

By Laws of the Central Indiana Wilderness Club

(Incorporated within the State of Indiana 01/25/1983)

ARTICLE I – Identification

Section 1. Name. The name of the Corporation is Central Indiana Wilderness Club, Inc. (hereinafter referred to as "the Corporation", or abbreviated as CIWC).

Section 2. Principal Office and Resident Agent. The Principal Office (PO Box) is given on the Website under Contacts – see Ciwclub.org. The Resident Agent is listed in the most recent Indiana Business Entity Report Filing.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of December in each year and end at the close of the last day of November next succeeding.

ARTICLE II – Membership

Section 1. Place of Meeting. All meetings of members of the Corporation shall be held at such place within the State of Indiana as may be determined by the President or Board of Directors and specified in the notices or waivers of notice thereof or proxies to represent members at such meetings.

Section 2. Annual Meetings. The annual meeting of members shall be held in December, as set each year by the Board of Directors, with written notification to current members at least ten (10) days prior to the meeting. The close of the Club books for the year will be on November 30 by the Club Treasurer.

Section 3. Special Meetings. Special meetings of members may be called by the President, the Board of Directors, or by not less than one-fourth of all members. At any special meeting of the members, no business other than that for which the meeting is called shall be transacted. If a member requests to contact members for the purpose of calling a special meeting, the Secretary will contact those members on their behalf.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered or mailed by the Secretary to each member of the Corporation entitled to vote at the meeting, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meeting.

Section 5. Voting at Meetings. (a) Voting Rights. Every member of the Corporation shall have the right to one vote at all meetings of the members of the Corporation. (b) Absentee Ballots. A member is entitled to vote either in person or by absentee ballot executed in writing by such member and delivered to the Secretary of the Corporation prior to the time

the meeting is called to order. (c) Quorum and Adjournments. At all meetings of members, a majority of the members represented in person or by absentee ballot, shall constitute a quorum. Any meeting of members, including both annual and special meetings and any adjournments thereof, may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present.

Section 6: List of Members: A list of Active Members, arranged in alphabetical order, shall be on file with the Secretary of the Corporation. Such list (a register) will consist of names, membership status and email addresses. The list shall be subject to inspection by any member in good standing. This list shall be available at least five (5) days before any meeting of members. The original or duplicate membership register (list) shall be the only evidence as to the persons who are entitled as members to examine such lists, or to vote at a meeting.

Section 7. Section Removed Nov 2018

Section 8 Removal of a Member, Trip Leader or Board Member.

- a. A member may be considered for expulsion from CIWC if they have violated club policy or have violated the Code of Conduct.
 - i. The President (or Vice President, if acting as President) may temporarily remove the person from **Meetup and Facebook** and request suspension of membership until a review can be conducted.
 - ii. As soon as possible the President shall schedule a review and call for a board vote on the person in question.
 - iii. Additionally any 3 voting members (in agreement) may perform the steps above and call for a board vote.
 - iv. CIWC may formally remove from membership any member who violates the code of conduct or club rules (policy / bylaws) by a majority vote by the board. This can be done by phone, by electronic means or at a meeting.
 - v. If expulsion is approved the person is permanently banned from social media (**Meetup and Facebook**), removed from membership and permanently banned from participating in any CIWC event or function.
- b. A Trip Leader may be removed from a Trip Leader role (or excluded from leading a trip) if they have either violated the Code of Conduct, violated club policy or has demonstrated questionable leadership in the past. This requires and majority vote (of a quorum).
- c. A committee member may be removed by reverse appointment by the president or by a majority vote (of a quorum).
- d. A board member may be removed from their position by a two-thirds (2/3) of the other board members.

ARTICLE III -- Directors

Section 1. Number of Directors. The Board of Directors shall consist of all of the elected officers of the Corporation. The number of Directors shall be reviewed and determined at the Annual Meeting of the Corporation. The President of the Corporation shall serve as the Chairman of the Board of Directors.

Section 2. Term of Office. The Directors having the right to vote shall serve on the Board only so long as they remain duly elected officers of the Corporation. The members may remove any Director, with or without cause, and elect a successor at a meeting of the members called expressly for such purpose. In such case this requires a two-thirds (2/3) vote of the members present. In addition the Board of Directors may remove a Director with a two-thirds (2/3) vote of the other Directors. Such a removal of a Director will also cause his or her removal as an officer of the Corporation.

Section 3. Vacancies. Vacancies occurring in the membership of the Board of Directors caused by resignation, removal, death or other incapacity may be filled temporarily by appointment of the president, or acting president. Any increase specifying number of Directors (such as during the Annual Meeting election) shall be given to members in the next mailing after such increase or election.

Section 4. Regular Meetings. Regular meetings shall be held at such times and places, either within or without the State of Indiana, as may be determined by the President or Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by five (5) or more members of the Board of Directors, at any place within or without the State of Indiana, upon twenty-four (24) hours' notice, specifying the time, place and general purposes of the meeting, given to each Director personally.

Section 6. Quorum. A majority of the entire Board of Directors shall constitute a quorum and be sufficient for the transaction of any business, except for filling of vacancies in the Board of Directors which shall require action by a majority of the remaining Directors. Any act of the majority of the Directors present at a meeting at which a quorum shall be present shall be the act of the Board unless otherwise provided for by law or by these By-Laws. A majority of the Directors present may adjourn any meeting from time to time. Notice of an adjourned meeting, need not be given other than by announcement at the time of adjournment.

Section 7. Committees. The President or majority of the actual number of Directors, by resolution, from time to time, may assign or designate various committees. These committees shall perform the duties specified in the resolution. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof of any responsibility imposed upon it or him by the Indiana Not-For-Profit Corporation Act.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, prior to such action, a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee.

ARTICLE IV – Officers

Section 1. Number of Officers (Board of Directors). The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and additional Members of the Board of Directors as determined by the ongoing operating needs of the Corporation. Any two (2) or more Board of Director positions may be held by the same person, except the duties of the President, Secretary and Treasurer shall only be performed by one person per each of those three positions.

Section 2. Election and Tenure of Office. Each officer shall be a member of the Corporation. All offices shall be elected annually. No member shall serve as an officer for more than two (2) consecutive terms, unless, after due diligence, no other qualified member expresses a desire to hold office. The Board of Directors shall annually appoint a Nominating Committee to serve with the Secretary as Chair. The Nominating Committee shall consist of four (4) additional members, two which can be officers and at least two shall be members at large. The Nominating Committee shall solicit nominations from the general membership, either by separate mailing or by published notice. The Nominating Committee shall be charged with the responsibility of insuring some continuity on the board of directors. The Nominating Committee shall review nominations and recommend to the Board a slate of one (1) qualified candidate per office who is willing and eligible to serve. Subject to approval by the Board, the slate of candidates shall be placed on the Election Ballot. Candidates for office whose names do not appear on the Election Ballot may have their names placed in nomination from the floor during the Annual Members' Meeting. Unsuccessful candidates may be nominated from the floor for offices yet unfilled.

Section 3. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled as specified in Article III, Section 3.

Section 4. Officers' Duties. The duties of the officers are set out in detail on Exhibit "A" hereto, which is incorporated herein. (Add Job Descriptions)

Section 5. Delegation of Authority. (a) Officers. In case of the absence of any officer of the Corporation, or for any reason that the Board may deem sufficient, a majority of the entire Board may transfer or delegate the powers or duties of any officer to any other officer or officers for such length of time as the Board shall determine. (b) Members. The President shall have the power to delegate authority to perform specific functions to members who

are neither officers nor directors, for as long as he or she deems necessary, so long as the delegation does not interfere with an elected officer's duties.

ARTICLE V – Membership Certificates (Article is Removed)

ARTICLE VI - Corporate Books

Section 1. Place of Keeping, in General. Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the Corporation or by these By-Laws, the books and records of the Corporation may be kept at such place or places, within or without the State of Indiana, as the Board of Directors may from time to time by resolution determine.

Section 2. Membership Register. The Membership Register shall be accurately kept in a secure on line environment. The Secretary of the Corporation shall have the responsibility to oversee the management of the Register but may delegate specific duties to a subordinate manager. Policies and procedures shall be enacted to protect the privacy of the member's personal information.

ARTICLE VII - Execution of Instruments (Article is Removed)

ARTICLE VIII - Amendment of By-Laws

These By-Laws may be altered, amended or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of said meeting shall have stated that the By-Laws are to be amended, altered or repealed or if all Directors at the time are present at said meeting.

ARTICLE IX - The Indiana Not-For-Profit Corporation Act

The provisions of The Indiana Not-For-Profit Corporation Act, as amended, that are applicable to any of the matters not herein specifically covered by these By-Laws, are hereby incorporated by reference in and made a part of these By- Laws.

ARTICLE X – Protection of Accounts, Club Data and Intellectual Property

Section 1: CIWC annually will take steps to protect all of its on line accounts, including banking, credit cards, PayPal, Internet applications, Email access and so on.

Section 2: The President will direct and manage the process of revising and updating login credentials (including passwords) annually, or as soon as possible, after the annual elections and officer transitions have occurred.

Section 3: Login credentials will be issued on a functional and need to know basis.

Section 4: No one person will have exclusive access to any account or application giving the club a process of checks and balances.

Section 5: Login credentials and passwords must not be shared between club members without permission and express authorization of the club president.

Sections 6: Any abuse of these provisions above will be considered a violation of club rules and may be grounds for removal from the board or committee assignment or from membership.

ARTICLE XI: Mission, Values and Code of Conduct.

Section 1: Mission: The Central Indiana Wilderness Club (CIWC) is a non-profit volunteer based club designed to provide affordable recreational adventures for experienced and new outdoor enthusiasts. The club is committed to teaching and learning the essential skills needed to be confident in and enjoy wilderness and outdoor adventures. CIWC will take you off the beaten path – to the park, to the river and to the wilderness – and help you find your dreams.

Section 2: Club Culture and Values: The culture of CIWC is one of group participation, inclusion and cooperation for the safety, respect and the enjoyment of all. CIWC is made up of individuals who are recreational outdoor enthusiasts. CIWC does not promote any political agenda or platform, nor attempt to influence legislation or public policy. The club promotes an atmosphere of security and safety for its members and for those attending events. CIWC trains, travels and works as a group to make the club mission work for all members. The club values the knowledge and experience of others and is interested in promoting learning and refining members skills. CIWC offer various classes, along with beginning, intermediate and advanced trips, which encourage members to learn at their own pace. On club trips everyone is expected to cheerfully chip in with carrying group gear and participate in camp duties to share in the experience with others. While Trip Leaders set the tone and overall agenda, they are not exclusively responsible for everyone's safety. Each person is responsible for their own safety and shall not jeopardize the safety of others. All participants are to take safety seriously and are to comply with all safety policies and procedures. Club Trip Leaders attempt to qualify participants for appropriate trip levels to ensure the enjoyment and safety of the group.

Section 3: Code of Conduct: Central Indiana Wilderness Club's code of conduct covers all aspects of conduct including communications, social media postings, and behavior at club gatherings, board or committee meetings and behavior on club trips. This code of conduct is a reflection of the Club culture and values.

- a) Members and all others associated with the club must comply with the CIWC Bylaws, Policies and Board decisions.
- b) Members and all other associated with the club must comply with the CIWC Communications & Social Media Policy.
- c) Members will respect the privacy and personal space of others.
- d) Members will treat one another with integrity, dignity and respect.

- e) Members will avoid any relationships or activities that might cause or even appear to cause a conflict of interest.
- f) Members will use good judgment and not participate in behavior or activities detrimental to the club's reputation.
- g) Misuse or abuse of club intellectual property or club equipment shall be unacceptable and may be grounds for removal from the club and / or social media groups.
- h) People who violate the standards of club policies, culture, values and code of conduct may be permanently removed from membership and social media audiences.
 - Banning or removing someone from membership requires a majority vote of the board.
 - Banning or removing someone from CIWC social media sites may be done by the club president and then documented in the next board minutes.
 - Removing a board member requires a vote of 2/3 of board members present provided a quorum is present.

Section 4: Communications & Social Media Policy

- a) The Communication & Social Media Policy describes the requirements for the posting of comments within any of the CIWC communications media or social media. This applies to club e-mail, email to officers, committee members or trip leaders, social media (Facebook, Meetup) and other electronic or online media that CIWC may employ. Postings, communications and discussions on Club social media should be in relation to club activities or general outdoor topics that coincide with the types of trips and training we provide and not of a personal level.
- b) CIWC does not discriminate against any views but reserve the right to remove posts that violate the Communication & Social Media Policy or that are deemed inappropriate. The CIWC communications team reserves the right to close comments at any time on any or all of its social media sites. Repeated violations of the Communication & Social Media Policy may cause the author to be blocked, banned or removed from membership.
- c) Communications to and from the club email account and to and from Trip Leaders and other members will be conducted in good taste without the use of vulgarity, profanity or intimidation. Communications that do not meet these standards can be deleted from Club social media at the discretion of the club President, Vice President, Communications Chair or the specific event host or media administrator.
 - I. Any discourteous or controversial postings on club social media will be deleted promptly by the appropriate administrator. Those who post these will be given warning and may be removed from the group permanently.

- II. Any communication or conduct that is illegal or harassing towards another club member and not in the best interests of CIWC will be deemed unacceptable and may be grounds for banishment from CIWC and social media sites.
- III. Comments will be removed that include the following:
- Obscene, profane, rude or vulgar language or images
 - Posting that are not family friendly
 - Personal attacks, threats, intimidation or defamatory statements or offensive terms that target specific individuals or groups within CIWC.
 - Violent, hateful or racist language
 - Promote or advocacy any platform not previously approved by the CIWC Board
 - Third Party Postings not previously approved by the CIWC Board
 - Promote any illegal activity
 - Postings will not be allowed regarding political or religious views or views that are contrary to club values or club policies.
 - Off-topic posts, repetitive posts, spam
 - Outdated, inaccurate or misleading information
 - Promotion or opposition to political organizations, campaigns, candidates, or pending legislative action
 - Personal information, including but not limited to addresses and telephone numbers
 - Web links to controversial or off topic websites
 - Business solicitations
 - Dating solicitations

Change Block: (changes made Nov 2018)

Article I: No need to have this information in multiple places. Meets Legal needs.

Article II: Section 7 – Removed, no longer applicable. Section 8: New - these authorities were never specified.

Article III - There is no need for members to approve a change in the number of Directors, but they should be duly notified. (This clearly spelled out in the Original Article of Incorporation on file with the State of Indiana).

Article IV - (1) We are continually revising the number and roles of chair positions as the club evolves. There is no need to be explicit beyond the principal Officers. (2) Taking a more realistic approach in setting up an annual nominating committee. Only having two people on the nominating committee limits our reach of potential candidates.

Article V thru IX - Some updating with respect to technology changes and alignment of officer responsibilities. Also with respect to Article VII we have never required the President and Secretary to sign checks.

Article X – Added to be consistent with technology advancements and correcting past omissions.

Article XI - Added to ensure the continuation of club culture.

APPENDIX A: (Job Descriptions)

Note: This will be updated as needed on an ongoing basis as the positions evolve.

Elected Positions for 2019:

President

Vice President

Secretary

Treasurer

Backpacking Chair

Paddle Chair

Bike Chair

Special Workshops Chair

Risk Management Chair

Events Coordinator

Day Events Chair

Communications Chair

Information Technology Chair

Appointed Positions

Equipment Chair

Marketing Chair

Membership Chair

Newsletter Editor

Social Chair