

Old Lyle Elementary School Supporters (OLESS)-- Bylaws

Revision 4b
November 3, 2025

ARTICLE I—GENERAL

Section 1: The name of the organization is Old Lyle Elementary School Supporters (OLESS).

Section 2: Mission Statement—Working together to preserve and maintain the Old Lyle Elementary School Building and Park as an Activity Center and green space to improve the quality of life for the Lyle community.

Section 3: Membership - There are two types of membership.

- 1) Lyle Activity Center Membership - Fill out the form located on the Lyle Activity Center website under *Become a Lyle Activity Center Member*. See Article II.
- 2) OLESS Board Member - OLESS board members constitute the Board of Directors. See Article II, Section 2

Membership remains in effect until the member requests to be removed from the membership list or the OLESS board has a majority vote to remove the member.

ARTICLE II—MANAGEMENT

Section 1: The business and property of the organization is managed by the OLESS Board of Directors (the Board), consisting of no less than five and no more than nine board members.

Section 2: Terms: All board positions are for 2 years, with approximately half of the positions becoming open each year, thereby creating staggered 2 year terms. Additional terms may be served if re-elected by a majority vote.

- i) Eligibility: One must be a member of the organization to be considered as a candidate for any position on the board. Membership is defined in Article I Section 3. One must live in the Lyle School District #406 as defined by the Lyle School District.
- ii) Board Selection: Members may run for a board position by expressing their intent to run for a position on the Board at least 30 days prior to the election. This may be done by either announcing their candidacy at an OLESS meeting or by emailing the www.lyleactivitycenter@gmail.com
- iii) Elections are held at the annual board of directors meeting. The vote is for the slate, as presented by the Nominating Committee, by a show of hands, unless there are other candidates.

If there are candidates beyond the slate, each candidate will be voted on individually by a paper ballot. Ballots will be counted and results announced prior to the end of the meeting. Ballots may be reviewed by any member of the board.

Section 3: Any board member who attends the annual board of directors meeting is eligible to vote for open board positions.

Section 4: Each member of the board has one vote on matters coming before the board. Voting by proxy is not permitted.

Section 5: Any member of the board may vacate their seat by submitting a written resignation to the Board of Directors. Resignation is assumed 30 days following the request for resignation. Such resignation will become valid without action other than to be recorded in the minutes of the next board of directors meeting. The board may designate an appointee to fill the vacancy. The appointee will serve the remainder of the term of the resigned member.

Section 6: Any member of the board who misses three consecutive meetings will automatically be removed as a member, unless excused for illness or any other reason approved by the Board. The board will fill vacancies as noted in Article II, Section 5.

Section 7: The board selects the following officers at the annual board of directors meeting: President, Vice President, Secretary, Treasurer and additional board members. Selected officers of the organization will hold office for the term of one year and may hold successive terms.

Section 8: Lyle Activity Center members may vote on items deemed necessary by the members at the annual members meeting. Voting is advisory to the OLESS board. The OLESS board has the final decision on all matters.

Section 9: No part of the net earnings of Old Lyle Elementary School Supporters (OLESS) shall inure to the benefit of any member of the OLESS Board of Directors, officer or other private individual except that the corporation shall be authorized and empowered to apply reasonable compensation for services rendered and to make payment and distributions in furtherance and purpose stated in Article I, Section 2. No substantial part of the activities of the OLESS program shall consist in carrying on propaganda or otherwise shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE III—MEETINGS

Section 1: The OLESS annual directors meeting is held each year for the purposes of planning, reviewing and/or assessing progress to date, establishing and/or revising goals. The secretary or designee will give notice by mail or e-mail to each director not less than 10-60 days prior to the date of the meeting.

Section 2: The Board will hold regular business meetings at least four times per year. The regular business meetings are open to all. The Secretary or designee sends a meeting notice by e-mail of all meetings prior to the date on which such meeting is to be held.

Section 3: The President, or a majority of the Board, may call Special Meetings. Notice of an OLESS Special Meeting that states the subject is given by the Secretary or designee by e-mail to each board member prior to the date on which such meeting is to be held.

Section 4: At any meeting of the board, a simple majority of the full board shall constitute a quorum. Voting on issues requiring board approval may be conducted by email vote in between meetings.

ARTICLE IV—DUTIES OF THE BOARD OF DIRECTORS

Section 1: Subject to limitations in the Bylaws and the Laws of the State of Washington, the OLESS Board will have the following duties: conduct, manage, and control the affairs and business of the organization and to make such rules and regulations in a manner consistent with the Bylaws and the Laws of the State of Washington.

Section 2: The President supervises activities and affairs of the organization, executes all instruments on its behalf, presides at meetings of the organization, calls special meetings as deemed necessary and performs other duties usually inherent in such office.

Section 3: The Vice President presides at meetings in the absence of the President unless otherwise designated. In case of the absence or disability of the President, will perform other duties of the President which are incidental to the office and will perform such other duties as the President may direct. The Vice President will act as a liaison between the Board and all the committee chairs.

Section 4: The Secretary oversees the roster of the Board of Directors, records of relevant correspondence, issues notices of meetings, attends and keeps the minutes of meetings and performs all such other duties as are incidental to the office.

Section 5: The Treasurer follows standard accounting procedures. The Treasurer receives and is accountable for all OLESS funds and disburses the same under the direction of the Board, maintains bank accounts, renders financial reports at any time as directed by the board, and performs all such other duties as are incidental to the office. The calendar year is used for the purpose of financial reporting and tax preparation. A detailed financial report is presented at the annual Board of Directors meeting.

The OLESS Treasurer keeps accurate and complete records of all receipts and disbursements of the organization including bills and receipts for the payment of bills. Books and all supporting papers shall be made available upon request of the board or professional auditors as mandated by state and/or federal governing bodies. See Article V.

Section 6: At-Large Board members will actively participate in discussion, debate and voting on all issues and proposals coming before the Board.

ARTICLE V—COMMITTEES

Section 1: The Board may establish such standing and special committees as deemed necessary to carry out the purposes of OLESS. The structure or existence of any committee may be modified or abolished by the Board at any time.

Section 2: Committee leaders or Sub-committee leaders who are not members of the Board will become ex-officio project leaders without voting privileges.

Section 3: Committee leaders and Sub-committee leaders will report status at regular meetings as called upon by the board.

Section 4: An internal audit is performed every year by at least one board member.

It is the duty of the auditor to make a careful audit of the funds and other properties of OLESS each year. It must also make an annual audit of the financial records and accounts of OLESS, of the receipts, and of all disbursements from the funds of OLESS.

The auditor must sign the audit report. The auditor presents reports and any findings to the OLESS Board. The report and any records of corrective actions becomes a part of the organization's records.

ARTICLE VI—CONTRACTS AND OBLIGATIONS

Section 1: The Board, except as in these Bylaws otherwise provided, may authorize any member or agent of OLESS to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of OLESS. Such authority may be general, or confined to a specific instance. Unless so authorized by the Board, no member or agent will have the power or authority to bind OLESS by a contract or engagement, or to pledge its credit, or render it liable financially for any purpose or to any amount.

Section 2: The members of the Board will be reimbursed for authorized expenses, but will otherwise receive no compensation for performing their duties.

ARTICLE VII—AMENDMENTS

Section 1: These Bylaws may be amended or repealed by a vote of the majority of the Board. Written notice of any proposed changes must be publicly posted prior to the Board vote. Prior to the actual vote, there will be open discussion re: proposed changes. Once any changes or amendments are voted upon and approved, the Bylaws will be updated by a member of the board, with the revision date noted.

ARTICLE VIII—DISSOLUTION OF CORPORATION

Section 1: In the event of dissolution of OLESS, any assets remaining after payment or adequate provision for the debts and obligations will be distributed to another organization

which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986 by the court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purpose or to such organization(s), as said Court will determine which are organized and operated exclusively for such purpose of benefiting the same causes.

ADOPTION OF BY-LAWS

This revision of the OLESS Bylaws as set forth herein are hereby approved and adopted this 4th day of November, 2025.

Accepted by the Board Members present on this date listed below:

Andy Walker
Don Starkin
Julie Larsen
Kelly Johnson