

BYLAWS
FUN, FIT and OVER FIFTY CLUB

REVISED October 18, 2011
Article I: Purpose

1.1 Corporate Purpose

The Fun, Fit and Over Fifty Club (FFOFC) hereinafter referred to as the "Club" is organized as a non-profit corporation under provisions of the Washington Nonprofit Corporation Act (Chapter 24.03 of the Revised Code of Washington) for the purpose of providing educational opportunities and activities to improve the health and welfare of adults over the age of 50.

1.2 Prohibited Activities

As required by the Articles of Incorporation, the Club shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under 501(c)(3) of the Internal Revenue Code of 1986 as amended or any successor provision, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

Article II: Membership

2.0 Qualifications

Any person who has achieved 50 years of age, or the spouse or partner of a member who has achieved 50 years of age, who is of good character and who is interested in participation in the events and activities offered by the Club is eligible for membership. No person shall be denied membership because of race, religion, color, creed, disabilities or sexual orientation.

2.1 Terms of Membership

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

2.2 Annual Dues

The Board shall establish annual dues and assessments. The Board may set reduced dues for those joining after certain times of the year or for multiple years as determined by resolution or motion of the Board. The annual dues shall be changed no more than once a year, which shall be effective the following year.

2.3 Rights and Privileges of Members

All members in good standing shall have the right to attend all meetings, participate in all functions for which the member is qualified, and receive other publications issued by the Club. Any member in good standing shall have the right to vote at all general and special club meetings, elections, and to hold office. A member may vote in person or by proxy in the form as required by law, with each proxy to be valid for only one meeting.

2.4 Meetings

- 2.4.1** As a minimum an annual general membership meeting shall be held at a time and place as determined by the Board.
- 2.4.2.** By resolution or motion the Board of Directors may specify the date, time and place of regular membership meetings, if any. The President, Board, or not less than one-twentieth of the members entitled to vote at such special meeting, may call a special meeting of the members for any purpose.
- 2.4.3** By resolution or motion the Board of Directors may specify the date, time and place for the holding of regular meetings of the Board without other notice than such resolution or motion.
- 2.4.4** Special meetings of the Board may be called by the President, by the Vice-President when authorized to act for the President or by a majority of the Board. The person or persons authorized to call special meetings may fix the date, time and place.
- 2.4.5** Notice of meetings of the membership and the Board shall be given as required by applicable Washington law with such additional or different requirements as may be provided by resolution or motion of the Board if not prohibited by applicable laws. To the extent allowed by law, attendance at a meeting shall constitute a waiver of any required notice of such meeting, except where a member or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 2.4.6** Members holding one-tenth of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. One-third of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.
- 2.4.7** The elected officers may meet in study sessions between board meetings at a time and place chosen by the President with at least two (2) days prior electronic transmissions notice to the other elected officers and other Directors, for the purpose of receiving information and participation in the study and analysis of administrative, organizational and legal issues in order to make recommendations to the Board on such matters. The elected officers may not take final action on any matter coming before them at a study session, but may individually or collectively recommend for or against an action to be taken by the Board. Other Directors may attend but not participate unless requested to do so by one or more of the elected officers present.
- 2.4.8** Members may attend any regular or special meeting of the Board, except for Executive Sessions.

2.5 Non-Members

Some Club activities do not require, but encourage, membership in the Club. Anyone approved by the Event Leader, or by policy of the Board, may participate in these designated events providing such person has complied with any requirement established

by action of the Board, including but not limited to the signing of a release and waiver of liability before participating in certain events.

2.6 Rules of Procedure

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.

Article III: Governing the Club

3.1 General Powers

The affairs of the Club shall be managed by the Board of Directors (the Board) and assisted by the general membership. Officers and directors shall have one vote, regardless of how many positions they occupy.

3.2 Composition of the Board of Directors

3.2.1 The Board consists of officers elected by the members: President, Vice-President, Secretary, and Treasurer (the Officers), and such additional Directors as provided by the Bylaws, resolution, or motion of the Board. The past President shall be an ex-officio member of the Board for a term of one year immediately following the President's term in office with full voting power. The elected Officers shall be elected from and by the general membership. The initial Directors named in the Articles of Incorporation shall serve until March 31, 2004 or until such earlier or later date as successor Directors are elected.

3.2.2 The Secretary shall maintain a current roster of Officers and other Directors and the starting date of their term in office. The roster shall be made readily available to the membership.

3.3 Elected Officers of the Board

3.3.1 The successor elective Officers, shall be elected prior to April 1st each year for a term of one year commencing April 1st of the year elected. The Board may provide by resolution or motion written procedures that (1) the election be conducted by ballot at a general meeting, by mail, or by electronic transmission to the extent permitted by law; (2) the Officers be elected from nominations provided by the Board and at a general membership meeting; (3) the members voting may write-in on the ballot candidates of their choice or; (4) the election be conducted in some other manner as determined by the Board. The procedures under which the election is held will be available to the membership.

3.3.2 The Officers elected shall commence their term of office as provided by the Bylaws, but may be installed as officers elect at a ceremonial function or meeting prior to that date.

3.4 Duties of Elected Officers and Appointed Directors

The elected officers and appointed Directors, assistants, and advisors, will perform such duties as provided by these Bylaws and by Board resolutions or motions not in conflict with these Bylaws.

3.4.1 PRESIDENT

- a. The President shall preside at all meetings; appoint assistants as necessary to conduct Club business, be an ex-officio member of all committees, and be available to consult with Committee Chairs on selection of activities.
- b. The President shall execute contracts, documents or other instruments which may from time to time be authorized by the Board, unless the execution thereof has been delegated by the Board to an other officer or agent of the Club.
- c. The President is authorized to approve expenditures and contracts up to \$200. Expenditures and contracts in excess of \$200 shall be subject to the prior approval of the Board

3.4.2 VICE-PRESIDENT

- a. The Vice-President shall preside at all Board meetings and perform other duties normally assigned to the President if the President is absent or cannot perform his normal duties. Should the President become incapacitated, die, or resign when in office, the Vice President, shall serve the remainder of the President's term unless replaced pursuant to Section 3.6 below. The Vice President shall also serve as Publicity Chair, media interface, and community contact for the Club, unless the Board directs otherwise.
- b. In the event of the temporary absence of the President, the Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President during such absence to approve expenditures and contracts and to sign contracts, documents or other instruments.

3.4.3 SECRETARY

The Secretary shall take minutes at all meetings and perform other general duties assigned by the President. The Secretary shall maintain an up to date membership list and keep all membership applications on file. The Secretary shall also maintain all Club records and prepare and maintain a current list of contact information (e.g., e-mail, mailing address, and phone numbers) of all members, subject to such non-disclosure requirements as determined by the Board.

3.4.4 TREASURER

The Treasurer shall be responsible for the Club's financial assets and records. The Treasurer shall prepare an annual financial report for presentation to the membership and report the financial condition of the Club at Board meetings. The Treasurer shall maintain up-to-date financial records, which can be inspected by any member of the Club. The Treasurer shall be responsible for receipt and disbursement of funds. The Club financial assets shall be maintained in a separate bank account administered by the Treasurer; with additional signature authority by the

President and Vice President. The Treasurer shall be responsible for the prompt and accurate filing of all federal, state and local tax returns.

3.4.5 COMMITTEE CHAIRS

A Committee Chair is the person selected by the Board to lead a particular activity, e.g., foot sports, ball sports, social events or other activities. Committee Chairs shall be responsible for planning, leading or selecting event leaders for the event and reporting on the activity. Committee Chairs may be appointed to the Board. Committee Chairs shall not appoint a proxy, but are encouraged to have a committee member report at board meeting on their behalf.

3.4.6 COMMUNICATIONS CHAIR

The Communications Chair, who may be appointed a Director, shall be responsible for construction, maintenance, and content of a web site and other communications for the Club as directed by the Board.

3.4.7 ADDITIONAL BOARD DIRECTORS

Additional Board Directors, including but not limited to Committee Chairs, assistants, or advisors to the Club, may be appointed Directors by the Board, to fill such positions created, for such term, have such authority and perform such duties as provided by these Bylaws or as may be provided by resolution or motion of the Board.

3.5 Fiscal Year/Expenditures

The fiscal year of the Club shall begin January 1 and end December 31 of each year. Checks for authorized expenditures in amounts up to \$200 may be signed by either the President, Vice President, or Treasurer, with checks for authorized expenditures in amounts over \$200 to be signed by any two of the three named Officers except for such checks which the Board has authorized to be signed by one Officer only.

3.6 Term of Office

Unless an Elected Officer dies, resigns or is removed he or she shall hold office for the term elected or until such later date as his or her successor is elected. Successive terms of elected Officers shall be limited to two (2) except the Board, upon a finding by motion that it has been unable to find a qualified candidate willing to replace an elected Officer who has served two successive terms, the Board may in that event nominate the two term Officer for election for another term by the membership or may appoint such Officer for another one year term. Should an elected Officer be unable to complete his or her term of office the Board may select a replacement. The Board may, in accordance with Section 3.11 of these Bylaws, provide for nominations in such a manner as to encourage retention of at least one or more of the Officers who have previously served on the Board. Unless a person appointed by the Board to a position specified by the Bylaws, resolution or motion dies, resigns, or is removed from such appointed position, that person shall hold the position for the term appointed or until such later date as his or her successor is appointed.

3.7 Resignation

Any 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.

3.8 Removal

At a meeting of the members, any Director or Officer may be removed from office, with or without cause, by a majority vote of the members present or voting by proxy at the meeting. Any Director, except an Officer elected by the general membership, may be removed from office with or without cause by a majority vote of the Directors then in office at a regularly scheduled Board meeting.

3.9 Revocation of Membership

If a member, after notice by the President, and with approval of the Board, that such member's rights of membership will be revoked if the member continues to act in a manner inconsistent with the legitimate interests of the Club, and such member continues to so act, then the Board, in its discretion may revoke all rights of membership of such person.

3.10 Books and Records

3.10.1 The Club shall keep at the Secretary's office, in compliance with RCW 24.03.135, the Certificate of Incorporation, copies of the Articles of Incorporation, Bylaws, Resolutions, communications to the members and community, membership applications, meeting minutes, names and contact information of all current members, including elected Officers and Directors, and forms or submittals to government agencies for tax or other purposes and such other records as determined by the Board.

3.10.2 The Treasurer shall maintain the Club's financial records including correct and current records of accounts and finances, and periodically transmit a copy of these records to the Secretary for safe keeping in accordance with RCW 24.03.135. All computer files shall be backed up by physical (e.g., paper) or removable computer storage media. All books and records of the Club shall be open at any reasonable time for inspection by any member of the Club in good standing. The principal office of the Club shall be located at any place as may be designated by the Board and published in communications to the club and/or the website.

Article IV

Indemnification of Officers, Directors, Agents, and Employees

The corporation shall indemnify its officers, directors, or former directors or officers, employees or former employees, agents, and former agents of this corporation to the greatest extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, against any liability asserted against such person and incurred by such person in any such capacity arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article IV, except in relation to matters which the

person shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of such duty.

Article V: Transportation

5.1 Vehicles

Car pools, rental vans charter buses or other modes may be used for transporting participants to events or activities. The Event Leader shall establish an advance notice requirement of member participation (if applicable) so that the optimum transportation method may be chosen before the trip

5.2 Car Pools

Standard fees and regulations for car-pooling shall be established by the Board annually. The established rules and fees shall remain in effect for one year unless extraordinary circumstances require their change, which may be accomplished by a majority vote of the Board. The established rules and fees shall be recorded and then published to the membership and on the web site.

5.3 Charter Buses/Rental Vans

The use of charter buses and rental vans shall be subject to approval by the Board, prior to the event.

Article VI: Amendments and Dissolution

6.1 Amending the Bylaws

These Bylaws may be altered, amended or repealed, and new Bylaws adopted by the vote of a majority of the numbers of Directors in office. Adoption shall be voted on, at the earliest, at the next regular Board meeting following the Board meeting at which such adoption was introduced. In addition, amendments to the Bylaws may be proposed by a written proposal signed by at least 5 members in good standing. Amendments proposed by such members and not approved by the Board within 45 days of submission to the Board shall be published to the membership and/or web site at least two weeks prior to the annual meeting, regular meeting or by any special meeting of the members called for that purpose. A special meeting to consider the proposed amendments shall be held within 45 days of receipt by the President of a written request for such special meeting signed by at least 5 members in good standing. Approval shall require a majority of the votes cast at the meeting. The rights of the Club members to amend the Bylaws, as provided in this Section 6.1, may only be diminished by an amendment to the Bylaws approved by the members.

6.2 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.

The foregoing Bylaws were last revised and approved by the Board on October 18, 2011.