

Clinton Progressive Association By-Laws

PROGRESSIVE ASSOCIATION OF CLINTON

P.O. Box 612

Clinton, WA 98236

BY-LAWS

Article I

NAME

1.1 The official name of this organization shall be the Progressive Association of Clinton.

Article II

MISSION

2.1 The Progressive Association of Clinton is a 501(c)3 non-profit community-supported organization that owns and manages the Clinton Community Hall.

2.2 The Clinton Community Hall was conveyed by community founders for public purposes. These purposes include social services, community services, discussion of community issues, uses fostering community-based businesses, and other activities providing a benefit to the Clinton community.

Article III

MEMBERSHIP

3.1 Membership in this organization shall be open to all persons interested in the betterment of the Clinton community.

3.2 Annual membership dues in this organization shall be established annually by the Executive Committee of the Association with the concurrence of the membership at the

annual meeting.

Article IV

OFFICERS

4.1 The officers of this organization shall be President, Vice-President, Treasurer and Secretary.

4.2 Officers shall be nominated by a nominating committee of three members appointed by the President. The report of the nominating committee shall be submitted to the Association membership at least 30 days prior to the annual meeting.

4.3 Nominees shall be elected at the annual meeting in November, at which time nominations shall be called for from the floor. Those elected shall assume office at the January meeting of the executive committee.

4.4 In order to participate in the election of Association officers, a member shall have paid his/her dues for the current year.

4.5 Officers shall serve two year terms or until their successors are elected.

4.6 No officer of this organization shall receive remuneration for his/her duties as an officer.

4.7 Vacancies in the officer positions shall be filled by a majority vote of the Executive Committee. A vacancy in the office of the President shall be filled by the Vice-President.

Article V

MEETINGS

5.1 Membership meetings shall be held quarterly (three meetings plus the annual meeting). In an emergency or when a meeting date change is necessary, meetings can be held by giving notice by email or by phone for those without email.

5.2 A quorum for the purpose of conducting official business for the organization shall be 20% of the dues paying membership of the organization.

5.3 In the case of an emergency, the executive committee can authorize a vote of the membership by email.

Article VI

EXECUTIVE COMMITTEE

6.1 The Executive Committee shall be composed of the officers plus three (3) Directors elected by the Association members.

6.2 The immediate past officers of the Association shall be non-voting members of the executive committee.

6.3 Four members of the Executive Committee shall constitute a quorum thereof, provided however, that all members of the Executive Committee have been previously notified of an Executive Committee meeting.

6.4 The Executive Committee will meet on call of the President or on written request of at least three (3) members of the Executive Committee.

6.5 Membership on the Executive Committee shall be limited to no more than six consecutive years.

6.6 Any member of the Executive Committee who misses more than three consecutive executive committee meetings without approval shall be considered delinquent. This shall be cause for removal.

Article VII

DUTIES OF THE OFFICERS

7.1 Duties of the President: It shall be the duty of the President to preside at all

meetings of the general membership and Executive Committee; to enforce strict observance of the By-Laws; to appoint chairpersons of the standing committees; to create such other committees and appoint members thereof; to be ex-officio member of all committees except the nominating committee; and perform such other duties as custom and parliamentary usage requires.

7.2 Duties of the Vice-President: It shall be the duty of the Vice-President, when called upon, to assist the President, and in the absence of the President, to perform the duties of the President and to succeed to that office when the President is no longer able to perform his/her duties, or upon resignation, or removal of the President. The Vice-President shall also perform such other duties as shall be assigned by the President.

7.3 Duties of the Treasurer: It shall be the duty of the Treasurer to receive all monies pertaining to the organization; to give receipt for same and to keep records of these transactions; to pay all orders approved by the organization; to make monthly and annual reports thereon; keep all record books in readiness to comply with all legal reporting requirements; to make ready the annual report for the membership on the financial condition of the organization; to prepare and submit any forms required to maintain the organization's 501 (c)3 status, to pay over and deliver to his/her successor all monies, vouchers, books and papers at the conclusion of his/her term as Treasurer.

The financial records shall be closed on December 31 of each year. A report on the financial condition of the Association shall be presented at the annual meeting.

7.4 Duties of the Secretary: It shall be the duty of the Secretary to record the proceedings and transactions of all meetings of the organization, and prepare the same for permanent record in a book kept for that purpose; to act as custodian of all books, papers, and

records that are needed to successfully carry on the work of the office; to act as Secretary of the Executive Committee; to send out such notices as are directed by the President; to conduct the correspondence of the organization; keep on file copies of all correspondence sent and received; to care for the archives of the organization and shall perform other duties as shall be required by the President.

Article VIII

STANDING COMMITTEES

8.1 The standing committees shall include but not be limited to: marketing, buildings and grounds, building interior, and Red Cross warming shelter. Additional committees may be established by the Executive Committee as needs arise.

8.2 The chairperson of each committee shall be appointed by the President.

Article IX

LIABILITY

9.1 No member or group of members shall subject the organization to liability without authorization by vote of the organization.

Article X

AMENDMENTS

10.1 The By-Laws may be amended by two-thirds (2/3) vote of the membership at a regular meeting, provided the proposed amendment has been read at the previous organization meeting.

Article XI

PARLIAMENTARY AUTHORITY

11.1 The rules contained in Robert's Rules of Order, as revised, shall govern this

organization in all cases in which they are applicable and not in conflict with these By-Laws.

Article XII

DISSOLUTION OF THE ORGANIZATION

12.1 Upon the dissolution of the organization, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code.

Passed unanimously at membership meeting held on Nov 11, 2008;

Revised unanimously at membership meeting, June 16, 2015