

## **THE MOUNTAINEERS**

### **Bellingham Branch Charter**

#### **1. BRANCH NAME**

This Branch shall be named The Mountaineers, Bellingham Branch, or Bellingham Branch of The Mountaineers; which may also be referred to as the Bellingham Mountaineers.

#### **2. AUTHORITY**

This governing document is adopted pursuant to the authority granted by the Mountaineers Bylaws.

The Bellingham 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 Mountaineer's bylaws.

#### **3. PURPOSES AND MISSION**

The purposes and mission of the Bellingham Branch shall be the same as those established in the Mountaineers Bylaws with a focus on the members of the branch.

The Bellingham Branch is committed to building and maintaining a culture where everyone belongs, and feels safe and respected. Each of us plays an important role in making this goal a reality. The Bellingham Branch abides by and supports its Member Bill of Rights and the Mountaineers' Member Code of Ethics, Prohibited Behavior Policy, and Prohibited Behavior Investigation Policy.

#### **4. MEMBERSHIP**

Membership in the Bellingham Branch is open to all Mountaineers members in good standing.

#### **5. GOVERNANCE**

##### **5.1. Executive Committee**

5.1.1. The Executive Committee shall consist of seven officers:

- Chair
- Chair-Elect
- Board of Directors Representative
- Secretary
- Treasurer
- Diversity, Equity & Inclusion Representative
- Safety Officer

5.1.2. Officers must be current members of the Bellingham Branch and in good standing.

## 5.2. Branch Council

- 5.2.1. At a minimum, the Branch Council shall consist of the Officers of the Executive Committee, the Stewardship & Conservation Coordinator, and all confirmed Activity and Program Committee Chairs, and it perform the duties set forth in Section 5.3.
- 5.2.2. If an Activity or Program Committee chair is unable to attend an official Branch Council meeting they shall have the right to send a representative to serve as a voting member of the Branch Council.
- 5.2.3. The Branch Council shall be responsible for the governance of the Branch, including, but not limited to:
  - Making rules and determining policy for the Branch and its membership, activities, programs, and property.
  - Managing the budget and controlling the expenditures of the Branch.
  - Carrying out the purposes, mission, and interests of the Branch.
- 5.2.4. Stewardship & Conservation Coordinator: In service of the Bellingham Branch, this non-voting role shall exist and perform the duties as listed below.
  - Shall motivate, lead, and support conservation activities and awareness to Bellingham Branch, its volunteers and the community.
  - Shall facilitate and enable communication of stewardship and conservation efforts and activities across all Bellingham Branch program and activity committees.
  - Shall lead the effort to engage and involve the Bellingham Branch in the conservation of our public lands for future generations.

## 5.3. Duties of Officers

- 5.3.1. Chair
  - Shall preside at all regular and special meetings of the Executive Committee and the Branch Council.
  - Shall serve as spokesperson for the Branch and shall perform any other duties prescribed herein.
  - Shall prepare and distribute written agendas for all regular and special meetings of the Executive Committee and Branch Council.
- 5.3.2. Chair-Elect
  - Assist the Chair with duties of the office.
  - Except for good cause, the Chair-elect is expected to attend all meetings over which the Chair presides within the Branch.
- 5.3.3. Secretary

- Shall be the recording officer of the Branch and shall be the custodian of all Branch records, correspondence, and reports other than those for which the Treasurer is responsible.
- Shall take, maintain, and distribute in a timely fashion the minutes of all Executive Committee and Branch Council meetings.
- Shall oversee the execution and communication of Branch elections.

#### 5.3.4. Treasurer

- Shall ensure that procedures are established and properly operating for the collection and disbursement of all funds for which the Branch is responsible and shall make periodic and annual reports concerning the same.
- Shall assist in the preparation of and receive and review the budgets proposed by the activity and program committee chairs for the next fiscal year and shall combine them into the Branch Budget Proposal according to requirements determined by the Finance Committee of The Mountaineers Board of Directors.
- Shall interface with The Mountaineers Director of Finance and the Treasurer, and other staff, as necessary.

#### 5.3.5. Board of Directors Representative

- Shall serve as the Bellingham Branch Director on The Mountaineers Board of Directors.
- Shall communicate the Board's activities to the Bellingham Branch Council, subject to limits of confidentiality.

#### 5.3.6. Safety Officer

- Shall take the lead on all safety-related issues pertaining to the Branch.
- Shall represent Bellingham in the Mountaineers Safety Committee and advocate for safety on the Branch Council.

#### 5.3.7. Diversity, Equity & Inclusion Representative

- **Policy Development:** Shall collaborate with leadership to create and refine DEI policies and practices, ensuring alignment with organizational goals and compliance with code of conduct.
- **Support and Resources:** Shall serve as a resource for leaders and students seeking support or guidance on DEI-related matters, addressing concerns, facilitating conflict resolution to enhance DEI in the outdoors, and delivering training/workshops and educational materials.
- **Community Engagement:** Shall build and maintain relationships with external organizations and community groups to promote diversity and inclusion, and represent the branch at relevant events and forums.

### 5.4. Terms

- 5.4.1. Except as provided below, Officers will assume office on or before November 1st and will serve a one-year term, through October 31st of the next year, or until a successor(s) is appointed and confirmed by the Executive Committee.
- 5.4.2. Chair-Elect serves the first of a two-year term as Chair-Elect and the second year as Chair. The Chair-Elect after serving one year, shall succeed automatically to the office of Chair in the following year, serving a one-year term as Chair. Should the Chair-Elect be unable or unwilling to succeed as Chair, then the Chair shall be nominated and elected in the same manner as the other Officers but limited to a one-year term.
- 5.4.3. The Board of Directors Representative shall serve a three-year term per Mountaineers Bylaws.
- 5.4.4. An officer may serve up to two terms consecutively after being elected. After two terms, if the officer would like to continue in their role, they must be elected again. They can continue to be reelected unless a suitable successor is found.
- 5.4.5. No person can hold two officer positions with the Bellingham Branch at the same time, except on an interim basis while a vacated position is being filled. Approval must be secured from the Executive Committee anytime a current officer assumes a second interim officer role.

## **5.5. Order of Succession**

- 5.5.1. In the event that the Chair is unable to attend a regular, Executive Committee, or special meeting then any of the other attending officers may chair the meeting, given the following order of succession
  - Chair Elect
  - Board of Directors Representative
  - Treasurer
  - Secretary
  - Safety Officer
  - DE&I Representative

## **6. ELECTION OF OFFICERS**

### **6.1. Nominations**

- 6.1.1. Annually, a member of the Executive Committee shall send out a request for nominations to all members of the Bellingham Branch.
- 6.1.2. Any qualified Branch member who is willing and able to serve must make their candidacy known to the Executive Committee prior to the September Branch Committee meeting.

## **6.2. Elections**

- 6.2.1. Elections shall be held electronically in the month of September.
- 6.2.2. Election protocol shall be determined by the Executive Committee and may take any of the following forms:
  - Any officer position with only one eligible candidate can be approved by a simple majority of the current Executive Committee at the September Branch meeting.
  - Held electronically by sending approved nominees to the Mountaineers staff for inclusion in the organization-wide annual ballot.
  - Held electronically by another method decided by the Executive Committee.
- 6.2.3. Any vote by the branch membership for an officer position that ends in a tie will go to a vote by the Executive Committee.
- 6.2.4. Election results must be communicated to all Branch Members and candidates by the end of October.
- 6.2.5. Newly elected officers shall assume office based on the terms outlined in Section 5.4.

## **6.3. Officer Vacancies**

- 6.3.1. An officer position shall be deemed vacant by reason of resignation, removal from office, lack of election candidates, by failing to attend three consecutive Branch Council meetings, or failure to perform other duties required herein unless previously excused by the Executive Committee.
- 6.3.2. The Chair shall fill vacancies by appointment of an eligible Bellingham Branch member, subject to ratification by the Executive Committee. Any service so appointed shall serve only until the next annual election.

## **6.4. Removal of Officers**

- 6.4.1. No Officer shall be removed prior to the expiration of their term of office except for good cause.
- 6.4.2. The process of removal must be initiated by a two-thirds vote of the Branch Council excluding the affected officer.
- 6.4.3. Removal may only be voted for good cause shown at a meeting called for that purpose, with notice of that purpose sent to all Executive Committee members.

## **7. MEETINGS**

Regular meetings of the Branch Council shall be held at least six months of the calendar year. The October meeting shall be the annual Branch Rendezvous. Regular meetings of the Branch Council shall be announced in advance and a proposed agenda made available by a

suitable means of publication. Members interested in presenting or commenting upon agenda items shall be accommodated within reason based on the time and space available, but the Branch Council shall be entitled to maintain order of its meetings and control of its meeting schedule.

The Chair or any two other Officers may call for a special regular meeting in advance of the next regularly scheduled meeting with reasonable notice to the Branch Council members.

At the discretion of the Chair, or upon written request of any three other members of the Executive Committee, the Chair shall call a meeting of the Executive Committee, following reasonable notice to all Executive Committee members. At such meetings, the Executive Committee may act in the stead of the full Branch Council when emergency, timeliness, or other special circumstances require such action to protect the best interests of the Branch.

The Executive Committee shall notify the Branch Council of any appointments made or actions taken by the Executive Committee on or before the next regularly-scheduled Branch Council meeting. Any appointments made or actions taken by the Executive Committee shall be the action of the Branch Council unless reversed by a vote of the Branch Council at the next regularly scheduled meeting. Such meetings of the Executive Committee may be in-person; or via telephone or video conference.

### **7.1. Rules of Order**

- 7.1.1. When required, or in case of questions of points of order, the current edition of Roberts Rules of Order, Newly Revised, shall provide guidance subject to The Mountaineers Bylaws, this Branch Charter and any Standing Rules of Order established by the Branch Council for governing its affairs.

### **7.2. Quorum**

- 7.2.1. A quorum of appropriate members must be present for a vote on any matter at any meeting.
- 7.2.2. Having a simple majority of voting-eligible members shall constitute a quorum.

### **7.3. Voting**

- 7.3.1. Each Executive Committee Member in attendance at a Branch Council meeting is entitled to vote on any matter.
- 7.3.2. Each confirmed Activity or Program Committee chair is entitled to vote on any matter at a Branch Council meeting. In the case of co-chairs, each co-chair is entitled to half a vote.
- 7.3.3. A committee chair may designate a committee member to attend in their stead at a Branch Council meeting without prior notification. Designees shall be allowed to vote at Branch Council meetings only with notification to the Chair

prior to the meeting, but that designee may have only one vote even if they are also an officer or chair of another committee.

- 7.3.4. The Chair shall only cast their vote in the event of a tie. The Chair is free to vote on any and all proxies that have been delegated to them.

#### **7.4. Voting by Email**

- 7.4.1. Voting on a motion or any other business brought before the Branch Council normally occurs at a meeting. This allows for a full debate of the issue at hand. In extraordinary cases if an issue cannot be brought to resolution during the course of a meeting then the proposed resolution may be presented to the Council at a later time via email, and voting may then occur via email. A motion is required to allow an email vote on any specific issue or business.

- 7.4.2. The person initiating the email will:

- Send the email to all members of the Branch Council as defined in section 5.2.1
- State the issue at hand and the proposed resolution
- Propose a motion to adopt the resolution asking for a vote of “Yea, Nay or Abstain”
- Ask for a second

During the voting process at least one other member must second the motion. Members voting on the proposal will cast their vote, and do not need to wait for a second to the motion prior to casting their votes. If at least one of the emails does not contain a second, then the vote is null and void. The results of the email vote will be recorded by the Branch Secretary and then emailed to all members of the Branch Council before the next regularly scheduled Branch Council meeting.

- 7.4.3. A quorum as defined by section 7.2 is required for the issue to be adopted. A member of the Branch Council, or their delegate, is considered “present” at an email vote if they cast a vote: Yea, Nay, Abstain. Any member that does not cast a vote is not present.
- 7.4.4. The initiation of an email vote is not allowed within ten days of a normally scheduled meeting of the Branch Council. In this case voting shall be conducted per section 7.3.

### **8. COMMITTEES**

Activity and Program Committees shall be established for the purpose of furthering the desire of Branch members to pursue selected types of activities and programs not inconsistent with the mission and purpose of The Mountaineers, including the offering of coursework and instruction emphasizing the safe and skillful enjoyment of such activities and programs. Activity and Program Committees shall be formed as follows:

- 8.1. A new Activity or Program Committee may be created by the Branch Council when presented by Branch members with a petition consisting of the signatures of 20 branch members in good standing, proposed charter, and estimated annual committee budget. If, after an examination of the facts and circumstances, the Branch Council concludes that the interests of the Branch and its members will be served thereby, the Branch Council will, by majority vote, approve the formation of the new activity committee.
- 8.2. The Executive Committee has the authority to dissolve any committee by majority vote if the committee is no longer able to carry out its mission and reasonable efforts to resolve the situation have not been successful.
- 8.3. Each Activity and Program Committee shall have its sphere of interest, activity, or program, and other purposes, powers, duties, and reporting relationships defined and documented in the form of a committee charter or other appropriate committee governing documents that are consistent with The Mountaineers Bylaws, Policies and the Bellingham Branch Charter. Each committee shall be considered the subject matter expert for their activity.
- 8.4. Each committee is authorized to govern itself and to manage participation in the program or activities within the scope of its charter, including but not limited to adoption and amendment of an appropriate structure, governing documents, and other appropriate rules, regulations, policies, and procedures, selection of a chair and other officers and committee members, management of its budget and control of its funds and expenditures, and enforcement of its rules of fair and consistent disciplinary procedures.
- 8.5. The authority of each committee to manage its own funds and budget is subject to the duty to submit a proposed annual budget to the Branch Treasurer, to make such financial reports to the Branch or Treasurer as the Branch Council may reasonably require, and to the authority of the Branch Council to adopt an overall budget which controls the funds and expenditures of the Branch in its totality.
- 8.6. Each committee's Chair, or Co-Chairs, shall be nominated by the committee and shall be subject to confirmation by majority vote of the Executive Committee.
- 8.7. Activity and Program Committee Chairs may be removed by majority vote of the Executive Committee upon a showing of good cause after a prompt and timely due process hearing.
- 8.8. Activity Committee Chairs are responsible for ensuring that their committee actively and in good faith participates in the Mountaineers summit process for their activity and works with Mountaineers staff to maintain relevant and up to date Activity Minimum Standards. Activity Committees for activities which are only offered by the Bellingham branch are responsible for working with Mountaineers staff to maintain relevant and up to date Activity Minimum Standards.



8.9. The Branch Council is empowered to resolve issues involving conflicts or questions between, among or within Activity and Program Committees, and to act upon petitions from Branch members or other program and activity participants allegedly aggrieved by the failure of any committee to follow its own rules by any asserted inconsistency between a committee practice and a controlling Mountaineers or Branch policy or procedure, or by the failure of any committee to provide an appropriate disciplinary and grievance process. The Branch Council may delegate its authority in the foregoing respects to an appropriate Mountaineers administrative committee.

## **9. CODE OF CONDUCT**

The Mountaineers is a community of passionate outdoor enthusiasts who welcome all people to share their deep connections to the outdoors. In order to ensure this is the case, The Mountaineers has developed several policies which define expectations for members and leaders in support of our goals as a welcoming, inclusive and respectful community.

The Bellingham Branch Council is responsible for ensuring that Mountaineers members affiliated with the Bellingham Branch abide by the following policies:

- 9.1.1. Board Policy - Member Code of Ethics
- 9.1.2. Board Policy - Mountaineers Standards of Participant Conduct
- 9.1.3. Board Policy - Mountaineers Prohibited Behavior Policy
- 9.1.4. Board Policy - Mountaineers Prohibited Behavior Investigation Policy
- 9.1.5. Branch Policy - Member Bill of Rights

Follow-up on Prohibited-Behavior Complaints: The Mountaineers Prohibited Behavior Policy and Prohibited Behavior Investigation Policy together identify certain serious behaviors which, if reported on a Mountaineers member, must be investigated at the Mountaineers Staff level. Behaviors falling into the category of discrimination, harassment (sexual or otherwise) or retaliation against reporting members automatically escalate to staff-level investigation. If a serious behavior is reported that does not fall into one of those categories, the board policies require, to the extent possible, that an investigation be conducted at the level at which the complaint arose or the behavior occurred – usually by the relevant committee. However, should the nature of the complaint or apparent conflict of interest justify it, then the complaint may be investigated and reviewed at the next highest level (for example, by the branch leadership).

## **10. CHARTER AMENDMENTS**

An amendment may be proposed in either of the following ways: by petition by any member of the Branch or by majority vote of the Executive Committee. The Executive Committee shall vote on the proposed amendment no later than the first meeting following its presentation. A simple majority vote of the Executive Committee is required for approval or rejection of proposed amendments. Any Amendment to the Branch Charter must comply with The Mountaineers bylaws.

- 10.1. Amendment by Petition: Any Branch member may propose an amendment to the Branch Charter by presenting the text of the proposed amendment to the Secretary together with a petition signed by at least twenty Branch members in good standing. Upon validation of the signatures the Secretary shall present the proposed amendment to the Executive Committee for acceptance at its next meeting or within fifteen days of receipt whichever is later.
- 10.2. Amendment by Council: Any Officer or any committee appointed by the Executive Committee may propose an amendment to the Branch Charter by presenting the text of the proposed amendment to the Branch Secretary, who shall then present the proposed amendment to the Executive Committee at their next meeting or within fifteen days of receipt, whichever is later.

## 11. DOCUMENT REVISION HISTORY

Version	Amendment Description	Date
1.0	Initial Release of Branch Policy rewrite	02-2025