

WENATCHEE VALLEY SPORTS COUNCIL

BY-LAWS

Article I – Name

The name of this Council shall be the Wenatchee Valley Sports Council, hereinafter referred to as “Council”.

Article II – Mission

Our mission is to serve as the communities’ catalyst to attract and promote sports and sports related activities, thereby creating positive economic growth for the region, to provide recognition and assistance for sports programs and to produce leadership for facility development and improvements.

The Council is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Council is distributed to, or inures to the benefit of its directors or officers except to the extent permitted under the Nonprofit Corporation Act of the State of Washington. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office.

The Council and its board are, at this time, a subdivision of the Convention and Visitors Bureau Board and as such are responsible to the board of directors of the Bureau. At such time that the Council deems it in its best interest and that of the Bureau to separate it’s self from the Bureau it may do so by a 2/3 vote of a quorum of the eligible voting membership.

Article III – Purpose

The purpose of the Council shall be:

- A. To raise the level of professionalism and participation in sports events through an ongoing educational effort.
- B. To foster and promote amateur sports competitions, participation, and activities at all levels.
- C. To serve as a vehicle for the systematic exchange of information pertinent to the sports industry.
- D. To exert its collective influence in matters which may impact sport in the community.

- E. To position sports within the Wenatchee Valley as an important economic generator.
- F. To assist members with opportunities to market their sports events.
- G. To educate the public on the value of sports events on the economy, public relations, health and fitness.
- H. To invest in the vitality of the local economy.
- I. To maximize the use of our existing valley facilities and promote the development of future facilities.
- J. To help build our cities and regions image throughout the state.
- K. To facilitate in the development of the valley.
- L. To take responsibility for forming partnerships with the Visitor and Convention Bureau and local businesses to support sports development goals.

Article IV – Officers and Board of Directors

- A. The Board of Directors of the Council shall consist of one representative each from Wenatchee Parks & Recreation, Eastmont Recreation Service Area, Chelan County Public Utility District, Wenatchee School District, Eastmont School District, Wenatchee Valley College, Mission Ridge, Visitor & Convention Bureau, seven (7) community sports organizations, and the immediate past president (if not already included above) for a total of up to fifteen (15) members.
- B. The officers of the Council Board of Directors shall be President, Vice-President, **Secretary & Treasurer**. Further, the Board of Directors has the authority to elect such other officers of the Board, as it deems appropriate.

Article V – Election/Appointment of the Board of Directors & Officers

- A. The representative of the Wenatchee Parks & Recreation, Douglas County Parks, Chelan County Public Utility District, Wenatchee School District, Eastmont School District, Wenatchee Valley College, Mission Ridge, Visitor and Convention Bureau shall remain on the board until replaced by them.
- B. The seven (7) representatives from community sports organizations shall be elected at the Annual General Assembly Meeting of the Council by a simple majority of the votes cast by a quorum of the members present and eligible to vote. They shall take office before adjournment of said meeting, and each shall serve a **two-year term**.

- C. Only for the establishment of the initial Board of Directors and at no other time: There shall be elected by the Active membership seven (7) Board members, all of whom are representative of community sports organizations to staggered terms. Three (3) Board members shall be elected for one-year terms and four (4) Board members shall be elected for two-year terms.
- D. At all subsequent Annual General Assembly Meetings, sufficient Active Members to fill the community sports organizations Board member positions becoming vacant at the meeting shall be elected to the Board of Directors by a simple majority of the votes cast by a quorum of the members present and eligible to vote. They shall take office before the adjournment of said meeting and each shall serve a two-year term.
- E. Officers shall be elected at the first Board of Directors meeting following the Annual General Assembly Meeting by a simple majority of the votes cast by a quorum of the Board of Directors members present and eligible to vote. They shall take office before adjournment of said meeting, and each shall serve a two-year terms.
- F. If a vacancy occurs among the elected officers of the elected community organization members of the Board of Directors, the Board shall elect an Active Member to fill the vacancy at any regular or special meeting. The officer or director so elected by the Board shall serve until the Annual General Assembly meeting immediately following, at which time the membership will elect a member to serve for the balance, if any, of the unexpired term.
- G. If an Officer or Board member leaves a member organization, their position as an Officer or Board member shall be considered vacant unless they transfer directly to a position with another Council member in the same membership category and are recognized as the member representative to the Council.

Article VI – Duties of the Officers and Directors

- A. The President shall be the principal elected officer of the Council; shall provide at meetings of the Council and the Board of Directors; shall appoint all committees except those whose membership is provided by the By-laws and shall serve as an ex-officio member of all committees. Such other duties, as are necessary and incident to the office, or as may be prescribed by the Board of the membership, shall be performed by the President.
- B. The Vice-President shall be the President-Elect and shall preside at meetings in the absence of or at the discretion of the President.

- C. The Secretary shall be responsible for:
 - 1. Giving proper notice of all Council meetings.
 - 2. Recording and distributing the proceedings of Council, General and Board meetings.

- D. The Treasurer shall be responsible for:
 - 1. Overseeing an account of all monies received and expended by the Council, assuring that all expenditures have been properly authorized.
 - 2. Providing complete and accurate financial reports for Board Meetings and the General Assembly meetings.

- E. The Board of Directors may promulgate Rules and Regulations governing:
 - 1. Council operations.
 - 2. The exchange of sports related information.
 - 3. The activities of special and standing committees.
 - 4. Any function or activity of the Council not presently covered by the By-laws.
 - 5. The position of Sports Council Director.

- F. The Board of Directors shall act for the Council between General Meetings.

- G. The Board of Directors may recommend dues for all categories of membership in the Council.

- H. The Board may suspend, expel or reinstate any member of the Council in accordance with provisions of the By-laws Article XII, C.

Article VII – Board of Directors Meetings

- A. The Board of Directors shall meet at **least once a month**. Special meetings of the Board of Directors may be called upon request of Directors upon giving written notice to all Directors.

- B. A simple majority of the Board of Directors shall constitute a quorum for the purpose of conducting business.

- C. All members of the Board of Directors shall have the right to vote on all actions of the board except that no Director shall be permitted to vote by proxy.

- D. All actions of the Board of Directors shall require affirmative vote by a simple majority of a quorum of the Directors.

- E. All Board of Directors Board meetings are open meetings except for special executive sessions to discuss personnel and legal issues. All decisions shall be made in open meetings.

Article VIII – Committees

- A. Standing committees shall be added to the By-laws as needed.**

Article IX – General Assembly Meetings

- A. General Assembly Meetings shall be conducted two (2) times during the year. **The first general meeting, shall be in March and subsequent general meeting will be on October.**
- B. The secretary shall notify all members of the times and places of the General Meetings.
- C. Attendance at all General Assembly Meetings shall be encouraged and expected for all members. Should any member be absent from and not represented at two consecutive Annual General Assembly Meetings without a written explanation of absence acceptable to the Board of Directors, such member is subject to expulsion from membership. A member thus expelled may reapply for membership at any time but only under provisions of the By-laws.
- D. The presence of a majority of the membership eligible to vote on Council business shall constitute a quorum for the purpose of conducting business during a General Assembly Meeting and decisions shall be made by a majority vote.
- E. Each Active and Core Member shall have one vote, which may be cast only by the member, without the right of proxy.

Article XI – Voting Rights

- A. At the General Assembly meetings, prior to the conduct of meeting business, each active and core member organization shall designate the individual to cast the vote of the organization.
- B. Core Members: Core members in good standing shall be entitled to one vote on any question placed before the membership.

- C. Active Members: Active members in good standing shall be entitled to one vote on any question placed before the membership.
- D. Associate Members: Associate members shall not be entitled to vote.
- E. Friends Members: Friends members shall not be entitled to vote.

Article XII – Amendments

- A. The By-laws of the Council may be amended only during the Annual Meeting.
- B. Members wishing to amend the By-laws must submit proposed amendments in writing, specifying the amendment and particular by-law(s) to be amended, to the president of the Legislation Committee by sixty (60) days prior to the Annual General Assembly Meeting during which they are to be considered.
- C. A copy of the proposed By-law amendments shall be mailed to members at least thirty (30) days prior to the Annual General Assembly Meeting during which they are to be considered and must be presented during the Annual General Assembly Meeting as mailed.
- D. Proposed amendments to the By-laws shall require a 2/3 affirmative vote by a quorum of the eligible voting members.

Article XIII – Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these By-laws.

Article XIV – Fiscal Responsibility

- A. The fiscal year of this Council shall begin January 1 and end December 31 of that year.
- B. The Board of Directors shall make lawful and adequate provisions for sound fiscal policies and practices of the Council, including the preparation of an annual financial report and adequate fidelity bonding of officers and employees entrusted with the handling of funds or property of the Council.
- C. The Council is an affiliate and under the Non-Profit status of the Wenatchee Valley Convention and Visitors Bureau.

Article XV – Logo

- A. The Council shall have a logo, approved by the Board of Directors.
- B. Members may utilize the Council logo to reflect membership in the organization.

Article XVI – Liability

Nothing herein shall constitute members of the Council as partners for any purpose. No member, Officer, Director, agent or employee shall be liable for the acts or failure to act on the part of any Officer, Director, agent or employee of the Council; nor shall any members, Officers, Directors, agents or employees be liable for their acts or failure under these By-laws except for actions or failures to act arising out of their willful malfeasance.

Article XVII– Rescission

Any action of the Council, its Board of Directors or its representatives may be rescinded or changed during the Annual General Assembly Meeting by an affirmative vote of a simple majority present and eligible to vote, provided a quorum is present.