

THE MOUNTAINEERS

Foothills Branch Charter

Section I – Name

- 1.1 The name of this branch of The Mountaineers shall be the Foothills Branch.

Section II – Authority

- 2.1 This governing document, hereafter referred to as the Foothills Branch Charter, is adopted pursuant to the authority granted by Article IX of the Mountaineers Bylaws.
- 2.2 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.

Section III - Purposes

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

Section IV - Membership

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

Section V - Governance

- 5.1 Officer Positions: The Officers of the Foothills Branch shall be a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, Board of Directors Representative, Safety Officer and up to three (3) At-Large Council Members.
- 5.1.1 The Officers of the Foothills Branch must be current members of the Foothills Branch and in good standing with the Mountaineers.
- 5.1.2 The Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, Board of Directors Representative, and At-Large Council Members shall be elected. The Safety Officer shall be appointed by the Chair.
- 5.2 Executive Committee: The Officers of the Foothills Branch shall comprise the Executive Committee. The Executive Committee shall have all 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 can be reversed by vote of the Branch Council as described in Section 8.2.2 below.
- 5.3 Branch Council: The Foothills Branch of The Mountaineers shall be governed by a Branch Council consisting of the Executive Committee and all Activity Committee Chairs. For purposes of this document, "Activity Committee" shall include any ongoing program or activity committee as described in Section XI below.

- 5.4 Branch Council Duties: The Branch Council, hereafter “Council” shall, to the extent not inconsistent with the Mountaineers Bylaws, this Branch Charter, and the powers herein reserved to the Branch Members and the Branch Activity Committees, be responsible for the governance of the Branch, including, but not limited to:
- 5.4.1 Making rules and determining policy for the Branch and its membership, activities, programs, and property;
 - 5.4.2 Managing the budget and controlling the expenditures of the Branch; and
 - 5.4.3 Carrying out the purposes, mission, and interests of the Branch for the well-being and fulfillment of its membership.
- 5.5 The Council may approve the creation and dissolution of Activity Committees.
- 5.6 The Council may create, restructure, or dissolve such administrative committees and ad-hoc committees as deemed necessary or desirable for carrying out the purposes and programs of the Branch.
- 5.7 The Council may appoint officers and members of such administrative and ad-hoc committees and delegate appropriate powers and duties to same, except that no such committee shall displace any Activity Committee from operating within its appropriate activity sphere.
- 5.8 The Council shall approve the annual budget.
- 5.9 The Council shall ratify the selection of Activity Committee Chairs.

Section VI - Duties of Officers

- 6.1 General: Each Officer of the Foothills Branch except At-Large Council Members shall serve as the liaison to their counterparts in other Branches, attend meetings pertinent to the position, and execute any additional tasks assigned by the Chair. Additionally, each Officer in the Foothills Branch shall perform the duties assigned in Sections 6.2 through 6.9 below.
- 6.2 Chair: The Chair shall preside at all regular and special meetings of the Council and meetings of the Executive Committee. The Chair shall serve as spokesperson for the Branch.
- 6.3 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 Section 6.12.1 below. The Chair-Elect is expected to attend all meetings over which the Chair presides.
- 6.4 Past-Chair: The Past-Chair shall assist the Chair with the duties of the office.
- 6.5 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.

- 6.6 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 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. The Treasurer shall actively participate in the Finance Committee of The Mountaineers Board of Directors 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.
- 6.7 Board of Directors Representative: The Board of Directors Representative shall represent the interests of the Foothills Branch at The Mountaineers Board of Directors meetings, retreats, and gatherings. The Board of Directors Representative shall communicate the Board's activities to the Council (subject to limits of confidentiality).
- 6.8 Safety Officer: The Branch Safety Officer shall represent the Branch in the Mountaineers Safety Committee and shall take the lead on all safety-related issues pertaining to the Branch. The Safety Officer shall also mentor Committee Safety Officers and convene meetings with such group as appropriate.
- 6.9 At-Large Council Members: At-Large Council members shall attend and participate in the regular and special meetings of the 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.
- 6.10 Order of Succession: In the event the Chair is unable to attend a regular, special or Executive Committee meeting, then any of the other attending Officers of the Executive Committee may chair the meeting, in the following order:
- Chair-Elect
 - Past-Chair
 - Treasurer
 - Board of Directors Representative
 - Secretary
 - Safety Officer

- 6.11 Whenever a Branch Officer other than the Chair presides over a meeting they automatically assume the duties, responsibilities, and authorities of the Chair for the duration of the meeting.
- 6.12 Terms: Except as provided below, Officers, whether elected or appointed, will assume office on October 1st and will serve a two-year term through September 30th of the second year, or until a successor is appointed and confirmed by the Council.
- 6.12.1 Chair-Elect. Serves a three-year term. The Chair-Elect shall automatically succeed to the office of Chair upon completion of the regular two-year term of the 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 section, except the term of office for a Chair so elected shall be agreed upon and specified on the ballot as either one or two years.
- 6.12.2 Past-Chair. Upon completion of the Chair term, the outgoing Chair has the option to serve as Past-Chair, with the role, responsibilities, and voting privileges outlined in this document. If the outgoing Chair does not wish to accept the Past-Chair role, they shall communicate this to the Chair and the Council may appoint, by majority vote, any willing former Foothills Branch Chair. Should no former Foothills Branch Chair wish to fill the role, the office will not count against quorum and will remain vacant until the next Chair vacates office.
- 6.12.3 No Officer may serve more than two full terms consecutively in any one office unless a qualified successor is not found.
- 6.12.4 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 Council anytime an Officer assumes a second interim Officer role.

Section VII - Election of Officers

- 7.1 For the election of Officers, a Nominating Committee shall be convened.
- 7.2.1 The committee shall consist of at least four (4) and not more than six (6) members of the full Council.
- 7.2.2 Members of the committee shall not be eligible as candidates.
- 7.2.3 Once formed, the members of the Nominating Committee shall select a chair and notify the Council of the result.
- 7.2.4 At the end of the nominating period, the Nominating Committee shall automatically dissolve.
- 7.2 Any qualified Branch member who is willing and able to serve may make their candidacy known to the Nominating Committee. The Nominating Committee may also solicit third-party nominations from the Branch membership.

- 7.3 By July 1st, the Nominating Committee shall present their nominations of qualified Branch members who are willing and able to serve for each open position.
- 7.4 The list of candidates and their statements prepared by or on behalf of the nominees shall be compiled by the Secretary and presented to the Council by August 1st for approval. The Secretary shall then forward approved nominees for Council positions to the Mountaineers staff for inclusion in the August-September annual ballot.
- 7.5 The Secretary shall receive the election results from Mountaineers staff to the Secretary by the end of September and communicate the results to the Council.
- 7.6 Newly elected officers shall assume office October 1st following election.
- 7.7 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 (3) consecutive failures to attend or send a representative to Council meetings 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 Officer 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 Section 6.12.3 above.
- 7.8 Removal from Office: Any Officer may be removed from office 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

- 8.1 Council Meetings: Regular meetings of the Council shall be held at least quarterly or on a more frequent schedule as the Council may determine.
- 8.1.1 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.
- 8.2 Executive Committee Meetings: The Chair or any two other members of the Executive Committee may call for a meeting of that committee with seven (7) days' notice to its remaining members.
- 8.2.1 At such meetings the Executive Committee may act 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.
- 8.2.2 The Executive Committee shall notify the Council of any actions taken by the Executive Committee on or before the next regularly-scheduled Council meeting. Any 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.

- 8.3 Special Meetings: The Chair or any three Officers may call for a special meeting with fourteen (14) days' notice given to the Branch membership by a suitable means of publication or notification.
- 8.3.1 Special meetings may be convened for the purposes of conducting business not conducted at a regularly scheduled general meeting.
- 8.4 Parliamentary Procedures: The current edition of Roberts New Rules of Order, Newly Revised shall govern in all parliamentary procedures.

Section IX – Quorum

- 9.1 A quorum of appropriate members must be present for a vote on any matter to be binding.
- 9.2 Council and Special Meetings: A majority of all Council positions actually filled shall constitute quorum for regularly scheduled Council and special meetings.
- 9.3 Executive Committee: Any four (4) members of the Executive Committee shall constitute quorum for the committee.
- 9.4 Proxies: Proxies shall count for purposes of meeting quorum.
- 9.5 Electronic Votes: Quorum is presumed for all electronic votes as described in Section 10.4 below.

Section X – Voting

- 10.1 General: The following general guidelines apply to voting.
- 10.1.1 A motion to bring business before the Council for a vote may be made by any Officer or Activity Chair, but not by the Branch Chair.
- 10.1.2 Except where otherwise noted, any motion that comes before the Council for a vote must receive a simple majority of the eligible voting members present, including voted proxies, to be adopted.
- 10.2 Eligibility: Each Council member is eligible to vote on any matter brought before the Council, unless otherwise noted in this Branch Charter.
- 10.2.1 Each Executive Committee member and each Activity Committee may cast a single vote.
- 10.2.2 For Activity Committees with multiple co-chairs, only a single vote may be cast on behalf of the Activity Committee.
- 10.2.3 A member who is serving in multiple roles that would otherwise each have a vote is only entitled to a single vote.
- 10.2.4 The Branch Chair shall only cast a vote in the event of a tie.
- 10.3 Proxy: If Council members are unable to attend a meeting, they may delegate their proxy to another individual who is not already a voting member on the Council.

- 10.3.1 A properly delegated proxy must be verifiable by members in attendance at the meeting.
 - 10.3.2 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.
 - 10.3.3 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 member for whom they are serving as proxy. If such interests are unknown by the delegate, then the delegate may vote the proxy as they see fit.
 - 10.3.4 Proxies are not permitted for electronic votes conducted in accordance with Section 10.4 below.
- 10.4 Electronic Voting: Electronic voting is permitted outside regular, special or Executive Committee meetings in accordance with the following process:
- 10.4.1 Mechanism: The electronic vote may be conducted by any means acceptable to the Council which may include, but is not limited to, email, forum, or electronic survey, so long as the ability to verify the identity and eligibility of the voting member is present.
 - 10.4.2 Discussion: Any Branch member may initiate an electronic vote by publishing a message to the Council stating the issue at hand and the proposed resolution. Discussion by the Council shall be allowed for a period of not fewer than seven (7) days but not to exceed thirty (30) days or the next regularly scheduled Council meeting, whichever is sooner.
 - 10.4.3 Motion to Approve: Upon completion of active discussion, any Council member, excluding the person who submitted the proposal, may motion to adopt the resolution. At least one other Council member must second the motion.
 - 10.4.4 Voting: Council 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, but if no one seconds the motion, the vote is null and void. All votes must allow for a member to formally abstain.
 - 10.4.5 Time Restrictions: An electronic vote is not allowed within the ten (10) calendar days leading up to regularly scheduled Council meeting. Such votes should be addressed at the meeting. However, a proposal may be open for discussion within this period, and there is no limit to how soon a proposal may be voted on electronically after a regularly scheduled Council meeting.
 - 10.4.6 Voting Period: The period allowed for casting electronic votes shall extend for fourteen (14) calendar days beyond the initiation of the vote. The voting period will formally end at 11:59 PM on the fourteenth (14th) day, local Seattle time. Any votes received after that time will be treated as a failure to vote.

10.4.7 Resolution of the Vote: To pass, the motion must receive a majority of affirmative votes from all Council members who did not formally abstain. Council members who fail to respond to the electronic vote within the voting period are counted as votes in opposition to the motion.

Section XI – Activity Committees

- 11.1 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, Branch Activity Committees shall be formed as follows:
- 11.1.1 New committees and programs: May be created by majority vote of the Council when presented by Branch members with a charter 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.
- 11.1.2 Activity Standards: New Activity Committees may only be formed where there exists Activity Standards approved by The Mountaineers Board of Directors.
- 11.2 Sphere of interest: 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 consistent with The Mountaineers Bylaws, this Branch Charter, and other applicable Mountaineers policies, procedures, guidelines and resolutions. Each committee is authorized to govern and manage participation in the program or activities within the scope of its charter and the relevant Mountaineers Activity Standard, including but not limited to adoption and amendment of 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 enforcement of fair and consistent disciplinary procedures.
- 11.3 Duties of Chairs: Activity Chairs shall govern their committees in accordance with The Mountaineers Bylaws, the Foothills Branch Charter, the Activity Committee Charter, and the relevant Mountaineers Activity Standard. Activity Chairs shall serve as the liaison to their counterparts in the other Branches and serve as the spokesperson for the committee on the Council.
- 11.4 Selection of Chairs: Activity Committee Chairs or Co-Chairs shall be nominated by the committee and shall be subject to ratification by majority vote of the Council.
- 11.5 Term of Chairs: Unless otherwise specified in the Activity Committee Charter, the term of the Activity Committee Chair is two (2) years.
- 11.6 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. Failure to attend or send a representative to three consecutive regular Council meetings, unless previously excused by the Chair, shall automatically constitute good cause for removal.

- 11.7 Resolution of Conflicts: The Council is empowered to resolve issues involving conflicts or questions between, among or within Activity 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.
- 11.8 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 Council).
- 11.9 Participation in Activity Council: Mountaineers activities are governed by Activity Standards developed and maintained by an Activity Council that consists of representatives from each branch per an approved Activity Council Charter. Every Activity Committee Chair is responsible to ensure their committee participates in good faith in the Activity Council and works with staff to maintain relevant and up-to-date Activity Standards.
- 11.9.1 Exception: Activity Committees for activities which are offered only by the Foothills branch need not participate in an Activity Council. In that case the Activity Committee is responsible for working directly with staff to maintain relevant and up-to-date Activity Standards.
- 11.10 Budget Management: The authority of a 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 Branch 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.
- 11.11 Dissolution of a Committee: The Council, by majority vote, has the authority to dissolve any committee if the committee is no longer able to carry out its mission and reasonable efforts to resolve the situation have not been successful.

Section XII - Amendments

- 12.1 Amendments to the Foothills Branch Charter: An amendment may be proposed in either of the following ways: petition by any member of the Branch or proposal by the Council.¹²
- 12.2 Amendment by Petition: Any Branch member may propose an amendment to the Foothills Branch Charter by presenting the text of the proposed amendment to the Secretary together with a petition signed by at least twenty (20) 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 (15) days of receipt whichever is earlier.
- 12.3 Amendment by Council: Any Officer or committee appointed by the Council may propose an amendment to the Foothills Branch Charter 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 (15) days of receipt, whichever is earlier.
- 12.4 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.

Amendment History

- Branch Governing Document – Snoqualmie Foothills Branch Adopted via Ballot 2004.
- Branch Governing Document – Foothills Branch Amended via Ballot December 2019.
- Foothills Branch Charter Amended via Vote of the Council May 2024.