

**MOMC of MA, INC. BY-LAWS**  
**AMENDED JUNE, 1998 & 2002**

**ARTICLE I NAME AND PRINCIPAL OFFICE**

Sect. 1 This organization shall be known as: Mosaic Outdoor Mountain Club of Massachusetts, Inc. and will be referred to as "the Club" in these by-laws.

Sect. 2 The principal office of the club shall be located within the Suffolk, Middlesex, Essex or Norfolk Counties of the Commonwealth of Massachusetts.

**ARTICLE II PURPOSES OF THE ORGANIZATION**

Sect. 1 To provide recreational and social opportunities for the Jewish Community within the meaning of section 501(c)(7) of the Internal Revenue Code of 1954, or corresponding section of any future tax code.

A. To provide the Jewish Community with outdoor activities including but not limited to hiking, bicycling, skiing and canoeing.

B. To foster the acquisition, development and exchange of outdoor knowledge and skills by our members.

Sect. 2 To foster awareness of the natural environment and to promote ecologically sound and environmentally safe practices.

**ARTICLE III MEMBERSHIP**

Sect.1 Qualifications for membership. Members of the Jewish Community and persons interested in promoting the purposes of the Club as set forth in Article II may be members, provided that they are at least 21 years of age and have paid the annual dues.

Sect. 2 Classes of Membership.

There shall be two classes of membership: Individual and Couple/Family.

A. Individual Membership shall include single adults and single parents with MINOR children. Children may attend appropriate events with their parent or guardian, who must be over 21 years of age.

B. Couple/Family Membership shall include adults (over 21 years of age) living at the same address that are a couple or are related (i.e. parent and ADULT children).

Sect. 3 Dues. The Board of Directors shall determine the amount of the annual dues.

**ARTICLE IV BOARD OF DIRECTORS**

Sect. 1 The Directors shall be responsible for managing all aspects of the Club's affairs.

Sect. 2 Elected Directors. There shall be 8-15 elected Directors serving for a term of one year.

A. The President shall be the chief executive officer. He or she shall prepare an agenda for, and preside at, all regular Board Meetings and the Annual Meeting, and shall review the newsletter prior to publication, in order to ensure that the members shall be informed of any important resolutions passed by the Directors. The President has authority to call special meetings and appoint committees when necessary, and to supervise the operations of the Club.

B. The Vice-President shall perform the duties of the President in his or her absence, and shall perform other duties as authorized by the President.

C. The Secretary shall send notices of Board Meetings to the Directors and Members-at-Large. He or she shall record the minutes of Board Meetings and shall distribute copies of the minutes to Board members before the next meeting.

D. The Treasurer shall make financial reports to the Board. In addition he or she shall maintain the Club's accounts, pay Club bills and shall assure that all funds and transactions are properly recorded and accounted for.

E. The Membership Director shall keep the current membership list on a database, and shall give the names and addresses of registered members to the company that prints and mails the newsletter. The Membership Director shall also be responsible for public relations and publicity.

F. The Program Director shall have the responsibility for the Activities Program. He or she will coordinate the work of the Activities Chairs, who are appointed, non-voting, Board Members, responsible for soliciting TCs to lead trips. They shall review qualifications of trip coordinators, and will provide the event listing to the Program Director before the deadline. The finished Schedule of Events is then sent to the Newsletter Editor.

G. The Newsletter Editor is responsible for formatting and editing "The Shofar". He or she will send the finished newsletter to the designated company for printing and mailing.

Sect. 3 Members-at-Large. Any Club member who wishes to serve on the Board of Directors may do so as a Member-at-Large.

A. The maximum number of Members-at-Large shall be five. They shall attend all Board meetings with full voting privileges as long as they wish to do so. If more than five members want to be on the Board, a waiting list will be created. Any Member-at-Large who resigns or is removed for cause, will be replaced by the first person on the waiting list. The Board will notify the membership in the next newsletter of any changes in the composition of the Members-at-Large and solicit requests from people interested in being placed on the waiting list to become Members-at Large. After serving for one year, a Member-at- Large must resign if there is a waiting list.

B. Members interested in becoming Members-at-Large may call the President. If there is an opening, their candidacy will be proposed to the Board by the President for approval.

Sect. 4 Quorum. A majority of the Board members shall be necessary to constitute a quorum for the transaction of business, and a positive vote of a majority of the Board members present and voting shall constitute an act of the Board of Directors.

Sect. 5 Removal. A Director or Member-at-Large may be removed from office, for cause, by a two-thirds vote of the elected Directors.

Sect. 6 Vacancies.

A. If a vacancy arises on the Board before the term of office expires, the board may appoint someone to fill the vacant position as an Acting Director until the Board formally votes for a replacement Director, as provided in Section 6. paragraph B.

B. When notified of the vacancy, the Board shall post an announcement in the next newsletter. The announcement shall: i. inform MOMC members of the vacancy; ii. solicit nominations for the positions.

iii. inform the members that the Board will vote to choose a successor at the following meeting; iv. inform members of the date, time and location of the meeting; and v. indicate whether an Acting Director has been appointed by the Board and identify the Acting Director if one has been appointed.

The meeting shall not occur less than 3 weeks after the announcement has been mailed to the membership. At the meeting, the Board shall review all candidates for the position and vote to elect a replacement Director. The results of the Board's decision shall be published in the next newsletter following the vote. The replacement Director shall serve for the remainder of the term of office until the General Elections.

C. If the vacancy arises less than 3 months before the general election, the Board may choose not to solicit nominations; if so, the Board will vote to appoint an Acting Director to finish the term of office.  
Sect. 7 Compensation. Neither Directors nor Members-at-Large shall receive compensation for their services.

#### ARTICLE V MEETINGS

Meetings of members shall include an annual meeting, monthly Board meetings and special meetings when the need arises.

Sect. 1 Annual Meeting. The annual meeting of the members shall be held during the month of June, on a Sunday selected by the Board of Directors. This meeting shall be open to all members in good standing.

The purpose of the Annual Meeting shall include the election and installation of the new Directors of the Club, ratification of any by-law changes or amendments, and the conduct of any other business which may be properly brought before the members.

Sect. 2 Board Meetings. Board meetings shall be held during the third or fourth week of each month. The date, time and place will be determined by the Board at a previous Board Meeting. Any Club member in good standing may attend Board meetings and take part in discussions, but only elected members and Members-at-Large may vote.

Sect. 3 Activities. A variety of activities will be scheduled on Sundays, Saturdays or any other day. At the Board Meetings held in Jan, Mar, May, July, Sept and Nov, the Program Director shall present the program to the Board for approval by a majority of voting Board Members in attendance.

A. Members and non-members may participate in all Activities.

Non-members will be charged a fee which shall be determined yearly by the Board of Directors. Additional fees, such as campground rental or food supplied by the TC, shall approximate the actual cost whenever possible. The non-member fee shall be waived for members of other MOMC chapters participating in our activities.

B. If a member would like to organize a non-political project or activity that is appropriate to the Jewish Community but is NOT related to the Purposes of the Club (Article II), such an activity shall be allowed, provided that there is sufficient interest within the Club, and that the plan has the approval of a majority of the Board. No more than twelve such activities per year may be listed in the Schedule of Events.

Sect. 4 Special Rules Governing Meetings.

A. General Scheduling Guiding. Neither Board Meetings nor the Annual Meeting may be scheduled on a Jewish Holiday. Activities may be scheduled on Jewish Holidays with the exception of Rosh Hashana and Yom Kippur.

B. Food Policy. The Club recognizes that members follow varied degrees of kashruth, and shall attempt to ensure that the maximum number of participants will be able to participate.

(i) When the TC (trip coordinator) provides food, the TC must inform trip participants of the level of kashruth prior to the commencement of the activity.

(ii) When the Activity involves a potluck meal, all food must be dairy or vegetarian.

(iii) When the Club provides a meat meal, the meat shall be kosher.

(iv) When food is provided by a restaurant, inn, caterer or other third party, the TC shall indicate the level of kashruth prior to commencement of the activity.

C. Notice of Meetings. Written notice of all activities and the Annual Meeting shall appear in the bi-monthly newsletter. Notice of Board Meetings shall be mailed to the Directors and Members-at-Large at least 10 days prior to the meeting, and shall be published in the newsletter so that any member in good standing may attend.

D. Conduct of Meetings. The President shall preside over all meetings. TCs shall preside over all activities, collect signatures of all participants on the liability release form and shall collect non-member fees.

#### ARTICLE VI NOMINATIONS AND ELECTIONS

Sect. 1 Election Commissioner. Election Commissioner. At least sixty (60) days before the Annual Meeting, the Board of Directors shall appoint as Election Commissioner a club member in good standing, who does not wish to run for elected office in the upcoming election. The responsibilities of the Election Commissioner shall include registering the nominees for each Directorship, organizing the election, counting votes and announcing the new Directors following the election. He or she shall make rulings on the conduct of the election in consultation with the Board.

Sect. 2 Nomination Procedures. Nomination Procedures. At least sixty (60) days before the Annual Meeting, a list of Board positions, and a description of the responsibilities involved in each position shall be printed in the newsletter. Any member interested in running for a Directorship, or in nominating another member for a Directorship, shall contact the Election Commissioner in order to register his or her candidacy. The Election Commissioner shall obtain the consent of the nominees. Nominations shall close one week prior to the election, with the exception of those from the Nominating Committee.

Sect. 3 Nominating Committee. The President shall appoint a Nominating Committee, which shall include the Elections Commissioner as chair and two other members in good standing. This Committee shall strive to ensure that there is at least one candidate for each office prior to the election. The nominating committee shall not in any manner endorse any candidate or set of candidates.

Sect. 4 Voting Procedures.

A. At the Annual Meeting, the candidates for the Directorships will be announced. If there is more than one nominee for any of the Directorships, voting will be by secret ballot. If there are no contests, a voice vote will be taken.

B. Eligibility. All persons who are MOMC of MA members in good standing are eligible to vote. The Membership Director shall provide a list of current members to the Election Commissioner prior to the election. All members may attend the Annual business Meeting.

C. Directors Term of Office. The persons receiving a majority of the votes cast shall assume office, immediately after the conclusion of the Annual business meeting, for a term of one year.

#### ARTICLE VII FISCAL YEAR

The fiscal year of the Mosaic Outdoor Mountain Club of Massachusetts, Inc. shall begin on the first day of each year and end on the last day of May of the following year.

#### ARTICLE VIII AMENDMENT

These By-laws or any provision thereof may be amended, altered or repealed from time to time by a two-thirds vote of the Board of Directors, after which the proposed changes shall be ratified at the Annual Meeting, if it obtains a positive vote by a majority of the members present.

#### ARTICLE IX DISBANDMENT

If the Board of Directors votes by a two-thirds majority to cease all operations of MOMC of MA, and to disband the corporation, then any assets owned by the club will be given to a charity or to several charities as determined by a majority of the Directors.