

**BYLAWS
OF
THE MOUNTAINEERS**

Article I - Name and Location

The name of the corporation shall be The Mountaineers, and its principal place of business shall be in the City of Seattle, King County, State of Washington, but the corporation may establish branches anywhere, within or without the State of Washington.

Article II - Statement of Purposes

The purposes of corporation, as stated in its Articles of Incorporation, are to operate exclusively for charitable, scientific, literary, or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision. The corporation's board of directors may, in addition, adopt a statement of purposes setting forth the specific purposes of the corporation, which statement, and any amendments or modifications thereto, shall be subject to approval by at least five percent (5%) of members in good standing.

On November 4, 2010 The Board of Directors of The Mountaineers adopted the following as our founding principles, which will be used to guide for strategic planning and major organizational decisions relative to charter, mission, and the future of The Mountaineers:

To explore, study, and enjoy the mountains, forests, and watercourses of the Northwest and beyond; to gather into permanent form the history and traditions of these regions and explorations; to preserve, by the encouragement of protective legislation or otherwise, the natural beauty of the natural environment; to make expeditions and provide educational opportunities in fulfillment of the above purposes; to encourage a spirit of good fellowship among the lovers of outdoor life; to hold and sustain landscapes, properties and program sites for the furtherance of the purposes of the organization.

The Board of Directors requires a minimum 75% Board approval to modify these founding principles in the future.

Article III- Board of Directors

- Section 1** **Powers of the Board of Directors.** The governing board, to be termed the board of directors, shall control all expenditures, make rules and determine policy for the use of the corporation's property and programs, and act for the interest of the corporation in any way not inconsistent with these Bylaws.
- Section 2** **Directors.** The board of directors shall consist of not fewer than nine or more than fifteen at-large directors, a director from each branch, the president, vice president, vice president of branches, vice president of governance, secretary, treasurer and vice president of outdoor centers of the organization and the retiring president for one year after their term as president, if he/she/they are not otherwise an elected director. All directors are required to be Mountaineers members in good standing. Employees are not eligible to serve as a director. The Governance Committee shall make a recommendation for approval to the board of directors for the number of at-large directors consistent with these bylaws and based on the needs of the organization.
- Section 3** **Term of Office.** Directors, including elected at-large directors and directors elected by the branches, shall 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 director may serve no more than two consecutive three-year terms. The term of a director 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 director who ceases to be a director for a period of at least one year after having served two consecutive three-year terms may be re-elected.
- Section 4** **Nominations for Directors At Large.** The Governance Committee shall nominate candidates for director at large positions. There will be an annual, open call for nominations and members of the corporation may nominate candidates to the Governance Committee for director at large positions. The Governance Committee shall evaluate all candidates using objective criteria that is shared publicly with membership prior to each year's nominating cycle and annual elections.
- Section 5** **Election of Directors At Large.** Three to five directors at large shall be elected by the membership each year, except when vacancies exist. Members who are entitled to vote shall elect the directors at large. Election results shall be reported to the membership by announcement in the corporation's publications.
- Section 6** **Election of Branch Directors.** The procedures for election of directors from each branch shall be determined by each branch.
- Section 7** **Vacancies.** The board of directors shall fill any vacancies of at large directors. Each Branch shall fill any vacancies in their branch directors. Any person so appointed shall serve only until the next annual election.

Section 8 **Removal of Directors.** Any director may be removed from office by a two-thirds vote of the entire board for good cause and after a suitable hearing of a due process committee of non-board members appointed by the board.

Article IV – Board Chartered Committees

Section 1 **Committees.** The board may create and dissolve standing or special committees. Committees which are not delegated authority by the board to aid in overseeing management of the corporation (advisory committees), may be created and dissolved by resolution adopted by a majority of the board. Committees which are delegated authority by the board to aid in overseeing management of the corporation and take action that independently binds the corporation (Committees of the Board) shall only be created and dissolved by a $\frac{2}{3}$ vote of the members of the board. Committees of the Board shall consist of two (2) or more directors and all voting members must be board directors. However, no Committee of the Board 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 director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger, entity conversion, or redomestication; authorize the voluntary dissolution of the corporation or revoke proceedings therefore; 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 Committee of the Board and the delegation of authority to it shall not operate to relieve the board or any individual director of any responsibility imposed upon it, him or her by law.

Section 2 **The Executive Committee.** There shall be an Executive Committee, consisting of the president, vice president, vice president of branches, secretary, treasurer, vice president of governance and vice president of outdoor centers. The Chief Executive Officer and the Books Division 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 a Committee of the Board and empowered to act in the board's stead between meetings of the board or when special circumstances of timeliness or emergency require such action in order to protect the best interests of the corporation. The Executive Committee shall promptly notify the Board of all such action, and such action shall be subject to ratification by the Board.

Section 3 **Governance Committee.** There shall be a Governance Committee, consisting of not less than three members, at least two of whom shall be members of the board. In addition to its other duties the Governance Committee shall recruit and nominate for election by the membership candidates for open at-large director positions. Nominees must be members in good standing. The committee shall submit the names of the nominees selected by it in a report sent to the members through the corporation's publications prior to the annual meeting. The Governance Committee may also help to recruit and advise the Board with respect to candidates for officer positions. Members of the Governance Committee shall serve terms of two years, with no limits on the number of terms served. The vice president of governance shall chair the committee.

Section 4 **Finance Committee.** There shall be a Finance Committee consisting of at least three members, and shall include the corporation's Treasurer, who shall serve as the Finance Committee's chair. The Finance Committee shall have the responsibility for overseeing the preparation of the annual budget for presentation to and approval by the board. The Finance Committee shall also be responsible for monitoring the corporation's performance against the annual budget and for monitoring the corporation's total assets.

Section 5 **Audit Committee.** There shall be an Audit Committee, consisting of at least three members, at least half of whom shall be members of the board and at least half of whom shall not be members of the Finance Committee. Each member shall be independent of management, have no family or professional relationship with the selected outside independent accountant, and be financially literate. The Audit Committee shall be responsible to act on behalf of the board to assist with good governance by ensuring alignment with GAAP reporting standards and high-quality financial and operational controls, as well as the proper identification and management of financial risk.

Article V- Officers

Section 1 **Officers.** The officers of the corporation shall be a president, vice president, vice president of branches, vice president of governance, secretary, treasurer and vice president of outdoor centers. Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

Section 2 **Duties of the President.** The president shall have the authority to select, hire, and terminate the Chief Executive Officer upon the approval of the Executive Committee and supervise his/her/their activities to ensure that the corporation is fiscally responsible at all times, and that the staff is efficiently managed. The president shall preside at the meetings of the membership and of the board, and shall act as the spokesperson for the corporation. The president shall recommend for approval by the board the chairpersons, and members of the standing and special committees.

- Section 3** **Duties of the Vice President.** The vice president shall act in the absence, resignation, or disability of the president.
- Section 4** **Duties of the Vice President of Branches.** The vice president of branches shall serve as the chair of the Branch Leadership Committee and help ensure strong collaboration with and among the branches to best fulfill the mission of the corporation and otherwise act as a resource for branches.
- Section 5** **Duties of the Vice President of Governance.** The vice president of governance shall serve as the chair of the Governance Committee, help recruit and evaluate well-qualified candidates for board positions, ensure policies and procedures guide diligent management of the Corporation, and ensure that committees and other governing bodies operate effectively within their approved charters. In the absence of the president or vice president from any meeting of the members of the board the vice president of governance shall preside.
- Section 6** **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. The secretary shall ensure that procedures are established and properly operating for elections to the board.
- Section 7** **Duties of the Treasurer.** The treasurer shall ensure that procedures are established and properly operating for the collection and disbursement of all funds belonging to the corporation. The treasurer shall ensure that proper accounts are kept and, at least quarterly and when requested by the board, present or cause to be presented a report of its financial condition.
- Section 8** **Duties of the Vice President of Outdoor Centers.** The vice president of outdoor centers shall serve as the chairperson of the Outdoor Centers Committee, and help ensure strong collaboration with and among the outdoor centers to best fulfill the mission of the corporation and otherwise acts as a resource for outdoor center operations.

Section 9 **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 a meeting, the time and place of which shall be determined by the Board from time to time. Officers shall assume office at the next regular board meeting following their election and shall 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 governance, and vice president of outdoor centers.

Only the elected directors at large and the directors elected from each branch, or directors appointed to fill vacancies in either of these categories, shall be eligible to vote for officers.

Section 10 **Removal of Officers.** Any elected officer may be removed from office at any time by a two-thirds vote of the entire board.

Section 11 **Vacancies.** The Board of Directors shall fill all vacancies in any officer position. Only the elected directors at large and the directors elected from each branch, or directors appointed to fill vacancies in either of these categories, shall be eligible to vote to fill any vacant offices. Any person so appointed shall serve only until the next election of officers.

Article VI- Chief Executive Officer

The corporation shall employ a Chief Executive Officer, who shall exercise all executive powers pertaining to that position. The compensation of the Chief Executive Officer and the terms and duration of his/her/their employment shall be determined by the president, with the approval of the Executive Committee and subsequent ratification by the board of directors. .

Article VII - Membership

Section 1 **Eligibility.** Any person who meets criteria established by the board is eligible to become a member of the corporation by the submission of a 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 monies 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 a 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 **Eligibility for Voting.** All members in good standing in all membership categories shall be eligible to vote.

Section 7 **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 are 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.

Section 8 **Quorum.** Except as otherwise specified in these Bylaws, by the Articles of Incorporation or by law, the members present at any meeting of the membership shall constitute a quorum. Members voting by mail or by electronic transmission are present for all purposes of quorum, count of votes and percentages of total voting power present. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Article VIII – Meetings

Section 1 **Annual Meeting.** The annual meeting of the members shall be held in Seattle or a city where a branch of the corporation is located. It will be held in the month of October at a date and time to be determined by the Board from time to time.

Section 2 **Special Meetings.** Special meetings of the members may be called by the president or a majority of the entire board. Members shall receive notice no less than 48 hours before the meeting.

Section 3 **Board Meetings.** The board shall meet at least quarterly. Board meetings shall be held in the corporation headquarters office unless otherwise stated by the board, on a schedule established by the board. A majority of the directors currently serving on the 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, or or by announcement in corporation publications.
- Section 4.1** **Consent to Notice By Email.** A director, officer or member may revoke consent to receipt of emailed notices by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director, officer or member is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation to the address of the director, officer, or member in the records of the corporation, 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 director, officer or member 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 directors or members by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the director or member notice of the posting by mail or 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 director, 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 directors (or its 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 directors 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 IX – 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 Policies.** Each branch may adopt such local rules and policies 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 X – 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 Directors.
- 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 five percent (5%) of members in good standing.
- 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 shall accept the proposed amendment for inclusion in the next annual ballot, and may choose to either endorse the amendment with a majority vote, to oppose the amendment with a majority vote, or not take any action. 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 Directors: 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 Directors must be acted upon at the August 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 votes received. 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.

Article XI - Indemnification

Indemnification is as provided in the Articles of Incorporation.

Article XII - 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, to any director, or to any member.

Section 3

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

Section 4

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 directors' 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 director, or his or her agent or attorney, for any proper purpose at any reasonable time. The records shall be open to inspection by any member of more than three (3) months' standing or a representative of more than five percent (5%) of the membership. A member wishing to inspect the records shall notify the corporation, including in the notice the purpose for which the member or members wish to inspect the records. The purpose of the inspection must be reasonably related to the member or members' interest as members. The Executive Committee shall have the discretion to determine whether the purpose of inspection is proper, subject to the requirements of the Washington Nonprofit Corporation Act. Cost of inspecting or copying shall be borne by the requesting member or members, except for costs for copies of articles, bylaws, and tax documents required to be publicly available under the Internal Revenue Code.. No member may use, nor permit to be used, any membership list to solicit cash or other property or for any commercial purpose whatsoever, or sell it to any person. Members shall, however, be permitted to inspect membership lists in the context of votes of the membership as required under Washington law..

Section 5

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 their findings.