

Spokane Valley Sea Hawks

By-Laws

November 17, 2020

+Mission Statement

Spokane Valley Sea Hawks are the most passionate, hardcore, devoted, cheer-crazy, football fans on earth. Our purpose, as a Sea Hawks Booster club, is to have fun while supporting the Seahawk players, the Seahawk organization and our local communities. Our main focus is helping support local charities in our community. We are one of the official Seahawk Booster clubs recognized by the Seahawk organization. We are a volunteer non-profit organization run by and for Seahawk fans.

ARTICLE I – GENERAL PROVISIONS

I. Membership

1. +All members must be in good standing. Members are deemed to be in good standing when all of the following conditions are met:

- Current on chapter dues
- In compliance with all position duties, as assigned
- Not subject to any form of sanction, suspension or disciplinary censure
- Not known to violate Seahawks Team or Sea Hawks policies and/or guidelines.

2. Dues paying members shall have full access to Spokane Valley Sea Hawks events, Sea Hawker benefits, and voting rights at chapter meetings. Voting members must have a current membership and voting rights shall be granted at the members 2nd general meeting.

II. Chapter Dues and Enrollment

1. The annual dues of members shall be established by the By-Laws of the Sea Hawks Central Council. Dues are currently \$15.00 for a single membership and \$25.00 for two adults in the same household. For each additional adult in the same household, add \$10.00. 18 years of age constitutes an adult.

2. Member dues are due with initial application and at time of renewal of membership. Membership is from January 1st until December 31st of the same year. Renewals not paid by February 1st will be dropped from the membership list until paid.

III. Meetings

1. **REGULAR** - Regular meetings shall be held the 3rd Tuesday of each month, except in the month of November, when Thanksgiving falls in the third week, then the meeting will be the second Tuesday unless otherwise set. Appropriate notice of the meeting time and place shall be given. Additional meetings will be held at the discretion of the Board Members.
2. **ANNUAL** – The Regular meeting in January shall be the Annual meeting.
3. **QUORUM** – At any general meeting of the chapter, a minimum of 15 members is required in order to constitute a quorum to do official business.
4. **MEETING PLACE AND TIME** – The place and time of Spokane Valley Sea Hawkets meetings shall be announced to all members with appropriate notice.

ARTICLE II – BOARD MEMBERS

1. The business and property of the chapter shall be managed by the Board Members (here after referred to as the Board). The Board shall consist of seven (7) members initially. When membership reaches fifty (50) the board shall be increased to nine (9) members.
2. Effective January 1, 2009, Board Members which from this point on include the officers, shall be elected to serve for a two-year term. +The term of office for all Board Members shall be from January 1 or when appointed, whichever is later and run until December 31st or when the new Board Members are elected, whichever is later. Nominations of members for these positions must be made in good faith and with a commitment that such nominees, if elected, would attend a minimum of nine meetings a year. +To be elected to the Board, the nominee must have been a member for three months and in attendance at two of the three meetings prior to nomination day.
3. The Board shall meet monthly to manage the chapter’s affairs outside of the Regular meetings. These meetings shall be the first Tuesday of every month. Appropriate notice must be given of change of time or venue.
4. At Board meetings, five Board Members shall be present to constitute a quorum. Each Board Member shall possess one vote. Voting by proxy shall not be allowed.

5. Any Board Member who is absent from three (3) unexcused Board meetings may be removed from the Board by a majority vote of the Board Members. Excused absences include Family Emergency, Illness or Work. This vote of removal must be taken within one month of the third meeting from which the Board Member was absent.

6. Any vacancy occurring on the Board by such reason as the death, resignation or removal of a Board Member shall be filled by the Board for the unexpired term for the designated position to be filled.

7. At the annual meeting in January the general membership shall elect the following Board Members.

- +Odd Years:
 - President
 - Secretary
 - Open Board Position/s

- +Even Years:
 - Vice President
 - Treasurer
 - Open Board Position/s

+The Board may appoint a past President as an ex-officio board member for the transition period.

8. Committees shall be established from the General Membership. The President shall appoint +a chairperson +for a 1-year commitment after the January election for the following positions.

- Bus Trip Coordinator
- By-Laws
- Charitable Donations
- Events Coordinator
- Fund Raising
- Membership

9. Board Members shall not serve in the same position for more than + one 2-year term. If there is no nomination for a board position, the outgoing board member may be nominated for a second 2-year term. In that case there can be no other nomination for the position and the outgoing officer and/or board member must express his/her willingness to accept the nomination and to serve the additional term.

10. In the event that a returning Board member is elected to an Officer position, their vacated Board position for the unexpired term shall be filled in a special vote held immediately following the elections during the Annual General Meeting. Nominations for vacant positions may be taken from the floor for this special election.

ARTICLRE III – DUTIES OF THE OFFICERS

1. President

The President shall be the chief executive officer of the Spokane Valley Sea Hawkers and its Board and shall preside at all their meetings. He/She shall have the general and active management of the Spokane Valley Sea Hawkers and its Board; may execute all instruments in their behalf; and shall see that their business and policy is carried into effect. He/She shall be an ex-officio member of all committees and have such other powers and perform such other duties as is usually inherent to such office.

2. Vice President

The Vice President shall have the primary responsibility of assisting the President to maintain order and structure at all Meetings in accordance with Roberts Rules of Order. The Vice President shall assume the position of the President in the event that the President is unable to fulfill the duties of the office.

+Addendum: Roberts Rules of Order

3. Secretary

The Secretary shall keep the minutes of all Spokane Valley Sea Hawker Board meetings; make available the minutes to all chapter members and board members of the Spokane Valley Sea Hawkers; distribute all official notices of such meetings; maintain a central mailing/email address for receipt of mail; maintain addresses for Board members and chapter members; carry on all correspondence of the Spokane Valley Sea Hawkers and its Board; and perform such other duties pertaining to the secretarial requirements of the Spokane Valley Sea Hawkers and its Board. The minute books, records, correspondence files and all central files shall be maintained by the Secretary and belong to the Spokane Valley Sea Hawkers.

4. Treasurer

The Treasurer shall receive and be accountable for all General Funds belonging to the Spokane Valley Sea Hawkers. He/She shall disburse such funds as the Spokane Valley Sea Hawkers or its Board may direct and shall sign all checks together with such other officer as the Board may direct. He/She shall keep accurate books and records, provided by and belonging to the Spokane Valley Sea Hawkers, of all receipts and disbursements and make available a copy of the monthly financial statements.

ARTICLE IV - ELECTIONS

1. Nominations will be held at the November and December General Membership Meetings for all open board positions.

a. He/She must be nominated from the floor.

b. If a member cannot be present for the nomination meeting, he/she must have a letter or email on file with the Board accepting the nomination.

2. Elections will be held at the Annual General Meeting in January. All voting shall be by secret ballot.

ARTICLE V – CHAPTER FUNDS

1. The funds of the Spokane Valley Sea Hawkers must be deposited in the chapter name in a financial institution approved by the Board Members. The Treasurer +and a designated Board Member have authority to deposit/transfer/withdraw funds. The designated board members cannot be of the same household.

2. All checks/withdrawals must be reported to the Board and general membership.

ARTICLE VI - AFFILIATION

1. The Spokane Valley Sea Hawkers shall affiliate with the Sea Hawkers Central Council and other Sea Hawker chapters recognized by the Sea Hawkers Central Council. The Spokane Valley Sea Hawkers Board Members may appoint representatives to attend Central Council meetings, as necessary. They may only take part in the discussion of agenda items, but have no vote.

2. The Board Members are authorized to submit dues from the Spokane Valley Sea Hawk's funds each year to the Central Council. The amount of dues is to be determined by the Central Council and consistent with the amount paid by other associate satellite Sea Hawker Chapters.

+ARTICLE VII – IDEMNIFICATION OF DIRECTORS AND OFFICERS

The Spokane Valley Sea Hawk's Booster Club is a not-for-profit Washington Corporation. Each Board Member now or hereafter serving the Booster Club, and each person who at the request of or on behalf of the Booster Club is now serving or hereafter serves as a Board Member or officer of any other Corporation, and the respective heirs, executors and administrator of each of them, shall be indemnified by the Booster Club against all costs, expenses, judgments and liabilities, including attorneys' fee, reasonable incurred by or imposed upon them in connection with or resulting from any action, suit or proceeding, civil or criminal, in which they are or may be made a party by reason of their being or having been such Board Member by reason of any action alleged to be taken or omitted by them as such Board Member, whether or not they were a Board Member at the time of incurring such costs, expenses, judgments and liabilities, except in relation to matters as to which they shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of their duty as such Board Member. Such indemnification shall be made with respect to adjudication's other than on the merits and shall extend to settlements and compromises. The foregoing right of indemnification shall not be exclusive of other rights to which such Board Member may be entitled as a matter of law.

ARTICLE VIII - DISSOLUTION

The Spokane Valley Sea Hawk's shall be considered "dissolved" when it is considered inactive by Sea Hawk's Central Council or has less than fifteen (15) active members. Upon dissolution, all property of the Spokane Valley Sea Hawk's shall be forfeited to the Sea Hawk's Central Council or to charity. The last members of the Spokane Valley Sea Hawk's would direct Central Council to this decision.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended by a sixty percent (60%) majority vote of the regular members present at a meeting of the chapter. Members should receive notice of a potential by-law change at least twenty-one days before the meeting to make such a change take place.

The above and foregoing By-Laws and Amendments were duly adopted by at least a sixty (60%) vote of the members of the chapter as the By-Laws of the Spokane Valley Sea Hawkens on the 17th of November, 2020.

+In the event of a discrepancy between the Spokane Valley Sea Hawkens and Central Council's bylaws, Central Council will take precedence.

+Denotes November 2020 Amendment

Pat O'Connor, Committee Chair

Mary Bruess, By-Laws Committee

Sue Haight, By-Laws Committee

Tracy Lindor, By-Laws Committee

Len Seville, By-Laws Committee