

Bylaws of the Potomac Mountain Club

As of 12/24/2025

Summary of Changes

Date	Change
12/17/2025	Initial Document as filed at incorporation

Technical conforming edits and administrative changes for formatting, spelling, and grammar may not be recorded.

Bylaws of the Potomac Mountain Club

Adopted by vote of the membership on 12/17/2025, superseding all prior constitutions and bylaws of the Potomac Mountain Club.

Article I — Name and Purpose

Section 1.1 — Name

The official name of this organization shall be the Potomac Mountain Club (the “Club”). The Club may operate under such trade or assumed names (“doing business as,” DBA) as may be approved by the Executive Committee (“ExCom”) to advance its interests and community outreach.

Section 1.2 — Purpose

The purpose of the Club is to:

- (a) Provide opportunities for members to engage in mountaineering, climbing, and related activities;
- (b) Foster a community committed to safety, inclusivity, and mutual respect in such activities;
- (c) Promote sustainable practices that protect natural resources for future generations; and
- (d) Conduct its affairs in a manner consistent with the requirements of Section 501(c)(7) of the Internal Revenue Code (or the corresponding section of any future federal tax code), and without engaging in activities that would jeopardize its tax-exempt status.

Article II — Membership

Section 2.1 — Eligibility

Membership is open to any individual aged eighteen (18) years or older who:

- (a) Submits a liability waiver at the time of registration and at such times as ExCom may designate;
- (b) Remains in good financial standing with the Club, including timely payment of annual dues and any other financial obligations;
- (c) Supports the purposes of the Club and contributes to a welcoming and respectful community; and
- (d) Has not been removed from membership for cause within the past year.

Section 2.2 — Dues

- (a) ExCom shall establish an annual schedule of dues, subject to modification as necessary to meet the Club’s financial commitments.
- (b) Adjustments to the dues schedule shall be presented to the membership for discussion with reasonable notice prior to implementation.
- (c) Dues may be adjusted for inflation without further membership vote, but with

reasonable notice prior to implementation..

(d) Dues are payable annually, are not prorated, and are non-refundable except as ExCom may determine in cases of hardship.

Section 2.3 — Administrative Suspension and Termination

(a) ExCom may impose an administrative suspension upon any member who violates rules of behavior, participation, or conduct as promulgated by ExCom, including but not limited to: repeated failure to meet participation requirements, failure to honor activity commitments, or conduct that is abusive, unsafe, or otherwise harmful to other members or the reputation of the Club.

(b) A suspended member shall be notified in writing (electronic notice acceptable) of the reason for suspension, provided the term and scope of the suspension, and provided an opportunity to respond within a reasonable period as determined by ExCom.

(c) ExCom may lift the suspension at any time upon satisfactory resolution of the matter.

(d) A suspended member may appeal to the full membership, which may overturn the suspension by a majority vote of members who participated in the most recent ExCom election.

(e) If the behavior warrants, ExCom may recommend removal for cause. Removal requires a two-thirds vote of members who participated in the most recent ExCom election after notice and opportunity to respond.

(f) A member removed for cause is ineligible for reinstatement for one (1) year following removal.

Article III — Executive Committee

Section 3.1 — Composition and Election

(a) The Executive Committee (ExCom) shall consist of the Chair, Vice Chair, Secretary, and Treasurer.

(b) The ExCom shall serve as the 'board' of the Club.

(c) ExCom members shall be elected by a plurality vote of members in good standing who participate in the election.

(d) The term of ExCom is one year or the next January, whichever is sooner.

(d) Terms begin each January following the election.

(e) The ExCom shall appoint a standing election committee to carry out the election of the next ExCom and all member votes.

Section 3.2 — Duties of Officers

- (a) Chair — Ensures Club business is executed, appoints coordinators and other roles, and serves as the principal representative of the Club.
- (b) Vice Chair — Assists the Chair and assumes responsibilities in their absence.
- (c) Secretary — Maintains minutes and records, and coordinates communication with the membership.
- (d) Treasurer — Maintains custody of funds, accurate financial records, collects dues, disburses funds as authorized, prepares annual financial statements, and ensures compliance with tax and legal obligations.

Section 3.3 — Conflicts of Interests of Officers

- (a) Duty to Disclose — Members of the Executive Committee (“ExCom”) must promptly disclose any actual or potential conflict of interest. A conflict exists when an ExCom member’s personal, professional, or financial interests could reasonably be perceived as influencing their judgment in matters before the Club.
- (b) Prohibited Conduct — ExCom members shall not use their position to:
 - (i) Direct Club business, funds, or opportunities in a manner that materially benefits themselves, their family members, or their business interests; or
 - (ii) Influence decisions in which they have a financial or personal stake.
- (c) Recusal from Decisions — An ExCom member with a disclosed conflict may participate in discussion to provide relevant information but shall not vote on the matter. They are not required to leave the meeting unless the ExCom determines otherwise for sensitive matters.
- (d) Acknowledgment and Waiver Procedure —
 - (i) The ExCom shall review disclosed conflicts and determine, by majority vote of disinterested members, whether the conflict is manageable.
 - (ii) If appropriate, the ExCom may approve a waiver permitting the conflicted member to continue limited involvement, provided that fiduciary duties to the Club are maintained and the conflicted member abstains from voting.
 - (iii) All disclosures and decisions regarding conflicts shall be documented in meeting minutes.
- (e) Annual Disclosure —ExCom members shall complete an annual written disclosure of financial or organizational interests that may intersect with Club activities.

Article IV — Coordinators and Committees

Section 4.1— Coordinators and Committees

ExCom may establish coordinators or committees as necessary to advance the Club’s business. Appointments are at ExCom’s discretion, subject to review by the membership through a simple majority of those who participated in the most recent ExCom election.

Section 4.2 — Grievance Committee

(a) Purpose. The Grievance Committee is established to review and address conduct-related concerns involving members, coordinators, or officers that may affect the safety, well-being, or harmony of the Club community.

(b) Composition. The Committee shall be ad hoc in nature, appointed by ExCom when needed, but pre-identified annually. It shall consist of at least one member of ExCom and two members of the Club in good standing.

(c) Authority and Process.

- (i) The Committee shall receive and review grievances regarding conduct or behavior inconsistent with the Club's purpose or the rules of behavior established by ExCom.
- (ii) The Committee may interview relevant individuals, review available information, and determine whether a matter warrants further action.
- (iii) The Committee shall make written recommendations to ExCom, which may include suggested corrective actions, mediation, or referral for a membership vote if warranted.

(d) Confidentiality. Members of the Committee and ExCom shall maintain confidentiality regarding all grievance matters, except as necessary to gather relevant facts or witnesses.

(e) Reporting. ExCom shall be fully informed of the findings and recommendations of the Committee. An anonymized summary of grievance activity may be included in the Club's annual report, omitting personally identifying details.

Section 4.3 — Conflicts of Interests of Coordinators and Committees

(a) Duty to Disclose — Coordinators and Committee Organizers must disclose to ExCom any personal, professional, or financial interest that could reasonably be perceived as influencing their recommendations, event planning, or operational decisions for the Club. Individuals shall disclose to ExCom in writing as soon as any such conflict is identified.

(b) Prohibited Conduct — Individuals in these roles shall not use their position to:

- (i) Direct Club business, funds, or opportunities in a manner that materially benefits themselves, their family members, or their business interests; or
- (ii) Use their position to secure preferential access, compensation, or other personal advantage.

(c) Recusal from Decisions — When a conflict is disclosed, the individual shall recuse themselves from making or shaping the final decision on the affected matter. They may provide relevant factual information when requested but may not participate in the decision-making process..

(d) ExCom Review — Disclosed conflicts shall be reported to the ExCom, which will determine whether:

- (i) The conflict is acceptable with recusal,
- (ii) Additional safeguards are necessary, or

- (iii) The Coordinator/Organizer should be reassigned for that specific decision or activity.
- (e) Annual Disclosure — Individuals in these roles with an identified conflict shall provide ExCom with an updated status of their conflict each year or when there is a material change.

Article V — Meetings and Voting

- (a) ExCom shall meet at least quarterly. ExCom shall hold at least one annual meeting of the membership providing the state of the club, including its financial health.
- (b) ExCom shall ensure that members have a reasonable opportunity to participate in all meetings and votes by any appropriate means of communication.
- (c) Proxy voting shall be allowed only where electronic or other participation is impractical, provided two independent members can attest to the proxy vote and a record is maintained.
- (d) All membership votes, including appeals under Section 2.3 and amendments under Article VII, shall be conducted based on the number of members who participated in the most recent ExCom election.
- (e) Members may induce ExCom to call a club meeting, or may call one themselves, with one-quarter of the number of members participating in the most recent ExCom election.
- (f) ExCom shall establish and publish administrative procedures for members to introduce proposals and poll the membership on such proposals in a timely and equitable manner.
- (f) All member votes will be administered by the election committee.

Article VI — Finance and Legal Matters

- (a) The Club operates on a calendar year and is organized as a Maryland nonstock corporation under Section 501(c)(7) of the Internal Revenue Code.
- (b) The Club may establish bank accounts, payment systems, financial instruments, contractual agreements, or other legal obligations necessary for the operation of the Club. Only officers authorized under the bylaws may open, manage, or close financial accounts; enter into contracts; or incur debts or other liabilities on behalf of the Club. No financial or legal obligation shall be created in the name of the Club except as expressly permitted by this Constitution and the bylaws.
- (b) ExCom is authorized to approve routine expenditures as necessary for Club operations. Significant or ongoing financial commitments outside the approved budget require membership discussion and may be subject to vote.
- (c) The Chair (or delegate) approves expenditures; approval and payment shall not be executed by the same person.

(d) An annual review of accounts shall be conducted by a member or committee designated by ExCom.

(e) No part of the Club's net earnings shall inure to the benefit of any private individual.

Article VII — Amendments

(a) These Bylaws may be amended by a two-thirds vote of the members who participated in the most recent ExCom election, following adequate notice and opportunity for review.

(b) Administrative actions or procedural changes may be approved by a simple majority of the same voting pool.

(c) ExCom is authorized to make technical conforming and necessary administrative changes to the Bylaws on behalf of the club without further vote.

Article VIII — Records and Administration

(a) ExCom shall designate record access and retention procedures appropriate to each record type, consistent with applicable law and the Club's liability protection needs. Except for records explicitly designated and justified as private and/or confidential, all reasonable requests for access to Club records will be accommodated in a timely manner.

(b) ExCom may determine the most suitable means of conducting Club business and for providing information to members.

Article IX — Dissolution

Upon dissolution of the Club, all assets shall be distributed to one or more organizations consistent with Section 501(c)(7) of the Internal Revenue Code, or to an organization exempt under Section 501(c)(3) with similar purposes. Any assets not so disposed of shall be distributed by a court of competent jurisdiction in the county of the Club's principal office, exclusively for such purposes.

Upon adoption of the decision to dissolve the Club, no further elections shall be conducted. The ExCom at the time shall remain until Club business fully settled.

Adopted by vote of the membership on 12/17/2025, superseding all prior constitutions and bylaws of the Potomac Mountain Club.