

Old Lyle Elementary School Supporters (OLESS)-- Bylaws

Revision 3
November 4, 2013

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 ways to become an OLESS member:

- 1) Attend a regular business meeting and sign-in with one's name, phone number and email if available.
- 2) Email a request to the Secretary to be added to the email membership list if one is unable to attend meetings.

Membership remains in effect until the member requests to be removed from the membership list or it is known that they are no longer able to participate.

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.
- ii) Board Selection: A nominating committee is appointed by the President at least three months prior to the annual business meeting held in November. The nominating committee must consist of at least three OLESS members, at least two of whom are not current Board members. If there are current Board members on the nominating committee, they cannot be in positions that are up for election.

The nominating committee presents its slate of Board member candidates to the Board at least one month prior to the annual meeting and it is announced to the membership.

Any OLESS member may run for a board position, even if they are not nominated, 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 President.

- iii) Elections will be held at the regular November business 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 other candidates beyond the slate presented by the Nominating Committee, then each candidate will be voted on individually by a paper ballot. Ballots will be counted by one board member and one non-board member who are not current candidates, and the results announced prior to the end of the meeting.

Section 3: Any person who attends the business meeting in November is eligible to vote for the open board positions.

Section 4: Each member of the Board has one vote on matters coming before the Board. All voting will occur at regular Board Meetings. 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. In the event that a request for a resignation has been submitted and has not yet been received, the resignation can be 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 then designate an appointee to fill the vacancy. The appointee will serve out 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 4.

Section 7: At each Annual Meeting, the Board will select the following officers: President, Vice President, Secretary and Treasurer. Officers of the organization so selected will hold office for the term of one year and may hold successive terms.

ARTICLE III—MEETINGS

Section 1: The OLESS Annual Meeting is held each year for the purposes of planning, reviewing and/or assessing progress to date, establishing and/or revising goals. The secretary thereof will give notice by mail or e-mail to each director not less than 30 days prior to the date of the meeting.

Section 2: The Board will hold regular business meetings at least six times per year. The regular business meetings are open to all. The Secretary sends out a meeting notice by e-mail of all meetings at least five days 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 by e-mail to each Board member not less than five days 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 that come up for the 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: to 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 will supervise all activities and affairs of the organization, execute all instruments on its behalf, preside at all meetings of the organization, call special meetings as he/she deems necessary, and perform other duties usually inherent in such office.

Section 3: The Vice President will preside at all meetings in the absence of the President. And, in case of the absence or disability of the President, will perform all 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 of the committee chairs.

Section 4: The Secretary will keep the roster of the Board of Directors, will keep records of all correspondence, will issue notices of all meetings, will attend and keep the minutes of all meetings and will perform all such other duties as are incidental to the office.

Section 5: The Treasurer will function as a liaison between CEKC (Community Enrichment for Klickitat County) and OLESS, following standard accounting procedures. The Treasurer will receive and be accountable for all OLESS funds and disburse the same under the direction of the Board, will maintain bank accounts, render financial reports at each meeting of the organization and at any time as directed by the President, and will perform all such other duties as are incidental to the office. The calendar year will be used for the purpose of financial reporting and tax preparation. A detailed financial report will be presented at the Annual Meeting.

The OLESS Treasurer must keep accurate and complete records of all receipts and disbursements of the organizations, including bills, authorizations for disbursements, and receipts for the payment of bills. He/She shall make all his/her books and all supporting papers available, upon request of the Chair of the Auditing Committee or to the professional auditors retained by CEKC. 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 President.

Section 4: An Auditing Committee will be formed every fiscal year selected by the Board. The Auditing Committee will consist of not less than three nor more than five members, all of whom must be OLESS members.

It is the duty of the Auditing Committee to make a careful audit of the funds and other properties of OLESS at the close of each fiscal 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, including the authorizations and vouchers thereof.

A majority of the Auditing Committee must sign the audit report. The Auditing Committee will make a report of its findings to the OLESS Board and the report becomes a part of the organizations 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 publically posted at least 2 weeks 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 the Secretary, 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, 2013.

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

Update after vote:

Vern Harpole

Sherri Starkin

Barbara Sexton

Marcia Buser

Don Starkin

Cindy Bluemel

Norm White