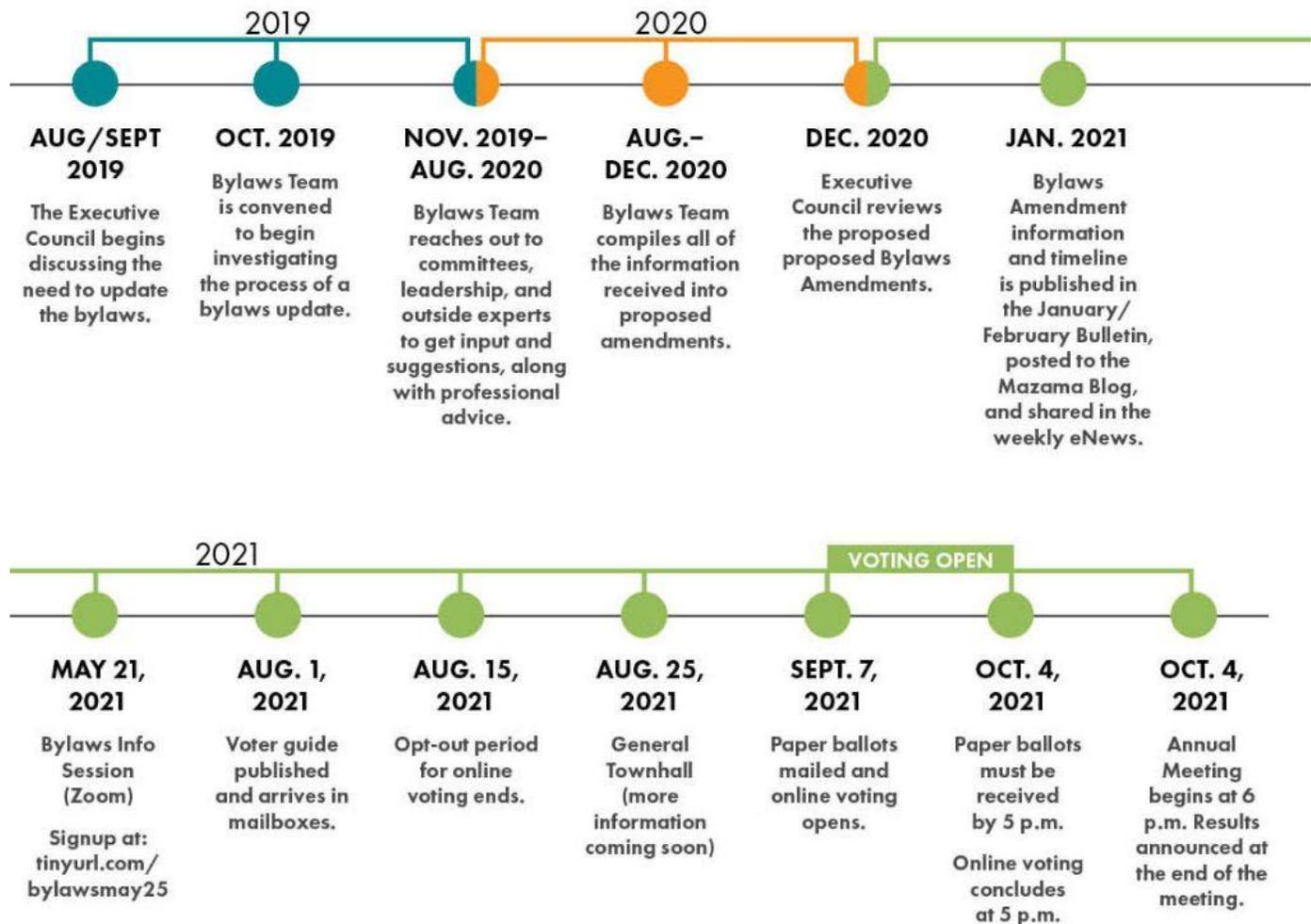


Bylaws Amendments - May 25, 2021

Bylaws Timeline



Voting Process

There are 14 amendments to the bylaws that will be on the ballot. Initially there would have been 4 amendments, as some of the changes were grouped together. Due to feedback from the membership, each change and/or addition is now its own amendment. Members will vote on each amendment separately. The amendments have been reviewed to ensure that there is no conflict if some pass and some fail.

Bylaws changes require a two thirds vote to pass. Example: If 900 people vote on amendment, there would need to be 600 votes in favor of the amendment for it to pass. Since each amendment is being voted on independently, it is possible (and likely) that the number of people voting on each amendment would be different, so we would expect to see varying total voter numbers on each amendment.

Amendment #1: ARTICLE II—Purpose

Addition: "The purpose of the Mazamas is to inspire everyone to love and protect the mountains" to the purpose statement. This was added because that is the stated purpose on the Mazama website.

Amendment #2: ARTICLE III —Members

Impact of Revisions

- 1) Annual membership is no longer contingent on climbing a glaciated peak. Membership is open to any person who supports the purpose statement in Article II.
- 2) The mechanics of setting and paying dues under Sections 7, 8, and 9 have been removed and will be moved to a Policies and Procedures document.
- 3) Members are still entitled to vote for the annual election of Executive Council members and Nominating Committee. The EC still has the power under unanimous vote to expel any member of the Mazamas. The process however has been removed and will be moved to a Policies and Procedures document.

Amendment #3: ARTICLE IV—Officers

Impact of Revisions

- 1) The meeting to select officers is no longer chaired pro tem by the chair of the Nominating Committee.
- 2) The vice-president is no longer responsible for securing an annual financial review.
- 3) Section 6 mandating all checks issued by the Mazamas to be signed by two of the officers or a staff person designated by the Executive Council has been removed because Article XIV was added to address signing authority.

Amendment #4: ARTICLE V—Meetings

Impact of Revisions

- 1) The Executive Council (EC) is allowed the flexibility of meeting quarterly instead of monthly. That does not mean they will, it just means they have the flexibility.
- 2) Language is added to allow for EC to participate by any telephonic or electronic means.
- 3) The language mandating 24 hours notice to EC members who are within a 300 mile radius has been removed. It isn't necessary given participation by electronic means.
- 4) The language concerning the annual meeting has been loosened to allow the annual meeting to be held during the first month of the fiscal year instead of the first Monday in October.

Amendment #5: ARTICLE VI—Board of Directors (a)

A nominated Executive Council candidate no longer has to have been a Mazama member for three years prior to running for the EC.

Amendment #6: ARTICLE VI—Board of Directors (b)

RECOMMENDED CHANGE: Add three new Executive Council positions to the existing nine-member council. New positions will be selected by the council specifically for their unique skills, experience and expertise. These positions could be filled by a Mazama member, however, being a member is not a requirement. These council members cannot hold officer positions.

Amendment #7: ARTICLE VI—Board of Directors (c)

Recommended addition: Allow the EC to make decisions by email.

Amendment #8: ARTICLE VI—Board of Directors (d)

Changing the name of the Executive Council to the Board of Directors (board), and identifying members as “board” members or “directors;” to be in line with best practices for nonprofit organizations.

Amendment #9: ARTICLE VII—Nominations and Elections

Impact of Revisions

The Nominating Committee shall report the names of the nominees at the **June** EC meeting, instead of at the **July** meeting to allow for enough time for the Voter Guide and other communications to take place.

Amendment #10: ARTICLE VIII—Committees

Impact of Revisions

1) The standing committees and charges that support the purpose of the Mazamas are removed and will be detailed in a policies and procedures document. This allows committees to change or sunset without a bylaws change.

2) Three board of director committees have been added to the bylaws under this Article. They are the Executive Committee, the Investment Committee, and the Finance Committee.

Amendment #11: ARTICLE XIII—Executive Director

This Article is new to the bylaws and adds language clarifying the role of the Executive Director.

Amendment #12: ARTICLE XIV—Signing Authority

This Article is new to the bylaws and outlines the signing authority of the EC and executive director. It allows for one officer to authorize up to \$1,000 for previously approved budgeted expenses.

Amendment #13: ARTICLE XV—Conflicts of Interest

This Article is new to the bylaws and is designed to help members of the EC and staff avoid situations that may involve a conflict of interest

Amendment #14: ARTICLE XVI—Confidentiality

This Article is new to the bylaws. Each director and staff member of the Mazamas shall use their best efforts to refrain from disclosing or using confidential information of the Mazamas.