

## **BYLAWS**

### **The Longbranch Improvement Club**

Adopted November 17, 1980. Last amended September 21, 2022.

#### **ARTICLE ONE: GENERAL PROVISIONS**

SECTION I: This organization shall be known as "The Longbranch Improvement Club". Use of the acronym, "the LIC", is authorized.

SECTION II: The Longbranch Improvement Club is a non-profit organization, incorporated on December 10, 1921. The LIC is a tax-exempt nonprofit organization operated exclusively for the promotion of social welfare under section 501(c)(4) of the Internal Revenue Code. The LIC state registration number is 2-051319-8.

SECTION III: The principal meeting place shall be the clubhouse at 4312 Key Peninsula Highway South, Longbranch, Washington 98351. All records and documents of the LIC shall be maintained at this location, or on such electronic medium as the board of directors may determine to be prudent and secure.

SECTION IV: The fiscal year shall be January 1 through December 31.

SECTION V: Upon dissolution of The Longbranch Improvement Club, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE TWO: PURPOSE**

The purpose of this organization is the betterment of the community. The LIC strives to foster a sense of community and provides a forum for consideration of matters important to concerned citizens. Through management and maintenance of the historic clubhouse, its grounds and of the LIC marina, the LIC provides important facilities for community use.

#### **ARTICLE THREE: MEMBERSHIP AND DUES**

SECTION I: LIC Membership shall consist of: 1. Regular Membership, 2. Associate Membership, 3. Moorage-Eligible Membership, and 4. such other Membership category that the board of directors may determine to be necessary. The establishment of any membership category other than the Regular Membership and Associate Membership shall be subject to approval of the general membership.

SECTION II: Regular Membership is extended, upon application and payment of dues, to any person who owns a full or part-time residence within the membership boundaries, or is a full time lessee or renter of a residence within the same area. A residence shall be interpreted to mean a dwelling that is connected to utilities, including a septic system. A map showing Regular Membership boundaries (which are the same as the boundaries of the Evergreen Elementary School District as of the date of enactment of the adoption of these amended bylaws, bounded on the north by the intersection of the Key Peninsula Highway and Lackey Road) is attached to these Bylaws.

SECTION III: Associate Membership is extended, upon application and payment of dues, to anyone who does not qualify for Regular Membership or Moorage-Eligible membership. An Associate Member may participate in all activities of the LIC but shall not have voting rights, hold elective office or be eligible for annual moorage privileges at the marina, except as provided in Section VII, paragraph B.

SECTION IV: Moorage-Eligible Membership is extended, upon application and payment of dues, to a person who owns a full or part-time residence outside of the Regular Membership boundaries of Section II, but within the boundaries of zip codes 98349, 98351, and 98394 in effect on October 1, 2022. A residence shall be interpreted to mean a dwelling that is connected to utilities, including a septic system. A Moorage-Eligible Member may participate in all activities of the LIC, but shall not have voting rights or hold elective office.

SECTION V: Voting rights within the LIC shall be limited to one vote by each Regular Member. Two adult members shall be recognized from each family membership. New members become eligible to vote 30 days after admission to membership.

SECTION VI: Membership dues for Regular members, Associate members, Moorage-Eligible members, and any other Membership category shall be set by the membership, and are payable on an annual basis, due on January 1. If dues have not been paid by March 1, a delinquent member loses all rights and privileges until 30 days after reinstatement by payment of dues.

SECTION VII:

**A.** Except as provided in paragraphs b, c and d below, marina moorage rental privileges and special rates for renting the clubhouse are extended only to qualified Regular Members. To qualify under this section, Regular Members during the preceding twelve months must have attended at least three regularly scheduled meetings of the general membership and must have performed at least fifteen hours of service for LIC sponsored functions. Moorage rental

privileges are also subject to current LIC marina regulations, which may impose additional service requirements. The meetings and hours of both Regular Members in a family membership may be combined to qualify under this section, except that when both Regular Members attend a general membership meeting, they will receive credit for only one meeting. If at any time a Regular Member fails to qualify under this paragraph because of insufficient meetings or service hours in the preceding twelve months, the board of directors, if it finds extenuating circumstances, may grant the Regular Member up to ninety days to complete the missing meetings or service hours. Meetings and service hours credited to the prior 12 months shall not be counted again for the next 12-month period. If the Regular Member has attended the required number of meetings but has failed to complete the required number of service hours, the board of directors, if it finds extenuating circumstances, may authorize the Regular Member to pay an hourly amount to be set annually by the board in exchange for a credit of the needed service hours. A Regular Member who is qualified under this paragraph for moorage rental privileges at the beginning of a calendar year or other moorage period will be deemed to remain qualified for the remainder of the calendar year or other applicable moorage period, not to exceed one year. However, a Regular Member will not be deemed to remain qualified if the Regular Member's dues are delinquent after March 1 as provided in Section V of this Article.

**B.** Marina moorage rental privileges may be extended to qualified Moorage-Eligible Members. To qualify under this section, Moorage-Eligible members during the preceding twelve months must have attended at least three regularly scheduled meetings of the general membership and must have performed at least fifteen hours of service for LIC-sponsored functions. Moorage rental privileges are also subject to current LIC marina regulations, which may impose additional service requirements. The meetings and hours of both Moorage-Eligible Members in a family membership may be combined to qualify under this section, except that when both Moorage-Eligible Members attend a general membership meeting, they will receive credit for only one meeting. If at any time a Moorage-Eligible Member fails to qualify under this paragraph because of insufficient meetings or service hours in the preceding twelve months, the board of directors, if it finds extenuating circumstances, may grant the Moorage Eligible Member up to ninety days to complete the missing meetings or service hours.

**C.** In the event that a marina slip is vacant and there are no qualified Regular Members or qualified Moorage-Eligible Members on the waiting list who desire assignment to that slip, and whose vessel qualifies for assignment to that slip under the LIC marina regulations, the board of directors may authorize leasing that slip to an Associate Member, or to a Regular Member who is not qualified under paragraph A for a period not to exceed one year, on terms to be negotiated between the board and the lessee. A lease authorized under this paragraph may be renewed and renegotiated annually at the board's discretion if, at the time of each renewal, there are no qualified Regular Members or qualified Moorage-Eligible Members on the waiting list who desire assignment to that slip and whose vessel qualifies for assignment to that slip under the LIC marina regulations.

D. In the event that no qualified Regular Member has reserved the clubhouse for a certain date, an Associate Member may rent the clubhouse for that date at a reduced membership rate if the Associate Member meets the qualification requirements stated in paragraph A above.

#### ARTICLE FOUR: OFFICERS AND TRUSTEES

SECTION I: The Officers of the LIC shall be President, Vice-President, Secretary and Treasurer. The Officers and five Trustees shall constitute the Board of Directors. The Chairpersons of the Building & Grounds, Marina, Events, and Membership Committees shall serve as Trustees. The immediate past President shall normally be a fifth Trustee. No more than one person from a household may serve concurrently on the board of directors.

SECTION II: The term of office for Officers and Trustees shall be two years. Officers and Trustees may be elected for consecutive terms. The President, the Treasurer, the Trustees designated Chairpersons of the Marina and Membership Committees, and the Trustee who is not a committee chairperson, shall take office for two-year terms on the first day of July after they are elected under these bylaws. For the first election under these bylaws, the Vice-President, the Secretary, and the Trustees who are Chairpersons of the Building & Grounds and Events Committees shall take office for one-year terms on the first day of July after they are elected under these bylaws. Another election for these four positions shall be held after one year, and thereafter the terms of these four positions will be for two years.

SECTION III. For the offices up for election each year, the sitting President shall convene a Nominating Committee in April. The Committee shall report at the May general membership meeting. Nominations may be added from the floor at either the May or June Meeting. Officers and Trustees to begin duties in July shall be elected at the June general membership meeting. Elections shall be by written ballot of the Regular Members attending, except that where there is only one candidate for an office, election for that office or offices may be by voice vote.

SECTION IV: In the event of a vacancy on the board of directors, the board shall appoint a Regular Member to serve until the next election for that office.

#### ARTICLE FIVE: DUTIES OF OFFICERS AND TRUSTEES

SECTION I: President: It shall be the duty of the President to preside at all meetings of the LIC and to perform all other duties usually part of the office of President. The President shall also be Chairman of the board of directors and preside over all meetings of the board. The President shall also perform any duties which may from time to time be delegated by the board. The President shall work in concert with the Treasurer on all business matters.

SECTION II: Vice-President: The Vice-President shall perform any duties assigned by the board of directors. In the absence of the President, the Vice President shall be vested with all powers and perform all duties of the President, unless the board shall otherwise determine.

SECTION III: Secretary: It shall be the duty of the Secretary to keep a full and complete record of the proceedings of all meetings of the LIC and of the board of directors. The Secretary shall preserve all records in proper books furnished by and which shall remain the property of the LIC. The Secretary shall furnish each committee, upon request, with all available materials necessary for its proper function. Such materials, together with a record of the committee's action, are to be returned to the Secretary for the files. A retiring Secretary shall file in the LIC files all records and documents not required by the incoming Secretary for performance of the duties of that office.

SECTION IV: Treasurer: It shall be the duty of the Treasurer to receive and safely keep all moneys of the LIC. The Treasurer shall keep an accurate account of all money received, showing date of receipt, from who received and for what purpose. The Treasurer shall pay all bills of LIC and keep an accurate record of all disbursements. The Treasurer shall report at the monthly meetings of the board of directors and of the general membership, giving a statement of all moneys received, bills paid the previous month and cash on hand and in the bank. In consultation with the Board, the Treasurer shall manage bank accounts to achieve a prudent return on savings. At the end of the fiscal year, the Treasurer's records shall be audited as directed by the board of directors. The Treasurer and other persons handling LIC funds shall be bonded to the extent deemed appropriate by the board.

SECTION V: Trustees who are committee chairpersons may appoint committee members and Vice-Chairpersons or Co-Chairpersons to assist them. In the event of such appointment, the committee shall be entitled only to one vote on the board.

## ARTICLE SIX: DUTIES OF THE BOARD OF DIRECTORS

SECTION I: The board of directors shall meet once a month. A quorum shall consist of five members. They shall hold in trust in the name of the LIC all funds and properties of the LIC. They shall be responsible for the conduct of routine business, including the proper expenditure of funds, and handling of the properties of the LIC. In order to go into effect, board decisions involving the following matters must be approved by the membership in attendance at a regularly scheduled business meeting: (1) 8 non-recurring expenditures exceeding \$500 that are not included in the current budget; (2) significant changes in budgeted items; (3) new LIC programs; and (4) substantial changes in established LIC programs. SECTION II: At the January meeting, the board shall present a final budget to the general membership for approval. Until approval of the budget for the calendar year the treasurer is authorized to pay all bills for goods and services for ongoing activities.

SECTION III: a. The board may establish "Policies" to implement these bylaws subject to certain restrictions as contained in ARTICLE THREE, SECTION I, above, or c. and d. below. b. The board from time to time shall recommend, for approval by the general membership, "House Rules" and "Marina Rules" addressing minimum standards of conduct expected of members and guests at LIC facilities and attending LIC activities. c. The board of directors shall recommend, for approval by the general membership, general standards of conduct for LIC members in their dealings with the LIC, its officers, other members and others in our community in support of the Vision, Mission and Core Values of the LIC. Failure of any member to adhere to these standards may be grounds for removal from office, suspension of membership privileges for a period of time, or permanent expulsion from membership. d. The board of directors shall recommend, for approval by the general membership, procedures for suspension or expulsion of members for cause.

SECTION IV: In addition to membership dues, the board of directors from time to time shall recommend, for approval by the general membership, the amounts for dockage fees, and fees for the use of the clubhouse and its grounds.

#### ARTICLE SEVEN: MEETINGS AND QUORUMS

Meetings of the general membership shall be held on the third Wednesday of each month. A quorum shall consist of 15% of the total number of Regular Members.

#### ARTICLE EIGHT: PARLIAMENTARY AUTHORITY

General membership, board of directors, and any other meeting properly called to conduct business of the LIC shall be conducted in accordance with the basic principles of Robert's Rules of Order (Revised). In recognition that Roberts's Rules of Order include some extraordinarily complex procedures that would be burdensome and unnecessary for the meetings of a relatively small non-profit organization, the presiding officer may conduct LIC meetings using simplified procedures, so long as such procedures provide for an orderly conduct of the meeting, and so long as they provide the members in attendance with clear notice of the matters under consideration, the opportunity to be heard, and the making of decisions by the majority oral or written vote, as the presiding officer deems appropriate.

#### ARTICLE NINE: AMENDMENTS

An amendment to these Bylaws shall be made only after presentation of the proposed amendment at two successive meetings of the general membership. A majority vote of Regular Members present at the second presentation shall be required for approval. At each presentation, the board shall provide a copy of the bylaws or appropriate sections showing both the current wording and the proposed amendment.