

Rambling Rovers Senior Travel Association  
Tri-Cities, Washington

**BYLAWS**  
Revised August 17, 2022

**ARTICLE I**  
**Name**

The name of this organization shall be *Rambling Rovers Senior Travel Association, Tri-Cities, Washington*, hereafter referred to as *Association*.

**ARTICLE II**  
**Object**

The object of this *Association* shall be to plan, arrange and conduct trips for members. It shall not be operated for the primary purpose of carrying on trade or business for profit. No assets or earnings shall be used for any purpose that is not exclusively charitable, scientific, literary, or educational, or further purpose as allowed by statute or regulation for non-profit associations. No assets or earnings of the *Association* shall be distributed to one or more members of the *Association* except as reasonable allowance for reimbursement of expenses for services rendered for the *Association*.

**ARTICLE III**  
**Members**

Section 1. Membership in this *Association* shall be limited to persons who are fifty-five (55) years of age or older.

Section 2. Admission to Membership

- a. Eligible members shall be enrolled upon receipt and processing of completed membership form(s) and payment of dues.

Section 3. Dues

- a. New member dues shall be set by the Executive Board, hereafter referred to as *Board*.

Section 4. Termination of Membership

- a. Membership terminates when dues are not paid by January 5.

**ARTICLE IV**  
**Officers**

Section 1. Elected Officers

- a. The elected officers shall be President, Vice President, Secretary, Treasurer, and three Directors.

## Section 2. Eligibility

Any member in good standing may be elected to or retain office in the *Association*.

## Section 3. Term of Office

- a. Elected officers shall hold office for one year beginning January 1 or until their successor is elected.

## Section 4. Removal from Office

- a. Any officer may be removed, either with or without cause, by the *Board*, whenever, in the judgment of the *Board*, the best interests of the *Association* will be served. Such removal shall be without prejudice to the contract rights, if any, of any person so removed. Removal shall occur only upon a two-thirds (2/3) vote by the current *Board* members, exclusive of the person removed, and only after the officer has been given an opportunity to be heard at a meeting of the *Board*.

## Section 5. Vacancy in Office

- a. In case of a vacancy in the office of President, the Vice President shall become President.
- b. Other vacancies shall be filled in the following manner: the *Board* shall act as the Nominating Committee and shall report at the next General Membership meeting. Nominations may then be made from the floor and the General Membership shall elect.

## Section 6. Duties

### **President**

- a. Preside at *Board* and General Membership meetings.
- b. Direct the business and conduct of the *Association*.
- c. Appoint all committees except the Nominating Committee (appoint chair only).
- d. Appoint Trip Coordinators, Social Coordinator, Committee Chairs, Office Manager and Parliamentarian.
- e. Sign or countersign certificates, contracts and instruments of the *Association*.
- f. Performs such other duties as they pertain to the office and/or as may be assigned by the *Board* or as provided in these Bylaws.

### **Vice President**

- a. Perform the duties of the President in the absence of the President.
- b. Read names of members who have birthdays that month at each General Membership meeting.
- c. Perform such other duties as may be assigned by the President or requested by the *Board*.

### **Secretary**

- a. Keep an accurate record of all *Board* and General Membership meetings.

- b. Provide copies of minutes, if requested.
- c. File official set of monthly *Board* and General Membership minutes in the Rambling Rovers office.
  - i. Minutes shall include signature of Secretary and, after approval, signature of President and date on which minutes were approved.
- d. Perform such other duties as may be assigned by the President or requested by the *Board*.

#### **Treasurer**

- a. Receive and record all *Association* funds and deposit them in the financial institution(s) authorized by the *Board*.
- b. Disburse checks to pay authorized expenditures.
- c. Furnish monthly financial reports as required by the *Board* and *Association*.
- d. Maintain accurate financial records, which shall be available for review by any member of the *Association*.
- e. Prepare and file required tax reports.
- f. Prepare statement of income and disbursements for the fiscal year and for an audit by mid-November, or at such other time as directed by the *Board*.
- g. Submit a Fidelity Bond at *Association* expense, if requested by the *Board*.
- h. Perform such other duties as may be assigned by the President or requested by the *Board*.

#### **Directors**

- a. Attend all *Board* meetings.
- b. Serve as a liaison between *Association* members and the *Board*.
- c. Designate one of the Directors to meet with the Treasurer at end of each *Board* meeting to review and initial monthly bank statements and refunds for trip cancellations.
- d. Perform such other duties as may be assigned by the President or requested by the *Board*.

### **ARTICLE V Nominations and Elections**

#### Section 1. Nominating Committee

- a. The Nominating Committee, consisting of three (3) members, shall be formed no later than the **October** General Membership meeting of each year. The President shall appoint the chair, the *Board* shall select one member, and the General Membership shall elect one member. Only one member of the committee may be a member of the *Board*.
- b. The Nominating Committee, after securing the consent of nominees to serve, shall submit its report to the membership at the **November** General

Membership meeting. There shall be one or more nominees for each office and director positions.

- c. Nominations may be made from the floor at the time the Nominating Committee gives its final report (see Section 2, Election).

#### Section 2. Election

- a. The annual election shall be held no later than the **December** General Membership meeting. The Nominating Committee shall again read its report to the membership and further nominations may be made from the floor, provided consent of the nominee(s) has been obtained.
- b. Elections shall be conducted in person at the General Membership meeting.
- c. If an emergency prevents the election, the *Board* and Nominating Committee shall determine the procedure for election, conforming as close as possible to requirements of these Bylaws.

### **ARTICLE VI Meetings**

#### Section 1. Regular

Regular meetings of the *Association* shall be held monthly at a time and place specified by the *Board*.

#### Section 2. Quorum

A quorum shall be a majority of those members present at any regular or special meeting.

#### Section 3. Special

- a. Special meetings may be called by the President or by the *Board*, or upon the written request of ten (10) members of the *Association*. Except in cases of emergency, at least three (3) days' notice shall be given. The business transacted at any special meeting shall be limited to that stated in the call.

### **ARTICLE VII Executive Board**

#### Section 1. Composition

- a. The elected officers of the *Association* (see **ARTICLE IV**, Section 1.a.) shall constitute the *Board*.

#### Section 2. Quorum

- a. A majority of the elected officers shall constitute a quorum.

#### Section 3. Duties and Powers

- a. The *Board* shall have general supervision of the affairs of the *Association* between business meetings, fix the hour and place of meetings, make recommendations to the *Association*, and perform such other duties as necessary.

- b. The *Board* shall be subject to the orders of the *Association* and none of the acts shall conflict with action taken by the *Association*.

#### Section 4. Meetings

- a. Unless otherwise ordered by the *Board*, **regular meetings** of the *Board* shall be held the week prior to the General Membership meetings.
- b. **Special meetings** of the *Board* may be called by the President and/or upon written request of three (3) members of the *Board* and shall be held at a time and place to be determined. Except in cases of emergency, at least three (3) days' notice shall be given. The business transacted at any special meeting shall be limited to that stated in the call.

### **ARTICLE VIII Committees**

A committee structure of standing or ad-hoc committees may be established, added to or amended as the need arises upon the *Board's* recommendation. Committees shall be appointed by the President with approval of the *Board*.

### **ARTICLE IX Dues and Fees**

#### Section 1. Fiscal Year

The fiscal year shall be January 1 through December 31.

#### Section 2. Annual Dues and Fees

- a. The annual dues as established by the *Board* shall be payable by members no later than December 31.
- b. If members have not paid their annual dues by January 5, they will be removed from the membership list.
- c. Special fees may be assessed if recommended by the *Board* and approved by a two-thirds (2/3) vote of the General Membership.

### **ARTICLE X Indemnification of Officers & Directors**

The *Association* shall indemnify, reimburse, and/or defend any present or former officer or director of this *Association* as well as any person who was acting as an officer or director or agent of another association at the request of this *Association* to the full extent now or hereafter, permissible by the Washington Business Corporation Act, for any claim, fee, liability, or penalty incurred, caused or suffered as a result of serving in such capacity, whether in a threatened, pending, or completed action, proceeding or suit. The *Association* shall have the power to purchase and maintain insurance on behalf of all Officers and Directors or Agents covering liability asserted against him/her in capacity or status.

**ARTICLE XI**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these Bylaws.

**ARTICLE XII**  
**Amendments**

Section 1. Amendment to Bylaws

These Bylaws may be amended by a two-thirds (2/3) vote of the members present at any regular General Membership meeting, provided notice of proposed amendments has been given to all voting members no later than the previous regular General Membership meeting.

Section 2. Operating Procedures

The *Association's Board* shall maintain an up-to-date set of Procedures to facilitate day-to-day *Association* operations. These Procedures may be amended by a majority vote of the elected officers at any regular or special meeting of the *Board*.

**ARTICLE XIII**  
**Dissolution**

Upon the dissolution of the *Association*, its governing body (*Board*) shall, after paying or making provisions for payment of all *Association* liabilities, dispose of all *Association* assets exclusively for the exempt purposes of the *Association* in such manner, or to such organization or organizations organized and operated exclusively for charitable, scientific, literary, or educational purposes which at the time qualify as exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code (or a corresponding section of any future tax code), as the *Association's* governing body shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the *Association's* principal office is then located exclusively for the *Association's* exempt purposes. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

These Bylaws were adopted by the members present at an *Association* meeting held on August 17, 2022 after giving notice to members according to **ARTICLE XII**, Section 1.

Signed         s/    
President, Chuck Madsen

        s/    
Secretary Pro Tem, Pat Fleming

Date:         August 17, 2022                        

        August 17, 2022