

**Bylaws Of the
Mosaic Outdoor Clubs of America, Inc.**

(As Amended Effective August 22nd 2021)

(A non-profit Florida Corporation operating under Section 501(c)(3) of the Internal Revenue Code)

ARTICLE I: Name and Office

1. Name. The name of the corporation shall be Mosaic Outdoor Clubs of America, Inc. (hereinafter referred to as "MOCA").
2. Office. MOCA shall maintain a registered office and agent within the State of Florida as required in accordance with Florida law. MOCA may also have offices at such other places both within and without the State of Florida as the Board of Directors may from time to time determine or the business of MOCA may require.
3. Communications. MOCA shall provide appropriate means of communications with its members and the public.

ARTICLE II: Purposes

The purposes of MOCA include: educating members of the Jewish community regarding the natural environment through outdoor, wilderness, and leadership activities; sponsoring other activities deemed appropriate by MOCA; fostering the acquisition, development, and exchange of this knowledge; and promoting ecologically sound and environmentally safe practices.

MOCA is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), to service affiliated and unaffiliated Mosaic Clubs as described in Article III, below. Notwithstanding any other provision of these Bylaws, MOCA shall not carry on any activities which are prohibited for a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE III: Membership

1. Members. Members of MOCA shall be individuals who are members in good standing of either:
 - a. MOCA as a direct member,
 - b. a MOCA chapter as set forth in Article IV, or
 - c. an affiliated club as set forth in Article V.
2. Benefits for Members. Members of MOCA may benefit from the following privileges:
 - A. Receive discounts to events sponsored by MOCA
 - B. Receive corporate rates or discounts offered to MOCA members
 - C. Vote in MOCA Board of Directors elections
 - D. Serve on the MOCA Board of Directors
 - E. Other benefits as defined by the Board of Directors
3. Direct Membership. Direct members are those who have paid membership dues to MOCA but are not members of either a club or chapter. The direct membership dues shall be the same as the MOCA chapter dues.

ARTICLE IV: Chapters

1. A chapter is defined as a membership organization that exists within the MOCA Corporation.
2. Chapters are approved, recognized and can be terminated by the MOCA Board of Directors.
3. Chapter dues shall be set by the MOCA Board of Directors, be uniform for all chapters, and collected by MOCA.
4. To be an established chapter, a group must:
 - A. Have at least 10 paid MOCA members.
 - B. Comply with the MOCA guidelines for holding events and activities
 - C. Ensure that all events and activities are sanctioned by MOCA and abide by its insurance policies/requirements.
 - D. Agree to follow the MOCA Code of Conduct.
 - E. Hold at least 6 qualifying events (as determined by MOCA policy) in a 12-month period.
5. Benefits to Chapters include:
 - A. Insurance coverage under applicable MOCA policies.
 - B. Access to platforms for organizing activities, communicating with its members, and collecting dues.
 - C. An operating budget in accordance with MOCA chapter budget policies.
 - D. Marketing assistance/resources.
 - E. Any additional resources made available as approved by the MOCA Board.
6. Guidelines: The chapter must abide by guidelines as set by the MOCA Board.
7. MOCA may recognize and support chapters in formation and/or transition which do not meet the provisions laid out in section 4 above. The benefits attributed to, and limitations of, said chapters will be defined by MOCA policy.

ARTICLE V: Affiliated Clubs

1. Benefits to Affiliated Clubs include:
 - a. MOCA acting as a national contact for individuals and organizations inquiring about Mosaic Clubs.
 - b. Assisting in planning and continuity of the annual Mosaic International Event and such other events as MOCA deems appropriate.
 - c. MOCA maintaining communication with and between the Mosaic Clubs.
 - d. Discounts to events sponsored by MOCA.
 - e. Receipt of any corporate rates or discounts offered to MOCA.
2. Requirements for Affiliation. To be eligible for affiliation with MOCA, an organization must:
 - A. Be a non-profit organization that is primarily volunteer-run
 - B. Describe itself as "A Jewish Outdoor Club"
 - C. Name itself with some variation of MOSAIC Outdoor Club of _____, or any other name approved by MOCA

- D. Include in its Bylaws (or equivalent document) a clause that states "Upon dissolution, any assets remaining will be donated to Mosaic Outdoor Clubs of America or some other appropriate 501(c)(3) charitable organization" or a government recognized Canadian charity.
- E. Be incorporated separately from MOCA under the "not-for-profit" statutes of the appropriate state or jurisdiction;
- F. Collect dues that are at least the amount charged by MOCA for membership.
- G. Carry liability insurance for directors, officers, and volunteers.
- H. Not offer compensation to its Directors for their services as Directors, other than waivers of fees and reimbursement for legitimate and reasonable expenses;
- I. Have a code of conduct that is aligned with the MOCA Code of Conduct.
- J. Include in its Bylaws and Articles of Incorporation (or equivalent documents) a stated purpose that includes one or more of the following:
 - i. Organizing of outdoor activities for Jewish people;
 - ii. Educating members of the Jewish community regarding the natural environment through outdoor, wilderness, leadership, and/or other activities deemed appropriate; and fostering the acquisition, development, and exchange of this knowledge;
 - iii. Promoting ecologically sound and environmentally safe practices; and
 - iv. Providing the Jewish community and like-minded, outdoor-oriented Jewish adults with outdoor group experiences, to foster the development of outdoor knowledge and to provide a positive social environment to share those experiences.

3. Applying to MOCA for Affiliation.

- A. Any organization that meets the requirements for affiliation set forth in Article V, Section 1. of these Bylaws may apply to MOCA for permission to operate as an Affiliated Club. Applicants to be an Affiliated Club shall file a written request with the MOCA Board of Directors. The club will become affiliated upon approval by a majority vote of the MOCA Board of Directors.
- B. Any unaffiliated Mosaic Club that was organized prior to January 1, 1998 (the "Original Clubs"), may affiliate at any time provided it meets the requirements for affiliation set forth in Article V, Section 1. of these Bylaws. Should any such Original Club become disaffiliated from MOCA, such Original Club shall be entitled to continue to use its name and the derivation of "Mosaic Outdoor Club of"

4. Control.

Other than as set out expressly in these Bylaws MOCA shall have no power to control the activities of any Affiliated Club.

ARTICLE VI: Transitions between Affiliated Club and Chapter status

- 1. Chapter to Affiliated Club transition: A chapter may become an affiliated club with the approval of the MOCA Board by establishing a new non-profit corporation for the club-to-be and otherwise being in conformance with the provisions of Article V.
- 2. Affiliated Club to Chapter transition: An Affiliated Club may become a Chapter by unincorporating, turning over its monies to MOCA (such monies will be allocated to the operating budget for the chapter), and agreeing to operate under the provisions of Article IV.
- 3. The Board of Directors shall have the power to create and modify policies for, as well as to negotiate the details of, the transitions from Affiliated Club to Chapter and vice-versa.

ARTICLE VII: Trademarks

MOCA shall be the owner of the trademarks "Mosaic Outdoor Clubs" and variations thereof. MOCA will grant each of the Affiliated Clubs a royalty-free revocable non-exclusive worldwide license to use such trademarks or trade names. MOCA agrees that should any Original Club become unaffiliated with MOCA that MOCA will not interfere with such Original Club's use of the Mosaic Outdoor Club name, provided that upon the termination of its affiliation such club shall stop all use of the trademark "Mosaic Outdoor Clubs of America." All goodwill and use related to the Mosaic Trademark, the MOSAIC name and any MOCA Logos shall inure to and be property of MOCA.

ARTICLE VIII: Board of Directors

The corporate power and the management of MOCA shall be exercised by the Board of Directors (the "Board of Directors") which shall manage all aspects of MOCA's affairs. The members of the Board of Directors (the "Directors") shall include the President, Vice President, Secretary and Treasurer (the "Officers"), a Director of Volunteer Engagement, and up to eight (8) members at large. Each Director's term shall begin at the conclusion of the Annual Election.

1. Eligibility. Directors must be a natural person who is at least eighteen (18) years old and is a Member of MOCA at the time of the MOCA Election; a Director need not be a resident of the State of Florida or of the United States of America.
2. Resignation. A Director may resign at any time by giving written notice of such resignation to the Board of Directors, an Officer or to MOCA. Any such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt of such resignation.
3. Vacancies. A vacancy on the Board of Directors may be filled by a majority of the remaining Directors at a meeting at which a quorum is present and the Director so selected shall serve the balance of the term of the Director being replaced.
4. Meetings. The Board of Directors shall meet in person and/or electronically as called by the President, but no less often than quarterly. A meeting of the Board of Directors may also be called by the Vice President, or by at least three other Directors, provided that notice is given to Directors at least fifteen (15) days prior to such meeting. The President shall preside at meetings; in the President's absence, the Vice President shall preside. The majority of Directors present at a meeting may appoint one of themselves to preside for part of, or all of, such meeting. A majority of the Board of Directors shall constitute a quorum. When a quorum is present, the act of a majority of those present shall be the act of the Board of Directors, unless otherwise specified by the Articles of Incorporation, these Bylaws or the laws of the State of Florida. Directors may not vote by proxy.
5. Directors, employees, and all representatives of MOCA including volunteers, will act in accordance with applicable laws, the MOCA Code of Ethics (if any exists), and standards of professional conduct.
6. Compensation. Directors shall not receive any compensation for their services as Directors other than reimbursement for legitimate and reasonable expenses.
7. Removal. Directors may be removed by a two-thirds (2/3) vote of the Directors present at a meeting of the Board of Directors. Any such meeting of the Board of Directors to remove a Director shall require that a notice of such meeting be given at least thirty (30) days prior to the date of such meeting and the notice of such meeting shall state the specific Director(s) to be removed and the reason for such removal.

ARTICLE IX: Officers

The following Officers will have the duties and obligations described below, in addition to serving on the Board of Directors: President, Vice-President, Secretary, and Treasurer. The positions of President, Vice President, Secretary and Treasurer will serve staggered two (2) year terms. As each term expires the membership will elect the successor for a full two (2) year term, with President and Secretary elected in even-numbered years and Vice President and Treasurer elected in odd-numbered years.

1. **President.** The President shall be the Chief Executive Officer of MOCA, and shall oversee the operations of MOCA. The President shall prepare an agenda for, and preside at, all meetings of the Board of Directors and the general membership, except as provided for in Article VIII, Section 4. The President may call special meetings of the Board of Directors, or the general membership. The President shall direct and supervise all of the other Officers, Directors and agents of MOCA, and may request that other Officers and Directors perform such duties or tasks as the President and/or the Board of Directors shall deem appropriate.
2. **Vice President.** The Vice-President shall perform the duties of the President in the President's absence, and shall perform other duties as requested by the President and/or the Board of Directors. If the office of President becomes vacant, the Vice President will succeed to that office.
3. **Secretary.** The Secretary shall: maintain membership records; publish notice of Board of Directors and/or the membership meetings; record minutes and distribute proposed minutes within seven (7) days following any meeting or vote, which shall include motions, vote counts, decisions, and a summary of pro and con arguments, with such minutes to be approved at the next meeting; attend to all correspondence of MOCA; and exercise all duties incident to the office of Secretary.
4. **Treasurer.** The Treasurer shall: be responsible for MOCA's finances; report on financial matters to the Board of Directors and at the annual membership meeting; prepare financial statements to be available to the Board of Directors and the membership within six (6) months of the end of a fiscal year; and exercise all duties incident to the office of Treasurer.

ARTICLE X: Other Directors

1. Other directors shall serve for one-year terms.
2. One position shall be the Director of Volunteer Engagement.
3. Up to four (4) members at large shall be elected by the general membership at the MOCA Elections. The remaining positions may be filled by a tied vote for the last positions or by the Board of Directors.
4. The Members at Large shall perform such duties as requested by the President and/or the Board of Directors.

ARTICLE XI: Elections

1. Elections. Elections shall be held electronically and shall conclude within 60 days of the end of the MOCA Jewish Outdoor Escape or of Labor Day if the Jewish Outdoor Escape is not held.

2. Eligibility. All members in good standing of MOCA and the affiliated clubs as of the start of the elections process shall be eligible to vote in the MOCA elections.

3. Elections Commissioner. At least sixty (60) days prior to the beginning of the MOCA elections process, the Board of Directors shall appoint an Elections Commissioner to oversee and run the MOCA Elections. The Elections Commissioner must be a natural person who is at least eighteen (18) years old and is a member as defined by Article III of these Bylaws at the time of their appointment. The Elections Commissioner shall serve until the end of that year's MOCA Elections. The Elections Commissioner shall:

- a) Notify the MOCA membership of the rules and timetable of the upcoming elections;
- b) Call for and receive nominations for the Board of Directors;
- c) Ensure the integrity of the elections process;
- d) Confirm the intention of the nominees to serve and their eligibility to serve;
- e) Obtain the list of people eligible to vote from the clubs and MOCA and its chapters;
- f) Prepare and distribute the ballot for the elections;
- g) Announce the start and end of voting; and
- h) Obtain and announce the results to the membership.

4. Elections Process.

- a) **Call for nominations.** The call for nominations shall go out at least 60 days prior to the start of voting. Nominations shall close no later than the time at which eligibility to vote ends.
- b) **Candidate Familiarization.**
 - i. There shall be a meeting conducted electronically for the membership to meet the candidates. This meeting shall be held in between the closing of nominations and the beginning of voting.
 - ii. The candidate statements and background information shall be made available electronically.
- c) **Deadline for eligibility to vote.** Only those members in good standing of MOCA, a chapter, or a Club at least 2 weeks prior to the start of voting will be eligible to vote.
- d) **Voting Period.** The Board of Directors will determine the beginning and end dates for the voting, with the voting period lasting no less than 2 weeks.
- e) **Voting Mechanism.** The elections will be held electronically, using a platform selected by the Board of Directors. The platform must be secure, reliable, and supportive of secret ballots.
- f) **Determination of Winners.**
 - i. The winner for each executive position and the Director of Volunteer Engagement shall be the candidate who receives the most votes. In case of a tie, there will be a runoff within seven (7) days after the conclusion of the initial election, with a voting period not to exceed one week.

- ii. For the remaining member-at-large positions, the membership shall be entitled to vote for multiple candidates up to the number of available positions. The persons getting the most votes up to the number of available positions shall be the winners. In case of a tie for the last position, all tied candidates shall be seated.

Article XII. Committees

By resolution approved from time to time by the Board of Directors, MOCA may establish committees for advisory purposes or having the powers of the Board of Directors to the extent provided in such resolution. Committees may be special or standing committees and will have the rights, powers, authority, duties and responsibilities determined by the resolution of the Board of Directors, but shall be subject at all times to direction and control of the Board of Directors. Committee members shall be natural persons and need not be Directors. The chairperson may appoint committee members, with the direction and approval of the President and/or the Board of Directors. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article VIII of these Bylaws.

ARTICLE XIII: Annual Meeting

An annual meeting of the membership shall be held electronically during the first quarter of the calendar year. The President shall create the agenda for this meeting, which shall include a President's report, the Treasurer's report, a summary of the activities of MOCA over the previous year, and plans for the coming year.

Meetings shall be run according to Robert's Rules of Order, or other such procedures as adopted by the Board of Directors.

ARTICLE XIV: Amendments

Amendments of these Bylaws shall require a two-thirds (2/3) vote of a quorum at a duly-called meeting of the Board of Directors, and ratification by a majority of the general membership during the following elections process.

ARTICLE XV: Fiscal Year

The fiscal year for MOCA shall begin on the first day of January of each year, and end on the last day of December of the year.

ARTICLE XVI: Indemnification

MOCA shall, to the fullest extent permitted, indemnify Directors, Officers, employees and volunteers ("Agents") for the reasonable costs, including attorney fees, judgment, fine, penalty, or settlement, incurred on account of any civil, criminal, or administrative matter resulting from acts or omissions taken on behalf of MOCA. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Articles of Incorporation, these Bylaws, any agreement or vote of the Board of Directors, or insurance purchased by MOCA or otherwise. Provided, however, that no Agent shall be entitled to indemnification if: (i) the Agent committed a breach of such Agent's duty of loyalty to MOCA; (ii) the act or omission by such Agent was not in good faith, involves intentional misconduct, or such Agent had reasonable

cause to believe the conduct was unlawful; or (iii) the Agent person derived an improper personal benefit from such act or omission.

ARTICLE XVII: Loans to Directors and Officers

No loans shall be made by MOCA to its Directors or Officers.

ARTICLE XVIII: Conduct

Directors, employees, members, and all representatives of MOCA including volunteers, will act in accordance with applicable laws, any existing MOCA Code of Ethics, and standards of professional conduct.

ARTICLE XIX: Dissolution

Upon dissolution of the organization, assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Adopted ...