

MT. SPOKANE PRIME TIMERS CLUB BYLAWS

Article 1: General.

1.1 The name of this organization is “Mt. Spokane Prime Timers Club” (“Club”).

1.2 The purpose of the Club is to promote enjoyment of winter sports, seasonal social activities, and fellowship of those 55-years and over.

1.3 The Club is a non-profit organization pursuant to 501(c)(7).

1.4 The Club’s fiscal year shall run from May 1st to April 30th.

Article 2: Membership.

2.1 The Club is a 55-year and over organization whose membership is open to anyone who has an interest in promoting the purposes of the Club.

2.2 Membership dues shall be determined by the board of directors (“Board”). Dues are payable by January 1st of the current season. Dues paid prior to December 1st of the current season may be offered at a reduced price. Reduced price dues also may be offered during March of the current season but do not carry over to the next season.

2.3 The Club is an equal opportunity organization and does not allow discrimination based on age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other basis as provided by applicable state or federal law.

2.4 The Board may suspend or expel any member for conduct which, in its opinion, adversely affects the purposes for which this Club is established. Any member so suspended or expelled shall have the right to demand a hearing at a noticed meeting of Club members, and the decision of a majority of the members in attendance shall be final and conclusive as to the action of the Board.

Article 3: Social Gatherings and Meetings.

3.1 Weekly member social gatherings shall begin on the first Wednesday of January and end on the last Wednesday of March.

3.2 The Club shall hold an annual Board of Directors and membership business meeting each May (“Spring Business Meeting”), the date and location of which will be determined by the Board. Notice of the Spring Business Meeting will be sent to all members no later than two weeks prior to the meeting date. The Board may also set

other Board and membership meetings at its discretion, with notice to members sent no later than one week prior to the meeting date. Any meeting may be held virtually online via Zoom or other comparable online meeting application at the Board's discretion.

3.3 Notice of any meeting may be via email sent to members' email addresses registered with the Club or via first class postage to members' registered street addresses at the Board's discretion.

3.4 A minimum of seven members shall constitute a quorum for any membership meeting, including meetings for the normal conduct of business, amendment to the bylaws, and election of officers and directors.

Article 4: Officers.

4.1 President: The President shall be the chief executive officer of the Club and shall preside at all meetings. The President shall be an *ex-officio* member of all committees, sign all official documents, be available to sign checks, appoint all committees, and perform such duties as are usually required of this office.

4.2 Vice-President: The Vice President shall be responsible for assisting the President when called upon to do so, and in the absence or disability of the President shall exercise all powers and perform all duties of the President.

4.3 Secretary: The Secretary shall be responsible for (i) keeping minutes of all meetings (i) giving and serving of all notices; (ii) handling correspondence; and (iii) being custodian of all documents and records.

4.4 Treasurer: The Treasurer shall be responsible for (i) receiving and giving receipts for all monies and depositing same in the name of the Club in such depository as determined by the Board; (ii) keeping correct records of the Club's financial affairs; (iii) making an annual report of Club finances to be presented at the annual membership business meeting and making such other financial reports at the request of the President or Board; (iv) having custody of all funds belonging to the Club and disbursing same as properly authorized by the Board or membership; (v) issuing checks drawn on Club accounts for signature by the President; and (vi) collecting and keeping records of dues paid to the Club.

4.5 An officer may resign by providing written notice to the Board.

Article 5: Board of Directors.

5.1 The Board shall consist of the following directors: President, Vice-President, Secretary, Treasurer, and four additional directors.

5.2 Pursuant to the Board's prior authorization to do so, the President (or Vice President in the absence or disability of the President) to the exclusion of all others may contractually bind the Club.

5.3 The Board shall have the power to conduct, manage, and control the affairs and business of the Club, and to carry on any activities to further the purposes for which the Club is organized as is permissible and not in conflict with applicable state and federal law.

5.4 The Board shall meet at least annually and may at its discretion set additional meetings.

5.5 A minimum of four directors shall constitute a quorum for any Board meeting.

5.6 A director may resign by providing written notice to the Board.

6. Elections.

6.1 Officers' and directors' terms shall be two years. There is no consecutive term limit for either officers or directors.

6.2 At Spring Business Meetings held during an odd-numbered year, the President, Vice-President, Secretary, and Treasurer shall be elected by a vote of those members in attendance.

6.3 At the 2025 Spring Business Meeting, four directors shall be elected for a one-year term by a vote of those members in attendance. Thereafter, at Spring Business Meetings held during even-numbered years four directors shall be elected for a two-year term by a vote of those members in attendance.

6.4 All director or member voting, whether written, electronic, or oral, shall be personal and no proxy voting is allowed.

6.5 A nominating committee consisting of the current President, Vice President, and three members chosen by the Board shall identify at least one nominee for each officer or director who is to be elected at that year's Spring Business Meeting at least two weeks prior to that meeting so that the nominees may be included in the meeting's notice. In addition, nominations for officers and directors may be invited from the floor at the Spring Business Meeting.

6.6 Any officer or director who is voluntarily absent from two consecutive member or Board meetings shall be deemed to have resigned. A good and sufficient

reason for an absence, acceptable to the Board, shall be considered an excuse for the absence.

6.7 Any officer or director may be removed from their position for good and sufficient cause after due hearing at a noticed meeting of members by a two-thirds affirmative vote of the members attending the meeting.

6.8 In the event of a vacancy in the office of the President the Vice President shall succeed to the office.

6.9 Any vacancy of a director or officer due to resignation or removal shall be filled by the President with the approval of the Board. The person chosen to fill the vacancy shall serve until the next regularly scheduled election for that position.

7. Committees.

The President, with final approval by the Board, may appoint committees as deemed appropriate in carrying out the Club's purposes; provided, however, that the power and authority of any such committee is limited to its appointed scope and purpose and according to applicable state and federal law.

8. Contracts.

No contract or agreement shall bind the Club without the Board's prior review and approval.

9. Bylaws Amendment.

The bylaws may be amended at any membership meeting by a two-thirds majority vote of the members in attendance, and only if notice of the proposed amendments is provided in writing to the membership at least 30 days prior to the vote taking place. Notice of the amendments shall clearly indicate which portions of the bylaws would be affected by the amendments and how they would be affected.

10. Books and Records.

Club books, accounts, and records shall be open to inspection by any member at any meeting at which notice of such inspection has been previously provided.

11. Order of Business.

11.1 Unless otherwise provided in these bylaws, the order of business shall be directed by a simple majority of the Board present for the vote.

11.2 Unless otherwise provided in these bylaws, membership voting shall be directed by a simple majority of the members present for the vote.

11.3 Unless otherwise provided in these bylaws, all meetings shall be governed by Roberts Revised Rules of Order.

12. Compensation of Officers and Directors.

No director or officer shall receive any loan from the Club or shall receive any compensation for services rendered for or on behalf of the Club, except reimbursement for actual sums spent on behalf of the Club, to the extent authorized by the Board.

ADOPTION OF BYLAWS

We, the undersigned, being all the directors of the Mt. Spokane Prime Timers Club, do hereby assent to the within and foregoing amendment to bylaws, and hereby adopt same as the bylaws of said Club.

EXECUTED by the undersigned on _____, 2025.

See signature page as separate file
"Prime Timer Amended Bylaws 2025 Signature page.pdf"

I, the undersigned, duly elected and acting Secretary of the Mt. Spokane Prime Timers Club, do hereby certify:

That the within and foregoing amendments to the bylaws were adopted as the bylaws of said Club on _____, 2025, and that the same do constitute the bylaws of said Club.

EXECUTED by the undersigned on _____, 2025.
