

BY-LAWS
NEWCOMERS' CLUB SERVING THE NORTH OLYMPIC PENINSULA

ARTICLE I: NAME AND PURPOSE

Section 1.01 **Name:** The name of the organization is the NEWCOMERS' CLUB SERVING THE NORTH OLYMPIC PENINSULA, hereafter referred to as the "Club".

Section 1.02 **Purpose:** The purpose of the organization is to provide opportunities for friendships, to help members feel at home in the area, to promote participation in social activities and to support the community. The Board of Directors, hereafter identified as the Board, will collect and disseminate information of interest and value to its members and assist in the planning and promotion of activities approved by the Board.

ARTICLE II: MEMBERS

Section 2.01 **Membership:** General membership shall consist of household couples and singles with each person being entitled to one (1) vote.

Section 2.02 **Qualifications:** Memberships may be granted to singles or household couples who have established residency in Clallam or Jefferson Counties, who support the purpose of the organization and who pay annual dues. Memberships are renewable on an annual basis.

Section 2.03 **Termination of Membership:** The Board, by affirmative vote of three-quarters (3/4) of all the members of the Board, may terminate the membership of any member for cause.

Section 2.04 **Dues:** The amount of dues for members shall be proposed by the Board and approved by majority vote of the membership present at the annual meeting. Dues for a household couple may be less per person than those for single memberships. Dues are payable on an annual cycle, June 1st to May 31st, and will be prorated semi-annually for members joining after November 30th. Nonpayment of dues by July 31st will result in immediate forfeiture of membership.

ARTICLE III: AUTHORITY AND DUTIES OF THE BOARD

Section 3.01 **Authority of the Board:** The Board is the policy making body and may exercise all the powers and authority granted to the Club by law. A quorum (as defined in Section 3.06) of board members must be present to make decisions or enact policy.

Section 3.02 **Number, Selection and Tenure:** The Board shall consist of not less than four (4) or more than fifteen (15) elected members. The Nominating Committee shall present a slate of candidates for the Board to the general membership at a meeting not less than thirty (30) days

prior to the annual meeting. Nominations may also be received from the floor at the annual meeting. The Board shall be elected by the general membership at the annual meeting. Each

Board Member shall hold office for a term of two (2) years, beginning June 1st after installation in May. At no time shall more than 50% of the board be up for reelection. Vacancies in the Board existing due to resignation, death, incapacity or removal before expiration of a Director's term shall be filled by a majority vote of the remaining board members. In the event of a tie vote, the President shall choose the succeeding board member. A board member elected to fill a vacancy shall be elected for the unexpired term of the board member's predecessor in office.

Section 3.03 Regular Board Meetings: The Board shall hold at least four (4) regular Board meetings per calendar year. Board meetings shall be at such dates, times and places as the Board shall determine.

Section 3.04 Special Board Meetings: Special Board meetings shall be at such dates, times and places as the Board shall determine.

Section 3.05 Notice: Special Board meetings may be called by the President or at the request of any three (3) board members by notice emailed, mailed or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.06 Quorum: A quorum shall consist of a majority (greater than 50%) vote of those present at a meeting at which a quorum is present. If less than a majority of the Board is present at said meeting, a majority of the Board present may adjourn the meeting without further notice.

Section 3.07 Standing Committees: The Board may, by resolution adopted by a majority of the Board, establish standing committees of the Board. These committees, except for and Executive Committee, may include non-Board members. The Board shall make such provisions for the annual appointment of the chair of such committees; establish such procedures to govern committee activities; and delegate such authority as may be necessary or desirable for the efficient management of the property, affairs, business or activities of the Club.

Section 3.08 Reimbursement: The Board shall serve without compensation with the exception that expenses incurred in the furtherance of the Club's business in the current fiscal year are allowed to be reimbursed with documentation and prior approval of the Executive Committee.

ARTICLE IV: AUTHORITY AND DUTIES OF OFFICERS

Section 4.01 OFFICERS: The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board may designate. Any two (2) or more offices may be held by the same person, except the offices of President and, if combined, the office of Secretary/Treasurer.

Section 4.02 **APPOINTMENT OF OFFICERS; TERMS OF OFFICE:** The officers of the Club shall be elected by the general membership at the annual meeting from the slate of nominees for the Board. Officers of the board shall serve no more than two terms in office, or four (4) years. If a board member is appointed to fill a vacant officer position, his or her term in office shall be the remaining term he or she was appointed to fill. Vacancies existing by reason of resignation, death, incapacity or removal before expiration of term shall be filled by a majority vote of the remaining Board members present at a regular meeting.

Section 4.03 **RESIGNATION:** Resignations are effective upon receipt of a written notification by the Secretary of the Board.

Section 4.04 **REMOVAL:** Any Board member may be removed by a vote of three-quarters (3/4) of the Board at a meeting, whenever in the Board's judgement the best interest of the Club will be served thereby.

Section 4.05 **PRESIDENT:** The President shall be a Board member of the Club and will preside at all meetings of the Board. The President shall perform all duties attendant to that office, subject to the oversight of the Board, and shall perform such other duties as on occasion shall be assigned by the Board. The President shall vote ONLY when needed to break a tie vote.

Section 4.06 **VICE PRESIDENT:** The Vice President shall be a Board member of the Club and will preside at meetings of the Board in the absence of or request of the President. The Vice President shall perform other duties as requested and assigned by the President, subject to advice of the Board and as permitted by the By-laws.

Section 4.07 **SECRETARY:** The Secretary shall be a Board member of the Club and will keep minutes of all meetings of the Board, Executive Committee and annual meeting in one or more books provided for that purpose. Minutes of Board meetings shall also be kept in electronic form with an electronic copy sent to each Board member prior to the next Board meeting. The Secretary shall also be responsible for handling Club correspondence as needed and handling any other duties as may be requested by the Board. At the end of the Secretary's term, copies of the minutes shall be turned over to the incoming Secretary.

Section 4.08 **TREASURER:** The Treasurer shall be Board member of the Club. The Treasurer shall:

1. a) have charge and custody of and be responsible for all funds of the Club;
2. b) deposit all such monies in the name of the Club in such banks or other depositories as established by the Board;
3. c) keep a detailed, accurate, up-to-date accounting of the organization's financial transactions in an electronic accounting program, such as Quicken or Quick Books, showing payee and reason for payment for all transactions;
4. d) maintain for a period of seven (7) years an accounting file of all invoices and receipts;

5. e) prepare a fiscal year-to-date and monthly Profit and Loss Statement and Balance Sheet for each Board meeting and will be prepared to describe monthly income and disbursements;
6. f) arrange for or prepare annual income tax forms and file with the IRS;
7. g) file Corporation Annual Report with Washington State Secretary of State;
8. h) ensure that the registered agent as shown in the Corporation Report is current; and perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE V: STANDING COMMITTEES

Section 5.01 **EXECUTIVE COMMITTEE:** The primary purpose of the Executive Committee is to exercise powers of the Board that arise between regularly scheduled Board meetings or when it is not practical or feasible for the Board to meet.

Section 5.01.01 **MEMBERSHIP:** The Executive Committee will consist of the Board President, Vice President, Secretary, Treasurer and any other Board members appointed by the Board. The President chairs the Executive Committee. In the event the President is absent, the Vice President may act as the chair.

Section 5.01.02 **MEETINGS** The Executive Committee shall meet at such times, places and by such means as the chair shall determine. The Executive Committee shall report regularly about its activities to the Board. A majority of the members of the Executive Committee shall constitute a quorum.

Section 5.01.03 **RESPONSIBILITIES:** To the extent permitted by applicable law, the certification of incorporation, and the By-laws, the Executive Committee is empowered to act for the full Board. However, the Executive Committee shall not have the power or authority in reference to the following matters:

1. a) adopt, amend or repeal any by-law;
2. b) fill vacancies on the Board;
3. c) change the membership of or filling vacancies on the Executive Committee and
4. d) make final determinations of policy.

The Executive Committee may act for the Board only when the Board is not in session. The Executive Committee may call a special meeting of the Board. The Executive Committee shall report all action taken by it to the Board at the next regular Board meeting succeeding the taking of any such action.

Section 5.02 **BUDGET COMMITTEE:** The Treasurer shall chair this committee. The Board, by resolution, shall appoint at least three (3) members, including the Treasurer, to be on this

committee by July of each year. Not all members of this committee need be Board members, provided a majority are. The primary purpose of this committee is to oversee the Club's financial policies and activities. In addition, they may recommend modifications of the current operating budget to the Board and report to the Board at least quarterly. Copies of the budget and budget performance reports shall be sent to the Board. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board or any member thereof of any responsibility imposed by law.

Section 5.03 **NOMINATING COMMITTEE:** The primary purpose of the Nominating Committee is to provide, after consultation with the members of the Club, a slate of candidates for the Board for election at the annual meeting, and recommendations for chairs of activity committees for Board approval. The Board shall appoint a minimum of three (3) members consisting of a minimum of one (1) Board member and two (2) members at large. The chair of the Nominating Committee shall present a slate of candidates for Board and officer positions at a meeting of the general membership at the April meeting of the general membership. Prior to the April meeting, the chair of the Nominating Committee shall publish the slate of candidates on the website and email the slate to all members.

ARTICLE VI: ACTIVITIES

Section 6.01 **ACTIVITIES:** Activities may be created or discarded by the Board as it sees fit to support the purpose of the Club. Activities' Chairs shall be approved by majority vote of the Board. Each activity so formed shall have a charter approved by the Board which describes the kind of activity and the participation of members in that activity, as well as outlining the duties, areas, and limitations of responsibilities. Activity Chairs need not be members of the Board but must be members of the Club. Any Chair or member thereof may be removed by the person or persons authorized to appoint such member whenever in that person's judgement the best interests of the Club shall be served by such removal.

ARTICLE VII: ORDER OF BUSINESS

Section 7.01 **MEETING RULES:** All Board and annual membership meetings shall follow Robert's Rules of Order, revised, except in cases in which they are inconsistent with the Club's Constitution and By-laws. The Vice President, or his/her delegate, is responsible for understanding the rules and assisting the President in enforcing the rules.

Section 7.02 **GENERAL MEMBERSHIP MEETINGS:** General membership meetings are scheduled by the Board. The order of business may, in general, include a social gathering time, greeting by the President, introduction of guests and new members, lunch or dinner, program or speaker, important committee and activity announcements and adjournment. The annual general membership meeting shall be held in April of each year. A minimum of fifteen percent (15%) of the members present in person, or by proxy, shall

constitute a quorum for transaction of business at this meeting. Special meetings may be called by the President or at the request of at least fifteen (15) members by notice mailed, telephoned or e-mailed to each member not less than fifteen (15) days before such meeting.

ARTICLE VIII: INDEMNIFICATION

Section 8.01 **INDEMNIFICATION:** Every member of the Board may be indemnified by the Club against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board in connection with any threatened, pending or completed action, suit or proceeding to which said Board member may become involved by reason of said Board member being or having been a member of the Board, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in performance of the duties of said Board member. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Club. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights which a member of the Board or officer is entitled.

ARTICLE IX: FINANCIAL ADMINISTRATION

Section 9.01 **FISCAL YEAR:** The fiscal year of the Club shall be June 1st to May 31st, but may be changed by resolution of the Board.

Section 9.02 **EXPENDITURE AUTHORITY:** In general, committee chairs shall have the authority to commit or expend funds consistent with the annual budget as approved or amended by the Board. For expenditures or commitments greater than one hundred dollars (\$100), the committee chair shall check with the Treasurer to ensure that Club's financial situation and monies allocated to the committee will support the expenditure. A written (preferably e-mail) note from the treasurer should be provided as after-the-fact documentation.

Section 9.03 **CHECKS, DRAFTS, ETC.:** All checks, drafts, or other orders for payment of indebtedness shall be signed or endorsed by the Treasurer or other designated Board member(s) as determined by the Board.

Section 9.04 **DEPOSITS AND ACCOUNTS:** All funds of the Club not otherwise employed shall be deposited by the Treasurer or other designated Board member to the credit of the Club in general or special accounts in such banks or other depositories as established by the Board.

Section 9.05 **CONTRACTS:** The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority shall be confined to specific instances.

Section 9.06 **GIFTS:** The Board may accept on behalf of the Club any contributions, gift, bequest or device for the purpose of the Club.

ARTICLE X: BOOKS AND RECORDS

Section 10.01 **FINANCIAL RECORDS:** The Club shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board. The Treasurer per Section 4.08 (d) shall keep the financial records of the Club. Backup copies of the source data will be exchanged with the President at each Board meeting.

ARTICLE XI: NONDISCRIMINATION

Section 11.01 **NONDISCRIMINATION:** The officers, directors, committee members, employees and persons served by the Club shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation.

ARTICLE XII: MISCELLANEOUS

Section 12.01 **GUESTS:** Charges incurred by guests of members are the ultimate responsibility of the member(s) issuing the invitation. Guests may attend up to three (3) activities before being required to join the club. Lapped members must rejoin before attending activities.

Section 12.02 **PROGRAM PRESENTERS:** All individual speakers and members presenting programs may have their meals paid for by the Club at the discretion of the Board. Groups, such as the Port Angeles High School Music Department, that provide entertainment at the luncheon or dinner meetings, may receive a donation at the discretion of the Board.

Section 12.03 **BOARD POLICIES:** Specific operating policies are described in Addendum 1. These policies may be revised by a majority vote of the Board.

ARTICLE XIII: AMENDMENTS OF BY-LAWS

Section 13.01 **AMENDMENTS:** Any proposed amendments to the Bylaws shall be submitted to the Board in writing by any member of the Club. The Secretary shall read the proposed amendment at the next Board meeting. It shall thereafter be made available for examination by Board members, voted upon, and then carried by a majority vote of the Board.

Addendum 1 BOARD POLICIES

1. Any of the Club advertisers or program presenters who want to put their materials on a table at the monthly meeting may do so. The club will not advertise or promote anything with political or religious views, however, organizations who normally are associated with a given political party or religious affiliation may submit requests to the Board for consideration and possible inclusion as an advertiser or presenter of activities that do not solicit contributions to their political or religious activities but are strictly limited to their non-partisan philanthropic activities.

2. Donations of free merchandise from advertisers, program presenters or club members can be accepted and raffled off.
3. Donations can be made to programs (e.g. PAHS Music Department, D.A.R.E.) but not to individuals.
4. The proceeds from our fundraising activities may be donated to community organizations as approved by the Board.
5. Membership Directories will be made available to all members of the club.
6. Activities of the Club must remain open for all members to join. Hosts may limit the number of members for an activity they are hosting due to space confinement or logistics.
7. Checks written for any club activity which involves a fee must be made payable to the Newcomers' Club.
8. The Board will determine circumstances under which the club will pay for presenting speakers' lunches.
9. The Board shall make every effort to involve chairpersons before changes are made which affect their group.
10. At the discretion of the Membership Chair new members joining the Club mid-year may be offered a discounted rate of one-half of the annual dues.

APPROVED BY THE BOARD OF DIRECTORS Revised March 9, 2023