

INTER MOUNTAIN ALPINE CLUB

BY-LAWS

(Updated November, 2012)

PREAMBLE

The Inter-Mountain Alpine Club was formed in October of 1948. Its primary purpose is to encourage members to enjoy the outdoors by promoting hiking, mountain climbing, skiing, and kindred activities so as to ensure responsible stewardship of the natural environment for its continued use and enjoyment. The club recognizes the need to provide training for its members in leadership skills and for promoting safe and prudent practices during club activities.

ARTICLE I - MEMBERSHIP

Section 1. General Qualifications

Any person of good character, eighteen (18) years of age or over, who is in sympathy with the objectives of this club, as stated in the preamble, and who qualifies as in hereinafter stated, is eligible for membership.

Section 2. Membership Classification

The membership of this club shall be divided into two (2) classes: members and honorary members.

- a. Membership, which entitles the members to all rights and privileges, is open to those who have met the qualifications as stipulated in Section 5 of this article.
- b. Honorary membership is open to those members who have rendered distinguished service to the club and to club members who have made extraordinary contributions to the furtherance of I-MAC's primary purposes, as set forth in our Preamble. Such persons are eligible to be elected to Honorary membership as stipulated in Section 6 of this article. Not more than one honorary member may be elected in any one year, and there shall be no more than ten (10) honorary members at any one time. Honorary members shall be entitled to all rights and privileges of membership.
- c. A member in good standing shall be current on all dues required by the Club, shall have no outstanding debt to the Club, and will not be on probation due to disciplinary action taken by the Club.

Section 3. Rights and Privileges of Members

- a. All members in good standing shall have the right to attend all meetings, participate in club functions for which the member is qualified, receive all regularly issued publications of the club, and use and enjoy all Club equipment subject to the rules and regulations governing same.
- b. Any member in good standing shall have the right to vote at all general and special club meetings and to hold office. Should a member for any reason not be able to attend the Annual Meeting, the member may vote via an absentee ballot. Special meetings require the member to be in attendance for the purpose of voting.
- c. Termination of membership for any cause shall release such member of all rights or title of interest in the properties and assets of the club.

Section 4. Annual Dues

- a. The annual dues for members shall be established by the Board of Directors. The annual dues rate shall be changed no more than once a year with the new rate becoming effective on January 1 of the upcoming year. Any annual dues increase of twenty percent (20%) or greater must be approved by a two thirds (2/3) vote at the Annual Meeting or any special meeting called for that purpose.
- b. Candidates whose applications are received after July 1 shall pay one half (1/2) the annual dues, or if after November 1, shall pay no dues for the remainder of the calendar year.
- c. Honorary members shall be exempt from annual dues.

- d. All annual dues shall apply for the calendar year beginning on January 1 and ending on December 31.

Section 5. Qualifications for Membership

- a. The applicant must be eighteen (18) years of age or over; be in expressed sympathy with the aims and objectives of the club; agree to abide by the rules and regulations of the club, and shall endeavor to uphold the tenets of good sportsmanship on the trails and elsewhere.
- b. Application for membership must be made in writing using the Club's application form. The application must be accompanied by the appropriate dues and filed with the membership chairperson. Membership will be granted upon receipt of application and appropriate dues.

Section 6. Honorary Membership

A written petition for honorary membership, signed by ten (10) or more members in good standing shall be submitted to the Board of Directors and shall be presented by the Board, together with the Board's recommendation, to the membership at the next Annual Meeting. The election of a candidate to honorary membership shall be by a written ballot at the annual meeting and shall require the affirmative vote of two-thirds (2/3) of all votes cast.

Section 7. Discipline

If a member of the club should act in any way that is considered injurious to the Club; is in violation of its By-Laws, or allows themselves or others to be put at risk while participating in a club activity, the member may be disciplined. Such disciplinary action will be in the following manner:

- a. Procedural Steps for Disciplining Members

Step 1. Verbal Warning - for minor transgressions not relating directly to the safety and welfare of themselves or others while on Club activities, the member will be given a verbal warning by the appropriate activity leader or chairperson acting on behalf of the Board of Directors. The Board will be notified of the nature of the warning and be assured by the Chairperson that the member understands the concerns and agrees not to allow such an incident to occur again. No further action will be taken concerning the incident.

Step 2. Written Warning - for major violations relating directly to the safety and welfare of themselves or others while on club activities. If a Board member or committee chairperson is notified of a complaint regarding the conduct or practices by another member on a Club activity and the complaint is legitimate, and a verbal warning is not appropriate, the Board will issue a written warning to the member citing the incident, informing the member of the problem, and requesting the member refrain from such actions on any future activities with the club.

Step 3. Probation - members who have continued to act with disregard for club policy and have been appropriately warned in the previous steps may be placed on probation. The terms of probation will be decided by the Board. The member will be notified of the terms of the probation in writing. Probation may include disqualification from all or some Club activities.

Step 4. Termination - see Section 8 of this Article.

- b. Emergency Actions. If a member's actions are considered in blatant violation of the Clubs By-Laws or present a serious threat to the safety and welfare of other members, the Board of Directors may take immediate action to disqualify the member from participating in club activities until a proper investigation has been conducted. Any such investigation shall be conducted in a timely manner.

Section 8. Termination of Membership

- a. Non-Payment of Dues. All dues shall be payable on January 1 of each year and, if not paid on or before March 1, the membership will be considered delinquent and automatically terminated.
- b. Disciplinary Action. Any member who has been charged by any other member or by the Board of Directors with conduct injurious to the Club or in violation of its By-Laws or Rules, and after investigation has been found

guilty of such charges, may be expelled from membership in the club by a three-quarters (3/4) vote of the members present at a special meeting called for that purpose, in accordance with Article II, Section 2 of these By-Laws.

Section 9. Reinstatement of Membership

- a. A membership that has been terminated by resignation or for non-payment of dues may be reinstated the first year by the payment of the full annual dues. After the first year, reinstatement may be made by payment of current dues and submission of a new membership application.
- b. A membership that has been terminated for cause may be reinstated at the discretion of the Board and upon payment of dues.

Section 10. Guests

The club shall encourage participation in its activities by all persons who are in sympathy with the aims of the club.

ARTICLE II - GENERAL MEMBERSHIP MEETINGS

Section 1. Annual Meeting

- a. The Annual meeting of the members of the Club shall be held in November. The exact time, date, and location will be determined by the Board of Directors.
- b. If the Annual meeting is canceled for lack of a quorum, the presiding officer shall schedule a new meeting within thirty (30) days, providing at least ten (10) days written notice.

Section 2. Special Meetings

- a. A Special meeting of the members of the Club shall be called at the discretion of the President of the Board of Directors or whenever twenty-five percent (25%) or more of the members submit a written request to the President for the same, specifying the purpose of the meeting.
- b. The business to be discussed at any Special Meeting shall be fully stated in the notice, and no other business shall be transacted at the meeting.

Section 3. Notice of Meetings

- a. Notice of the Annual meeting shall be published in the official Club publication at least ten (10) days prior to the date of the meeting.
- b. Notice of Special meetings shall be made in writing at least ten (10) days prior to the date of the meeting.
- c. Any meeting for which it can be shown that sufficient notice had not been given to at least seventy-five percent (75%) of the membership shall be declared invalid, and any business transacted shall be nullified.

Section 4. Quorum at Club Meetings

- a. Annual Meeting -Twenty-five percent (25%) of the members shall constitute a quorum. Absentee ballots received by the Secretary before the meeting will be counted toward the quorum requirement. Absentee ballots shall appear in the October issue of the official Club publication.
- b. Special Meeting -Twenty-five percent (25%) of the members shall constitute a quorum.
- c. If there is no quorum at any meeting, no business shall be conducted.

ARTICLE III - GOVERNMENT

Section 1. Board of Directors

- a. The Club shall be governed by seven (7) of its members elected as its Board of Directors, who shall have the power to conduct the general business of the Club, subject to its Articles of Incorporation and these By-Laws, and to enact such rules and regulations consistent therewith. The Board of Directors shall consist of the four officers as listed in Section 4.a, two Directors at Large, and the Past President.
- b. They shall be elected at the Annual meeting and shall hold office until their successors are duly elected and installed. If the previous President is not available to fill the Past President position, an additional director shall be chosen by the other directors.
- c. The Board of Directors shall be equivalent to the Board of Trustees of a corporation organized under Revised Code of Washington, Chapter 24.06 and shall have all powers granted boards of trustees therein. All members of the Board of Directors shall be considered trustees for the purposes of the Revised Code of Washington, Chapter 24.06.
- d. The Board of Directors shall authorize all expenditures and shall not obligate the Club to amounts in excess of the funds on hand in the treasury.
- e. The Board of Directors shall purchase no real property without the prior approval of two-thirds (2/3) of the Club membership.

Section 2. Nomination and Election of Directors

- a. Any member in good standing is eligible to become a Director of the Club.
- b. Nomination of Directors
 1. The Board of Directors shall, at its regular August meeting, appoint a nominating committee composed of the first year Director at Large, and two Non-Board members.
 2. The Nominating Committee shall select a minimum of two nominees for each of the four major offices as listed in Section 4.a and two for Director at Large. Nominations shall be presented to the membership by publication in the October issue of the official Club bulletin. Nominations from the floor shall be requested at the Annual meeting.
- c. Election of Directors
 1. Election of the Board of Directors shall be by secret written ballot. Absentee votes cast per paragraph 4 below shall be considered a secret written ballot.
 2. The Directors at Large shall be elected to two-year terms with one being elected each year. The four officers shall be elected to one year terms.
 3. Election shall be conducted for one office at a time so that the defeated candidates may be nominated from the floor for another office.
 4. Absentee votes may be sent by mail or electronic transmission to the addresses designated in the official Club bulletin containing the meeting notice. Absentee ballots must be received by the person or persons appointed by the Board of Directors before the beginning of the general meeting.
 5. Prior to balloting, the Secretary shall verify and read the names of all members in good standing who are present. A tally of members present and the absentee ballots of members not present will be made. The Secretary will notify the President if the quorum has been met.
 6. The President shall appoint three Inspectors of Election from the membership at large; no nominee to be so included. The Inspectors of Election shall collect the ballots, tally the votes, and present the results to the President.
 7. A simple majority of the votes is required to elect. If no candidate receives a majority of the vote of the first ballot, the two candidates receiving the highest number of votes shall be voted upon again. If a tie vote for

second place occurs, a ballot shall be taken between the tied candidates to determine who shall compete with the first place candidate.

8. The Board of Directors shall fill any Board vacancies occurring prior to the end of the term.
- d. Installation of Officers and Directors. Installation of the Officers and Directors shall be held not later than forty (40) days following their election to office.

Section 3. Meetings of the Directors

- a. The Board of Directors shall hold regular meetings once each month and at such times as called by the Secretary at the request of the President or any three Board Members, provided every member of the Board shall have received notice at least twenty four (24) hours prior to such meeting.
- b. Any member of the Board who shall be absent from any three consecutive regular meetings, or from four out of any six such consecutive meetings shall be considered to have resigned from the Board and shall cease to be a member thereof.
- c. A majority of the Board shall constitute a quorum for the transaction of all business.
- d. Actions by directors without a meeting are allowed by unanimous written consent, including consents by electronic transmission. An electronic transmission vote by directors that is not unanimous is not a valid action of the board. The Secretary shall report any such action at the next regular Board meeting with a record noted under new business.

Section 4. Officers

- a. The officers of the Club shall be the President, Vice-President, Secretary, and Treasurer.
- b. No Officer shall serve the Club in the same office for more than two (2) consecutive terms.

Section 5. Duties of Officers

- a. The President shall:
 1. Preside at all meetings of the Club and of the Board of Directors.
 2. Be an ex officio member of all the committees.
 3. Make all appointments not otherwise specified in the By-Laws, subject to the approval of the Board of Directors.
 4. Sign, together with the Secretary, on behalf of the Club, all contracts, bonds, and other instruments approved by the Board of Directors.
 5. Present at the Annual Meeting of the Club a report giving a review of the Club activities for the past year.
 6. Have a general supervision of all the affairs of the Club, enforce the rules and the regulations thereof, and perform such other duties as are appropriate to the office.
- b. The Vice-President shall:
 1. Take over all duties of the President in the latter's absence.
 2. Coordinate the programs of the separate committees and ensure the proper publication thereof.
 3. Serve as the Chairperson for the Annual Banquet Committee.
- c. The Secretary shall:
 1. Be responsible for all official correspondence of the Club.

2. Issue notices for all the meetings of the Club and the Board of Directors.
 3. Keep a record of the minutes of the Annual Meetings, Special Meetings, and the meetings of the Board of Directors.
 4. Maintain a current record of the By-Laws of the Club including amendments thereof.
 5. Receive and file all reports of the committees.
 6. Sign, together with the President on behalf of the Club, all contracts, bonds, and other instruments approved by the Board of Directors.
- d. The Treasurer shall:
1. Maintain the accounts of the Club and supervise the accounts of the major committees.
 2. Send out all notices for dues and other financial obligations.
 3. Collect and receive all monies due and deposit same in appropriate accounts as established by the Board.
 4. Disburse the Clubs funds as authorized by the Board of Directors.
 5. Preserve proper vouchers for all disbursements.
 6. Sign all checks drawn upon the Club's account. In the event the treasurer is not available, the President may sign. The Board of Directors may, by a two thirds (2/3) vote, designate an additional officer to countersign club checks.
 7. Make monthly financial reports to the Board of Directors and present an annual report to the Club.
 8. Have charge of all books and journals of the Club pertaining to the office, except as hereinafter specified.

ARTICLE IV - COMMITTEES AND APPOINTMENTS

Section 1. Standing and Special committees

- a. Standing committees. There shall be the following standing committees:

Climbing Committee
 Conservation Committee
 Hiking Committee
 Library Committee
 Membership Committee
 Publication Committee
 Publicity Committee
 Social Committee
 Winter Activities Committee
 Leadership and Training Committee

- b. Special Committees. The special committee shall include:

Annual Banquet Committee
 Auditing Committee
 Any other committee(s) designated by the Board that have only occasional activity.

Section 2. Committee Chairpersons

- a. The Chairpersons of the committees shall be appointed by the president, subject to approval by the Board of Directors.

- b. The Chairpersons of the standing committees should be chosen not later than the regular January meeting of the Board of Directors except for the Winter Activities Chairperson whose term begins in September for a season of October through April.

Section 3. Committee Members

The members of each committee shall be appointed by the chairperson.

Section 4. General Duties of the Committees and the Committee Chairperson

- a. All committees shall work under the direction of the Board of Directors and shall follow any instructions set up for their guidance. They shall cooperate with the Vice-President and other committees in the formation of a program of club activities.
- b. Each committee shall hold such meetings as are necessary for the proper performance of its functions.
- c. Each committee chairperson shall:
 - 1. Be responsible for the activities of the committee and make a report of these activities at each regular meeting of the Board of Directors.
 - 2. Obtain those materials necessary for the functioning of the committee upon approval of the Board of Directors.
 - 3. Be responsible for all funds handled by the committee, keep a record of all receipts and expenditures; report any such transactions to the Board of Directors at the regular meeting and give any income or receipts to the Treasurer.
 - 4. Turn over to the Library committee all records, books, and publications for which the committee no longer has need.
 - 5. The Chairpersons shall have the responsibility for all club property pertaining to their committee and its activities unless otherwise stated.
- d. Those committees scheduling events shall establish requirements for activity leaders and provide guidance on the duties to be performed by the leaders on behalf of the Club, as shall be specified by the Board of Directors.

Section 5. Standing Committees

- a. Climbing Committee
 - 1. It shall be the duty of the Climbing committee to: arrange, promote, and conduct all climbs and climbing outings of the Club; instruct, develop and provide leaders; conduct training relating to climbing activities; and promote safe and prudent practices on all Club trips.
 - 2. It shall provide a tentative schedule of events covering the regular season (April-October), shall submit same to the Board of Directors for approval, and shall deliver to the chairperson of the Publications Committee a complete list of events for the coming season together with all pertaining significant details. All events shall be approved by the Board prior to their notice being published. An event not listed on the calendar shall be submitted to the Board of Directors for review. Upon approval, the event will then be submitted to the Publications Committee with the description of the trip.
 - 3. It shall ensure that each trip leader submit a financial report and remit all trip fees to the Treasurer. It shall direct each trip leader to submit a trip description to the Publications Chairperson and to make a written report of each trip to also be submitted to the Publications Chairperson. These reports should include information such as the conditions encountered, comments on the desirability of the trip, and a list of the participants.
- b. Conservation Committee

1. It shall be the duty of the conservation committee to keep abreast of the events which influence the conservation and the preservation of the natural outdoor recreational resources which bear on the continued enjoyment of outdoor recreational resources by the Club and others.
2. It shall inform the Club of current issues and obtain guidance on those matters directly related to the aforementioned duties.
3. It shall represent the Club in matters directly related to conservation and shall communicate statements of the Club's position when an authorized opinion is obtained from the Board of Directors.

c. Hiking Committee

1. It shall be the duty of the Hiking committee to: arrange, promote, and conduct all hikes and hiking outings of the Club; instruct, develop and provide leaders; conduct training relating to hiking activities; and promote safe and prudent practices on all Club trips.
2. It shall provide a tentative schedule of events covering the regular season (April-October), shall submit same to the Board of Directors for approval, and shall deliver to the chairperson of the Publications Committee a complete list of events for the coming season together with all pertaining significant details. All events shall be approved by the Board prior to their notice being published. An event not listed on the calendar shall be submitted to the Board of Directors for review. Upon approval, the event will then be submitted to the Publications Committee with the description of the trip.
3. It shall ensure that each trip leader submit a financial report and remit all trip fees to the Treasurer. It shall direct each trip leader to submit a trip description to the Publications Chairperson and to make a written report of each trip to also be submitted to the Publications Chairperson. These reports should include information such as conditions encountered, comments on the desirability of the trip, and a list of the participants.

d. Library Committee

1. The Chairperson of the Committee shall, ex officio, bear the title of Club Historian.
2. It shall collect and preserve all publications and records of the Club.
3. It shall have charge of all historical records of the Club, and of all books, papers, and documents not necessary to the current functioning of the separate committees.
4. It shall maintain scrapbooks of all the appropriate materials concerning the Club.

e. Membership Committee

1. It shall be the duty of the Membership committee to seek out and receive applications for membership and to present those applications to the Board of Directors for approval.
2. It shall notify all new members of their election to membership and submit their names to the Publications committee for publication.
3. It shall keep a record of all applicants and members, and shall aid the Publications committee in the preparation of an annual Club Directory.
4. It shall transmit to the Board of Directors any suggestions or complaints members of the Club may wish to offer in regards to the Club and its membership.

f. Publications Committee

1. It shall be the duty of the Publications Committee to edit and publish the Club's regular publication, its annual directory, and such other publications as the Board of Directors shall direct.
2. The Chairperson of the Committee shall be the Editor, ex officio, of Club publications, and shall supervise the editing and publishing thereof.

3. The Chairperson of the Committee may designate a member of the committee as Business Manager. The Business Manager's duties shall include soliciting of advertising for the Club publications and establishing and collecting charges, subject to the approval of the Board of Directors. The Chairperson may also appoint such sub-committees as deemed appropriate to the proper performance of the committee's functions, subject to approval of the Board of Directors.

g. Publicity Committee

It shall be the duty of the Publicity committee to promote interest in Club activities. It shall provide and distribute such promotional and informational materials as it deems advisable, subject to the approval of the Board of Directors. It shall submit to the public press announcements of Club activities.

h. Social Committee

1. It shall be the duty of the Social Committee to schedule, arrange for, and supervise all social events except the annual banquet.
2. Proposed events should be presented to the Board of Directors at least one month in advance for approval.

i. Winter Activities Committee

1. It shall be the duty of the Winter Activities Committee to: arrange, promote, and conduct all winter activities and outings of the Club; instruct, develop and provide leaders, conduct training relating to winter activities; and promote safe and prudent practices on all Club trips.
2. It shall provide a tentative schedule of events for the winter season (December-April), shall submit same to the Board of Directors for approval, and shall deliver to the chairperson of the Publications Committee a complete list of events for the coming season together with all pertaining significant details. All events shall be approved by the Board prior to their notice being published. An event not listed on the calendar shall be submitted to the Board of Directors for review. Upon approval, the event will then be submitted to the Publications Committee with the description of the trip.
3. It shall ensure that each trip leader submit a financial report and remit all trip fees to the Treasurer. It shall direct each trip leader to submit a trip description to the Publications Chairperson and to make a written report of each trip to also be submitted to the Publications Chairperson. These reports shall include information as to the conditions encountered, comments on the desirability of the trip, and a list of the participants.

j. Leadership and Training Committee

1. It shall be the duty of the Leadership and Training Committee to: arrange, promote, and conduct all leadership and general training activities of the Club with the intent to instruct and develop leaders, conduct training relating to general club activities; and promote safe and prudent practices on all Club activities.
2. Proposed events should be presented to the Board of Directors at least one month in advance for approval.

Section 6. Special Committees

a. Annual Banquet Committee

1. It shall be the duty of the Annual Banquet Committee to arrange and promote the Annual Banquet.
2. The Vice President shall be the chairperson for the Annual Banquet Committee.

b. Auditing Committee

1. The Chairperson of the committee shall, ex officio, bear the title of Auditor of the Club.
2. It shall be the duty of the Committee to annually examine and audit books, records, vouchers, and accounts of the Treasurer and all the committees which handle Club funds and to submit a report of the

same to the Board of the Directors by the March Board Meeting. Additional audits may be requested by the Board.

ARTICLE V - GENERAL PROVISIONS

Section 1. Remuneration

No director, committee chairperson, or appointee shall be entitled to remuneration for the performance of such duties as they pertain to their office.

Section 2. Expenses

No director, committee chairperson, appointee, or other member shall, on behalf of the Club, incur any financial obligation or disburse any amount other than minor expenses, without first having submitted to the Board of directors a request stating the nature and amount of the expenditure, and having received authorization therefor.

Section 3. Removal of Directors

On good cause, any director may be removed from office by a three-fourths (3/4) vote of the members in good standing present at any Special meeting called for that purpose.

Section 4. Official Events

No event shall be publicized or considered as an official club event except with the approval of the Board of Directors.

Section 5. Club Opinion

No political or sectarian demonstration shall be permitted at any club function, nor will the club in any way support or appear to support any political or sectarian faction.

Section 6. Amendments to the By-Laws

- a. Proposed amendments and/or revisions to the By-Laws may be presented to the Club by either a majority vote of the Board of Directors, or by a written proposal which has been signed by at least ten (10) Club members in good standing and presented to the Secretary at least five (5) days prior to the publication deadline of the meeting notice.
- b. Proposed amendments and/or revisions to the By-Laws shall be published in the Club publication at least one month prior to the Annual Meeting or to any Special meeting called for that purpose.
- c. Approval shall be by a two-thirds (2/3) majority of those votes cast.
- d. Minor revisions such as correcting typographical errors may be made on approval of the Board of Directors.

Section 7. Rules of Order

Except as otherwise provided in the Articles of Incorporation and the By-Laws, Robert's Rules of Order shall be followed in all questions of parliamentary procedure.

BY-LAW DEFINITIONS

For reference only. The following definitions are based on Washington State RCW 24.03.005 which is subject to change by the Washington State Legislature.

- (1) "**By-laws**" means the code or codes of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names by which such rules are designated.
- (2) "**Member**" means an individual or entity having membership rights in a corporation in accordance with the provisions of its articles or [of] incorporation or bylaws.

- (3) "**Articles of incorporation**" and "articles" mean the original articles of incorporation and all amendments thereto, and includes articles of merger and restated articles.
- (4) "**Deliver**" means: (a) Mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or members; (c) electronic transmission, in accordance with the officer's, director's, or member's consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its officers, directors, or members under RCW 24.03.009.
- (5) "**Electronic transmission**" means an electronic communication (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.
- (6) "**Electronically transmitted**," means the initiation of an electronic transmission.
- (7) "Execute," "executes," or "executed" means (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to an electronic transmission.
- (8) "**Record**" means information inscribed on a tangible medium or contained in an electronic transmission.
- (9) "**Tangible medium**" means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.
- (10) "**Writing**" does not include an electronic transmission.
- (11) "**Written**" means embodied in a tangible medium.