

RICHLAND CLUB 40 BY-LAWS

ARTICLE I PURPOSE

The purpose of the organization is to collect and maintain the history of the City of Richland, Washington and the Atomic Energy facility at Hanford, through the collection of pictures, data, books and personal collections from the residents of Richland and the graduates of Richland High School. To generate interest in present and future generations, in the historical significance of the government taking over a farming community while building a city, with homes, streets and a major nuclear facility in a very short period of time. To share the community pride that was felt in knowing our part in helping to end World War II.

The data covers the life in Richland from the early 40's to present day. It has prices of items, such as, government issued furniture, cost to build a home in a week's time, prices the homes sold for as the government relinquished the city to its residents, and the closing of the reactors. The collection is maintained by our historians, kept in a facility in Richland and made available to local organizations and schools, at no charge. The collection is constantly being added to and portions of it are put on display at our annual meeting held in Richland every September. Several members have written and published books regarding the historical significance of the Atomic facility, and other books on growing up in Richland, a government town.

A second purpose is to establish a scholarship for those graduates of Richland High School, Richland, WA, who meet the criteria as established by a scholarship committee. Those criteria shall include as a minimum financial need.

ARTICLE II MEMBERS

Classes of Members: Members of the corporation shall be persons who have attended Richland schools and whose class graduated from Richland/Columbia High School more than forty (40) years prior to the current Club 40 annual meeting, and who shall pay dues or otherwise be enrolled in accordance with the qualifications for membership adopted by the members at an annual meeting, or by the Board of Directors at any regular meeting.

ARTICLE III
MEETINGS OF MEMBERS

Section 1: Annual Meeting: An annual meeting of the members shall be held in a suitable place in or out of the State of Washington for the purpose of electing Class Representatives (herein after referred to as the Board of Directors) by the general membership on the Friday night of the meeting.

Section 2: Special Meetings: Special meetings of members may be called at any time by the President, by a majority of the Board of Directors or by a petition of at least ten percent (10%) of the members having voting rights.

Section 3: Place of Meeting: The Board of Directors may designate any place, either within or without the State of Washington, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors.

Section 4: Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either by e-mail, personally or by the regularly distributed Newsletter, to each member entitled to vote at such meeting, not less than ten (10) days, nor more than one hundred fifty (150) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5: Quorum: A majority of the members attending any annual or special meeting shall constitute a quorum for the transaction of all business to come before the meeting.

Section 6: Meetings may be adjourned from time to time, or from day to day.

Section 7: The President, or in his/her absence, the Vice-President shall call the meeting of the members to order and shall act as the presiding officer thereof.

Section 8: The Secretary shall act as a secretary at all meetings, and in his/her absence, the presiding officer may appoint any person to act as secretary.

ARTICLE IV DIRECTORS

Section 1: The Board of Directors shall consist of two (2) representatives from each class, elected at the annual meeting, for any class having graduated more than forty (40) years prior to the current annual meeting.

Section 2: The number of directors of the corporation shall be not less than three (3), provided however, that the total number of directors shall be fixed by these By-laws as amended from time to time by the Board of Directors.

Section 3: Whenever any vacancy shall occur among the directors, by death, resignation, or otherwise, it shall be filled by appointment of the Board of Directors. Each director so appointed shall hold office until his/her successor is elected at the next annual meeting of the members or at any special meeting duly called for the purpose prior thereto.

Section 4: The meeting of the newly elected Board of Directors will be held on the Saturday morning of the annual meeting to elect Club 40 officers and conduct other necessary business. Other meetings of the Board of Directors may be held at such time and place as the Board may from time to time determine and may be called by the President at any time or on the order of two (2) directors.

Section 5: Each Director shall be entitled to exercise his/her vote for officers by absentee ballot. All such ballots must be executed by the Director and filed with the Secretary of the Corporation at or before the meeting of the Board of Directors.

Section 6: A majority of those directors attending shall constitute a quorum for the transaction of business, and every act or decision of a majority of the directors and proxies present at a meeting at which a quorum is present shall be valid as the act of the Board of Directors.

Section 7: The Board of Directors shall have full power to borrow money on behalf of the corporation, including the power and authority to borrow money from any of the members, directors or officers of the corporation, and otherwise to incur indebtedness on behalf of the corporation, and to authorize the execution of promissory notes or other evidence of indebtedness of the corporation, and to agree to pay interest thereon; to sell, convey, transfer, assign, exchange, lease and otherwise dispose of, mortgage, pledge, hypothecate, and otherwise encumber the property, both real and personal, of the corporation, to purchase, lease and otherwise acquire property, real and personal, on behalf of the corporation, and generally to do or perform, or cause to be done or performed, any and every act which the corporation may lawfully do and perform.

Section 8: All members of the Board of Directors shall be members of good standing in Club 40. This provisio became effective with the incoming Board of Directors in September of 2007.

Section 9: All meetings of the Board of Directors shall be conducted according to Robert's Rules of Order. The President may appoint a Parliamentarian for each meeting.

ARTICLE V OFFICERS

Section 1: The elected officers of the corporation shall be President, Vice-President, Secretary and Treasurer. These officers shall be members of good standing in Club 40. This provisio became effective with the incoming officers in September, 2007.

Section 2: Officers, in order to qualify, need not be directors. Any two of the offices of Vice-President, Secretary and Treasurer may be combined. The officers shall be elected at the first meeting after the organization of the corporation and thereafter at the first meeting after the annual election of directors, and they shall hold office for one (1) year or until their successors are elected, provided, however, that the Secretary, Treasurer, and Appointed Officers may be removed by the Board of Directors at any time with or without cause. All contested elections shall be by secret ballot. The Secretary will print, hand out and collect such ballots as may be required; unless he/she is involved in a contested election, when the President will appoint a neutral Director to perform those tasks. The Secretary, with the assistance of two other persons, shall count the ballots. When the count is complete the Secretary shall give the results to the President. The President will announce to the Board and others present the results of the election. The ballots will be destroyed on completion of the election. In the event of a challenge, the President has the sole power to order a recount, re-vote or deny the challenge.

Section 3: The President may appoint such other officers, agents or employees of the corporation, as he/she may deem proper. These positions may include, but not be limited to: Data Base Manager, Newsletter Editor, Publicity Manager, Club Historian(s) and Web Page Manager. These positions do not necessarily have to be members of the Board of Directors, nor have the approval of said Board.

Section 4: Any appointed officer or agent may be removed by the President and the Board of Directors whenever, in their judgment, the best interest of the corporation will be served thereby.

Section 5: Elected officers of the corporation may be removed by vote of the Board of Directors whenever, in their judgment, the best interests of the corporation will be served thereby. For this purpose, and this purpose only, the quorum of Board Members required shall be greater than two-thirds (2/3) of the total number of Board Members. A special meeting of the Board of Directors must be called for in accordance with the rules for calling a special meeting. If a Director is unable to attend the meeting, a vote may be cast by electronic means or a written vote, sent to the Secretary and so recorded.

ARTICLE VI DUTIES OF THE OFFICERS

Section 1: The President shall be the chief executive officer of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. If the President is not a director, he/she will be granted voting power in case of a tie vote by the Board. He/she shall have general charge of the business of the corporation, including deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. The President shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 2: The Vice-President shall be vested with all the powers and shall perform all the duties of the President in case of the absence or disability of the President. The Vice-President shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 3: The Secretary shall keep the minutes of all proceedings of the corporation and of the Board of Directors in books provided for the purpose. He/she shall attend to the giving and serving of notice to all meetings of the members and of the Board of Directors and otherwise. He/she shall execute with the President, and in the name of the corporation, all deeds, bonds, contracts and other obligations and instruments as authorized by the Board of Directors. He/she shall be the custodian of the corporate seal of the corporation and when so ordered by the Board of Directors shall affix the seal to all deeds, bonds, contracts and other obligations and instruments. He/she shall keep and have charge of the minutes of the meetings of the Board of Directors and of the members, the book of membership certificates, the book of By-Laws, and such other books and papers as the Board of Directors may direct. He/she shall, in general, perform the entire duties incident to the office of Secretary, subject to the control of the Board of Directors.

In case of the absence or disability of the Secretary or his/her refusal or neglect to act, notice may be given and served by the President or by the Vice-President, or by any person hereunto authorized by the President or the Vice-President or by the Board of Directors, and thereafter without further notice another person may be appointed to act in his/her place and stead.

Section 4: The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books to be kept for that purpose. He/she shall receive and deposit or cause to be received and deposited, all monies and other valuables of the corporation, in the name and to the credit of the corporation, in such depositories as may be designated by the Board of Directors. He/she shall disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements. He/she shall render to the President and to the Board of Directors, whenever they may require, accounts on all of his/her transactions as Treasurer and of the financial condition of the corporation. He/she shall, in general, perform all of the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

ARTICLE VII APPOINTED OFFICERS

Section 1: The Newsletter Editor shall be responsible for the compiling and distribution of the Dust Storm Newsletter by either printed or electronic means, whichever is applicable. The Newsletter shall include such items as determined by the Board of Directors. The Newsletter distributions shall be approved and scheduled by the Board of Directors.

Section 2: The Database Manager shall be responsible for maintaining and updating the Club Database of member listings and mailing lists. He/she shall also provide the required e-mail or printed label mailing lists for the Newsletter distribution.

Section 3: The Club Historian shall be responsible for maintaining and preserving all historical materials in possession of the Club. He/she shall also be in charge of all historical displays for the annual meeting and any other displays that may be directed by the Board of Directors.

Section 4: The Publicity Manager will be responsible for acting as the Richland Club 40 Liaison with the various media such as newspapers, television, radio, etc. He/she will initiate any contacts he/she feels are appropriate or by direction of the President or Board of Directors to adequately publicize Richland Club 40 activities to the general public. Receipts for any expenditure incurred in these duties such as printing costs, etc. shall be submitted to the Richland Club 40 Treasurer for reimbursement.

ARTICLE VIII VACANCIES

Section 1: If the office of the President, Vice-President, Secretary, Treasurer, or member of the Board of Directors becomes vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor, who shall hold office for the remainder of the term, or until his/her successor is elected.

ARTICLE IX OFFICES

The principal office of the corporation in the State of Washington shall be located in the City of Richland, County of Benton. The corporation may have such other offices, either within or without the State of Washington, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The registered office may be, but need not be identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE X
BOOKS AND RECORDS

Section 1: The records of the corporation shall be kept on a Calendar year basis.

Section 2: The Corporation shall keep correct and complete books and records of account, on a calendar year basis, and shall also keep minutes of the proceedings of its members, and the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XI
DUES

Section 1: The Board of Directors may determine from time to time the amount of dues payable by members. The dues period shall be the calendar year and shall be payable in advance. As a matter of form, members should be current in their dues in order to receive the newsletter and attend the annual meeting.

Section 2: Incoming class members (those celebrating their 40th reunion) and joining Club 40 shall pay their dues. These dues will be considered paid in full for the following calendar year.

ARTICLE XII
AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting. Notification of such meeting may be made by electronic and/or printed means. Printed copies of such changes shall be made available for Board Member review at the meeting prior to adoption.

A By-Laws amendment approved at any special or regular Board meeting must be ratified at a subsequent Board meeting no less than sixty days forward. Minor corrections and additions may be made and approved at ratification. Copies of proposed changes will be forwarded to the Members of the Board by electronic or printed means at least ten (10) days prior to the meeting in which they will be presented for ratification.

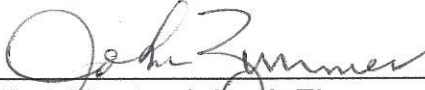
ARTICLE XIII
SCHOLARSHIP

The Club shall establish a scholarship(s), hereinafter referred to as the Conley-Richey-Overdahl Scholarship. This scholarship(s) will be limited to graduates of Richland High School, Richland, Washington. A separate fund will be established and maintained by the Treasurer. Funding is to come from donations by the membership and other resources that may occur. A Scholarship Committee shall be established by the Board of Directors. Members of this committee need not necessarily be members of the Board. The Scholarship Committee will have responsibility for providing the disbursal of scholarship funds, the selection criteria of scholarship recipients, and the prompt reporting of such actions as the Committee may take to the Board of Directors.

ARTICLE XIV
DISSOLUTION


In the event of dissolution of the corporation all available funds, after paying of all debts, will be donated to Richland High School, inclusive, and for the sole purpose of scholarships for graduating Richland High School students.

REVISED and adopted at a meeting of the Board of Directors this 12th day of October.



President – John J. Zimmer

ATTEST:



Secretary – Karol A. Smith