

## **Articles of Incorporation**

To further the purposes set forth herein, the members agree to be, and hereby are, organized under these Articles as a Nonprofit Charitable Organization within the State of Washington. These Articles describe the rules by which the Organization is to be governed.

### **ARTICLE I — THE ORGANIZATION**

#### **1.0 Name of Organization**

The name of this Organization shall be Friends of Foothills Dog Park

#### **2.0 Offices of Organization**

The principal office of the Organization shall be at the home of the Treasurer of the group. The Organization may have such other offices as may from time to time be designated by its members or its Executive Board.

#### **3.0 Purposes**

The primary purpose of the Organization is to provide a community service by:

1. Building a community dog park that meets the standards of other dog parks in our State. It is our on-going commitment to help fund the dog park and educate and encourage newcomers to join and participate in the Organization.
2. Providing social activities for the community in conjunction with our education and fundraising efforts. We will have two (2) or more fundraisers a year to pay for maintenance and improvements to the park as needed on an ongoing basis.

The activities of the Organization shall be held and maintained in the spirit of these purposes.

#### **4.0 Powers**

The Organization shall have all the powers necessary to provide activities to conduct its purposes including, but are not limited to, the power to collect, hold, and disseminate information consistent with its purpose, to conduct seminars and workshops, and the power to collect dues and disperse funds for the membership.

#### **5.0 Membership**

Any community member interested in the subject is welcome to be a member of the Organization as long as said member remains in "good standing". A member is in "good standing" when the member pays his/her annual membership dues when required. A member is no longer in "good standing" when the member fails to pay his/her annual membership dues when required, or, in the judgment of the majority of the members, the member no longer supports the best interests of the organization.

If a member so elects, he or she may include within his or her membership any or all interested parties who reside in his or her household. In the event of such an election by a member, said member and all the interested parties who reside in his or her household who he or she has elected to include within his or her membership shall be deemed to be one member of the Organization. Each member of the Organization shall be entitled to one vote on each matter to be decided by a vote of the members. However, any member of an included household may become a voting member by paying dues appropriate to becoming a member.

## **6.0 Dues and Donations**

The Organization's activities shall be funded by annual membership dues, and donations. All the funds collected by the Organization shall be used by it to provide for the various activities permitted by these Articles. The annual membership dues required for membership in the Organization shall be established by a majority vote of the members of the Organization, upon the recommendation of the Executive Board.

## **7.0 Fiscal Year**

The Organization shall operate with the calendar year as its fiscal year.

## **8.0 Funds management and Authorities**

No individual member has the authority to obligate the Organization in any way. In doing so that member becomes personally responsible for the obligation.

The President, with the approval of the Executive Board, may obligate the Organization for up to \$1000 on non-recurring expenses. The President and Treasurer must monitor all increases in recurring expenses.

The Executive Board by simple majority vote may approve non-recurring expenditures in excess of \$1000.

Any situation concerning the governing of this Organization which is not specifically described in these Articles shall be governed by "Robert's Rules of Order". In any situation in which these Articles conflict with "Robert's Rules of Order" these articles shall prevail.

# **ARTICLE II - THE EXECUTIVE BOARD**

## **1.0 Officer's Duties**

The Executive Board is composed of the officers elected by the general membership at the **April** general membership meeting. The officers are responsible for the daily operation of the Organization as described in the officers' duties. The order listed below indicates the order of succession to the presidency.

The following describes the duties of each of the officers.

**PRESIDENT** – The office of President is the primary person responsible for the business operation of the Organization and presides at the regular membership meetings and the Executive Board meetings.

VICE PRESIDENT – There shall be one Vice President. He/she will have one vote on the Executive Board. The Vice President is responsible for the performance of the President’s duties in the absence of the President. The Vice President, along with the Executive Board, is responsible for the program planning for the general membership meetings.

SECRETARY/TREASURER - The position of Secretary/Treasurer may be filled by a single elected member or filled by two members each fulfilling the roles separately. If filled by a single member, that member shall have one vote on the Executive Board.

The Secretary is responsible for maintaining the non-financial records of the Organization’s operations. The Secretary provides meeting notes of all general membership and Executive board meetings.

The notes/minutes will be recorded in a Secretary's book and will be available for the general membership to review. The Secretary is also responsible for all non-financial correspondence for the Organization’s business activities. The Secretary shall act as the Treasurer’s primary alternate to conduct the everyday business of collecting dues and signing up new members.

The Treasurer is responsible for all the funds of the Organization. The Treasurer shall maintain a detailed listing of the club’s membership and dues records. The Treasurer shall publish a monthly financial statement, report to the membership. The Treasurer shall maintain a record which he or she shall make available for inspection with five calendar days of his or her receipt of a written request for such and inspection from any member or a written or verbal request for such and inspection from the Executive Board. The President or Vice-President may perform the duties of Treasurer as required. The Treasurer shall maintain the membership record for the Organization.

MEMBERS AT LARGE – There shall be at least two members at large whose duties shall be deemed by the President.

## **2.0 ELECTION OF OFFICERS**

Nominations will be opened at the **March** meeting. Absentee ballots will be accepted, including electronically, if delivered prior to the **April** general meeting. Nominations and ballots will be published in the **March** newsletter. The election will be held at the **April** meeting with the results announced at the end of the meeting. Officers will be installed at the **May** meeting. Each officer shall serve for a term of one year from the date of his or her installation and until his or her successor is duly elected and qualified.

In the month of **February**, the President will select a nominating committee, subject to the confirmation of the Executive Board. The committee will choose a slate of candidates and will place their names in nomination. In addition, nominations for any office may be made from the floor or written-in, prior to elections being held, by any member. If the members who have been so nominated consent to run and to serve if elected, and if their respective nominations have been duly seconded, their names shall be placed on the ballot along with the names of the members chosen by the nominating committee. The election of officers shall be a simple plurality of ballots presented to the Secretary during the **April** meeting.

Officers must be members in good standing at the time of their election and must maintain their good standing throughout their term of office.

## **2.1 Removal from Office**

Any officer may have his or her duties suspended by a unanimous, unopposed vote of the remaining members of the Executive Board. The suspended officer may request a reinstatement vote by the general membership, following the rules of elections of officers at the next general membership meeting. If the suspended officer does not request a reinstatement vote or if the vote is opposed to reinstatement, the Executive Board must then select a successor to fill the vacant position. The selection is subject to general membership confirmation by a majority vote at the next regular meeting.

## **ARTICLE III – MEETINGS**

### **1.0 General Membership Meetings**

The entire membership meets quarterly. The meetings are conducted by the President or designated alternate. Meetings may consist of programs of general interest to the membership, brief announcement, and club business. A minimum of five (5) members must be present to conduct formal club business.

### **2.0 Executive Board Meetings**

The Executive Board shall be called by the President as needed or as designated for purposes indicated at the General Membership Meeting by a majority vote of the membership present. The Executive Board Meetings shall be open to the general membership whenever possible. A minimum of three (3) voting members must be present to conduct club business.

## **ARTICLE IV – SOCIAL MEDIA**

### **1.0 Purpose**

The content of the newsletter shall be under the control and responsibility of the Secretary and approved by the Executive Board. The club will only publish articles (information) which are clear and free of legal encumbrance and copyrights.

### **2.0 Publication**

A monthly article shall be published via social media and made available to all members in good standing to inform them of any issues or concerns regarding the Organization.

## **ARTICLE VII – AMENDMENT OF ARTICLES**

Two methods exist to propose an amendment to, addition to, or repeal of any portion or all of these Articles of Incorporation.

### **1.0 By Executive Board**

The Executive Board may propose any such change in these Articles by presenting said changes at a General Membership Meeting.

**2.0 By Members**

Any member may propose any such change in these Articles by submitting to any member of the Executive Board a petition which sets forth the proposed change and which is signed by at least 2/3 of the members at a meeting to be voted on at the next meeting. The membership list of the month before the month in which the petition is submitted shall be used for determining the membership count.

Any proposed change must be published in the newsletter one month prior to the meeting in which the votes are due to be submitted. Approval of any amendment to, addition to, or repeal of any portion or all of these Articles of Incorporation requires a majority of the votes received from the members.

**ARTICLE VIII – DISTRIBUTION OF ASSETS**

In the event that the Organization ceases to function, or in the event that the members decide to terminate it, the Executive Board shall, after paying or making provisions for the payment of all of the Organization’s liabilities, distribute all of the remaining assets to such organization or organizations which the Executive Board shall select which are then qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law), Any assets not so distributed shall be distributed by the Court of Common Pleas of the county in which the principal office of the Organization is then located, or was most recently located if the Organization has ceased to function, to such organization or organizations which said Court shall select which are then qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

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President

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Date

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Vice President

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Date

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Secretary

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Date

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Treasurer

\_\_\_\_\_  
Date

