

**Waitsburg Commercial Club
By-Laws
Last revision January 25, 2024**

Article 1 - Name, Incorporation, Place of Business

Section 1. The name of the corporation shall be the “Waitsburg Commercial Club,” hereinafter referred to as “WCC.”

Section 2. The WCC is a non-profit corporation incorporated under the laws of the State of Washington. The time of existence of this corporation shall be in perpetuity.

Section 3. The address of WCC is:

Waitsburg Commercial Club
P.O. Box 451
Waitsburg, WA 99361

The address of the registered office of the WCC and its registered agent shall be as specified in the Articles of Incorporation, or if subsequently, changed, as specified in the form prescribed by the Secretary of State, and filed pursuant to the Washington Nonprofit Corporation Act. In accord therein, the Executive Committee or the registered agent may change the address of the registered office and that of its agent.

Article 2 - Purpose

The purposes of WCC shall be:

- (a) To advance the economic prosperity and growth of the City of Waitsburg
- (b) To encourage the establishment and retention of industry in the Waitsburg Area
- (c) To collect and disseminate agricultural, manufacturing, commercial and government information.
- (d) To extend and develop trade, agriculture, retail, banking, tourism, and other lawful business pursuits.
- (e) To engage in educational and networking endeavors for the development of our members.

Article 3 - Membership

The members of WCC may be individuals, co-partnerships, or corporations. There shall be no capital stock and shares therein shall not be issued. The interest of each member shall be equal to that of every other member, and no member may acquire any interest which will entitle him to greater authority, interest or voting capacity in WCC than any other member. Membership in WCC may be terminated by voluntary withdrawal, by expulsion or by death.

Section 1. Membership in WCC may be either regular or honorary.

Section 2. Regular members shall be those interested in the commercial development of the City of Waitsburg, County of Walla Walla and State of Washington. Only regular members are entitled to vote or hold office in the corporation.

Section 3. Membership Guidelines

- (a) A member does not, by reason of membership, have any right or ownership in the assets of WCC nor any right to use the WCC name without approval of the Board of Directors.
- (b) A member may not transfer his or her membership to any person.
- (c) On the death, resignation, or dismissal from WCC of any member, his membership and all rights acquired under it shall thereupon and thereby be terminated; and all the interests in the property of WCC of any person ceasing to be a member, shall revert to and be vested in WCC.
- (d) Any member may be expelled for cause by a two-thirds vote of all the members of WCC present at a regular meeting, one month's previous notice in writing- having been given to the person of charges having been preferred against him and an opportunity given him to appear before the board of WCC and make his defense.
- (e) Businesses or nonprofits holding membership as such in WCC. shall be required to designate two members' representatives to attend meetings and to cast their one vote.

Section 4. The Board of Directors may at any regular meeting of the Board, by unanimous vote of the members present, admit to honorary membership any person deemed worthy of such distinction. The intention to submit a name for admission to honorary membership shall be announced at the last regular meeting of the Board prior to the date when the same is to be acted upon and notice thereof shall be sent to each member of the Board of Directors by the Secretary. Honorary members are non-dues paying members.

Article 4 - Dues

Section 1. Except for Honorary Members, dues for membership are collected annually. The Executive Committee shall maintain a list of memberships as well as any members previously expelled.

Section 2. Levels of membership:

- (1) Individual Dues
- (2) Business (for profit)
- (3) Non-Profit 501C3
- (4) Public Agencies/ Government Entities/ Utilities/ Hospitals
- (5) Chambers of Commerce/ Tourism Boards- Reciprocal Membership
- (6) Honorary

Section 3. Dues for memberships shall be determined by majority vote of the Executive Committee upon the annual fiscal review of WCC. Such vote shall take place at an Executive Committee meeting and be announced prior to the Annual Meeting.

Section 4. Except for Honorary Members, no individual will be entitled to WCC privileges nor considered a member in good standing without paying the necessary dues.

Section 5. Any member removed or expelled for cause under Article 3 or any member who resigns will forfeit any remaining dues.

Article 5 - Meetings

Section 1. All WCC meetings, including those for the General Membership, for the Executive Committee, and for any special committee, shall be conducted in accordance with the current bylaws. Robert's Rules of Order, Revised, shall apply to all questions of procedures not specified in the bylaws. Except as specified herein, any action taken shall be by majority vote. Except as specified herein, no member may vote by proxy. Any action which may be taken at a meeting of the Executive Committee, or any special committee may be taken without a meeting if all members of the respective committee shall individually or collectively consent in writing to take such action. Such written consent or consents shall be filed with the minutes of proceedings.

Section 2. The WCC President will conduct all meetings. In the President's absence, the 1st Vice President shall conduct the meeting, followed by the 2nd Vice President. The chairperson selected by an applicable committee shall conduct meetings of that committee. A Sergeant at Arms may be identified by the Chairperson at any meeting to maintain decorum.

Section 3. If more than three (3) Executive Board Members are absent, there is no quorum, and no votes or action can be taken.

Section 4. All active WCC members in good standing present at any meeting shall constitute a quorum.

Section 5. Membership Meetings

- 1) Annual Meeting.
 - a) There shall be an annual meeting held on the third Tuesday in April
 - b) At the Annual Meeting, the WCC membership present shall elect five executive board members.
 - c) At each annual meeting there after board members/nominees shall be elected/ or ratified. Any vacancies occurring from time to time shall be filled by a majority vote of the remaining board members. The person elected to fill the vacancy shall hold office only until the next annual meeting.
- 2) Regular meetings
 - a) The membership of WCC shall meet the last Thursday of each month at noon, at which meeting any business may be transacted.
 - b) Notice of meeting shall be communicated to the Membership on not less than seven days' notice published through publications including but not limited to email, website announcement, newspapers, social media and/or by USPS, to active members.
- 3) Special Meetings
 - a) Special meetings of WCC may be called by the President and shall be called upon the request in writing of five WCC members or two members of the Board of Directors,
 - b) The purpose of such meeting to be set out in such request and at least twenty-four-hour notice in one type of the following publications, email, website announcement, social media, newspapers, to active members.

Section 6. A meeting of the Executive Board and membership may be conducted, in whole or in part by teleconference, videoconference or other digital means provided reasonable measures are taken to permit all members not physically present to hear the proceedings concurrently. The Executive Board shall provide proper notice, verify membership, assignment of the floor and debate, voting, and any other procedures necessary for an orderly meeting.

Section 7. Agendas:

- a) The President will be responsible for publishing an agenda for all meetings.
- b) The President will send out the agenda for the monthly meeting, via email to all current members, a minimum of three (3) days prior to the monthly meeting.
- c) Agendas will cover all aspects of the meeting, including but not limited to, approval of minutes, financial reports and any other business that is relevant.

Section 8. Minutes:

- a) Minutes of all meetings shall be taken and memorialized either by electronic recording, with supporting typed notes, or handwritten notes.
- b) Minutes shall include discussion points, action items and votes.
- c) All minutes will be kept and maintained by the Secretary.
- d) Minutes shall be made available to the membership.

Section 9.- The President shall appoint a Nominating Committee consisting of three WCC members to fill positions of Board members at the January Membership Meeting. Elections shall be held during the April membership meeting.

Section 10.- Conflict of interest policy-

- a. The appearance of a conflict of interest occurs when a reasonable person might have the impression, after full disclosure of facts, that outside interests might influence a board member's judgement.
- b. Any member of the Board of Directors or a committee with power delegated to it by the Board who believes that they are an interested person or might appear to have a conflict of interest with regard to any matter comparing for the board or such committee must disclose the existence of the interest or apparent conflict of the board or committee.
- c. If such member believes their interest in a matter constitutes either a conflict of interest or the appearance of a conflict of interest, they should recuse themselves from any discussion related to the matter and from voting on the matter.

Article 6 - Officers and Duties

Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Washington, the activities, affairs, property, and corporate powers of WCC shall be governed by the Officers identified herein. The number of officers may be increased or decreased from time to time by amendment to these Bylaws. Each member of the Board of Directors must be a must remain in good standing for the duration of their term.

Section 1. The following officers will be elected by majority vote and will constitute the Board of Directors, during the Annual Membership Meeting and serve until successors are elected in accordance with these By-Laws.

- (a) The President presides over all meetings of WCC and the Board of Directors and serves as the liaison and primary spokesperson for the organization, signs specific documents on behalf of the Board of Directors and the corporation. The President is responsible for leadership and management of WCC, facilitating

communication between the membership, Executive Board, and community, and ensuring compliance and accountability of the leadership and WCC to its members. The President will vote along with all other members on the Executive Board when all matters that are determined by vote. The President is responsible for agendas.

- (b) The 1st Vice President shall preside at all meetings where the President cannot attend or where the Vice President has been designated to preside by the President. Other duties may be assigned by the President to assist in carrying out the business of the Club.
- (c) The 2nd Vice President will be responsible for member outreach and will take the minutes in the Secretary's absence.
- (d) The Treasurer is responsible for all funds of WCC and shall maintain financial records in accordance with these bylaws, any Board of Director policies, State and Federal law, and financial best practices. The Treasurer shall immediately and without action by the Executive Board draw checks for routine financial obligations (insurance, county assessments, utility bills). All remaining expenditures shall be approved by the Board of Directors. When need arises, use of the WCC debit/ credit card – issued to the President- can be utilized for expenditures. Treasurer shall keep accurate records, report current balances at the membership meetings, and maintain all checking, savings, and other financial accounts in accordance with State Law and best book- keeping practices. The Treasurer, in conjunction with the Board of Directors, shall ensure that all tax documents are timely and accurately filed. A CPA may be retained to assist in this effort. All such records are the sole property of WCC.
- (e) The Secretary is responsible for maintaining an accurate record of the membership meetings. All WCC generated correspondence, corporate documents, all records, and reports will be maintained by the Secretary, with the exception of the financial documents, which shall be maintained by the Treasurer. The Secretary will maintain a membership mailing list and other duties which may be assigned to assist in carrying out the business of WCC. All such records are the sole property of WCC. The Secretary shall notify all members of all meetings. The Secretary shall confirm the eligibility of each member nominated at the general membership meeting to run for an Executive office, and any other committees.

Section 2. Reimbursement

Board of Directors shall be reimbursed for his or her actual expenses when such expenses have been submitted and approved as directly related to WCC activities.

Section 3. Elections

- (a) The nominations of WCC officers shall occur within the first quarter. Notice to members requesting nominees shall be sent in January of each year with notification of the January Membership meeting. Nominees will be formally elected and ratified at the April Annual Meeting.
- (b) Any nominee for an office must be at least (18) years of age.
- (c) Board Composition
 - 1. The nomination and election of officers shall occur by office, with President first, then 1st Vice President, 2nd Vice President, Secretary, and Treasurer.
 - 2. The President or the presiding officer will open and close nominations for each office.
 - 3. Any member in good standing may nominate any other member in good standing for the office that is open for nominations.
 - 4. All nominations must have a second or the nomination will not be accepted.
 - 5. Nominees must be present at the General Membership Meeting unless a majority of those in attendance waive this requirement.
 - 6. The Secretary will note the nominees for the office, and the nominator and member who made the second, into the meeting minutes and will confirm the eligibility of the nominee.
 - 7. Any member nominated for an office may refuse the nomination.
 - 8. Liaison Board members from the City of Waitsburg (City Administrator), Waitsburg School District (Superintendent of Schools), Waitsburg Planning Commission and Waitsburg Parks and Rec will be appointed by the current President and reappointed at any time necessary by the current President.
 - 9. Voting Board Members from the Waitsburg Historical Society, Rural Youth, Waitsburg Farmers' Market, Friends of the Library, Waitsburg Town Hall will be designated by the current President upon notification from those organizations of their designated representative.
 - 10. The Immediate Past President is an automatic Executive board position each year.

11. For the purpose of efficient governance, (ie: vacancy in officer positions that cannot be filled) the President can appoint up to two (2) additional executive board members with majority approval of the executive board. These board members will serve one year unless reappointed.

(d) Election

1. The members present at the April Annual Meeting shall constitute a quorum for the purpose of electing officers.
2. Voting shall be by show of hands. The nominee receiving the majority of the votes shall be elected. If three or more candidates are nominated and no candidate receives a majority of votes, the candidate receiving the fewest votes shall be eliminated and the remaining candidates shall be voted on again, until a candidate receives a majority of votes.
3. If only one member is nominated for any office, that member will be considered duly elected provided they meet all the minimum requirements for that office.
4. All officers elected at the April General Meeting shall take office at the next regular meeting. At the next regular meeting, new officers and board members will be given a current copy of the WCC Bylaws.
5. If no willing candidate with the necessary qualifications can be found for an office, that office shall remain vacant. The Executive Board can fill the position at any membership meeting by a majority vote of the board.

Section 4. Resignation and Removal of Officers

- (a) The resignation of any officer may be accepted by a majority vote of the remaining members of the Executive Board.
- (b) Removal of an officer during their term of office shall be accomplished by petition of at least 55 percent of the general membership in good standing. The petition shall be in writing, presented to the Executive Board not less than 15 days before an Executive Board meeting, and voted on by all members of the Executive Board except the officer in question. The general membership shall be informed within 15 days by appropriate means of the decision of the Executive Board.
- (c) A temporary acting appointment to replace any removed or resigned officer may be made by majority vote of the remaining members of the Executive Board to serve until the next Annual Meeting. In lieu of any such temporary designation of a replacement, the President may re-assign the duties of the officer who has removed or resigned to other members of the Executive Board for an interim period until a nominee is found. A member elected to fill the vacancy will serve until the next regular scheduled election for that office.

- (d) If a vacancy occurs in the office of President, the 1st Vice President shall serve as president for the remainder of the term, the 2nd Vice President will become 1st Vice President and a new 2nd Vice President shall be elected. The office of Past President is filled with the most current Past President able and willing to serve. New board members will be given a current copy of the WCC Bylaws.

Section 5. Ad Hoc and Standing Committees

- (a) The Executive Board may establish one or more committees for special projects. All such committees will be organized and disbanded as determined by the Executive Board. No committee, including any standing committee, may have authority to amend the Articles of Incorporation, to adopt a plan or merger or consolidation with another corporation, to authorize the sale, lease, or exchange of WCC property, to dissolve WCC, or to repeal any resolution of the Executive Board.
- (b) Committees will be composed of members in good standing. Meetings of such committees will be conducted as required by the committee chair.
- (c) Committee Chairs and Members shall be given a current copy of WCC Bylaws.

Article 7 – Financials

The property of the corporation is irrevocably dedicated to purposes consistent with WCC Articles of Incorporation. No part of net earnings shall be used to compensate board members for meetings.

Section 1. The officers of Waitsburg Commercial Club have a fiduciary responsibility to their members to safeguard the financial resources of WCC, including, but not limited to, WCC dues, event income, property, donations, and other revenues of WCC. All such amounts shall be maintained in accounts at an established financial institution as determined by the Executive Board. A detailed inventory of property shall be maintained. Three members of the Executive Board shall be listed on WCC financial accounts.

- (a) All deposits shall be made within 10 days of receipt.
- (b) One additional executive board member, who is not a signee of the financial accounts, shall have electronic access to the financial accounts allowing a monthly audit of disbursements and receipts. The audit will become a part of the monthly financial report.
- (c) If signatories or executive officers change, an audit of the financial accounts will include a letter of agreement noting current bank balance with outstanding checks or debits pending.

Section 2. The Executive Board will establish an annual budget at its February meeting and will review monthly proposals, expenditures, and general operating expenses.

Article 8 – Amendments

Section 1. Amendments to the Bylaws may be introduced by any member of WCC in good standing at any regular meeting of the general membership, or any special meeting called for the purpose of amending the bylaws.

- (a) Current Bylaws shall be given to the membership at the January Membership meeting, or at a special meeting called for the purpose of ratification of proposed amendment (s).
- (b) A two-thirds (2/3) majority vote is required by the members present at the next regular, or special meeting to approve the amendment (s).

Section 2. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provision of the Washington Nonprofit Corporation Act shall govern the construction of these Bylaws.

Article 9 – Dissolution

In the event of dissolution of WCC, after all financial obligations have been paid in full and physical assets sold or disposed, the residual monies shall be distributed to a fund, foundation, or other organization operated and organized under a 501C6 or 501C3 in the State of Washington.

CERTIFICATION

I hereby certify that I am the duly elected and acting Secretary of the Board of Directors of the Waitsburg Commercial Club, and the foregoing Bylaws were amended and adopted by the Board of Directors this 29th day of February 2024.



Signature

IN WITNESS WHEREOF, the undersigned hereby ratify and adopt these Bylaws of the Waitsburg Commercial Club as of the date set forth above.



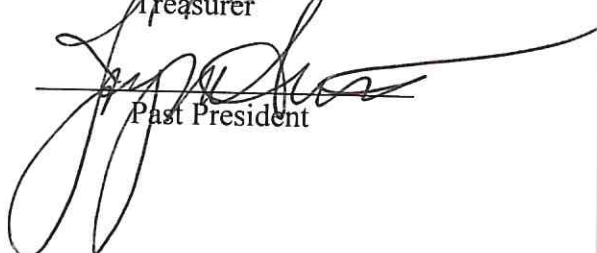
President

1st Vice President

2nd Vice President



Treasurer



Past President

