

KEY PENINSULA CIVIC CENTER ASSOCIATION, INC.

BYLAWS

ARTICLE I NAME

The name of the Corporation shall be the Key Peninsula Civic Center Association (KPCCA), Inc. (the Association)

ARTICLE II LOCATION

The location and principal place of business of the Association shall be at Vaughn, Washington. The area served shall be all that area in Pierce County south and west of the Purdy bridge to the Kitsap County and Mason County lines, known as the Key Peninsula (Including Herron Island), also known as Pierce County Fire District 16.

ARTICLE III PURPOSES

- A. The Association shall render constructive civic services to the public and promote the welfare of the community and citizens of the area served and inculcate civic consciousness by active participation in constructive projects which will improve the community, state and nation;
- B. The Association shall foster and promote charitable, literary, youth, educational, civic, social and other activities in the public interest in the area served.
- C. The Association shall provide a meeting place for the members of the Association and to arrange meetings to serve the interests of the Key Peninsula community.
- D. To do such other things as may be necessary, proper or expedient to carry out these objectives and purposes.
- E. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activities not allowed to a corporation defined as exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding portion of any future United States Internal Revenue Law).

ARTICLE IV ASSOCIATION MEMBERSHIP

- A. Individual Association Membership
 1. All persons 18 years of age or older residing or owning property or working in the area served who indicate their interest in membership shall be considered individual association members.
 2. All individual association members are eligible for election to the Association Board and the Audit Committee.
 3. Individual association members may vote only at the annual election which is held on the second Thursday in November. Members must be present to vote.
- B. Organizational Association Membership
 1. All reputable social, youth, educational, civic, literary, community, charitable, athletic, fraternal and religious organizations which operate within the area served and subscribe to these Bylaws, shall be eligible for organizational association membership.
 2. Each participating organization shall have at least one fund-raising event each year from which all proceeds belong to the Association. Each organization shall negotiate with the Association Board as to the size, scope and nature of their association fund-raising activity. Organizations may petition the Association Board for waiver of fund-raising event. Services to the Association may be considered in lieu of a fund-raising event, if approved by the Association Board.
 3. Every participating organization shall designate a representative to the Association Board. The chairman of that organization shall advise the Association Secretary of the designated

representative. Vacancies in an appointed position shall be promptly filled by the appointing organization.

4. The terms and conditions relating to the use of Association facilities by a participating organization shall be negotiated individually by each organization and the Association Board.

ARTICLE V

ASSOCIATION BOARD

A. Composition of the Association Board (the Board)

1. The Board shall consist of a maximum of thirty (30) elected members plus the members of the Audit Committee and one (1) appointed member from each participating organization.
2. There shall be an election every year. Election of one-half of the Board (i.e. 15 members) shall take place at the annual meeting in November of each year for a term of two years.
3. Individual association members may be nominated to fill vacancies on the Board at any regular board meeting and elected by a majority of Board members present.
4. Each Board member shall have one vote at any board meetings, except the presiding officer who shall have a vote only in the case of a tie. Board members must be present to vote.
5. The Officers of the Board (the Audit Committee) shall be a President, a first Vice-President, a second Vice-President, a Treasurer, a Secretary, two Members-at-Large, and the past President. The officers shall be elected at the annual meeting in November following the procedures set forth in Article V, B.

B. Election of Association Board Members and Officers

1. Nominations: The Board shall appoint a nominating committee whose duties shall consist of the following:
 - a. At least sixty (60) days prior to the annual meeting the Nominating Committee shall publish an announcement of the coming election, as well as positions open, method of submitting nominations, and other pertinent information as may be necessary for persons wishing to file as candidates or make nominations.
 - b. The Nominating Committee shall accept and recruit candidate nominations for Officers and Board members.
 - c. The Nominating Committee should insure at least one candidate for each Audit Committee position, but may accept more than one.
 - d. The Nominating Committee shall present the names of candidates at the October meeting. Nominations may also be made from the floor at that time.
 - e. Nominations may also be made at the annual meeting, provided the nominee is present and accepts.
 - f. All candidates may accept their nomination in person or electronically.
2. Nominees: Nominees for officers or Board members shall be provided an opportunity prior to the election at the annual meeting to present a brief statement. Individual association members shall be given an opportunity to speak on behalf of candidates. The presiding officer may set a prescribed time limit.
3. Electors: The electors shall be those individual members present, as defined in Article IV, A, 1&2, Article IV, B, 3 and Article V, A, 2 & 3, and shall have one vote per position to be filled.
4. Election Procedures:
 - a. Ballots shall be written, with provisions for additional nominations from the floor. Voting shall be confidential.
 - b. Election shall take place in two stages. First, the Officers; then, Board members.
 - c. Marked ballots shall be collected by an Ad-Hoc Committee selected by the presiding officer and counted by them immediately in private. The nominees receiving the highest number of votes for each position shall be reported to the Board by the Ad-Hoc

Committee.

d. Election of Board members shall follow the same process, with the names of up to fifteen (15) candidates with the highest number of votes being announced.

5. Assumption of Office: Elected Officers shall take office at the adjournment of the December meeting. Appointed Board members from member organizations shall be announced at the December meeting.

C. Powers and Responsibilities of the Board

1. The Board shall manage and direct the business affairs, projects, property and premises of the KPCCA.

2. The Board shall approve all expenditures of more than two thousand dollars (\$2,000) that were not previously approved in the organization's budget. See Article VI. B. 3. for expenditures less two thousand dollars (\$2,000).

3. The Board shall establish and maintain a set of rules to govern the use and maintenance of its premises, the interviewing, hiring and payment of Association employees who shall report directly to and be responsible to the President, or his delegate.

4. The Board shall discharge its responsibilities in such a manner that no officer or Board Member shall financially benefit. The individual officers or Board Members shall not be empowered to sell, trade, or lease any of the property of the Association.

5. The Board may create sub-classes within the categories of membership and shall prescribe terms and conditions for the participation of each class of members in the Association's activities and the use of its premises, including the assessment of fees, support costs and membership dues.

6. The Board shall establish and maintain policies. A file shall be kept of all current policies, said file shall be kept in the Association office and available to members.

7. The Board shall invest the money of the KPCCA utilizing the Prudent Man Rule which reads: "Those with the responsibility to invest money for others should act with prudence, discretion, intelligence and regard for the safety of capital as well as for income."

8. The Board shall adopt an investment policy, which policy shall be reviewed yearly by the Board. The purpose of this Investment Policy is to establish the investment objectives, delegation of authority, standards of prudence, eligible investments and transactions, internal controls, reporting requirements, and safekeeping and custodial procedures necessary for the prudent management and investment of the funds of the KPCCA.

9. The Board shall not, in directing the affairs of the Association, discriminate against any individual, group, or organization because of race, creed, color, sex or sexual orientation; nor shall it permit any individual, group or organization which advocates the overthrow of the government by force, to rent, lease, sponsor or otherwise participate in any way in the use of the facilities of the Association.

D. Removal of Board Members

1. When a Board Member has missed three consecutive meetings of the Board without prior notice to the President, Secretary or the President's designee, the President may contact said Board member offering them the option of returning to the Board or resigning their membership. The President shall then report to the Board of that decision.

2. A Board Member or officer may be removed from office by a majority vote at a regular Board meeting. A proposal for such action must be submitted by the President, the Audit Committee, or any three or more Board Members. The text of the proposal, which shall include reasons for the proposed action, shall be mailed to all Board members at least

seven days prior to the meeting at which the action is to be considered.

ARTICLE VI **AUDIT COMMITTEE**

A. Composition

1. The Audit Committee (the Officers of the Board) shall consist of the President, the First and Second Vice-Presidents, the Secretary, the Treasurer, two Members-at-Large and the most Immediate Past President.
2. For the purpose of continuity, in the event the Immediate Past President declines to fill this office, the President immediately before him/her shall assume the position, and so forth, until the position is filled.

B. Powers and Responsibilities

1. The Audit Committee is subject in all respects to the authority and discretion of the Board. Between Board meetings, the Audit Committee shall have and exercise the power and authority of the Board as mandated by the board in the management of the Association.
2. The Audit Committee shall hold regular meetings, the time and place of which shall be publicized and shall be open to the public (first Monday of each month). A quorum shall be a majority of the regular members of the committee.
3. The Audit Committee may expend, or authorize expenditure of, up to two thousand dollars (\$2,000.00) per month to carry out its duties for any expense not previously approved in the organization's budget.
4. Checks must be signed by two members of the Audit Committee.

C. Neither the Audit Committee nor any other committee shall have the authority of the Board in regard to amending the Articles of Incorporation or Bylaws, adopting plans of merger or consolidation, approving the sale, lease or other disposition of the property or assets of the Association; or approving budgets or major capital expenditures. A 2/3 majority shall be required for approval of sale, lease or other disposition of the property or assets of the Association over \$500.

D. Duties of Individual Audit Committee Members

1. The President, in consultation with the Audit Committee, shall exercise the usual executive powers pertaining to the Office of President. He/She shall preside at meetings of the board and the Audit Committee, and perform such other duties as the Board may prescribe.
2. The First Vice President, in the absence or disability of the President, shall act as President and perform such other duties as the Board may prescribe. He shall also be the chairperson of the buildings and grounds committee and shall present the Board annually with an itemized list of improvements and maintenance items for the Board's prioritization.
3. The Second Vice President, in the absence or disability of the President and First Vice President shall act as President and perform such other duties as the Board may prescribe. He/she shall also be in charge of member recruitment, as well as coordination of grant writing and fund letters.
4. The Secretary shall keep records of the proceedings of the Board and of all correspondence; sign and execute with the president all deeds, bonds, contracts (except for rental contracts less than 6 months in duration) and other obligations or instruments in the name of the Association; keep the corporate seal and affix same to proper documents; keep a record of attendance at Board meetings and perform such other duties as the Board may prescribe.

5. The Treasurer shall have the care and custody and be responsible for all funds and securities of the association except the Past Presidents Endowment Fund, shall keep and maintain regular accounts of monies received and expended; and shall cause to be deposited in a timely fashion all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board. The Treasurer shall submit periodic Treasurer's Reports to the Board, including an annual report as provided in Article XIII, C. The Treasurer shall keep an accurate account of all budgets set for the various committees and shall perform such other duties as may be assigned by the Board. The Treasurer shall, furthermore, supervise the bookkeeper or accounting clerk.
 6. The First and Second Members-at-Large shall carry out those duties assigned by the President as he/she sees appropriate.
 7. The Immediate Past President shall provide continuity relating to previous Audit Committee discussions and decisions and shall perform other duties as assigned by the Board.
- E. Term of Office
Audit Committee members shall hold office for the term of one year commencing at the adjournment of the last regular meeting in December (following the November annual meeting).
- F. Vacancies
1. Vacancies in the Audit Committee shall be filled promptly by a majority vote at any regularly scheduled meeting of the Board.
 2. An officer thus elected shall hold office for the unexpired term of his/her predecessor.

ARTICLE VII MEETINGS

- A. The annual membership meeting shall be held on the second Thursday of November at 7:00 p.m. at the Civic Center Building at Vaughn, or on such other day and hour as may be fixed by resolution of the Board.
- B. The regular meetings of the Board shall be held on the second Thursday of each month at 7:00 p.m. at the Civic Center Building at Vaughn, or on such other day and hour as may be fixed by resolution of the Board.
- C. Special meetings of the Board may be held at any place and time when called by the president, a vice-president, or any three Board Members, provided that due notice is given each Board Member by mail or phone at least four (4) days in advance of the meeting.
- D. Notice of all meetings shall be publicized
- E. Quorum: Twenty-five percent (25%) of the total Board (which includes the Audit Committee) membership, but no fewer than ten (10) members, shall constitute a quorum of the Board.
- F. The regular meetings of the Audit Committee shall be held Monthly at the Civic Center Building at Vaughn, or on such other day and hour as may be fixed by the Audit Committee.
- G. All meetings are open to the public.
- H. The Audit Committee may call for an executive session for the purpose of discussing confidential matters, relating to the negotiation of contracts, action on law suits or personnel matters.

ARTICLE VIII PAST PRESIDENTS COMMITTEE

- A. The Board shall allow for a Past Presidents committee.
 1. The committee shall consist of all of the past Presidents of the Association.
 2. The committee shall act independent of the Association with the sole purpose of supporting the Association financially.
- B. The Board shall have the ability to collect funds for long term endowment programs. These monies will be collected as allowed by the I.R.S. and administered by the Past Presidents committee.
- C. The Past Presidents committee shall appoint four 4 members as trustees who shall oversee the investments of the fund. The Trustees together with the current President of the Board shall oversee the administration of the monies.
- D. The Past Presidents Committee shall have the discretion to create an autonomous non –profit

foundation.

- E. The interest on these monies is to be used for:
 - 1. Major improvements.
 - 2. To maintain the buildings.
 - 3. Assistance with operations of the Association.

ARTICLE IX OTHER COMMITTEES

- A. Other committees shall be appointed for specific purposes and with specific authority as prescribed by the Audit Committee, the Board or the President.
 - 1. The President shall appoint all committee chairpersons.
 - 2. The Committee Chairperson shall appoint the committee members upon consultation with the President.
 - 3. Each committee shall present a tentative budget if necessary to the Board at the time a proposal is made for an event or activity.
 - 4. The chairperson shall account for all expenses and income as provided for in Article XIII-D.
 - 5. The President shall be an ex-officio member of all committees.

ARTICLE X EMPLOYEES AND INDEPENDENT CONTRACTORS

- A. The Board may appoint a general manager, and other such agents or employees as necessary.
- B. The board shall determine the terms of employment, responsibilities and duties of such agents or employees.
- C. All compensation shall be determined by the Board.
- D. All employees will have background checks every two years.

ARTICLE XI VOLUNTEERS

All volunteers that will have potential to interact with minors will have background checks performed BEFORE engaging in any activities.

ARTICLE XII KEY PENINSULA (KP) NEWS

- A. The Association is the owner of the KP News, published by a Publishing Board of Directors (Publisher). Per agreement between the Association and the KP News, the Publisher serves at the discretion of the Association.
- B. The Publisher consists of voting members from both the KP News and the KPCCA with the executive editor serving as an ex-officio member.
- C. The Publisher shall exercise supervision over all of the affairs of the Key Peninsula News with the following two exceptions:
- D. The two exclusions are the KP News budget and contract approval for the executive editor. The Association shall approve the final operating budget developed by the publisher. The Association shall have final authority on approving the executive editor's hiring and contract.

ARTICLE XIII BOOKS AND RECORDS

- A. Board Minutes: The Association shall keep, at its registered office, complete records of all proceedings of the Board and Audit Committee.
- B. Copies of proceedings: Any KPCCA member may obtain a copy of any of the records of proceedings, resolutions, or votes of the Board or committee resolutions. Non members may obtain copies of this same information at their expense
- C. Books of account: The Association shall keep appropriate and complete books of account.

There shall be an annual in-house audit and an audit once every five (5) years by a certified agency to be designated by the Board.

- D. Chairpersons of any Fundraising Committee shall be responsible for collecting monies, keeping accounts and submitting financial accounting for said event at the subsequent meeting of the Board.

ARTICLE XIV INSURANCE

It shall be the policy of the Association to be insured to include property damage, liability insurance, directors and officer's insurance, and employees fidelity bond.

ARTICLE XV FISCAL YEAR

The fiscal year of the Association shall be the calendar year, unless otherwise decided by resolution of the Board.

ARTICLE XVI AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed by the affirmative vote of a two thirds (2/3) majority of the whole Board at any regular or special meeting. Notice of the proposed alteration or amendment shall be furnished to each member of the Board not less than thirty (30) days before said meeting.

ARTICLE XVII RULES OF ORDER

On matters of parliamentary procedure not expressly provided for in these Bylaws, the most recent edition of Roberts Rules of Order, Newly Revised shall govern all meetings of the Board.

Revision adopted November 8, 2007.

2007 members of the Bylaws Subcommittee: Pam Libstaff, Mark Roberts, Ann Waldo, Mike Salatino, Ben Thompson, Ed Taylor, and Loyd Miller

Revision to Article V, Section C, Part 9 was adopted by unanimous vote on March 11, 2010.

Revisions adopted by unanimous vote on November 12, 2015

Revisions adopted by unanimous vote on January 14, 2016

Note: The Washington State Constitution; Article II, Section 37 provides ^vNo act shall ever be revised or amended by mere reference to its title, but the act revised or section amended shall be set forth at full length. The purpose of this constitutional section as discussed in Attorney General opinions is to apprise those who are affected of any important changes in the act and to clearly disclose the status of existing law and the effect of a proposed amendment upon it.