

## **BYLAWS**

For

### **CHELAN COUNTY FIRE DISTRICT #9 AUXILIARY**

#### **ARTICLE I**

##### **Name**

The name of this Corporation is **Chelan County Fire District #9 Auxiliary** doing business as (dba) **Lake Wenatchee Fire and Rescue Auxiliary**. “Auxiliary.”

#### **ARTICLE II**

##### **Purpose**

The purpose of the Auxiliary is to support the Chelan County Fire District #9 Volunteer Fire Fighters. (aka) Lake Wenatchee Fire and Rescue Firefighters Association. ”LWFRFA”

#### **ARTICLE III**

##### **Principal Offices**

The principal office “Office” for the transaction of the activities and affairs of the Auxiliary is located at 21696 Lake Wenatchee Hwy., Leavenworth, WA. 98826. The mailing address of the Office is 21696 Lake Wenatchee Hwy., Leavenworth, WA. 98826. The Board of Directors “Board” is hereby granted full power to establish such other offices within the County of Chelan as they may determine, or as the Auxiliary may require from time to time.

#### **ARTICLE IV**

##### **Membership**

**Section 4.1. Membership.** Membership in the Auxiliary shall entitle each Member to equal property, voting and other rights and privileges.

**Section 4.2.** Qualifications. Membership in the Auxiliary shall consist of a completed Membership Information Sheet on file and the attendance at three Monthly Meetings within a six-month period.

**Section 4.2a.** The term “Meeting” shall be defined as a regular monthly membership meeting.

**Section 4.3. Limit.** There is no limit on a number of Members who may join the Auxiliary.

**Section 4.4. Voting.** Each Member shall have one equal vote and no Member shall vote by proxy. Each Member may vote in Board Member and Officers elections and in all business related issues. Voting shall be by show of hands except otherwise provided by these bylaws. A majority of those voting shall be sufficient to adopt a motion. In the event of a tie vote, the Board Chair/ President shall have the power to be the deciding vote. The Robert's Rules of Order shall apply.

**Section 4.5. Termination of Membership.** Lack of attendance of Meetings for one (1) year will result in the Member being assigned non-voting status. Voting privileges of a non-voting Member may be restored by the member attending one (1) Meeting. A Member wishing to withdraw, or cancel his or her Membership may do so by notifying the Board of Directors. Death of a Member shall terminate his or her membership for all purposes. Any property rights acquired by virtue of Membership in the Auxiliary shall cease upon termination.

## ARTICLE V

### Meetings

**Section 5.1. Time and Place of Membership Meetings.** Regular Membership Meetings "Meetings" shall be held a minimum of seven (7) times per year at 7:00 PM on the first Wednesday of the month unless changes in time, date and/or location are otherwise noted per Bylaws Section 5.2. In addition, an Annual Membership Meeting "Annual Meeting" shall be held at 7:00 PM on the first Wednesday in April. Unless otherwise noted, all Meetings, Special Meetings and Annual Meeting shall be held at the Ponderosa Community Center, 21100 Cayuse St., Leavenworth, WA. 98826.

**Section 5.2. Notice of Membership Meetings.** Notice of all meetings shall be given by the Secretary to all Members by electronic mail, facsimile, letter or phone calls no less than seven (7) calendar days in advance.

**Section 5.3. Board Members Meeting.** A meeting of the Board Members "Board Meeting" will be held preceding each Membership Meeting to discuss upcoming meeting business and to develop the Agenda for the Membership Meeting. No Votes may be taken by the Board Members at the Board Meeting and the nature of the business at the Board Meetings must be reported to the Members at the following Meeting.

**Section 5.4. Special Membership Meeting.** A Special Membership Meeting "Special Meeting" may be called by the President. A Special Meeting must be preceded by at least fifteen (15) calendar days' notice to all Members of time, date, location and purpose of the Special Meeting.

**Section 5.5. Annual Meeting.** The Annual Meeting being held on the first Wednesday in April shall be for the purpose of election of Board Members and Officers and to hear and adopt reports from the Budget Committee.

**Section 5.6. Quorum of Members.** A majority of Twenty Percent (20%) or more of the Active Membership.

## ARTICLE VI

### **Board Members and Officers**

**Section 6.1. Board Members nomination and election.** Board Members shall be selected, by vote, from the active members of the Auxiliary.

- a. Nomination and election of Board Members shall take place at the Annual Meeting.
- b. Board Members shall consist of seven (7) Officers: President; Vice President; Secretary; Treasurer; Public Information Officer and two (2) At-large Officers
- c. Election of Board Members shall be staggered such that three (3) Board Members shall be elected in odd numbered years and four (4) Board Members in even numbered years.

**Section 6.2. Terms of Board Members.** Board Members shall be elected to two (2) year terms. Board Members may serve a maximum of two (2), two (2) years consecutive terms for a total of four (4) years, and then must sit out one (1) year before again being eligible to be a candidate for election to the Board.

**Section 6.3. Board Members Duties.** Subject to the limitations of the Article of Incorporation, of the Bylaws and of statute, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Auxiliary shall be monitored by the Board.

**Section 6.4. Officers nomination and election.** Nomination and election of Board Members shall take place at the Annual Meeting. Officers shall be nominated from the members of the Board and shall be ratified by majority vote of the attending Membership.

**Section 6.5. President.**

- a. The President shall also serve as Board Chair.
- b. Shall develop Meeting Agenda in accordance with Section 5.3 and conduct monthly meetings in accordance with Agenda.
- c. Oversee all operations of the Auxiliary.
- d. Act as a liaison between the Auxiliary and the LWFRFA.
- e. Appoint Committees to assist in conducting of Auxiliary business.
- f. Co-sign all business correspondence.

**Section 6.6. Vice President.**

- a. The Vice President shall also serve as Board Vice Chair.
- b. In the absence, or disability of the President shall perform the duties of the President.
- c. When so acting shall have all the powers of and be subject to limitations upon the President, the Board and the Bylaws.
- d. The Vice President be the point of contact for new fundraising.
- e. The Vice President shall oversee the operation of and Chair the Facilities Committee.

**Section 6.7. Secretary.**

- a. The Secretary shall keep, or cause to be kept, a book of Minutes at the Office of the Auxiliary or in such other place as the Board may order, of all Meetings of Board Members

and the Membership, of the time and place of holding, the names of those present at the Meetings and the proceedings of each Membership Meeting and Special Membership Meetings.

- b. Shall keep, or cause to be kept, all Articles of Incorporation and Bylaws as amended to date.
- c. Shall carry on all correspondence and communications necessary to the operation of the Auxiliary and shall be responsible for notifying all Members of the time and place of each meeting in accordance with Article 5.2.
- d. Shall maintain the Membership Roster and call list.

**Section 6.8. Treasurer.**

- a. The Treasurer shall keep, or cause to be kept, all financial records.
- b. Shall file, or cause to be filed, all State and federal Tax Forms in a timely manner.
- c. Shall give a report at each Meeting as to the status of the Auxiliary finances.
- d. Shall present any capital expenses to be voted on.
- e. Shall be responsible for the safekeeping of all funds belonging to the Auxiliary and to maintain a checking account requiring three officer's signatures on file with the bank and two officer's signatures on each check written on behalf of the Auxiliary for any amount over \$50.00.

**Section 6.9. Public Information Officer.**

- a. The Public Information Officer shall help develop and oversee the policies, procedures and practices by which the Auxiliary will conduct its public relations with the community and the CCFD#9.
- b. Shall be responsible for news letters or press releases published to reflect the events and accomplishments of the Auxiliary with the approval of the President.
- c. Shall work closely with the LWFRFA point of contact to ensure continuity of mutual information.

**Section 6.11. At-Large Board Members.** The President may from time to time delegate, with the Boards majority consent, At-Large Board members to a specific task, or assignment on behalf of the Auxiliary.

**Section 6.12. Board Members Missing Meetings.** A Board Member who misses any three (3) Meetings in a calendar year, unless the other Board Members excuse such absence, shall be considered to have voluntarily resigned his or her office, and a replacement shall be appointed as set forth in Article VI.14 for the remainder of the term of the Board Member replaced.

**Section 6.13. Involuntary Removal of a Board Member.** A Board Member may be involuntarily removed from office by two-thirds (2/3) of the Membership quorum at a Special Meeting in which a discussion of the Board Member's removal is on the Agenda.

**Section 6.14. Vacancy on Board.** If a vacancy occurs on the Board, the President may fill the vacant position with a person who shall be voted in by the Membership.

## ARTICLE VII

### Committees

**Section 7.1. Committees.** The President may designate and appoint all Committees and the Chairperson. Such Committees shall have and exercise the authority of the Board to execute the tasks designated to them when so authorized by the Board. No Committee will have authorization to act beyond their specific tasks, or to make management or monetary decisions on behalf of the Auxiliary without specific advanced approval by the Board.

**Section 7.2. Standing Committees.** The Standing Committees shall be a Nominating Committee, Audit Committee and a Budget Committee.

**Section 7.3. Nominating Committee.** The Nominating Committee shall consist of a maximum of five (5) Members, two (2) of whom shall be Board Members

- a. The Committee shall solicit Members to run for a Board Member position.
- b. Shall submit their roster of Candidates to the Board for publication to the Members at the Meeting preceding the Annual Meeting.
- c. Nominations shall be accepted from the floor.

**Section 7.4. Audit Committee.** The Audit Committee shall consist of a minimum of five (5) Members, two (2) of whom shall be Board Members. An annual audit of funds shall be conducted and presented for approval at the May Meeting by the Audit Committee.

**Section 7.5. Budget Committee.** The Budget Committee shall consist of the Budget Chairperson, Board President and Treasurer.

- a. The Committee shall develop an Annual Budget of anticipated income and expenses.
- b. Shall submit the budget to the Board for presentation to the Membership for approval at the Annual April Meeting.

**Section 7.6. Facilities Committee.** The Facilities Committee shall be chaired by the Vice President.

- a. The Committee shall develop a draft budget for their activities to support the Budget Committee's preparation of the Annual Budget per Bylaws Section 7.5 and shall manage their budget following approval.
- b. Shall support Fundraising Event Managers to coordinate event setup and removal.
- c. Shall procure event support equipment based on allocated budget and Event Manager's requests.
- d. Shall inventory, maintain and manage storage of LWFR Auxiliary owned event support equipment and storage facilities, including lock and key control for assigned storage locations.

**Section 7.7. Ad Hoc Committees (Temporary Committees).** The President may from time to time appoint, with the Board's majority consent, Ad Hoc Committees to execute a specific task on behalf of the Auxiliary and appoint an Auxiliary Member as Chair Person in charge of the Ad Hoc Committee. The Ad Hoc Committee shall operate under the guidelines of Section 7.1 hereinabove

and when the given tasks of the Ad Hoc Committee have been completed, the Ad Hoc Committee will be terminated.

## ARTICLE VIII

### Revenues and Expenditures

**Section 8.1. Limitations of Expenditures.** Unless voted upon differently by the Membership, all expenditures of Auxiliary funds must have advance approval of the Board. When approved, the president and the Treasurer are authorized to expend Auxiliary funds in reasonable amounts on behalf of the Auxiliary.

**Section 8.2. Fiscal Year.** The Fiscal Year shall begin on May 1<sup>st</sup> and end on April 30<sup>th</sup>.

## ARTICLE IX

### Books and Records.

The Auxiliary must keep all minute books, membership books and records of the Association at the registered Principal Office and shall make such records open for inspection by any Member at any reasonable time.

## ARTICLE X

### Amendments

These Bylaws may be amended at any Meeting by two-thirds (2/3) vote of the Members present, providing that the amendments shall have been proposed in writing at the meeting preceding the one in which action is taken. Proposed Amendments must be submitted to the Secretary to be distributed to the Members no less than fifteen (15) calendar days prior to the Meeting at which it is distributed to the members.

## ARTICLE XI

### Indemnification of Board Members and Officers

**Section 11.1. Indemnification.** Each and every Board Member and Officer of the Auxiliary, in consideration of his or her serving as such for the Auxiliary, shall be and is hereby without the necessity of further or other contracts in relation to the same, indemnified and held harmless by the Auxiliary against, and shall be reimbursed by the Auxiliary for all expenses reasonably incurred or paid by him or her in connection with any action, suit or proceeding, including, but not limited to, attorney's fees, court costs, auditing fees and/or investigating costs in which he or she

is made a party by reason of he or she being or having been an officer of the Auxiliary. In addition the said Auxiliary does hereby indemnify and hold harmless each and every Board Member and Officer in any such action, suit or proceeding above described, against all and each and every judgement or award made in such action, except only such judgements or awards which shall be rendered against him or her for fraud or misconduct in the performance of his or her duties as such Board Member and Officer.

**Section 11.2. Amendment to Article.** If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize corporate action further eliminating, or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of an officer of the Corporation for or with respect to any acts or omissions of such Officer occurring prior to such amendment or repeal.

**Section 11.3. Insurance.** The Auxiliary shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Board Members, Officers, employee, or agents in such capacity or arising out of Board Member's, Officer's, employee's or agent's statues as such.

We the undersigned, being all Board Members of, **Chelan County Fire District #9 Auxiliary** a Washington Nonprofit Corporation organized, incorporated and existing under the Washington Nonprofit Corporation Act do hereby certify that the foregoing Bylaws were duly adopted on the

3<sup>rd</sup> day of April, 2019:

*Signed:*

President \_\_\_\_\_  
Print Name Signature

Vice President \_\_\_\_\_  
Print Name Signature

Secretary \_\_\_\_\_  
Print Name Signature

Treasurer \_\_\_\_\_  
Print Name Signature

Public Information  
Officer \_\_\_\_\_  
Print Name Signature

Director \_\_\_\_\_  
Print Name Signature

Director \_\_\_\_\_  
Print Name Signature