

BYLAWS
OF
MOUNTAIN WEST OUTDOOR CLUB, INC.

ARTICLE I: Offices

The principal office of the corporation in the State of Idaho shall be located in Boise, Ada County, Idaho. The corporation may have such other offices as the officers may designate or as the business of the corporation may require from time to time.

The registered office of the corporation required to be maintained in the State of Idaho may be, but need not be, identical with the principal office in the State of Idaho, and the address of the registered office may be changed from time to time by the officers.

ARTICLE II: Membership and Dues

2.1 Any individual who subscribed to the purposes and basic policies of the corporation may become a member of the corporation subject only to compliance with the provisions of the Bylaws. Membership in the corporation shall be available without regard to race, sex, creed, religion, age, gender identity, color or national origin.

2.2 The corporation shall conduct an annual enrollment of members, but persons may be admitted to the membership at any time.

2.3 Only members in good standing of the corporation shall be eligible to serve in any of the elective or appointive positions. A member in good standing shall be one who has paid the annual dues as evidenced by a membership card, written receipt, or placement on the membership mailing list. Guests may participate in group activities upon the approval of the trip leader.

2.4 Membership shall be based on individuals.

2.4.1 Members must pay annual dues in the amount of \$15.00 per person submitted with their applications to the club treasurer. The amount of such dues may be changed from time to time by a vote of the membership at a meeting where a quorum is present.

ARTICLE III: Officers and Their Election

3.1 Number. The officers of the corporation shall be president, vice president, secretary, newsletter editor/membership officer and treasurer. Such other officers and assistant officers as

may be deemed necessary may be elected by the members. Any two or more offices may be held by the same person, except the offices of president and newsletter editor/membership officer.

3.2 Election and term of Office. The officers of the corporation shall be elected each year by the members in December. If the election of officers shall not be held in December, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until he/she shall resign or shall have been removed in the manner hereinafter provided.

3.3 Removal. Any officer or agent may be removed by a two-thirds vote of the entire membership, whenever in their judgment the best interests of the corporation will be served thereby.

ARTICLE IV: Management

4.1 Management. Management of the affairs of the corporation shall be vested in the members who in turn elect the officers to manage day-to-day activities of the corporation.

4.2 Regular Meetings. The officers shall meet regularly once per month at a time and place to be determined by the officers.

4.3 Special Meetings. Meetings of the officers may be called by the president on his/her initiative whenever in his/her judgment it may be deemed necessary, or by the secretary upon request of any two (2) or more officers.

4.4 Notice. Notice of any special meeting shall be given at least three (3) days previously thereto.

4.5 Quorum. A majority of the authorized number of officers shall constitute a quorum for the transaction of business at any meeting of the officers.

4.6 Manner of Acting. The act of the majority of the officers at a meeting at which a quorum is present shall be the act of the officers.

4.7 Action Without a Meeting. Any action required or permitted to be taken by the officers at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the officers.

4.8 Vacancies. Any vacancy may be filled by the affirmative vote of a majority of the remaining officers though less than a quorum, such person to serve until his/her successor be duly elected by the members.

4.9 Election. Except as provided in Section 4.8, the officers shall be elected in December by electronic ballot or as soon as thereafter convenient. The candidate receiving a majority of the votes cast shall be declared elected.

4.10 Trips/Activities. All trips and/or activities shall be self-supporting.

4.11 Trip Leaders. Trip leaders shall organize, provide information to participants and be responsible for leading specific activities. Trip leaders are volunteer members who have no qualifications beyond the love of shared outdoor activities. Members and guests assume all the risks associated with specific activities.

ARTICLE V: Duties of the Officers

5.1 President. The president shall preside at all meetings of the corporation at which he/she may be present, shall perform such other duties as may be prescribed in these Bylaws or assigned to him/her by the corporation and shall coordinate the work of the officers and committees of the corporation in order that the purposes of the corporation may be promoted.

5.2 Vice President. The vice president shall act as an aide to the president and shall perform the duties of the president in the absence or disability of that officer to act. The vice president shall be responsible for planning the programs for monthly membership meetings.

5.3 Secretary. The secretary shall record the minutes of meetings as requested. The secretary, or his/her appointee, shall attend the officer's monthly planning meeting to record information for the monthly newsletter. The secretary shall compose the monthly newsletter with information from the monthly planning meeting as well as information submitted to him/her in writing or by email from members in good standing. The monthly newsletter shall include officers, calendar of events and any other information pertinent to club activities. Once completed, the newsletter shall be forwarded to the newsletter editor/membership officer for distribution.

5.4 Newsletter Editor/Membership Officer. The newsletter editor/membership officer shall review the monthly newsletter and prepare it for distribution by mail or email. He/she shall be reimbursed by the treasurer for any expenses incurred. He/she will maintain a list of all the pertinent member information. Membership lists including name, expiration of membership date and email address will be distributed to all members in April and October or as requested. He/she shall send notices to members prior to their club expiration date.

5.5 Treasurer. The treasurer shall be responsible for receiving member applications and yearly dues, the safekeeping of corporate funds, the preparation and submitting of any required state or federal filings and for maintaining correct and complete books and records of account. He/she shall deposit all monies received by him/her in a reliable banking company in the name of Mountain West Outdoor Club, Inc. Monies shall be paid out by numbered checks signed by the treasurer or any other officer so authorized exclusively for Mountain West Outdoor Club, Inc. approved expenditure. The treasurer shall collect dues, and he/she shall render a report at the January annual meeting based on the calendar year. The treasurer shall maintain a complete list of all pertinent member information.

5.6 Each officer may perform such additional duties as may be delegated to him/her by the members.

ARTICLE VI: Meetings and Notice of Meetings of Members

6.1 Special Meetings. Special meetings of the corporation shall be held from time to time as called by the officers.

6.2 Regular Meetings. Regular meetings must be called by the officers on a monthly basis.

6.3 Annual Meeting. The annual meeting of the corporation shall be held on the first Monday in January or as soon thereafter as convenient.

6.4 Notice. No notice of an annual or regular meeting shall be required. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered no less than three (3) days before the date of the meeting.

6.5 All meeting shall be held at the registered office of the corporation or at such other locations as may be selected by the officers.

ARTICLE VII: Quorum of Members

7.1 A quorum shall be established by the presence, in person or by proxy, of one tenth (1/10) of the members on the membership list. The vote of the majority of votes entitled to be cast by the members present, or represented by proxy at a meeting at which a quorum is present, shall be the act of the members meeting.

ARTICLE VIII: Committees

8.1 The officers may create such standing committees as they may deem necessary to promote the purposes and carry on the work of the corporation.

8.2 The chairperson of each standing committee shall present a plan of work to the officers for approval. No committee work shall be undertaken without the consent of the officers.

ARTICLE IX: Waiver of Notice

9.1 Whenever any notice is required to be given to any member or officer of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time specified therein, shall be deemed equivalent to giving of such notice.

ARTICLE X: Amendments

10.1 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members at the annual or any regular or special meeting.

ARTICLE XI: Fiscal Year

11.1 The corporation’s fiscal year shall be on a calendar year basis.

WE, THE UNDERSIGNED, being all the officers of Mountain West Outdoor Club, Inc., DO HEREBY CERTIFY that the foregoing are the full, true and correct Bylaws of said corporation duly and regularly adopted by the vote of the members of Mountain West Outdoor Club, Inc., at a regular meeting held on the ___ day of _____, 2017, for which notice was duly given as provided in the Bylaws.

President

Vice President

Secretary

Newsletter Editor/Membership

Treasurer