



Rainier Beach Community Club

Constitution and Bylaws

Revised 2023

RAINIER BEACH COMMUNITY CLUB CONSTITUTION AND BYLAWS

REVISED 2023

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**Constitution and Bylaws of the
RAINIER BEACH COMMUNITY CLUB**

Revised 2023

ARTICLE I - NAME

The name of this organization shall be the RAINIER BEACH COMMUNITY CLUB, a non-profit organization, and it shall hereinafter be called "Club."

The Club welcomes members of all races, color, sex, marital status, sexual orientation, gender identity, political ideology, creed, religion, ancestry, national origin, or any sensory, mental, or physical handicap.

The Club shall not endorse or promote any commercial venture.

The Club shall not align itself with any political party nor endorse any political candidate or partisan view or issue. If candidates for office are presented at a meeting of the Club, all candidates must be invited and be given equal time. Both sides of any controversial issue must be presented by equally qualified individuals, if possible, and equal time must be given to each side of an issue when outside speakers are brought in.

ARTICLE II - HEADQUARTERS

Section 1. Location

The headquarters of this Club shall be in the Rainier Beach District in the City of Seattle, County of King, and State of Washington.

Section 2. Location of meetings

All meetings shall be held in the Rainier Beach District unless otherwise ordered by the Board or membership for special reasons.

ARTICLE III - OBJECT

The Rainier Beach Community Club is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code. The mission of Rainier Beach Community Club is to enhance and maintain the quality of life for residents of the Rainier Beach Community through civic, service, and community building activities.

Section 1. Promote community

To bring people together, strive to eliminate prejudice, and promote goodwill by (a) providing a time and place for general discussions of community issues and their solutions and (b) through cultural, community building or educational programs.

Section 2. Civic improvements

To gain recognition through group action and thus obtain more equitable distribution of civic improvements.

Section 3. Youth

To encourage adequate facilities, services, and activities for youth of the community and to foster and promote the ideals and principles of good citizenship.

ARTICLE IV - MEMBERSHIP

Section 1. Defined

Rainier Beach Community Club Members are all people living, working, or owning a business in Rainier Beach, and all people who are or have children attending school in Rainier Beach.

Section 2. Eligibility

Members must be at least 18 years of age and must attend at least one monthly meeting before they can vote at a subsequent meeting.

Section 3. Neighborhood area

For purposes of Club membership, Rainier Beach is defined as the area between Holden and Wildwood on the north, Lake Washington on the east, Martin Luther King on the west, and the Seattle City Limits on the south.

Section 4. Termination

Any member who is guilty of gross misconduct in a way which reflects badly upon the Club may be expelled by a 2/3 vote of the members present at any regular or special meetings of the Club. An opportunity shall be given to each member brought up for expulsion to defend him or herself either in person or by his duly authorized representative.

ARTICLE V - OFFICERS

Section 1. List of officers

The officers of the Club shall be:

President

Vice President

Treasurer

Recording Secretary

Corresponding Secretary

Four Trustees, two of whom shall be elected each year for a two-year term.

Section 2. Creation of new positions

New officer positions may be created by the Executive Board and said officers may be added to Article V, Sec. 1 of the Bylaws. The officer shall be voted on no later than the second general meeting following the creation of the new position.

Section 3. Election procedures

All officers shall be elected at the January annual meeting for a term of two (2) years or until their successors are elected. Majority vote shall constitute election. No officer may serve more than two (2) consecutive terms in the same office. Officers shall be installed at the February meeting and shall assume their duties immediately. The retiring officers shall deliver the material pertaining to their offices to their successors within two weeks of the election.

Section 4. Vacancies

A vacancy in office shall be filled by election no later than at the next regular meeting except for the Presidency. The Vice President shall automatically become President should the President be unable or unwilling to serve the full term as President.

Section 5. Duties

The officers of this Club shall perform the duties prescribed for them in the parliamentary authority adopted by the organization or prescribed in the Constitution and Bylaws, or as directed by the President, the Executive Board, or the Club membership.

The PRESIDENT shall:

Preside over all meetings of the Club and the Executive Board.

Conduct such other business as is directed by the Club or the Executive Board.

Appoint all Standing Committee Chairs, subject to membership approval after election of officers, consulting other members, if possible.

Appoint all Special Committees except for the Nominating Committee unless otherwise designated by the membership.

Serve as Ex-officio member of all committees except the Nominating Committee.

Have signature authority to sign all documents on behalf of the Club.

The VICE PRESIDENT shall:

Preside in the absence of the President.

Succeed the Presidency and perform the duties of the President for the unexpired term in the event of a vacancy occurring in the office of the President.

Perform such duties as may be assigned by the President, the Club, or the Executive Board.

The TREASURER shall:

Receive and disburse funds of the Club at the direction of the Executive Board and have signature authority of all bank accounts.

Keep all funds in a bank authorized by the Executive Board.

Disburse funds by check or debit card upon proper authorization of the Club or the Executive Board

specifying items covered.

Give regular financial reports to the membership to inform them of the current financial condition of the Club, showing balance and expected major obligations.

Report, when necessary or upon request, to the President, the Executive Board, or the Club.

Ensure that all state and federal filing are completed annually.

Ensure that the liability and D&O insurance policies are renewed.

Prepare an annual report of receipts, disbursements, balance on hand, and expected obligations for audit prior to the annual meeting or turning over of the books to the new Treasurer.

Provide all records for the yearly audit to the Finance Committee, who will conduct the audit. External Audit will occur as deemed necessary by vote of the General Membership or Executive Board.

Deliver all Club books, records, funds, and reports to the newly elected Treasurer no later than two weeks after the February meeting.

The RECORDING SECRETARY shall:

Keep accurate minutes of meetings of the Club and the Executive Board.

Be officially responsible for all records (except those specifically assigned to others such as financial records), such as the Minutes Reports, Bylaws, and Committee assignments.

Perform such other duties as the President, the Club, or the Executive Board may prescribe.

In the absence of the President and Vice President, preside long enough to elect a chair pro tem.

The CORRESPONDING SECRETARY shall:

Conduct the correspondence of the Club as directed by the President or the Club.

Retain a copy of all correspondence.

Maintain the Membership List.

Create and deliver external communications.

The TRUSTEES shall:

Regularly attend Executive Board, Club, and other appropriate meetings, and perform such duties as may be required by the Membership, the Executive Board, or the President.

ARTICLE VI - EXECUTIVE BOARD

Section 1. Membership

The officers of the Club and the 4 Trustees shall constitute the Executive Board and shall have exclusive voting rights.

In addition to their duties as officers, the Vice President and Trustees may hold one Standing Committee

chairship. No other officer shall hold a Standing Committee chairship.

Board members shall hold only one chairship at a time, but committees may be combined if necessary. Vacancies shall be filled as prescribed for original appointment or election, which shall be at the next regular meeting with nominations from the floor only. Term of office shall be for the balance of the term.

No candidate for, nor anyone holding political office, either elected or appointed, shall be eligible for office in the Club.

Section 2. Duties

The business affairs of the Club shall be under the care and management of the Executive Board.

The Executive Board shall make recommendations regarding the finances and general business affairs of the Club and shall perform such other duties as are specified in these Bylaws. In case of emergency, the President and appropriate committees may act. It is subject to the orders of the Club, and none of its acts shall conflict with the action taken by the Club.

The Board shall recommend an annual Budget to the Membership for approval.

ARTICLE VII - STANDING COMMITTEES

Section 1. Defined

Standing Committees to carry on the regular work of the Club may be created and abolished by the Executive Board. Committees may be combined if necessary. Committees with heavy workloads requiring much correspondence or attending many meetings, such as those dealing with public or governmental bodies, may be divided. Standing Committees shall be:

Finance

Membership

Social

Technology

Section 2. How they function

When Committee action is recommended, a motion shall be presented. If a letter is necessary, it shall be presented in a draft form. If time permits, the matter shall first be presented to the Board for its recommendation. A Committee may spend the amount that is authorized in the budget or approved by the Club, or in an emergency, by the Finance Committee. All committees shall act within policies established by the membership.

Section 3. Selection of Chairs

Chairs of Standing Committees shall be appointed for one year following election of officers, and they shall be members who have been in regular attendance for the current year. The President shall nominate the Chairs, subject to approval of the membership. The Vice President may serve as the Chair of one major Committee, and the elected Trustees, when necessary, shall serve as Chair of a committee. No other officer shall serve as Chair of a Standing Committee.

ARTICLE VIII - SPECIAL COMMITTEES

Section 1. Defined

Special Committees are temporary committees created for a specific purpose and may be created as needed by the Executive Board and approved by the membership by simple majority vote. Such committee shall make no commitment, or policy, financial or otherwise, unless authorized by the Club membership at a meeting. The size of the committee shall be included in the project proposal and subject to a vote by the membership. Where there are differences in point of view, those differences shall be represented on the committee.

Section 2. Nominating Committee

The Nominating Committee shall consist of three members to be elected by the members present, no later than the November meeting of each year. The President shall not serve on this committee nor shall two members of the same household. The duties of the nominating Committee shall be:

To submit the name of at least one nominee for each elective office.

To secure the consent of the nominee to serve if elected.

To ascertain whether the nominee is qualified for the particular office.

To consider any recommendations made by active members, including the President, and carefully consider and check, in confidence, as to the candidate's qualifications.

To arrive at a choice by majority vote of the Nominating Committee for the best interests of the Club.

ARTICLE IX - MEETINGS AND QUORUMS

Section 1. Regular meetings

The regular meeting of the Club shall be held monthly except for December unless otherwise voted by the Club or the Board. If such a meeting falls on a U.S. National Holiday, Election Day, or when the weather is extremely inclement, the President and one additional officer may reschedule or cancel the meeting, but an attempt shall be made to notify at least regularly attending members of the change. Meetings may be held in person or by electronic means of communication.

Section 2. Annual meeting

The regular meeting held in January shall be known as the Annual Meeting and shall be for the purpose of electing officers and approving the annual budget.

Section 3. Special meetings

A special meeting may be called by the President or the Executive Board or upon written request of five (5) members. A special meeting of the members may be called by written, email, telephone, or personal contact at least 48 hours before the meeting. Special meetings may be held in person or by electronic means of communication.

Section 4. Executive Board meetings

Regular meetings of the Executive Board shall be held on a day prior to the regular general meeting of the Club at the call of the President of the Club. The time, date, and place of meetings may be decided by the Executive Board but shall be announced to the Club members. Special meetings may be held in

person or by electronic means of communication.

Section 5. Open meetings

All Executive Board meetings shall be open to members of the Club.

Section 6. Quorums

REGULAR OR SPECIAL MEETINGS OF THE CLUB. Fifteen (15) members present in person or by proxy shall constitute a quorum for the legal transaction of any business.

EXECUTIVE BOARD meetings. A majority of the members present in person or by proxy shall constitute a quorum for the legal transaction of business by the Executive Board.

COMMITTEE MEETINGS. A majority of any committee members present in person or by proxy shall constitute a quorum for the legal transaction of any business.

ARTICLE X - ELECTIONS AND VOTING OF EXECUTIVE BOARD

Section 1. Annual election of officers

The annual election of officers shall be held at the Annual Meeting in January.

Section 2. Voting

All voting may be accomplished by raised hands unless a member requests a secret ballot so that members may write in names if they so wish and may vote as they wish without the pressure of the group. A signed written proxy is acceptable if a member is unable to attend.

Section 3. Nominations

At the time of the election, the report of the nominating committee shall be first presented. Then the President shall call for nominations from the floor, taking each office in turn starting with the President. Nominations shall not be closed until all who wish have had an opportunity to nominate.

Section 4. Majority vote

Once a quorum is established, a majority of members present and voting and any written proxy statements shall elect. If qualified, a write-in candidate may be elected. Elections shall be held at the beginning of the meeting so that there will be time for a revote in case no one receives a majority for the particular office.

Section 5. Filling vacancies

A vacancy occurring in an elective office shall be filled by election at the next regular meeting of the Club except as noted for the Presidency and Vice Presidency. In case a vacancy occurs in the office of the President, the Vice President shall automatically become the President, and a new Vice President shall be elected.

ARTICLE XI - FINANCES

Section 1. Fiscal year

The FISCAL YEAR shall be from January 1 through December 31.

Section 2. Duties of Finance Committee

A FINANCE COMMITTEE shall consist of the Treasurer and two other Board Members and may include other Club Members with financial expertise. The Finance Committee shall have general supervision of the Club's finances. The committee shall be responsible for preparing an annual draft budget for review by the Executive Board and vote by the Club membership. Approval of the budget will be authorization for the Treasurer to pay those bills so long as the bills do not exceed the budgeted amount and income is as projected. When items arise that are not in the budget and do not exceed \$100, the Finance Committee shall authorize that expenditure. Any disbursement more than \$100 requires approval of the Executive Board and in excess of \$500 requires approval at a general membership meeting. If the expense exceeds the amount in the budget by more than 10% or income is below projections, the Finance Committee shall recommend necessary revisions of the budget to the Club. Policies guiding this Committee shall be:

The Finance Committee shall consult with any committee or officers directly involved with changes in the budget or financial planning prior to the Executive Board or regular Club meeting at which a matter is to be taken up.

In general, social affairs shall be self-supporting by those attending, but when social affairs are used for fundraising for the Club treasury, all members of the Club should assist with the work or with contributions. Community support activities do not need to be self-supporting, but any expenses should be included in the budget or agreed upon by the membership.

ARTICLE XII - AMENDMENTS

Once a quorum is established, the Constitution and Bylaws may be amended by a two-thirds (2/3) vote of the members present in person or by proxy and voting at any special or regular meetings of the Club. Notice and a draft of such amendment must have been given at the previous regular meeting.

ARTICLE XIII – PARLIAMENTARY AND OTHER AUTHORITY

Section 1. Robert's Rules of Order, Revised

Robert's Rules of Order, Revised, shall be the parliamentary authority of this Club for all matters not specifically covered by these Bylaws or other written rules or policies in conformity with fundamental principles of parliamentary law.

Section 2. Authorized representation

The President shall be the official representative of the Club, but the President or the Club may delegate such authority when necessary for appropriate representations at meetings. In general, commitments, representations to other bodies, or Club policies shall be decided by the membership at a regular or special meeting. The officers, Executive Board, or committees shall have such authority as is delegated to them by these Bylaws, Standing Rules, Written Policies, or vote of the Club membership at any regular or special meeting.

ARTICLE XIV - ORDER OF BUSINESS

Section 1. Regular meetings

The suggested order of business for regular meetings of this Club shall be:

Call to Order

Introduction of guests or new members

Correction and approval of Minutes of previous meeting, regular and special, if any

Reports of Treasurer and other officers, if any

Report of Board

Report of Standing Committees

Report of Special Committees, if any

Correspondence

Old business

New Business

Program

Announcements

Section 2. Publication of minutes

Minutes of meetings shall be published online. The published Minutes may be approved without reading. Minutes with corrections must then be published for the members in the next meeting notice. Announcements, program committee minutes, reports, and a summary of correspondence may be published, but publication is optional.

ARTICLE XV - DISSOLUTION

Upon dissolution of the Rainier Beach Community Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XVI - CONFLICT OF INTEREST POLICY

Section 1. Purpose

The purpose of the conflict-of-interest section is to protect the Club's tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Club or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

An Interested Person is any director, officer, or member of a committee with governing board delegated powers (Committee), who has a direct or indirect Financial or Private Interest. A person has a Financial or Private Interest if the person has directly or indirectly, through business, investment, or family:

- 1) an ownership or investment interest in any entity with which the Club has a transaction or an arrangement that will gain a benefit, privilege, exemption, or advantage to the Interested Person
- 2) a compensation arrangement with the Club or with any entity or individual with which the Club has a transaction or arrangement, or
- 3) a potential ownership or investment interest in, or a compensation arrangement with any entity or individual with which the Club is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest or Private Interest is not necessarily a conflict of interest. Under Section 3, a person who has a financial interest may have a conflict of interest only if the Executive Board or Committee decides that a conflict of interest exists.

Section 3. Procedures

The following procedures shall apply:

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial or Private Interest and be given the opportunity to disclose all material facts to the Executive Board. After disclosure of the Financial or Private Interest and all material facts and after discussion with the Interested Person, he/she shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

An Interested Person may make a presentation at the Executive Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving a possible conflict of interest. The Board Chair, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Board shall determine whether the Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Club's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. Violations of the Conflict-of-Interest Policy

If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstance, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings.

The minutes of the Executive Board shall contain:

The names of the persons who disclosed or otherwise were found to have a Financial or Private Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action

taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed.

The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 6. Compensation

A voting member of the Executive Board who receives compensation, directly or indirectly, from the Club for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly from the Club for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Club, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7. Periodic Reviews

To ensure the Club operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects.

Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

Whether partnerships, joint ventures, and arrangement with management organizations conform to the Club's written policies, are properly recorded, reflect reasonable investment or payments for good and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

When conducting the periodic reviews, the Club may use the Finance Committee or outside advisors. If outside experts are used, their use shall not relieve the Executive Board of its responsibility for ensuring periodic reviews are conducted.

Bylaws revised and ratified September 13, 2023.



Kathie S. Weibel, President
Rainier Beach Community Club