

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

(As Amended Effective August 31, 2014)

(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 the clubs that have successfully completed the Affiliation process set forth in Article IV (the "Affiliated Clubs"). Membership shall be granted upon a majority vote of the MOCA Board of Directors. The MOCA Board of Directors shall have the right to deny, or terminate, the membership of any club upon a showing of good cause. If a club shall dispute such determination, then it will be subject to a vote of the Council of Delegates at the next meeting. The Board of Directors shall have the authority to establish and define nonvoting categories of membership, including, but not limited to startup clubs ("Startup Clubs").
2. Associates. The following persons will be deemed as Associates of MOCA ("Associates") and will have the rights and privileges given to Associates as set forth in these Bylaws and as otherwise granted by MOCA:
 - A. Each member of an Affiliated Club;
 - B. Any person joining an "At-Large" Club, should such club be established, to afford Associate status to those not located near an Affiliated Club;

- C. Supporting Associates, Sponsoring Associates, or Lifetime Associates for large donors who wish to be so recognized and as granted by the MOCA Board of Directors; and
- D. Honorary Associates or Honorary Lifetime Associate for those so designated by the MOCA Board of Directors in recognition of their contributions to MOCA.

ARTICLE IV: Affiliation

1. Requirements for Affiliation. To be eligible for affiliation with MOCA, an organization must:
 - A. Be a primarily volunteer, non-profit organization;
 - 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";
 - E. Be incorporated or formed separately from MOCA;
 - F. Operate on a "not-for-profit" basis, and, if it elects to incorporate, do so under the "not-for-profit" statutes of the appropriate state or jurisdiction;
 - G. Not offer compensation to its Directors for their services as Directors, other than waivers of fees and reimbursement for legitimate and reasonable expenses;
 - H. 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; 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.

2. Applying to MOCA for Affiliation.

- A. Any organization that has completed the requirements for affiliation set forth in Article IV, 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 application with MOCA in such form as shall be approved by MOCA.
- 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 IV, 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".

3. 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: Services

1. Services to Affiliated Clubs and Startup Clubs. MOCA may provide the Affiliated Clubs and the Startup Clubs with the following services:

- A. Advertising and publicizing via local and national media to attract new members to new and existing Mosaic Clubs;
- B. Providing startup kits to Startup Clubs;
- C. Putting individuals in the same region in touch with each other to facilitate Startup Clubs;
- D. Providing startup capital to Startup Clubs for advertising, printing and other costs;
- E. Acting as a national contact for individuals and organizations inquiring about Mosaic Clubs;
- F. Providing a web page and email address for Startup Clubs;
- G. Assisting in planning and continuity of the annual Mosaic International Event and such other events as MOCA deems appropriate; and
- H. Maintaining communication with and between the Mosaic Clubs.
- I. Providing grants of funds or services deemed appropriate to further MOCA and Mosaic Clubs' goals and purpose.

2. Additional Services to Affiliated Clubs. MOCA shall also provide the following services to Affiliated Clubs:

- A. Raising and disbursing funds from donors interested in contributing to furthering Mosaics purposes and activities; and
- B. Assisting communications between the Affiliated Clubs.

3. Services to Associates. Associates of MOCA, regardless of the type, may benefit from the following privileges.

- A. Discounts to events sponsored by MOCA;
- B. Communications between MOCA and Associates; and
- C. Receipt of any corporate rates or discounts offered to MOCA Associates.

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. In addition MOCA will grant Startup Clubs a limited license to use such trademarks on terms set by the Board of Directors. 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: Council of Delegates

1. Meetings. Delegates of each Affiliated Club (the "Council of Delegates") will meet once a year, personally, at the Mosaic International Event to elect the Officers and Directors of MOCA and conduct such other business as may come before the Council (the "MOCA Election"). In addition, the Council of Delegates may meet, either personally or electronically, on such other occasions as called by the President, the MOCA Board of Directors, or by a majority of the delegates, provided that each Affiliated Club shall be given notice of such meeting and the purpose of such meeting at least thirty (30) days prior to such meeting. A majority of the eligible delegates shall constitute a quorum. When a quorum is present, the act of a majority of those present shall be the act of the Council of Delegates unless otherwise specified by the Articles of Incorporation, these Bylaws or the laws of the State of Florida. Delegates may not vote by proxy. Meetings shall be run according to Roberts Rules of Order, or such other procedures as adopted by the Board of Directors.

A. In any calendar year in which the MOCA Election is not held at the Mosaic International Event, the President shall arrange for a meeting of the Council of Delegates, either in person or electronically, within thirty days of Labor Day for the purpose of holding the MOCA Election.

2. Voting. Subject to the requirements set forth below, each affiliated club shall be entitled to one vote at Council of Delegates meetings. Each affiliated club will designate one delegate to serve on the Council of Delegates and shall so notify MOCA. If MOCA has not received notification from an Affiliated Club, MOCA may assume that the current President or Chair of such affiliated club is the delegate. An alternate delegate may be designated by an Affiliated Club. The delegate shall represent their Affiliated Club at meetings, but will only have voting privileges if all of the following conditions are met as of the time of such meeting:

- A. The Affiliated Club is current in its financial obligations to MOCA; and
- B. The Affiliated Club meets one of the following activity requirements:
 - i. The Affiliated Club collects at least \$10 per member per year, and has at least ten (10) current, active members in good standing, OR, for Affiliated Clubs which do not offer membership of at least \$10 per year, has at least ten (10) persons who have, within the preceding twelve (12) months, each attended at least three (3) different events on three (3) different days; or
 - ii. The Affiliated Club has organized events in the last twelve (12) months, with a cumulative attendance of at least fifty (50) participants; for purposes of this provision if an Affiliated Club organizes multiple events on a single day, a person shall be counted only once per day.

Each Affiliated Club shall provide the Secretary of MOCA with current contact information for their Delegate and any alternate, and for their Club and President. Prior to any meeting of the Council of Delegates, upon request by MOCA, each Affiliated Club shall provide such information necessary to confirm their eligibility, and the name of the Delegate who will represent them at such meeting.

ARTICLE IX: 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 shall include the President, Vice President, Secretary and Treasurer (the "Officers") and up to eight (8) members at large (the Officers and members at large are referred to herein collectively as, the "Directors"). The Board of Directors may increase or decrease the number of Directors by a majority vote, provided that the Board of Directors shall have at least five (5) but no more than twelve (12) Directors. Each Director's term shall begin immediately upon

being elected, and shall expire upon the scheduled election of the Director's successor by the Council of Delegates.

1. Eligibility. Directors must be a natural person who is at least eighteen (18) years old and is an Associate 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 be 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 thirty (30) 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 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. Compensation. Directors shall not receive any compensation for their services as Directors other than reimbursement for legitimate and reasonable expenses.
6. Removal. Directors may be removed by a two thirds (2/3) vote of the voting delegates present at a meeting of the Council of Delegates, or by a two thirds (2/3) vote of the Directors present at a meeting of the Board of Directors. Any such meeting of the Council of Delegates or the Board of Directors to remove a Director, shall require that a notice of such meeting shall 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 X: 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:

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 Council of Delegates. The President may call special meetings of the Board of Directors and the Council of Delegates. 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 his or her 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 and a delegate roster; publish notice of Board of Directors and the Council of Delegates meetings; record minutes and distribute proposed minutes within seven 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 the Council of Delegates; prepare financial statements to be available to the Board of Directors and the Affiliated Clubs within six (6) months of the end of a fiscal year; and exercise all duties incident to the office of Treasurer.

5. Others. In addition to the President, Vice-President, Secretary, and Treasurer, the President and/or the Board of Directors may designate that other Directors shall perform such duties as requested by the President and/or the Board of Directors; these may, but are not required to, include positions in the area of Development, Environmental, Publicity, and Technology."

6. 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.

ARTICLE XI: Directors Terms and Elections

1. Officers. The positions of President, Vice President, Secretary and Treasurer will serve staggered two (2) year terms. As each term expires the Council of Delegates 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.

2. Members at Large. Members at Large shall serve for one year terms. Four members at large (or such number as shall be determined by the Board in accordance with Article VII of these Bylaws) shall be elected annually by the Council of Delegates at the MOCA Elections. The Board of Directors may designate up to four (4) additional Members at Large to serve for one year terms, with such positions to be elected or appointed in a manner provided by the Board of Directors. The Board of Directors shall designate any such positions and how they are to be elected or appointed at least one month prior to the election.

3. Elections. At least sixty (60) days prior to the MOCA Elections, 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 an Associate as defined by Article III of these Bylaws at the time of the MOCA Election. The Elections Commissioner shall serve until the end of that year's MOCA Elections. The Elections Commissioner shall prepare an agenda for and preside at the MOCA Elections during the Council of Delegates meetings.

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 IX of these Bylaws.

ARTICLE XIII: 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. Any amendment to these Bylaws which relates to the Council of Delegates or the Affiliated Clubs shall require that they be ratified by a majority vote of the Council of Delegates before they become effective. Amendments to these Bylaws may be repealed by a two thirds (2/3) vote of the Council of Delegates.

ARTICLE XIV: 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 XV: 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 XVI: Loans to Directors and Officers

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

ARTICLE XVII: Conduct

Directors, Associates, the Executive Director, employees, 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 XVIII: 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 September 5, 2010