

Mountaineers

Kitsap Branch

*Revised Charter-Bylaws - Governing Document (01/08/2021) **Approved January 28, 2021***

Section I – Name

1.1 The name of this branch of The Mountaineers shall be The Kitsap Branch.

Section II – Authority

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

2.2 The Kitsap Executive Committee 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.

2.3 The Kitsap Branch is committed to building and maintaining a culture where everyone belongs, feels safe and respected. Each of us plays an important role in making this goal a reality. The Kitsap Branch abides by and supports the Mountaineers' Member Code of Ethics, Prohibited Behavior Policy, and Prohibited Behavior Investigation Policy

Section III - Purposes

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

Section IV - Membership

4.1 Membership in the Kitsap 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 - Officers, Executive Committee, and Management

5.1 7 Officer Positions: The Officers of the Kitsap Branch shall be a Chair, Chair-Elect (Vice-Chair), Secretary, Treasurer, Board of Trustees Representative, Safety Officer and up to four At Large Executive Committee Members.

5.1.1 The Officers of the Kitsap Branch must be current members of the Kitsap Branch and in good standing with the Mountaineers.

5.2 Executive Committee: The Officers of the Kitsap Branch shall comprise the Executive Committee (5.1). These officers constitute the elected Executive Committee (EXCOM) and shall perform the duties prescribed in these rules. Activity committee representatives and other specially appointed positions will constitute the unelected portion of the Executive Committee, Branch Executive Committee (see 5.3).

5.3 Branch Executive Committee: Shall consist of the Officers and all confirmed Activity and Program Committee Chairs and perform the duties set forth in Section VI.

- 5.3.1 Each Activity Committee shall have the right to send a representative to serve as a member of the Executive Committee. This representative shall be chosen by the Activity Committee and shall be granted voting rights on the Executive Committee.
- 5.4 Branch Executive Committee Duties: The Branch Executive Committee [hereafter "Executive Committee"] 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:
- 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.
- 5.5 The Executive Committee may approve the creation of new Activity and Program Committees
- 5.6 The Executive Committee 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.
- 5.7 Other Committees. In addition to the Activity, Nominating and Voting committees established herein, the Executive Committee may establish other permanent ("standing committees") or temporary committees as may be helpful to the governance and management of the Branch. Each committee may elect or appoint its own officers and Chair, subject to approval of the Executive Committee (see Article IX hereof for Activity Committees). If the committee fails to elect or appoint its own officers and Chair, the Executive Committee may do so. Section IX.

Section VI - Duties of Officers

- 6.1 Chair: The Chair shall preside at all regular and special meetings of the Executive Committee and at meetings of the Executive Committee. The Chair shall serve as spokesperson for the Branch and shall perform any other duties prescribed herein.
- 6.2 Chair-Elect (Vice-Chair): 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.
- 6.3 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 Executive Committee and shall take, maintain, and distribute in a timely fashion minutes of all Executive Committee and Executive Committee meetings. The Secretary shall be the liaison for the Branch with Mountaineers staff for

annual elections, communicating Executive Committee-approved nominees for the ballot and communicating election results back to the Executive Committee.

- 6.4 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 Executive Committee.
- 6.5 Board Representative: The Board Representative shall serve as the Kitsap 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 Kitsap Branch at the meetings of The Mountaineers Board of Trustees and shall communicate the Board's activities to the Kitsap Branch Executive Committee (subject to limits of confidentiality).
- 6.6 Safety Officer: The Branch Safety officer shall be appointed by the Chair and represent Kitsap in the Mountaineers Safety Committee, and the advocate for safety on the Executive Committee.
- 6.7 At-Large Executive Committee Members: Up to four At-Large Executive Committee members shall attend and participate in the regular and special meetings of the full Executive Committee. At-Large Executive Committee 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.
- 6.8 Terms: Except as provided below, Officers will assume office on October 25th and will serve a two-year term, through October 24th of the second year, or until a successor(s) is appointed and confirmed by the Executive Committee.
- 6.8.1 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 Board of Trustees Representative. 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.
 - 6.8.2 No officer may serve more than two full terms consecutively in any one office unless a qualified successor is not found.
 - 6.8.3 No person can hold two officer positions with the Kitsap Branch at the same time, except on an interim basis while a vacated position is being filled.

Approval must be secured from the Branch Executive Committee anytime a current officer assumes a second interim officer role.

- 6.8.4 No one shall serve more than two consecutive terms, four (4) years, on the Executive Committee. 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

- 7 A Nominating Committee consisting of no less than three members shall be appointed by the Executive Committee at the regular second quarter meeting of each year. If the EXCOM chooses not to appoint a Nominating Committee, the EXCOM members shall fulfill the role of the Nominating Committee. In either case, members of the committee may be serving officers and can be eligible as candidates.
- 7.1 At the regular May EXCOM meetings the Branch 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.
- 7.2 Any qualified Branch member who is willing and able to serve may make their Candidacy known to the Branch Nominating Committee or to the Secretary.
- 7.3 Elections shall be held at or before the October General Meeting. Election protocol shall be determined by the Executive Committee and may take any of the following forms. 1) An uncontested election when only one candidate is nominated for each open position may be held by the members present at the October General Meeting. Balloting may be by voice vote. Members may vote to elect the entire slate of officers by acclamation. 2) Elections may be held by sending approved nominees for positions to the Mountaineers staff for inclusion in the October annual ballot.
- 7.4 Election results will be communicated by EXCOM or if elections are through the annual ballot, the Mountaineers staff will announce to the Secretary by the end of October and announced to the Executive Committee and Branch.
- 7.5 Newly elected officers shall assume office October 25th following election.
- 7.6 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 Executive Committee meetings or to perform other duties required herein unless previously excused by the Executive Committee. The Chair shall fill vacancies by appointment of an eligible Branch member, subject to ratification by the Executive Committee. 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.
- 7.7 Removal from Office: Removal of an officer or committee Chair may be initiated only upon a two-thirds vote of all Executive Committee members and confirmed for good cause shown after a prompt and timely hearing before the Executive Committee, subject to the provisions

of Art. IX hereof regarding activity committees. The vacant position shall be filled by appointment until the general election for elected officials and per activity schedules for activity committee chairs.

Section VIII - Meetings

- 8.1 Branch 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.
- 8.1.1 Branch Executive Committee: The Executive Committee shall be composed of the chairperson, vice chairperson, immediate past chairperson, secretary, treasurer, board of directors representative, safety officer, the four-at-large trustees, as well as the activity committee chairs or their representatives. These officers have voting privileges.
- 8.2 Regular Meetings: shall be held at minimum once in every calendar quarter of the Mountaineers fiscal year (October 1 to September 30). These meetings will be posted on the Branch Website Calendar and announced to the entire branch membership. Additional meetings above this minimum may be called at the chairperson's discretion as necessary. In the absence of a "face to face" meeting, the chairperson may conduct business and call for votes via videoconference or email. Records of any such votes will be recorded as meeting minutes even if a "face to face" meeting did not occur.
- 8.2.1 Regular meetings of the Executive Committee shall be open on a non-voting basis to all club members.
- 8.3 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.
- 8.4 The October meeting shall be the Annual Meeting and shall be posted on the Branch Website Calendar and announced to the entire branch membership.
- 8.5 Parliamentary Procedures: The current edition of Robert's New Rules of Order, Newly Revised shall govern in all parliamentary procedures.
- 8.6 Quorum: A majority of all Executive Committee members constitutes a quorum. Each -Executive Committee 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 Executive Committee. Only filled At-Large Executive Committee seats will count toward quorum. Should a quorum not be present, voting may be postponed or conducted via email. If voting by email, the chairperson shall announce the issue to all members of the EXCOM and provide an opening discussion of that issue. EXCOM members will then have 10 calendar days to respond in emails addressed to "reply all" to ensure all members are included in the discussion. On the 11th calendar day after the initial announcement, the chairperson shall call for a yes or no vote and shall collect votes until the 14th day after the announcement or until a quorum is achieved, whichever occurs later.

8.7 Voting: Each Executive Committee Member (or their designee) in attendance at an Executive Committee meeting is entitled to vote on any matter coming to the Executive Committee meetings.

8.7.1 Committee Chair: Each confirmed chair or co-chair shall be a voting member of the Executive Committee. A committee chair may designate a committee member to attend and vote in their stead at a Executive Committee meeting with notification to the Executive Committee Chair prior to the Executive Committee meeting, but that designee may have only one vote even if they are also an officer or chair of another committee.

Section IX – Committees

9.1 Executive Committee: The Executive Committee shall be composed of the chairperson, vice chairperson, immediate past chairperson, secretary, treasurer, board of directors representative, the four-at-large trustees, as well as the activity committee chairs or their representatives. These officers have voting privileges.

9.2 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:

9.2.1 New committees and programs: May be created by the Executive Committee when presented by Branch members with a prospectus of committee scope, agenda, and timeline, if, after examination of the facts and circumstances, the Executive Committee concludes that the interests of the Branch and its members will be served thereby.

9.3 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 (Branch Bylaws), and other applicable Mountaineers policies, procedures, guidelines and resolutions. Each committee shall be authorized to govern (Activity Charter) 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.

9.4 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 Executive Committee.

9.5 Removal of Chairs: Activity and Program Committee Chairs may be removed by majority vote of the Executive Committee upon a showing of good cause after a prompt and timely due process hearing.

- 9.6 Resolution of Conflicts: The Executive Committee 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 Executive Committee may delegate its authority in the foregoing respects to an appropriate administrative committee.
- 9.7 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).
- 9.8 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).
- 9.9 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 Executive Committee or the Treasurer as the Executive Committee may reasonably require, and to the Executive Committee's authority to adopt an overall budget and to control the funds and expenditures of the Branch in their totality.
- 9.10 Dissolution of a Committee. The Executive Committee 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

- 10.1 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 Executive Committee.

- 10.2 Amendment by Petition: Any Branch member may propose an amendment to the Branch Governing Document (Bylaws) 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 Executive Committee for acceptance at its next meeting or within fifteen days of receipt whichever is later.
- 10.3 Amendment by Executive Committee: Any Officer or any committee appointed by the Executive Committee 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 Executive Committee at their next meeting or within fifteen days of receipt, whichever is later.
- 10.4 Approval or Rejection of Amendments: The Executive Committee shall vote on the proposed amendment no later than the first meeting following its presentation. A simple majority vote of the Executive Committee is required for approval or rejection of proposed amendments.