

MOUNTAIN RESCUE COUNCIL

BYLAWS

Revision 04 – July 18, 2018

ARTICLE I - PLACE OF BUSINESS

Section 1. Place:

The principal place of business shall be in King County, State of Washington.

ARTICLE II - MEMBERSHIP

Section 1. Definition of Terms.

The terms “at the sole discretion of the Board”, “in the opinion of the Board”, “by the order of the Board”, and variations thereof shall, for the purposes of this article, mean “a simple majority vote of the Board of Trustees at any duly called meeting of the Board at which a quorum is present”.

Section 2. Admission to Membership:

Members are admitted to further the goals and activities of the Council. Applicants are expected to have the skills, commitment and demeanor to make a positive contribution to the Council. Such skills may include mountaineering, search and rescue, administrative or technical abilities deemed important to the Council by the Board. Membership shall be at the sole discretion of the Board.

Section 3. Categories of Membership:

Membership categories recognize the tenure, contribution and esteem of individual members. They do not grant authority to participant in any particular activity of the Council.

Additional categories of membership may be established by amendment to these bylaws. The requirements for such additions must equal or exceed the minimums recommended by the Mountain Rescue Association for equivalent categories.

The following are the categories of membership:

A. Novice: Successful applicants are admitted on a probationary basis for a period of at least one year. This allows the Board to evaluate the commitment, actions, motives, character, competence and demeanor of the novice member. Novice members will typically be required to complete a prescribed training regimen. The probationary period shall not be longer than 18 months unless it is specifically extended by the Board on a case by case basis. Novice members must pass a King County background check before their election is officially consummated. Novice members may be dismissed without cause at the sole discretion of the Board.

B. Support Member: Novice members successfully completing their probationary period may be promoted to support membership at the sole discretion of the Board. Support members may participate in missions at the mission base or in the field, as their abilities and training permit. Support members contribute to the Council in locations other than technical terrain and in activities other than rigging. Support members are entitled to due process as established by these bylaws.

C. Field Member: Novice members successfully completing their probationary period or support members demonstrating appropriate training and skills may be promoted to field membership at the sole discretion of the Board. Individuals transferring from other Mountain Rescue organizations may be accepted into the Council as field members if, in the opinion of the Board, this is warranted by their training and experience. Such transfers are not officially consummated until the applicant passes a King County background check. Field members are entitled to due process as established by these bylaws.

D. Administrative Member: The Board may designate administrative members. Administrative members contribute to the work of the Council in ways other than going into the field or going to the mission base. Administrative members must meet Council requirements but are not required to meet King County requirements for novice, support, or full members. Administrative members are entitled to due process as established by these bylaws.

E. Honorary Member: The Board may designate certain individuals as honorary members by unanimous vote at any duly called meeting at which a quorum is present. This category recognizes individuals who have made significant contributions to the mountain rescue community. Honorary members need not have prior membership nor affiliation with the Council.

F. Sustaining Member. The Board may designate certain individuals as sustaining members who, in the opinion of the Board, have made significant financial contribution to the Council.

Section 4. Expulsion and Discipline of Members:

A. Statement of Policy. The activities of the Council from time to time attract persons whose actions, motives, character, competence or demeanor are not consistent with the best interests and purposes of the Council. Accordingly, membership in the Council shall constitute a privilege and continued membership shall be within the sole discretion and prerogative of the Board.

B. Due Process. In the event that it shall come to the attention of the Board that the actions, motives, character, competence or demeanor of a Member of the Council are alleged to be inconsistent with the best interests or purposes of the Council, the Chairperson or any member of the Board may request that a Review Board be convened for purposes of investigating the allegation(s). An affirmative vote of a majority of a quorum of the Board at any duly called meeting of the Board shall be required to convene a Review Board. Upon such affirmative vote, the Chairperson, or such other person as may be designated by majority vote of the Board, shall appoint a three person Review Board, whose members shall be subject to confirmation by majority vote of the Board. The Review Board shall have full authority to conduct a complete investigation of the matters alleged, including inquiry of the Member under investigation, if possible. The Review Board shall determine whether there are sufficient grounds to warrant a full investigation, shall conduct such investigation as it deems warranted, shall make recommendations to the Board for such corrective or disciplinary action as it deems warranted and shall address specific concerns, as requested by the Board. Upon not less than three (3) days notice to all Voting Members of the Board, said Voting Members shall conduct a special closed-session meeting at which the report of the Investigating Committee shall be presented. Members other than Voting Members of the Board shall be admitted to said closed session only upon invitation of the Board. If discipline is warranted in the opinion of a majority of the Investigating Committee, the report of the Investigating Committee shall include a recommendation as to the form of discipline, which may include (but need not be limited to):

1. A censure or reprimand.
2. Temporary suspension from the Council for a term in length within the discretion of the Board.
3. Expulsion. A two-thirds (2/3) vote of a quorum of the Board shall be necessary for suspension or expulsion.

C. Reasons for Discipline. The following shall constitute reasons for discipline:

1. Insubordination or breach of party discipline in the course of a rescue operation.
2. Unsuitability of a member for any other reason in the sole discretion of the Board.

ARTICLE III - GOVERNMENT AND ELECTION OF TRUSTEES AND OFFICERS

Section 1. Management and Governance:

The entire management and governance of this corporation, except as otherwise expressly provided, shall be vested in the Board of Trustees. The Voting Members of the Board shall include the following: nine (9) At-Large Trustees, nominated and elected for staggered (3) three-year terms from the Field, Support, or Administrative Member categories of membership and, if not otherwise a member of the Board, the retiring Chairperson, who shall be a non-voting member of the Board for one (1) year following the expiration of his/her term as Chairperson. In the event of a tie, the Chairperson shall cast the deciding vote on any matter before the Board.

In addition, there may be one (1) non-voting, Advisory Trustee designated by each of the following endorsing organizations: The American Alpine Club, the Explorer Search and Rescue Unit, the Mountaineers, and the Washington Alpine Club.

Section 2. Succession:

Voting members of the Board shall hold office until their successors shall have been elected and shall have qualified.

Section 3. Nomination:

Every year the Chairperson shall appoint, subject to confirmation by majority vote at any duly called meeting of the Board at which a quorum is present, a Nominating Committee comprised of three (3) members selected from the Field, Support, or Administrative Member categories. The Committee shall nominate three (3) or more eligible, qualified members to fill the three (3) At-Large Trustee vacancies that will occur each year. Other nominations of eligible, qualified members may be made by petition signed by at least ten (10) Field, Support, or Administrative Members of the Council.

Section 4. Election:

The Secretary shall supervise elections and ensure that elections conform to the requirements of these Bylaws. Election of the At-Large Trustees shall be made by vote of Field, Support, Administrative, and Novice Members, who shall comprise the exclusive membership categories eligible to vote. Voting shall be by a method such that voting is secure, anonymous, and exclusive such that there is reasonable certainty that only eligible Members vote and that each Member votes only once. Voting may be by mail, internet, or other means that provides secure and anonymous voting and provides all eligible Members a reasonable access to voting. The period in which eligible votes may be cast shall be not less than 21 days. If voting is by mail, ballots shall be turned over with the seals unbroken to a special Committee of Tellers (appointed by the Chairperson and subject to confirmation by majority vote at any duly called meeting of the Board at which a quorum is present), which shall proceed to count the ballots and submit a written report of the results of said election to the Board. No vote shall be counted except those of eligible voters upon the official ballot and for nominees appearing on the official ballot. Votes for write-in nominees will not be counted.

Section 5. Authority to Call Meetings:

The Board of Trustees shall meet at the call of the Chairperson, or three (3) At-Large Trustees. Five (5) Voting Members of the Board shall be required to constitute a quorum.

Section 6. Vacancies:

The Board shall fill all vacancies to the Board, or any office to which they have power to elect, for the unexpired term thereof.

ARTICLE IV - OFFICERS

Section 1. Chairperson:

The Board of Trustees, during their meeting in October in even numbered years, shall elect a Chairperson who will serve for a period of two (2) consecutive years. The Chairperson shall be the Chairperson of the Board of Trustees and also of the Mountain Rescue Council. He/she shall appoint a Vice-Chairperson, a Treasurer, a Secretary, and such other officers and committees of the Council as shall be necessary or convenient to carry out the work of the Council. Such appointments shall be subject to confirmation by majority vote at any duly called meeting of the Board at which a quorum is present. Said officers shall assume office immediately after confirmation by the Board and shall serve for a period of two (2) years or until their successors shall be appointed, confirmed and qualified.

Section 2. Removal:

Any officer may at any time be removed from office by a two-thirds (2/3) vote of the At-Large Members of the Board at any duly called meeting of the Board at which a quorum is present. No person shall be eligible for the same office, except the office of Treasurer, for more than two (2) consecutive terms. In addition, the Chairperson shall have the power to remove the Treasurer at any time for just cause, subject to confirmation by majority vote at any duly called meeting of the Board at which a quorum is present. For this purpose, failure to adequately perform the duties of the Treasurer, including malfeasance, misfeasance, carelessness, negligence, or failure to follow policies and procedures established by the Board or any Financial Review Committee appointed by the Chairperson and approved by the Board, shall constitute just cause.

ARTICLE V - DUTIES OF OFFICERS

Section 1. Duties of the Chairperson:

The Chairperson shall preside at all meetings, and shall perform the duties usually devolving upon his/her office, including preparing an annual budget for the corporation and submitting the budget to the board for approval or disapproval.

Section 2: Duties of the Vice Chairperson:

The Vice-Chairperson shall act in place of the Chairperson in his/her absence and during the Chairperson's absence shall have and exercise all powers and duties of the Chairperson.

Section 3. Duties of the Secretary:

The Secretary shall perform the usual duties devolving upon that office, except as otherwise provided by the Board. The Secretary shall provide reports on Council activity as the Board requires.

Section 4. Duties of the Treasurer:

A. The Treasurer shall be the custodian of all funds of the corporation, which shall be deposited in such demand, savings, or investment accounts as shall be designated by the Board. The Treasurer shall only disburse Council funds for purposes of the Council. For each regularly scheduled Board meeting the Treasurer shall provide the Board a current status report of Council account balances, disbursements, and receipts since the last report. At least once each year the Treasurer shall prepare a financial report for the Board, which shall be subject to review by a Financial Review Committee appointed by the Chairman and confirmed by majority vote at any duly called meeting of the Board at which a quorum is present. The Financial Review Committee shall report to the Board regarding the accuracy and completeness of the financial report and shall make such recommendations to the Board as it deems appropriate or necessary regarding matters encompassed by or reflected in the financial report.

B. The Treasurer shall, as directed by the Board by majority vote at any duly called meeting of the Board at which a quorum is present, secure at the expense of the Council such insurance as, in the opinion of the Board, may be necessary or advisable to protect the Council, its officers, Trustees, assets or members.

C. All committees authorized to handle funds of the Council shall appoint a secretary who, under the direction of the Treasurer, shall be accountable for such funds and shall keep such records relative thereto as the Treasurer shall direct. The Treasurer, relative to all committee funds, shall require periodic reports.

D. For amounts and purposes that conform to a current Council budget that has been properly approved by the Board and where funds are available, the Treasurer may disburse payments on his/her signature alone. For amounts that are greater than \$50 and that

- would result in expenditures being more than the current approved amount for the relevant budget category, or
- for a purpose for which no budgeted amount is provided in the current approved budget of the Council,

The Treasurer shall make disbursements only on the order of the Board.

ARTICLE VI - COMMITTEES

Section 1. Delegation:

The Board may delegate the management of any of the properties of the Council and the performance of its several activities to such committees or committee as it sees fit.

Section 2. Committee Chairpersons:

All committee chairpersons shall be appointed by the Council Chairperson, subject to confirmation by majority vote at any duly called meeting of the Board at which a quorum is present, and all committee Chairperson vacancies shall be filled by the Council Chairperson, subject to confirmation by majority vote at any duly called meeting of the Board at which a quorum is present.

ARTICLE VII - PUBLICATIONS

Section 1. Authority:

The Council shall publish such publications as the Board may direct.

ARTICLE VIII - MEETINGS

Section 1. Time, Place & Notice:

Council meetings shall be held at such times and places as the Board may direct, upon not less than three (3) days notice. However, the Board may delegate to the Chairperson the authority to call meetings and to give such notice thereof.

Section 2. Telephonic Participation in Meetings:

In general, Council meetings shall be face-to-face. However, the Board of directors or any committee designated by the Board of directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 3. Unanimous Consent in Lieu of Meeting.

Any action which may be taken by the Board of Directors at a meeting may be taken by them without a physical meeting so long as there is unanimous consent in the form of a record, either in writing or by electronic submission.

ARTICLE IX - DUES

Section 1. Assessment:

The Board is permitted to assess dues from the membership or part thereof in any amount set by the Board.

ARTICLE X - RULES OF ORDER

Section 1. Parliamentary Rules:

Roberts' Rules of Order shall govern in all parliamentary matters.

ARTICLE XI - NOTICE BY ELECTRONIC TRANSMISSION

Section 1. Notice Provided by Electronic Transmission:

Notice of meetings may be provided by electronic transmission. Except as otherwise provided herein, Notice of meetings provided in in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient and attached hereto; or (b) has been posted on an electronic network and a separate record of the posting has been

delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 2. Consent to Receive Notice by Electronic Transmission:

Notice to Members in an electronic transmission is effective only with respect to Members who have consented, in the form of a record, to receive electronically transmitted notices and designated in the consent the address, location or system to which these notices may be electronically transmitted.

Section 3. Revocation of Consent to Receive Notice by Electronic Transmission:

A Member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. The consent of a Member to receive notice by electronic transmission is revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the corporation or any other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 4. Affidavit of Notice:

An affidavit of the secretary or an assistant secretary or of the transfer agent or other agent of the Corporation that the notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

Section 5. Change of Address or Email:

Members are required to update the Corporation within 5 days of a change in address by sending written of record of any change to: PO Box 67 Seattle, WA 98111, Attention: Corporate Secretary, and Attention: Corporate Secretary.

ARTICLE XII - VOTING BY ELECTRONIC TRANSMISSION

Section 1. Voting by Electronic Transmission:

- A. A Member may vote by electronic transmission.
- B. The Association may conduct an election by electronic transmission if the Association has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.
- C. Members voting by electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.
- D. Whenever Directors or proposals are to be elected by Members, the vote may be taken by electronic transmission if the name of each candidate and the text of each proposal to be

voted upon are set forth in a record accompanying or contained in the notice of meeting. The electronically transmitted solicitation for votes shall indicate the number of responses needed to meet the quorum requirements, state the percentage of affirmative votes required to approve each matter, and, specify the date and time by which vote must be received by the Association to be counted. A Member may revoke an electronically transmitted vote at any time before the response deadline.

ARTICLE XIV - AMENDMENTS

The Bylaws of this corporation may be amended by a majority vote of all Voting Members of the Board at a duly called meeting of the Board.