

Procedural revisions and Bylaw amendments approved by Tacoma Branch Council on June 29, 2015.
Bylaw amendments for approval by membership in August, 2015 special election.

BYLAWS

MOUNTAINEERS, TACOMA BRANCH

ARTICLE I **Organization Name**

This organization shall be known as, "The Mountaineers, Tacoma Branch".

ARTICLE II **Place of Business**

The principal place of business shall be the city of Tacoma, Washington.

ARTICLE III **Governance and Bylaws**

The Mountaineers, Tacoma Branch, shall be governed by the Tacoma Mountaineers Council. The Council shall be comprised of elected members of the Tacoma Branch. The Council shall operate in accordance with the bylaws, the governing instrument of the Tacoma Branch, except as otherwise provided herein. The Bylaws of the Mountaineers, Tacoma Branch shall not be inconsistent with the Bylaws of the Mountaineers. Any changes necessary to maintain this relationship shall be made automatic and not require voting approval by the Branch membership.

ARTICLE IV **Purpose**

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.

ARTICLE V **Membership**

Persons of desirable character, who are interested in the purpose of this organization as stated above, are eligible for membership. Procedures for becoming a member shall be determined by the Mountaineer's Board of Trustees and implemented by the Branch. All applications for membership shall be submitted to the Mountaineer's Board of Trustees in according to procedures determined by said board. Members of The Mountaineers from other localities may transfer membership to this branch.

ARTICLE VI **Tacoma Governing Council**

SECTION 1: COMPOSITION

The Tacoma Branch Council shall be comprised of (10) elected members of the Tacoma Mountaineers - (5) Officers and (5) Members as follows:

- Chair
- Chair-Elect
- Secretary
- Treasurer
- Representative to Mountaineer's Board of Trustees
- (5) Members

SECTION 2: PURPOSE AND AUTHORITY

The Council is vested with the entire management and governance of the Tacoma Branch. This includes the appointment of committee chairs, monitoring and approval of expenditures, administrative management of the Tacoma Program Center, support and oversight of volunteers, approval of new activities or major changes to existing activities, and ensuring activities are aligned with the organizational purpose, mission and values.

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SECTION 3: FISCAL RESPONSIBILITY

No Tacoma Branch activity, nor its Council, shall incur any indebtedness beyond the amount of funds actually in its treasury.

SECTION 4: COUNCIL MEMBER QUALIFICATIONS

All Council members shall be in good standing with the Tacoma Mountaineers organization and with fellow members. The Tacoma Branch Council shall be responsible for ensuring all Council Officers and Members have the tools and information needed to actively participate in the governance of the Tacoma Branch.

ARTICLE VII
Duties of Officers

SECTION 1: CHAIR

It shall be the duty of the Chair to provide leadership and oversight of the entire Tacoma Mountaineers organization. This includes the coordination and facilitation of all Council meetings, communication with membership, oversight of activities and committees, delegation of responsibilities and ensuring organizational objectives are carried out in accordance with the expectations and values of the Mountaineers. The Chair shall have the authority to enforce policy and procedure, appoint Committee Chairs and appoint members of Council in the case of vacancy.

SECTION 2: CHAIR-ELECT

It shall be the duty of The Chair-Elect to act in the place of the Chair in the latter's absence and shall then have all the powers and duties of the office. The Chair-Elect shall assist the Chair with organizational and management tasks, understand the role and responsibilities of the Chair and assist with delegating responsibilities among Council members.

SECTION 3: SECRETARY

It shall be the duty of the Secretary to take minutes at all Council meeting and ensure proper procedure is followed for agenda items requiring Council vote. The Secretary is also responsible for transmitting minutes to Council members for approval and posting the approved minutes where they can be accessed by membership and the public.

SECTION 4: TREASURER

It shall be the duty of the Treasurer to guide the Branch Council and various activity committees in meeting the organizational requirements of operating as a financially sound unit of a not-for-profit corporation, The Mountaineers. To this end, the Treasurer is tasked with providing a channel of communication and coordination, relative to Branch financial matters, between the various Branch activity committees and the Branch Council. Working with the Tacoma Branch Representative to the Mountaineers Board of Trustees, the Branch Treasurer will also provide a channel of communication and coordination between the Branch and the various staff in the Seattle office and Board positions concerned with financial management. If the Treasurer is not available the Treasurer's responsibilities will default to the Branch Chair.

The Mountaineers Board Financial Management Policy governs Branch financial management. The financial management responsibilities of the Branch are spelled out in the excerpts of this policy.

Budgeting: "All organizational units shall monitor revenues and expenditures on a regular basis and make program adjustments as necessary to ensure adherence to the approved operating and capital budget."

Responsibility: Branch and division treasurers are responsible for:

- Participation in preparing annual budgets for submission to the Finance Committee.
- Budget monitoring as discussed above.
- Ensuring that Branch or division financial obligations are met.
- Understanding financial results and status of all Branch or division financial accounts.

If a Branch or division treasurer is not established, this responsibility defaults to the chair.

SECTION 5: BOARD OF TRUSTEES REPRESENTATIVE

The Tacoma Council Member serving on the Mountaineer Board of Trustees (Seattle Representative) shall attend and participate in the meetings of that board, and shall render a written record of its activities to the Tacoma Branch Council.

ARTICLE VIII
Election of Council Officers and Terms of Office

SECTION 1: TERMS OF OFFICE

a. The term of office for all Council Members shall be 2 years.

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- b. All Council positions, except for Chair, shall be elected by the membership every 2 years in the month of September.
- c. In October of the 2nd term year, Council will vote on the Chair-Elect becoming the next Chair. A vote in the affirmative shall result in the current Chair-Elect automatically becoming Chair for next term.
- d. If the Chair-Elect chooses not to pursue the Chair position, or does not receive a majority vote of Council, the Chair position will be considered open and will follow the same election process as all other Council positions.
- e. All Council terms will begin at the first scheduled Council Meeting following the election, generally in October.
- f. A vacancy in any office shall be filled by appointment from the Tacoma Branch Council. The appointed individual shall hold office until the next general election. No member may serve in more than one office at one time.

SECTION 2: NOMINATING COMMITTEE

- a. A nominating committee, comprised of Tacoma members representing a wide range of activities, shall be formed to oversee the election process. The primary charge of the committee is to facilitate the election, recruit candidates (if necessary) and ensure the election process is executed in accordance with established bylaws and procedures.
- b. Recognizing that all council positions require knowledge of the Branch, the Nominating Committee shall review such knowledge of all candidates for Council positions. Only those candidates approved by the Nominating Committee shall be allowed to run for Tacoma Branch Council positions.
- c. Council will be responsible for selecting the Chair of the nominating committee. The committee Chair shall not be a candidate in the upcoming election.

SECTION 3: ELECTION PROCESS

- a. All members in good standing shall be eligible to vote. All members in good standing, except Junior Members, shall be eligible to hold office.
- b. Elections shall be held one month prior to the end of Council terms, generally in September.
- c. Election processes, procedures and timelines are detailed in the Tacoma Operations Manual "Redbook."

ARTICLE IX **Committees and Activities**

SECTION 1: COUNCIL DELEGATION

The Tacoma Branch Council shall delegate the management of all activities and properties of the Tacoma Branch to such committees as it sees fit, including appointment of committee chairs.

SECTION 2: CHAIRPERSON

Each committee chairperson may appoint as many members to assist as deemed necessary.

SECTION 3. NEW ACTIVITIES

Any new activity to the Tacoma Mountaineers must go through the vetting and approval process as indicated in the Procedures section of this manual.

ARTICLE X **Duties of Committees**

SECTION 1: FINANCIAL

- a. Each committee shall provide the Treasurer a budget of estimated expenses to be incurred in the forthcoming year.
- b. Each committee shall make such charges to members and guests as may be reasonable to cover the expenses of the committee. Committee expenses shall include an amount for Branch administration and building operations in lieu of any charge for committee use of the building and support by office staff.
- c. Each Committee Chair shall work with the Branch Treasurer to ensure that all monies received from committee activities are promptly deposited and handled according to the Treasurer's established procedures for handling monies.
- d. Each Committee Chair shall request reimbursement by the Treasurer of all proper expenses incurred by committee members, according to procedures established by the Branch Treasurer.

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e. Upon Tacoma Branch Council authorization, the Treasurer may authorize advancement of a sum not in excess of \$200.00 to a custodian designated by the committee chair to establish a petty cash fund for that committee, subject to such terms and conditions as the Treasurer shall impose.

f. Each committee shall submit an annual report of its activities to the Tacoma Branch Council, in writing, and shall submit additional reports as deemed necessary by the Tacoma Branch Council or the committee chairman.

g. Each committee shall work with the Branch Treasurer to prepare an itemized annual financial report, together with such funds as it has on hand, not later than October 15. This report shall cover the period from October 1 to September 30, which shall be the fiscal year.

ARTICLE XI **Meetings**

SECTION 1: MEMBERSHIP

Regular meetings of the membership shall be held at such time and place as the Tacoma Branch Council may designate. Due notice of each meeting shall be made through all possible modes of communication available at the time.

SECTION 2: COUNCIL

Regular meetings of the Tacoma Branch Council shall be held monthly except when exempted by council. Whenever possible, all decisions by the Tacoma Branch Council shall be made at meetings provided for in this article.

SECTION 3: SPECIAL MEETINGS

Special meetings of the Tacoma Branch Council or of the entire membership may be called by the Chair, or at the request of a majority of Council, to be held at any time other than the regular meeting. Due notice shall be given.

ARTICLE XII **Quorums**

SECTION 1: COUNCIL

Five members of the Tacoma Branch Council shall constitute a quorum for the transaction of its business.

SECTION 2: ELECTIONS

Results shall be determined by simple majority of votes cast.

ARTICLE XIII **Rules of Order**

Robert's Rules of Order, Newly Revised, shall govern all parliamentary matters.

ARTICLE XIV **Amendments**

SECTION 1: AMENDING BYLAWS

Any member of Council may propose an amendment to the Bylaws. Proposed amendments shall be discussed during a regularly scheduled Council meeting and require a formal vote. If approved by Council, the Bylaw amendment shall be included on the ballot in the next scheduled election for approval by the general membership. A statement for and against may be included on the ballot if appropriate. Approval by membership shall be determined by simple majority of votes cast. Approved amendments become effective immediately.

SECTION 2: AMENDING PROCEDURES

Any member of Council may propose an amendment to procedures. Proposed amendments shall be discussed during a regularly scheduled Council meeting and require a formal vote. If approved by Council, the amendment becomes effective immediately.

SECTION 3: CLERICAL CHANGES

Non-substantive revisions made to Bylaws and Procedures solely for the purpose of clarity and/or alignment with current technology and practices must be communicated in writing to the Council Chair. The Chair shall determine if the proposed changes shall go through the amendment procedures indicated in Article XIV, or may be initiated without Council approval.