

**Bylaws
of
Mid-Columbia Celtic Arts**

**Article 1
Offices**

Section 1. Principal Office

The principal office of Mid-Columbia Celtic Arts is located at 6102 W. 20th, Kennewick, Washington 99338, in the county of Benton within the State of Washington. The mailing address is P.O. Box 84, Richland, Washington 99352. *(changed)*

Section 2. Change of Address

The designation of the county or state of the principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office and the mailing address from one location to another within the named county by noting the changed address and effective date. Such changes shall not be deemed, nor require, an amendment of these Bylaws.

**Article 2
Nonprofit Purposes**

Section 1. Washington State Nonprofit Corporation

This corporation is organized under the laws of the State of Washington exclusively for charitable and educational purposes with a focus on promoting and encouraging interest in Celtic history, arts, customs and traditions for cultural, recreational, competitive and educational purposes; said purposes fall within those recognized in Section 501(c) of the Internal Revenue Code (Code).

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of Mid-Columbia Celtic Arts include the following:

1. To publicize, promote, improve and enhance the understanding and practice of Celtic arts and dance, particularly Irish dance,
2. To provide instruction in Celtic arts and dance and procure facilities for the conduct and practice thereof;

- 3. To carry out these purposes, Mid-Columbia Celtic Arts may rent facilities and incur expenses related to the instruction and practice of Celtic arts, including Irish dance, may accept donations, honoraria, contributions and fees for presentations, displays and performances, may stage competitions and performances and incur expenses related thereto, and may collect and forward entries and entry fees for competitions sponsored by other organizations.
- 4. To receive gifts, endowments, devises and bequests which will be used to carry out the purposes and objectives of this corporation; and
- 5. To carry on any other activities necessary to fulfill the objectives and purposes of this corporation.

Section 3. Notice of Nondiscriminatory Policy

Mid-Columbia Celtic Arts does not discriminate on the basis of gender, race, national or ethnic origin, religion, age, marital status or physical, mental or sensory disability in the administration of any services, educational policy or instruction.

**Article 3
Sponsorship**

Section 1. Mid-Columbia Celtic Arts is a Non-membership Organization.

Individuals and entities interested in supporting the organization may become dues-paying supporters and may be issued a sponsorship in recognition of their support. Sponsorship status does not carry any rights or privileges to participate in corporate affairs.

Section 2. Sponsorship

Sponsorship is open to all interested individuals. The Board may establish and modify the yearly dues required for sponsorship as necessary.

To be considered a "sponsor in good standing," a sponsor must be current in all dues and other charges incurred for the fiscal year.

Section 3. Privileges of Sponsorship

Only sponsors in good standing over the age of 21 may be elected by the Board to succeed outgoing Board members. In addition, chairpersons for special committees established by the Board shall be selected from the eligible sponsors in good standing.

**Article 4
Board of Directors**

(4 New?)

Section 1. Number

Mid-Columbia Celtic Arts shall have no fewer than three (3) and no more than nine (9) directors, as determined by resolution of the Board of Directors, and collectively they shall be known as the Board of Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Section 2. Qualifications

Directors shall have such qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

Section 3. Election and Term of Office

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board. Successor Directors shall be elected at the annual meeting of the Board. One-half of the number of Directors elected at the first annual meeting shall serve a term of ~~three~~ ^{one} years and one-half shall serve a term of two years so that the term of future directors will be staggered. Thereafter, those elected shall hold office for a term of ~~three~~ ^{two} years or until s/he resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first.

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Section 4. Powers

Subject to the provisions of the laws of Washington State, the activities and affairs of Mid-Columbia Celtic Arts shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties of Board of Directors

It shall be the duty of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 6. Periodic Report

The Board shall cause an annual report to be prepared each year by the anniversary date of incorporation and filed with the Secretary of State for the State of Washington. Per state statute, this corporate report will contain the following information:

- a. Corporate name, address and jurisdiction of incorporation;
- b. Name and address of registered agent;
- c. Brief statement of character of affairs
- d. Names and addresses of Directors and officers; and
- e. Corporation's Unified Business Identifier Number.

Section 7. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

- a. Resignation -- Any Director may resign effective upon giving written notice to the President or the Secretary of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.
- b. Removal -- Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of Washington.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 8. Compensation

The Board Members of this corporation shall serve without compensation, however, they may be paid a reasonable reimbursement or advancement for expenses incurred in the performance of their duties.

Article 5 Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. These officers shall be known as the "Executive Board." One person may hold two or more offices simultaneously except for the offices of President and Secretary.

Section 2. Election and Term of Office

Officers shall be elected by the Board of Directors at the first regular meeting. The offices of President and Treasurer shall come up for election at the same time. These two officers shall initially be elected for a two-year term so that the term of future officers will be staggered. Thereafter, each officer shall hold office for a term of ~~three~~ years or until s/he resigns or is removed or is otherwise disqualified to serve, or until his/her successor shall be elected and qualified, whichever occurs first. No person shall serve in the same office for more than ~~three (3)~~ consecutive terms. 3

Section 3. Removal and Resignation

An officer may be removed, either with or without cause, at any time by a majority vote of the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies

Any vacancy caused by the death, resignation, removal, and disqualification or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the Board shall determine.

Section 5. Duties of Specific Officers

- a. **President** -- The President shall supervise and control the affairs of the corporation and the activities of the officers. S/he shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, s/he shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Executive Board.
- c. **Vice President** -- In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Board.
- d. **Secretary** -- The Secretary shall: (1) Certify and maintain the original, or a copy, of these Bylaws as amended or otherwise altered; (2) Keep minutes of all meetings, recording the time and place, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting and the proceedings thereof; (3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and (4) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him/her from time to time by the Board.
- e. **Treasurer** -- The Treasurer shall: (1) Be responsible for all funds and securities of the corporation, and deposit such funds in the name of the corporation in such banks or other depositories as shall be selected by the Board; (2) Receive, and give receipt for, monies due and payable to the corporation; (3) Disburse the funds of the corporation as may be directed by the Board, taking proper vouchers for such disbursements; (4) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions; (5) Exhibit at all reasonable times the books of account and financial records to any Officer of the corporation, or to his/her agent or attorney, on request therefore; (6) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and (7) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the

Articles of Incorporation of the corporation or by these Bylaws or which may be assigned to him/her from time to time by the Board of Directors.

Section 6. Compensation

The officers of this corporation shall serve without compensation, however, they may be paid a reasonable reimbursement or advancement for expenses incurred in the performance of their duties.

**Article 6
General Governance**

Section 1. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 2. General Meetings

General meetings shall be held at least two (2) times a year to establish needs of the organization, to adopt a budget and to elect members of the Board of Directors. General meetings shall be open to all interested persons, but the privilege of making motions, debating and voting shall be limited to members of the Board of Directors.

Section 3. Special Meetings

Special meetings may be called by the President of the Board, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 4. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a. Regular Meetings -- No notice need be given of any regular meeting of the Board of Directors.

- b. **Special Meetings** -- The Secretary of the corporation shall give at least one-week advance notice to each director of a special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. **Waiver of Notice** -- Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 5. Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws or provision of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 7. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board or, in his/her absence, by the Vice President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Board shall act as secretary of all meetings of the Board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

Section 8. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 9. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Washington.

**Article 7
Committees**

Section 1. Committees

The corporation shall have such committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. The Board shall prescribe the authority of any committee.

Section 2. Committee Chairs

The Executive Board shall annually appoint all committee chairs as may be needed.

Section 3. Meetings and Action of Committees

Committee meetings and actions shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

Section 4. Standing Committees

The following standing committees are recognized:

- a. Fundraising Committee
- b. Publicity Committee

Article 8

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

The Executive Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Article 9

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Code, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets

*Conversion
Non-Profit? Change*

Upon the dissolution of this corporation, any assets remaining after payment of all debts and liabilities shall be distributed to Celtic Arts Northwest, a nonprofit organization currently located at 3033 Fauntleroy Avenue, S.W., Seattle, Washington 99126-2318, OR any remaining assets shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of Washington State.

**Article 10
Amendment of Bylaws**

The Bylaws of this corporation may be altered, amended or repealed and new Bylaws adopted by the vote of a majority of the number of Directors in office except as may otherwise be specified under provisions of law or these Bylaws.

**Article 11
Construction and Terms**

*** If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of Mid-Columbia Celtic Arts, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of Mid-Columbia Celtic Arts filed with the office of the Secretary of State for the State of Washington and used to establish the legal existence of said corporation.

All references in these Bylaws to a section or sections of the Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding sections of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are the initial directors of this corporation and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding eleven (11) pages, as the Bylaws of Mid-Columbia Celtic Arts, a non-profit corporation.

Christopher J. Lewis, President

Date

Nedra Eychaner, Vice President

Date

Gary MacFarland, Secretary

Date

Carol Kelly, Treasurer

Date

Dannette Greenslade, Director-at-Large

Date