

# CITY CLUB OF TACOMA BYLAWS

## ARTICLE I

### Pursuit of Purpose

#### Section 1.

The purpose of the organization shall be exclusively civic, educational, and literary and shall be carried out by: a) Presenting speakers and fostering community dialogue on issues of public concern; b) Providing a common meeting ground where persons of varied professions, occupations, and interests can exchange ideas and stimulate intelligent thinking on civic matters; c) Encouraging and ensuring the continued development and commitment of the next generation of community leaders; and d) Engaging in such other activities as will promote the above purposes, consistent with the limitations of Section 501(c)(3) of the U.S. Internal Revenue Code of ~~1954~~ 1986, as amended, and RCW 24.03.

#### Section 2.

The purposes of the organization shall be non-partisan in nature and pursued by means of regular meetings, lectures and discussions, committee investigations and reports, and such other means as the Board of Directors may deem appropriate.

#### Section 3.

The policy of the organization is to hold educational meetings and forums, open to members and, subject to such regulation as the Board may provide, to nonmembers.

## ARTICLE II

### Membership

#### Section 1.

Classes: The organization shall have one class of members, who shall be designated “active” members, and such other classes as may be established by the Board of Directors from time to time.

#### Section 2.

Active Members: Membership shall be open to persons 18 years of age or older who pay the membership dues, and to organizations, businesses, and institutions, on such terms as the Board may prescribe.

### Section 3.

Membership Dues: The amount of annual dues shall be established, and changed as required, by resolution of the Board of Directors, provided that notices of changes in dues shall be mailed or e-mailed to active members at least thirty (30) days before the effective date of such change. The Board may prescribe varying dues rates for joint, business, and institutional memberships.

### Section 4.

Suspension of Membership: Any members failing to pay dues within sixty (60) days of the billing date shall be suspended. Any person suspended from membership for nonpayment of dues may be reinstated upon payment of dues.

### Section 5.

Rights of Members: Active members in good standing shall have the right to elect directors in the manner provided by these Bylaws, and to vote on all matters submitted by the Board to a vote of the membership. Each membership for which an organization, business, or institution pays dues shall have one vote in elections and other matters submitted to votes of the members, with the dues paying entity designating who will vote the membership at the time of application or renewal.

### Section 6.

Antidiscrimination amendment: City Club of Tacoma does not discriminate on the basis of religion, race, national origin, political affiliation, sex, sexual orientation, age, or the presence of any sensory, mental or physical handicap that can be reasonably accommodated.

## ARTICLE III

### Meeting of Members

#### Section 1.

Annual Meeting: An annual meeting of the membership shall be held between June 1 and July 31 of each year, or at such other time at the direction of the Board of Directors, at which the results of the elections of Directors by the membership and of officers and additional Directors by the Directors, shall be announced, and at which such other business as may properly come before the meeting shall be transacted. Notice of the Annual Meeting shall be mailed or e-mailed to each member at least ten (10) days before the date of the meeting.

Section 2.

Special Meetings: Special meetings of the membership shall be called by the President, the Board of Directors, or upon receipt of a petition signed by fifty percent (50%) of the active members. The President or Executive Director shall mail or e-mail notice of such meeting to each member of the organization at least seven (7) days before the date fixed for such meeting, stating the purpose.

ARTICLE IV

Board of Directors

Section 1.

Powers and Qualifications: The affairs of the organization shall be managed by a Board of Directors who shall be elected from the active membership of the organization. The Board of Directors shall have the control of and responsibility for the management of the affairs and property of the organization.

Section 2.

Number: The number of Directors of the organization shall be fixed by the Board of Directors and number between nine 12--(9) and thirteen+8 (13) consisting of the officers of the organization including, but not limited to the following: (1), President, (2), President – Elect, (3), Secretary, (4), Treasurer, and (5), including (the Immediate Past President.) and the Directors elected as prescribed by these Bylaws.

Section 3.

Terms and Term Limits: Directors elected in accordance with Article VII shall serve staggered two to three-year terms, with a minimum of ~~five~~ three (3) Directors being elected each year. These terms are renewable, but no person shall serve more than two (2) consecutive full terms.

Section 4.

Conflict of Interest: Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with, any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Section 5:

Removal from Office: A Director may be removed from office by majority vote at a regularly scheduled board meeting where the item was placed on the written agenda distributed at least one week ahead.

Section 6.

Vacancies: The Board of Directors shall have the power to fill any vacancy occurring on the Board for the unexpired term of a Director.

Section 7.

Compensation: No compensation shall be paid to the members of the Board of Directors.

## ARTICLE V

### Board of Directors Meetings

Section 1.

Regular Meetings: The Board of Directors shall hold a minimum of nine (9) board meetings annually to conduct the business of the organization.

Section 2.

Special Meetings: Special meetings of the Board of Directors may be called by the President, or by two (2) members of the Board of Directors.

Section 3.

Attendance: Any director or officer with three (3) unexcused absences from regular meetings of the Board in a fiscal year may be removed by Board resolution.

Section 4.

Notice: Written or ~~telephone~~ electronic communication notice of regular meetings of the Board of Directors shall be given to all Directors not less than ~~ten (10)~~ five (5) days before the date of the meetings. Notice of special meetings shall be given in reasonable manner and time.

Section 5.

Quorum: The presence in person of a A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A lesser number than a majority shall have the power to adjourn to a later specified time, with notice.

Section 6.

Action by Director Without Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors or executive committee may be taken without a meeting if a consent in writing setting forth the action taken has been signed by all of the members of the Board of

Directors or of the executive committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting.

~~Section 7.~~

~~Action of Directors by Communication Equipment: Any action required or that may be taken at a meeting of the Directors, or a committee thereof, may be taken by means of a conference telephone call or similar communications equipment as long as all persons participating in the meeting can hear each other at the same time. Minutes of such action shall be recorded by the Secretary as if the meeting had occurred in person.~~

Section 7.

Rules of Procedure: The rules of procedure at meetings of the Board of Directors or meetings of the organization shall be the rules contained in Robert's Rules of Order, Newly Revised, so far as applicable and when not inconsistent with these Bylaws or the Articles of Incorporation.

## ARTICLE VI

### Officers

Section 1.

Number of Officers: The Officers of the organization shall be a President, a President-Elect, a Secretary, and a Treasurer. The President-Elect shall be elected by the Board of Directors for a term of one (1) year. The President-Elect, so elected, shall succeed to the office of the President the following term. No person shall be eligible to serve as President-Elect who has not served as a member of the Board of Directors for at least one year. The Secretary and the Treasurer shall be elected each year for a one (1) year term by the Board of Directors from among the Directors, in accordance with Article IV, Section 4. These terms are renewable, but no person shall serve more than two (2) consecutive full terms in the same office, except at the pleasure of the Board. No person shall hold more than one office at the same time.

Section 2.

The President: The President shall preside at all meetings of the Board of Directors and the organization, shall be an ex officio member of all committees, and shall perform such other duties as are usually incident to such office.

Section 3.

The President-Elect: The President-Elect, in the absence or disability of the President, shall perform the duties of the President, and shall serve as President for one (1) year, after one (1) year as President-Elect.

Section 4.

The Secretary: The Secretary shall keep ~~and authenticate~~ records of the proceedings of the Board of Directors and of the membership, and shall perform such other duties as are commonly incident to such office.

Section 5.

The Treasurer: The Treasurer shall be the chair of the Finance Committee and shall perform such other duties as are commonly incident to such office. The Treasurer shall have the care and custody of and be responsible for all funds of the organization and monitor regular books of account.

Section 6.

Vacancies: Vacancies in any office arising from any cause shall be filled for the unexpired portion of the term, if more than one year, by the Board of Directors at the next regular or special meeting of the Board.

## ARTICLE VII

### Elections

Section 1.

Nominations: Not later than February 1 each year, the Governance Committee shall begin calling for board nominations. Not later than April 1 each year, the Governance Committee shall nominate at least one (1) member for each Directorship to be filled for the coming year.

Section 2.

Election of Directors: After the close of the nominating period, the Chair of the Governance Committee shall report its slate of nominations to the membership via e-mail by May 1.

Section 3.

Terms: Terms of Officers and Directors shall begin when the new fiscal year begins, and shall continue until their successors are elected.

## ARTICLE VIII

### Committees

#### Section 1.

Standing Committees: In addition to such other committees as may be authorized by the Board, the organization shall have the following Standing Committees which shall meet at least once per quarter:

Executive Committee: chaired by the President and consisting of the President-Elect, Secretary, and Treasurer and the immediate Past President. The Executive Committee shall have the responsibility of conducting performance reviews of employees of the City Club.

Finance: chaired by the Treasurer, to advise the Board on all financial matters pertaining to organization activities, including fundraising, and to draft and present the proposed budget to the Board at its annual meeting.

Fundraising: to plan events, or other programs, designed to raise money for the administration of City Club and to support community endeavors in ways determined by the Board.

Governance: to guide the general affairs of the Board, to meet with prospective board members and recommend a slate of officers to the board, and to organize training sessions for the entire board.

Membership: to attract and provide orientation to new members and to undertake such other responsibilities as may be assigned by the Board.

Programs: to arrange the programs for meetings of the organization.

#### Section 2.

Appointments: The President shall, at the beginning of his or her term of office, appoint members of the organization as the chairpersons of the committees that have been established. Chairpersons shall serve one two-year term, except at the pleasure of the Board. The President shall ensure that every committee has at least one board member on its roster. The President, in consultation with the Committee Chair, shall appoint members of the organization to serve on the committees.

Section 3: Results of committee meetings shall be reported at the next meeting of the Board of Directors.

Section 4:

Creation or Dissolution of Committees: The President, in consultation with the Board of Directors, may establish a new or temporary committee as the needs of the organization dictate. Any such committee may then be simply dissolved when the need for such a committee has passed.

ARTICLE IX

Staff

Section 1.

Hiring: The Board of Directors may hire appropriate management staff to serve at the will of the Board of Directors, and who in turn may hire authorized support staff, to conduct the business of the organization. The staff shall exercise such powers and perform such duties as are determined to be appropriate from time to time by the Board of Directors. Affirmative action shall be considered in all hiring decisions.

Section 2.

Compensation: The compensation and benefits of all staff of the organization shall be determined by the Board of Directors.

Section 3.

Removal: Any staff person hired by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board. Any support staff person hired by the staff may be removed by the management staff.

ARTICLE X

Fiscal Policies

Section 1.

Fiscal Year: The fiscal year of the organization shall be September 1 through August 31.

Section 2.



Loans Prohibited: No loans shall be made by the organization to any Officer, Director, Member, or any other person.

Section 3.

Indemnification: The officers, directors, employees, and agents of the organization shall be entitled to indemnification exactly as if this organization were incorporated under the Washington Business Corporation Act, RCW 23A.08.025.

Section 4.

Books and Records: The organization shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its meetings, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member or his or her agent or attorney, for any proper purpose at any reasonable time and kept at a location to be determined by the Board of Directors.

## ARTICLE XI

### Dissolution

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), or shall be distributed to the Federal Government, or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XII

### Amendments

Section 1.

These Bylaws may be altered, amended, or repealed by the affirmative vote of two thirds (2/3) of the members of the Board of Directors at any meeting of the Board, after thirty (30) days' written notice to the board members of such possible change, with opportunity provided for comments from the board members. The Notice may be a summary of the proposed change and its effect, with provision made for copies of the entire text to those board members requesting it.

Approved by the Board of Directors: \_\_\_\_\_, 2017.

ATTEST:

\_\_\_\_\_, Board President

\_\_\_\_\_, Secretary

AMENDED: April 1985 April 1986 March 1987 June 1988 December 1991 August 2000 March 2001 September 2003 June 2009 December 2009 April 6, 2011 June 1, 2011, \_\_\_\_\_, 2017