**Mountaineers**

Foothills Branch

Revised Draft Governing Document (12/17/2019)

**Section I – Name**

1. The name of this branch of The Mountaineers shall be The Foothills Branch.

**Section II – Authority**

* 1. This governing document is adopted pursuant to the authority granted by Article VII of the Mountaineers Bylaws.
  2. The Foothills Council 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 Mountaineers bylaws.
  3. The Foothills Branch is committed to building and maintaining a culture where everyone feels safe and respected. Each of us plays an important role in making this goal a reality. The Foothills Branch abides by and supports the Mountaineers’ Member Code of Ethics, Prohibited Behavior Policy, and Prohibited Behavior Investigation Policy

**Section III - Purposes**

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

**Section IV - Membership**

* 1. Membership in the Foothills Branch is open to all Mountaineers members in good standing upon request.
  2. Membership categories are the same as those established for The Mountaineers.

**Section V - Officers, Council, and Management**

* 1. Officer Positions: The Officers of the Foothills Branch shall be a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, Board of Trustees Representative, Safety Officer and up to five At Large Council Members.
     1. The Officers of the Foothills Branch must be current members of the Foothills Branch and in good standing with the Mountaineers.
  2. Executive Committee: The Officers of the Foothills Branch shall comprise the Executive Committee. The Executive Committee shall have all of the powers and authority of the Branch Council in the intervals between meetings of the Branch Council, subject to the direction and control of the Branch Council. Any appointments made or actions taken by the Executive Committee shall be subject to ratification by the Council.
  3. Branch Council: Shall consist of the Officers and all confirmed Activity and Program Committee Chairs and perform the duties set forth in Section VI.
  4. Branch Council Duties: The Branch Council [hereafter "Council"] shall, to the extent not inconsistent with the Mountaineers Bylaws, this governing document, and the powers herein reserved to the Branch members and the Branch committees, be responsible for the governance of the Branch, including, but not limited to:
     1. Making rules and determining policy for the Branch and its membership, activities, programs and property;
     2. Managing the budget and controlling the expenditures of the Branch; and
     3. Carrying out the purposes, mission, and interests of the Branch.
  5. The Council may approve the creation of new Activity and Program Committees
  6. The Council may create, restructure, or dissolve such administrative committees and ad hoc committees as are necessary or desirable for carrying out the purposes and programs of the Branch.
  7. The Council may appoint officers and members of such committees and delegate appropriate powers and duties, except that no such committee shall displace any activity committee from operating within its appropriate activity sphere. For purposes of this document, "activity committee" shall include any ongoing program or activity committee as described in Section IX.
  8. The Council will approve the annual budget and ratify Council Officers and Council members

**Section VI - Duties of Officers**

* 1. Chair: The Chair shall preside at all regular and special meetings of the Council and at meetings of the Executive Committee. The Chair shall serve as spokesperson for the Branch and shall perform any other duties prescribed herein.
  2. Chair-Elect: The Chair-Elect shall act as Chair during the temporary absence or disability of the Chair and shall prepare to succeed to the office of Chair as forth in Article VI. Except for good cause, the Chair-elect is expected to attend all meetings over which the Chair presides. The Chair-elect is also expected to participate actively in the Branch Succession/Nominating Committee.
  3. Past-Chair: The Past-Chair - shall preside over Council and Executive Committee meetings when the Chair and Chair-Elect are unable to attend. The Past-Chair shall act as the chair of the Branch Succession/Nominating Committee.
  4. Secretary: The 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. The Secretary shall prepare and distribute written agendas for all regular and special meetings of the Council and shall take, maintain, and distribute in a timely fashion minutes of all Council and Executive Committee meetings. The Secretary shall be the liaison for the Branch with Mountaineers staff for annual elections, communicating Council-approved nominees for the ballot and communicating election results back to the Council.
  5. Treasurer: The 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. The Treasurer 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 Trustees. The Treasurer shall actively participate in the Finance Committee of The Mountaineers Board of Trustees to ensure active representation of the Branch’s interests in Finance Committee decisions and to bring insights and decisions from the Finance Committee back to the Council.
  6. Board Representative: The Board Representative shall serve as the Foothills Branch Trustee on The Mountaineers Board of Trustees. In addition to the duties of a Branch Trustee set forth in The Mountaineers Bylaws, the Board Representative shall represent the Foothills Branch as the meetings of The Mountaineers Board of Trustees and shall communicate the Board's activities to the Foothills Branch Council (subject to limits of confidentiality).
  7. Safety Officer: The Branch Safety officer shall be appointed by the Chair and represent Foothills in the Mountaineers Safety Committee, and the advocate for safety on the Council.
  8. At-Large Council Members: Up to five At-Large Council members shall attend and participate in the regular and special meetings of the full Council. At-Large Council members shall be available to carry out special assignments, attend various Mountaineers Club meetings, and to serve on administrative and ad hoc committees at the direction of or upon appointment by the Chair.
  9. Terms: Except as provided below, Officers will assume office on November 1st and will serve a two-year term, through October 31st of the second year, or until a successor(s) is -appointed and confirmed by the council.
     1. Chair-Elect (annual election). Serves the first of a three-year term as chair-elect, the second year as chair, and the third year as past-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 as provided in this Article, except the term of office for a Chair so elected shall be limited to one year.
     2. No officer may serve more than two full terms consecutively in any one office unless a qualified successor is not found.
     3. No person can hold two officer positions with the Foothills Branch at the same time, except on an interim basis while a vacated position is being filled. Approval must be secured from the Branch Council anytime a current officer assumes a second interim officer role.
     4. No one shall serve more than two consecutive terms, four (4) years, on the Council. For purposes of this provision, successive service as Chair-elect and Chair shall only be considered to be one term.

**Section VII - Election of Officers**

* 1. A Branch Succession Committee shall be maintained as an ongoing administrative committee of the branch, responsible for maintaining up to date position descriptions for all Branch council positions, for establishing effective recruiting processes for Branch and committee leadership roles, and for bringing forward nominees for Council roles that have been vacated since the last election or that are about to finish their terms.
     1. Members of the committee - shall not be eligible as candidates for open positions.
     2. The Past Chair shall chair the Branch Succession Committee and appoint committee members
  2. At the regular June Council meeting the Branch Succession Committee shall present their nominations of qualified Branch members who are willing and able to serve for each open position. More than one candidate may be nominated for each position open, but no more than three candidates for any one position.
  3. Any qualified Branch member who is willing and able to serve may make their Candidacy known to the Branch Succession Committee or to the Secretary. Nominations may also be by a petition submitted to the Branch Succession Committee or to the Branch Secretary by or at the regular June Council meeting. Such petitions must bear the signature of at least twenty Branch members in good standing.
  4. The list of candidates and their statements prepared by or on behalf of the nominees shall be compiled by the Branch Secretary and presented at the regular June Council meeting for approval. The Secretary shall then forward approved nominees for council positions to the Mountaineers staff for inclusion in the October annual ballot.
  5. Election results will be communicated by Mountaineers staff to the Secretary by the end of October and announced to the Council.
  6. Newly elected officers shall assume office November 1 following election.
  7. Vacancy: A vacancy shall be deemed to exist in a Branch office by reason of resignation, removal from office, lack of election candidates, or by three consecutive months' failure to attend Council meetings or to perform other duties required herein unless previously excused by the Council. The Chair shall fill vacancies by appointment of an eligible Branch member, subject to ratification by the Council. Any service so appointed shall serve only until the next annual election. Such service by appointment to fill out a partial term shall not count as a term in office for the purpose of the limitation on consecutive terms in office.
  8. Removal from Office: Any officer may be removed from office for good cause at any time by a two-thirds vote of the Branch Council, confirmed for good cause through a timely hearing of a Due Process Committee of non-Council members appointed by the Council.

**Section VIII - Meetings**

* 1. Council Meetings: Regular meetings of the Council shall be held at least quarterly or on a more frequent schedule as the Council may determine. The Chair, or any three branch officers, may call for a special meeting in advance of the next regularly scheduled meeting with due notices to the remaining Council members.
     1. Council meetings shall be announced in advance and a proposed agenda made available by a suitable means of publication or notification. Members interested in presenting or commenting upon agenda items shall be accommodated within reason on the time and space available, but the Council shall be entitled to maintain order of its meetings and control of its meeting schedule.
  2. Executive Committee Meetings: The Chair or any two other members of the Executive Committee may call for a meeting of that committee with due notice to its remaining members.
  3. Special Meetings: Special meetings may be convened for the purposes of conducting business not regularly conducted at a regular scheduled general meeting. Special meetings will be determined by the Chair or any three branch officers with one-month due notice given to the Branch membership by publication or some other means of communication.
  4. Parliamentary Procedures: The current edition of Roberts New Rules of Order, Newly Revised shall govern in all parliamentary procedures.
  5. Quorum: A majority of all Council members constitutes a quorum. Each -Council member has one vote (except in the case of committee co-chairs who each have a half-vote) and action shall be by majority vote of the entire Council. Only filled At-Large Council seats will count toward quorum.
  6. Voting: Each Council Member (or their designee) in attendance at a Council meeting is entitled to vote on any matter coming Executive Committee meetings.
     1. Committee Chair: Each confirmed chair or co-chair shall be a voting member of the Council. A committee chair may designate a committee member to attend and vote in their stead at a Council meeting with notification to the Council Chair prior to the Council meeting, but that designee may have only one vote even if they are also an officer or chair of another committee.

**Section IX – Committees**

* 1. Committees: For the purposes of furthering the desires of Branch members to pursue selected activities and programs consistent with the mission and purpose of The Mountaineers, including the offering of course and instruction emphasizing the safe and skillful enjoyment of such activities and programs, committees shall be formed as follows:
     1. New committees and programs: May be created by the Council when presented by Branch members with a prospectus of committee scope, agenda, and timeline, if, after examination of the facts and circumstances, the Council concludes that the interests of the Branch and its members will be served thereby.
  2. Sphere of interest: Each committee or program shall have within its sphere of interest other purposes, powers, duties, and reporting relationships defined and documented in the form of a charter or other appropriate governing document. This document shall be not inconsistent with The Mountaineers Bylaws, this Branch Governing Document, and other applicable Mountaineers policies, procedures, guidelines and resolutions. Each committee shall be authorized to govern and manage activity participation within the scope of its charter and the relevant Mountaineers Activity Minimum Standard, included but not limited to adoption and amendment of appropriate structure, governing documents and other appropriate rules, regulations, policies and procedures, the selection of a chair, officers and committee members, management of its budget, control of funds and expenditures, approval and training of activity leaders, and fair and consistent disciplinary procedures.
  3. Selection of Chairs: Activity and Program Committee Chairs or Co-Chairs shall be nominated by the committee and shall be subject to confirmation by majority vote of the Council.
  4. Removal of Chairs: Activity and Program Committee Chairs may be removed by majority vote of the Council upon a showing of good cause after a prompt and timely due process hearing.
  5. Resolution of Conflicts: The Council is empowered to resolve issues involving conflicts or questions between, among or within activity and program committees, and to dispose of 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 Council may delegate its authority in the foregoing respects to an appropriate administrative committee.
  6. Follow-up on Prohibited-Behavior Complaints: The Mountaineers Board Policy on Prohibited Behavior identifies certain serious behaviors which, if reported on a Mountaineers member, must be investigated. Behaviors falling into the category of discrimination, harassment 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 policy requires, to the extent possible, that an investigation be conducted at the level which the complaint arose or the behavior occurred – usually by the relevant activity 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).
  7. Participation in Cross-Branch Summits to Develop or Update Activity Minimum Standards: Most Mountaineers activities are governed by activity minimum standards developed at cross-branch activity summits and approved by the Branch Leadership Committee. Every activity committee chair is responsible to ensure that their committee participates in good faith in the summit process for their activity and works with staff to maintain relevant and up to date Activity Minimum Standards. (Excepting activity committees for activities which are offered by only a single branch – in those cases that branch’s activity committee is responsible for working with staff to maintain relevant and up to date Activity Minimum Standards.
  8. Budget Management: The authority of an activity or program 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 Council or the Treasurer as the Council may reasonably require, and to the Council's authority to adopt an overall budget and to control the funds and expenditures of the Branch in their totality.
  9. Dissolution of a Committee. The council by majority vote 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.

**Section X - Amendments**

* 1. Amendments to the Branch Governing Document: 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 Council.
  2. Amendment by Petition: Any Branch member may propose an amendment to the Branch Governing Document 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 Council for acceptance at its next meeting or within fifteen days of receipt whichever is later.
  3. Amendment by Council: Any Officer or any committee appointed by the Council may propose an amendment to the Branch Governing Document by presenting the text of the proposed amendment to the Branch Secretary, who shall then present the proposed amendment to the Council at their next meeting or within fifteen days of receipt, whichever is later.
  4. Approval or Rejection of Amendments: The Council shall vote on the proposed amendment no later than the first meeting following its presentation. A simple majority vote of the Council is required for approval or rejection of proposed amendments.