

**MOUNT BAKER CLUB
BY-LAWS**

**ARTICLE I
Name**

The name of this organization, organized under the provisions of the Washington Non-profit Corporation Act (RCW24.03) is the MOUNT BAKER CLUB (hereinafter referred to as the "Club").

**ARTICLE II
Purpose**

Founded in 1911 to "make known and draw public attention to the unrivaled scenic beauties of the Mount Baker region,"* it is dedicated to the preservation, conservation, exploration and enjoyment of wilderness areas. The Club fosters and stimulates interest in hiking, camping, climbing, bicycling, kayaking, canoeing, skiing and other similar non-motorized outdoor activities and promotes activities of a social nature for the benefit of its members. (*from the Mount Baker Constitution adopted 1911)

**ARTICLE III
Membership**

1. Any person of good character, eighteen (18) years of age or over who subscribes to the interests of the Club is eligible for membership.
2. Applications for membership shall be initiated by completion of the Club's application form and accompanied by the new member fee and annual dues. New applications are confirmed at the monthly Board meetings.
3. Dues shall be established by the Board of Directors from time to time, but kept minimal to encourage participation in the Club. The membership year shall begin on November 1. Dues shall be due and payable on that date. There is no partial year dues.
4. On or before October 1 of each year the Club shall mail to each member a dues statement along with "a Release from Liability and Indemnity form to be signed, dated and returned with the payment of dues. Life members shall also be required to sign, date and return a Release from Liability and Indemnity form annually. Failure to do so within the time prescribed for dues-paying members to remit dues and submit release forms does not qualify the life member as a member in good standing. The Club's receipt of both dues and the release qualifies one as a member in good standing.

5. Membership shall cease by non-payment of dues, resignation or removal for cause.
 - a. Non-payment of dues. The Treasurer shall notify by mail, members who are three months in arrears, those whose dues are not paid within one month thereafter shall be automatically dropped from membership in the Club.
 - b. Resignation. A member may resign by sending a written resignation to the Club Secretary at the Club's address. The resignation shall be effective upon receipt unless specified otherwise.
 - c. Removal for cause. A member may be removed from membership for cause by failing or refusing to work within the framework of the Club~ by bringing adverse publicity or dishonor to the Club, by dishonest or fraudulent acts. Steps for removal are those delineated in the parliamentary authority set forth in Article VIII.

ARTICLE IV

Membership Meetings

1. The annual meeting of the Club shall be held in the month of October of each year on a date, and at time and location to be determined by the Board of Directors for the purpose of electing Directors, receiving reports from officers and committees and for any other business that may come before the meeting. Notice of the annual meeting shall be mailed to each member in good standing or published in the Club newsletter not less than 10 days prior to the date ,of the meeting. Only members in good standing are eligible to vote in any meeting of the Club. For voting purposes at any club meeting, each paid membership shall have one vote.
2. Special meetings may be called by the Board of Directors or upon the written request of not less than-ten (10) members who are in good standing. The purpose of the meeting shall be stated in the call. Notice of such meeting shall be delivered to each member personally or by mail not less than 10 days prior to such meeting.
3. A quorum is present throughout any meeting of the Club if fifteen (15%) percent of the members in good standing are present in person or by proxy at the beginning of the meeting.
4. Votes may be cast in any meeting of the members by a mailed written proxy ballot or pursuant to a proxy duly executed by a member. A member may not revoke a proxy except by actual notice of revocation to the person presiding over the meeting of the membership or by attending said meeting and voting in person. A proxy is void if it is undated or purports to be revocable without notice. A mailed proxy shall not be valid unless it is signed by the member in good standing and received by the Club on or before the date and time of the meeting at which it is to be counted. A proxy shall designate an individual member by name or by general description (e.g. "any officer of the Club") and may therein instruct such person how to vote on the matters to be decided. at the meeting for which, the ballot was prepared.

ARTICLE V
Board of Directors

1. The Board of Directors (hereinafter referred to as the "Board") shall be comprised of seven (7) members in good standing being, the President, Vice President, Secretary, Treasurer and three (3) Trustees at Large. The Board shall control and manage the Club subject to direction from the membership. The Board shall transact the business of the Club between annual meetings.
2. Duties of the Board shall include, but are not limited to:
 - a. Approval of the annual budget at the meeting following the annual meeting;
 - b. Amendment of the budget, from time to time, to meet the needs of the Club including approval in advance of expenditures not otherwise provided in the budget;
 - c. Providing for an annual audit of all Club funds and property;
 - d. Submittal of annual financial reports at the annual meeting; and
 - e. Creation of committees of the Board as necessary.
3. A person shall be a member in good standing of the Club to be eligible to be elected to the Board of Directors, to hold any office or to chair any committee.
4. There are three ways for a member to be nominated for the Board of Directors:
 - a. a Nominations and Elections Committee appointed by the President, and approved by the Board of Directors, not less than 120 days prior to the annual meeting, shall seek out interested and qualified candidates and nominate a slate of directors;
 - b. Nominations submitted to the Nominations and Election Committee by members of the Club; and
 - c. Nominations made from the floor at the annual meeting.
5. Directors shall be elected at the annual meeting. Each Director's term of office shall be two (2) years with the exception of the initial organizational year wherein four (4) shall serve for one year and the balance of those elected shall serve for two (2) years. Selection of one or two year terms shall be by lot at the organizational meeting of the Board of Directors following the annual meeting. In no case shall any member of the Board of Directors be eligible to remain on the Board for more than six (6) consecutive years plus the un-expired portion of a term to which he or she may have been appointed provided that it does not exceed one year. After the expiration of one year, a member shall again be eligible for election to the Board.
6. A member of the Board of Directors may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the Club members present, a quorum being present, at a meeting of the Club called for that purpose; provided that a notice of the proposed action to be taken shall be sent to all members at their address as it appears in the Club records, not less than fourteen (14) days before the meeting and by certified mail to the Board member being challenged. Steps for removal are those delineated in the parliamentary authority set forth in Article VIII.
7. A vacancy on the Board of Directors shall be filled by the Board at the first available opportunity.

8. The Board of Directors shall meet monthly at a regularly scheduled time and place with notice to the general membership in the Club's newsletter or in any other manner determined by the Board. At the Board's option not more than two (2) monthly meetings may be suspended in anyone calendar year:

9. Special meetings of the Board may be called by the President or by two or more members of the Board of Directors on not less than 24 hour notice to each Director. Notice may be by telephone, fax or e-mail.

10. Meetings of the Board of Directors are open to all members of the Club.

11. A majority of the elected Board of Directors shall constitute a quorum for the purpose of conducting business.

12. Board decisions shall be approved by a simple majority provided a quorum is present. Voting by proxy, telephone or any other method wherein a Director is not present at a meeting shall not be allowed.

ARTICLE VI

Officers

1. There shall be the following officers: President, Vice President, Secretary and Treasurer and three (3) Trustees at Large.

2. Duties of Officers:

a. President. The president shall preside over all meetings of the Club and the meetings of the Board of Directors. The President may designate the Vice President or any other member of the Board of Directors to act as temporary chair. The President may appoint standing and ad hoc committees and their chairs, with the approval of the Board of Directors. The President shall coordinate the duties of officers and committees and shall serve as an ex officio member of all committees. The President shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority. Only the President or his/her designee is authorized to make official statements on behalf of the Club.

b. Vice President. The Vice President shall, in the absence or incapacity of the President, perform the duties of President. The Vice President may serve as the Club parliamentarian, unless another is designated by the President. The Vice President may be the President-designate.

c. Secretary. The Secretary shall serve as secretary for all meetings of the Club and the Board of Directors. The Secretary shall keep the roll of Club members and maintain mailing lists. The Secretary shall be responsible for required notification of members, maintaining permanent records of all minutes, by-laws and their amendments, property and other records of the Club. The Secretary shall file the annual report to the Secretary of State and perform such other duties applicable to the office as prescribed by the adopted parliamentary

authority. The office of President and Secretary may not be held by the same person. In no case shall a person conducting a meeting in place of the President also record the minutes of that meeting.

d. Treasurer. The Treasurer shall be the custodian of Club funds as directed by the Club. The Treasurer shall maintain accounting records, including a paid membership list, receive and disburse funds and shall prepare financial reports for the Board of Directors and membership meetings, and prepare an annual budget to be approved by the Board of Directors at the second board meeting after the annual meeting. All financial obligations of the Club shall be approved by the Board of Directors before payment. Routine bills that require payment prior to a Board meeting, may be paid with the consent of the President. The Treasurer shall perform such other duties applicable to the office as prescribed by the adopted parliamentary authority.

e. Trustees. The Trustees shall, with the other officers, be voting members of the Board of Directors; provide advice and counsel to the Board; contribute to the general governance of the Club, and conduct the annual audit of the Club's funds and property.

3. The Officers shall be elected from within the Board of Directors at the organizational meeting of the Board following the annual meeting and shall serve for one (1) year or until their successors are elected. No elected officer or trustee, except the secretary or treasurer, may hold the same office for more than three (3) consecutive terms. The term of office shall begin upon election.

4. An officer may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the Board of Directors present, a quorum being present, at any regular meeting or special meeting called for that purpose; provided that a notice of the proposed action to be taken shall be sent to the addresses appearing in the Club records, not less than fourteen (14) days before the meeting to all Directors and by certified mail to the officer being removed. Steps for removal are those delineated in the parliamentary authority adopted in Article VIII.

5. A vacancy in the office of the President shall be filled by the Vice President. The resulting vacancy of Vice President or any other officer vacancy shall be filled by the Board of Directors at the first available opportunity.

ARTICLE VII

Committees

Committees, standing or ad hoc shall be appointed by the President of the Club as deemed necessary, with the approval of the Board of Directors. Committees may include but are not limited to; Outings, Camp-outs, Social, Membership, Newsletter, Property, Conservation, Historian, Publicity, Bay to Baker, Centennial, and Winchester Lookout.

ARTICLE VIII
Parliamentary Authority

The Standard Code of Parliamentary Procedure (currently the Sturgis, 4th Edition) and any future revisions thereof, governs this organization in all parliamentary situations that are not provided for in law or in the charter, by-laws or other adopted rules.

ARTICLE IX
Amendments

The by-laws may be amended by a majority vote of the members present or voting by proxy, at any meeting of the Club, a quorum being present, provided that the amendment and a notice of the meeting has been submitted in writing and sent to the members not less than sixty (60) days prior to the meeting by a mailing or by publication in the Club's newsletter and mailed to each member. Amendments to these by-laws and their dates of adoption shall be attached hereto and maintained by the Secretary in order for succeeding boards and officers to be aware of changes in Club policy.

ARTICLE X
Life Memberships

Life memberships may be awarded to members who have been members in good standing for ten (10) consecutive years at the time of application and upon acceptance pay the sum often (10) times the current membership dues. Persons holding life memberships on the date of the adoption of these by-laws may continue to receive the benefits of life membership.

ARTICLE XI
Privacy

No member of the Club may sell, rent, barter, or use for personal gain, any member's private information on file with the Club without the express written permission of such member. The Club as an entity shall not sell, rent, barter or in any other way use Club members' personal information for any purpose outside of normal Club activities or required mailings. Any Club officer or member found in violation of this Article XI shall be subject to expulsion. Members found to be in violation of this Article XI may also be subject to prosecution under criminal or civil penalties.

ADOPTED this 21st day of October, 2006 by the publication of Article III, Membership, item numbers 1, 2, and 3 in the Winter 2006 issue of the Rambler, the club's official newsletter.
(ARTICLE IX, Amendments)

Mel Monkelis
President

Kit Vonnegut
Vice President