

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

RATIFIED AUGUST 25, 2020



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## **BY-LAWS OF THE DASH POINT SOCIAL AND IMPROVEMENT CLUB RATIFIED AUGUST 25, 2020**

These by-laws were passed at a special membership meeting on May 27, 2015 following review, updates and amendments recommended by a By-law Review Committee of the membership. Recommended changes were distributed to the general membership prior to the vote according to existing by-laws last amended at an annual meeting on January 24, 1991 and revised at an annual meeting on August 25, 2020.

### **ARTICLE I. CORPORATE PURPOSE**

#### **Section 1. History**

The purpose of the Dash Point Social Improvement Club is specified in the Articles of Incorporation dated August 28, 1907: "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**

To elaborate upon and clarify the purpose stated in Article I, Section 1, the Dash Point Social and Improvement Club (hereinafter referred to as the Corporation) undertakes responsibility to promote and encourage social welfare activities within the meaning of 501(c)(4) of the Internal Revenue Code of 1954, or as amended or superseded. Activities shall be for the overall betterment and welfare of the Dash Point community and its residents and include the following:

- a. Sponsorship of and participation in programs and activities for the benefit of the Dash Point community.
- b. 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. 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 from the general revenue of the Corporation by a majority vote of the Board of Trustees.

### **ARTICLE II. MEMBERSHIP**

#### **Section 1. Eligibility**

Membership shall be open to all adults age 18 or older, 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 55th Street N.E. and 36th Avenue Court N.E. in unincorporated Pierce County, thence northwesterly along this line to the point of beginning. See map in Appendix A for clarification.

#### **Section 2. Dues**

The Board of Trustees shall recommend to Corporation members the amount of 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**

The Membership Chairman will keep an accurate record of all members who have paid their dues for the calendar year. The Membership Chairman shall promptly furnish Officers of the Corporation with a copy of this record upon request.

### **Section 4. Types of Membership**

The Corporation shall have two (2) types of membership:

- a. Voting membership is defined as one (1) adult, age 18 or 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 related to the Corporation.
- b. Associate (non-voting) membership is defined as one (1) adult, age 18 or older, residing outside the boundaries of Dash Point and wishing to support Corporation activities.

## **ARTICLE III. MEMBERSHIP MEETINGS**

### **Section 1. Regular Membership Meetings**

Regular membership meetings may be held two (2) times per year. The days shall be determined by the Board of Trustees and notice will be sent to all members in good standing at least 20 days prior to the meeting.

### **Section 2. Annual Membership Meeting**

The annual membership meeting 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 nominee to the membership and request nominations from the floor prior to the vote. Newly elected members of the Board of Trustees and Officers of the Corporation take office at the conclusion of the annual membership meeting.

The day and time of the annual membership meeting will be determined by the Board of Trustees and notice will be sent via email, post or personal delivery to all members in good standing at least 20 days prior to the meeting. Notice will include solicitation of members who wish to be considered for election to the Board of Trustees or to serve on a committee in support of Corporation activities. In addition, the annual membership meeting shall be advertised publicly to and made open to the Dash Point community and its supporters. Only voting members in good standing and present at the meeting may vote. Voting will take place by ballot or the raising of hands as determined by the presiding Officer.

### **Section 3. Special Membership Meetings**

Special membership meetings of the Corporation may be called by the President, by a majority of the Board of Trustees or by a written request of 25% of the membership. Written notice of special membership meetings will be signed by the President or by a majority of the members of the Board of Trustees and sent via email, post or personal delivery to members in good standing at least five (5) days prior to the date of the meeting. The time and place of the meeting will be indicated in the notice.

Special membership meetings may be held without notice by written agreement of a majority of the members entitled to vote at any meeting. Such agreement will indicate the time and place of the meeting and will contain a brief statement of the business proposed. Any such agreements will be filed with the Corporation Secretary.

#### **Section 4. Quorum**

At any annual or special membership meeting of the Corporation, 20 members shall constitute a quorum and any motion that 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, 30 members shall constitute a quorum and any motion that 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 Trustees consisting of nine (9) members, which shall include the Officers of the Corporation, as defined in Article V, Section 1. The Board shall serve the membership in a manner that is consistent with the Corporation's purpose and goals and shall be responsible and accountable stewards of the Corporation's resources.

#### **Section 2. Term of Office**

All Trustees shall be elected by a majority vote of the members present at the annual membership meeting. Trustees shall hold office for a term of two (2) years and shall continue in office until their successors have been duly elected and qualified in accordance with Article III, Section 2.

#### **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 (4) times a year to carry out the business of the Corporation. Notice of the day, time and location of each meeting will be sent via email or in writing to all members of the Board of Trustees at least two (2) weeks in advance.

#### **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 shall be in writing and signed by the President or by any three (3) Trustees and mailed or personally delivered to each Trustee no less than five (5) days prior to the meeting. If a majority of Trustees is present at any meeting and consent to the holding of a special meeting then no notice thereof shall be required.

#### **Section 6. Board Absence**

Should any member of the Board of Trustees be absent unexcused from three (3) successive meetings of the Board or leave the Board before their term is up, the Board of Trustees by majority vote may declare the member's office vacated and appoint a successor.

### **Section 7. Quorum**

A majority of members of the Board of Trustees shall constitute a quorum at any regular or special meeting. If less than five (5) members are present the meeting shall be adjourned without the transaction of business.

### **Section 8. Vacancies**

In the event that any vacancies exist on the Board of Trustees at any time or for any reason (e.g., death, resignation), 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. The person so appointed shall hold office for the unexpired term of the former Trustee and until a successor is 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 by these by-laws and the laws and statutes of the State of Washington.

### **Section 10. Board Policy Development**

The Board of Trustees shall be, with disclosure to the membership, responsible for the development of policies that support the effectiveness of the Corporation in meeting its purpose and goals and will ensure conformity with applicable laws, regulations and federal IRS reporting requirements that govern nonprofit social welfare organizations. Such policies shall include but are not 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 define 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 define the process for how complaints are addressed.
- d. Document retention and destruction: A policy to identify record retention practices and responsibilities for maintaining and documenting the storage and destruction of the Corporation's documents and records.
- e. Indemnification: A policy to provide for immunity of volunteers and Board members for damages caused by acts of omission if actions were within the scope of the volunteer's or Board member's 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 the Vice-President, Secretary and Treasurer may be held by 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.

## **Section 2. Terms**

The Officers of the Corporation shall be elected by a majority vote of the members present at the annual membership meeting of the Corporation. The Officers shall hold office for a term of two (2) years, not to exceed two consecutive terms with the 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 have been duly elected and qualified in accordance with Article III, Section 2. No person shall be elected to hold any of the offices unless they are a member in good standing and a duly elected member of the Board of Trustees.

## **Section 3. Vacancies**

Vacancies in any office, regardless of cause, shall be filled by majority vote of the members present at any membership meeting of the Corporation. Should a vacancy occur in the Office of President for any reason other than expiration of 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 the vacated 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 cast by two-thirds of the members of the Corporation present at any membership meeting. Prior to such removal action by the Corporation, said Officer shall be given 30 days written notice of the charges brought against them that justify 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 (i) have the right to be heard in their own defense and at their own expense; (ii) have the right to counsel; and (iii) have the right, at their own expense, to have a transcript made of any special membership meeting held in relation to their removal from office. The Corporation shall notify all members of the proposed removal action being considered. Notification will be sent by U.S. government mail and it shall include the nature of the charges and the date, time and place of any special membership meeting.

## **Section 5. Duties of the Officers**

### ***The President***

Incumbent 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.

### ***Vice-President***

Incumbent 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.

### ***Secretary***

Incumbent shall keep an accurate record of the proceedings of the Board of Trustees and of the members. The Secretary shall notify Corporation 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 that are customary and incident to the Office of Secretary. The Secretary shall have the power to attest.



***Treasurer***

Incumbent shall keep a full and accurate account of all receipts and disbursements of the Corporation. The Treasurer shall render to members of the Board of 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 members 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 Corporation funds as directed by the Board of Trustees. All disbursements of Corporation funds shall be signed by the Treasurer. All financial records of the Corporation may annually be subjected to an independent review by the Audit Committee.

**ARTICLE VI. COMMITTEES**

**Section 1. Standing Committees**

At the first meeting of the Board of Trustees subsequent to the annual meeting, the President of the Corporation shall appoint the standing committees listed below and name a member of the Board of Trustees as a representative of each committee. Chairpersons from each committee may appoint members in good standing to aid and assist them in the performance of their respective duties and obligations.

***Membership Committee***

Shall make concerted effort to obtain members, keep accurate records for Board of Trustees contacts and correspondence and shall encourage new memberships on behalf of the Corporation.

***Activities Committee***

Shall act as a liaison between the Corporation's members and the many activities and events in our community and on behalf of our community such as the Dash Point Dash and Holiday Tree lighting and shall encourage youth involvement.

***Scholarship Committee***

Shall be responsible for the management and administration of the Dash Point Scholarship process.

***Public Welfare Committee***

Shall undertake such activities as are necessary for the betterment and improvement of community roads, communication, power and light, health, sanitation and fire protection; aiding and assisting law enforcement agencies; and acting as a representative of the Corporation in its contacts with governmental agencies.

***Audit Committee***

Shall include a member of the Board of Trustees, other than the Treasurer, and additional members appointed by the Board of Trustees from the general membership for a term of three (3) years, not to exceed three consecutive terms.

***Finance Committee***

Shall include the Treasurer and additional members appointed by the Board of Trustees 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 approval by the Board of Trustees at the beginning of each fiscal year, shall review and make recommendations regarding the Corporation's investments and ensure transparency in reporting budget and finance matters to the membership.

***Nominating Committee***

Shall include one member from the Board of Trustees and additional members in good standing who will actively seek candidates for the Corporation Board and other committees.

***Publicity Committee***

Shall be responsible for publicity and the creation and distribution of a Corporation 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 charitable, educational, philanthropic or scientific activity that complies with the purpose of the Corporation and 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 to do so by a vote of two-thirds of the members present at a membership meeting called for this purpose, written notice of the meeting shall be mailed to all members in good standing at least 30 days in advance and shall set forth in full the matter or proposition to be considered. The two-thirds vote must include at least a majority of the members of the Corporation.

**ARTICLE VIII. AMENDMENTS**

**Section 1. Amendments**

These by-laws may be amended by a two-thirds 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 summary of the proposed amendment. Written notice of such proposed special amendment shall be sent to all members in good standing and shall contain the time and place of said meeting and shall be mailed at least 20 days in advance. In lieu thereof, notice 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 by-laws. 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 Corporation upon their request.

## ARTICLE IX. CONDUCT OF MEETINGS

### Section 1. Parliamentary Procedure

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

By-laws 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 by-laws shall be available for inspection at every meeting of the Corporation. Future changes will be documented for the membership clearly and transparently and filed with the Secretary.

## APPENDIX A. CORPORATION VOTING ELIGIBILITY MAP

Membership outside of the Dash Point boundary shown is open to ALL others as associate members.

