

BY-LAWS OF THE CALIFORNIA ALPINE CLUB

Updated at Membership Meeting of October 18 2014

Article I - Name and Purpose

Section 1 - Organization and Name

The name of this organization shall be the California Alpine Club (CAC).

Section 2 – Purposes

The purposes of the CAC are:

To explore, enjoy, and protect the natural resources of our land, including wildlife, forests and plants, water and scenic values;

To support and promote educational programs on these and related subjects;

At all times to protect and, as far as we are able, improve the environment in which we live; and

To strengthen a sense of community among our members.

Article II - Members

Section 1 – CAC Membership

Membership shall be open to any person who is sincerely interested in the purposes of the Club. Annual membership begins on April 1 of each year.

Section 2 - Membership Classes

There shall be eight classes of membership as follows:

2.1 Regular: Regular Membership is open to any adult (over 18 years of age as of April 1) who fulfills the requirements as herein stated. Regular Members enjoy all rights and privileges of voting, holding office, participation in events and activities and use of the lodges.

2.2 Joint: Joint Membership is open to two adults with whom CAC communicates via one mailing address and one email address (if available). Each Joint Member enjoys the rights and privileges of a Regular Member.

2.3 Senior: Senior Membership is open to Regular Members (with at least 12 months membership) who have reached their 70th year on or before April 1st. Senior Membership shall be available to any Regular Member who qualifies and requests this membership class from the Registrar.

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- 2.4 Joint Senior: Joint Senior Membership is open to Joint Members (with at least 12 months membership) whose combined age is 140 years or greater on or before April 1st. Joint Senior Membership shall be available to those with Joint Membership who qualify and who request this membership status from the Registrar.
- 2.5 Student: Student Membership is open to full-time students (age 18 to 26 as of April 1).
- 2.6 Associate: Associate Membership is open to any adult who is interested in becoming a member of CAC and wishes to sample Club activities and events. It is available to a prospective member for one year from the date of the first activity or event. Associate members may participate in up to three separate Club events or activities during the year. Associate members shall have the right to fully participate in such Club events and activities but shall have no other rights. Daily membership dues for such events are payable and may be applied toward the Entrance Fee should an Associate member choose within one year from date of the first participation in such events or activities to apply for Regular or Joint Membership. Associate Membership may not be renewed.
- 2.7 Life: Life Membership was offered by CAC to Regular Members up until May 1 2009. Life Members enjoy the rights and privileges of a Regular Member. A Life Member is not required to pay annual dues as long as that member lives. CAC no longer offers Life Membership.
- 2.8 Joint Life: Joint Life Membership was offered by CAC to Joint Members up until May 1 2009. Joint Life Members are not required to pay annual dues as long as either lives. CAC no longer offers Joint Life Membership.

Exceptions to the membership class requirements may be made by application to the Membership Chairperson and action by the CAC Board of Directors.

Section 3 – New Members

Candidates for membership must follow the New Member Application Procedures as approved by the Board of Directors and available on the website and from the Membership Chairperson.

Section 4 - Resignation of Members

Any member may submit a letter of resignation to the Registrar terminating their membership. There will be no refunds of annual dues. A member who fails to pay his/her Annual Dues shall be deemed to have resigned. Members who resign shall be deemed to have resigned in “good standing” if, at that time, any money due the Club has been paid.

Section 5 – Discipline

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Any member may be suspended or expelled for due cause by a two-thirds vote of the Board of Directors. Such vote shall not be taken until after such member shall have been provided a statement, in writing, of the charges preferred against him/her, and shall have been given at least one month's notice of the time and place when the matter will be considered by the Board. He/she shall have the right to appear before the Board and answer charges, and shall have the right of appeal before the Club membership prior to final action being taken.

Section 6 - Reinstatement of Members

Former members who resigned in good standing may be reinstated within a five-year period following their resignation by making application for reinstatement. The entrance fee and activity requirements shall be waived.

Section 7.0 Annual Dues and Dues Distributions

Section 7.1 Purposes of Dues

Annual Dues shall be collected for the support of the lodges, program services, Club publications, and administrative support.

Section 7.2 Finance Committee Recommendations

Prior to the October Board and Membership meetings, the Finance Committee shall propose the amount of the annual dues for the classes of membership and the distribution of the dues collected during the prior year. The proposals are to be based on the budgets submitted by the California Alpine Club Treasurer and the Treasurers of the two lodges.

Section 7.2.1 Dues Distribution

The Board of Directors may modify and approve the dues distribution at any meeting.

Section 7.3 Dues Establishment

At the next Board of Directors meeting following the October membership meeting, the Board of Directors shall vote on the dues recommendation including any modifications approved by the Board of Directors. If the Board of Directors declines to give approval for changes, then the annual dues from the prior year shall remain in effect.

Section 7.4 Dues Notification

The Registrar shall notify members that their dues are payable April 1. On June 1, the Registrar shall send a second notice to members whose dues are still unpaid on June 1. Members whose dues are unpaid on July 1 shall cease to be members.

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Section 7.5 - Waiver of Dues

At the discretion of the Board of Directors, dues for certain members may be waived for cause. President Emeritus, an honorary title, shall be bestowed on the oldest surviving Past President of the California Alpine Club with a benefit of honorary Life Membership.

Section 7.6 - Life Membership Fund

Funds received for Life membership dues were deposited in an interest bearing fund known as the "Life Membership Fund." The Board of Directors of the Alpine Club may, at its discretion, direct the Treasurer to transfer the interest earned from this account to the general fund of the Club. It is the intent of this provision that the original principal paid by the Life members in this fund remain intact and that only the interest derived from the principal be withdrawn and used to pay the expenses of the Club.

Article III - Officers / Directors

Section 1 – Officers

The Board of Directors shall consist of the officers of the Club, namely: President, Vice-President, Secretary, Treasurer, Registrar, and six Directors. The members shall elect five Directors, the sixth shall be the immediate Past President, whose term shall continue until resignation or death, or until his/her successor is installed. All Officers other than the immediate Past President and all Directors are elected for two years or until their successors are elected.

Section 2 - Qualifications of Officers

No member shall be eligible for an appointive office, or elected to an elective office, until he/she has been a member of the Club, in good standing, for at least ninety days.

Section 3 - Method of Election

At the first Board of Directors meeting after the Annual Meeting, the President shall appoint, with the approval of the Board of Directors, a Nominating Committee of at least five members of the California Alpine Club. The Nominating Committee shall prepare a slate of Officers, Directors, and Lodge Trustees for the ensuing year. Two months prior to the Annual Meeting, the proposed slate of candidates shall be published in Trails.

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If there are contestants for any office, elections for those offices shall be by mail and by secret ballot on which the names of the members being considered for those offices shall be listed alphabetically. A ballot shall be mailed or otherwise provided to each member entitled to vote at least three weeks before election. Ballots may be marked and returned by mail or placed in the ballot box personally, not later than the time fixed for the commencement of the Annual Meeting. The President shall appoint a committee of five to count the ballots and report the results to the President.

If there are no contested offices, then the slate of members presented at the Nominating Meeting shall assume the offices to which they were nominated at the end of the Annual Meeting.

Section 4 - Duties of the President

The President shall:

1. Preside at all meetings of the Club and of the Board of Directors;
2. Determine the order of business;
3. Strictly enforce the By-Laws and Robert's Rules of Order;
4. See that all officers and committees perform their respective duties correctly;
5. Have the power to call special meetings and appoint committees;
6. Inspect and announce the results of all balloting and voting of the Club;
7. May serve as an ex-officio member of all committees except the Nominating Committee.

Section 5 - Duties of the Vice-President

The Vice-President, in the absence of the President, shall exercise the same power and authority as the President and shall preside and act in his/her stead.

Section 6 - Duties of the Secretary

The Secretary shall:

1. Keep minutes of all proceedings of the Board of Directors and of the Quarterly and Annual Membership Meetings;
2. Maintain in a book kept solely for that purpose a current copy of the By-Laws, together with a record of By-Laws amendments and policy motions;
3. Be the custodian of the Club's official correspondence;
4. Give proper notice to Officers and Directors of regular and special meetings of the Board of Directors;
5. Send to each Officer, Director, Lodge Trustee, and Committee Chairperson, electronically or by mail, copies of the minutes of each official previous meeting not less than one week prior to the next scheduled meeting;

6. Perform such other duties as may be assigned to the Secretary by the Board of Directors or the President.

Section 7 - Duties of the Treasurer

The Treasurer shall:

1. Receive and deposit all dues, entrance fees, donations, and bequests to the Club;
2. Pay bills authorized by the Board of Directors;
3. Maintain the financial records of the Club;
4. Provide a financial report quarterly, or at such other periods as the Board of Directors may direct;
5. Publish the annual Financial Report in the September issue of Trails, provide a financial report quarterly, or at such other periods as the Board of Directors may direct;
6. Shall deliver all Club property in his/her possession to his/her successor.

Section 8 - Duties of the Registrar

The Registrar shall:

1. Maintain a database containing the names and other important information regarding members;
2. Send out all bills for dues and maintain a record of dues payment;
3. Collect and submit dues to the Treasurer;
4. Report membership data to the Board of Directors;
5. Perform such other duties as requested by the Board of Directors or the President.

Section 9 - Duties of the Board of Directors

The Board of Directors shall:

1. Hold at least 10 monthly meetings each fiscal year at the call of the President;
2. Have full power (with a quorum of six) to transact all routine business of the Club;
3. Vote on applicants for membership (subject to the provisions of the New Member Application Procedures (Article II, Section 3)); and
4. Audit and approve payment for current expenses, however, in no way obligate the Club financially for a greater amount than the funds on hand in the treasury.

A full report of all financial transactions shall be made at each Quarterly and Annual Meeting of the Club.

Section 10 - Resignation of Officers or Directors

Resignations must be submitted in writing to the Board of Directors and shall be

effective upon acceptance by the Board.

Section 11 - Recall or Referendum

- a) Recall: A petition to recall an Officer or Director must be signed by at least ten percent of the voting membership in good standing, stating cause for removal, and must be submitted to the Directors at least four weeks prior to a Quarterly or Annual Meeting. Notice of recall petition shall be sent to the membership at least two weeks prior to the membership meeting. The petition shall then be presented at the membership meeting, where such Officer or Director shall be allowed to present his/her defense. The petition shall then be voted on by written ballot. An affirmative vote of two-thirds of the members present and voting shall be necessary to affect such a recall.
- b) Referendum: A petition for referendum of any action taken by the Board of Directors shall be signed by at least ten percent of the voting membership stating cause for such referendum and presented at any meeting of the Board. Upon receipt of such petition, the Board shall immediately suspend action on the matter involved. Notice of said petition shall be sent to the voting membership at least two weeks prior to the next meeting. The President shall then present at said meeting and, after explanation of the Board's action the petition, a written ballot shall be taken. An affirmative vote of two-thirds of the present and voting members shall be necessary to rescind the action of the Board.

Section 12 - Filling of Vacancies

If for any reason an office or directorship becomes vacant, the Board of Directors shall fill the vacancy *pro tem* until the next election. An office or directorship shall be declared vacant in the event of three consecutive unexcused absences from Board meetings. This appointment is subject to ratification by the membership at the next membership meeting.

Section 13 - Indemnification

California Alpine Club (A California Corporation) shall indemnify any Director or officer of the Corporation and who was or is a party or is threatened to be made a party to any proceeding (which shall include for the purposes of this Article any threatened, pending, or completed action, or other proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person was or is an authorized representative of the Corporation against expenses (which shall include for purposes of this Article attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in

connection with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

Section 14 – Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the Board of Directors shall ensure that:

1. The interest of such Officer or Director is fully disclosed to the Board of Directors.
2. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article IV - Meetings

Section 1 - Meetings of the Club

The Quarterly Business Meetings of the California Alpine Club shall be held on the third weekend of January, July, and October. The Annual Meeting shall be held on the last weekend of April. The Quarterly Meetings and the Annual Meeting shall be held at Alpine Lodge or some other location readily accessible by automobile. Should any such meeting fall on a weekend holiday or in the event of any other conflict, at the President's discretion, the meeting may be rescheduled.

Section 2 - Special Meetings of the Board of Directors

Five Directors may call a special meeting of the Board of Directors provided that written notice shall have been given to each Board Member at least five days prior to the meeting date.

Section 3 – Quorum

A quorum at a Club meeting for the purposes of transacting business shall consist of thirty members qualified to vote.

Article V - Committees and Appointments

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Section 1 - Standing Committees

There shall be eight standing committees as follows:

1. Outings
2. Membership
3. Finance
4. Publications
5. Social Activities
6. Nominating
7. Awards
8. Website

The President, with the help of the Nominating Committee, shall appoint a chairperson for each committee and the chairperson shall choose the committee members. Chairpersons shall serve a one-year term.

Section 2 - Duties of Standing Committees

1. Outings: To arrange day trips and extended trips such as canoeing, camping, backpacking, and other outings.

2. Membership: To process all applications for membership in accordance with the New Member Application Procedures (Article II, Section 3), to ascertain that each applicant has completed the requirements for membership, to present each applicant's name to the Board for approval, to submit the New Membership Report to Trails, and to notify new members of their acceptance.

3. Finance: To review the ledgers and financial statements of the Club, including Lodges, at the end of each fiscal year (March 31) and at such other times as the Board of Directors may direct; to report to the Board on the financial health of the Club, including Lodges; to recommend to the Board any changes in dues or entrance fees deemed necessary; and to review any requests for funds from the California Alpine Club's Reserve Account(s) and make a recommendation to the Board on such requests.

4. Publications: To ensure that CAC information is thoroughly vetted before publication; and to edit, prepare, and/or arrange for the production of Club publications for print and website content.

5. Social Activities: To coordinate, promote, and recruit leaders for Club social activities, and to appoint event hosts/hostesses and to provide appropriate instructions as to their duties.

6. Nominating: To prepare a slate of leadership candidates for presentation to the Board of Directors and membership at the Nominations meeting.

7. Awards: To choose the annual recipients of the Distinguished Service Award and to recommend other awards as appropriate.

8. Website: To manage the CAC Website, including content approval, web server hosting, domain names, testing and contracting for webmaster services. Expenses are to be approved by the Board.

Section 3 - Standing Appointments:

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The President shall appoint the following for a one-year term: Historian, Parliamentarian, Sunshine, Hikes Coordinator, Youth Activities, Education, Innkeeper Coordinator, and Hikers' Weekend Coordinator, who will perform the customary functions of these positions.

The basic duties of these positions are:

1. Historian: To maintain Club historical records and perform such projects that further enhances membership knowledge and appreciation of Club history.

2. Parliamentarian: To attend Board of Director and General Membership meetings and advise those in attendance of the proper rules and regulations relating to the procedures of the meeting. The Parliamentarian shall be familiar with and, if necessary, refer to Robert's Revised Rules of Order when advising Club members.

3. Sunshine: To keep informed of the health of Club members and to send appropriate cards and notes to members who are sick and to surviving family members if a member should pass away. The Sunshine Chairperson shall inform the Board of Directors and the General Membership on the health and welfare of members.

4. Hikes Coordinator: To schedule hikes and recruit hike leaders.

5. Youth Activities: To develop and coordinate a program that promotes youth activities with the California Alpine Club and to report such plans and activities to the Board of Directors and the General Membership.

6. Education: To arrange for educational programs.

7. Innkeeper Coordinator: To schedule Innkeepers for each Sunday at Alpine Lodge.

8. Hikers' Weekend Coordinator: To host hikers' weekends at Alpine Lodge.

Section 4 – Liaison Appointments

The President shall make the following liaison appointments from members of the Board of Directors. Members with liaison responsibilities shall report their findings to the Board of Directors.

1. Alpine Trustees
2. Echo Trustees
3. Membership
4. Finance
5. Social Activities
6. Publications and Web Site
7. By-Laws
8. California Alpine Club Foundation

Section 4 - Special Committees

The President may appoint special committees as may be needed from time to time, such as an Anniversary Committee in those years when celebration of an

anniversary of the Club is desirable.

Article VI - Lodge Trustees

Section 1 - Number of Trustees

There shall be five Trustees to manage Alpine Lodge and five Trustees to manage Echo Summit Lodge. Should the Club acquire any other lodges, five Trustees shall manage each.

Section 2 - Qualifications of Trustees

- a) No member shall be eligible for election to the office of Lodge Trustee until he or she has been a member of the Club, in good standing, for at least ninety days.
- b) No Officer or Director of the Club may serve as a Trustee nor shall a member be a Trustee of more than one lodge at the same time.

Section 3 - Election and Terms of Trustees

Trustees shall be nominated and elected in the same manner as prescribed for officers in Article III, Section 3. The term of each Trustee shall be three years, with terms rotated so that no more than two Trustees for each lodge shall be elected in any one year.

Section 4 - Trustee Issue Resolution

A majority vote by the Board of Trustees of each lodge shall decide the issues for that lodge.

Section 5 - Trustee Duties

- a) To elect, each fiscal year, a Chairperson who shall be charged with the duty of carrying out the will of the Lodge Trustees, and who shall be responsible for presenting a report of lodge business at each regular meeting of the Board of Directors and a written and financial report at each Quarterly and Annual Meeting.
- b) Each Board of Lodge Trustees shall have the following authority subject to the provisions of these By-laws:
 - 1. To manage, maintain, and improve the property entrusted to it;
 - 2. To receive and use the income for the benefit of the property;
 - 3. To receive gifts, bequests, and devises for the benefit of the lodge;
 - 4. To invest funds held by the lodge, the income to be used for the benefit of the lodge.
- c) Each lodge must operate independently and keep within the limits of its own treasury.
- d) Should financial obligations be assumed, such obligations shall be borne by the particular lodge so assuming them.

- e) The Lodge Trustees shall not have power to place any indebtedness on the Club or to bind the Club or any other lodge.

Section 6 - Additions and Dispositions of Property

All proposed major additions to existing buildings, as determined by the Board of Directors, and all acquisitions or dispositions of real property or building structures must be authorized in advance by written consent of a majority of the responding members after notification, including preliminary plans and cost estimates, has been sent to the full Club membership.

Section 7 – Resignation

A Trustee may resign by submitting his/her written resignation to the Board of Directors that shall become effective upon its acceptance by the Board.

Section 8 – Recall

A Trustee may be recalled by the same procedure as provided in Article III, Section 11a for recall of an Officer or Director.

Section 9 – Referendum

A petition for referendum of any action taken by the Lodge Trustees of either Lodge shall be signed by at least ten percent of the Club membership qualified to vote. The petition shall state the cause for such referendum and may be presented at any meeting of the Board of Directors. Upon the receipt of such petition, the Board of Directors shall instruct the Lodge Trustees of the Lodge concerned to immediately suspend action, as economic and safety factors will permit, on the matter involved. Notice of the petition shall be sent to the membership at least two weeks prior to the next Quarterly meeting. The petition shall be presented at the next Quarterly meeting. After explanation of the Lodge Trustees' action by the Lodge Trustee Chairperson and after debate on the matter, a written ballot shall be taken. A two-thirds vote of the Club members present and voting shall be necessary to rescind an action of the Lodge Trustees.

Section 10 – Vacancies

A Lodge Trustee position shall be declared vacant in the event of three consecutive unexcused absences from scheduled Lodge Trustee meetings. The Board of Directors shall have the power to fill any Lodge Trustee vacancy in either lodge. The appointee shall serve *pro tem* until the next regular election, at which time the position shall be filled by election for the remainder of the unexpired term. The remaining Lodge Trustees, or Trustee, shall continue to have authority, subject to the provisions of these By-Laws, of management of Lodge business until the vacancy/vacancies are filled.

Section 11 – Conflict of Interest

Whenever a Lodge Trustee has a financial or personal interest in any matter coming before the Board of Trustees, the Board of Trustees shall ensure that:

1. The interest of such Trustee is fully disclosed to the Board of Trustees.
2. No interested Trustee may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Trustees at which such matter is voted upon.
3. Any transaction in which a Trustee has a financial or personal interest shall be duly approved by members of the Board of Trustees not so interested or connected as being in the best interests of the organization.
4. Payments to the interested Trustee shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article VII - Reports

The President, Treasurer, Registrar, Lodge Trustees, and Chairpersons of all standing committees shall submit written reports at the Annual Meeting. The reports shall be kept on file with the records of the Club.

Article VIII - Parliamentary Authority

Robert's Rules of Order (Newly Revised) shall govern this Club in all matters to which they are applicable and in which they are not inconsistent with these By-Laws.

Article IX - Establishment of Conservation Endowment Fund

Gifts and bequests received by the California Alpine Club, which are dedicated to conservation and environmental causes, shall be transferred to the California Alpine Club Foundation. [The Conservation Endowment Fund, established 4/29/2000, was transferred to the California Alpine Club Foundation.]

Article X - Amendments

These By-Laws may be amended at any Quarterly or Annual Meeting at which a quorum is present by a two-thirds vote of the members present and voting, provided the members have been notified of the date of the meeting at which the amendment(s) will be considered and copies of such proposed amendment(s) have been made available to members by the Secretary at least fourteen days prior to the meeting.

Article XI - Dissolution

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Section 1 - California Law Compliance

In order to comply with the laws of the State of California, in the event of dissolution, the following must take place:

1. Notification of dissolution must be given to the entire membership at least 60 days before a Quarterly Meeting for their consideration.
2. A vote for dissolution must be passed by 50 percent plus one vote of the members in good standing present and voting.

Section 2 - Distribution of Remaining Funds

Upon the winding up and dissolution of this corporation, after paying or adequately providing for any debts and obligations of the corporation, the remaining assets shall be distributed in a manner to be determined by two thirds of the voting members of the California Alpine Club. Such distribution shall be made to a maximum of three nonprofit funds, foundations or corporations that are organized and operated exclusively for purposes similar in nature to the Purposes of the CAC as defined in Article I Section 2 and who have established their tax exemption status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in its liquidation.

-----END OF BY-LAWS-----