

Helena Climber's Coalition  
[www.helenaclimberscoalition.org](http://www.helenaclimberscoalition.org)  
*Uniting area climbers to promote stewardship, maintain access, and create positive outdoor experiences.*

## **BY-LAWS GOVERNING THE HELENA CLIMBERS COALITION (HCC)**

Accepted May 31st, 2018

### **ARTICLE 1: NAME AND PURPOSE**

#### **Section 1: Name**

The name of the organization shall be Helena Climber's Coalition, herein referred to as HCC. It is a nonprofit organization incorporated under the laws of the State of Montana.

#### **Section 2: Purpose**

HCC is organized exclusively for charitable, educational, and scientific purposes under the Internal Revenue Code. This organization's purpose is "**uniting area climbers to promote stewardship, maintain access, and create positive outdoor experiences.**"

#### **Section 3: Dissolution**

Upon the dissolution of the Helena Climber's Coalition, assets will be distributed for one or more exempt purposes of section 501(c)(3) of the Internal Revenue code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

#### **Section 4: Activities**

HCC will not engage in activities that in themselves do not further the mission statement, except in insubstantial ways.

- a) HCC will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b) HCC will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c) HCC will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d) HCC will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) HCC will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE II: GENERAL MEMBERSHIP

### Section 1: Types of Membership

*Participating Members:* Any person with an interest in Helena area climbing events and activities may choose to be a participating member of HCC. These individuals may receive email news, attend community events, contribute to volunteer days, and benefit from other free services.

*Contributing Members:* Any person who contributes \$30 annually towards membership in HCC will be a Contributing Member. Only Contributing Members may vote on decisions that have been put before the HCC membership, including the election of Board Members. Contributing Members may join and contribute to committees formed by HCC.

## ARTICLE III: BOARD OF DIRECTORS

### Section 1: Size and Term of Office of Board of Directors

The Board will consist of seven Contributing Members who serve for two years. Terms will begin and end at the spring Board meeting.

### Section 2: Initial Board

The initial Board will consist of a group of volunteers, nominated by members of the general climbing community. These individuals will serve until the first spring Board meeting at which time elections will occur in accordance to Article III.3. Participation in the initial Board will not affect future participation.

### Section 3: Election of Board

Open positions on the Board will be filled by a nomination of a Contributing Member, followed by a majority confirmation vote of the Contributing Members to elect. This vote may be made at a regular meeting or by electronic communication. When a Board Member retires or leaves the Board before the term expires, that member will be replaced in a timely manner by the sitting members of the Board. The newly elected replacement will serve out the term of the original Board Member.

### Section 4: Term Limits

There are no term limits for Board positions.

### Section 5: Removal of Board Members

Any Board Member may be removed from his or her position by a two-thirds vote of the sitting Board members at a regular Board meeting.

### Section 6: Compensation of Board Members

Board members will not be compensated for their service on the Board.

## Article IV: Meetings

## Section 1: Meetings

Board Meetings, consisting of a quorum of the Board, will be held quarterly each year. The time and location of Board meetings will be set by the Chairperson, and must be acceptable to the majority of the Board.

Contributing Member Meetings, also known as General Meetings, will be held twice a year, in the spring and the fall. Additional events and volunteer opportunities will occur throughout the year.

## Section 2: Notice of Board Member Meetings

Notice of Board Member Meetings will be posted on the HCC website, [www.helenaclimberscoalition.org](http://www.helenaclimberscoalition.org) at least two weeks prior to each meeting.

## Section 3: Notice of Contributing Member Meetings

Notice of Contributing Member Meetings (General Meetings) will be posted on the HCC website, [www.helenaclimberscoalition.org](http://www.helenaclimberscoalition.org) at least two weeks prior to each meeting. Meetings will also be announced through the HCC email list and social media.

## Section 4: Special Meetings

Special Meetings may be called by the Chairperson, or in absence, the Vice-Chair, or upon request by three or more Board members by giving each Board member 24 hours notice.

## Section 5: Quorum

A quorum of the Board will be in attendance before action of an official nature can be taken. A quorum is at least half of the Board members.

## Section 6: Voting

Voting will normally take place at regular Board Meetings. Only individuals attending may vote. Alternatively, voting by email will be allowed if all Board Members consent to it.

## Section 7: Preparation of Agenda

The Board Meeting agenda and General Meeting agenda will be determined by the Chairperson, or in his/her absence, by the Vice Chair. It will be distributed to all Board Members and posted on a public forum no later than a week prior to the General Meeting date. Board Members may submit agenda items to the Chairperson at any time before the Board Meeting and Contributing Members may do the same before General Meetings.

## Section 8: Attendance of Board Members

A Board Member who misses more than half of the General Meetings without good reason in a calendar year will lose his or her status as a Member of the Board. The Board may vote to excuse a Member's absence. An excused absence will not affect the Member's status on the Board.

# ARTICLE V: OFFICERS

### Section 1: Election of Officers

It will be the responsibility of the Board to select a Chairperson, a Vice Chair, a Secretary and a Treasurer from the seven contributing Members of the Board. In the event an officer's appointment to the Board is terminated, a replacement to this officer will be elected by the Board at the meeting following the termination, or sooner via a Special Meeting or email vote (Sections IV.3 and IV.5).

### Section 2: Term of Office

New officers will be selected and take office at the first Board Meeting of the year. Officers will serve for one year with eligibility for re-election.

### Section 3: Duties of the Officers

*Chairperson:* It will be the duty of the Chairperson to preside at, set the agenda for, and facilitate all meetings of the Board and membership. Official papers from the Board will be signed by the Chairperson.

*Vice-Chair:* The Vice-Chair will perform duties of the Chairperson in the absence of the latter. When both Chairperson and the Vice-Chair are absent, a Chairperson pro tempore will be selected by members who are present to perform the duties of the Chairperson.

*Secretary:* It will be the duty of the Secretary to ensure that members are notified of all meetings, to keep permanent record of the proceedings of all meetings and to have a copy of the proceedings of each meeting sent to each Board Member no later than five days in advance of the scheduled meeting.

*Treasurer:* It will be the duty of the Treasurer to make all payments authorized by the Board, administer HCC funds, report to the Board on the financial status of the organization at each General Meeting, and to complete all necessary state, local, and federal tax forms. Any action requiring more than \$500.00 of HCC funds shall require prior approval by a majority of the Board. This may be given at a General Meeting, Special Meeting, or by email.

## ARTICLE VI: COMMITTEES

### Section 1: Committee

The Board may create committees as needed, such as fundraising, marketing/communications, events, stewardship, etc. A Contributing Member may submit an idea for a committee to the Board to consider. Committees may be made up of Board and/or Contributing Members. The Chairperson will appoint or approve all Committee Chairs. Additional committee members will consist of volunteer Contributing Members or Participating Members.

Each committee will meet on an as-needed basis determined by the individual committee members. Committees may present their findings or proposals to the Contributing Members at General Meetings. Committees will report to the Chairperson and other Board Members. The Board must approve any actions or events proposed by a Committee.

## ARTICLE VII: AMENDMENTS

Section 1: These by-laws may be amended at any Board Meeting or Special Meeting by a majority vote of the entire Board, provided previous notice of any proposed amendment is given to the Contributing Members for input at a General Meeting prior to approval and implementation of the proposed action.

APPROVED AND AGREED TO by the interim Board of Directors on 5/31/2018