

MOAC (MAINE OUTDOOR ADVENTURE CLUB) BYLAWS

Amendment approved by the Board of Directors August 25, 2010.
Passage by member vote October 6, 2010 general meeting.

1. NAME AND DESCRIPTION

MOAC is an all-volunteer membership organization open to the general public, incorporated under the laws of the State of Maine as a non-profit entity. The Internal Revenue Service recognizes MOAC as "organized for pleasure, recreation, and other nonprofit purposes" under IRC 501 (c) (7). The principal meeting place is in Portland, Maine. The web site is www.moac.org. Mailing address is P.O. Box 11251, Portland, Maine 04104. Telephone number is 775-MOAC (6622).

2. PURPOSE

The express purposes of MOAC are to:

2A. Facilitate the pursuit of amateur outdoor activities of all types for persons of all skill levels.

2B. Provide a structure for public awareness (i.e. safety, conservation, and environmental awareness).

2C. Provide an outlet for public service activities.

2D. Provide a structure for social networking and community building. MOAC is and shall remain a non-affiliated organization.

3. MEMBERSHIP AND MEETINGS

3A. Classes of Membership

There are three classes of membership: individuals over 18 years old, family, and individuals under 18 years old with permission of guardian.

3B. General Meetings

The general membership of MOAC shall meet once a month, date and location determined by the Board of Directors. The meeting format shall normally include discussion of Club business, one or more visual or oral presentations (i.e., slide show) on topics of interest in the outdoors, and planning of trips and activities.

3C. Designated MOAC Chapters

A limited number of local chapters may form provided that a Steering Committee of members of that region agree to volunteer for the roles necessary, included but not limited to, meeting chair, program, publicity, new member activities, newsletter and liaison to Board of Directors. Chapters must demonstrate the ability to involve area members in activities and sustain leadership for at least one year prior to becoming

an official chapter of MOAC. The Steering Committee of a proposed chapter will apply to the board of directors to become "official." Generally, chapter designations are for the expressed purpose of facilitating the involvement of members who reside more than 50 miles from the club's principle meeting place. Chapters may hold general meetings as determined by its Steering Committee. The board approves chapter expenses.

4. GOVERNING BODY

4A. Officers

The governing body of MOAC is called the Board of Directors and is comprised of seven elected positions: President, Vice President, Treasurer, Secretary, three members-at-large and the immediate past President who shall be an ex-officio, non-voting member. Chapters will choose a board liaison from its Steering Committee.

4B. Function

The primary function of the Board of Directors is to facilitate the express purposes of the Club, as previously described in Section Two. Individual Board Members are expected to contribute their efforts for the betterment of MOAC and its membership. Board Members will consider any ideas or concerns voiced by Club members.

4C. Board of Directors Meetings

The Board of Directors generally meets monthly (twelve times per year) at a location agreed upon by the Board. Meetings will be chaired by the President or his/her designee and will adhere to generally accepted parliamentary procedures. Meeting format shall normally include reading of minutes from prior meeting, discussion of old business, and discussion of new business. The general membership is invited to attend and participate, and will be informed of the meeting date/place. Members are encouraged to submit items for inclusion in the agenda to the President prior to the meeting. Voting on decisions shall be by majority rule, each Board Member having one vote. A quorum of four members is required for any Board of Directors' vote. Any Board Member may appoint a proxy.

4D. Nomination and Election Process

The Board of Directors shall be nominated and elected by the general membership. Announcements of the nomination process and elections will be made at least 60 days in advance of the final day of voting. Nominations for office will be taken at the February general meeting. Electronic voting will be set up within one week of the February general meeting and close within 24 hours prior to the day of the March general meeting. Closing time and date will be announced with the voting notice. Term of office shall be one year. Board Members may serve up to three consecutive terms in the same position if elected.

An Election Officer(s) will be selected by the Board and announced either before or at the January general meeting. The Election Officer(s) must be a member(s) and

may not be a current Board Member or be running for office. The Election Officer(s) will oversee the election process at the February and March general meetings. A Nominating Chair will be selected by the Board for the purpose of recruiting members to run for office.

Members may only run for one office. Those nominees not present at the February general meeting will be notified of their nomination by an/the Election Officer. All nominees must accept or decline nomination within 48-hours of the February general meeting by contacting the/an Election Officer. The list of nominees will be published in the February Newsletter and posted online.

Each nominee may submit a brief position statement for publication in the February newsletter and/or posted on the web site. Each nominee will be given the option to speak for up to five minutes. If unable to attend, the person nominating him/her or his/her designee may speak on his/her behalf.

A transition meeting will be held prior to the general meeting following elections. Both outgoing and incoming Board Members are expected to attend this meeting. The outgoing and new Board President(s) shall preside over the transition meeting.

4E. Voting

Voting is by written or electronic ballot. All members may vote. Any member may vote by absentee ballot prior to the date of the March general meeting held in Portland. A paper ballot must be signed. A one member, one vote process will be used for electronic voting. Paper ballots will be available at March general meeting for members who have not already voted electronically.

Notwithstanding the above paragraph, if there is only one candidate for a particular office, voting for that office may be by a show of hands by those at the March general meeting.

Each member may vote for up to three nominees for member-at-large seats. Nominees for at-large seats receiving the top three vote counts win. In the case of a tie, a run-off will be held immediately.

4F. Removal/Resignation from Office

In the event of gross misconduct or dereliction of duty, any Board Member may be removed from office by a 2/3-majority vote of the Board. The general membership may request the removal of a Board Member by petition of a minimum of 100 member signatures. A special vote at the general meeting shall then be held with a 2/3-majority required for removal. In the event of removal or voluntary resignation of a Board Member, the Board of Directors shall appoint a replacement to fulfill the remainder of the term.

4G. **General Duties and Responsibilities**

a. **President** or his/her designee shall chair general meetings. President and his/her board designee shall chair Board meetings. Act as liaison and spokesperson in communication with the public and public service organizations. Shall, along with the Treasurer, be responsible for the financial aspects of the Club.

b. **Vice President** may chair meetings in the absence of President. Shall facilitate communications within the Club between members and the Board of Directors.

c. **Treasurer** shall maintain proper financial records, checking, and savings and Certificates of Deposit (CD) accounts. Shall produce regular financial statements, budgets, and if required, tax filings.

d. **Secretary** shall oversee recording of minutes and ensure notes from Board and general meetings are published in the newsletter and maintain availability of related information.

e. **Members-at-large** shall fulfill duties and responsibilities as necessary and requested by the President and/or Board of Directors.

f. Every attempt should be made by Board Members to attend all Board of Directors meetings. Advance notice of resignation, assistance in replacement, and orderly transfer of responsibilities is required.

g. **Chapter Steering Committee(s)** will communicate with the Board through a designated liaison, as mentioned in 3C.

5. **DUES AND FINANCES**

5A. Fiscal year is January 1 through December 31.

5B. The Board of Directors shall set annual dues for each class of membership. Any change in dues duly approved by the Board of Directors shall become effective at such time as the Board of Directors determines. Notice of renewal of membership shall be provided to members prior to their expiration date. A member will be considered inactive on the first of the month following the end of the membership year if not renewed.

5C. A Board Member must approve reimbursable expenditures by members for Club activities in excess of \$25.

5D. Periodic financial reports shall be made available for inspection by the membership.

5E. The Board of Directors must approve Club expenditures of more than \$200 and transfers between bank accounts for sums of more than \$200.

6. BYLAW AMENDMENTS

By-law revisions may be recommended by the Board of Directors or by any member. The by-laws shall be amended by simple majority vote of the attending members at the Club's general membership meeting. Proposed by-law changes will be posted on the Club's Website at least 28 days prior to being voted upon by the membership. Any member may request a paper copy of the proposed changes from the Chair of the By-laws Committee or from any member of the Board.

The membership shall have the right to accept/reject the proposed change, with the option that if rejected it goes back to committee where it will be reworked and presented again for membership approval, following the same procedure, until a revision can be written that meets a majority vote of the attending membership at the Clubs general membership meeting.

The original Bylaws were approved by vote of the Board of Directors at a special meeting on September 16, 1992. They were adopted by the membership at the general meeting on February 5, 1993. The bylaws were properly amended in September 1995; November 1995; July 1996; December 1998; February 2000; December 2002; September 2006, January 2010 and October 2010.