

1 BRANCH NAME

The name of the Seattle Branch of The Mountaineers shall be – The Mountaineers-Seattle Branch.

2 AUTHORITY

This Seattle Branch governing document, hereafter referred to as the Seattle Branch Charter, is adopted pursuant to the authority granted by Article VII of The Mountaineers Bylaws. The governing instruments of the Seattle Branch shall be the current Mountaineers Bylaws and Policies and the Seattle Branch Charter. This document shall be consistent with the current Mountaineers Bylaws and Policies. This document may be amended to conform to the Bylaw by a vote at any Council meeting, without having to conform to procedures in Bylaw Article IX, effective as of the effective date of the said Bylaw.

3 PURPOSES AND MISSION

The purposes and mission of the Seattle Branch shall be those of The Mountaineers.

4 MEMBERSHIP

Membership in the Seattle Branch is open to all current members of The Mountaineers, upon request. Classification and privileges of members, including eligibility to vote and hold office, shall be the same as those established for The Mountaineers.

5 GOVERNANCE

The Seattle Branch of The Mountaineers shall be governed by a Branch Council, consisting of an Executive Committee and all of the Activity Chairs. The Branch Council shall be solely responsible for the governance of the Branch, including but not limited to making rules and determining policy for the Branch and its programs and property, managing the budget and controlling the expenditures of the Branch, and acting to further the interests, mission, and purposes of the Branch for the well-being and fulfillment of its membership.

The Branch Council may create, restructure, or dissolve such administrative committees as may appear necessary or desirable for carrying out the purposes and programs of the Branch, appoint officers and members of such committees, and delegate to such committees appropriate powers and duties, except that no such committee shall displace any Activity Committee, as described in Section 7 of this document, from operating within its appropriate sphere of activity.

5.1 The Executive Committee

The Executive Committee shall consist of seven officers –

- Chairperson Elect
- Chairperson
- Immediate Past Chairperson
- Secretary
- Treasurer
- Board of Directors Representative
- Safety Officer

The Chairperson Elect, Chairperson, Immediate Past Chairperson, Secretary, Treasurer, and Board of Directors Representative shall be elected. The Safety Officer shall be appointed by the Chairperson.

Officers must be members of the Seattle Branch and in good standing.

5.2 Term Conditions and Stipulations

5.2.1 Election of the Chairperson Elect, Chairperson and Immediate Past Chairperson

The chief executive officer (CEO), whether elected or appointed, shall serve a full term for a period of three years. The first year the CEO shall serve as Chairperson-Elect. The second year the CEO shall serve as the Chairperson. The third year the CEO shall serve as the Immediate Past Chairperson. The terms shall begin and end coincident with the fiscal year of The Mountaineers.

5.2.2 Election or appointment of all other officers

Each other member of the Executive Committee, whether elected or appointed, shall serve for a period of two (2) years, with the term beginning and ending coincident with the fiscal year of The Mountaineers.

Elected officers may serve for multiple terms, but not for more than two (2) consecutive terms at any given time.

In the event that a replacement cannot be found for any of the elected positions, except for the Chairperson, for any reason, the Chairperson shall have the authority to 1) temporarily extend the term of the incumbent or 2) appoint an interim officer to serve for a period of up to one (1) year, or until such time that a replacement can be found.

In the event that a replacement cannot be found for the Chairperson, the Executive Committee may extend the incumbent's term for up to two (2) additional years.

In the event that the incumbent does not agree to an extension then the Executive Committee may appoint any qualified individual in the Branch to the position until

such time that a replacement can be found.

5.3 Officer's Duties

Each member of the Executive Committee shall serve as the liaison to the counterparts in the other Branches, and attend meetings pertinent to the position, as well as executing any additional tasks assigned by the Chairperson. Additionally, each officer in the Executive Committee shall perform the duties as assigned in the in sub-sections 5.3.1 through 5.3.7

5.3.1 Chairperson

The Branch Chairperson shall –

- Preside at all regular Branch, Executive Committee, and special meetings.
- Confirm all Activity Committee chairs.
- Be an ex-officio member of all committees except the Nominating Committee.
- Be the spokesperson for the Branch.

5.3.2 Chairperson Elect

The Chairperson Elect shall

- Act in place of the Chairperson in the latter's absence.
- Assist the Chairperson with duties of the office.

5.3.3 Immediate Past Chairperson

The Immediate Past Chairperson shall

- Serve as chair of the Membership Committee
- Assist the Chairperson with duties of the office.

5.3.4 Secretary

The Secretary shall –

- Be the recording officer for the Branch Council.
- Take, transcribe, and archive the minutes of the Branch Council meetings, and any Executive Committee meetings.

5.3.5 Treasurer

The Treasurer shall –

- Oversee the financial affairs of the Branch.
- Periodically report to the Branch Council on the state of the finances of the branch.
- Interface with The Mountaineers Director of Finance and the Treasurer, and other Staff, as necessary.

5.3.6 Board of Directors Representative

The Board of Directors Representative shall –

- Serve the interests of the Branch at The Mountaineers Board of Directors meetings, retreats, and gatherings.
- Periodically provide reports to the Branch Council.

5.3.7 Safety Officer

The Safety Officer shall –

- Take the lead on all safety/related issues pertaining to the Branch.
- Periodically provide reports to the Branch Council.

5.4 Order of Succession

In the event that the Branch Chairperson is unable to attend a regular, Executive Committee, or special meeting then any of the other attending Branch Officers may chair the meeting, given the following order of succession –

- Chairperson Elect
- Immediate Past Chairperson
- Treasurer
- Board of Directors Representative
- Secretary
- Safety Officer

Whenever a Branch Officer other than the Branch Chairperson chairs a Branch Council meeting they automatically assume the duties, responsibilities, and authorities of the Branch Chairperson, for the duration of the meeting.

6 CONFLICT RESOLUTION

The Branch Council is empowered to resolve conflicts or questions arising between, among,

or within Activity Committees, and to rule upon petitions from Branch members or other program or activity participants alleging the failure of any committee to follow its own rules, or asserting inconsistency between a committee practice and a controlling Mountaineers or Seattle Branch policy or procedure, or alleging the failure of any committee to provide an appropriate disciplinary or grievance process. The Branch Council may delegate its conflict resolution authority to an appropriate administrative committee or to the Activity Committee Chairs for resolution at their regularly scheduled meetings. In the latter case, only the chairs of unaffected committees shall participate in any resolution of the matter at issue.

7 ACTIVITY COMMITTEES

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, Branch Activity Committees shall be formed as follows:

7.1 Creation of a New Activity Committee

A new activity 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 and proposed charter. 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.

7.2 Activity Committee Governance

Each Activity 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 Seattle Branch Charter. Each Activity shall be considered the subject matter expert for their activity for the Seattle Branch of The Mountaineers.

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.

The authority of an Activity 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.

7.3 Activity Chairperson Duties

Activity Chairpersons shall govern their committees in accordance with The Mountaineers By-Laws and Policies and the Seattle Branch Charter, serve as the liaison to their counterparts in the other Branches, and attend meetings pertinent to the

Activities position, as well as executing any additional tasks assigned by the Branch Chairperson.

An Activity Chair may appoint a delegate to act for the Chair as a member of the Council whenever said Chair is not in attendance.

Activity Chairs must be members of the Seattle Branch and in good standing.

8 ELECTIONS

For the election of Branch officers, a Nominating Committee shall be convened. The committee shall consist of the Immediate Past Chairperson, Secretary, and two non-officer members of the full Branch Council. The Immediate Past Chairperson shall be the chair of the Nominating Committee. The Secretary shall maintain the official list of nominees for each office that is up for election. At the end of the nomination period, the Nominating Committee shall automatically dissolve.

By July 1, the Nominating Committee shall nominate two qualified Branch members who are willing and able to serve for each position coming up for election at the next annual election.

In the event that no nominees are found, the Chair may nominate officers, subject to Branch Council ratification, for the coming term(s)

The non-officer members of the Branch Council will elect the Branch Officers from those nominated for each position.

8.1 Eligibility

Any qualified Branch member in good standing who is willing and able to serve may also be nominated for any position by means of a petition submitted to the Nominating Committee or the Branch Secretary by August 1. Such petitions must bear the signature of at least ten Branch members in good standing.

8.2 Scheduled Election

Elections for Branch Officers shall be held during the regularly scheduled September meeting, or as designated by the Chairperson.

9 VOTING

A motion to bring business before the Branch Council for vote may be made by any Branch Officer or Activity Chair, but not by the Chairperson.

Any and all business that comes before the Branch Council for a vote must receive a simple majority of the eligible voting members present, including voted proxies, to be adopted.

9.1 Eligibility

The Executive Committee and the Activity Chairs shall be eligible to cast votes for all elected Branch positions and any other such business that may come before the Branch Council. Each Executive Committee member and each Activity representative may cast a single vote for their position or Activity.

The Branch Chairperson shall only cast their vote in the event of a tie. The Chairperson is free to vote any and all proxies that have been delegated to him/her.

9.2 Proxy

In the event that Branch Council Officers (excluding the Chairperson) and/or Activity Chairs are unable to attend a meeting they may delegate their proxy to another individual that is in attendance. A properly delegated proxy must be verifiable by members in attendance at the meeting.

A verifiable proxy may be in, but not necessarily limited to, the following formats: written, email, text message, or voice-mail. The Executive Committee has the sole authority for authenticating a proxy.

9.2.1 Executing a Proxy

A proxy may be issued with instructions to the delegate. The delegate is then obligated to execute the proxy as instructed. If no instructions are issued, then the delegate will vote the proxy according to what they believe is in the interest of the delegate. If such interests are unknown by the delegate, then the delegate may vote the proxy as they see fit.

9.3 Voting by Email

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.

9.3.1 Execution of an Email Vote

The person initiating the email will –

- Send the email to all members of the Branch Council.
- State the issue at hand and the proposed resolution.
- Propose a motion to adopt the resolution.
- 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.

A simple majority of the eligible members casting a vote by email is required for the issue to be adopted. The results of the email vote will be recorded by the Branch Secretary and then emailed to all members of the Branch Council.

9.3.2 Email Vote Quorum

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.

A quorum for the vote will meet the requirements of Section 12.1, Quorum, based on the members who cast a vote.

9.3.3 Time Restrictions for Email Voting

The initiation of an Email vote is not allowed within ten working days of a normally scheduled meeting of the Branch Council. Such votes will be addressed at the Branch Council meeting. A working day is defined as any day that the Mountaineers Program Center is normally open for business to the public.

9.3.4 Voting Period

The period of time allowed for votes to be cast via Email shall extend for ten (10) business days (as defined in 9.3.3, above) beyond the initiation of the vote. The voting period will formally end at 11:59 PM on the tenth day. Any votes

received after that time will not be counted.

9.3.5 Council Members Without Email Addresses

Any Council member that does not have an email address will receive notice of an email vote via the U.S. Postal Service. A response to an email vote via U.S. Postal Service shall still be subject to section 9.3.4, Voting Period, above.

10 Budget Signature Authority

The Chairperson shall have the authority to commit/disburse Branch Reserve funds in an amount up to but not exceeding five-thousand dollars (\$5000), in aggregate for the fiscal year. Once the disbursement limit has been reached then any and all additional requests must be brought before the Branch Council.

The disbursement of funds in excess of one-thousand dollars (\$1000) in a single amount must be brought before the Branch Council, and do not count towards the Chairperson's limit.

11 Club Branch Liaison

The Chief Executive Officer of The Mountaineers, or their delegate, may appoint a Staff member as liaison to the Branch Council. The acceptance of the appointed liaison is at the sole discretion of the Executive Committee of the Branch Council.

12 MEETINGS

Regular meetings of the Branch Council shall be held bi-monthly in odd-numbered months, or more frequently as the Branch Council may determine.

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

At the discretion of the Chairperson, or upon written request of any three other members of the Executive Committee, the Chairperson shall call a meeting of the Executive Committee, following 5 days' 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 Council of any appointments made or actions taken by the Executive Committee on or before the next regularly-scheduled Council meeting. Any appointments made or actions taken by the Executive Committee shall be the

action of the Council unless reversed by a vote of the Council at the next regularly-scheduled meeting. Such meetings of the Executive Committee may be in-person; or via telephone or video conference.

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.

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.

12.1 Quorum

A quorum of appropriate members must be present for a vote on any matter at any meeting.

Five (5) non-officer members, plus three (3) officer members, of the full Branch Council shall constitute a quorum for a regular meeting of the Branch Council.

Any four (4) members of the Executive Committee shall constitute a quorum for that committee.

Proxies shall not count for purposes of a quorum. The Executive Committee procedures should be used if necessary in the event a quorum cannot be reached without proxy votes.

13 REMOVAL OF OFFICERS

No Officer shall be removed prior to the expiration of the applicable term of office except for good cause.

The process of removal may be initiated upon a two-thirds vote of the Branch Council, with the affected Officers counting only toward the quorum.

Removal may only be voted for good cause shown at a meeting called for that purpose, with notice of that purpose sent to all Branch Council members.

Failure to attend three consecutive meetings, unless excused by the Chair, or majority vote of the Branch Council if the Chair is affected, shall be considered one of the acts or omissions constituting good cause for removal.

14 AMENDING THE SEATTLE BRANCH CHARTER

Amendments to this Seattle Branch Charter may be proposed in either of the following ways: by petition by any member of the Branch or by majority vote of the Council.

14.1 Petition

Any Branch member may propose an amendment to the Seattle Branch Charter by presenting the text of the proposed amendment together with a petition supporting such amendment to the Branch Secretary. The petition of support must be signed by at least twenty (20) Branch members in good standing. The Secretary shall then present the proposed amendment and the petition to the Council at its next meeting. The Council may accept the proposed amendment following presentation, if two-thirds of those voting find the amendment appropriate. If the Council does not accept the amendment the Secretary will report the reasons given therefore to the proposer.

14.2 Vote of the Council

Any individual Officer, Branch Council member or any committee appointed by the Branch Council may also propose an amendment to the branch charter. The proposed amendment must be presented to the Branch Secretary, who shall then present the proposed amendment to the Council at the next meeting. The Council shall vote on the proposed amendment no later than the first meeting following its presentation. A two-thirds vote of the Council is required to enact an amendment

Amendment History

- Governing Document of the Seattle Branch Amended via Ballot December 2001.
- Branch Charter-Seattle – Amended via Ballot December 2005.
- Branch Charter-Seattle – Amended via Ballot December 2008.
- Branch Charter-Seattle – Amended via Ballot November 2011
- Branch Charter-Seattle – Amended via Ballot July 2016
- Branch Charter-Seattle –Amended via Ballot May 30, 2019

Approved March 11, 2023 by The Mountaineers Board of Directors.