

CAROLINA BERG WANDERERS  
CONSTITUTION

**ARTICLE I. THE CLUB.**

**Section 1. Name of the Club.**

The Name of this organization shall be Carolina Berg Wanderers (hereinafter called the “Club”).

**Section 2. Legal Standing and Requirements.**

The Club shall exist and function in accordance with the Bylaws filed with incorporation papers with the State of North Carolina as a non-profit corporation and with the IRS as a 501(c)(7) social organization.

**ARTICLE II. PURPOSE.**

The purpose of the Club is to provide an opportunity for wilderness experiences in the areas of hiking, biking, paddling, camping, skiing, and other related activities.

**ARTICLE III. CLUB MEMBERSHIP.**

**Section 1. Classes of Memberships.**

Club Memberships are by household, with all members of a household considered to be covered by a single Membership fee.

**Section 2. Acceptance of Members.**

Any person or persons eighteen (18) years of age or older may apply and be accepted into Membership in the Club by applying to the Member Relations Director of the Club and payment of then current dues to the Treasurer, subject to the provisions of Article VI and Section 3, below.

**Section 3. Dues.**

The Membership dues are as determined by the Board of Directors. The Board of Directors shall also be empowered to set the Membership term and to set and enforce rules regarding late or non-payment of dues and suspension or re-instatement for such.

**Section 4. Non-Discrimination.**

The Carolina Berg Wanderers shall not discriminate against any person based on ethnicity, gender, orientation, religion, or similar.

**Section 5. Liability.**

The Club shall not be held liable for any injury or personal losses incurred by its members or their guests. Provisional or prospective members shall be informed that acceptance of this provision is a condition for becoming a member or otherwise enjoying the benefits of membership prior to becoming a Member.

CAROLINA BERG WANDERERS  
CONSTITUTION

**ARTICLE IV. CLUB MANAGEMENT.**

**Section 1. Officers and Directors.**

Officers.

The Officers of the Club shall be: a President, Vice President, Secretary & Communications Director (hereinafter called the Secretary), Treasurer, Outings Director, and Member Relations Director.

At-Large Directors.

There shall be permitted up to three additional At-Large Directors, as determined in Section 6.

Board of Directors.

The Board of Directors (hereinafter called the “Board”) shall consist of the Officers plus the above named At-Large directors.

Multiple Roles.

Only one Director position shall be held by an individual at any one time, although an officer or other director may be a committee chair.

**Section 2. Duties of Officers and Directors.**

President.

The President shall preside at all general and special meetings of the Club, and at the Board meetings. At the Board meetings, the President will guide the meeting according to the Constitution.

The President fills in or otherwise arranges, subject to Board approval, for the performance of duties of other Officers and Directors in their absence or otherwise temporary inability or failure to perform as expected by the Board.

Vice President.

The Vice President handles Club Meeting arrangements including reservations, programs, and communications related to such, subject to Board approval.

The Vice President shall have the authority and responsibility to discharge all duties of the President in case of the absence or disability of the President.

The Vice President fills the remainder of the term of the President in cases where the position of President becomes vacant.

Secretary & Communications Director.

The Secretary performs the following, subject to Board Approval:

- Maintains and appropriately publishes and distributes Club files and minutes of all meetings of the Board
- Tracks completion and disposition of Board business items and future Board commitments and keeps the Board informed thereof

CAROLINA BERG WANDERERS  
CONSTITUTION

- Communicates to the Membership the business and other activities of the Board and of the Membership in general
- Acts as point person for communications to club members from Outings, Member Relations, and/or Treasurer, as the Board may desire
- Acts as primary custodian of any Club electronic publications or posting

Treasurer.

It shall be the responsibility of the Treasurer to design, implement and maintain a complete record of the Club's financial transactions as requested by the Board and to submit these records to the Board for review upon request.

The Treasurer receives dues from member applicants and designates them as Members.

The Treasurer receives and disperses all funds as directed by the Board.

Outings Director.

The Outings Director provides event participant openings for the Membership via the recruiting, grooming, training and acceptance of new trip leaders; and oversees, with Board approval, the qualifications, protocols, guidelines, and expectations for trip leaders and trip participants and the posting of events.

Member Relations Director.

The Member Relations Director processes applicants for Club Membership as directed by the Board. The Member Relations Director informs the applicants of the dues requirements, the personal liability, and other expectations of becoming a full member, and accepts them as provisional members (subject to dues payment). The Member Relations Director leads efforts in integrating new members within the Club.

At-Large Directors.

At-Large Directors will be assigned duties as mutually agreed to with other Board Members.

**Section 3. Duties and Powers of the Board.**

General.

The Board shall be responsible for ensuring that all activities of the Club are conducted in accordance with the Legal Requirements as described in Article I and with this Constitution.

As each new Board is seated following elections, the Secretary provides a copy to or otherwise informs each incoming Board Member where to obtain a copy of the Constitution; and the Senior Board Member, with Board approval, makes a presentation to the Board of the Constitutional requirements regarding the Board.

The Board shall be vested with the management of the Club in the furtherance of the Club purposes. It shall have power to oversee expenditures and fix fees.

Committees.

Committee memberships are approved by the Board.

CAROLINA BERG WANDERERS  
CONSTITUTION

The Board shall exercise general supervision over all committees, and no committee or individual Board or Club member shall incur any indebtedness on behalf of the club without the authority of the Board.

Communications.

The Board will maintain open communications with the Membership and among its members:

- Individual Board members will inform the remainder of the Board in a timely manner of communications they have with Club Members or others on behalf of the Board.
- Board transactions, decisions, and initiatives will be described and made available and/or distributed to the Membership on a frequency commensurate with Board meetings and other business.
- The Board will openly solicit feedback and input from the Membership via means such as standing or special invitations, communications, or meetings for the discussion of club issues and business. Feedback on issues such as Mission Statements or Logos, or other branding topics shall be especially so solicited before the Board takes action.

Precedence.

Policies and Decisions by a given sitting Board are considered binding on future Boards until and unless overturned by the subsequent Board ,except as otherwise specified in the given policy, or as otherwise stated in this Constitution.

Limitations.

Decisions of the Board may be overturned by the Membership by two thirds majority in a special ballot:

- A petition approved by 10% of the current Club Voting Membership (as defined in Article V) shall be required to bring a matter before the Membership for overturning a Board decision.
- Notice of such balloting shall be given thirty (30) days beforehand
- Voting participation by twenty-five percent (25%) of the current Club Voting Membership shall be required for the measure to pass.

**Section 4. Board Meetings.**

- a) Board meetings are for members of the Board of Directors and are open to any paid Club Members in good standing.
- b) Fifty Percent of the Board shall constitute a quorum, whether acting remotely or in person, unless stipulated otherwise by this Constitution.
- c) Board Meetings will be held in-person except that business may be conducted via remote communications between in-person Board Meetings with the following limitations and exceptions:
  - No disbursements from the Treasury for a particular purpose greater than \$200 are permitted, except as previously approved at an in-person Board meeting.

CAROLINA BERG WANDERERS  
CONSTITUTION

- All remotely approved decisions shall be re-affirmed at an in-person Board Meeting within six (6) weeks, or shall be considered annulled.
- The President may make provisional non-monetary decisions on behalf of the Board only after obtaining concurrence from at least one other Officer. The remainder of the Board will be informed in a timely manner. This will be considered a remotely approved decision.
- d) Any Board member may request to have a non-scheduled Board Meeting by communicating such to all other Board Members by normal means employed. Agreement of a majority of the full Board is needed to hold such a meeting.
- e) Agendas for Board Meetings are to be approved by a majority of the Board Members present at the start of each meeting.
- f) Board Meetings will be conducted in accordance with Roberts Rules of Order (Revised), except that each sitting Board may adopt by majority vote of the full Board its own Rules of Order, including waiving the restrictions on the President's permission to propose or second or vote on motions.
- g) No Board Member may participate in debate while presiding, except as permitted by vote of the Board.
- h) Any individual Board Member may vote for one absent Board Member if specific to a given issue and such permission is communicated to other Board Members by the absent Member.

**Section 5. Term of Office of Officers and Directors and Vacancies.**

Terms Lengths.

Term of office for each Board member shall commence at the second Board meeting following the yearly elections according to the following schedule and Section 6:

- Officers serve staggered two year terms as follows:
  - President, Treasurer, Outings are elected in odd numbered years
  - Vice President, Secretary/Communications, Member Relations are elected in even numbered years
- At-Large Directors serve one year terms

Consecutive term limits shall be as follows:

- Officers: limit 2 terms
- At-Large Directors: no limit

In the absence of replacement candidates for a specific expiring position, the above consecutive term limits are waived for that position.

Vacancies.

- a) A vacancy in the position of Vice President shall be filled by another Board Member who meets the criteria of Section 6, by majority vote of the full Board, except as allowed by c) below.
- b) Vacancies in the positions of Secretary/Communications, Treasurer, Outings Director, or Member Relations Director shall be filled by an At-Large Director, by majority vote of the full Board, except as allowed by c) below.

CAROLINA BERG WANDERERS  
CONSTITUTION

- c) Should there not be a sitting Board Member willing to fill such a vacancy, the Board will announce the vacancy and solicit candidates from the Membership who meet the criteria of Section 6 until the 2nd next regularly scheduled Club Meeting at which time the voting members in attendance shall elect replacements by majority ballot.
- d) At-Large vacancies will be announced to the club Membership for the identification of candidates and filled by Board vote.

**Section 6. Election of Officers and Directors.**

Required Qualifications of Board Members.

The following describes the required qualifications for becoming a candidate or serving on the Board:

- Officers
  - President and Vice President
    - > Paid Club member for previous 24 months
  - Other Officer
    - > Paid Club member for previous 12 months
- At Large Director
  - > Paid Club member

Nominations and Elections Committee.

The Board shall form a Nominations and Elections Committee in accordance with Section 3, at a date sufficiently in advance of the Elections for that body to perform the duties described below.

The makeup of this Committee shall be as follows:

The Committee shall have a minimum of three and a maximum of five members. Attempts shall be made to recruit Club Members having led trips in the previous 12 months, with a mix of new and veteran Members; with none of the members coming from the existing Board; and one member being a previous Board member. If one Committee member is a past Board member, then that member shall serve as the Committee chair. Otherwise the Committee determines its own chair. If the Board is unable to recruit three Club Members meeting the desired qualifications and willing to serve on the Committee, acting Board members serving in positions not up for re-election may be chosen only to provide the required minimum of three.

Except for At-Large Director positions, the Committee will compose a slate of candidates consisting of at least two (2) qualified candidates (if possible) for each vacancy to be filled. Each candidate must have indicated their personal acceptance to the Committee prior to the slate being presented to the Membership.

The Committee may seek guidance from the Board, but no member of the Board shall participate in contacting potential candidates on behalf of the Committee.

CAROLINA BERG WANDERERS  
CONSTITUTION

The Committee shall set the closing dates for nominations, subject to Board approval, except that the nominations for At-Large candidates are open for a period until and at the June Club meeting, after the winners for other positions are determined and announced.

Exclusion.

Any member of the Nominations and Elections Committee who becomes a candidate for Board Member shall step down as a member of the Committee.

Balloting.

The Nominations and Elections Committee shall be responsible for conducting the election. Elections for Board openings, except for At-Large positions, are held such that all voting concludes at or before the June Club Meeting. Elections for At-Large positions are held at the June Meeting.

Candidates receiving the most votes cast of all those running for a given office shall be the winning candidate, except for At-Large candidates. For At-Large positions, each voter gets to vote for three and the three candidates that collect the most votes win the seats. Voting participation by seventy-five percent (75%) of eligible voters in attendance shall be required for the election of these seats.

Other provisions of Article V not in conflict with this Article apply.

**ARTICLE V. MEETINGS AND VOTING.**

**Section 1. General Club Meetings.**

General Club meetings are open to all members and their guests.

**Section 2. Special Club Meetings.**

Notices of all special meetings of the Club shall be communicated at least ten (10) days prior to the meeting, unless the purpose is to propose a change in the Constitution, in which case notice shall be communicated at least thirty (30) days prior to the meeting. All such notices shall state the purpose of the meeting.

**Section 3. Rules of Order.**

The revised Roberts' Rules of Order shall govern the procedure of all business dealings at meetings of the Club, except as approved by majority vote of Members present, or otherwise in conflict with this Constitution.

**Section 4. Voting.**

Voting by the Membership for all purposes shall be conducted in person and remotely (e.g., mail-in or electronically), with the Membership given a minimum of twenty-one (21) days notice before voting closes, and a voting window of at least fourteen (14) days.

All voting by the Membership shall provide an option for secret ballot. Members may individually waive their right to secret ballot.

CAROLINA BERG WANDERERS  
CONSTITUTION

Except as otherwise stipulated in this Constitution, any voting by the Membership will require that twenty-five percent (25%) of the eligible voters cast a vote for the ballot measure to pass or for a Board position to be filled.

Special provisions governing voting are described in Articles IV, VI, and VII and shall govern when in conflict with this Section.

**Section 5. Voting Privileges.**

All non-minor Club Members considered to be part of a dues paying Membership (one household) are entitled to one vote each in the election of Board members or other issues requiring voting of the Membership.

**ARTICLE VI. WITHDRAWAL, EXPULSION, OR BANNING.**

**Section 1. Withdrawal from the Club.**

Withdrawal from the club may be at the member's choosing. No membership fee shall be refunded.

**Section 2. Expulsion or Banning.**

Any member may be expelled or banned from the Club for conduct which has been disorderly, or prejudicial to the welfare, good order, interest or character of the Club, or willfully in violation of the Constitution or Club rules and regulations, by four-fifths (4/5) vote of the full Board exclusive of the member in question; or two-thirds (2/3) vote of the Membership. Any such member shall have the right to be heard at any club or Board meeting for such action.

**Section 3. Removal of Officer or Board Member.**

Any officer or member of the Board may be removed for misconduct of his office, or violation of the Constitution, at any time by the affirmative vote of not less than four-fifths (4/5) of the members of the full Board, exclusive of the member in question, or by the affirmative vote of two-thirds (2/3) of the Members of the Club.. Required notice of such voting shall also set forth the alleged cause of removal and the officer or member of the Board charged with such cause shall have the right to be present and be heard at any club or Board meetings where the subject is part of the business.

**ARTICLE VII. CONSTITUTIONAL AMENDMENTS.**

**Section 1.**

This Constitution may be amended at any meeting of the Club, provided that notice of the subject of the proposed amendment has been communicated to each member at least thirty (30) days in advance of the said meeting, and is passed by the affirmative vote of two-thirds (2/3) of the members present or voting remotely.

Opportunity for voting remotely (e.g., mail-in or electronically) shall be provided subsequent to the said meeting with the Membership similarly given a minimum of thirty

CAROLINA BERG WANDERERS  
CONSTITUTION

(30) days notice before voting closes, and a voting window of at least fourteen (14) days. Remote voting must commence within fourteen (14) days of said meeting.

The requirement for providing a secret ballot option, for both in-person and remote voting, may be waived by majority vote of Members present at the said meeting.

The final vote tally shall be reported to the Membership within a week of the close of voting.

Other provisions of Article V not in conflict with this Article apply.

**Section 2.**

The Constitutional Amendment process will include submission of the proposed amendment for debate; discussion and debate with consideration of amendments to the amendment; and voting on the amendment as noted in Section 1 above.

Discussion and debate of amendments to the amendment may optionally be limited to a separate prior meeting held for that purpose, and noticed to the Membership thirty (30) days in advance. This meeting must be at least twenty-one (21) days in advance of the meeting for voting on the amendment.

The ballot for remote voting shall be the final proposal as submitted for vote at the aforementioned voting meeting.

VALIDITY OF THE CONSTITUTION.

This Constitution shall be recognized as the only valid Constitution of the Carolina Berg Wanderers. It shall become effective upon the date of ratification by two-thirds (2/3) vote of the Membership, a quorum being present.

Ratified: Apr. 8, 1976

Amended: Feb. 28, 1980

Amended: Nov. 25, 1980

Amended: Dec. 4, 2010: Article IX, Constitutional Amendments.

Amended: June 16, 2011: Extensive Revisions