

BYLAWS OF PALOUSE EMPIRE RECREATIONAL ORGANIZATION

Article I: Name and Purpose

Section 1. Name

The name of this organization shall be the *Palouse Empire Recreational Organization* (referred to hereinafter as “the Organization”).

Section 2. Purpose

The Organization is established to create opportunities for recreational and educational experiences in the Colfax, WA area. The Organization will pursue activities that promote community engagement, wellness, outdoor recreation, and educational enrichment.

Article II: Membership

Section 1. Membership

The Organization shall have no formal membership. Participation in the Organization’s activities shall be open to the general public and any individuals interested in supporting its mission.

Article III: Board of Directors

Section 1. General Powers

The affairs of the Organization shall be managed by its Board of Directors (the “Board”). The Board shall be responsible for the overall direction and control of the Organization’s operations and policies.

Section 2. Number and Composition

The Board shall consist of a minimum of six (6) and a maximum of ten (10) members, including the following officers: Chair, Vice-Chair, Secretary, and Treasurer.

Section 3. Term of Office

Board members shall serve terms of two (2) years. Directors may serve consecutive terms if re-elected.

Section 4. Election of Directors

Board members shall be elected by a majority vote of the existing Board at the Organization’s annual meeting. Nominations for directors shall be solicited from the Board prior to the annual meeting.

Section 5. Vacancies

Vacancies on the Board, whether due to resignation, removal, or other reasons, may be filled by a majority vote of the remaining members of the Board. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 6. Removal

Any Board member may be removed, with or without cause, by a two-thirds (2/3) vote of the remaining Board members at a special meeting called for that purpose.

Section 7. Compensation

Board members shall receive no compensation for their service but may be reimbursed for reasonable expenses incurred in connection with the performance of their duties.

Article IV: Officers

Section 1. Officer Positions

The officers of the Organization shall consist of a Chair, Vice-Chair, Secretary, and Treasurer, each elected by the Board from among its members.

Section 2. Duties of Officers

- **Chair:** The Chair shall preside over all meetings of the Board, ensure effective functioning of the Board, and represent the Organization in the community.
- **Vice-Chair:** The Vice-Chair shall assist the Chair and assume the Chair's duties in their absence.
- **Secretary:** The Secretary shall maintain records of all Board meetings, including minutes, and handle official correspondence for the Organization.
- **Treasurer:** The Treasurer shall oversee the financial affairs of the Organization, including the preparation of financial reports and budgets, and ensure proper accounting practices are followed.

Section 3. Term of Office for Officers

Officers shall serve a term of two (2) years and may be re-elected.

Section 4. Vacancies

Vacancies in officer positions shall be filled by a majority vote of the Board for the remainder of the term.

Section 5. Removal of Officers

Any officer may be removed by a two-thirds (2/3) vote of the Board at a meeting called for that purpose.

Article V: Committees

Section 1. Establishment of Committees

The Board may establish committees as necessary to carry out the work of the Organization. Each committee shall have a designated chair, appointed by the Board, who will report to the Board.

Section 2. Committee Responsibilities

Committees may be formed to address specific activities such as events, fundraising, community outreach, or other purposes as determined by the Board.

Section 3. Committee Membership

Committee members may include Board members and volunteers from the community who are interested in supporting the Organization's mission.

Article VI: Meetings

Section 1. Annual Meeting

The Organization shall hold an annual meeting of the Board each year at a time and place designated by the Board. The purpose of this meeting shall include the election of directors and officers, as well as the review of the Organization's activities and financial status.

Section 2. Regular Meetings

The Board shall hold regular meetings, at least quarterly, to review the Organization's progress, approve budgets, and discuss upcoming activities.

Section 3. Special Meetings

Special meetings of the Board may be called by the Chair or by a majority of the Board members, with reasonable notice to all directors.

Section 4. Notice of Meetings

Notice of any meeting shall be given at least seven (7) days in advance, by electronic mail or in writing, unless otherwise specified by law.

Section 5. Quorum

A quorum for the transaction of business at any meeting of the Board shall consist of a majority (5) of the directors.

Section 6. Voting

Each Board member shall have one vote. Decisions shall be made by a majority vote of those present, unless a greater number is required by law or these bylaws.

Article VII: Conflict of Interest Policy

Section 1. Purpose

The purpose of the conflict of interest policy is to protect the Organization's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Board member or officer.

Section 2. Disclosure

Board members and officers shall disclose any potential conflicts of interest. After disclosure, the Board shall determine whether a conflict exists and how it should be managed.

Article VIII: Indemnification

The Organization shall indemnify its directors and officers to the fullest extent permitted by the laws of the State of Washington against any liability incurred as a result of their service to the Organization, except in cases of misconduct, negligence, or illegal acts.

Article IX: Fiscal Matters

Section 1. Fiscal Year

The fiscal year of the Organization shall begin on January 1 and end on December 31 of each year.

Section 2. Budget

The Board shall adopt an annual budget, prepared by the Treasurer, which shall govern the financial operations of the Organization.

Section 3. Financial Review

The Board shall conduct an annual review of the Organization's financial statements, or engage an independent auditor if necessary.

Section 4. Checks and Drafts

All checks, drafts, or other financial instruments issued by the Organization shall be signed by the Treasurer and one additional officer designated by the Board.

Article X: Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the Board at any regular or special meeting, provided that written notice of the proposed amendment is given to all Board members at least ten (10) days prior to the meeting.

Article XI: Dissolution

Upon the dissolution of the Organization, all assets remaining after the payment of debts shall be distributed to a tax-exempt organization with similar purposes, in accordance with federal and state laws governing non-profit organizations.

These bylaws were approved by the Board of Directors on this [insert date].