

PUGET SOUND WELSH ASSOCIATION BY-LAWS
(Approved at the AGM 2 October 2010)

ARTICLE I: NAME

The name of the organization is The Puget Sound Welsh Association (Cymdeithas Cymreig Puget Sound) hereafter referred to as the Association. the Association is has been determined by the Internal Revenue Service to be tax-exempt under Section 501(c)(3) of the Tax Code.

ARTICLE II: PURPOSE

The purpose of the Association is to promote and preserve Welsh heritage in music, language, dance and fellowship.

ARTICLE III: MEMBERS

.Any individual who is of Welsh descent or who is not of Welsh descent but admires the Welsh culture may become a member. Other powers, requirements, dues, fees and procedures associated with membership shall be determined by the Board of Trustees..

ARTICLE IV: FISCAL YEAR.

The fiscal year of the Association shall be January 1 to December 31.

ARTICLE V: BOARD OF TRUSTEES.

A. Number and selection

1 .The business and property of the Association shall be managed by a Board of no more than ten (10) members in good standing, including four Board members elected as Officers.

2- A member shall have served on the Board at least one year to be elected an officer of the Board.

B. Term of Office

A Board member shall serve, but not be limited to, at least a three year term

C. Vacancy

The Board shall fill any vacancy of the officers of the Association for the remainder of that term.

D. Duties

1. The Board of Trustees is responsible for the leadership, program and administrative functions of the Association

3. The Board will elect, from among its members, the President, Vice President, Secretary and Treasurer.

4. The election of new Officers for the following year shall be at the Annual General Meeting (AGM)

5. The Board will appoint the editor of the newsletter Y Ddolen, from amongst the membership of the Association.

E. *Meetings*

1. Regular Meetings of the Board

Regular meetings of the Board of Trustees shall be held at such a place on such a day and hour as shall from time to time be set by the Board.

A. A minimum of four meetings each year shall be required

B. All meetings shall be open to members other than trustees. Non trustee members may speak but have no vote.

C. A quorum will consist of more than 50% of all Board members

2. Special Meetings of the Board.

Special meetings of the Board of trustees may be held at any place at any time whenever called by one of the officers of the Association.

3. General meetings of the membership.

There will be at least an Annual General Meeting of the membership at least once a year at a time and place determined by the Board of Directors

4. Notice of meetings

(i). Notice of the time and place of regular meetings of the Board, the AGM and any general meetings of the membership shall be published to each member of the Association at least 10 days prior to the meeting.

(ii). Notice of the time and place of regular and special Board meetings shall be given to each Board member by mail, e-mail, telephone or personal communication by the secretary or by the person calling the meeting at least four days prior to the meeting.

D. *Removal of Trustees*

1. Any trustee may be removed by a two thirds vote of the Trustees present at a duly called meeting of the Board.

2. Trustees may be removed only for cause including, but not limited to, the following:

a. Lack of attendance at meetings. (Not attending 75% of scheduled Board Meetings)

b. Neglect of duties.

c. Misuse of Association Funds.

d. Failure to act in the best interest of the Association.

ARTICLE VI: OFFICERS AND DUTIES

A. President

The President is responsible for providing leadership of the Association

The President:

- a. is the presiding officer at all meetings.
- b. may appoint standing committees with the approval of the Board.
- c. may appoint other committees as necessary.
- d. may assign specific responsibilities to Board members.
- e. may, together with the secretary, sign contracts approved by the Board of trustees.

The Board may choose, from time to time, to elect Co-Presidents, in which case the above responsibilities will be shared equitably.

B. Vice President

The Vice President shall take the place of the president and perform his/her duties whenever the President is temporarily absent.

- a. If the office of President becomes vacant, the Vice President shall succeed to the office of president for the remainder of that term.
- b. If neither the President nor the Vice President is able to act, the Board shall appoint some other member of the Board to act on an interim basis.

C. Secretary

The secretary shall keep the minutes of all meetings of the Board and shall have charge of all association papers, books and records (other than financial records) of the Association Upon ceasing to act as Secretary, the holder of such office shall deliver all the foregoing properties to his/her successor.

D. Treasurer

The treasurer shall have custody of all funds of the Association and have supervision of the collection and disbursement of such funds. The treasurer shall:

- a. Maintain bank accounts in depositories designated by the Board.
- b. Pay all obligations incurred by the Association when such payment is authorized by the president.
- c. Keep books of account and submit a written report to the Board at each regular meeting and at general meetings.
- d. Upon ceasing to act as Treasurer, the holder of such office shall deliver all the foregoing properties to his/her successor.

ARTICLE VII: INDEMNIFICATION

Every person who is or shall be or shall have been a Trustee or Officer of the Association and his or her personal representatives shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action,

suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Trustee or Officer of the Association- Costs and expenses of actions for which this Article provides indemnification shall include, among other things, attorney fees, damages and reasonable amounts paid in settlement.

ARTICLE VIII: FINANCE

A. Dues

the Association dues shall be remitted to the Treasurer or mailed to the Post Office Box. The amount of dues will be recommended by the Board and approved at a general meeting.

B. Funding for special projects.

Funds for special projects or events shall be available to sponsoring groups as directed by the Board and will be determined on a case by case basis.

C. Reimbursement and advances.

Expenditures and/or expenses incurred on behalf of the Association must be approved by the Board. An advance of funds for incidental expenses shall be granted at the discretion of the Board.

ARTICLE IX: AMENDMENTS

No amendment to these bylaws shall be enacted by the Association unless the requirements for a general membership meeting shall have been complied with in accordance with article V section E4 herein.

A. The affirmative vote of two thirds of the paid up members present at such a meeting shall be required for enactment of any amendment made to these by laws.

B. No provision is made for proxy balloting.

ARTICLE X; DISSOLUTION

the Association may be dissolved in accordance with section 7 of the PSWA Articles of Incorporation.