

**Note: This document is a proposed change to the Mazama Bylaws for the 2021 election. If the amendment is approved in the election, these will become the Mazama Bylaws. The single change is highlighted in yellow, with the original text in strike out text.**

## **MAZAMAS BYLAWS (Proposed 2021)**

### **ARTICLE I – NAME**

The name of the corporation shall be “Mazamas”, with its principal office in Portland, Oregon.

### **ARTICLE II – PURPOSE**

The purpose of the Mazamas shall be as set forth in Article II of the Articles of Incorporation, as quoted below:

The Mazamas is organized and shall be operated exclusively for charitable, educational and scientific purposes as defined in section 501(c)(3) of the Internal Revenue Code of 1986. In furtherance thereof, the object, business and pursuit of the Mazamas shall be to promote mountaineering, climbing safety, and the exploration of the alpine environment, especially in the Pacific Northwest, by providing educational and training opportunities related to mountaineering and the alpine environment; collecting, preserving and disseminating scientific information, memorabilia, data and knowledge concerning the same; supporting the conservation and preservation of the natural environment; providing and promoting climbing, hiking, outings, expeditions and other activities; and encouraging good fellowship and the representation of the interests and concerns of its members.

### **ARTICLE III – MEMBERS**

**Section 1.** There shall be three classes of members:

a. Annual member - Application for membership shall be open to any person who supports the purpose statement in Article II and whose values are congruent with those of the Mazamas. Continuing membership is contingent upon being up-to-date on membership dues. ~~Any person who has climbed by foot to the summit of a qualifying mountain, on the sides of which there is at least one living glacier, shall be eligible for annual membership.~~

b. Life member - Any annual member, whose dues have been paid for the current year, may become a life member by payment of the fee specified in Article III, Section 9, of these Bylaws.

c. Honorary member - Persons who have rendered distinguished service to the Mazamas or who are eminent for achievement over a period of not less than ten years in climbing, conservation, exploration, scientific research or outdoor activities, shall be eligible for honorary recognition by the Mazamas. Honorary members shall not be required to pay dues, but shall have all other rights and privileges of membership. Executive Council has authority to grant Annual or Life member status to an Honorary member.

**Section 2.** Applications for annual or life membership shall be accompanied by satisfactory proof of eligibility and by the required dues and initiation fee. Upon approval, the names of all such applicants shall be published in the next monthly publication and reported to Executive Council at their next meeting.

**Section 3.** A voting member is defined as any one or more of the following:

- a. An Annual member.
- b. A Life member.
- c. An Honorary member who at the time of his or her elevation to Honorary member, was an Annual member or a Life member.
- d. An Honorary member not qualified under (c) who later qualifies as an Annual member or a Life member.

**Section 4.** The Executive Council shall have power, by unanimous vote of all its members, to expel any member of Mazamas for such cause as shall in its opinion justify its action. Such action shall not be taken until due notice of the charge has been sent to the member in question at his or her last address known to the Mazamas and a reasonable opportunity afforded for making defense. A copy of such charge shall be given to each member of the Executive Council at least two weeks prior to the meeting at which action is to be taken. Any member so expelled shall have the right of appeal to the next succeeding annual meeting of Mazamas or to a special meeting of the members called for that purpose.

**Section 5.** Consistent with its purposes, Mazamas shall not discriminate in the terms and conditions of membership, or in its activities, on the basis of race, religion, sex, national origin, sexual orientation, age, or disability, provided that an individual meets the requirements for membership in these bylaws.

**Section 6.** Each application for annual membership shall be accompanied by an initiation fee of \$25.00 and a full year's dues appropriate to one of the annual membership categories set forth in Section 7 of this Article. All annual dues following the original application for membership shall be payable in advance and due on the first day of October at the beginning of each fiscal year. The initiation fee shall be waived for any person who is (a) enrolled as a full-time student at an accredited institution, or (b) has taken the Mazamas Basic Climbing Education Program, and qualifies and applies for membership in the fiscal year he or she enrolled in the school.

**Section 7.** An annual member shall pay dues of \$72.00 except as hereinafter provided.

- a. An annual member residing outside the states of Oregon and Washington shall pay three-fourths the annual dues.
- b. An annual member who has attained the age of sixty and has paid full dues for five years shall pay thereafter one-half of the annual dues.
- c. A full-time student shall pay one-half the annual dues.
- d. An annual member under the age of eighteen, whose parent or legal guardian is either a paid-up life member or a paid-up annual member paying full annual dues, or an annual member whose spouse is either such paid-up life member or annual member, may elect to pay one-half the annual dues, in which instance only the member paying full dues shall receive the monthly publication and the annual publication.
- e. Any member who has paid dues for fifty years or longer shall be relieved of the payment of future dues for his or her remaining years, thereby attaining the status of life member. The office shall

notify members as they become eligible.

**Section 8.** The Executive Council, on a year-to-year basis only, may waive all or any part of the dues of an annual member or group of annual members.

**Section 9.** The fee for life membership shall be an amount equal to twenty-five times the current annual dues, and life members are not required to pay annual dues. The life membership fee shall be paid into

the operating fund.

#### **ARTICLE IV – OFFICERS**

**Section 1.** The Officers of the Mazamas shall be a President, Vice President, Secretary and Treasurer who shall be chosen by the incoming Executive Council from their own number each year at a meeting to be called and chaired pro tem by the chair of the Nominating Committee and held within fifteen days next following the annual election. The Officers shall hold office and exercise their respective functions until their successors are duly elected. Officers may serve successive terms. Any Officer who fails to attend Executive Council meetings or perform the duties of his or her office for three consecutive months may be removed from office by an affirmative vote of six Directors. Executive Council has authority to fill such Officer positions by a majority vote of all the remaining Directors.

**Section 2.** It shall be the duty of the President to preside at all meetings of the Mazamas and of the Executive Council, except for the procedure for the election of Officers as set forth in Section 1 of this Article, and to enforce the Bylaws, to call such meetings as empowered to call and to perform such other duties as regularly pertain to this office. The President and the Secretary shall execute specific deeds and other instruments on behalf of the Mazamas when authorized to do so by the Executive Council.

**Section 3.** It shall be the duty of the Vice President to assume the duties of the President in the President's absence or inability to act. The Vice President shall be responsible for securing an annual financial review.

**Section 4.** It shall be the duty of the Secretary, in addition to those duties specified elsewhere in these Bylaws, to oversee performance of the following duties: record the proceedings of all Executive Council meetings, maintain an up-to-date copy of the Bylaws, compile and keep current sets of Policies and Procedures promulgated by the Executive Council and the standing committees, and submit monthly and annual membership status reports.

**Section 5.** It shall be the responsibility of the Treasurer to submit a written monthly financial report to the Executive Council, and to submit a written report at the annual meeting of the condition of the funds of the Mazamas.

**Section 6.** All checks issued in disbursement of the Mazamas funds shall be signed and countersigned with the signatures of any two of the following: President, Treasurer, Secretary, or any staff person designated as a signatory by the Executive Council.

#### **ARTICLE V – MEETINGS**

**Section 1.** A simple majority constitutes a quorum at committee meetings. Five percent of the voting members shall constitute a quorum at the annual meeting and at special meetings of the Mazamas.

**Section 2.** The Executive Council shall hold regular meetings once each month at a time to be fixed by vote of the Executive Council. Notice of such date and any change thereof shall be posted on the website or published in the Mazamas monthly publication. Special meetings may be called at any time by the

President or a majority of the Directors by giving twenty-four hours notice, either written or oral, of the same to all Directors who are within a 300-mile radius of Portland, Oregon. Attendance at a meeting of the Executive Council shall be a waiver of notice of said meeting by members so attending. A majority of the Executive Council shall constitute a quorum for the transaction of business.

**Section 3.** The annual meeting of Mazamas shall be held on the first Monday in October with notification on the website and in the Mazamas monthly publication not less than three weeks previous to the meeting date.

**Section 4.** Special meetings of the Mazamas shall be convened by the President at any time upon written request of seventy-five voting members or by the request of the Executive Council. Members shall be notified at least two weeks previous to the meeting date.

## **ARTICLE VI – BOARD OF DIRECTORS**

**Section 1.** The affairs of the Mazamas shall be controlled and managed by a board of nine Directors, who shall be known as the Executive Council, and who shall have power to conduct the general business of the Mazamas, subject to its Articles of Incorporation and these Bylaws, and to make Policies and Procedures that deal only with administrative matters not inconsistent therewith, to appoint committees and to fill vacancies in their own number for the unexpired term of any member whose office becomes vacant. Executive Council shall be subject to the Bylaws of the Mazamas and its actions shall comply with motions approved by the voting members. Three of the nine Directors shall be elected each year at the annual election for a term of three years next ensuing such election, as set forth in Article VII (Elections and Nominations). These Directors shall all be required to have been a voting member of the Mazamas for a period of not less than three years next preceding the date of their election. The Directors shall take office immediately upon election and shall hold office until their successors are duly elected. No Director shall be eligible for election to the Executive Council until one year has elapsed after completion of one full term. Vacancies for an unexpired term on the Executive Council shall be filled by a majority vote of all the remaining Directors. Any Director who fails to attend Executive Council meetings or perform the duties of his or her office for three consecutive months may be removed from office by an affirmative vote of six Directors. Directors shall not serve concurrently on committees. A Director may, however, be assigned as a liaison to a committee, but will not count in the committee's quorum and will not have a vote on the committee.

**Section 2.** Directors and Officers shall receive no compensation for their service as such.

**Section 3.** Electronic voting is permitted in accordance with the laws of the State of

## Oregon. **ARTICLE VII – NOMINATIONS AND ELECTIONS**

**Section 1.** A Nominating Committee consisting of nine members shall operate as a special standing committee. The Nominating Committee's duties shall be to nominate candidates for Executive Council, to gather the self-nominations for Nominating Committee positions, and to administer the elections process. Three of the nine Nominating Committee members shall be elected each year by voting members at the annual election for a term of three years next ensuing such election. Any voting member in good standing may self-nominate for an open position on the Nominating Committee by delivering notice to the chair of the Nominating Committee not later than the June Executive Council meeting. The Nominating Committee shall select a chairperson, and such selection shall not be subject to the approval of the Executive Council. The Nominating Committee has authority to fill vacancies in their committee.

**Section 2.** Three of the nine Directors shall be elected each year by voting members at the annual election for a term of three years next ensuing such election. The Nominating Committee shall nominate sufficient candidates to provide a contested election with six candidates for Director recommended.

**Section 3.** The Nominating Committee will report the names of Director and Nominating Committee candidates at the June Executive Council meeting.

**Section 4.** Any seventy-five or more voting members may, by petition delivered to the Secretary on or before the July Executive Council meeting, nominate any one or more additional qualified voting members, not exceeding three in number per petition. Signatures on the petition must be dated between April 1 and the July Executive Council meeting, inclusive, immediately prior to the election. A qualified nominee for petition nomination need only meet the minimal requirements specified in ARTICLE VI, section 1.

**Section 5.** The Nominating Committee will report the names of the petition candidates at the July Executive Council meeting. The office shall post all Director and Nominating Committee candidate names on the Mazama website from July 16 until October 1, and names of all candidates shall be published in the August issue of the Mazamas monthly publication and e-mail newsletter.

**Section 6.** The office shall, at least 21 days prior to the annual election, send to each voting member of the Mazamas a ballot listing the names of all Director and Nominating Committee candidates, such names to be arranged in alphabetical order for each position sought.

**Section 7.** The annual election of Directors to the Executive Council shall be held at a designated meeting place on the first Monday in October of each year, and the voting shall be by ballot. The polls will be open during regular office hours but for not less than four hours on the day of election. The Ballot may be cast in person during said hours, or it must reach the tellers (ballot counters) before the closing of the polls. A plurality of votes shall elect.

**Section 8.** The Nominating Committee shall appoint tellers and manage the process and any appeals that might occur.

## **ARTICLE VIII – COMMITTEES**

**Section 1.** The following committees incorporated into these Bylaws shall be referred to as standing

committees and, as such, are deemed to be essential in supporting the purpose of the Mazamas, as stated in Article II of these Bylaws. Standing committees shall be composed of Mazama voting members and shall select their own members. Each Standing committee shall select a chairperson, subject to the approval of the Executive Council on or before the subsequent Executive Council meeting. The standing committees shall be as follows.

- a. Climbing - Climbing Committee is responsible for developing, planning and supervising official climbing and mountaineering trips. The climbing committee shall be the experts in best practices for all forms of climbing, approves the content of climbing education programs, and sets the standards for climb leadership. The climbing committee is responsible to actively recruit and train climb leaders in best practices and to promote and develop a robust schedule of climbing activities.
- b. Conservation – Conservation Committee actively advocates for the protection and management of natural areas to preserve, restore and enhance healthy ecosystems; educates our members so they can actively advocate for conservation issues; guides the Mazamas to become carbon neutral.
- c. Education - Education Committee is responsible for all formal educational activities of the Mazamas, with a goal of providing high quality training for members and the public. The Education Committee is responsible for overall class administration, scheduling and organizing classes and for subject matter expertise in non-climbing related classes.
- d. Expedition - Expedition Committee promotes and supports mountaineering and exploratory expeditions into remote mountain environments through endorsements, sponsorships, and grants.
- e. Financial Affairs - Financial Affairs Committee works with the Executive Council and other committees to prepare our annual budgets and quarterly budget forecasts, and advises Executive Council on financial and accounting procedures or decisions.
- f. Governing Documents - Governing Documents Committee reviews and recommends changes to the Bylaws, and Mazamas Policies and Procedures. These documents shall be reviewed by the committee every five years or more frequently as circumstances require. This committee shall serve as a resource for interpretation of governing documents to the membership.
- g. Library & Historical Collections - Library & Historical Collections Committee is responsible for maintaining the library, museum, visual images, oral history project, organizational archives and other historical collections of Mazamas.
- h. Outings - Outings Committee provides a well-balanced program of foreign and domestic trips. An outing shall be considered to be an outdoor activity occupying five or more consecutive days, exclusive of travel, or fewer than five days only if it consists of activities that do not come under the jurisdiction of another committee. It is responsible for the qualifications of new outings leaders and the qualifications of existing leaders.
- i. Publications - Publications Committee produces Mazamas publications, including but not limited to the annual journal, the monthly publication, and the membership directory.

j. Research – Research Committee provides research assistance for scientific studies, and promotes the collection and dissemination of information and data concerning, but not limited to, mountains, rivers, lakes, weather, plants, animals, and other features of the natural environment, especially in the Pacific Northwest, and the impact and performance of humans in these natural environments.

k. Trail Trips - Trail Trips Committee is responsible for organizing and scheduling hikes and evening walks, snowshoe trips, trail tender trips, backpack trips and car camping trips. It oversees the Trail Tending Subcommittee. It organizes an Annual Used Equipment Sale. Trail Trip events will not exceed four days and/or three nights. It will recognize hike leader accomplishments at the Annual Celebration. It is responsible for the training of new trail trip leaders, evaluating the qualifications of existing leaders, and disciplinary actions.

**Section 2.** Committee members typically serve three-year terms with approximately one-third of the terms expiring each year. A committee member who misses three consecutive meetings without contacting the chairperson is considered to have resigned from the committee.

**Section 3.** Other committees shall be established by the Executive Council or by vote of the membership, as needed.

**Section 4.** Except for special work sessions or social occasions, committee meetings are considered to be open to any Mazama member wishing to attend and shall be held at the Mazama Mountaineering Center.

**Section 5.** Executive Council shall define and approve the duties and responsibilities of all committees, except the enumerated standing committees.

## **ARTICLE IX – INDEMNIFICATION**

Mazamas shall indemnify to the extent specifically authorized by the Oregon Non-profit Corporation Act, as amended from time to time, any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether civil, criminal, administrative, investigative or other (including an action, suit or proceeding by or in the right of the Mazamas) by reason of the fact that such person is or was a Director, Officer, employee or agent of the Mazamas, including climb, trip and outing leaders and committee members. Mazamas shall pay for or reimburse the reasonable expenses incurred by any such current or former Director, Officer, employee or agent in any such proceeding in advance of the final disposition of the proceeding if the person sets forth in writing (i) the person's good faith belief that the person is entitled to indemnification under this Article and (ii) the person's agreement to repay all advances if it is ultimately determined that the person is not entitled to indemnification under this Article. This Article shall not be deemed exclusive of any other provisions for indemnification or advancement of expenses of Directors, Officers, employees, agents and fiduciaries that may be included in the Articles of Incorporation or any statute, Bylaw, agreement, general or specific action of the Executive Council, vote of members or other document or arrangement.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order, Newly Revised, shall be the parliamentary authority in matters of procedure not specifically covered by these Bylaws.

## **ARTICLE XI – AMENDMENTS**

Amendments to these Bylaws must be proposed in writing by the Executive Council or over the signatures of any seventy-five or more voting members and must be voted upon at an annual or special meeting. A vote will be taken no sooner than 60 days following publication of proposed amendments. Proposed amendments shall be published in the Mazamas monthly publication 60 days prior to each annual or special meeting at which time the Bylaws amendments will be voted on. Ballots and voter's guides shall be sent to each voting member at least 21 days prior to the election. A copy of each proposed amendment, a brief statement of arguments for and against it and a statement whether Executive Council favors the amendment will be included in the publication and the voter's guide.

The same tellers shall count the ballots as described in Article VII, Section 7. At least two-thirds of those voting on each amendment must vote in favor of the amendment for it to pass. Adopted amendments shall become effective immediately, unless otherwise provided.

## **ARTICLE XII – FISCAL YEAR**

The fiscal year of the Mazamas shall be from the first day of October through the thirtieth day of September.