

The Mountaineers
Minutes of the Monthly Meeting of the Board of Trustees
June 7, 2007

Approved August 2, 2007

Board Members Present

Officers

President, Bill Deters
Secretary, Don Schaechtel
Vice-President of Publishing, Don Heck
Vice-President of Rec. Properties, Scott Eby

At-Large Trustees

Dale Flynn
Ed Henderson
Lynn Hyde
Patti Polinsky
Sabrina Oesterle

Branch Trustees

Foothills, Gerry Haugen
Kitsap, Jimmy James
Olympia, John Flanagan
Seattle, Steve Sears
Tacoma, Tom Shimko

Board Members Absent

President-Elect, Eric Linxweiler
Treasurer, Jordan Roderick
Bellingham Branch Trustee, Steven Glenn
Everett Branch Trustee, Rob Simonsen
At Large Trustee, Ken Hahn
At Large Trustee, Eva Schönleitner
At Large Trustee, Mona West

Others Present

Executive Director, Steve Costie
Controller, Brian Horstman
Assistant Treasurer, Jerry Lockwood
Director of Finance and Operations, Mountaineers Books, Hally Swift
Vice-President, Mountaineers Foundation, Paul Robisch

Guests Present

John Goodman, Fran Troje, Susan Graham, Dave Claar, Brad Stracener, Dave Shema, Ron Eng,
Dave LeBlanc, and Frank Sincock

Call to Order

The meeting was called to order by President Bill Deters at 7:06 pm. Don Schaechtel served as Secretary. A quorum was in attendance.

Presentation

John Goodman, President of Goodman Real Estate, Inc., presented a check for \$175,000 to the Mountaineers. He repeated his commitment to build a great facility for the Mountaineers. John made this dedication for the donation:

“My father joined the Mountaineers in 1952 and climbed numerous peaks throughout the Pacific Northwest over a number of years. He actually spent a night on top of Mt. Rainier. You certainly know my brother’s credentials; he is still climbing in the Himalayas and Pacific Northwest. I’d like to dedicate this contribution to my father, and all Mountaineers of his generation, whose love and respect for wild places led to the creation of many of the wilderness areas and parks we enjoy today. This legacy, passed on from generation to generation, thrives today and is evidenced by the enthusiasm for the new facilities and future home of The Mountaineers at Magnuson Park.”

Approval of the Agenda

It was moved by Ed Henderson and seconded to approve the agenda. The motion passed. Bill Deters noted that some new business items that came up in the last week will be conducted during the Recreational Properties and Conservation reports rather than during new business.

Minutes of the Last Meeting

It was moved by Dale Flynn and seconded to approve the minutes of the May 3, 2007 meeting. The motion passed.

Officer Reports

President

Bill Deters reported that he made a presentation at the 50 year member luncheon and had the pleasure of introducing Jim Wickwire, who was the featured speaker. Bill commented that both he and Jim spoke on a common theme, which is the community inherent in mountaineering: It is not just the peaks we climb or our other accomplishments; it is the people we meet and the relationships we build along the way that binds us together as a Club and an outdoor community.

Executive Director

Steve Costie presented a report (attached). He added:

- HR Manager Allison Huffman Kinney recently had a baby and will be out on maternity leave until August.
- Public Policy Associate Gina Ottoboni will be leaving the staff effective June 15. She has accepted a position with another organization.

He added that the NFCC is meeting every Thursday. The Building permit was submitted to the City of Seattle on Wednesday. Plans are now past the 80% design stage.

Treasurer

Jerry Lockwood reviewed the financial report (attached). He noted that dues revenue exceeded budget. Membership was down 4.8% thru May, which is the lowest decline rate in the past two years.

Vice-President, Publishing

Hally Swift, Mountaineers Books Director of Finance and Operations, reviewed the Books financial report for April. She added:

- Revenue from translations of Mountaineers Books is higher than budgeted.
- On June 13 Mountaineers Books will host a launch party for the new series of hiking guides.
- Due to cash flow considerations, Books will delay repaying the loan from reserves until the end of September.

Vice-President, Recreational Properties

It was moved by Scott Eby and seconded to re-authorize a grant application made last year to the National Recreational Trails Program to acquire a track-setting machine and trailer for Meany Lodge.

This machine will allow lodge volunteers to groom the road to the lodge during the winter for cross country skiing, making Meany Lodge accessible to the public for day trips. The club made this grant request last year, but the money was awarded to another applicant. The grant would require the club to raise an additional 20% of the funds awarded, some of which may be contributed as volunteer labor. In addition to this labor, Scott estimated that the club would need to contribute \$3,000 in cash out of the recreational properties operations budget. The club would buy the machine and be reimbursed by the grant.

The motion passed.

New Business

Motion to approve bylaws revisions for submission to the membership.

Don Schaechtel reviewed the bylaws revisions proposed by the Bylaws Committee. He pointed out that as work proceeded on the revisions additional issues were identified that deserved study. However the deadline for approving revisions for a vote by the membership is tonight, so he expected the committee continue work and have recommendations for a second set of bylaws revisions in 2008. During discussion of the bylaws Board members made several revisions to the draft presented by the Committee.

It was moved by Don Heck and seconded to approve the bylaws revisions proposed by the Bylaws Committee as revised at the board meeting (attached).

The motion passed. Patti Polinsky and Jimmy James voted against the motion.

Program Reports

Conservation Division

Dale Flynn reported that:

- Michael Shurgot has rescinded his resignation as CEC chair. He will be away through September, so Nancy Neyenhouse has agreed to serve as interim chair during his absence and will lead the CEC through the budget process.
- In the July *Mountaineer* there will be reports on conservation work in the Olympia and Bellingham branches. These essays will inaugurate a series on branch conservation work and represent an effort to expand coverage of conservation activities in the club.
- Michael Shurgot and Harry Romberg led a family-oriented hike to the middle fork of the Snoqualmie River on June 2, which was the first in a series of activities intended to introduce club members to the conservation work of the CEC. More activities are planned in the summer and fall.
- A major issue looming this summer is the Department of the Interior's proposal to permit oil companies to harass polar bears and walruses in the Chukchi Sea off Alaska. The CEC will monitor this issue and report on it in future issues of the *Mountaineer*.

Dale discussed a request from North Cascades National Park to support their preferred alternative to permanently close the Stehekin Valley Road to vehicles and mechanized travel at milepost 12.9. Since 2003 the road has been closed at that point due to flood damage. The Park contends that a rebuilt road will still be subject to washouts and moving the road would be difficult since it would involve moving the boundary of the Stephen Mather Wilderness. The club had supported closure of the Stehekin Valley Road past Cottonwood Camp (milepost 22.8), however the CEC felt the new proposal should be considered by the Board since this road provides access to desirable hiking and climbing areas.

The Board discussed the proposal and noted several concerns, including:

- The proposal would prohibit bicycle access on the roadbed and trails that bypass the washed out sections.
- This road provides ten miles of access to desirable recreational areas.

Dale Flynn moved and seconded that the Mountaineers support the closure of the Stehekin Valley Road between Car Wash Falls (milepost 12.9) and Cottonwood Camp (milepost 22.8) in support of the National Park Service's preferred alternative of the March 2006 Environmental Assessment of the Upper Stehekin Valley (Alternative B).

The motion failed.

Ed Henderson said that he would work with the Recreational Resources Division to develop a club position that can be presented to the National Park Service.

Recreational Resources

Ed Henderson reported results from club activities associated with National Trails Day:

- 49 Seattle Branch volunteers, in partnership with Volunteers for Outdoor Washington (VOW), worked on the Iron Goat Trail. They worked on two trailheads installing rock steps and water bars as well as doing tread work and brushing.
- 15 Tacoma Branch volunteers worked on opening the Mine Trail at the Carbon River entrance to Mt. Rainier National Park. They bucked out two downed trees, put in water bars and rock steps, and replaced decking on a footbridge.
- 46 Foothills Branch volunteers, with VOW, worked on the Ira Spring Trail. They closed out an illegal trail, “reveged” the old Mason Lake Trail to close it out, installed drain dips, repaired a switchback, and did general maintenance on three miles of trail.
- The Everett Branch had 80 people sign up for their National Trails Day activity, but a full report was not available.

Ed also reported that the Recreational Access Committee will participate in a coalition to establish a riverside trail in the Green River corridor with trailheads, parking, and many access points. Coalition partners include Washington State Parks, King County, Washington Department of Natural Resources, and all of the townships in the valley.

Ed added that he expects the environmental impact statement for reopening the Dosewallips River Road to be complete by late summer. The Recreational Resources Division will be reviewing this document when it is available. Jimmy James added that the Kitsap Branch is keenly interested in this issue and would like to contribute views as a club position is developed.

Foothills Branch

Gerry Haugen reported that the branch backcountry ski and snowboard committee reimbursed the Seattle Branch climbing committee for ropes used in their glacier travel class. Foothills members are working with Snoqualmie Campus Committee to prepare the site for summer and winter activities. The next branch meeting is scheduled for June 18 and will feature a presentation about climbing Mt. Kilimanjaro and travel in Tanzania.

Kitsap

Jimmy James reported that 30 branch members participated in trail maintenance in Olympic National Park in advance of National Trails Day.

Olympia Branch

John Flanagan reported that:

- The Olympia newspaper featured a front-page photo from the branch’s basic climbing course field trip in Mt. Rainier National Park on the opening day of the repaired road.
- The basic climbing course’s rock field trip was held near Lake Cushman in an area that had been closed following a wildfire last year. Most of the fire damage was at ground level, however wet weather could increase the risk posed by falling trees, so the area may be closed at other times.
- The branch recruited five new members from their most recent wilderness skills seminar.

Tacoma Branch

Tom Shimko reported that bathroom renovations at the Tacoma clubhouse are complete.

Mountaineers Foundation

Vice-president Paul Robisch reported that the President Jamie Gordon is in San Francisco for an extended period but he comes back to Seattle on weekends.

Helen Cherullo, Books Publisher, exercised the emergency clause of the Universal Agreement between the Foundation and Club to obtain fiscal sponsorship for a Braided River project on the Tongass National Forest. The emergency procedure is working and the Foundation Board is expected to approve the fiscal sponsorship at its next Board meeting on June 12. The Foundation is providing fiscal sponsorship because the Braided River 501(c)(3) corporation is not in operation at this time.

On June 20 at 9 am Paul will represent the Foundation at a meeting in Bremerton with the representatives of the Ueland Tree Farm and other interested local parties regarding conservation easements for the area of the Ueland Tree Farm that is adjacent to both the Club and Foundation Kitsap Properties. At this time it is likely that the Cascade Land Conservancy will be the holder of the conservation easements, but the Great Peninsula Conservancy and the Mountaineers Foundation may also be potential holders of the easements. The Club was also invited to send a representative to this meeting.

An e-mail message has been received from the Ueland Tree Farm representative that says ORVs may be illegally accessing the Ueland Tree Farm from the Club/Foundation Kitsap properties. This weekend Foundation President Jamie Gordon plans to investigate if this illegal ORV access is possible from our property.

There have been some communication problems between the Foundation and the Club/Alternative Fundraising Committee. The Foundation is preparing a draft of written procedures to clarify the lines of communication. As soon as the draft is complete it will be presented to Executive Director Steve Costie and AFC Chair Ed Henderson for their input.

Paul stated that he learned tonight that the caretaker for the Kitsap property has resigned. He asked Steve Costie if the vacant position would be filled. Steve replied that the Club is obligated under contract with the Foundation to fill the position.

Good of the Order

Patti Polinsky invited everyone to the family hiking weekend at Meany Lodge the first weekend in August. Dog sled teams will participate with summer pulling and they will make a presentation about dog sledding in the evening.

Attachments:

- Executive Director's Report
- April Financial Report
- Bylaws revisions, as approved by the Board

Executive Director Report to the Board of Trustees – June 7, 2007

Program Development Coordinator:

Resumes have been collected and a first-cut assessment has been accomplished. No action on this in May.

Web Site Re-Design:

The look and feel of the club's web site will change radically. The current site has been in place for nearly four years and it needs a massive upgrade into easier functionality from the home page. The membership database management system, iMis, remains highly functional "underneath" the web pages. The emphasis here is to get as many links, buttons, and points of access on the main page. This will then make the club's site compare favorably to the AAC, Colorado Mountain Club, and AMC. We are about to begin testing functionality.

Annual Banquet Returns after Three-year Hiatus:

Friday, October 5th marks the return of this highlight of the Fall Season. Mountaineers Productions will provide the featured speaker. It is expected that a Service Award Committee will be able to select recipients for 2004, 2005, 2006, and 2007. The last to be awarded this prestigious honor were Nancy and Tom Miller in 2003. My intent is to invite all past recipients who are still with us and honor them as well.

Mountaineers Productions set to show Banff and run Winter Trails Day

The Banff World Tour will hit Seattle November 28, 29, 30 2007. We expect to sell out all three nights again—with over 1800 attendees for the three nights. Winter Trails Day is set for January 12th, 2008 and club staff have applied for a reservation at the Snoqualmie Campus.

***Beyond the Storm* draws VIP's to major concern**

The three National Park Superintendents, Norm Dicks and David Obey-(D-WI), chair of the House Appropriations Committee spoke to a good crowd on the major issues of storm recovery. Huge press contingent gave the event good coverage locally and nationally.

Staff Updates:

Alison Huffman Kinney

Gina Ottoboni

Steve Costie
Executive Director

The Mountaineers
Financial Report
Period ending

04/30/07

	Month	Budget Variance	Prior Year Variance	YTD	Budget Variance	Prior Year Variance
HQ & Divisions						
Revenue	104,653	7,106	7,949	984,676	16,067	(56,035)
Net Income	(26,959)	(20,678)	(32,482)	40,568	17,912	22,656
Capital Expense	0	0	0	19,901	15,000	3,517
Cash Flow	(22,543)	(2,242)	(13,764)	61,673	23,414	36,193
Branches						
Revenue	28,169	(9,051)	(8,825)	355,163	40,314	(9,191)
Net Income	(9,753)	(3,577)	(6,805)	101,784	56,864	(31,559)
Cash Flow	(9,753)	(3,577)	(6,805)	101,784	56,864	(31,559)
Books						
Revenue	367,858	(27,083)	(17,889)	2,142,472	118,017	157,117
Net Income	25,599	7,265	(20,299)	(37,611)	105,888	114,787
Cash Flow	27,411	9,639	(17,492)	(24,928)	122,505	35,420
The Mountaineers						
Revenue	500,680	(29,028)	(18,765)	3,482,311	174,398	91,891
Net Income	(11,113)	(16,990)	(59,586)	104,741	180,664	105,884
Cash Flow	(4,885)	3,820	(38,061)	138,529	202,783	40,054
Building Sale & Construction						
Bldg Sale Income				4,011,967		
Capital Expense	7,613			27,471		
Cash Flow	(7,613)			651,314		
Membership	(57)	30	36	(211)	236	265

Month of April 2007

Positive Variances

Dues 7,278

Timing difference dues YTD equal to Budget

Drop rate budget 8.0%; Actual 5.8%

Negative Variances

None

Mountaineers Financial Summary Excluding Books
Seven Months Ending April 30, 2007

	Rec Resource	Conservation	Rec Prop	Membership	Admin	Building	Bellingham	Everett	Kitsap	Olympia	Seattle	Foothills	Tacoma	Total
Actual YTD														
Revenue	54	0	131,975	532,550	42,542	277,555	9,718	22,338	7,104	27,061	211,591	22,436	54,915	1,339,839
Expense	6,135	6,402	113,513	265,988	295,623	256,307	8,036	26,865	3,131	18,250	133,779	13,250	50,068	1,197,347
Net	(6,081)	(6,402)	18,462	266,562	(253,081)	21,248	1,682	(4,527)	3,973	8,811	77,812	9,186	4,847	142,492
Budget YTD														
Revenue	292	6,200	124,738	542,254	37,375	257,750	8,650	39,660	2,695	17,834	177,665	19,769	48,576	1,283,458
Expense	12,004	21,689	116,463	290,965	288,277	216,558	7,465	39,716	3,008	17,834	135,761	19,259	46,886	1,215,885
Net	(11,712)	(15,489)	8,275	251,289	(250,902)	41,192	1,185	(56)	(313)	0	41,904	510	1,690	67,573
Net Variance	5,631	9,087	10,187	15,273	(2,179)	(19,944)	497	(4,471)	4,286	8,811	35,908	8,676	3,157	74,919

	Rec Resource	Conservation	Rec Prop	Membership	Admin	Building	Bellingham	Everett	Kitsap	Olympia	Seattle	Foothills	Tacoma	Total
Actual Month														
Revenue	25	0	6,775	57,171	3,978	36,704	0	5,790	25	160	10,147	(520)	12,567	132,822
Expense	1,751	1,665	15,456	36,141	48,312	28,301	0	4,242	77	1,597	21,426	2,361	8,219	169,548
Net	(1,726)	(1,665)	(8,681)	21,030	(44,334)	8,403	0	1,548	(52)	(1,437)	(11,279)	(2,881)	4,348	(36,726)
Budget Month														
Revenue	42	0	1,542	56,088	3,625	36,250	0	7,470	385	2,548	17,054	2,824	6,939	134,767
Expense	1,939	3,043	15,893	36,796	41,444	27,631	0	9,535	430	2,548	28,589	2,751	6,698	177,297
Net	(1,897)	(3,043)	(14,351)	19,292	(37,819)	8,619	0	(2,065)	(45)	0	(11,535)	73	241	(42,529)
Net Variance	171	1,378	5,670	1,738	(6,515)	(216)	0	3,613	(7)	(1,437)	256	(2,954)	4,107	5,803
Cash		143,500	115,339	51,278	405,609	683,611	13,819	94,527	11,518	73,770	101,361	8,712	86,230	1,789,274

	Bellingham	Everett	Kitsap	Olympia	Seattle	Tacoma	Total
Current	186	917	274	631	7,112	1,075	10,440
Last year	185	945	245	664	7,645	1,217	11,080
Variance	1	(28)	29	(33)	(533)	(142)	(640)
% Change	0.5%	-3.0%	11.8%	-5.0%	-7.0%	-11.7%	-5.8%

Membership

The Mountaineers
BALANCE SHEET
As of April 30 2007

Assets

Current assets:	
Cash and investments	\$ 271,897
Branch Cash:	
Foothills	8,712
Kitsap	11,518
Seattle	101,361
Board funds:	
Program Development	51,278
Building	683,611
Conservation Education	143,500
Books Reserve	125,000
Lodge Reserve	115,339
Total Reserve	<u>1,118,728</u>
Total cash and investments	1,512,216
Receivables	3,682,506
Prepaid Expense	71,139
Inventory	58,391
	<u>5,324,252</u>
Property and equipment	1,317,583
Accumulated depreciation	<u>(725,236)</u>
Net property and equipment	592,347
Other Long term Assets	
Total assets	<u><u>\$ 5,916,599</u></u>

Liabilities

Current Liabilities:	
Accounts payable	\$ 283,765
Accrued expenses	42,261
Total current liabilities	<u>326,026</u>
Net assets	5,590,573
Total liabilities and net assets	<u><u>\$ 5,916,599</u></u>



THE MOUNTAINEERS

Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

Article I

Name and Location The corporation shall be called The Mountaineers and the principal place of business shall be in the City of Seattle, King County, State of Washington, but the **corporation** *<replaces club throughout>* may establish branches anywhere, within or without the State of Washington.

Article II

Purposes

Section 1 **Articles.** *<new heading>* The purposes of The Mountaineers, as stated in the Articles of Incorporation, are attached hereto as "Attachment A".

Section 2 **Amendments to Purposes.** *<new heading>* These purposes may not be amended except by majority vote of those members voting **by written ballot** in a regular or special election. ~~Such procedures as may be necessary to amend the Articles of Incorporation subsequent to such a change in purposes shall be duly implemented.~~ *<deleted written ballot and removed last sentence because it was unclear and not necessary per LW>*

Section 3 **Powers.** *<new heading>* In pursuit of these purposes, the **corporation** may:

- Take such actions and make such rules and policies as it deems wise;
- Hold real estate and personal property;
- Receive, hire, purchase, occupy, maintain and manage suitable buildings and quarters;
- Hold funds, received by bequest, gift or otherwise, to be devoted to the purposes of the **corporation**. Such funds may be held in trust or otherwise.
- Publish books, periodicals, pamphlets and other materials.
- Organize programs, classes, seminars and other educational activities in furtherance of its purposes.
- Take all other actions as permitted by law and as consistent with the **corporation's federal tax-exempt status.** *<per LW's rec>*

Article III

Board of Trustees *<was Administration>*

Section 1 **Powers Duties of the Board of Trustees.** ~~The~~ A governing board, to be termed The Mountaineers Board of Trustees, hereafter referred to as the board, shall control all expenditures, make rules and determine policy for the use of the **corporation's** property and programs, and act for the



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

interest of the corporation in any way not inconsistent with these by-laws.

Section 2

Trustees. The Board of Trustees shall consist of nine elected trustees, a trustee from each branch, the president, president-elect, vice president of publishing, secretary, treasurer and vice president of recreational properties of the organization and the retiring president for one year after his or her term as president, if he or she is not otherwise an elected trustee.

Section 3

The Executive Committee. There shall be an Executive Committee of the board consisting of the president, president-elect, vice president of publishing, secretary, treasurer, and vice president of recreational properties and executive director. The executive director and Mountaineers Books publisher shall participate on this committee as ex officio non-voting members; provided, however, that each shall leave any portion of a meeting at which an issue is discussed or voted upon with respect to which he or she has a conflict of interest, except to the extent necessary to respond to questions from Executive Committee members. The Executive Committee is empowered to act in the board's stead when special circumstances of timeliness or emergency require such action in order to protect the best interests of the corporation. Such action shall be subject to ratification by the board. *<LW recommends that since the executive director and the publisher are staff positions and not board members, adding them to the Executive Committee as ex officio (by position) non-voting members is a more typical way of formalizing their involvement. LW also notes that if the Executive Committee makes an emergency decision it is binding whether the Board ratifies it or not, therefore the last sentence is contradictory. The board decided to keep this language for the time being.>*

Section 4

Committees. The board may by resolution adopted by a majority of the board, create and dissolve standing or special committees of the board. Any such committee shall consist of two (2) or more trustees and shall have and exercise such authority of the board in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any trustee or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board or any individual trustee of any responsibility imposed upon it, him or her by law. *<rec. by LW: This comes straight out of Washington's Nonprofit Cor-*



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

poration Act at RCW 24.03.115 and replaces the current committees section (see below); note that Board-level committees require at least two trustees>

~~**Committees.** The board may create and dissolve such standing or special committees and confirm appointments by the president of such administrative officers and other personnel for carrying on the activities of the club, and may delegate to them such powers as it deems wise.~~

Article IV *<new Article; Administration was split into the Board of Trustees and Officers>*

Officers

Section 1 **Officers.** *<new heading, content moved from current V.9 (Nomination and Election)>* **The officers of the corporation shall be** a president, president-elect, vice president of publishing, secretary, treasurer and vice president of recreational properties.

Section 2 **Duties of the President.** The president shall appoint (with the concurrence of the board) the chairpersons, and members of the standing and special committees. The president shall appoint the executive director upon the recommendation of the Executive Committee and supervise his or her activities to ensure that the **corporation** is fiscally responsible at all times, and that the staff is efficiently managed. Also, the president shall preside at the meetings of the **membership club** and of the board, and shall act as the spokesperson for the **corporation**.

Section 3 **Duties of the President-Elect.** The president-elect shall act in the absence or disability of the president. He or she shall prepare for becoming the president of the **corporation**, with the expectation of being nominated for that office when the current president's term is completed.

Section 4 **Duties of the Vice President of Publishing** The vice president of publishing shall serve as the chairperson of the Books ~~Governance Advisory~~ Committee which offers advice on how Books might best fulfill the mission of The Mountaineers, and otherwise acts as a resource to the Books operation. *<A description of the Books Governance Committee will be added to the bylaws in a new article for standing committees, to be developed in 2008 for board and member approval>*

Section 5 **Duties of the Secretary.** The secretary shall be Clerk of the Corporation, shall keep a record of all the proceedings and an annual summary of activities of the **corporation** and board and shall give notice to the members of the time and place of meetings. 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 president or vice president from any meeting of the **members of the board club** the secretary shall preside. The



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

secretary shall insure that procedures are established and properly operating for **elections to the board**. *<content for this sentence moved from current V.6 (Nomination and Election)>*

Section 6

Duties of the Treasurer. The treasurer shall insure that procedures are established and properly operating for the collection and disbursement of all funds belonging to the **corporation**. The treasurer shall insure that proper accounts are kept and, when requested by the board, present a report of its financial condition.

Section 7

Duties of the Vice President of Recreational Properties. The vice president of recreational properties shall serve as the chairperson of the Recreational Properties Division ~~Committee~~ which offers advice on how recreational properties might best fulfill the mission of The Mountaineers and otherwise acts as a resource for recreational properties operations.

Section 8

Election of Officers. **The officers** shall be elected by the board from among their number or from among the membership of the **corporation every two years** at its regular February monthly meeting. Officers shall assume office March 1 following their election and serve for a period of two years or until their successors shall be elected. A person shall not serve two consecutive terms for the same office except for the office of treasurer, vice president of publishing and vice president of recreational properties. *<content of this section moved from current V.9 (Nomination and Election)>*

Only the nine elected trustees at large and the trustees elected from each branch, or trustees appointed to fill vacancies in either of these categories, shall be eligible to vote for officers. *<This moved from current V.10.>*

Section 9

Removal of Officers. Any elected officer may be removed from office at any time by a two-thirds vote of the entire board. *<content of this section moved from current V.11 (Nomination and Election)>*

Section 10

Vacancies. **The Board of Trustees shall fill all vacancies in any officer position.** **Only the nine elected trustees at large and the trustees elected from each branch, or trustees appointed to fill vacancies in either of these categories, shall be eligible to vote for officers.** Any person so appointed shall serve only until the next election of officers. *<comparable to current V.8 (Nominations and Election)>*

Article V

Membership

Section 1

Eligibility. Any person who meets criteria established by the board is eligible to become a member of The Mountaineers by the submission of a



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

signed application and liability waiver, along with payment of the required dues and application fee.

- Section 2** **Denial of Application** The board may deny by a two-thirds vote of the entire board any application for membership for any reason not restricted by law, whereupon all moneys tendered by the applicant shall be returned.
- Section 3** **Membership Categories.** The board may establish various categories of membership with differing dues and fees to serve the needs of the membership and the purposes of the corporation.
- Section 4** **Expulsion.** Any member may be expelled by a two-thirds vote of the entire board for good cause and after suitable hearing before the board or a due process committee of non-board members appointed by the board.
- Section 5** **Cessation of Membership.** When a membership ceases, from any circumstance whatever, all rights and interests thereunder revert to the corporation.
- Section 6** **Voting.** Members who are entitled to vote may vote in person at any meeting, or such member may vote by mail or electronic transmission (such as email or "web voting"). Whenever proposals are to be voted upon by members, the vote may be taken by mail or by electronic transmission (such as email or "web voting") if the name of each candidate and the text of each proposal to be voted upon is set forth in the notice of the meeting. A vote may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. <This allows electronic voting in the future; the language tracks that of Washington's Nonprofit Corporation Act §24.03.085>

Article VI

Nomination and Election of Board of Trustees <consistent with new Article for Officers>

- Section 1** **Nominating Committee.** A nominating committee for trustees shall be appointed by the board at its regular May meeting. This committee shall consist of at least three members, two one of whom shall be members of the board who are not eligible for re-election that year (ineligible for re-election). The other members two shall be non-board members. <A board committee must have at least two board members; clarification of eligibility by DS>



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

Section 2

Duties of the Nominating Committee. The nominating committee shall select for the office of trustee at least one more candidate than positions open, but not more than two candidates for each position open. Candidates must be members in good standing. The committee shall submit the names of the persons selected by a report sent to the members through the **corporation's** publications prior to the annual meeting. Their report shall also be presented at the annual meeting.

Section 3

Annual Meeting Nominations. The members of the **corporation** may submit three additional candidates from the floor at the annual meeting. No member may nominate more than one person. If the nominations from the floor exceed three names, the members present shall immediately ballot on the names so presented and only the three receiving the highest total of the vote so cast shall be considered nominated.

Section 4

Ineligibility of Employees. Employees shall not be eligible for any elected office, **or for service as the chair of** any standing or special committee ~~chair~~.

Section 5

Eligibility for Voting. ~~The board shall designate which membership categories confer voting privileges.~~ **All members in good standing in all membership categories shall be eligible to vote.** ~~All members in good standing in such categories shall be eligible to vote.~~ *<LW recommends that the Bylaws set out all membership categories and identify specifically which categories have voting rights. Per LW, This is a fundamental element of corporate governance and should be addressed specifically in the Bylaws in the membership section. Current categories include individual, spouse, family, senior, life, out-of-state, student (age 14-18), and student (age 18+).>*

Section 6

Election Procedures. **Members who are entitled to vote shall elect the trustees at large.** Election results shall be reported to the membership by announcement in the **corporation's** publications. The **procedure for the** election of the trustees from each branch shall be determined by each branch.

Section 7

Term of Office. Trustees at large shall be elected to serve a term of three years beginning upon certification of their election but not later than November 1 following the date of their election. **A trustee at large may serve no more than two consecutive three-year terms.** The term of a trustee who has been appointed to fill a vacancy with a term of less than three years shall not be counted in applying this limitation. **A trustee at large who ceases to be a trustee for a period of at least one year after having served two consecutive three-year terms may be re-elected.** ~~No persons shall be elected to the board for more than two consecutive terms.~~



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

Three trustees at large shall be elected each year, except when vacancies must be filled.

Section 8 **Vacancies.** The Board of Trustees shall fill any vacancies of at large trustees on the board and any office for which the board has the power to appoint. Each Branch shall fill any vacancies in their branch trustees. Any person so appointed shall serve only until the next annual election. *<These changes make sections 6, 8, and 9 consistent.>*

Section 9 **Removal of Trustees.** Any trustee at large may be removed from office by a two-thirds vote of the entire board for good cause and after suitable hearing of a due process committee of non-board members appointed by the board.

Article VII

Meetings

Section 1 **Annual Meeting.** The annual meeting of the members shall be held in Seattle or a city where a Mountaineer branch of The Mountaineers is located. It will be held on the Wednesday following the second Tuesday in September. The members present shall constitute a quorum.

Section 2 **Special Meetings.** Special meetings of the members club may be called by the president or a majority of the entire board. Members shall receive notice no less than 10 days and no more than 50 days before the meeting. ~~Due notice of such meetings shall be given to the membership by announcement in club publications or other means.~~ *<Due notice is specified and consistent with RCW 24.03.080. The form of notice moves to Section 4 below>*

Section 3 **Board Meetings.** The board shall meet at least monthly, except for the month of July. Board meetings shall be held in the corporation headquarters office ~~Seattle club room~~ unless otherwise stated by the board, on a schedule established by the board. A majority of the entire board shall constitute a quorum. Members of the board or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 4 **Notice of Meetings.** Any notice required under these Bylaws may be delivered by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram or teletype or by announcement in corporation publications.



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

<Rec. by LW: Sections 4.1 – 4.3 track language in Washington’s Nonprofit Corporation’s Act at RCW 24.03.009 permitting corporations to use electronic communication>

Section 4.1 **Consent to Notice By Email.** If notice is provided to trustees, officers or members by email, it is effective only with respect to those trustees, officers and members who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A trustee, officer or member who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any trustee, officer or member is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the trustee’s, officer’s or member’s consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 4.2 **Delivery of Notice By Email.** Notice provided by email to a trustee, officer or member who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 4.3 **Delivery of Notice By Posting to Electronic Network. Delivery of Notice by Email.** The corporation may provide notice of the time and place of any meeting of the trustees or members by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the trustee or member notice of the posting by mail, facsimile, or email (pursuant to the recipient’s consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 4.4 **Delivery of Notice By Other Means.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the trustee, officer or member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 5 **Actions by Written Consent.** Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of trustees (or its



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken shall be executed (as defined herein) by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

Section 6 **Rules of Order.** The current edition of Roberts' Rules of Order, Newly Revised, shall govern in all parliamentary procedures.

Article VIII

Branches

Section 1 **Establishment.** A branch may be created by the board when petitioned to do so by existing members if, after an examination of the facts and circumstances, the board concludes that the interests of the corporation and the members will be served thereby.

Section 2 **Branch Rules and Regulations.** Each branch may adopt such local rules and regulations as are not inconsistent with the bylaws and general board policies.

Section 3 **Voting Privileges.** All members are equal in standing as members, except only branch members with voting privileges shall be entitled to vote at branch meetings and elections.

Section 4 **Branch Financial Accountability.** Each branch shall keep financial records and make reports under the supervision of the corporation's treasurer.

Article IX

Amendments to Bylaws

Section 1 **Amendments Proposed.** Amendments to the bylaws may be proposed in either one of two ways:

a) By petition by any member of the corporation, or

b) By majority vote of the Board of Trustees.

Section 2 **Amendment Proposed by Petition:** Any corporation member may propose an amendment to the bylaws by presenting to the corporation secretary a petition of support for said amendment signed by at least



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

twenty (20) a number of members in good standing that exceeds 5% of the number of ballots cast in the previous election for at large board of trustees candidates. *<Revised to increase the number to 50-100 based on recent election turnout and to be flexible for changing membership>*

The proposed amendment must be presented to the corporation secretary, along with the above referenced petition, who shall then present the proposed amendment to the board at its next meeting or within 15 days of receipt, whichever is later.

Any member-proposed bylaws amendment shall be accepted by the board at the first regular meeting of the board following the meeting at which it is presented, provided that the signatures on the proposing petition have been found by the corporation's secretary to be valid. The board will either endorse the amendment with a majority vote, or vote to accept the amendment for placement on the ballot without board endorsement. A member-proposed bylaw amendment must reach the corporation secretary by May 1 in order to allow advance notice to corporation members by the end of July and inclusion on the regular annual ballot. The board may choose to endorse the amendment with a majority vote.

Section 3

Amendments Proposed by the Board of Trustees: Any individual board member, or any board committee, may propose an amendment to the bylaws. The proposed amendment must be presented to the corporation secretary, who shall then present the proposed amendment to the board at its next meeting or within 15 days of receipt, whichever is later.

The board shall vote on the proposed amendment at the first regular meeting of the board following the meeting at which it is presented. A simple majority vote of the board is required to place the amendment on the annual election ballot or special ballot. Such a majority vote shall also constitute board endorsement.

Amendments proposed by the Board of Trustees must be acted upon at the June board meeting or earlier in order to allow advance notice to corporation members by inclusion on the regular annual ballot.

Section 4

Vote of Membership Required. Any bylaw amendment shall be submitted for approval by the membership at the next regularly scheduled election or by special ballot. Approval by the membership shall be defined as a simple majority of ballots returned. An amendment shall be effective the first day of the month following approval, unless it states otherwise.

A report of the election results complete with ballot counts will be reported to the membership shortly after the ballots are counted.



Board Policy Manual

Section: 100 GOVERNING DOCUMENTS

Subject: 101 Mountaineers Bylaws

Article X

Indemnification Indemnification is as provided in the Articles of Incorporation.

Article XI

Financial and Administrative Provisions

Section 1 **Fiscal Year.** The last day of the corporation's fiscal year shall be September 30.

Section 2 **Loans Prohibited.** . The corporation shall make no loans to any officer or to any trustee. <Rec. by LW: Prohibited under Washington law>

Section 3 **Books and Records; Inspection Rights.** The corporation shall keep at its registered office, its principal office in this State, or at its secretary's office if in this State, the following: Current articles and bylaws; correct and adequate records of accounts and finances; a record of officers' and trustees' names and addresses; a record of members, including names, addresses and classes of members; minutes of the meetings of the board, members, and any minutes that may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. All books and records of the corporation may be inspected by any trustee, or his or her agent or attorney, for any proper purpose at any reasonable time. The records shall be open at any reasonable time to inspection by any member of more than three (3) month's standing or a representative of more than five percent (5%) of the membership. Cost of inspecting or copying shall be borne by such member except for costs for copies of articles or bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited. <Rec. by LW: Required under Washington law>

Section 4 **Yearly Audit.** The board shall each year employ an outside independent accountant to review and/or audit the books and accounts of the corporation and at the close of each year shall present a written report of his or her findings. <Moved from III.11 (Administration)>