

General Authority: Pursuant to the Bylaws of The Mountaineers, the following articles are adopted:

Article I. Name and Governing Instruments

Sec 1. The name of this organization shall be The Mountaineers, Kitsap Branch.

Sec 2. The Kitsap Branch Executive Committee may establish operating rules, policies and procedures consistent with the branch charter and the governing instruments of The Mountaineers. Branch policies and procedures must comply with The Mountaineers bylaws.

Article II. Object

The object of this branch is to enable members of The Mountaineers in the Kitsap County region and its environs to carry out the purposes of The Mountaineers.

The purposes of The Mountaineers are:

- To explore and study the mountains, forests and watercourses of the Northwest;
- To gather into permanent form the history and traditions of this region;
- To preserve by the encouragement of protective legislation or otherwise the natural beauty of Northwest America;
- To make expeditions into these regions in fulfillment of the above purposes;
- To encourage a spirit of good fellowship among all lovers of outdoor life.

Article III. Membership

Sec 1. Membership in the Kitsap Branch is open to all Mountaineer members in good standing upon request.

Sec 2. Membership categories are the same as those established for The Mountaineers.

Article IV. Officers

Sec. 1. The elected officers of the Kitsap Branch shall be a chairperson, a vice chairperson, a secretary, a treasurer, a board trustee, and two at-large trustees. These officers constitute the **elected Executive Committee** and shall perform the duties prescribed in these rules. **Activity committee representatives and other specially appointed positions will constitute the unelected portion of the Executive Committee (see below).**

Sec. 2. Officers must be members in good standing of the Kitsap Branch.

Sec. 3. The chairperson and vice chairperson shall serve one-year terms. The vice chairperson automatically succeeds the chairperson the year following the election of the vice chairperson. The secretary, board trustee, and first at-large trustee shall service two-year terms and be elected in even-

numbered years. The treasurer and second-at-large trustee shall serve two-year terms and be elected in odd-numbered years.

Sec. 4. New officers shall assume office at the end of the Annual Meeting held in October and serve through the following Annual Meeting or until their successors shall be elected and qualified.

Sec. 5. To initiate the staggered two-year terms in 2004, the secretary, board trustee, and one at-large trustee shall be elected to serve a two-year term. The treasurer and second-at-large trustee shall be elected to serve a one-year term. (to be removed)

Sec. 6. A special election will be held at the February 2003 regular meeting to elect officers to serve through the October 2003 meeting. Nominations for all offices will be accepted from the floor. Voting will take place immediately by show of hands. The nomination and voting shall take place in the order: chairperson, vice chairperson, board trustee, secretary, treasurer, first at-large trustee, and second at-large trustee. Any Branch members may be nominated for any or all positions; unsuccessful candidates for one position may be nominated for a succeeding one. (to be removed)

New Sections 5 and 6

Section 5. Other Committees. In addition to the Activity, Nominating and Voting committees established by this Charter and described hereafter in this Charter, the Executive Committee may establish other permanent (“standing committees”) or temporary committees as may be helpful to the governance and management of the Branch. Each committee may elect or appoint its own officers and Chair, subject to approval of the Executive Committee (see Article IX hereof for Activity Committees). If the committee fails to elect or appoint its own officers and Chair, the Executive Committee may do so.

Section 6. Vacancies. The Executive Committee shall have the authority to fill by appointment all vacancies occurring in the elected and appointed officer and committee chair positions, subject to the provisions of Art. IX hereof regarding activity committees. A vacancy shall be declared by the Branch Chair (or by the vice chair in the absence of the Chair) in the event of resignation, death or continuous period of three months of failure of a person in an elected or appointed position to perform the required duties of the position which include but are not limited to attendance at Executive Committee meetings, unless such lack of attendance shall have been previously excused by the Executive Committee Chair. Removal of an officer or committee Chair may be initiated only upon a two-thirds vote of all Executive Committee members, and confirmed for good cause shown after a prompt and timely hearing before the Executive Committee, subject to the provisions of Art. IX hereof regarding activity committees. The vacant position shall be filled by appointment for the un-expired term of the predecessor in that position.

Article V. Duties of Branch Officers

Sec. 1. All Branch Executive Committee Officers shall attend regular and Executive Committee meetings.

Sec. 2. The chairperson must ensure that the Branch is fiscally responsible at all times and act as spokesperson for the Branch except at such times as the task of spokesperson be delegated with the advice and consent of the executive committee to another. The chairperson shall preside at all regular Executive Board, and general meetings, and shall appoint all committee chairs and members of the Voting Committee. The chairperson shall schedule meetings of the Executive Committee according to the by-laws of the Kitsap Branch. The chairperson shall provide general administrative oversight for

Branch activities. The chairperson must prepare the Branch annual report and submit it to the secretary. The chairperson shall serve as a voting *ex officio* member of the Executive Committee during the year following the end of the chairperson's term.

Sec. 3. The vice chairperson shall act in place of the chairperson in the absence or disability of the chairperson. The vice chairperson is further responsible for arranging all programs and locations for regular Branch meetings unless such duties have been assigned to another person with the advice and consent of the executive committee.

Sec. 4. The secretary shall be the recording officer of this branch, shall keep records of all proceedings and an annual summary of activities of the Branch and its Executive Committee, and shall give notice to the members of the time and place of meetings. The secretary will maintain records of all course graduates including equivalencies. (remove) In the absence of the secretary from any meeting, a temporary secretary designated by the person presiding at the meeting shall perform the duties of the secretary at such meeting. In the absence of the chairperson and vice chairperson from any meeting of the club, the secretary shall preside.

Sec. 5. The treasurer shall insure that procedures are established and properly operating for (remove). monitor the collection and disbursement of all funds belonging to the Branch. The treasurer shall insure that proper accounts are kept and (Remove), when requested by the Executive Committee, present a report of the Branch financial condition. The treasurer shall preside over the preparation of the budget and ensure compliance with the reporting requirements of the Club Treasurer.

Sec. 6. The board trustee is a member of The Mountaineers Board of Trustees. The Mountaineers Board of Trustees shall control all expenditures, make rules, and determine policy for the use of the club's property, and programs and act for the interest of the club in any way not inconsistent with The Mountaineer Bylaws. In addition to the duties set forth in the bylaws of The Mountaineers, the board trustee shall represent the Kitsap Branch at the meetings of the Board of Trustees, and shall report to the Branch Executive Committee on the proceedings of the Board of Trustees when so requested by the chairperson.

Sec. 7. The at-large trustees represent the general interests of the Branch members, provide additional expertise and input to the Executive Committee, and assist the vice chairperson (to be removed) with meeting programs and organization.

Sec. 8. The Executive Committee shall be composed of all elected officers, committee representatives, and appointed positions for example publicity and programs. Decisions of the Executive Committee shall require the approval of at least five elected officers.

Article VI. Elections

Sec. 1. A Nominating Committee of not less than three members shall be appointed by the Executive Committee at the regular June meeting of each year. Members of the committee may be serving officers but shall not be eligible as candidates unless they recuse themselves from the Nominating Committee.

Sec. 2. The Nominating Committee shall present a list of at least one but not more than two nominees for each office at the regular September meeting. Two nominations from the floor will also be accepted at the September meeting. If the nominations from the floor exceed two names, the members

present shall immediately ballot on the names so presented and only the two receiving the highest total of votes so cast will be considered nominated.

Sec. 3. Elections shall be held at or before the October General Meeting. Election protocol shall be determined by the Executive Committee and may take any of the following forms. 1) An uncontested election when only one candidate is nominated for each open position may be held by the members present at the October General Meeting. Balloting may be by voice vote. Members may vote to elect the entire slate of officers by acclamation. 2) Elections may be held by written mailed ballots with prepared election ballots containing the names of the nominees and a space for a write-in candidate. These ballots must be mailed by September 21 to each Branch member at their address on file with The Mountaineers. All Ballots must be received at the Branch address the date set by the Executive Committee 3) Elections may be held using ballots printed in the GoGuide and returned to the Branch by mail. 4) Elections may be held with ballots both printed and online; printed ballots to be available at meetings, from the bulletin board on the cabin door or printed from an online file. Ballots can be returned to a box at the cabin or mailed to the branch address. The form chosen is solely at the discretion of the Executive Committee provided it does not run counter to any Mountaineer bylaws then in effect.

Sec. 4. In the event the Executive Committee employs any form of election besides the voice vote a Voting Committee will be appointed to count the ballots within five days of the close of balloting and submit a written report of the results of the vote to the Branch chairperson. The candidate receiving the highest number of votes shall be elected. In the event of a tie vote for any office, the Executive Committee shall choose the new officer by internal vote. The election results shall be reported to the members by announcement at the October meeting and in The Mountaineers newsletter.

Sec. 5. A permanent vacancy in any office shall be filled through election by majority vote of the Executive Committee. A vacancy shall be deemed permanent by reason of resignation, death, or three months failure to perform required duties or attend Branch and Executive Committee meetings, unless such lack of attendance shall have been previously excused by the chairperson.

Article VII. Meetings

Sec. 1. Regular meetings shall be held every month except July, August, and December. These meetings will be regularly published in the GoGuide and posted on the Branch Website Calendar.

Sec. 2. The October meeting shall be the Annual Meeting and will be so designated in the GoGuide and on the Branch Website Calendar.

Sec. 3. Special meetings may be called at the discretion of the chairperson. The chairperson shall fix the time and place for such meetings, and shall cause reasonable notice to be made to all branch members.

Article VIII. Executive Committee

Sec. 1. The elected Executive Committee shall be composed of the chairperson, vice chairperson, immediate past chairperson, secretary, treasurer, board trustee, and the two-at-large trustees. These officers have voting privileges.

Sec. 2. The chairperson shall preside at the meetings of the Executive Committee and shall call meetings at least monthly, except for the month of **August**. Five members of the Executive Committee shall constitute a quorum.

Sec. 3. The Executive Committee shall be subject to the orders of the Branch and none of its actions shall conflict with action taken by the Branch. The Executive Committee shall direct the Branch in a manner consistent with Branch Bylaws and Bylaws of The Mountaineers.

Sec. 4 Each Activity Committee shall have the right to send a representative to serve as a member of the **enlarged** Executive Committee. This representative shall be chosen by the Activity Committee and shall be granted voting rights on the Executive Committee. **Only the elected Executive Committee members, as described in section 2 above shall be necessary to conduct business.**

Sec. 5. Regular meetings of the Executive Committee shall be announced in *The Go Guide* and shall be open on a non-voting basis to all club members.

Article IX. Other Committees

Sec. 1. The Executive Committee may create, restructure, and dissolve standing and special committees for conducting the activities and objectives of the Branch and may delegate such powers and duties as appropriate.

Sec. 2. Activity committees are expected to structure their own committee government with the advice and consent of the Executive Committee. In the event that the governance of the activity or the activity committee officers are not fulfilling their purposes the Executive Committee may remove them. Removal requires a super majority of two thirds of all Executive Committee members present at the meeting where removal is on the agenda.

Sec 3. The Branch chairperson may require, at any time, a report from the chairperson of any committee to the Branch membership or to the Executive Committee on the committee's activities.

Article X Amendments

Section 1. Amendments Proposed. Amendments to the Charter may be proposed in either one of two ways: (a) **Petition proposed by any member of the Branch in good standing, and signed by twenty members of the Branch in good standing,** or, (b) by majority vote of the Executive Committee present at the meeting.

Section 2. Amendment Proposed by Petition. Any member of the Branch may propose an amendment to the Charter by presenting to the Branch Secretary the Proposed Amendment and a Petition of Support for said Amendment signed by at least twenty members of the Branch in good standing. The Branch Secretary shall then present the Proposed Amendment and Petition to the Executive Committee at its next regular meeting. Provided that the signatures on the supporting petition have been found to be valid by the Secretary, the Executive Committee shall accept the proposed amendment no later than the second meeting following presentation. Once accepted, the Executive Committee shall submit the Proposed Amendment to The Mountaineers Board of Trustees for its approval. Upon receipt by the Branch Chair of Board of Trustees approval or approval with changes, the Proposed Amendment shall then be brought back to the Executive Committee, for its endorsement by majority vote or vote without endorsement to accept the Proposed Amendments (with changes, if any) for placement on the amendment ballot. On the day following the September meeting, the Secretary will forward the amendment ballot to the "Designated Go-Guide Submitter" for the Branch, to forward to *The Mountaineer*, for publication in the October or November issue.

Section 3. Balloting Methods. The methods for balloting on proposed amendments shall be the same as for holding elections in Article VI.

Section 4. Voting Committee Dissolution, Effective Date of Amendments. The Voting Committee will dissolve automatically after delivery of the election results. Unless the Proposed Amendment states otherwise, it shall become effective as of the date of the first regular Member meeting following the delivery of results approving the Proposed Amendment to the Branch Chair.

Section 5. Amendment Proposed by Majority Vote of the Executive Committee. Any individual Officer or any committee appointed by the Executive Committee may propose an amendment to the Charter. The Proposed Amendment must be presented to the Secretary, who shall then present the Proposed Amendment to the Executive Committee at its next regular meeting. The Executive Committee shall vote on the proposed amendment no later than the second meeting following its presentation. A simple majority vote of the Executive Committee is required to send the Proposed Amendment to The Mountaineers Board of Trustees for its approval. Upon receipt by the Branch Chair of Board of Trustees approval or approval with recommended changes if any, the Proposed Amendment shall then be brought back to the Executive Committee, for its endorsement by majority vote or vote without endorsement to accept the Proposed Amendment (with changes by the Board of Trustees, if any) for (placement on Ballot following officer election procedures, or vote by show of hands at next regular branch meeting).

Section 6. Majority Vote Approval, Processing Returned Ballots and Notification. Approval by the membership shall be defined as a simple majority of the valid ballots returned. Return, counting of ballots and notification of results shall follow the provisions for contested election of Officers (see Art. VII Section 4).

Section 7. Amendments To Conform To Mountaineers Bylaws Changes. Any changes necessary to make the Branch Charter consistent with the governing documents of The Mountaineers shall be made by the branch governing body (“Executive Committee”), shall not require voting approval by the Branch membership, and shall take effect as of the effective date of the corresponding amendment to The Mountaineers

Article XI Budget and Finance

Sec 1. The fiscal year shall extend from October 1 to September 30 of the following calendar year.

Sec 2. The Executive Committee shall approve an annual budget.

Sec. 3. Following Branch membership approval of the Budget it shall be submitted to the The Mountaineers Finance Committee which shall present it to the Board of Trustees for final approval.

Sec. 4. All disbursement and reimbursement of funds shall take place through the financial system of the main office of The Mountaineers.

Sec. 5. The Branch Treasurer is responsible for submitting, in a timely manner and using proper check request forms signed by the Treasurer, reimbursement and disbursement requests to the main office of The Mountaineers for proper action.

Sec. 6. The main office of The Mountaineers will mail reimbursement checks directly to the individuals bearing the expense.

Sec. 7. Unbudgeted expenditures in excess of \$200 must be pre-approved by the Executive Committee.

Section 8. The Branch shall keep current and complete books and records of account and shall keep minutes of the proceedings of annual or special membership meetings and meetings of the Executive Committee.

Article XI General Provisions

Section 1. Indemnification. Indemnification is as provided in the Articles of Incorporation of The Mountaineers.

Section 2. Actions by Written Consent. Any action of the Executive Committee required or permitted by The Mountaineers Articles of Incorporation or Bylaws, or Charter of the Branch, may be taken without a meeting if the consent in writing, setting forth the action so taken, is signed by all of the Executive Committee members. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any member of the Executive Committee, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.