Stanford University Voluntary Student Organization Articles of Incorporation

Article 1 - Name

Stanford Outdoors

Article 2 – Purpose

Section 1. Our purpose is to provide open access, student lead, outdoor adventure opportunities through the intentional use of risk, challenge, and experience.

Article 3 - Activities and Scope

Section 1. Conducts adventure experiences that involve instruction and/or guiding. Instruction involves a student teacher relationship that is formalized by defined educational outcomes. Guiding involves packaged outdoor education experiences that are open access to students or that are designed for specific student groups.

Section 2. Sponsors equipment rental, education opportunities, special events, and trip planning resources to promote outdoor activity.

Section 3. Advise Voluntary Student Organization applicants seeking Common Adventure status.

Section 4. Ensure that non-duplication of services is monitored and advised accordingly.

Article 4 – Participants & Members

Section 1. Students at Large. All activities provided by Stanford Outdoors are broadly open to all currently registered Stanford students. Activities are for currently registered Stanford students enrolled in a degree-granting program and in good academic standing.

Section 2. Trip Facilitators. Trip facilitation opportunities are for currently registered Stanford students enrolled in a degree-granting program and in good academic standing that have acquired the necessary training as outlined in Stanford Outdoor Education policy. Stanford alumni may be involved in the cultivation of aspiring leaders as approved by Stanford Outdoor Education.

Section 3. Stanford Community (Faculty, Staff, and Post-Docs). Most activities provided by Stanford Outdoors are open to the Stanford Community on a student first priority basis. No Special Fees funding can go towards supplementing non-student participation in activities.

Section 4. Members of Stanford Outdoors are currently registered Stanford students enrolled in a degree-granting program and in good academic standing and an active member of the Stanford Outdoor Community. An active member is an individual with current membership in a recognized Common Adventure Club, an approved trip and/or course facilitators, and/or part of the SO Council.

Article 5 – Stanford Outdoors Council

Section 1. The Officers of the organization shall consist of a President, Vice President, Financial Officer, and a minimum of four committee chairs. These Officers shall constitute the Council. Only elected officers have voting rights.
Section 2. One Council Officer shall be a Club Representative who shall be voted to that position by plurality vote cast by secret ballot of the Officers of the recognized clubs and certified by the adviser. This Officer will fill the role of Vice-President and has voting rights.

Section 3. The Council must maintain a minimum of three officers at both the undergraduate and graduate levels.

Section 4. All of the officer roles shall be appointed by the Council during the inaugural meeting post election by the membership. The term of each office shall be one year or until the election of successors. Any officer or agent elected or appointed by the Council may be removed from the Council appointment at any time, with or without cause, by the affirmative vote of 2/3 of the Council.

Section 5. Officers shall perform the duties as outlined by Stanford Outdoors job description for each position and such other duties as prescribed by the Council.

Section 6. The Stanford Outdoors Council is broadly open to all currently registered Stanford students in a degree-granting program and in good academic standing. Alumni may not hold any official positions or have decision-making authority within the VSO.

Section 7. The affairs of the organization shall be managed by a Council comprised of no less than three (3) and no more than seven (7) officers. Each elected Officer shall serve for a one (1) year term. Officer terms shall expire immediately upon the last meeting spring quarter. If no election is held, the incumbent officers shall remain in office until the election of their successors.

Section 8. It shall be the duty of officers to manage the business, property, and affairs of this organization and to elect officers.

Section 9. An officer shall discharge the duties of an officer, including duties as a member of the organization, in good faith, with the care a reasonable prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be a the best interest of the organization.

Section 10. On or before March 1 of each year, the President of the Council manages the responsibility to propose persons for nomination to the Council based upon established criteria by which persons are considered for nomination, including consideration of the experience and qualifications of officers remaining in office and the experience, qualities, and other characteristics desired in an officer in order to achieve an effective Council capable of competently performing its duties.

Section 11. Members who desire to be placed on the ballot may do so by submitting a written letter of intent that must be received by the President on the first day of February in the winter quarter of the year the election is to be held. The President shall on or before the March meeting each year submit to the Council the slate of proposed candidates for review.

Section 12. Upon approval of the slate of candidates and no later than the first working day of April, the Council shall notify each active member informing them of the election process and candidate information. The Council shall be elected by a plurality vote by the membership via secret ballot. The organization adviser shall certify the results of the election and immediately notify all candidates as well as the membership. In case of a tie, the Council shall break such a tie.

Section 13. The terms of the newly elected officers shall commence upon the last meeting of the Council spring quarter.
Section 14. In case a vacancy occurs on the Council between the annual elections, the remaining officers shall appoint a successor officer to serve for the balance of the current term of the vacating Officer. Any Officer may resign from office at any time, such resignation to be made in writing and to take effect from the time it is delivered to the President of the Council.

Section 15. Standing or temporary committees may be appointed or disbanded by the Council at any time. The Council may invest such committees with such powers as it may see fit, subject to such conditions as prescribed by the Council. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded and kept for that purpose in the Outdoor Center. The designation of any such committee and the delegation of authority thereto, shall not relieve the Council.

Section 16. Special meetings of the Council may be held at the Outdoor Center at any time designated by any three Officers who may desire to call such a meeting, providing that such Officers must forthwith notify the President, stating the purpose of the meeting, and the President shall thereupon give notice by mail/e-mail to each Officer at least three days prior to the time fixed for said meeting.

Section 17. The Council may, by resolution, designate a time, date, and place for the holding of the regular meetings of the Council, either monthly or at such intervals as the Council shall determine to be in the best interest of the organization, and such regular meetings shall be held without notice or with such notice as the Council in its resolution may designate.

Section 18. The managers are Administrative Officers of the organization. The manager's roles are to attend to the direct supervision of all business of the organization as directed by the Council, liaison between the Council and the membership, and promote the mission of the organization.

Section 19. The managers shall make recommendations to the Council, and shall keep records of all activities and shall report the same to the Council.

Section 20. Three (3) manager positions are broadly open to all currently registered Stanford students in a degree-granting program in good academic standing and are one (1) year in duration.

Section 21. On or before March 1 of each year, the President of the Council manages the responsibility to initiate the application process for managers based upon established criteria by which persons are considered, including consideration of the experience, qualifications, qualities, and other characteristics desired in order to achieve an effective organization competent in performing its duties.

Section 22. Students who desire to apply may do so by submitting a written letter of intent that must be received by the President on the first day of spring quarter of the year.

Section 23. Upon approval of the applicants and no later than the first working day of May, the Council shall notify each student of the interview process.

Section 24. The terms of the newly appointed managers shall commence upon the September meeting of the Council.

Section 25. In case a vacancy occurs during the academic year, the remaining officers shall appoint a successor manager to serve for the balance of the current term of the vacating manager. Any Officer may resign from at any time, such resignation to be made in writing and to take effect from the time it is delivered to the President of the Council.
Section 26. When the Council is not in session, the managers may, to the extent deemed necessary, exercise the powers of the Council in the management of the business and affairs of the organization, subject to the ratification by the Council.

Article 6 – Decision-Making Process

Section 1. A majority of the Council shall constitute a quorum to transact any business. A majority of those voting shall constitute an affirmative vote of the Council. Each Officer shall be entitled to one vote and the vote of the majority of the Council at any meeting at which there is a quorum shall be sufficient to transact business. The President does not have a voting role except in the case of a split vote, although their presence does count towards a quorum. An Officer may, by notifying the President in writing, designate from among the other Officers a proxy to cast his/her vote. Each Officer may only hold one proxy and the proxy can only address motions that all Officers were aware of prior to a meeting.

Section 2. Any action required or which may be taken at a meeting of the Officers or of a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Officers, or all of the delegates of the committee, affirmed by 2/3 of the Council as the case may be. Such consent shall have the same effect as a unanimous Council vote and shall be effective when the last Officer signs once the 2/3 majorities is reached, unless a later date is specified.

Section 3. The latest edition of Roberts Rules of Order shall be the rules of procedures for all meetings, except as where provided otherwise by the bylaws.

Article 7 - Dissolution of Organization

Section 1. In the event of the dissolution of this organization, Stanford Outdoor Education will act as the beneficiary of the assets of the organization after payment of debts and payment distributed equally amongst standing Common Adventure Clubs for the value of current assets.

Article 8 - Procedure to Amend Constitution

Section 1. This Constitution may be amended by a 2/3 majority vote of the Stanford Outdoors Council.