

These By-Laws were passed at a Special Membership Meeting held 27 May 2015 following review, updates and amendments recommended by a Bylaw Review Committee of the Membership. Recommended changes were distributed to the general membership prior to the vote according to existing bylaws last amended at an Annual Meeting held on 24 January 1991.

## **BY-LAWS OF THE DASH POINT SOCIAL AND IMPROVEMENT CLUB**

May 27, 2015

### Article I -- Corporate Purpose

Section 1. HISTORY: The Articles of Incorporation of the Dash Point Social and Improvement Club dated August 28, 1907, recited as the purpose and objects for its formation, the following: "The establishment and maintenance of a social club, and of a place for reading rooms, a library, and for social purposes; and for the furtherance of public improvement in Dash Point View Addition, Pierce County, Washington".

Section 2. GOAL: In order to elaborate upon and clarify the basic purposes as stated above, the Dash Point Social and Improvement Club, (hereinafter referred to as the Corporation), undertakes responsibility to promote and encourage activities which will result in the overall betterment and welfare of the Dash Point Community and its residents, by performing social welfare activities, within the meaning of 501(c)(4) of the Internal Revenue Code of 1954, or as amended or superseded, which activities include, without limiting any other activities within the scope of the corporate purpose, the following:

- a. The sponsorship of and participation in Programs and Activities for the benefit of the Dash Point Community.
- b. The promotion of the general welfare of the community relative to improvements in education, public health, public safety, and the betterment of roads and utilities generally within the community.
- c. The management of a scholarship fund for graduating high school seniors who live within the boundaries of Browns Point and Dash Point. This scholarship fund shall receive funding made available by a majority vote of the Board of Trustees from the general revenue of the Corporation.

## Article II -- Membership

Section 1. ELIGIBILITY: Membership shall be open to all adults, age eighteen (18) or over, single or married, who reside or own property within the Dash Point Community as defined by the following area: Beginning with the Northwest corner of the Dash Point Government Meander Line to the Northeasterly bank of the Caledonia Creek, thence easterly along said bank to its interception of the line dividing unincorporated Pierce County and the City of Tacoma, thence Northerly along this line to the North side of the 6000 Block of Beverly Heights, thence Easterly along this line until it intercepts the Westerly boundary of the Dash Point State Park, continuing Southeasterly along the Dash Point State Park boundary to include Dash Point Estates on 55<sup>th</sup> Street N.E. and 36<sup>th</sup> Avenue Court N.E. in unincorporated Pierce County, thence Northwesterly along this line to the point of beginning. (See Map Appendix A)

Section 2. DUES: The Board of Trustees shall recommend to the Membership the amount of the annual membership dues. Final determination shall be made by a majority vote of the Members present at the Annual Membership Meeting of the Corporation.

Section 3. MEMBERSHIP ROSTER: An accurate record shall be kept of all members who have paid their dues for the calendar year by the Membership Chairman. The Membership Chairman shall, promptly, furnish the Officers of the Corporation with a copy of this record upon request.

Section 4. TYPES OF MEMBERSHIP: The Corporation shall have (2) two forms of membership:

- a. Voting Membership, defined as one (1) adult, age eighteen (18) and older residing in or owning property within the boundaries of Dash Point as defined in Article II Section 1. Such adult shall have a single, undivided vote on all matters relating to the Corporation.
- b. Associate (non-voting) membership, defined as one (1) adult, age eighteen or older residing outside the boundaries of Dash Point and wishing to support Dash Point Social and Improvement Club activities.

## Article III -- Membership Meetings

Section 1. REGULAR MEETINGS: Regular membership Meetings of the Corporation shall be held at minimum two (2) times per year, which days shall be determined by the Board of Trustees. Notice therefore to be sent to all members in good standing at least twenty (20) days immediately prior to the meeting.

Section 2. ANNUAL MEETING: The Annual Membership Meeting of the Corporation and the election of the Board of Trustees and Officers of the Corporation shall be held in March of each year on a date set by the Board. The Nominating Committee will introduce each individual nominated, to the membership, and request nominations from the floor prior to the vote. Newly elected Board of Trustees and Officers take office at the conclusion of the Annual Membership Meeting. Notice of the time and place of the Annual Membership Meeting and election of the Board of Trustees and Officers of the Corporation shall be given by mailing a written notice to each member in good standing which said notice shall be mailed and postmarked at least twenty (20) days prior to the Annual Membership Meeting, and which said notice shall advise the members of the purpose of said meeting and the business to be brought before said meeting. Notice will include solicitation of members who wish to be considered for election to the board or to serve on a committee in support of DPSIC activities. In addition, the Annual Meeting of the Dash Point Social and Improvement Club shall also be open and advertised publicly to the entire Community of Dash Point and its supporters. Only voting members in good standing and present at the Annual meeting may vote. Voting will take place by raising hands or paper ballot as determined by the presiding officer.

Section 3. SPECIAL MEETINGS: Special Membership Meetings of the Corporation may be called by the President or by a majority of the Board of Trustees or by a written request of Twenty-five (25) percent of the Membership of the Corporation. Written notice of such Special Membership Meeting signed by the President, or by a majority of the members of the Board of Trustees, as the case may be, shall be sent by e-mail, post or personal delivery to the members in good standing at their respective addresses at least five (5) days prior to the date of the meeting and which said written notice shall state the time and place at which the meeting shall be held. Special Membership Meetings of the Corporation may be held without notice by written agreement of a majority of the members entitled to vote at any meeting, which agreement shall state the time and place at which the meeting shall be held and shall contain a brief statement of the business proposed to be transacted and any such agreement shall be filed with the Secretary.

Section 4. QUORUM: At any Regular Membership Meeting of the Corporation, twenty (20) voting members in good standing, shall constitute a quorum, and any motion which receives a majority vote of such quorum shall be declared duly adopted unless a larger or greater vote on the matter under consideration is expressly required under the laws of the State of Washington. At any Annual or Special Membership Meeting of the Corporation, Thirty (30) members, shall constitute a quorum, and any motion which receives a majority vote of such quorum shall be declared duly adopted unless a larger or greater vote on the matter under consideration is expressly required under the laws of the state of Washington.

## Article IV – Trustees

Section 1. BOARD: The affairs of the Corporation shall be managed by a Board of Nine (9) Trustees, which shall include the Officers of the Corporation, as defined in Article V. The Board shall serve the membership in a manner that is consistent with the Corporation's goals and purpose and shall be responsible and accountable stewards of its resources.

Section 2. TERM OF OFFICE: All Trustees shall be elected by the majority vote of the members present at the Annual membership Meeting. The Board of Trustees shall hold office for a term of two (2) years, and shall continue in office until their successors shall have been duly elected and qualified, in accordance with Article III, Section 2 of this By-Law document.

Section 3. NUMBER OF TRUSTEES: The number of Trustees to be elected at the Annual membership Meeting for even numbered years shall be four (4), and the number of Trustees to be elected at the Annual Membership Meeting for odd numbered years shall be five (5). Additionally, ratification of any vacancy appointments made to the Board of Trustees under Article IV, Section 8, of this By-Law Document shall occur at the next Membership Meeting.

Section 4. NUMBER OF BOARD MEETINGS: The Board of Trustees shall meet at least four times a year for the purpose of transacting and carrying out the business as comes before. Notice shall be sent in writing or by e-mail to each Board Member at least two weeks in advance, indicating the time and location of the meeting.

Section 5. SPECIAL BOARD MEETINGS: Special meetings of the Board of Trustees may be held at any time upon the call of the President or by any three (3) Trustees. Notice of the calling of such special meeting shall be in writing, signed by the President or by any three (3) Trustees who may desire to call such meeting, and which said notice shall be mailed to or personally delivered to each of said Trustees not less than five (5) days prior to the date of said meeting. Provided however, that if a majority of the Trustees are present at any meeting and consent to the holding of such special meeting, no notice thereof shall be required.

Section 6. BOARD ABSENCE: Should any member of the Board of Trustees be unexcused absent from three (3) successive meetings of the Board, the Board of Trustees may by majority vote of the remaining Trustees, declare his office vacated and appoint his successor as herein provided.

Section 7. QUORUM: Five (5) members of the Board of Trustees shall constitute a quorum at any regular or special meeting. If less than five (5) members be present, the meeting shall be adjourned without the transaction of business.

Section 8. VACANCIES: In the event that any vacancies shall exist in the Board of Trustees at any time, caused by death, resignation, or otherwise, the remaining members of the Board of Trustees with recommendation(s) from the nominating committee shall have the power to fill such vacancies by appointment, and the person so appointed shall hold office for the unexpired term of such former Trustee and until a successor is thereafter duly elected and qualified.

Section 9. BOARD AUTHORITY: The Board of Trustees shall have such powers and authority in the management of the Corporation, as are conferred upon such a board of Trustees by these by-laws and the laws and statutes of the State of Washington.

Section 10. BOARD POLICY DEVELOPMENT: The Board of Trustees shall, with disclosure to the membership, be responsible for the development of policies that support the effectiveness of the Corporation in meeting its goals and purpose and will ensure conformity with applicable laws and regulations and federal IRS reporting requirement which govern nonprofit social welfare organizations. Such policies shall include but not be limited to the following:

- a. Conflict of interest: A policy to serve and protect the Corporation's interest when it is contemplating entering into a transaction that might benefit the private interest of a Regular Member, an Officer or a Trustee.
- b. General Liability Insurance Coverage: A policy to serve and protect the Corporation's assets for damages resulting from acts of negligence and defines how insurance coverage needs are assessed and policies are procured and evaluated.
- c. Whistle Blower Protection: A policy to protect members from retaliation for reporting concerns regarding financial or accounting practices and defines the process for how complaints are addressed.
- d. Document Retention and Destruction: A policy to identify the record retention and responsibilities for maintain and documenting the storage and destruction of the Corporation's documents and records.
- e. Indemnification: A policy to provide for immunity of volunteer and Board members for damages caused by acts of omissions if actions were within the scope of his/her responsibilities and that harm was not caused by willful, criminal, or reckless misconduct, gross negligence or a conscious, flagrant indifference to the rights or safety of the individual harmed.

## Article V – Officers

Section 1. DEFINITION: The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer. Any two (2) of the offices of Vice-President, Secretary, and Treasurer may be combined in one person. In Accordance with the IRS Filing Requirements for 501(c)4 Evidence of Local Character, Officers must reside within the Dash Point Boundaries as defined in Article II Section 1 of these bylaws:

Section 2. TERMS: The Officers of the Corporation shall be elected by the majority vote of the members present at the annual membership meeting of the Corporation. The Officers of the Corporation shall hold office for a term of two (2) years, not to exceed two consecutive terms with exception that the Treasurer shall hold office for a term of three (3) years, not to exceed two consecutive terms. Officers shall continue in office until their successors shall have been duly elected and qualified, in accordance with election Article III Section 2 of this By-Law document. No person shall be elected to hold any of the above offices unless he/she is a member in good standing and a duly elected member of the Board of Trustees.

Section 3. VACANCIES: Vacancies in any office, however caused, shall be filled by majority vote of the members present at any Membership Meeting of the Corporation. Provided, however, that should a vacancy occur in the office of President for any reason other than the expiration of his or her term, the Vice-President shall succeed to the office of President and the Office of Vice-President shall be filled as herein provided. Any person elected to fill any office vacated by the death, resignation, or otherwise of any Officer, shall hold office for the unexpired term of such Officer and until a successor is thereafter duly elected and qualified.

Section 4. REMOVALS: Any Officer of the Corporation, may be removed from office for abuse of authority or misconduct by a vote in favor of removal by a two-thirds (2/3) vote of the Members of the Corporation present, at any Membership Meeting of the Corporation. Prior to such removal action by the Corporation, said Officer shall be given Thirty (30) days written notice of the charges brought against them which justifies removal. Such notice shall be signed by the Board of Trustees. This notice shall be delivered by U.S. Government certified mail to the Officer's last known address. Said officer shall have the right to be heard in their own defense and at their own expense, shall have the right to Counsel and shall have the right, at their expense, to have a transcript made of such Special membership Meeting. The Corporation shall notify, by U.S. Government mail, all members of the Corporation of the proposed removal action being considered; such notification shall include the nature of the charges and the date, time and place of the Special Membership Meeting.

Section 5. DUTIES: Duties of the Officers shall be as follows;

- a. **PRESIDENT** - shall preside at all Membership Meetings and at all Board of Trustees Meetings. The President shall have general supervision of the Corporation subject to such limitations as may be imposed by the Board of Trustees. The President shall have the power to execute all authorized deeds, contracts, or other obligations of the Corporation. The President shall perform such other duties as the Board of Trustees may from time to time direct.
- b. **VICE PRESIDENT** - shall act as President in the absence or disability of the President. The Vice-President shall perform such other duties as the Board of Trustees may direct.
- c. **SECRETARY** - shall keep an accurate record of the proceedings of the Board of Trustees and of the members. The Secretary shall notify the members and members of the Board of Trustees of all regular and special meetings as herein provided. The Secretary shall have charge of the registry of members and shall perform all duties which are customary and incident to the office of Secretary. The Secretary shall have the power to attest.
- d. **TREASURER** – shall keep a full and accurate account of all receipts and disbursements of the Corporation. The Treasurer shall render to the Trustees, whenever the same shall be required, an accounting of all their transactions and of the financial condition of the Corporation. The Treasurer shall render such accounting to the members of the Corporation at all Corporation Meetings. Corporate funds shall be placed in such financial institutions as approved by the Board of Trustees, and shall be recorded in the name of the Corporation. The Treasurer shall, promptly, endorse for deposit in such designated financial institutions all revenues received by the Corporation. The Treasurer shall make dispersal of Corporate funds as directed by the Board of Trustees. All disbursements of Corporation funds shall be signed by both the Treasurer and the President, or another Officer designated by the Board of Trustees. All financial records of the Corporation shall, annually be subjected to an independent review by the Audit Committee.

## Article VI - Committees

Section 1. STANDING COMMITTEES: The President of the Corporation, Dash Point Social and Improvement Club shall immediately at the first Board of Trustee Meeting in February appoint the following Standing Committees and shall name a member of the Board of Trustees as a representative of each committee. Chairpersons shall be members in good standing and decided by each selected committee. All of the below listed Standing Committee Chairpersons shall appoint members in good standing to aid and assist them in the performance of and carrying out of their respective duties and obligations. The Standing Committees are as follows:

1. Membership: shall make concerted effort to obtain members, keep accurate records for board contacts and correspondence and shall encourage new memberships on behalf of the Dash Point Social and Improvement Club.
2. Activities: shall act as a liaison between this Corporation's members and the many youth activities and events in our community such as a Dash Point Dash and a Holiday Tree Lighting on behalf of the Dash Point community and shall encourage youth involvement.
3. Scholarship: shall be responsible for the management and administration of the Dash Point Scholarship Fund.
4. Public Welfare: shall undertake such activities as are necessary for the betterment and improvement of community roads, communication, power and light, health and sanitation, and fire protection, and in aiding and assisting law enforcement agencies, and acting as a representative of the club in its contacts with Governmental agencies.
5. Audit Committee: shall be comprised of a Board Member other than the Treasurer and at least three (3) Members appointed by the Board from the general membership for a term of three (3) years not to exceed three consecutive terms. One new member will be appointed each year as the senior member's term expires. The Treasurer, and three regular members will conduct an assessment of the records at the end of each fiscal year and report their findings and recommendations to the Board and the Membership.
6. Finance Committee: shall be comprised of the Treasurer and three (3) Members appointed by the Board from the General Membership for a term of three (3) years not to exceed two consecutive terms. The Finance Committee will prepare the annual budget for Board approval at the beginning of each fiscal year, and shall review and make recommendations regarding the Corporation's investments, and ensure transparency in reporting budget and finance matters to the Membership.
7. Nominating: shall comprise of one trustee and three (3) regular members in good standing who shall actively seek candidates for the DPSIC board and committees.
8. Publicity: shall be responsible for publicity, and creation, and distribution of a DPSIC newsletter.

Section 2. AD HOC COMMITTEES: The President may establish Ad Hoc committees as needed.



## Article VII – Dissolution

Section 1. DISSOLUTION: In the event of liquidation, dissolution, or termination of this Corporation, for any reason, any assets and property remaining after the payment of creditors and necessary expenses resulting from such liquidation, dissolution, or termination shall be given, upon vote of the current members as provided by these By-Laws, to any activity, charitable, educational, philanthropic or scientific which complies with the purpose of the Corporation and which, also, complies with Section 501 C (4) of the Internal Revenue code of 1954 or as amended or superseded.

Provided further however, that liquidation, dissolution, or termination of the Corporation shall not occur unless the Board of Trustees is authorized so to do by a vote of two third (2/3) of the members present at a Membership Meeting called for that purpose, written notice of which shall have been mailed to all members in good standing at least thirty (30) days prior to said Membership Meeting, which said two-thirds (2/3) vote must comprise at least a majority of the members of the Corporation, and which said notice shall set forth in full the matter or proposition to be considered at such meeting.

## Article VIII – Amendments

Section 1. AMENDMENTS: These By-Laws may be amended by a two-thirds (2/3) vote of the members present and entitled to vote at any Annual Membership Meeting, Regular Membership Meeting, or Special Membership Meeting. Notice of any Membership Meeting for the amendment of the By-Laws shall contain a statement of the purpose of the meeting and a resume of the proposed amendment. Such notice of proposed special amendment shall be given by mailing to all of the members in good standing a written notice which shall contain the time and place of said meeting and which said notice shall be mailed at least twenty (20) days prior to said meeting; or, in lieu thereof, notice thereof shall be given to the members at an Annual, Regular or Special Membership Meeting of the intention to present the amendment for consideration at the next Annual or Regular Membership Meeting or at a Special Membership Meeting to be called by the President in the manner heretofore provided in these said By-Laws, and which said proposed amendment shall be in writing and shall be filed with the Secretary where the same may be subject to inspection by any member of the Club upon his request.

## Article IX - Conduct of Meetings

Section 1. PARLIAMENTARY PROCEDURE to be followed in the meetings of the Corporation shall be set forth in “Robert’s Rules of Order”.

Section 2. BY-LAWS of the Dash Point Social and Improvement Club are to be distributed to each new board member and retained by sitting board members for reference while on the board. A copy of current bylaws shall be available for inspection at every meeting of the Corporation. Future changes will be documented for the membership clearly with transparency, and filed with the Secretary.

Map Appendix A