

1 **Bylaws for the Friends Of Gladish**

2 May 12, 1997

3 Amended February 9, 1998, May 25, 2000, February 1, 2003, June 22, 2010, June 23,  
4 2011, May 24, 2012, and March 1, 2020

5 **Article I. Name and Location**

6 **Section 1** The name of this organization (hereinafter called the Corporation), is  
7 Friends Of Gladish, a nonprofit, public charity, incorporated in the State of  
8 Washington.

9 **Section 2** The building at 115 NW State Street, Pullman, Washington, shall be  
10 named Gladish Community and Cultural Center and shall house the principal office  
11 of the Corporation and many of the activities sponsored by the Corporation.

12 **Article II. Purpose**

13 **Section 1** The purpose of the Corporation is to manage, maintain, and seek  
14 improvements of the Gladish Community and Cultural Center building and  
15 associated programs for the benefit of the residents of Pullman and environs.

16 **Article III. Membership**

17 **Section 1** There shall be six kinds of membership: annual single, annual family,  
18 annual business, annual patron, life membership and benefactor.

19 **a** An annual membership requires a donation of \$35 for individual  
20 membership, \$50 for family membership, \$100 for business membership and  
21 \$250 for patron membership., Annual memberships expire on March 1 of  
22 each year.

23 **b** A life membership requires a loan or donation of \$500 to \$999 in a  
24 single year in cash or measurable, documented in kind. A life membership  
25 may also be attained by providing an interest free loan with foregone interest  
26 of \$500 or more in a single year.

27 **c** A benefactor membership requires a donation of \$1,000 or more in a  
28 single year.

29 **d** The Board may designate honorary members of the Corporation.

30 **Section 2** An annual meeting of members of the Corporation shall be held each  
31 year between January 1 and March 1 at the Gladish Community and Cultural Center.  
32 The primary purposes of the annual meeting shall be to elect members of the Board  
33 of Directors and to review an annual report. The time and place of the annual  
34 meeting may be changed by the Board of Directors.

- 1         **a**       All members of the Corporation shall be given written notification of
- 2             the annual meeting at least a week in advance.
- 3         **b**        At the annual meeting each member attending shall have one vote.
- 4         **c**        Decisions shall be by majority vote.

5         **Section 3** The Corporation shall make its membership and services available to all  
6         without regard to race, color, religion, gender, age, national or ethnic origin,  
7         disability, familial status, or sexual orientation.

## 8                                 **Article IV. Board of Directors**

9         **Section 1** In the management and control of property, business, and affairs of the  
10        Corporation, the Board of Directors shall possess all the power of the Corporation so  
11        far as this delegation is consistent with the laws governing the establishment of tax-  
12        exempt, nonprofit corporations and with these Bylaws.

13        **Section 2** The Board shall consist of no fewer than seven (7) and no more than  
14        twelve (12) elected or appointed members of the Board of Directors, no more than  
15        three of whom shall be substantial contributors to Friends of Gladish according to  
16        current IRS standards. The basic term of office shall be three years. Members may  
17        be reelected for an unlimited number of terms.

18        **Section 3** Prior to the annual meeting, the president shall appoint a Nominating  
19        Committee, which shall nominate persons to serve on the Board of Directors for the  
20        coming year.

21         **a**        Membership on the Board shall be for three-year terms with 3 or 4  
22             new members elected each year.

23         **b**        The Nominating Committee shall determine that all nominees are  
24             willing to serve. The names of all nominees shall be published in the  
25             announcement of the annual meeting.

26         **c**        Members appointed under Section 9 of this Article shall stand for  
27             election for the remainder of the vacant term at the next annual meeting.

28        **Section 4** Meetings of the Board of Directors shall be held at least monthly. The  
29        president of the Board of Directors has the authority to cancel a meeting. A majority  
30        of the members of the Board of Directors may call such a meeting when they  
31        consider it necessary. Board members will be notified of times and places of all  
32        Board meetings at least a week in advance

33        **Section 5** A quorum shall consist of 60 percent of current Board members. In  
34        transacting the business of the Corporation, each Board member shall have one  
35        vote.

1 **Section 6** If written materials are to be considered at the meeting, written copies  
2 shall be made available to all Board members, including those unable to attend.  
3 Written material may be distributed by electronic means prior to the meeting..

4 **Section 7** Those accepting Board membership are expected to attend Board  
5 meetings and to participate conscientiously in other assigned activities. A board  
6 member who is absent from three consecutive Board meeting, unless excused by the  
7 Board President for good cause, shall be presumed to have resigned.

8 **Section 8** If a Board member is unable to fulfill his or her obligations as described  
9 in Article 4 Section 7, the president may ask the member to resign.

10 **Section 9** If a Board position becomes vacant by death, disability, resignation, or  
11 inactivity (as described in Section 8), the position may be filled for the remainder of  
12 the term by majority vote of the remaining Board members.

13 **Section 10** The board may grant status as an emeritus board member to  
14 individuals who have served actively on the board over a considerable period of  
15 time, contributed in influential ways to advancing the Gladish Community and  
16 Cultural Center, and have retired from the board. Emeritus board members have no  
17 duties. They will not have a vote during board meetings.

18 **Section 11** The board may appoint associate board members to provide guidance  
19 in areas requiring specialized knowledge or expertise. Duties of such members shall  
20 include:

- 21       **a** Consultation on issues or projects in their area(s) of specific expertise.  
22       **b** Attend board and/or committee meetings as necessary or appropriate.

23 **Section 12**The members of the Board of Directors shall serve without  
24 compensation, except that they may be reimbursed for expenses incurred in  
25 providing assigned services to and purchases for the Corporation. Such expenses  
26 must be documented.

27 **Section 13**The Corporation shall not lend money or extend credit to Directors,  
28 Officers, or Employees.

29 **Section 14**The Corporation shall indemnify any director, officer, former director, or  
30 former officer of the Corporation against expenses actually and reasonably incurred  
31 by him or her in connection with the defense of any action, suit, or proceeding, civil  
32 or criminal, in which he or she is made a party by reason of being or having been a  
33 director or officer, except in relation to matters as to which he or she is adjudged in  
34 such action, suit, or proceeding to be liable for negligence or misconduct in the  
35 performance of duty to the Corporation.

36 **Section 15** It is the intent of the Corporation to conduct business in open sessions  
37 whenever possible. However, in those circumstances where the Board is acting

1 upon strategy with respect to litigation, implementation of security systems,  
2 purchases of property, interviews with prospective employees, and discussion of  
3 confidential matters, the Board may close its meetings to the other members of the  
4 Corporation and to the general public. An affirmative two-thirds vote of the Board  
5 members present is necessary to close the meeting.

6 **Article V. Officers and Standing Committees**

7 **Section 1** The officers of this Corporation shall be President, Vice President,  
8 Secretary, and Treasurer who shall be elected annually by the Board of Directors  
9 from its membership and who shall hold office for one year or until their successors  
10 are elected. Officers may be re-elected

11 **Section 2** In the event of the resignation of an officer, the office shall be filled by a  
12 Board member chosen by a majority vote of the Board of Directors.

13 **Section 3** Any officer elected or appointed by the Board may be removed by an  
14 affirmative vote of two-thirds of the total members of the Board of Directors.

15 **Section 4** The duties of the officers shall be as follows:

16 **a** The President shall:

- 17 **1** preside at all meetings of the Board of Directors and of the Executive  
18 and Finance Committees;
- 19 **2** sign official documents;
- 20 **3** oversee the maintenance of official documents at the office of the  
21 Corporation;
- 22 **4** set the agenda for each Board of Directors meeting;
- 23 **5** other duties as may be requested by the Board of Directors.

24 **b** The Vice President shall:

- 25 **1** in the absence of the President, or in the event of the President's  
26 inability or refusal to act, or perform duties as the President; the Vice  
27 President, when so acting, shall have all the powers of the President;
- 28 **2** perform other duties as may be requested by the Board of Directors.

29 **c** The Secretary shall:

- 30 **1** keep minutes of the meetings of the Board of Directors and of the  
31 Executive Committee;
- 32 **2** oversee the maintenance of the files of the minutes of the meetings of  
33 the Board of Directors and the Executive Committee;
- 34 **3** perform other duties as requested by the President or the Board of  
35 Directors.

- 1           **d**       The Treasurer shall:
- 2           **1**       oversee the monthly financial records as required by an insurance or
- 3                    bonding company
- 4           **2**       perform other duties as directed by the President or the Board of
- 5                    Directors.

6   **Section 5** The Executive Committee shall be composed of the President, Vice

7   President, Secretary, and Treasurer. Two or more members shall constitute a

8   quorum. The Executive Committee shall:

- 9           **a**       be called into session by the President or a majority of its members as
- 10                   is deemed necessary;
- 11          **b**       see that minutes of its meetings are recorded and kept by the
- 12                   Secretary;
- 13          **c**       share its information with the Board of Directors;
- 14          **d**       have the power to act on emergency matters between Board
- 15                   meetings;
- 16          **e**       have and exercise such powers and duties as, from time to time, shall
- 17                   be delegated to it by the Board of Directors;
- 18          **f**       develop and periodically review personnel policy;
- 19          **g**       oversee grants received.

20   **Section 6** The Finance Committee shall consist of the President, the Treasurer, and

21   two other members of the Board of Directors appointed by the President. The

22   Treasurer shall preside during committee meetings. The Finance Committee shall:

- 23          **a**       draft an annual budget for presentation to the Board of Directors
- 24          **b**       advise the President, and the Board of Directors on matters of
- 25                   financial policy for the Corporation
- 26          **c**       other functions as identified by the President or the Board of
- 27                   Directors.

## 28                                   **Article VI. Temporary Committees**

29   **Section 1** Temporary, or *ad hoc*, committees may be created by the President with

30   the consent of the Board of Directors.

31   **Section 2** The committees shall report to the Board of Directors.

32   **Section 3** The chairperson of each committee shall be appointed by the President

33   with the consent of the Board of Directors. The President shall serve *ex officio* on all

34   committees, as he or she desires. Committee members and, in particular,

35   chairpersons need not be members of the Board of Directors.

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## **Article VII. Equal Opportunity**

**Section 1** The Corporation is an equal opportunity employer and makes personnel and other decisions without regard to race, color, religion, gender, age, national or ethnic origin, disability, familial status, or sexual orientation.

## **Article VIII. Financial Matters**

**Section 1** The fiscal year of the Corporation shall be the same as the calendar year.

**Section 2** The Corporation may engage in any lawful form of fund raising or related activity that has received the prior approval of the Board of Directors.

**Section 3** The Board of Directors may refuse any gifts.

**Section 4** The funds of the Corporation shall be deposited in such banks as the Board of Directors shall designate and shall be withdrawn only upon presentation of a check or money order of the Corporation. As many as four persons shall be authorized signatories,

**Section 5** Persons entrusted with handling of Corporation funds may be required to furnish, at Corporation expense, a suitable fidelity bond.

**Section 6** A certified public accountant shall prepare the yearly financial statements of the Corporation and prepare a review and/or audit. A certified public accountant shall prepare the necessary tax and IRS forms for each year.

## **Article IX. Disposition of Assets**

**Section 1** In the event of the dissolution of the Corporation,

**a** a resolution to dissolve the Corporation shall be submitted by the Board of Directors to a vote of the members of the Corporation in good standing as of the first day of the month prior to the month in which the vote occurs;

**b** The Board of Directors shall, after payment of all liabilities of the Corporation, transfer all remaining assets of the Corporation to INNOVIA Foundation, a Washington nonprofit corporation (TIN 91-0941053), to establish an endowment to support organizations which have similar goals as that of the Friends of Gladish, including but not limited to providing recreational, performing arts, meeting room facilities, and low cost facilities for community service organizations, schools, day care providers, performing and visual artists, youth programs, and small businesses in or serving the Pullman community.

## **Article X. Parliamentary Authority**

1 **Section 1** The current Robert's *Rules of Order* shall govern the proceedings of the  
2 Corporation whenever they are applicable and consistent with these *Bylaws*.

3 **Article XI. Amendments**

4 **Section 1** Proposed amendments to these *Bylaws* shall be prepared in writing,  
5 including both the present wording and the proposed wording, and distributed to all  
6 members of the Board of Directors at least five days before the meeting where it is  
7 expected that they will be voted on. A majority vote by the members of the Board of  
8 Directors shall be sufficient to adopt new wording. After each revision is completed,  
9 a copy of the revised *Bylaws* shall be given to each Board member and a copy shall  
10 be filed with the State of Washington Corporation Division.