

# **BRANCH GOVERNING DOCUMENT**

## **SNOQUALMIE FOOTHILLS BRANCH**

### **Section I - Name**

The name of this branch of The Mountaineers shall be The Mountaineers, Snoqualmie Foothills Branch.

### **Section II - Authority**

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

The governing instruments of the Snoqualmie Foothills Branch shall be the current Mountaineers Bylaws.

This governing document shall be not inconsistent with the current Mountaineers Bylaws. Any changes to this governing document which become necessary solely for the purpose of reflecting current amendments to The Mountaineers Bylaws may be made by the branch governing body without resort to the procedures for amendment set forth in Article IX. Any such change shall be considered to have taken effect as of the effective date of the corresponding amendment to The Mountaineers Bylaws.

### **Section III - Purposes**

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

### **Section IV – Membership**

Membership in the Snoqualmie Foothills Branch is available upon request. Classification and privileges of members shall be determined by a Membership Policy established by the Snoqualmie Foothills Council.

### **Section V – Officers, Council, and Management**

1. The Officers of the Snoqualmie Foothills Branch must be current members of the Snoqualmie Foothills Branch.
2. The Officers of the Snoqualmie Foothills Branch shall be a Chair, Chair-Elect, Secretary, Treasurer, Board of Trustees Representative, and three At Large Council Members.

3. The Officers and all confirmed Activity and/or Program Committee Chairs constitute the Snoqualmie Foothills Branch Council and perform the duties set forth in Section VI.
4. 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:
  - making rules and determining policy for the Branch and its membership, activities, programs and property, and
  - managing the budget and controlling the expenditures of the Branch, and
  - carry out the purposes, mission, and interests of the Branch.
5. There shall be an Executive Committee of the Council consisting of Council Officers defined in Section V. – 1. The Executive Committee shall sit in the stead of the full Council when emergency, timeliness, or other special circumstances require such action to protect the best interests of the Branch. Any appointments made or actions taken by the Executive Committee shall be subject to ratification by the Council.
6. The Council may create, restructure, or dissolve such administrative committees and ad hoc committees as may appear necessary or desirable for carrying out the purposes and programs of the Branch. 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.

## **Section VI – Duties of Officers**

1. 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. 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.
3. 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. With the assistance of any ad hoc committees the Secretary chooses to appoint, the Secretary shall organize elections of Officers and voting on proposed amendments, including such notification as should be required for a Special Meeting, for preparing, distributing, collecting, and counting ballots and recording and announcing the results.
4. 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.

5. The Board Representative shall serve as the Snoqualmie 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 Snoqualmie Foothills Branch at the meetings of The Mountaineers Board of Trustees and shall render the Board's activities to the Snoqualmie Foothills Branch Council.
6. The remaining three Council members shall attend and participate in the regular and special meetings of the full Council. Council at Large 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.
7. Each Council Officer and Branch Activity and Program Committee Chair (or their designee) in attendance at a Council meeting is entitled to vote on any matter coming before the Council for decision at that meeting. Each Council Officer is likewise entitled to vote at Executive Committee meetings they attend with the exception of the Chair, who shall vote at meetings of the Council or the Executive Committee only in the event of a tie.
8. To provide continuity of leadership, the terms of office for the Snoqualmie Foothills Branch Council Officers shall be as follows: The term of each office shall be for two years, beginning November 1 of the year elected and ending October 31 of the second year following, except for the Chair-elect, who shall be elected annually. 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. For the Branch's initial year of operation, the terms of the Secretary and two of the three Council members [whose duties are described in Paragraph 6 of this Section] shall be for one year only. No one shall serve more than two consecutive terms 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. The Nominating Committee for selecting candidates for election as Officers on the Council shall be appointed by the Council at the regular May Council meeting. The Committee shall consist of three members, one shall be a Council member ineligible for re-election, and two other non-Council members.
2. At the regular July Council meeting the Nominating 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 Nominating Committee or to the Secretary. Nominations may also be by a petition submitted to the Nominating Committee or to the Branch Secretary by or at the regular August Council meeting. Such petitions must bear the signature of at least twenty Branch members in good standing.
4. The list of candidates and voting information including statements prepared by or on behalf of the nominees shall be prepared under the direction of the Branch Secretary and presented at the regular August Council meeting. The Secretary shall then prepare instructions for a write-in ballot to be mailed or published and distributed in the Mountaineers October publication.
5. Ballots must be received by the close of business on the Wednesday following the third Tuesday in October.
6. Newly elected officers shall assume office November 1 following election.
7. Elected officers shall resign from any committee or program chair positions they may have held prior to their election to the Council.
8. 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.
9. No Officer shall be removed prior to the expiration of the applicable term of office except as follows: The process of removal may be initiated only upon a two-thirds vote of all the unaffected Officers. Such removal shall be confirmed only for good cause shown after a prompt and timely hearing before a due process committee on non-Council members selected following the same process required for selecting that year's Nominating Committee. Confirmation of removal shall require a two-thirds vote of the member of such due process committee.

## **Section VIII – Meetings**

1. **Regular Scheduled General 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 other Officers may call for a special meeting in advance of the next regularly scheduled meeting with due notices to the remaining Officers. In the circumstances prescribed in Section V. Paragraph 3, 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. A majority of the Officers of the [full] Council shall constitute a quorum of the Council or the Executive Committee. Activity Committee Chairs shall not count toward a quorum of the Council. A quorum must be present for a vote on any matter. Regular meetings of the Council 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. **Special Meetings:** Special meetings may be convened for the purposes of conducting business not regularly conducted at a regular scheduled general meeting when called for by the Chair or a majority of the Council and one month due notice of such a Special Meeting has been given to the Branch membership by publication or some other means of communication.
3. **Annual Meeting:** The regular scheduled meeting in September shall be known as the Annual Meeting.
4. The current edition of Roberts New Rules of Order, Newly Revised shall govern in all parliamentary procedures.

## **Section IX - Committees**

For the purposes of furthering the desires of Branch members to pursue selected activities and programs not inconsistent 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 petition and proposed charter 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 Snoqualmie 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, 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, and to enforce its rules of fair and consistent disciplinary procedures.
3. **Selection of Chairs:** Activity and Program Committee Chairs shall be selected by the various committees and shall be subject to confirmation by majority vote of the Council. Each confirmed chair shall be a voting member of the Council but shall not count toward a quorum 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.

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. **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.

#### Section X – Amendments

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

1. **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. The Council may by majority vote recommend approval of the proposed amendment to the membership by endorsement and shall be reflected in the ballot materials.
2. **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, which ever is later. 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 to place the amendment on a ballot with the recommended approval of the proposed amendment to the membership by endorsement and shall be reflected in the ballot materials.
3. **Vote of the Branch Membership Required:** Any amendment to the Branch Governing Document shall be submitted by approval of the Branch membership at the next regularly scheduled election or by special ballot issued at a Special Scheduled Meeting.

4. Approval by the membership shall be defined as a simple majority of the valid ballots returned. Unless otherwise stated in the amendment, it shall become effective the first day following the approval. Notification of the results of the ballot and retention of the ballots shall conform to provisions for the annual Officer balloting as prescribed in Section VI.