

BLUE MOUNTAIN EAGLE CLIMBING CLUB

AND

WILDERNESS PARK ASSOCIATION

CONSTITUTION AND BYLAWS

(Revised November 6, 2013)

REVISED BY-LAWS
for
BLUE MOUNTAIN EAGLE CLIMBING CLUB

ARTICLE I

Name and Title

Section 1. The name and title of this Association shall be "Blue Mountain Eagle Climbing Club and Wilderness Park Association".

ARTICLE II

Objects

Section 1. The purposes of this Association shall be:

1. To preserve the forests; protect the wildlife; and promote and encourage mountain climbing, hiking, camping, and the appreciation of nature;
2. To assist in and provide for the preservation and perpetual protection of the Appalachian Trail;
3. To construct and maintain shelters, arboretums, and other facilities for public use and enjoyment;
4. To acquire for the above purpose by purchase, lease, gift, grant, devise, or otherwise such tracts of land as may be necessary;
5. To provide a program of activities whereby members can enjoy nature, recreation, and each others fellowship.

ARTICLE III

Membership

Section 1. This Association shall include individual, family, junior, and life memberships, irrespective of sex, race, color, or religion.

Section 2. An applicant for membership must fill out an application form provided by the Association. Upon receipt of the completed application form, a letter explaining the Club's purposes and activities shall be sent to the applicant.

Section 3. Individual and life members in good standing shall each be entitled to one vote. Family memberships shall be entitled to two votes. The votes may be cast by any two members, 18 years or older, of the same family.

Section 4. Non-members may be recommended for honorary membership at any time by any member in good standing. Upon approval of a majority of the executive committee, with the concurrence of a majority of the members present and voting at any regular meeting, the person recommended shall be so honored. Honorary membership shall not preclude an individual from thereafter holding a regular membership, in which case he or she shall thereafter have the right to vote and hold elected office.

Section 5. Life membership may be granted upon payment of a sum equal to (25) twenty-five times the annual dues for an individual membership, or, with the approval of the executive committee and the concurrence of the general membership, upon a gift considered desirable by the Association.

ARTICLE IV

Dues

Section 1. Dues for the various classes of membership shall be set by the executive committee, subject to ratification by a majority of members present and voting at a membership meeting.

Section 2. Notice of any proposed change in dues shall be given at the membership meeting preceding the membership meeting at which the proposal is to be voted upon.

Section 3. Dues shall be payable on January 1 of each year and notice shall be mailed to each member in advance.

Section 4. If a member's dues are not paid by March 1, he or she shall not be eligible to vote in the annual election and, after a second notice, if dues are not paid by May 1, he or she shall be dropped from the rolls of the Association.

Section 5. Individual, family and junior members joining after June 30, shall be required to pay only one-half (½) the prevailing annual dues rate for the first year of their membership.

ARTICLE V

Officers

Section 1. The officers of this Association shall consist of:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. A Board of seven (7) Directors

Section 2. All officers, except directors, shall be elected at the annual meeting in every odd-numbered year, to serve for a two-year term.

Section 3. Directors shall be elected to four year terms, with four (4) directors elected every fourth odd-numbered year starting in 2013. Three (3) directors shall be elected every fourth odd-numbered each year starting in 2015.

Section 4. The executive committee shall consist of the officers, the board of directors of the Association and the chairmen of all committees set forth in Article VI, Section 1 of these bylaws.

Section 5. The duties of the officers shall be those customarily associated with the respective offices, or as the executive committee may otherwise direct.

Section 6. The President shall be, ex officio, a member of all committees except the nominating committee.

Section 7. In case of a vacancy in the office of president, the vice president shall assume the office of president. In case of a vacancy in any other office, the president shall appoint a replacement, subject to ratification by the executive committee, to serve until the next regular election.

Section 8. The executive committee shall have responsibility for all the assets of the Association, and it shall be their duty to ensure that such assets are not misappropriated. It shall further be the responsibility of the executive committee to transact such business as may be appropriate or necessary between meetings of the membership.

Section 9. No officer or director shall serve more than two consecutive elected terms in the same office.

Section 10. No member may serve simultaneously in more than one elected office.

Section 11. No member of the executive committee shall be entitled to more than one vote.

Section 12. In the event that more than one individual shall head a committee, only one individual shall be entitled to a vote as chairman of such committee.

ARTICLE VI

Committees

Section 1. The President shall appoint biennially the following standing committee chairmen, to be affirmed by the newly-elected Vice President, Secretary, and Treasurer at the May meeting.

- A. Trails Committee
- B. The Appalachian Trail Corridor Management / BMECC Lands Committee
- C. Shelters Committee
- D. Rentschler Arboretum / Kalbach Pavilion Committee
- E. Program Committee
- F. Membership Committee
- G. Activities Committee
- H. Public Relations / Education Committee
- I. Archives Committee
- J. Invested Funds Management Committee

Section 2. The President shall immediately appoint a member to the chair of any standing committee which shall become vacant by reason of resignation or other cause, with affirmation by the Vice President, Secretary, and Treasurer at the next meeting.

Section 3. The President may appoint such other committees as may be deemed necessary.

Section 4. The duties of the committees set forth in Section 1 above, shall be as set forth in the Committee Guidelines adopted by the executive committee from time to time.

ARTICLE VII

Elections

- Section 1. All officers, except directors, shall be elected at the annual meeting in April of each odd-numbered year, and shall assume their respective offices at the close of the meeting.
- Section 2. Four (4) directors shall be elected, each to a four year term every fourth odd-numbered year starting in 2013. Three (3) directors shall be elected, each to a four year term every fourth odd-numbered year starting 2015.
- Section 3. No member shall be eligible for any elected office until he has been a member of the Association for at least two (2) consecutive years.
- Section 4. The President shall appoint a nominating committee at the December meeting of even-numbered years. The committee shall make its report at the February meeting of odd-numbered years announcing nominees for each office to be filled at the next election
- Section 5. Additional nominations will be accepted from the floor at the February meeting following the report of the nominating committee. For a period of fifteen (15) days following the February meeting of odd-numbered years, nominations will be accepted by the Secretary. These nominations, in writing, shall be accepted from any member, provided that such nomination is accompanied by a statement signed by the nominee indicating his willingness to serve in the office for which he is nominated.
- Section 6. Fifteen (15) days after the February meeting of odd-numbered years all nominations will be closed.
- Section 7. The notice of the annual meeting of odd-numbered years as provided in Article VIII, Section 1, shall include a ballot listing all nominees for each office.
- Section 8. Members voting shall return their ballots by mail prior to the annual meeting of odd-numbered years to the address specified by the executive committee or in person at the annual meeting of odd-numbered years.
- Section 9. Ballots shall be counted at the annual meeting of odd-numbered years and destroyed upon the conclusion of the meeting.
- Section 10. Rules for implementing the election procedures specified in this constitution shall be promulgated by the executive committee.

ARTICLE VIII

Meetings

- Section 1. The annual meeting of the membership shall be held on the first Wednesday of April at the time and place designated at the preceding regular meeting, and all members in good standing shall be notified in writing at least two (2) weeks in advance of same.
- Section 2. Regular membership meetings shall be held on the first Wednesday of February, March, April, May, August, September, November and December. A regular membership meeting shall be held on the second Sunday of June.

- Section 3. Additional special membership meetings shall be called by the President whenever deemed necessary, or upon the request in writing, of ten (10) members of the Association in good standing, or at the request of a majority of the executive committee.
- Section 4. Executive committee meetings shall be called by the President whenever deemed necessary. All meetings of the executive committee shall be open to all members.
- Section 5. Business of the Association cannot be transacted unless there is present a quorum, which shall be:
A. For membership meetings, fifteen (15) members in good standing.
- Section 6. All meetings of the executive committee shall be open to all members of the Association.
- Section 7. A report of action taken at each executive committee meeting shall be given at the next membership meeting.
- Section 8. Executive committee members are expected to attend all regular and special membership and executive committee meetings unless they have a good and sufficient reason for absence. If an executive committee member fails to attend three (3) consecutive meetings without a good and sufficient reason or shall otherwise fail to perform duties, the executive committee may recommend his or her removal. Upon a majority vote of the executive committee to remove said individual, the position shall be declared vacant.

ARTICLE IX

Order of Business

- Section 1. The following shall be the order of business for regular membership meetings.
- A. Meeting called to order by President.
 - B. Approval of minutes of previous meeting.
 - C. Reading of correspondence.
 - D. Report of treasurer.
 - E. Report of committees.
 - F. Unfinished business.
 - G. New business.
 - H. Adjournment.

ARTICLE X

Auditing

- Section 1. The fiscal year of the Association shall end December 31.
- Section 2. The President shall appoint an auditing committee, a majority of whom shall not be officers of the Association. The committee shall audit all books and records of the Association as soon as possible following the end of the Association's fiscal year and shall make a report of its findings at the regular meeting in February.
- Section 3. The treasurer shall give a detailed report of all expenses and of all receipts for the year just concluded at the annual meeting.

ARTICLE XI

Parliamentary Procedure

Section 1. The current edition of Robert's Rules of Order shall be official for this Association.

ARTICLE XII

Dissolution

Section 1. In the event of the dissolution of this Association, the property of the Association shall be disposed of as follows:

- A. Title to the land on which the Rentschler Arboretum is located shall be conveyed to a similar organization with similar objectives and purposes.
- B. Title to all tracts of land owned by the Association adjacent to the Appalachian Trail shall be conveyed to the Appalachian Trail Conservancy, Harpers Ferry, West Virginia, if then in existence. If for any reason title cannot be conveyed to the Appalachian Trail Conservancy, this property shall be treated in accordance with Article XII, Section 1, Subsection C.
- C. Title to all other real and personal property owned by the Association shall be conveyed to a similar organization with similar objectives and purposes.
- D. All remaining monies shall be divided as follows:
 - 75% to Appalachian Trail Conservancy Land Trust, Harpers Ferry, West Virginia.
 - 25% to Berks County Conservancy, Reading, Pennsylvania.

ARTICLE XIII

Amendments

Section 1. This constitution and these by-laws may be amended at any regular or special meeting of the membership of the Association by a two-thirds vote of the members present and voting, subject to the following provisions:

- A. Announcement of the proposed amendment shall be made at the membership meeting preceding the one at which voting is to take place, and informal discussion of the proposed amendment shall be permitted at that time.
- B. Notice in writing stating the terms of the proposed amendment shall be given to the Secretary at least thirty days before the second meeting.
- C. Notice shall be sent at least fifteen days before the second meeting to each member at the address last given by the member to the Membership Secretary, setting out in full the proposed amendment as well as the existing sections to be amended.
- D. Notice of a proposed amendment shall be sent to the members, with such notice to include announcement of the availability of the proposed amendment and the date and place of voting.