3. No expenditure shall be made nor financial obligation incurred by the Chapter or by a member or entity of the Chapter for which the Club may be responsible without previous authorization by the Board of Directors of the Club.

Section 4. Title to or leasehold of any real estate or other property administered by the Chapter shall be solely in the name of the Club.

### ARTICLE VIII – PRONOUNCEMENTS

Pronouncements or printed statements in the name of the Club, even if also in the name of the Chapter, involving matters of public interest shall be made by a member, the Chapter, or an entity of the Chapter solely with the express written consent of the Club's Board of Directors or a Board-level committee authorized by the Board to provide the consent.

### ARTICLE IX – STANDING RULES

The Executive Committee may adopt Standing Rules to address matters not addressed in the By-Laws. A Standing Rule may be suspended by a two-thirds vote of the Executive Committee.

### ARTICLE X – AMENDMENT OF BY-LAWS

The By-Laws may be amended at an Annual or Special meeting by a two-thirds vote of Chapter members present provided notice of pending consideration of the amendment shall have been provided to the membership no fewer than fourteen days prior to the meeting.

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