

# **Southern Idaho Climbing Coalition**

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## **BY-LAWS GOVERNING THE Southern Idaho Climbing Coalition (SICC)**

ADOPTED  
March 11, 2016

Amended on May 24, 2017  
Amended on Jan 11, 2019  
Amended on October 14, 2021  
Amended on August 23, 2023

### ARTICLE I: MISSION STATEMENT

To promote climbing, provide a resource for responsible development and conservation of climbing areas, and to encourage the etiquette, education, and safety of the Southern Idaho climbing community.

### ARTICLE II: GENERAL MEMBERSHIP

#### Section 1: Membership in the Southern Idaho Climbing Coalition

Membership in SICCC is open to all individuals who:

- have a true passion for climbing and a desire to improve the climbing community as a whole.
- are dedicated to improving climbing safety, access, and etiquette.
- seek to expand their climbing knowledge in order to become a safer, more competent climber.
- desire to meet other like-minded individuals in helping foster a positive, friendly climbing community.

#### Section 2: Membership Dues

Membership dues are \$30 per year, but may be periodically discounted during special events.

#### Section 3: Membership Privileges

Current members of SICCC will be asked to vote on board members. Elections will take place within thirty days of the annual general meeting. Additionally, current SICCC members may be asked to provide input and direction on major future projects such as rebolting efforts, adopt-a-crag service projects, and other events.

#### Section 4: Membership Terms

Memberships are valid for the lesser of one year or the next occurrence of an Annual Membership Meeting.

### ARTICLE III: BOARD OF DIRECTORS

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

The Board will consist of seven members. Board seats 1, 3, 5, and 7 will serve two-year terms and seats 2, 4, and 6 will initially serve one-year terms, and thereafter serve two-year terms. Board members will be limited to three consecutive terms on the Board (6 years), after which they will be eligible again for Board membership after sitting out one two-year term. Board terms begin and end within 30 days of the annual meeting.

#### Section 2: Board Diversity

The Board will ideally consist of individuals who represent various facets of the climbing community. Representation from climbing stores, gyms, guide services, college outdoor programs, certified guides, etc. is encouraged. The Board should also consider individuals with professional legal, business, financial, community outreach, and information technology experience. Representation by women and underrepresented groups is also encouraged.

#### Section 3: Expectations of Board Members

Board members are expected to openly debate and discuss topics and issues in a respectful and courteous manner. Dissenting opinions are welcome if they contribute in a positive manner and offer unique perspectives. Once votes are cast and recorded, Board members agree to abide and support the decision of the Board in public and private in order to foster Board unity. Serving on the Board is voluntary and Board members (and their families) will not accept payment (cash or in kind) from SICC.

#### Section 4: Election of Board Members

Current SICC members will be notified of vacancies on the SICC Board along with potential candidates within two weeks of the general membership meeting. Elections will occur within thirty days of the annual meeting. Each candidate will choose which board seat to run for. If a board member runs for a seat unopposed, they will automatically fill that seat. Seats with two or more candidates will be determined by a majority vote from current SICC members.

#### Section 5: Removal of Board Members

Any Board member may be removed from his or her position by a Board majority at a regular Board Meeting.

## Section 6: Resignation

A Board member may resign from membership by delivering a written and signed letter of resignation to the Secretary. The resignation will become effective upon the date specified therein or upon receipt by the Secretary if a date is not specified.

## Section 7: Filling Vacated Board Seats

When a board seat is vacated due to resignation or removal, the remaining board members solicit applications for the vacated seat, conduct interviews, and vote to fill the vacated seat as soon as possible. The new board member fills the seat until the end of the original term.

# ARTICLE IV: MEETINGS OF THE BOARD

## Section 1: Regular Meetings

Unless otherwise scheduled, regular meetings of the Board will be held on the third Thursday of each month at 7:00 pm. Individuals from the SICC general membership will be allowed to make relevant comments or ask questions during an open forum once the meeting has commenced. Following this forum, the board will continue to meet in closed session. One meeting each year will be open to the public and may coincide with a larger event such as a competition, crag clean-up, or fundraiser. Changes to the meeting schedule must be accepted and voted upon by a Board majority. Board members may opt to participate remotely when not able to attend directly.

## Section 2: Annual Membership Meeting

The annual membership meeting (~~usually in March~~) will be held in the Fall and announced at least one month prior to the meeting. This meeting may coincide with a dinner and/or fundraising event. Elections for outgoing board seats will also take place at the annual membership meeting.

## Section 3: Special Meetings

Special meetings may be called by the Chairperson, or in his/her absence, the Vice-Chair may call a special meeting of the Board by giving each Board member 24 hours notice. Special meetings will be scheduled upon request by four (4) or more Board members.

## Section 4: Quorum

A quorum of the Board will be in attendance before action of an official nature can be taken. A quorum is defined as greater than half of the Board members serving at any given time.

## Section 5: Voting

Voting will take place only at regular Board meetings, and only attending (either in person or via electronic means) Board members may vote. Votes submitted via email will only be allowed if agreed upon by all Board members.

## Section 6: Preparation of Agenda

The Board meeting Agenda will be determined by the Chairperson, and distributed to all Board members no later than three days prior to the regular meeting date. Board members may submit Agenda items to the Chairperson any time prior to the meeting. Board meeting agendas are available to current SICC members upon request.

## Section 7: Board Attendance

A Board member who misses more than half of the regular meetings in one year loses his or her status as a member of the Board. If a member loses his position because of non-attendance, the Board will accept applications from interested individuals, conduct interviews, and vote on a new Board member. The new Board member will fill the remainder of the term vacated by the departing Board member.

## Section 8: Parliamentary Proceedings

Robert's Rules of Order shall guide the proceedings of the Board. The Board may adopt other means for parliamentary proceedings, as it may deem appropriate.

## Section 9: Board Meeting Minutes

The Secretary of the SICC board will compile minutes during each meeting. These minutes will be made available to other board members at least five working days following the meeting. Board meeting minutes are available to current SICC members upon request.

# 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. 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.

## Section 2: Term of Office

New officers will be selected and take office at the first meeting following the general membership meeting (~~usually March~~) to be held in the Fall each year. Officers will serve for one year with eligibility for re-election.

### Section 3: Duties of the Chairperson

The Chairperson will:

- supervise and direct the affairs and activities of SICC.
- preside, organize, and conduct each meeting.
- sign official papers from the Board.
- prepare meeting agendas for each meeting.
- ensure SICC maintains fiscal, legal, ethical, and financial responsibility.
- make assignments to Board members and ensure timely and satisfactory completion.
- resolve conflicts

### Section 4: Duties of the Vice- Chair

The Vice-Chair will:

- perform duties of the Chairperson in the absence of the latter.
- accept and complete tasks and assignments as requested.

When both the Chairperson and the Vice-Chair are absent, a Board member may be designated by the Chairperson to perform the duties of the Chairperson of the Board.

### Section 5: Secretary of the Board

The Secretary will:

- notify members of all meetings
- keep a permanent record of proceedings (minutes) for all meetings
- distribute meeting minutes to each member of the Board at least five (5) days before the next scheduled meeting.

### Section 6: Treasurer of the Board

The Treasurer will:

- make all payments authorized by the Board
- administer all SICC funds
- report to the Board on the financial status of the organization at each regular meeting
- complete all necessary state, local, and federal tax forms.

## ARTICLE VI: COMMITTEES

### Section 1: Committees

The Board has the authority to create and appoint committees as may be deemed desirable to complete the work of the Board.

## ARTICLE VII: AMENDMENTS

### Section 1: Amendments

These by-laws may be amended at any regular meeting of the Board by a 2/3 majority vote of the entire Board, provided previous notice of any proposed amendment will be given at least three days prior to the action.

## ARTICLE VIII: DISSOLUTION

### Section 1: Dissolution of SICC

The Board may authorize the dissolution of SICC upon a 2/3 majority vote of the full Board. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE IX: ASSETS

### Section 1: Assets of SICC

Two members of the Board will be accountable for receiving, depositing, or disseminating any assets, and notify the Board of the asset transaction within 48 hours of receipt. Notification will consist of emails to all members and/or a post to the SICC Facebook page. Assets may consist of cash, donations, hard goods, or services.