



**PROPOSED UPDATED BYLAWS FOR MEMBERSHIP VOTE AT THE 2026
ANNUAL AMC BUSINESS MEETING ON JANUARY 24, 2026**

BYLAWS OF THE APPALACHIAN MOUNTAIN CLUB

PREAMBLE

The Appalachian Mountain Club (the “AMC”) is a Massachusetts not-for-profit corporation, organized for the purposes set forth in its Restated Articles of Organization. The AMC seeks to encourage public respect for the environment by providing education and enjoyment of its beauty and fostering the stewardship of its use. The AMC works through its dedicated volunteer members, together with its professional staff, to provide members and the public with recreational and educational programs and facilities. The scope of such work lies primarily within New England, Mid-Atlantic states and adjacent regions, and also includes an increased attention to urban and suburban areas. The AMC seeks to lead in the protection and preservation of the environment by (i) advocating for informed public policy and (ii) encouraging the establishment and management of protected land and water areas within the AMC’s geographical area. AMC volunteers and professionals operate the AMC’s facilities and programs, encourage the public’s respect for the environment, and offer the organization’s expertise to other organizations in realizing the AMC’s goals. The AMC will be governed by the following Bylaws which may be amended from time to time as set forth herein:

ARTICLE I

ARTICLES OF ORGANIZATION

These Bylaws, the powers of the AMC and of its Board of Directors (“Board” or “Director”) and Officers of the Board (“Officers”), and all matters concerning the conduct and regulation of the AMC shall be subject to its Articles of Organization in effect and revised from time to time.

ARTICLE II

MEMBERS

Section 1. Members. Any person may become a member of the AMC (“Member”) by completing and submitting the applicable membership information and paying the membership dues, which are valid for one year and are renewable on an annual basis. There shall be no other qualifications imposed for AMC membership.



- Section 2. Dues. Members shall pay such annual dues on or before a date certain as the Board shall from time to time establish. Any Member not paying the required dues on such terms shall automatically cease to be a Member.
- Section 3. Annual Meeting. There shall be an annual meeting of the Members in January of each year at such date, time and place as the Board shall determine. The purposes of the annual meeting shall include the Members' election of the Board and such Officers, as well as to conduct votes on the conduct of such business of the AMC as the Board shall determine, and such other business as may properly come before the meeting.
- Section 4. Special Meetings. Special meetings of the Members may be called by the President, the Board, or at the written request of at least 500 Members. The purposes of any special meeting shall be as stated in the call of or the request for the meeting.
- Section 5. Notice of Meetings. Notice of all meetings of the Members, specifying the date, time, place and purposes of the meeting, shall be given not less than 45 days before the date of the meeting and shall comply with the provisions of Article IV, below.
- Section 6. Proxy, Quorum and Voting. Members may act at any regular or special meetings in person or by proxy. A minimum of 150 Members, present in person or by proxy, shall be required for a quorum at the annual or any special meetings of Members. Members shall be entitled to vote on all matters submitted to the Members for approval. Unless otherwise required by the Articles of Organization, these Bylaws or any provision of law, (a) any matter submitted to the Members for approval at a meeting shall be deemed "approved" if more Members vote in favor of it than vote in opposition, and (b) any candidate for election by the Members as a Director or as an Officer to be elected by the Members shall be elected by a plurality of the votes cast for them.
- Section 7. Non-Binding Referendum. A referendum of all the Members shall be held upon receipt by the AMC of a written petition signed by at least 500 Members, containing the text of the referendum to be held. The referendum proposal shall be a non-binding statement of the Members presented to the Officers and Directors for their guidance. The results of a referendum shall be made available to the general membership as promptly as practicable.

ARTICLE III

BOARD OF DIRECTORS

- Section 1. Powers and Number; Election by Members. The AMC's policies shall be



established, and the general management of the activities, property and affairs of the AMC shall be overseen by a Board. The Directors shall include the Chair of the Board (the “Chair”), the President, at least one Vice Chair, the Treasurer, and such additional Directors as are elected by the Members at the annual meeting of Members upon nomination pursuant to ARTICLE III, Section 15. The number of Directors shall be determined, and may be increased or decreased, but not to less than 15 nor more than 26, from time to time by the affirmative vote of two-thirds of the Directors then in office.

- Section 2. Regional and Community Directors. These Directors can represent AMC’s chapters—Regional Directors—and volunteers—Community Directors—as defined by the Board. Directors so designated shall be elected by the Members generally at the annual meeting of the Members.
- Section 3. Term of Office. The term of office of each Director shall continue until the third annual meeting of Members following their election. No person shall be eligible for reelection as a Director for more than three successive full terms. The Chair and President are exceptions to these term limits. Directors may be reelected subsequently at or after the annual meeting of Members following the annual meeting at which their third full term as a Director expired. The Directors other than the Chair and the President shall be divided into classes with staggered terms so that, as nearly as possible, a third of those Directors shall be elected each year.
- Section 4. Vacancies. The Board may appoint new Directors to fill any vacancy at any meeting, including a vacancy caused by an increase of the number of Directors serving on the Board. The term of any Director so appointed shall expire at the next annual meeting of the Members following the appointment of the Director by the Board.
- Section 5. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Chair or the Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Officer to whom it is given.
- Section 6. Removal. A Director may be removed or suspended for cause by an affirmative vote of two-thirds of the Directors then in office at a regularly scheduled or a special meeting called for that purpose, provided that such Director is given at least seven days’ notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting.
- Section 7. Committees of the Board. The Board may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws indicate may not be so delegated, to such committees as the Board or these Bylaws may from time to time establish as



well as dissolve. The members of all such committees and their chairs shall be chosen by the Chair of the Board, with the advice and consent of the Board and shall serve at the pleasure of the Board. The Board shall approve a charter for each such committee other than the Executive Committee, setting forth its responsibilities. The Board shall appoint the following committees of the Board:

- a) Executive Committee. The Executive Committee shall consist of not less than seven Directors, including the Chair of the Board, who shall be its chair, the President, the Vice Chairs, the Treasurer, the Secretary and the Chair of the Chapters Committee, and shall, between meetings of the Board, have all of the powers of the Board other than those not permitted by law to be delegated to it by the Board. The Executive Committee has no authority to remove or appoint the President.
- b) Audit Committee. The Audit Committee shall consist of not less than three Directors. No Officer, including the President, shall be eligible to serve on the Audit Committee. The Audit Committee shall recommend to the Board the designation of an independent auditor to certify the financial statements of the AMC and have such other duties as shall be set forth in the charter for the Committee and as required by law.

Section 8. Other Committees. The Board may establish such other committees, for such purposes, as it may from time to time determine. Except for the Chapters Committee, the members and the Chair of which shall be as set forth in subsection (d) immediately below, the members of all such committees and their chairs shall be chosen by the Chair of the Board, with the advice and consent of the Board and shall serve at the pleasure of the Board. The membership of such committees may include but need not be limited to members of the Board. The Board shall approve a charter for each such committee, setting forth its responsibilities, subject to the terms of these Bylaws. The Board shall establish the following committees, each of which shall report to the Board:

- a) Nominating and Governance Committee. The Nominating and Governance Committee shall have the composition and the duties specified in Section 15 of Article III.
- b) Investment Committee. The Investment Committee shall consist of not less than four members, of which none need be Directors other than the Chair of the Committee and the Treasurer. The Treasurer shall be a member *ex officio*. Acting within the scope of investment policy guidelines established by the Board, the Investment Committee shall have charge of the investment of all funds of the



AMC, including the power to effect purchases, sales or exchanges of securities and other invested assets of the AMC. The Investment Committee may employ investment counsel and may delegate authority to purchase or sell securities of the AMC to such investment counsel or to any Officer or employee of the AMC, subject to such limitations as the Investment Committee may impose.

- c) Finance Committee. The Finance Committee shall consist of not less than six members including the Treasurer, who will Chair the Committee, Chair of the Board (*ex officio* voting), at least four other Board members appointed by the Chair of the Board, the President, and the Chief Financial Officer (*ex officio* non-voting). The Finance Committee shall provide guidance and advice to staff, Board, volunteer leadership and other stakeholders to meet the goals of AMC financial operations in support of the AMC's mission.
- d) Chapters Committee. The Chapters Committee shall consist of the chairs of each Chapter of the AMC and each of the Regional Directors and shall be chaired by a Regional Director designated by the Chair of the Board, with the advice and consent of the Board. The Chapters Committee shall be responsible for recommending to the Board those overall policies pertaining to the operation of the Chapters.
- e) Land and Facilities Committee. The Land and Facilities Committee shall serve as an advisor to AMC senior leadership and Lands and Facilities staff on asset strategy, policies, initiatives, acquisitions, dispositions, capital improvements, and official AMC positions as they relate to the management and operations of AMC owned and managed lands and facilities. The Committee will identify and discuss emerging issues and provide recommendations and strategic advice to the Board on critical issues and decisions that affect the future of AMC's lands and facilities operations. The Committee will have a chair or co-chairs, one of which must be a Director. The Land and Facilities Committee will provide guidance and oversight of AMC physical assets and investments to ensure financial stability for the delivery of the AMC's mission and shall elevate these issues as needed to the Board for consideration.

Section 9. Annual, Regular and Special Meetings of Directors. The Board shall meet annually on such date and at such place and time as the Board may determine. Regular meetings shall be at such date, place and time as the Board may from time to time determine. Regular meetings of the Board shall be held at least three times each year in addition to its annual meeting. Special meetings may be called by the Chair of the Board and shall thereafter be called by the Secretary, or in the case of the death, absence, incapacity, or refusal of the Secretary, by any Officer, upon the written application of at least five (5) of the



Directors then serving.

- Section 10. Notice. Seven (7) days' notice shall be given to the Members and Directors of all meetings of the Board stating the date, purpose, time and place of such meeting by an announcement or other notice included on the AMC's website <https://www.outdoors.org> as may be revised from time to time and as otherwise set forth in Article IV.
- Section 11. Quorum and Voting. A majority of Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws.
- Section 12. Action Without a Meeting. Any action required or permitted to be taken may be taken without a meeting of the Board if all the Directors consent in writing and if the written consents are filed with the records of the AMC. Such consents shall be treated for all purposes as a vote at a meeting. Where required or authorized by these Bylaws, a "writing" shall include electronic correspondence.
- Section 13. Remote Participation in Meetings. Unless otherwise authorized as provided below, the vote of each member shall be cast in person. Notwithstanding the foregoing, at the Chair's discretion, any annual, regular, or special meeting may be called and conducted by means of remote communication and/or with a hybrid model with both a physical location and a means of remote communication and voting. Such meetings shall be subject to compliance with applicable Massachusetts law, including: (1) procedures for conducting remote and hybrid meetings that address verification of meeting attendees; (2) procedures for ensuring that members are provided a reasonable opportunity to participate in the meeting and vote, including an opportunity to read or hear the proceedings substantially concurrently with the meeting; and (3) procedures for maintaining records of votes and actions at a meeting by means of remote communications. There shall be no voting by proxy regardless of the format in which the meeting is held.
- Section 14. Waiver of Notice. Whenever any written notice is required to be given by these Bylaws, a waiver of notice signed by the Secretary or other officer of the Board either before or after the action for which notice is required shall have the effect of written notice.
- Section 15. Nomination of Directors and Certain Officers. The Nominating and Governance Committee shall oversee Board recruitment, development and succession planning, as well as other governance and oversight activities of the Board to ensure alignment with the AMC's mission. In support of the above, each year, the Board shall appoint a Nominating and Governance Committee of five (5) or more members, which may include but shall not be limited to



members of the Board and Officers. The Nominating and Governance Committee shall identify persons for election as Chair of the Board, at least one Vice Chair of the Board, Treasurer and other Directors. The Nominating and Governance Committee shall publish a list of its nominations to the Members in writing at least eight (8) weeks prior to the annual meeting. Additional nominees may be designated by the written petition of not less than 500 Members, delivered to the AMC not less than four (4) weeks prior to the annual meeting of the Members. All persons nominated by the Nominating and Governance Committee or by petition shall be presented for election at the annual meeting of Members unless any such person notifies the AMC in writing that they will decline to serve if elected.

ARTICLE IV

NOTICES, WAIVERS, CONSENTS AND PROXIES

All notices, waivers, consents, proxies, all referenda and petitions for referenda to be conducted pursuant to ARTICLE II, Section 7 and all petitions and notices given pursuant to ARTICLE XII, given by the AMC, any member of the Board or any Member shall be in writing. For this purpose:

- (a) Without limiting how notices and referenda may be given by the AMC to the Members, such notices may be contained in any AMC publication of general circulation to the Members including but not limited to the AMC's website <https://www.outdoors.org>. Notices, waivers, consents, proxies and referenda given by the AMC, any Member of the Board or any Member by electronic delivery or any other method whereby they can be printed out in paper form shall be deemed to be in writing.

In addition to the means of delivery of notices and referenda by the AMC to the Members specified in clause (a) above, notices, waivers, consents, proxies and referenda may be delivered by mail or other delivery service, by in person delivery, by electronic transmission, by an announcement or other notice included on the AMC's website <https://www.outdoors.org> or by any other means approved by the Board.

ARTICLE V

OFFICERS

- Section 1. Enumeration. The Officers of the AMC shall be a Chair of the Board, a President, at least one Vice Chair, a Chief Financial Officer, a Treasurer, a Secretary and such Vice Presidents and other Officers as the Board may from time to time appoint. One person may hold more than one office



simultaneously.

Section 2. Election and Term. The Members at their annual meeting shall elect the Chair of the Board, at least one Vice Chair of the Board and the Treasurer, each of whom shall hold office until the next annual meeting of the Members and the election and qualification of their successors. No Officer elected by the Members may hold office for more than nine (9) consecutive years. Service as a different Officer or in a different capacity shall not be counted in determining this period of consecutive service. All other Officers shall be elected by the Board.

Section 3. Powers and Duties. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below and in other provisions of these Bylaws and such other powers and duties as may be assigned to them by the Board.

- a) The Chair of the Board shall preside at all meetings of the Board and the Members and shall be an *ex officio* voting member of all Board committees. The Chair of the Board shall, with the advice and consent of the Board, appoint all the members and the chairs of all Board committees and designate a Vice Chair to act in the absence of the Chair.
- b) The Vice Chairs shall have such powers and duties as shall be assigned to them by the Board. One Vice Chair shall be designated to act in the absence of the Chair.
- c) The President shall be the Chief Executive Officer of the AMC responsible to the Board for the implementation of the Board's policies and the administration of the affairs of the AMC. Except as otherwise provided by the Board or these Bylaws, the President, the Chief Financial Officer or such other Officer as the Board may from time to time designate, shall have the authority to make, execute, endorse and deliver in the name of and on behalf of the corporation, but shall not be limited to, any and all written instruments, including checks and other payments, agreements, documents, execution of deeds, powers of attorney, transfers, assignments, contracts, including contracts involving interests in land, obligations, certificates and other instruments of whatever nature entered into by the AMC.
- d) The Chief Financial Officer shall oversee all AMC funds and securities of any type. With the advice and consent of the Board and the Investment Committee, the Chief Financial Officer shall have power to invest and reinvest surplus funds. The Chief Financial Officer shall render to the Board whenever it so requests an accurate account of



all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. Except as otherwise provided by the Board or these Bylaws, the Chief Financial Officer, the President or such other Officer as the Board may from time to time designate, shall have the authority to make, execute, endorse and deliver in the name of and on behalf of the corporation, but shall not be limited to, any and all written instruments, including checks and other payments, agreements, documents, execution of deeds, powers of attorney, transfers, assignments, contracts, including contracts involving interests in land, obligations, certificates and other instruments of whatever nature entered into by the AMC.

- e) The Treasurer shall have general oversight of the financial affairs of the AMC and such other duties as are specified in these Bylaws, including oversight of such committees as the Board shall designate, and shall have such other duties as shall be specified by the Board.
- f) The Secretary, who shall act as the Clerk, shall keep records of all meetings of the Board and make a report thereon and shall issue calls and notices of meetings of the Board.

Section 4. Resignation. Any Officer may resign at any time by giving written notice of such resignation to the Chair or the President. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Officer to whom it is given.

Section 5. Removal. An Officer may be removed or suspended for cause by an affirmative vote of two-thirds of the Directors then in office at a regularly scheduled or a special meeting called for that purpose, provided that such Officer is given at least seven days' notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. Election or appointment as an Officer shall not of itself create contract rights.

Section 6. Vacancies. The Board may fill any vacancy on the Board resulting from the death, resignation, or removal of a Director prior to the end of their term by appointment to complete the term of the vacating Director. The Board is further authorized to increase the number of Directors over where it stood as of the completion of the last meeting of Members, subject to the limit of twenty-six (26) Directors, and to fill any vacancy resulting from such increase by appointment for a three-year term or such lesser term as the Board may establish. Candidates to fill Board vacancies shall be recommended to the Board by the Nominating and Governance Committee.



ARTICLE VI

CHAPTERS

- Section 1. Organization of Chapters. The Board shall provide for the organization and support of Chapters within the membership of the AMC. The Chapters shall be responsible for carrying out the mission of the AMC at the relevant regional, state and local levels.
- Section 2. Organizing Principles. AMC Chapters can be organized into Regions or other organizing principles for the purpose of coordinating matters of common interest among the members. The organization of the Regions or other organizing principles can be established and may from time to time be changed by the Board.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The AMC shall, to the extent authorized by Massachusetts law, including but not limited to the full scope of indemnification permitted by G.L. c.180 §6, indemnify each person who serves as one of its Directors, Officers, employees, or Volunteers, or who serves at its request as a Director, Trustee, or Officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Article VII a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the AMC or, to the extent that such matter relates to service at the request of the AMC for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the AMC for the purposes of this Article VII. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the AMC, after notice that it involves such indemnification: (a) by a disinterested majority of the Directors then in office; or (b) by a majority of the disinterested Directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that their action was in the best interests of the AMC; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.



Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding shall be paid from time to time by the AMC in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article VII. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article VII shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law.

The AMC is authorized to purchase and maintain insurance on behalf of its Directors, Officers and Volunteers in the amounts and to the degree determined by the Directors.

As used in this Article VII, the term "Person" includes such Person's respective heirs, executors, and administrators. In addition, as used in this Article VII, the term "Person" shall include a "disinterested" Director, Officer or employee against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

ARTICLE VIII

CONFLICTS OF INTEREST

A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such Director's independent, unbiased judgment in the discharge of their responsibilities to the AMC; or (b) such Director is aware that a member of their family (which for purposes of this Article shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Director) or any organization of which such Director (or member of their family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time. No Director shall vote on any matter under consideration at a Board or Committee meeting in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by majority vote and said vote, if so required, shall be binding on the Director.



ARTICLE IX

GENERAL

- Section 1. Discrimination Prohibited. In conducting its affairs, the AMC shall not discriminate against any person on the basis of race, color, national origin (ancestry), ethnic origin, religion (creed), gender identity, sexual orientation, veterans status, marital status, age, mental or physical disability or in any manner in violation of federal or state law.
- Section 2. Fiscal Year. The fiscal year of the AMC shall begin on the first day of January and end on the thirty-first day of December, unless otherwise determined by the Board.
- Section 3. Operating Policies and Procedures. The Board, acting by the vote of not less than two-thirds of the Directors present at a meeting, may establish and from time to time change the Operating Policies and Procedures of the AMC, which may be adopted or amended only if first presented at a meeting of the Board and thereafter approved at a subsequent meeting (which meetings need not be successive).

ARTICLE X

PERSONAL LIABILITY

The Directors and Officers of the AMC shall not be personally liable for any debt, liability or obligation of the AMC. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the AMC may look only to the funds and property of the AMC for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the AMC.

ARTICLE XI

2026 TRANSITION PROVISION

Where the two-year term of a Director was to expire in January 2026, upon adoption of these Bylaws by the Members, said two-year term shall be extended by one (1) additional year. The two-year terms of all other Directors will become three-year terms without further action of the Members or Directors required.



ARTICLE XII

AMENDMENTS

These Bylaws may at any time be amended or repealed, in whole or in part, at any annual or special meeting of the Members of the AMC at which a quorum is present, upon a written petition of not less than 500 Members or by a Director, if the Board has approved the same by an affirmative vote of two-thirds of the Directors then in office, following a vote of a majority of those Members present and voting, provided: (1) that the substance of any proposed change shall have been stated in the notice of such meeting and (2) that said notice of the proposed change shall have been provided no later than thirty (30) days prior to said meeting. In addition, a majority of the Directors in office may amend these Bylaws, provided that no amendment may be made by the Directors without a vote of two-thirds of the Members present and voting: (1) that changes the date of the annual meeting of the Members of the AMC; (2) that alters the provisions of these Bylaws with respect to the removal of Directors or indemnification of Directors; or (3) that alters any required action by the Members with respect to amendments to these Bylaws or the Articles of Organization. Not later than the time for giving notice of the meeting of members next following the making, amending, or repealing by the Directors of any Bylaw, notice thereof stating the substance of such change shall be given to all Members entitled to vote, and any Bylaw adopted by the Directors may be amended or repealed by the Members.