

Bylaws of the Washington Camanachd Club

ARTICLE I – Name & Purpose

Section 1. Name

The name of this organization shall be the Washington Camanachd Club.

Section 2. Purpose

The purpose of the Washington Camanachd Club is to disseminate to the general public the sport of camanachd, also known as shinty, through regular practices, matches, workshops, performances or otherwise.

Section 3. Manner of Play

The Washington Camanachd Club shall play according to the rules laid out by Comunn na Camanachd or the Camanachd Association, the ruling body of the ancient stick sport of shinty in its modern dynamic form in Scotland.

ARTICLE II - Offices

Section 1. Principle Office

The registered agent and registered office will be determined by a resolution of the Board of Directors.

Section 2. Changing the Office

The Board of Directors may change the principal office from one location to another within the state of Washington by resolution, not requiring an amendment to these Bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within the state of Washington, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE III - Directors

Section 1. Number

The Washington Camanachd Club shall have at least five (5) directors and collectively they shall be known as the Board of Directors.

The number of Directors can be modified by resolution of the Board of Directors.

If at any time there are less than five (5) Directors the number of serving Directors shall constitute the Board of Directors.

Section 2. Qualifications

Directors shall be of the age of the majority in the state of Washington.

Section 3. Means of Election

New Directors shall be elected by the Board of Directors at such times that vacancies arise on the Board of Directors. Any Director, officer or other member may nominate individuals for the Board of Directors. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected as long as a majority vote of all Directors is received. Each Director shall cast one vote, with voting being by such means as are decided by the Board of Directors from time to time. The results of all elections shall be included in Meeting Minutes and kept with corporate records.

Section 4. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5. Duties

It shall be the duty of the 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, in any, of all officers, agents and employees of the corporation, unless otherwise specified in these Bylaws.
- 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, telegraphed or emailed to them at such addresses shall be valid notices thereof.
- f) Award honorary membership by majority resolution.

Section 6. Term of Office

Each director shall hold office indefinitely or until resignation, death, or removal by a majority vote by the Board of Directors.

Section 7. Compensation

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 8. Place of Meeting

Meetings of the Officers may be scheduled at such times and at such places as the Board of Directors deem appropriate. Meetings may be held by electronic mean, such as telephone, as long as all Officers are able to participate fully in any discussions with all the other members of the Board.

Section 9. Regular Meetings

Meetings of the Board of Directors shall be conducted at least annually.

Section 10. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of the state of Washington to call special meetings of the Board. Such meetings shall be held at such place agreed upon by a majority of the Board.

Section 11. 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. At least one week prior notice shall be given by written notice delivered personally, or by email to each member of the Board.

Section 12. Quorum for Meetings

A quorum shall consist of at least a majority of the Board of Directors

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions 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 Facilitator shall entertain at such meeting is a motion to adjourn.

Section 13. 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 14. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President. If the president is absent, the Vice-President will be the facilitator. If both the President and Vice-President are absent, a meeting facilitator will be chosen from among the Directors present by consensus. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the meeting facilitator 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 15. Vacancies

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

Any director may resign effective upon giving written notice to the Board of Directors and either the President or the Secretary, unless notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office by a majority vote of the full membership of the Board.

Vacancies on the Board may be replaced by the affirmative vote of a majority of the remaining Directors even if the remaining numbers be less than a quorum. A Director elected to fill a vacancy shall hold office only until a successor shall be elected and qualified or until earlier resignation, removal from office, or death.

Section 16. Non-liability of Directors

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

ARTICLE IV - Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. No person may hold two or more of the preceding offices unless required by situations that may from time to time arise. Other officers and titles may be determined as deemed necessary by the Board of Directors.

Section 2. Qualifications

Any member may serve as officer of this corporation.

Section 3. Election & Term of Office

Officers shall be elected by the membership once a year at the first regular meeting of the membership. Any Director, officer or other member may nominate individuals for any office. The candidates receiving the highest number of votes for their nominated offices shall be elected as long as a quorum of the membership participates in the election. Each member shall cast one vote, with voting being by written ballot. The results of all elections shall be included in Meeting Minutes and kept with corporate records. Terms of officers shall be one year.

Section 4. Removal & Resignation

Officers may be removed from office by a majority vote of the full membership of the Board, at any time.

Any Officer may resign effective upon giving written notice to the Board of Directors and either the President or the Secretary, unless notice specifies a later time for the effectiveness of such resignation. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved by the Board of Directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board of Directors, until an election by the membership can be held.

In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. In the event of a vacancy in the office of President, the position will be filled by the standing Vice-President. 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 6. Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The president shall perform all duties incident to the 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 by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President 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 Board of Directors.

Section 7. Duties of the Vice President

In the absence of the President, or in the event of his or 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 of Directors.

Section 8. Duties of the Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principle office of the corporation a membership book containing the name and addresses of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

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 or her from time to time by the Board of Directors.

Section 9. Duties of the Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

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.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties 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 or her from time to time by the Board of Directors.

ARTICLE V - Committees

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

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary for the operation of the committee.

ARTICLE VI - Execution of Instruments, Deposits & Funds

Section 1. Execution of Instruments

The Board of Directors, 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, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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.

ARTICLE VII – Corporate Records, Reports & Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a) minutes of all meetings of Directors, committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) A copy of the corporations Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principle office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Director's Inspection Rights

Each Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of the law.

Section 4. Membership Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

To inspect at any reasonable time the books, records (excluding membership roster contact information), or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the corporation by the member.

Members shall have such other rights to inspect the books, records (excluding membership roster contact information) and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of the law.

Any inspection under the provisions of this Article shall include the right to copy and make extracts.

Section 5. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE VIII - Members

Section 1. Qualifications Of Members

Any person is qualified to be a member of this corporation.

Section 2. Admission of Members

Applicants shall be admitted to membership upon payment of annual dues as specified in the following sections of this Bylaw, upon signing the Liability Waiver, and upon signing the statement of purpose which shall read, “ I, _____, support the purpose of the Washington Camanachd Club, which is to disseminate to the general public the sport of camanachd, also known as shinty, through regular practices, matches, workshops, performances or otherwise.”

Section 3. Dues & Renewal

The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors, by or before the first of August of each year.

Section 4. Number of Members

There is no limit on the number of members the corporation may admit.

Section 5. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member and the date thereof shall be recorded in the book. Such book shall be kept at the corporation’s principal office.

Section 6. Non liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 7. Non transferability of Membership

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 8. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events along with any rights arising there from:

- 1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of receipt of the notice.
- 2) After failure to renew his or her membership by paying dues on or before their due date.
- 3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon determination of the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a pro-rated refund of dues already paid for the current dues period.

Section 9. Voting Rights of Membership

Members shall have voting rights three (3) months after their admission as members. In order to exercise these voting rights, members must be present at meetings where elections or votes are held, except that they may vote by proxy by notifying any one member of the Board of Directors before the meeting where an election or vote is to be held. Voting rights shall be suspended immediately if a member has not renewed his or her membership before its expiration. In the event that membership expires, voting rights will be restored three months after a member rejoins.

Section 10. Nomination for Election to the Board of Directors

Any person may be nominated to be elected to the Board of Directors by any member or current Director.

Section 11. Rights to Raise Issues with the Board of Directors & Membership

Any member of this corporation may bring an issue before the Board of Directors for review or decision by providing a written statement of that issue to the Secretary of the Board of Directors no less than ten (10) days before the next meeting of the Board. Upon submission of the written statement as stipulated, the member will be welcome to present the issue at the meeting at which it will be discussed.

Any member of the corporation who wishes to bring an issue to the entire membership must submit a written statement of the issue to the Secretary of the Board for approval.

ARTICLE IX - Meetings of Members

Section 1. Place of Meetings

Meeting of members shall be held at the registered office of the corporation in Washington State or at such place as may be designated from time to time by the Board of Directors.

Section 2. Regular Meetings

A regular meeting of members shall be held on the first Sunday of March at 4:00 pm, or at a date and time agreed upon by consensus of the Board of Directors, for the purpose of electing officers and transacting other business as may come before the meeting.

See Article IV, Section 3 for Means of Election of officers

Section 3. Special Meetings

Special meetings of the members shall be called by the Board of Directors, the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 4. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally, by mail or electronic means, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Section 5. Waiver of Notice

Whenever any notice of a meeting is required to be given to any member 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 member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 6. Quorum for Meetings

A quorum shall consist of ten percent (10%) of the voting members of the corporation.

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

Section 7. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 8. Voting Rights of Individual Members

Each voting member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice or by written ballot at the discretion of the Board of Directors. Election of Directors, however, shall be by written ballot.

Section 9. Action By Written Ballot

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;

3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation;
5. shall only contain measures approved by the Board of Directors.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Directors may be elected by written ballot. Such ballots for the election shall list all the persons nominated at the time the ballots are mailed or delivered accompanied by a written statement by each nominee, only omitted for individuals if no written statement is submitted by the nominee.

Section 10. Conduct of Meetings

Meetings of members shall be presided over by the President or other facilitator chosen by the Board of Directors. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The notes therefrom to be submitted to the Secretary in a reasonable time to keep with the corporate records.

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

ARTICLE X - Amendment of Bylaws

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted, by approval of the Board of Directors.

ARTICLE XI - Indemnification

The corporation shall indemnify any Director, current or former, or officer, current or former, to the full extent permitted by the law.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of _____ (#) preceding pages. As the Bylaws of this corporation.

Dated: day, Month ##, 2007

Karl Davis _____

Stephen Aitchison _____

Taylor Holtz _____