

BYLAWS

FUN, FIT and OVER FIFTY CLUB

Revised December 08, 2020

Article I – Organization

Section 1.1 Club Purpose

The Fun, Fit and Over Fifty Club (FFOFC) hereinafter referred to as the "Club" is organized for the purpose of providing educational opportunities and activities to improve the health and welfare of adults over the age of 50.

Section 1.2 Nonprofit Corporation Provisions

The Club is organized as a nonprofit corporation under provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) and exempt from Federal income taxes under 501(c)3 of the Internal Revenue Code and whose contributions are deductible under Section 170(c)2 of the Internal Revenue Code.

Section 1.3 Compliance Requirements

The Club shall comply with State and Federal provisions contained in codes cited above as required to maintain the Club's nonprofit and tax-exempt status. This includes submitting required annual filings with the State of Washington and the Internal Revenue Service.

Section 1.4 Fiscal Year

The Fiscal Year of the Club shall begin January 1st and end December 31st of each year.

Article II - Membership

Section 2.0 Qualifications

Any person who has achieved 50 years of age and is interested in participating in the events and activities offered by the Club is eligible to join as a member. No person shall be denied membership because of race, religion, color, creed, disabilities, or sexual orientation.

Section 2.1 Terms of Membership

The annual term of membership shall be the calendar year starting April 1st and ending March 31st.

Section 2.2 Annual Dues

The Board shall establish annual dues. These annual dues may be changed no more than once a year. Any changes shall be effective the next membership year.

Section 2.3 Rights and Privileges of Members

Each member has the right to attend all meetings, participate in all events for which they are qualified, and receive publications issued by the Club. Each member is entitled to one vote on each matter brought before the whole club. All members have the right to run for and hold elected office.

Section 2.4 Non-Members

Club activities do not require, but encourage, membership in the Club. Any non-member wishing to participate in a published event must first be approved by the Event Leader. This approval is recorded on a signed waiver and release of liability form before the event starts.

Section 2.5 Revocation of Membership

If a member acts in a manner inconsistent with the legitimate interests of the Club, the Club President shall send that member a warning of membership revocation. If the member continues to so act, then the Board of Directors, (hereinafter referred to as the "Board") in its discretion, may revoke membership privileges to include participation in any Club activities. Pro-rated membership dues shall be refunded.

Article III - Meetings

Section 3.1 Annual Meeting of the Members

- a. Annual Meeting: A meeting of the members shall be held annually at a time and place as determined by the Board.
- b. Annual Meeting Quorum: One-tenth of the number of members entitled to vote shall constitute a quorum for the transaction of business at the annual meeting.
- c. Annual Meeting Notice: Notice shall be given to all members stating the place, day, and hour of the annual meeting. This notice shall be delivered not less than 10 nor more than 50 days before the date of the meeting.

Section 3.2 Board of Directors Meetings

- a. Regular Board Meetings: Meetings of the Board of Directors shall be held monthly unless otherwise specified by the Board. Club members may attend these Board meetings in a non-voting capacity.
- b. Special Board Meetings: Special meetings of the Board may be called by the President or by the Board to address a specific issue.
- c. Board Meeting Quorum: One-third of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

Section 3.3 Rules of Procedure and Meeting Minutes

- a. Robert's Rules of Order: The rules of procedure at all meetings shall be as provided in Robert's Rules of Order on Parliamentary Procedure unless otherwise specified by the Board.
- b. Meeting Minutes: Minutes of Annual Member Meetings and Board of Directors meetings shall be taken by the Club Secretary, approved by the Board, and retained as part of the Club's permanent records. (See Article VI below.)

Article IV – Club Governance

Section 4.1 Board of Directors

The affairs of the Club shall be managed by the Board of Directors and assisted by the general membership. The Board is responsible for setting overall priorities and ensuring resources are used wisely in pursuit of the Club’s mission.

Section 4.2 Board Member Vote

Each member of the Board shall have one vote, regardless of how many positions they occupy. A Board member shall not appoint a proxy to vote on their behalf, as the fiduciary responsibilities described below cannot be delegated.

Section 4.3 Board Fiduciary Responsibility

Each member of the Board shall perform their Board duties in good faith as follows:

- Duty of Care: Exercise reasonable care in all decisions, using diligence and independent judgement.
- Duty of Loyalty: Act in the best interest of the Club, putting the Club before self-interest.
- Duty of Obedience:
 - Ensure the Club obeys local, state, and federal laws.
 - Ensure the Club is staying true to its mission, as the legal reason for its existence and for its specific exemption under Federal tax code.

Section 4.4 Composition of the Board of Directors

- a. The Board of Directors shall consist of:
- **Elected Officers:** Officers are elected from and by the general membership. They are the President, Vice President, Secretary, and Treasurer.
 - **Past President:** The past President shall be an ex-officio member of the Board for a term of one year immediately following the President’s final term in office with full voting power.
 - **Appointed Directors:** Directors may be appointed to the Board as may be deemed necessary to include Committee Chairs, Assistants or Advisors to the Club.

- b. Board Roster: The Club shall maintain a roster of current Board positions, listing names and contact information of individuals currently holding the specific Board positions. The roster shall be readily available to the membership.
- c. Board Participation: The Board shall set expectations for participation to ensure quorums are met and Board members are actively engaged in governance and fiduciary responsibilities.

Section 4.5 Committee Chairs

A Committee Chair is a person selected by the Board to lead an area as follows:

- Activity Chair: Leads a particular Club activity (e.g., foot sports, wheel sports, social events, or other activities) and is responsible for planning, scheduling, leading, or selecting event leaders for the event and reporting on the activity.
- Functional Chair: Oversees and manages a broad functional area (e.g., calendar, website, outreach, or other functional areas).

Committee Chairs are not required to serve on the Board but may be appointed to the Board. The process and system for determining the composition of the Board will be established by the Board and reviewed/updated periodically.

Section 4.6 Director Resignation

A Director may resign at any time by delivering written notice to the President or by giving oral or written notice at any meeting of the Board.

Section 4.7 Board of Director Removal

- a. Elected Officer Removal: At a meeting of the members, any Officer may be removed from office, by a majority vote of the members present.
- b. Appointed Director Removal: Any Director, except an Elected Officer, may be removed from office for any reason at the sole discretion of the Board.

Section 4.8 Officer Elections

The four Officers shall be elected at the Annual Member Meeting prior to April 1st each year for a term of one year commencing April 1st of the year elected. The specific procedures under which candidates are nominated and the election is held will be determined by the Board and be made available to all members of the Club.

Section 4.9 Elected Officer Term of Office

- a. Term Limits: An elected Officer shall be limited to serving a total of two years (2 one-year terms) in their elected position and shall hold that office for the term elected unless the Elected Officer dies, resigns or is removed. If at the end of the two-term limit (i.e., two years total in office), the Board is unable to find a qualified replacement candidate, then the two-term Officer may be elected for another final one-year term or a maximum total of three years in office.
- b. Incomplete Term of Office: Should an elected Officer be unable to complete his or her term of office, the Board may select a temporary replacement to complete the current term pending the next election period.

Article V - Duties of the Elected Officers

Section 5.1 President

- a. Preside at all Board and Member meetings.
- b. Serve as ex-officio member of all committees.
- c. Appoint assistants as necessary to conduct Club business.
- d. Preside over Club operations to include:
 - Planning and scheduling of Club activities
 - Content of Club activities calendar
 - Content of the Club website
 - Release of official Club communications
 - Financial Health of the Club
 - Records and Documents management (See Article VI)
 - Contracts and other agreements with outside parties
- e. Approve non-budgeted expenditures up to \$200. Unplanned disbursements greater than \$200 are subject to board approval.
- f. Approve contracts up to \$200. Contracts in excess of \$200 shall be subject to the prior approval of the Board.
- g. Ensure safe operations of the Club.
- h. Ensure the Club maintains appropriate level of liability insurance protection.
- i. Ensure the Club submits annually required Federal and State nonprofit reports.

Section 5.2 Vice President

- a. If President is absent or cannot perform his or her normal duties, then the Vice President shall assume the duties normally assigned to the President.
- b. In the event of the temporary absence of the President, the Vice President shall have the same powers as the President during such absence to approve expenditures, contracts and documents.
- c. Should the President become incapacitated, die, or resign when in office, the Vice President shall serve the remainder of the President's term unless the Board selects another temporary replacement to complete the President's current elected term of office.
- d. The Vice President shall conduct a review of financial records and Club bank accounts semi-annually or as directed by the President or Board.

Section 5.3 Secretary

- a. Record, draft and publish approved Board and Annual Member Meeting minutes and ensure signed copies of approved minutes and other key records are retained pursuant to Article VI below.
- b. Reserve a meeting room in the community for Board and Annual Member Meetings.

Section 5.4 Treasurer

- a. Promptly and accurately file all federal and state returns to ensure Club retains nonprofit status, specifically:
 - Washington State Annual Nonprofit Report due in November of each year
 - IRS Annual Tax-Exempt Return (Form 990) due in April of each year.
- b. Maintain Club financial accounts and records, which can be inspected by any member of the Club.
- c. Administer and maintain financial assets in a Club bank account with additional signature authority by the President. Any additional persons assigned as signature authorities to be approved by the Board.
- d. Collect and receive all monies due and promptly deposit them in appropriate accounts as established by the Board.
- e. Prepare Annual Budget for Board approval for upcoming fiscal year.

- f. Disburse Club funds in accordance with expense categories and dollar amounts in the approved annual budget and also as separately authorized by the Board. Budgeted expense variances greater than 20% of the budgeted amount require Board approval prior to disbursement of funds.
- g. Alert/Remind President prior to payment of any large dollar approved expenses.
- h. Preserve proper vouchers/receipts for all disbursements.
- i. Make monthly financial reports to the Board and present an annual report to the Club.
- j. Process all membership applications, maintain an up to date membership list and periodically release a membership directory to Club members.
- k. Safeguard membership applications and signed release and waiver of liability forms in accordance with Article VI below.
- l. Send out all notices for dues and other financial obligations.
- m. Periodically transmit an electronic copy of Club financial and membership records for safe keeping and to serve as physical backup in accordance with Article VI below.

Article VI - Club Records and Document Retention

Section 6.1 Required Documents in the form of Record

- a. In accordance with RCW 24.03.135, the Club shall keep the following records:
 - Current Articles of Incorporation
 - Current Bylaws
 - Original IRS determination letter granting 501(c)3 tax exempt status
 - Current and adequate statements of accounts and finances
 - Current list of members, including names and addresses
 - Current list of officers and directors, including names and addresses
 - Minutes for all Board meetings
 - Minutes for all Annual Member meetings
- b. These records shall be open at any reasonable time to inspection by any member.

- c. Use or sale of members' lists for the purpose of soliciting business, donations or support for other entities or individuals is prohibited.

Section 6.2 Records and Document Management

- a. The Board shall ensure key Club records are properly retained and safeguarded in a centrally accessible location in the appropriate form (hard or electronic copy) and when no longer of use, properly destroyed and discarded.
- b. The process and system for the retention and safeguarding of Club records will be established by the Board and reviewed/updated periodically.
- c. Examples of records to be retained in addition to records listed in Section 6.1 above, may include contracts, agreements, invoices/receipts, bank statements, signed membership applications and waiver release forms, submittals to government agencies for tax or other purposes and such other records as determined by the Board.

Article VII - Indemnification of Officers, Directors, and Agents

Section 7.1 Indemnification

The Club shall indemnify its officers or former officers, directors or former directors, or agents, and former agents of this Club to the greatest extent permitted by law. (See RCW 23B.08.510 and RCW 23B.08.520)

Section 7.2 Insurance

The Club shall have power to purchase and maintain insurance on behalf of an individual who is or was a director, officer, or agent of the club, against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, or agent. (See RCW 23B.08.580)

Article VIII - Amendments and Dissolution

Section 8.1 Amending the Bylaws

These Bylaws may be altered, amended, or repealed, and new Bylaws adopted by the vote of a majority of Directors in office.

Section 8.2 Dissolution

Should it be necessary or desirable to dissolve the Club, the procedure for dissolution, distribution of assets and any other matters relating to dissolution shall be in accordance with the Washington State Law (RCW 24.03.220 through 245) and the applicable Federal codes, rules and regulations.

RESOLUTION OF ADOPTION

The foregoing Bylaws were last revised and approved by the Board on December 8, 2020

ATTEST:

Dennis R. Arter, President

Margaret A. Brameld, Secretary

Filename: Bylaws Revision of Dec 2020.pdf