

**BYLAWS OF
SEATTLE GLIDER COUNCIL, INC.**

Originally adopted:
- February 4, 1954

Revised and amended:
- January 30, 1956
- February 3, 1958
- February 5, 1963
- May 6, 1968
- April 6, 1981
- February 1, 2016
- October 2, 2017

ARTICLE I -- PURPOSE

Section 1 The Seattle Glider Council was incorporated under the laws of the State of Washington in January 1954 as a non-profit corporation for charitable, educational, and other public purposes as follows: to foster, promote, engage in, and conduct all phases of motorless flight and related business activities.

ARTICLE II – PLACE OF BUSINESS

Section 1 The place of business of the Corporation shall be the address of the secretary.

ARTICLE III -- MEMBERSHIP

Section 1 Membership shall be open to all persons interested in motorless flight.

Section 2 Applications for membership shall be made through the secretary and shall be conferred upon approval by the Board and payment of the prescribed initiation fees and dues.

Section 3 Each member, upon initial acceptance into membership, shall be provided with a copy of the Corporation Articles and By-laws. Each member shall receive a membership card bearing the name of the Corporation, the name of the member, and the year of the valid membership. Membership cards may be newly issued each year or endorsed in a manner prescribed by the Board. Membership cards shall be non-transferable.

Section 4 Membership shall be terminated by death, expulsion, or voluntary withdrawal except that termination shall not be final until the member's obligations to the Corporation have been cleared to the satisfaction of the Board and the Member's claim upon a share of the assets of the Corporation has been satisfied as specified by the Board.

Section 5 Membership shall include voting power and such other benefits as the Corporation shall make available to its members.

ARTICLE IV – INITIATION FEES AND ANNUAL DUES

Section 1 Initiation fees shall be prescribed by the Board and shall reflect the net worth of the Corporation and the number of corporate members at the time of the application for membership.

Section 2 The amount of the annual membership dues shall be specified by the Board. Family memberships will be available to immediate family members who are at least 14 years of age.

Section 3 Members joining the Corporation for the first time shall be assessed the regular dues proportioned into halves according to the date the application is approved by the Board:

<u>Approval date within:</u>	<u>Fraction of annual dues:</u>
January 1 through June 30	Full dues
July 1 through December 31	One-half dues

Section 4 The annual dues shall be paid to the treasurer and shall be due on the first day of January of each year. Members who have not paid their dues by the last day of February shall be considered delinquent and dropped from the membership rolls. No new member whose most recent membership in the Corporation was terminated for non-payment of dues or expulsion shall be allowed a reduction of dues on rejoining during the calendar year.

ARTICLE V – MEMBER MEETINGS

Section 1 General membership meetings of the Corporation shall be held at the times and the places designated by the Board. Written notice of the time and place of the meetings shall be made available to all members no less than five days prior to the meeting date. An annual meeting shall be held each year by no later than February 28, and shall consider business in accordance with a published agenda.

Section 2 Special meetings of the members may be called by the chair or the Board of Directors and held after due notice. No business other than that set forth in the agenda attached to the meeting notice shall be transacted. These meetings shall be closed to the public except when specific designated otherwise.

Section 3 All regularly scheduled membership meetings shall be open to the public attendance except when specifically designated otherwise by the Board.

Section 4 A quorum is deemed present throughout any meeting of the members for which notice has been properly given under these Bylaws

ARTICLE VI -- PROXIES

Section 1 The right of proxy representation at business meetings of the Corporation may be exercised by the members or the directors.

Section 2 Proxies shall be written and shall contain the names of the member and the proxy, the date, identify the meetings at which the proxy is to be exercised, the signature of the member giving the proxy, and shall specify the time of expiration of the proxy.

Section 3 Proxies may be either instructed or uninstructed and may be used to obtain a quorum for the transaction of business.

ARTICLE VII – RULES OF ORDER

Section 1 In case of question concerning methods of procedures at business meeting, Robert's Rules of Order shall prevail.

ARTICLE VIII – DIRECTORS AND DUTIES

Section 1 The affairs and business of the Corporation shall be managed by a Board of Directors consisting of not less than five (5) nor more than seven (7) members whose term of office shall be the calendar years. In 1955 and each year thereafter, the Board shall consist of the immediate past Chairman, whose term of office shall be one (1) year unless he is re-elected to the Chairmanship, and six (6) Directors duly elected for the year. The term of office shall be for the calendar year.

Section 2 Any vacancy in the Board occurring during the year through death, resignation, removal, or any other causes may be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular or special meeting.

Section 3 The presence of a majority of the members of the Board shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board. Proxies may be used to obtain a quorum and instructed proxies shall be required for proxy voting on agenda items published prior to the convening of a meeting of the Board.

Section 4 At all meetings of the Board, the Chairman, or in his/her absence the Vice Chairman, or in the absence of both a chairman chosen by the directors, shall preside.

Section 5 The Board shall, at its first meeting of the year, appoint a secretary and a treasurer from among their number or from the Corporation membership.

Section 6 The Board shall, at its last meeting of the year, prepare an agenda of business matters to be part of the agenda of the first meeting of the succeeding Board.

Section 7 The Board shall manage the affairs and business of the Corporation and it may, in accordance with the By-laws, delegate these powers in any part to officers, committees, or other representatives selected by the Board.

The Board shall prepare written rules and procedures for the management of the Corporation and shall specify in writing what powers of the Board are to be delegated to the officers, committees, and agents of the Corporation.

The Board shall review all committee chairman appointments and committee platforms and shall appoint the election committee.

The Board shall authorize and pass approval upon the annual budget and any changes thereto. The Board shall delegate to the officers the power to expend the funds as set forth in the budget or other directives of the Board.

Section 8 The Board shall not delegate the following powers:

- (a) The power to authorize the disbursements of funds in excess of \$25.00, or an amount fixed by the Board, as a lump sum not contained in the budget.
- (b) The power to authorize the sale or transfer of Corporation property or its assets.
- (c) The power to appoint the chairman and members of the election committee.

Section 9 The directors of the Corporation shall serve without compensation.

Section 10 Board Meetings.

10.1 Regular board meetings shall be held at such times, places, and upon such notice as the Board may direct. A meeting of the Board shall be held in December for the purpose of instructing the succeeding Board in the affairs of the Corporation and making arrangements for the transfer of corporate management on December 31. The Board may delegate to the chairman the authority to call meetings and to give notice thereof.

10.2 Special meetings of the Board may be called by the chairman upon due notice given each Director or by the secretary at the written request of three Directors.

10.3 Electronic Notice.

___10.3.1 Electronic Notice. Notice to directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to

directors who have consented, in the form of a record, to receive electronically transmitted notices under this section. A director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.

___ 10.3.2 Revoking Consent. The consent of any director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

10.4 Electronic Voting. Voting by phone or email is a valid source of voting as long as the requirements of electronic notice have been met.

10.4.1 The approval of the corporate action must be evidenced by one or more consents describing the corporate action being approved, executed by each director either before or after the corporate action becomes effective, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, each of which consents shall be set forth either (a) in an executed record or (b) if the corporation has designated an address, location, or system to which the consents may be electronically transmitted and the consent is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

___ 10.4.2 Corporate action is approved under this section when the last director executes the consent.

___ 10.4.3 A consent under this section has the effect of a meeting vote and may be described as such in any record.

10.5 Action by Board Without a Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

ARTICLE IX – OFFICERS AND DUTIES

- Section 1 The officers of the Corporation shall consist of a chairman, vice chairman, secretary, and treasurer. The chairman and vice chairman shall serve for a term of one (1) year coincident with the calendar year. The secretary and treasurer shall serve from the time of appointment until the time their successors are appointed the following year and full transfer of responsibility has been completed. However, unless reappointed, their term of office shall terminate on January 15. The title "chairman" is synonymous with president and the latter term may be used in lieu of chairman in the execution of such legal papers as may require it. This does not alter the duties, responsibilities, or authority of the chairman.
- Section 2 Vacancies of any office, occurring during the year, may be filled for the unexpired term by members of the Board through a majority vote of the Board taken at any regular or special board meeting. Vacancies in the offices of secretary and treasurer may be filled from the Board or corporation members upon the majority vote of the members of the Board.
- Section 3 The officers shall have and may exercise, during the intervals between meetings of the Board, such powers of the Board as the Board shall specify, which may be lawfully delegated, in the management of the business and affairs of the Corporation and shall have power to authorize the seal of the Corporation to be affixed to all papers which may require it.
- Section 4 The chairman shall call meetings and preside at all meetings of the members of the Corporation and the Board, and under the direction of the directors shall have general management of the affairs of the Corporation. He shall be ex-officio member of all committees of members of the Corporation. He shall prepare, or have prepared, committee charges, subject to approval by the Board. He shall appoint, subject to confirmation by the Board, all committee chairmen, except the chairman of the election committee, and subject to like confirmation, shall name all committee chairmen vacancies. He shall make arrangements to provide a starting date of January 1 for the validity of his/her counter-signature on corporate checks.
- Section 5 The assistant chairman shall perform the duties of the chairman in his/her absence, and during the chairman's absence shall have all his/her powers and duties and shall perform such duties as may be assigned him by the chairman. In general, the assistant chairman shall assist the chairman in the management of the Corporation at the direction of the chairman.
- Section 6 The secretary shall keep all records, handle correspondence under the direction of the chairman, and shall perform such other duties as may be required by the chairman including preparation of an annual report of the corporation affairs. He shall maintain a report summarizing the corporation policy and membership directives prepared from the minutes of the Board and membership meetings.

- Section 7 The treasurer shall receive and disburse all funds of the Corporation under the direction of the chairman and shall perform such other duties as may be required by the chairman including the preparation of a quarterly financial report.
- Section 8 There shall be such subordinate officers, agents, and servants as the interest of the Corporation shall require, and as the Board may from time to time employ their powers, duties, and compensation shall be fixed by the Board.

ARTICLE X – COMMITTEES AND DUTIES

- Section 1 Such committees as are essential to the operation of the Corporation shall be created and chairmen appointed by the chairman of the Board, subject to confirmation by the Board, except that the election committee chairman shall be appointed by the Board. Committee chairmen vacancies shall be filled in like manner.
- Section 2 Committee members may be selected by the committee chairman subject to confirmation by the Board, except that members of the election committee shall be appointed by the Board.
- Section 3 Committee chairmen and members of committees may be removed from assignment at any time by majority action by the Board.
- Section 4 The Board shall, at the time the committee is created, determine the time of duration of the committee.
- Section 5 Committee appointments shall expire on December 31 of the year of appointment unless otherwise stated by the Board or by the By-laws.
- Section 6 The committee chairman shall, unless otherwise instructed by the Board, be responsible to the chairman of the Board, except that the election committee chairman shall be directly responsible to the Board.
- Section 7 Each committee shall function as charged by the chairman of the Board and approved by the Board, except that the election committee shall function as charged by the Board in accordance with these By-laws.
- Section 8 The powers of all committees shall be limited to those authorized and approved by the Board.
- Section 9 There shall be a standing publication committee which shall be responsible for the editing and printing of "Towline." The chairman of his/her committee shall be the editor who shall be governed by a general policy approved by the Board.

ARTICLE XI -- ELECTIONS

- Section 1 The election of directors and the selection of the chairman of the Board and his/her assistant shall be conducted annually by secret ballot during the month of November by an election committee duly appointed by the Board. Electronic voting is allowed at the discretion of the Board if the notice requirements of this Section are met.
- Section 2 Notice of elections and call for nominations shall be announced annually prior to October 30.
- Section 3 The deadline for filing of nominations shall be midnight of November 10 and the deadline for submitting election ballots shall be midnight of November 30. If ballots are sent via U.S. Mail, the date of return shall be the postmark.
- Section 4 Nominations shall be made by notifying the election committee or other person designated by the Board to serve as the contact for nominations. All persons nominated must be eligible for election to office at the time the nomination is made. All candidates for director must be at least 18 years of age and shall have been a member of the corporation in good standing for at least one year prior to taking office. The incumbent chairman shall not be a candidate for director. Each candidate must be afforded the opportunity of rejecting the nomination before his/her name is entered for election.
- Section 5 Elections shall be conducted by a procedure that allows for secret ballot.
- Section 6 The ballot shall be made up of the twelve (12) candidates receiving the greatest number of nominating ballots, except that all candidates in tie for the last position shall be listed. If less than twelve (12) eligible candidates are nominated, the ballot shall list those nominated provided that no less than seven (7) candidates shall be listed. In the event that eligible candidates number less than seven (7), the Board shall solicit and add sufficient eligible nominees to bring the total to seven (7). The candidates shall be listed in a manner providing for a box opposite each name for the marking of the vote. Each voting member may cast six (6) votes for director and may distribute his/her votes as he wishes (i.e., one candidate may receive more than a single vote on this ballot). In addition, each member may cast one vote for the chairman. A vote for chairman must be accompanied by at least one vote for the same person as director (except for the current chairman, who remains on the Board and is eligible for re-election as chairman). The ballot shall list the voting deadline, the year, and the name of the Corporation.
- Section 7 The ballot shall be delivered to all members of record of September 30 and shall provide means for checking the ballots cast against membership records without violation of secrecy.
- Section 8 Election to the board of directors and selection of the chairman of the Board shall be by a plurality of ballots cast. The six (6) candidates for director receiving the

largest number of votes shall be elected. Of those elected, the candidate for the position of chairman of the Board receiving the second highest number of votes for that position shall be the vice-chair.

- Section 9 The ballots shall be counted by the election committee or its designee and a report prepared and filed with the incumbent secretary who shall make its contents known to the Board and shall have the election results announced to the members.
- Section 10 Should there be a tie for the sixth directorate position, a special election shall be held at the first general membership meeting following the election, in which a majority of votes cast shall resolve the tie and/or elect one new director for the calendar year.
- Section 11 Any disputes regarding the election results shall be made by formal complaint made to the election committee at or before the first general membership meeting following the election and prior to January 1. The complainant shall read his/her complaint at the annual membership meeting and appropriate action shall be taken by the membership at this meeting. A majority vote of the members present at the member meeting shall be required to resolve questions of contested elections.

ARTICLE XII – RESIGNATION AND EXPULSION

- Section 1 Any member may be dropped from the roll of membership for nonpayment of dues, and any member who violates the By-laws of the Corporation or the established rules may be removed, suspended, or expelled from the Corporation by a majority vote of the whole Board, except that this shall not apply to the directors.
- Section 2 Any director or officer whose activities are injurious to the purpose of the Corporation, or who violates its By-laws or established rules, may be removed from office, suspended, or expelled from the Corporation by a majority vote of all the membership, except that the directors may remove, suspend, or expel the secretary and treasurer under this section.
- Section 3 Motion for removal of such directors from office or the Board may be made by any member at a special membership meeting called for the purpose. Charges must have been made in writing and filed with the secretary prior to making the request for the special membership meeting. Charges shall be read by the plaintiff and may be answered by the defendant. No vote of action shall be taken at this meeting. The charges and the answer, if any, shall be read by the secretary at the general membership meeting, which is held not less than two weeks nor more than four weeks following the special meeting. A vote of the membership shall be taken at this meeting.

The defendant shall transact no business in the interim between the special meeting and the vote. False complaint or effort to obstruct legitimate business shall subject the plaintiff to expulsion proceeding with penalty of personal liability for all damage or financial loss caused the Corporation by his/her actions of false complaint.

Section 4 The secretary and/or treasurer may be suspended or removed from office, at any meeting of the directors, by a majority vote of the Board, for actions injurious to the purpose of the Corporation or violation of its By-laws or established rules.

Section 5 Members may withdraw from membership in the Corporation by resignation. The resignation shall be submitted to the secretary in writing, stating the reason for, and effective date of withdrawal. Voluntary withdrawal shall not be effective until all financial and personal obligations of the member to the Corporation have been satisfied to the satisfaction of the Board.

ARTICLE XIII -- GOVERNMENT

Section 1 The entire management and government of this association, except as otherwise expressly provided herein, shall be invested in the Board of Directors which shall prepares rules of policy and operating procedure. One copy of the rules and procedures shall be filed with the secretary. Procedures and transactions not in conformity with these official rules and procedures shall be illegal.

The Board shall have the power to alter, repeal, or revise the rules and procedures and to create new rules at will provided such changes and additions receive a majority vote of the whole Board.

Section 2 The management and government of the Corporation, except the power to create, alter, or revise policy, may be delegated by the Board to the officers, other members of the Board, or committees of the Corporation's members, or to such other servants as may become necessary. Whenever the Board delegates its powers, it shall establish rules and procedures for the guidance of its agents.

Section 3 The membership may call for a review of policy at any regular or special meeting by a motion from the floor and a favorable vote of a majority of the members present.

Section 4 A report summarizing all active policy directives of the Board and Corporation membership shall be prepared and maintained to guide the management of the business affairs of the Corporation.

ARTICLE XIV – CORPORATE POLICY

Section 1 The Corporation may own and operate such equipment as may be approved by the Board of Directors.

No equipment may be procured without there first having been obtained (1) a two-thirds favorable majority of the whole Board and a budget of procurement and operational finances prepared, approved by the treasurer and filed with the secretary and (2) rules and regulations governing maintenance, approved by the Board, prepared and filed with the secretary.

The accounts of each item of equipment operated for, or by the Corporation, shall be audited quarterly and a report filed with the secretary. A financial accounts record shall be kept for each item of equipment by the treasurer. Section 2. All members of the Corporation shall have equal rights to the use and operation of corporate equipment provided they qualify under the specific rules of usage and operation of each piece of equipment.

Section 3 Member's claim on or interest in the assets, property, or equipment of the Corporation shall be equal and shall cease upon termination of membership for any cause whatsoever, provided that this section shall not invalidate unsatisfied prior legal instruments held by the member at the time of termination or invalidate other provisions of these By-laws.

No compensation shall be awarded a member for a share of corporate assets except for the appraised worth, established by the Board, of paid in assessments and initiation fees; the compensation shall not exceed the actual assessment and/or initiation fee paid by the member if his/her membership termination may be means of expulsion.

Compensation for a member's share of corporate assets shall be established by the Board at the time the member terminates. Such compensation shall include deductions for financial or service obligations owed the Corporation by the member. Time and mode of compensation shall be determined by the Board.

ARTICLE XV -- TREASURY

Section 1 All monies, grants, donations, receipts, and disbursements shall be controlled by the treasurer.

Section 2 A commercial depository shall be specified by the Board for the purpose of keeping the funds of the Corporation and providing it with such checking and savings services as are required.

All checks must be signed by the treasurer and either the chairman of the Board or one other person designated by the Board with a term of designation to expire the end of the calendar year in which designation is made.

Section 3 All monies, grants, donations, and receipts in excess of actual fiscal expenses shall be declared surplus at the close of the fiscal year. These monies may be used to retire outstanding debts carried over from previous years or incurred during the year to procure such equipment, supplies, or services as may be directed by the Board or the surplus may be carried over to finance future services and/or operations. The manner of handling the surplus fund shall be determined by the Board.

Section 4 The Board shall establish the amount in excess of budget items which the officers may disburse without the Board approval of the specific expenditure. Such expenditures shall have approval of two out of three of the following officers: chairman, assistant chairman, treasurer.

ARTICLE XVI – RECORDS, BOOKS AND ACCOUNTS

Section 1 A permanent file of all correspondence, reports, and publications of the Corporation shall be maintained by the secretary. The following records are required under these By-laws:

- Summary of report of Board and membership policy directives;
- Minutes of the Board and membership meetings;
- Reports of the election and other committees;
- A complete file of "Towline";
- Such other records as the Board may direct;
- Current membership record;
- Annual audit report;
- Annual inventory.

Section 2 The fiscal year of the Corporation shall begin on January 1 and end December 31.

Section 3. Annually, in the month of December, the books and accounts shall be audited by a special auditing committee of two appointed by the Board, who shall submit a written report to the Board.

Section 4 Separate financial and budget accounts shall be maintained for "Towline," the general business operations, and each item of equipment owned or operated by the Corporation.

Section 5 Annually, in the month of December, the Board shall appoint an inventory committee to make an inventory of the assets of the Corporation and submit a written report to the Board.

ARTICLE XVII – SERVICE AND SUPPLIES

- Section 1 Services and supplies of the Corporation to its members shall be approved by the Board prior to the announcement of the service. Charges made for services rendered or supplies furnished the members of the Corporation by it shall be established by the Board prior to the offering of such services or supplied to the members. The Board shall change the charges as necessary to maintain the Corporation on a sound financial basis.
- Section 2 No member, other than officers and directors, shall use stationery bearing the letterhead or emblem of the Corporation unless such stationery is suitably identified as member stationery.

ARTICLE XVIII – PUBLICATIONS

- Section 1. The Corporation shall issue such publications as the Board may direct. One copy of each publication shall be placed in the permanent file of the secretary.
- Section 2 A newsletter entitled "Towline" shall be published as the official organ of the Corporation and sent to all members except family members. A publication shall be operated on an annual budget approved by the Board and reviewed annually.
- Section 3 Educational mailings of the Corporation shall be prescribed and approved by the Board for the purpose of public and corporation education and service in accordance with the purpose of the Corporation.
- Section 4 The treasurer shall maintain a record of the publications budget. No expenditures beyond the budget authorization shall be made without prior board approval.

ARTICLE XIX -- EMBLEM

- Section 1 The emblem of the Corporation shall be in the form of a circle enclosing a gull in flight over a mountain having a snow-capped peak.

ARTICLE XX -- SEAL

- Section 1 The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation, the year of its incorporation, and the word "seal."

ARTICLE XXI -- AMENDMENTS

Section 1 These By-laws, or any of them, may be altered, amended or replaced by a seventy-five percent (75%) affirmative vote of the entire Board of Directors, subject to confirmation by a seventy-five percent (75%) affirmative vote of the members and proxies present at a regular or special meeting of the membership. A minimum of 30 days notice prior to the membership vote shall be required and the notice of intent to amend the Bylaws shall be published in Towline and through other appropriate media.

ARTICLE XXII -- DISSOLUTION

Section 1 The Corporation may be dissolved through the procedure specified by the laws of the State of Washington and in the Articles of Incorporation.