

## **Minnesota Climbers Association Bylaws - FINAL**

### **Article I - Name**

The Name of this organization is the Minnesota Climbers Association. Hereinafter it shall be known as MCA.

### **Article II - Purpose and Mission**

#### Section 1: Purpose

The purpose of the MCA is to organize the efforts of the climbing community for the enhancement of the community and its resources as well as raise public and government awareness of climbing issues throughout Minnesota. The MCA will also facilitate communication between the entities involved with and affected by the climbing community.

#### Section 2: Mission Statement

The Mission of the MCA is to represent and support all disciplines of climbing throughout Minnesota and surrounding areas by advocating access for current and future generations, encouraging responsible climbing practices, promoting conservations and stewardship of private and publicly held lands as well as fostering communication and awareness of the sport to the public.

### **Article III - Membership and Dues**

#### Section 1: Membership

Voting membership, termed member-donor, shall be open to all members of the climbing community who support the purpose and mission stated in Article II. Member-donor status shall be granted upon completion of a lifetime dues donation to the MCA.

#### Section 2: Dues Donation

The minimum donation amount required for lifetime dues is \$25, unless changed by a two-thirds vote of the board of directors.

#### Section 3: Rights of member-donors

Each member-donor shall be eligible to vote in the annual election of the board of directors.

### **Article IV - Association Meetings**

#### Section 1: Meetings of member-donors

At a minimum there will be an annual meeting for member-donors. This meeting may also be open to the public. This meeting will allow member-donors the opportunity to express their ideas on directions for the MCA.

#### Section 5: Notice of meetings

Notice of the annual meeting and any additional meetings for member-donors will be given at least two weeks prior to the meeting. Member-donors will be notified via email.

## **Article V – Board of Directors**

### Section 1: Authority and Duty

A. Authority – The board of directors shall have the authority to transact all the lawful business of the Association in conformance with the Articles of Incorporation and bylaws of the MCA.

B. Duty – The board of directors shall have the duty to supervise, control, and direct the affairs of the Association, shall determine its policies within the limits of the bylaws, and shall have control over the disbursement of the MCA's funds.

### Section 2: Number and Eligibility

A. Number – The number of voting elected directors on the board shall be between seven (7) and eleven (11). The existing board will establish the size of the board for the upcoming year a minimum of 30 days prior to elections. Two additional non-voting directors may be appointed at the discretion of the board of directors.

B. Eligibility – All member-donors of the MCA as defined by the bylaws shall be eligible to serve on the board of directors.

### Section 3: Board Nominations and Elections

A. Nominations - Nominations for new directors will be solicited from current directors and/or submissions from interested parties. Nominations must be submitted to the board of directors no less than two weeks before the election.

B. Elections - Only member-donors are eligible to vote to elect board members. Each voting member may cast one ballot. Elections shall be held in the 1st Quarter of each calendar year and may be conducted utilizing an online voting platform or other means determined by the board of directors.

### Section 4: Board Terms

All elected Board members shall serve a three (3) year term unless filling a vacated position. Terms of all board members shall commence April 1 following elections. Terms may be extended as needed to complete an elected term as Chair, Vice Chair, Secretary, or Treasurer. Directors may serve no more than three (3) consecutive terms or nine (9) consecutive years.

### Section 5: Board Meetings

The board of directors shall meet whenever such meetings are necessary to conduct the business of the Association. Such meetings may be conducted through conference calls to the extent allowed by law. In addition to the annual meeting with member-donors, the board of directors shall meet at least four (4) times during the year. Notice of board meetings shall be sent to board members in writing at least 10 days prior to the meeting and shall specify the date, time, place, and general nature of business to be transacted.

### Section 6: Board Quorum and Voting

A. Quorum – At Association board meetings, the presence of a majority of the board of directors, including those directors voting by absentee ballot or by conference call, shall constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the quorum present may choose a chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, when a quorum can be convened. Board members who cannot attend meetings may submit their votes in writing or electronically.

B. Voting – Minimum voting participation for the transaction of Board business shall consist of a majority of directors, including those for whom absentee, mail, or electronic ballots have been received.

C. Approval of Board Business – Except where otherwise required by the bylaws, any action must be approved by a majority of board members casting votes in order to be considered an act of the board.

#### Section 7: Resignation

A board member may resign at any time by giving written notice of resignation to the Chair. The resignation is effective upon receipt of notice or at any later time specified therein.

#### Section 8: Removal

Any board member may be removed from the board of directors by a two-thirds (2/3) majority vote of the board, whenever, in the board's judgment, the best interests of the Association would be served thereby.

#### Section 9: Vacancies

If a board member is unable to complete a term, the board of directors may appoint an eligible member-donor to complete the remainder of the year of the person whom they replace. The remainder of the term will be filled by a vote of the membership.

#### Section 10: Compensation for Services

Members of the board of directors shall not receive any compensation for their services as directors; however, the board may authorize reimbursement of a reasonable amount for any expenses incurred while performing board services for the Association.

#### Section 11: Indemnification

Any person (and their heirs, executors, or administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that they are or were a director or officer of the MCA shall be indemnified by the MCA against any and all reasonable expenses including attorney fees incurred in the defense of such action, suit or proceeding; except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that the director is liable for intentional or gross negligence as determined by a court of law or arbitrator.

## Section 12: Conflict of Interest

There shall be no undisclosed conflict of interest between any director and/or employee of the MCA, nor any undisclosed interest of any kind in anything (motion or otherwise) in which the board of directors must make any decision. No director may vote or otherwise participate in the consideration of any motion in which they have an interest. All officers, directors, and management staff shall disclose potentially conflicting interests annually.

## **Article VII – Board Officers**

### Section 1: Officer Duties

A. Chair – The Chair shall preside at all the meetings of the Association and the board of directors. Any legal and financial documents must be approved by the Chair and, when appropriate, another designee of the board of directors as required by law or stated in the bylaws.

B. Vice Chair – The Vice Chair shall be responsible for organizing and overseeing annual board member elections, assisting the Chair, and serving as the board Parliamentarian. In the absence of the Chair, or in the event of the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair.

C. Secretary – The Secretary shall be responsible for keeping minutes of all meetings of the Association and the board of directors and seeing that all notices are duly given in accordance with the provision of these bylaws or as required by law.

D. Treasurer – The Treasurer shall be responsible for the oversight of the Association's funds and securities and shall perform all acts incident to the position of Treasurer as specified by the board of directors.

### Section 2: Officer Eligibility, Election, Terms, Resignation, and Vacancies

A. Eligibility – All board members are eligible to serve as board officers. Candidates for Chair must have served the previous year on the Board.

B. Election and Terms – The Chair, Vice Chair, Secretary, and Treasurer shall be elected by the board of directors for a three (3) year term. Board officers may serve no more than two (2) consecutive terms or six (6) consecutive years in a position.

C. Resignation – An officer may resign at any time by giving written notice of resignation to the Chair, Vice-Chair, or Secretary. The resignation is effective upon receipt of notice or at any later time specified therein.

D. Officer Vacancies – In the event an officer is unable to serve, that position shall be filled by a member of the board elected by a majority vote of the remaining members of the board of directors. The new officer shall then complete the un-expired office of the person whom they replace.

## **Article VIII - Finances**

### **Section 1: Fiscal Year**

The fiscal year of the MCA shall be determined by the board of directors.

### **Section 2: Deposit and Distribution of Funds**

All funds shall be deposited promptly to the credit of the MCA in such depositories as the board may select. Except as otherwise provided by law, all funds shall be dispersed by the Treasurer or board designees, employee or employees, agent, or agents of the MCA as selected by the board of directors. All expenditures not already included in the annual budget must be approved by a majority of the board of directors.

### **Section 3: Annual Budget**

The annual budget must be submitted by the Treasurer and approved by the board of directors within sixty days (60) of the beginning of the fiscal year.

## **Article IX – Board Committees**

The board of directors, by resolution adopted by a majority of the board, may designate one or more board committees, each of which may include other individuals who are not board members. Additionally, the board of directors, by resolution adopted by a majority of the board, may dissolve a committee when deemed necessary.

## **Article X – Amendments**

The bylaws of the MCA may be altered, amended or repealed; and new bylaws may be adopted by a two-thirds (2/3) vote of the board, provided that written notice and a copy of the proposed changes are given at least 30 days in advance of the vote.