

BY-LAWS

TEXAS MOUNTAINEERS

May, 2000

BY-LAWS FOR THE TEXAS MOUNTAINEERS

ARTICLE 1. NAME.

THE NAME OF THE CLUB SHALL BE THE TEXAS MOUNTAINEERS (TM)

ARTICLE 2. PURPOSE.

THE PURPOSE OF THE TM IS TO PROVIDE AN INFORMATION EXCHANGE AND ASSOCIATION FOR THE BENEFIT OF TECHNICAL ROCK AND ICE CLIMBERS AND ALPINISTS; TO PRACTICE SAFE AND EFFICIENT TECHNIQUES AND TO PRACTICE AND ENCOURAGE RESPECT AND PROTECTION OF THE ENVIRONMENT.

ARTICLE 3. MEMBERSHIP.

- A. THE MEMBERSHIP REQUIREMENT OF THE TM IS THAT A MEMBER IS IN GOOD STANDING WITH THE CLUB WHEN APPLICATION FOR MEMBERSHIP HAS BEEN ACCEPTED AND ANNUAL DUES HAVE BEEN PAID.
- B. MEMBERS MUST HAVE SUBMITTED A SIGNED LIABILITY FORM AS PRESCRIBED IN ARTICLE 5 OF THE BY-LAWS.
- C. TO MAINTAIN MEMBERSHIP IN GOOD STANDING A MEMBER MUST MEET THE REQUIREMENTS DEFINED IN ARTICLE 3 (A.) ANNUALLY.
- D. ONLY MEMBERS IN GOOD STANDING SHALL HAVE VOTING PRIVILEGES AND BE ABLE TO SERVE ON THE BOARD.

ARTICLE 4. DUES.

DUES SHALL BE ESTABLISHED AT A FIGURE TO BE DETERMINED BY THE BOARD ON AN ANNUAL BASIS.

ARTICLE 5. RELEASE OF LIABILITY.

ALL MEMBERS MUST SIGN A RELEASE OF LIABILITY IN A FORM PRESCRIBED BY THE BOARD AS A PREREQUISITE TO JOINING AND REMAINING A MEMBER OF THE TM.

ARTICLE 6. MEETINGS.

THE TM SHALL HOLD ONE REGULAR BUSINESS MEETING (HEREINAFTER REFERRED TO AS THE ANNUAL MEETING) DURING THE LAST CALENDAR QUARTER OF THE YEAR. REGULAR BUSINESS AT THE ANNUAL MEETING SHALL INCLUDE BUT NOT BE LIMITED TO THE ELECTION OF OFFICERS. THE NEWLY ELECTED TM CHAIRPERSON AND OTHER OFFICERS SHALL TAKE OFFICE AT THE CLOSE OF THE ANNUAL MEETING. TIMES AND LOCATIONS OF ALL OTHER MEETINGS SHALL BE DETERMINED BY THE BOARD. SPECIAL E-BOARD MEETINGS CAN BE CALLED TO RESOLVE ISSUES BY THE MEMBERSHIP WITH A MAJORITY VOTE.

ARTICLE 7. ELECTION OF OFFICERS.

THE FOLLOWING TM OFFICERS SHALL BE ELECTED AT THE ANNUAL MEETING; CHAIRPERSON, VICE-CHAIRPERSON, SECRETARIES, AND TREASURER. NOMINATING SHALL BE MADE THROUGH A NOMINATING COMMITTEE AND MAY ALSO BE MADE FROM THE FLOOR. VOTING SHALL BE BY SECRET BALLOT AND A MAJORITY OF VOTES CAST SHALL GOVERN.

ARTICLE 8. DUTIES OF OFFICERS.

- A. CHAIRPERSON SHALL PRESIDE OVER THE MEETING, ARRANGE AND PUBLISH A SCHEDULE OF ACTIVITIES, APPOINT NECESSARY AND STANDING COMMITTEES, AND ACT AS THE EXECUTIVE OFFICER IN REPRESENTING AND CARRYING OUT THE AFFAIRS OF THE TM.
- B. VICE-CHAIRPERSON SHALL PERFORM SPECIFIC DUTIES AS REQUESTED BY THE CHAIRPERSON AND ACT IN THE CHAIRPERSON'S ABSENCE.
- C. SECRETARIES SHALL KEEP ALL RECORDS OF THE TM AND PERFORM OTHER DUTIES AS REQUESTED BY THE CHAIRPERSON..
- D. TREASURER SHALL KEEP ALL MONIES AND FINANCIAL RECORDS OF THE TM. THESE DUTIES INCLUDE COLLECTION AND DISPOSITION OF ALL MONIES, PREPARING ANNUAL FINANCIAL REPORTS, MAINTAINING THE MEMBERSHIP ROSTER AND OTHER DUTIES AS REQUESTED BY THE CHAIRPERSON.

ARTICLE 9. EXECUTIVE BOARD.

THE TM SHALL BE GOVERNED BY AN ANNUALLY ELECTED BOARD OF OFFICERS AS DESCRIBED IN ARTICLE (7); AND MEMBERS AT LARGE TO BE

ELECTED IN THE SAME MANNER AND AT THE SAME TIME AS THE ABOVE MENTIONED OFFICERS. THE BOARD SHALL HAVE RESPONSIBILITY FOR THE MANAGEMENT OF THE TM AFFAIRS AND SHALL HAVE FULL POWER TO ACT TO FURTHER THE PURPOSE OF THE TM, INCLUDING THE POWER TO ESTABLISH POLICIES, PROCEDURES AND MEMBERSHIP.

ARTICLE 10. COMMITTEES.

- A. A NOMINATING COMMITTEE, APPOINTED BY THE CHAIRPERSON EACH YEAR, SHALL SELECT A SLATE OF CANDIDATES FOR TM ELECTIONS. ONE OR MORE CANDIDATES SHALL BE CHOSEN TO RUN FOR EACH OFFICE.
- B. AN EDITOR IS TO BE APPOINTED BY THE CHAIRPERSON WHOSE RESPONSIBILITY IS THAT OF THE NEWSLETTER.

ARTICLE 11. SAFETY OFFICER.

THERE SHALL BE, APPOINTED BY THE CHAIRPERSON, A SAFETY OFFICER WHO SHALL BE A VOTING MEMBER OF THE EXECUTIVE BOARD.

DUTIES OF THE SAFETY OFFICER.

- A. IN COOPERATION WITH THE EXECUTIVE BOARD AND ON THE ADVICE OF EXPERIENCED, SENIOR MEMBERS OF THE TEXAS MOUNTAINEERS, THE SAFETY OFFICER WILL MAINTAIN A RECORD OF THE QUALIFICATIONS OF ALL MEMBERS TO SERVE AS INSTRUCTORS ON CLIMBING CLASSES WHICH ARE OFFERED TO THE MEMBERSHIP. TRIP COORDINATORS GENERALLY DO NOT REQUIRE ANY QUALIFICATION AS AN INSTRUCTOR. TEXAS MOUNTAINEERS MEMBERS ACTING AS CLIMBING INSTRUCTORS, MUST BE VETTED BY THE SAFETY OFFICER AS SPECIFIED IN THIS PARAGRAPH FOR THE SPECIFIC INSTRUCTIONAL PURPOSES WHICH ARE REQUIRED.
- B. THE SAFETY OFFICER SHALL ASSURE ON A CONTINUING BASIS THAT TRIPS HAVE APPROPRIATE LEADERSHIP. THE RESPONSIBILITY OF THE TRIP COORDINATOR OF ANY PARTICULAR TRIP FOR THE SUCCESS AND SAFETY SHALL IN NO RESPECT BE DIMINISHED BY REASON OF THIS PROVISION OF THE BY-LAWS.
- C. THE SAFETY OFFICER SHALL REGULARLY REPORT TO THE EXECUTIVE BOARD AND TO THE MEMBERS OF THE ORGANIZATION ON THE STATE OF SAFETY OF CLIMBING AMONG CLUB MEMBERS AS MAY EFFECT CLUB ACTIVITIES.

HE OR SHE SHALL, IN PARTICULAR, CALL TO THE ATTENTION OF THE EXECUTIVE BOARD AT THE EARLIEST OPPORTUNITY, ANY UNSAFE PRACTICES, WHICH COME TO HIS OR HER ATTENTION.

ARTICLE 12. EXECUTIVE BOARD VACANCIES

IN THE EVENT THAT A MEMBER OF THE CLUB'S EXECUTIVE BOARD IS UNABLE TO COMPLETE HER OR HIS ANNUAL TERM IN OFFICE, HER OR HIS POSITION ON THE BOARD SHALL BE FILLED IN THE FOLLOWING MANNER:

SUCCESSION OF OFFICERS:

- A. IF FOR ANY REASON THE CLUB CHAIRPERSON IS UNABLE TO COMPLETE HIS OR HER TERM IN OFFICE, HE OR SHE SHALL BE SUCCEEDED BY THE CLUB VICE-CHAIRPERSON EFFECTIVE IMMEDIATELY UPON THE CHAIRPERSON'S TERMINATION OF DUTIES. THE VICE-CHAIRPERSON'S POSITION SHALL THEN BE FILLED THROUGH A BOARD ELECTION.
- B. IF FOR ANY REASON, ANY MEMBER OF THE BOARD, EXCLUDING THE CHAIRPERSON, IS UNABLE TO COMPLETE HIS OR HER TERM IN OFFICE, HIS OR HER POSITION ON THE BOARD SHALL BE FILLED THROUGH A BOARD ELECTION.

ANNOUNCEMENT OF VACANCY:

THE CHAIRPERSON SHALL ANNOUNCE BOARD VACANCIES TO THE REMAINING BOARD MEMBERS AT THE NEXT REGULARLY SCHEDULED BOARD MEETING FOLLOWING NOTIFICATION OF THE VACANCY. THE BOARD VACANCY SHALL BE ANNOUNCED TO THE GENERAL MEMBERSHIP AT THE NEXT REGULARLY SCHEDULED GENERAL MEETING FOLLOWING THE BOARD ANNOUNCEMENT AND SHALL BE ANNOUNCED IN THE FIRST ISSUE OF THE CLUB NEWSLETTER FOLLOWING THE BOARD ANNOUNCEMENT.

BOARD ELECTIONS:

- A. FOLLOWING THE ANNOUNCEMENT OF A BOARD VACANCY TO THE GENERAL MEMBERSHIP, THE REMAINING BOARD MEMBERS SHALL ACCEPT NOMINATIONS FOR THE VACANT POSITION FROM THE GENERAL MEMBERSHIP. ALL NOMINEES SHALL MEET THE REQUIREMENTS OF THE BY-LAWS.
- B. AT THE NEXT REGULARLY SCHEDULED EXECUTIVE BOARD MEETING FOLLOWING THE ANNOUNCEMENT OF THE VACANCY

AT THE GENERAL MEETING, THE BOARD SHALL FORMALLY CONSIDER ALL INDIVIDUALS NOMINATED BY THE GENERAL MEMBERSHIP INCLUDING THEIR OWN NOMINATIONS FOR THE VACANCY. THIS BOARD MEETING AND THE DISCUSSION OF NOMINEES SHALL BE OPEN TO THE GENERAL MEMBERSHIP. AT THE CLOSE OF DISCUSSION THE EXECUTIVE BOARD SHALL VOTE ON THE NOMINEES. A MAJORITY VOTE BY THOSE BOARD MEMBERS PRESENT AT THE MEETING SHALL DETERMINE THE NEW MEMBER.

- C. IN NO CASE SHALL THE REPLACEMENT PROCESS TAKE LESS THAN THIRTY DAYS NOR EXCEED SIXTY DAYS.

ARTICLE 13. EXPENDITURE OF CLUB FUNDS

THE FOLLOWING APPROVALS AND PROCEDURE SHALL BE USED FOR THE EXPENDITURE OF CLUB FUNDS:

- A. APPROVAL OF AT LEAST ONE VOTING BOARD MEMBER SHALL BE OBTAINED PRIOR TO THE EXPENDITURE OF CLUB FUNDS IN THE AMOUNT OF LESS THAN \$250.00.
- B. APPROVAL OF A MAJORITY OF THE BOARD SHALL BE OBTAINED PRIOR TO THE EXPENDITURE OF CLUB FUNDS IN THE AMOUNT OF \$250.00 OR GREATER.
- C. CLUB MEMBERS SHALL OBTAIN THE APPROVALS DESCRIBED IN ITEMS A AND B ABOVE PRIOR TO THE EXPENDITURE OF PERSONAL FUNDS THEY WILL REQUEST THE CLUB TO REIMBURSE.

ARTICLE 14. AMENDMENTS TO THE BY-LAWS.

PROPOSED AMENDMENTS SHALL BE SENT AT LEAST ONE MONTH IN ADVANCE TO MEMBERS IN GOOD STANDING FOR VOTING PURPOSES. VOTES SHALL BE BY BALLOT OR BY PROXY AT A MEETING AS DESCRIBED IN ARTICLE (6) OF THE TM BYLAWS. A 2/3 MAJORITY OF ALL BALLOTS OR PROXIES IS NEEDED TO PASS THE PROPOSED AMENDMENTS.