

FRIENDS OF MANITO

BYLAWS

Enacted May 1, 1995

(Amended October 2006 and October 2011)

Article 1

Names

The name of this organization is The Friends of Manito. Its abbreviation is TFM. The Manito Park staff, Spokane Parks and Recreation Department, Spokane Park Board, Spokane City Council and City of Spokane are hereinafter referred to as “the City”.

Article 2

Mission

The mission of the Friends of Manito is to conduct educational, volunteer and fund-raising activities that are responsive to the needs of the TFM membership, and to participate in the responsible preservation and improvement of Manito Park.

Article 3

Membership

Section 1. Membership in TFM is open to any person(s) interested in supporting TFM through payment of annual dues.

Section 2. Membership dues are determined by a majority vote of the Board.

Article 4

Officers

Section 1. The executive officers of TFM are President, Vice President and Treasurer.

Section 2. The President presides at all regular and special meetings of TFM and its Board; appoints Chairpersons of standing committees; coordinates the activities of the officers and chairpersons, and receives their reports; signs contracts and checks for TFM, as authorized in these Bylaws; represents TFM in its contacts with the City, and with the general public; calls and schedules the meetings of TFM and its Board; oversees the TFM staff and their functions; reviews pertinent correspondence, minutes and other documents from City and committees and administrators; and chairs the Executive Committee. The president remains on the executive committee after completion of his or her term of office until replaced by the next outgoing president.

Section 3. The Vice President assists the President, assumes the duties of the President if the latter is absent, serves on the Executive Committee, and succeeds the President on completion of his or her term of office.

Section 4. The Treasurer is responsible for the safekeeping and deposit of all the funds of TFM and for the proper accounting of all its income and expenditures. he or she also reports on all of these matters at each of the meetings of the Board and

general membership of TFM, signs checks as authorized by the Bylaws, prepares an annual budget, coordinates an annual audit of the financial records (if deemed necessary) by an independent Certified Public Accountant approved by the Board and serves on the Executive Committee.

Article 5

Board of Trustees

Section 1. The purpose of the board is to set overall policy, and to direct and supervise all of the matters concerning TFM.

Section 2. The Board consists of the TFM officers and other trustees elected by the general membership. Its size will neither be less than ten, nor more than twenty members. Recruitment and nomination take place by the board.

Section 3. In matters requiring official Board decisions, only Board members may cast votes. Minutes of TFM Board meetings are available at the TFM office.

Section 4. Meetings of the Board are called and scheduled by the President. Announcement of meeting times and dates is made at each Board meeting, and is listed in the minutes, which are distributed following each meeting. The President will make notification for special meetings, by appropriate means. Special board meetings may be called by any board member.

Section 5. A majority of the Board membership must be physically present at a meeting for decision-making and conduction of business. A Board member may vote on an issue *in absentia* by advance written communication to the Board.

Section 6. Trustees, upon election, commit to serve a minimum term of three years; to participate in board committee work; to participate in the fundraising efforts of the Board; to attend the regular meetings of the Board and TFM general membership; and to act legally and responsibly in representing TFM Board in their contacts with the public.

Section 7. A member may resign by submitting written notice to the Board. A Board member may also be removed from the by a 2/3 vote of the entire Board.

Article 6

Selection and Terms of Office

Section 1. One third of the Board positions are open each year. The Nominating Committee shall prepare a slate containing nominees for officers and open Board positions and shall determine the eligibility and willingness of each nominee to stand for election. Candidates may also be nominated by a petition process established by the Nominating Committee or the Board.

Section 2. The nominating committee presents the slate of officers at the September board meeting. The board approves or revises this slate.

Section 3. The list of nominees is presented to the general membership at least 20 days before the annual general membership meeting.

Section 4. Elections for Board officers and open Board positions shall be conducted during the annual general membership meeting by written ballot or by absentee ballot (as determined by the nominating committee), allowing for voters to write in any candidate who has given prior permission to be nominated from the floor. All voting members in good standing of TFM, as stated in Article 3 Section 1, shall have the right to vote in the election. The candidates who receive a majority of votes cast by the members present and by the mail-in votes shall be elected. The officers and Board members assume their duties at the close of the meeting.

Section 5. If the office of President is vacated, the Vice President automatically assumes the office, unless he or she declines the position. The Board elects replacements for all other vacancies. This also applies in the unlikely event of a Board officer being defeated in a Board member election.

Section 6. The President and Vice President may serve for two (2) consecutive one-year terms, and must have been a TFM member for at least the prior year. There is no limit to the number of terms the Treasurer may serve.

Section 7. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability is prohibited.

Section 8. No funds or resources of TFM may be used to support the election of any candidate or group of candidates. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Nominating Committee, or other applicable body designated by the Board, will be the sole distributor(s) of all election materials for Board elected positions.

Article 7

Meetings

A regular meeting is held for the entire membership each year and is scheduled for October. Notice is given to the membership at least 20 days prior to this or any other general membership meetings.

Article 8

Standing Committees

Section 1. The following standing committees serve the purposes of TFM: Executive Committee, Nominating Committee, Membership Committee, Education Committee and Marketing Committee. The Board may form other standing committees.

Section 2. Each standing committee has a Chairperson, appointed by the President following the October meeting of the general membership, to serve a one-year term. Each Chairperson supervises the activities and concerns of his or her committee, and

reports at appropriate intervals to the President, the Board and the general membership. Standing and ad-hoc subcommittees within each major standing committee report to the appropriate chairperson.

Section 3. The Chairperson of each committee will designate the members of that committee, drawn from the TFM membership.

Section 4. Meetings of the standing committee are called and scheduled by their respective Chairpersons, who are responsible for appropriate notification of the committee membership.

Section 5. At any time, a committee or subcommittee chairperson may submit a written resignation, or may be removed by a 2/3 vote of the entire Board.

Section 6. The Executive Committee

6.1. Purpose

This committee, consisting of the TFM officers and the immediate past president, is the coordinating and administrative body for the Board. It provides general counsel and support to all committees and Board liaison positions.

6.2. Responsibilities

- a). Acts on behalf of the Board in urgent matters. Any such urgent action taken by this committee on behalf of the Board will be communicated to the Board members the next scheduled meeting.
- b). Manages the memorial funds that have been gifted to TFM, seeking Board and benefactor consultation in such decision-making.
- c). Seeks to determine long-range plans and program priorities for TFM.
- d). Oversees the TFM staff, and the Finance and Personnel functions of TFM.

Section 7. The Nominating Committee

7.1. Purpose

This committee, consisting of at least 3 board members, facilitates continuity and responsible leadership in TFM by nominating individuals to serve on the Board, and to fill TFM officer positions.

7.2. Responsibilities

- a). Contacts, evaluates and nominates individuals to fill positions of the Board.
- b). Prepares the slate of proposed TFM executive officers each fall.
- c). Solicits and receives nominations from the general membership through public notification of opportunities for service.
- d) May not nominate themselves for executive officer positions

Article 9

Finances

Section 1. TFM is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service. The Treasurer, who follows the appropriate procedures to ensure compliance with those IRS regulations, manages its finances. Its fiscal year begins January 1 and ends December 31.

Section 2. The TFM officers will define how and who disperses funds.

Section 3. The records of the Treasurer are submitted to the Board for approval, prior to the October general membership meeting. The coordinator makes deposits, the Treasurer pays creditors and the Finance committee chairperson opens the bank statements and reviews financial activities.

Section 4. All dues and supplemental donations are payable to TFM, and are contributed to the general fund. All funds raised (including, but not limited to dues, donations, grants and fundraising receipts) are expended to support TFM's operating costs, activities and projects for the improvement of Manito, as determined by the Board or general membership, unless specifically designated otherwise by the donor.

Section 5. In the event of the dissolution of TFM, after paying all debts and obligations incurred by TFM, the remaining net assets shall be distributed to the Spokane Parks and Recreation Foundation, and designated to be used for Manito Park.

Article 10

Procedures

The rules of procedure at meetings of TFM are those contained in Robert's Rules of Order on Parliamentary Procedure.

Article 11

Amendments

The Bylaws of TFM may be amended at any meeting of the general TFM membership by a majority vote of those present, provided that such amendments are submitted in writing to the general membership at least 20 days prior to that meeting.

Signed this day _____

President, The Friends of Manito
May 1, 1995

Amended, October, 2006 and October 2011