

## **CONSTITUTION**

### **of the**

Kenmore Community Club  
Kenmore, WA  
2022

## **PREAMBLE**

We, the Citizens of the Greater Kenmore Community, do hereby organize the KENMORE COMMUNITY CLUB, hereinafter referred to as The Club, and adopt the following as our Constitution.

## **ARTICLE I**

### **Object**

The mission of the Club is to foster inclusive community participation by preserving and proffering a historic landmark facility for arts, youth, education, civics, recreation, celebration, worship, and locally-based human services that elevate personal and collective well-being in our community.

The Club is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Club shall make no attempt to influence legislation or the campaigns of any political candidate. It shall provide neither monetary nor material sponsorship, nor endorse as an organization, nor grant unequal speaking opportunity to any political candidate, initiative, referendum, or proposition that is to appear on a public ballot. Officers and Trustees shall make no partisan comments in official organization publications or at official functions of the organization.

## **ARTICLE II**

### **Membership**

Any person eighteen years of age or older who shall be governed by the Constitution and By-Laws of the Club shall be eligible for membership, hereinafter referred to as Member(s)

## **ARTICLE III**

### **Dues**

The Membership fees shall be set forth according to the By-Laws.

## **ARTICLE IV**

### **Meetings**

Section 1. The Club shall hold social meetings on a regular basis open to Members and their guests.

Section 2. The annual business meeting of the Club with the full Membership shall be held in January.

Section 3. A special meeting may be called by the President whenever it may be deemed necessary, or by the officer in charge in the absence of the President. No special meeting shall be called unless the Members are given notice at least three days before said meeting is to be held.

Section 4. A minimum of seven (7) Members present at the meeting or countable by phone or web shall constitute a quorum.

Section 5. Voters must be Members in good standing as defined in the By-Laws, and be present at the meeting or countable by phone or web. Absentee or email votes must be received by the President by the beginning of the meeting. Proxy ballots shall not be allowed.

Section 6. A simple majority of voting Members of the Club is needed to elect Officers and Trustees or to pass other business matters.

Section 7. All new Members shall have their dues paid thirty days prior to voting.

Section 8. Members shall be prohibited from voting on any matter for which there is a conflict of interest or a substantial risk of a perceived conflict of interest. Relevant matters include, but are not limited to, contracts and extended rentals, family relationships, organizational affiliation, or vested interest.

## **ARTICLE VI**

### **Officers and Trustees**

Section 1. The Officers of the Club shall be President, Vice-President, Secretary, Treasurer. Each shall serve for one (1) year upon election and no more than seven (7) consecutive terms in the same Office.

Section 2. Any candidate for Office must be a Member in good standing and must be able to attend the majority of meetings during the term of office.

Section 3. Candidates for offices shall be nominated at the October meeting of the Club. Election of officers and trustees shall be held at the November meeting of the Club. Election shall be by secret ballot.

Section 4. All elected officers shall be sworn in at the annual January meeting.

Section 5. All records and property shall be turned over to successive Officers by the close of the business meeting in January. Under no circumstances will any Club earnings or assets ever inure to any private individual.

Section 6. There shall be up to four (4) elected Trustees: three (3) Regular Trustees who shall serve terms of two (2) years (staggered where possible and not elected concurrently) and one (1) Trustee-At-Large who shall serve terms of one (1) year. Immediate past-Presidents may serve as the Trustee-At-Large without an election. Should they decline, or when there is no outgoing president, a Trustee-At-Large shall be elected in the manner of Regular Trustees.

Section 7. Election of all Officers and Trustees shall be by secret ballot. Candidates for Offices shall name the position they seek prior to the election. In the event there are more candidates than open Trustee positions, those with the most votes of the quorum present or countable by phone or web shall be awarded the positions.

Section 8. No Member shall hold more than one elected position at any one time.

Section 9. The Officers and Trustees shall constitute the Board of Directors (Board). Any elected Officer or Trustee failing to attend three consecutive monthly Board meetings shall be removed from office unless there is good and sufficient reason for such absences.

Section 10. In the event of a vacancy of any Officer or Trustee position occurring during the year, the Board may appoint a replacement for the duration of the unexpired term.

Section 11. No Member, group or individual shall act on behalf of, or in the name of, the Club except as authorized by its Constitution and By-Laws or the Board.

## **ARTICLE VII**

### **Duties of Officers, Trustees, and Board of Directors**

Section 1. The President shall determine the agenda for all meetings; shall appoint all committees and serve as a member of all committees; shall act as judge in non-material controversies and business matters; and shall be responsible for the rental and calendar of the Hall. The President may call special meetings of the Board when necessary.

Section 2. The Vice-President shall assume the duties and responsibilities of the President in the President's absence; and exercise such other powers and duties as the President or the Board from time to time may assign.

Section 3. The Secretary shall record minutes of meetings; shall maintain files and prepare correspondence for the President's signature as directed; shall act as President should the President and the Vice-President be absent; shall maintain a current and master copy of the Club's Constitution and By-Laws by entering all amendments and changes duly approved by the membership.

Section 4. The Treasurer shall record all moneys received, pay all bills upon authorization by the Board; and keep all financial records in an orderly manner.

Section 5. The Trustees shall lead initiatives to improve the Club or its contribution to the community and act as a voting advisory board to the Club Officers on any and all matters coming before the Club.

Section 6. The Board shall have general supervision of the affairs of the Club and shall make recommendations to the Membership. The Board shall be subject to the orders of the Membership, and none of its acts shall conflict with actions taken by the Membership.

Section 7. Decisions of the Board shall require approval of a simple majority of a quorum of five (5) Board members. Board meetings shall be held monthly and be open to the Membership.

## **ARTICLE VIII**

### **Committees And Initiatives**

Committees shall be appointed and initiatives shall be launched as set forth in the By-Laws.

## **ARTICLE IX**

## Parliamentary Authority

Robert's Rules of Order, 11th Edition Revised, shall be the guide in all parliamentary procedures.

### ARTICLE X

#### Amendment of Constitution

The Constitution may be amended at any regular meeting by a two-thirds vote of the Members present or countable by phone or web. The proposed change shall have been announced at the previous regular meeting and published in the monthly newsletter prior to the vote.

### ARTICLE XI

#### Dissolution of the Kenmore Community Club.

In the event the Kenmore Community Club is dissolved by a vote of three-fourths (3/4) of the total Club Membership, the net assets are to be distributed as follows:

Upon dissolution of the Kenmore Community Club, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### CERTIFICATION OF ADOPTION

This constitution cancels and supersedes any and all constitutions heretofore written and approved by the Members of the Kenmore Community Club.

The undersigned President and Secretary Of the Kenmore Community Club, certify that a meeting of the Membership held on the \_\_8th\_\_ day of \_\_June\_\_\_\_, 2022, this Constitution was adopted by a majority vote of members present.

Dated this \_\_8th\_\_ day of \_\_June\_\_\_\_, 2022

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President

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Secretary

Submitted by Officers and Trustees

Michael O'Leary, President

Omur Muhittinoglu, Vice President

David Evans, Treasurer

Will French, Secretary

Kathi Straw, Regular Trustee

Bharati Khandekar, Regular Trustee

Fernell Miller, Regular Trustee

Nick Freeman, Trustee-At-Large

revised 10/15/2020

revised 4/10/2006

revised 1/17/2007

revised 1/24/2007

revised 5/8/2007

revised 5/9/2007

revised 8/22/2007

revised 11/11/2008

revised 8/12/2009

revised 10/28/09