

# BY-LAWS of the Wings Over Washington Kite Club

*Adopted November 2010*

## **ARTICLE I: NAME**

The name for this organization shall be Wings Over Washington Kite Club.

## **ARTICLE II: PURPOSE**

The overall purpose of this non-profit, charitable and educational organization is to promote kites and the sport of kiting. To that end the organization shall work to:

1. Share information about kiting and provide avenues of communication among kites.
2. Promote safe kiting as a rewarding form of art and sport.
3. Facilitate coordination and planning of kiting activities.
4. Provide an educational resource for the development of kiting.

## **ARTICLE III: MEMBERSHIP**

### **Section 1. Eligibility**

Membership is open to all persons who favor the purpose of the club.

### **Section 2. Classes of Members**

- a. **REGULAR MEMBER** – A dues-paying person entitled to all privileges of membership.
- b. **HOUSEHOLD MEMBER** – A class of membership open to individuals residing in a common household. Members in this class are entitled to all privileges of membership but limited to two votes.
- c. **HONORARY MEMBER** – A person the Club wishes to recognize by conferring membership without requiring the payment of dues. The majority vote of the organization Officers is required to confer honorary status. Honorary members do not have voting rights.
- d. **SUPPORTING MEMBER** – A class of membership open to individuals or organizations that offer support to the Club and are entitled to all the benefits except the voting rights.

### **Section 3. Privileges of Membership**

- a. Subscription to the Club newsletter.
- b. Membership card.
- c. Privilege to attend official Club functions.
- d. Upon request, a copy of organization by-laws in effect at the time of request.

- e. Right to nominate officers of the organization and to vote in general proceedings of the organization.
- f. Merchant discounts as negotiated for the members of the organization.
- g. Other services as provided by the organization.
- h. Use of Club equipment.

### **Section 4. Dues**

Dues shall be determined by the Club Officers.

Standards for assessing dues will be:

- a. Dues shall be no more than is reasonable and necessary for publications of the Club, for support of the Club's functions, and for achievement of its goals.
- b. No back assessments will be levied upon former members who reinstate.
- c. The officers shall conduct a periodic dues review to ascertain that annual dues meet the requirements of Section 4, paragraph a., above. Said review will be conducted biennially at a minimum, but may be conducted more frequently as circumstances dictate and/or allow. Club members have the right to request a review at any time. Findings and decisions of reviews shall be published and disseminated to the membership.

### **Section 5. Termination or Withholding of Membership**

The Officers by a majority vote may, in writing, terminate or withhold membership in any class for activity which is in the judgment of the Officers is prejudicial to the best interests of the Club.

### **Section 6. Transfer of Membership**

Membership in any class in the Club is not transferable, assignable, or negotiable. Regular and Household Memberships may, however, be given as gifts.

### **Section 7. Lapse of Membership**

Regular and Household Memberships shall lapse 45 days after the expiration of dues. After 45 days, membership applications will be treated as new WOW memberships

## **ARTICLE IV: DUTIES OF OFFICERS**

### **Section 1. President**

- a. It shall be the duty of the President to preside at all official Club meetings.
- b. It shall be the duty of the President to make emergency decisions that may arise, the same to hold until the next meeting of the Officers, or a stated meeting of the Club, when the decision shall be confirmed or rejected.

c. The President shall be the representative of the Club authorized to enter into any contract which involves the Club, its membership, or its finances. Any such contract must be approved by a majority of the Officers.

d. The President shall also call regular and special meeting as provided in the By-Laws.

e. It shall be the duty of the President to appoint special committees at any regular meeting or as may be necessary in promoting the work of the Club. The President shall be an ex-officio member of all committees, but shall not be required to attend committee meetings.

### **Section 2. Vice-President(s)**

a. It shall be the duty of the Vice-President(s) to perform all duties of the President in the event of the President's absence, disability or resignation, and to assist the President.

b. The Vice-President(s) will have the responsibility of coordinating and developing all committee work and coordinate all special activities of the Club.

### **Section 3. Secretary**

It shall be the responsibility of the Secretary to keep a record of the proceedings of the Annual Meeting, meetings of the Officer, and other official meeting of the Club.

### **Section 4. Treasurer**

a. It shall be the Treasurer's duty to oversee the receipt of funds, pay all obligations incurred by the Club, supervise and keep a written report of all financial transactions of the Club, and present such a report at the Annual meeting of the club and/or as requested.

b. It shall be the duty of the Treasurer to insure that all payments are made by corporate check with receipts for all expenditures.

c. The Treasurer shall be authorized to write any check which is within budget not to exceed \$100.00. Any check exceeding \$100.00 requires authorization by the majority of the Club Officers.

### **Section 5. Officer Vacancies**

A vacancy of an Officer may be filled by appointment by the President with confirmation by a majority vote of the Officers.

### **Section 6. Removal of Officers**

a. By the Membership: An Officer may be removed by a three-fourths vote of the voting members, for activity which in the judgment of members is prejudicial to the best interests of the Club. Written notice of intent to remove an Officer must be given thirty days in advance to the Officer to be removed.

b. By the Officers: By a three-fourths vote of those participating may declare an Officer's post vacant if the elected Officer has not fulfilled the duties of office.

### **Section 7. Minimum Required Officers**

Staffing of not less than three officers is required to maintain club viability. The minimum standard is President, Treasurer, and one other officer. The club shall be declared inviable and move to termination and dissolution if there is less than minimum officer staffing for a period of more than 90 days.

## **ARTICLE V: MEETINGS AND ELECTIONS OF OFFICERS**

### **Section 1. Annual Meeting**

The Annual Meeting shall be held no later than November 15<sup>th</sup> of each year. The Annual Meeting shall be for the purpose of electing Officers, receiving and presenting to the membership reports of Officers and committees, flying and studying kites, and for any other business that may arise. The Annual Meeting will be conducted in accordance with Robert's Rules of Order.

### **Section 2. Notification**

Members shall be notified of the Annual Meeting at least 30 days before the meeting. In the same announcement nominations for Officers shall be solicited from members.

### **Section 3. Transition of Office**

The period between the Annual Meeting and January 1 of the next year shall provide for the orderly transition of all Officer's duties, documents, accounts, services, and pertinent information necessary to operate the Club.

## **ARTICLE VI: COMMITTEES**

Committees shall be established as needed for the purpose of planning and executing Club functions. They shall be established and dissolved as deemed necessary by the Club Officers.

## **ARTICLE VII: DESCRIPTION OF CLUB LOGO AND COLORS**

The Wings Over Washington colors are patriotic red, white, and blue.

The club logo consists of a left-leaning red capital "W" abutting a right-leaning blue capital "W", the center legs of which are fully vertical. The center of the logo is an oval void from the bottom to the top of the Ws, filled with a traditional diamond kite; the left half being blue and the right half being red. A serpentine "bow tie" tail hangs from the kite to below the logo. The center-line of the tail is blue and the tail comprises three "bow ties" of half-red and half-blue; the first bow tie under the kite is red on the left, blue on the right, and the remaining bow ties alternate the colors thereafter. The described graphic is topped with the lettered name of the club, "Wings Over Washington," from end to end of the stylized "Ws"; while "Kite Club" is lettered in matching font and color on the underside of the logo with "Kite" to the left of the logo kite's tail and "Club" to the right of the tail.

**ARTICLE VIII: STATEMENT OF NON-DISCRIMINATION**

No person will be discriminated against in admission to the membership, election, or appointment to any post, or be denied participation in any Club activity on account of race, color, religious beliefs, national origin, political affiliation, gender, age, disabilities, or sexual orientation.

**ARTICLE IX: AMENDMENTS**

**Section 1. Amendment by Membership**

These By-Laws may be altered, amended, or repealed and new By-Laws adopted at any meeting of the general membership.

**Section 2. Preservation of Tax-Exempt Status**

The membership may direct the President to effect any amendment of the By-Laws which would not affect the Club's tax-exempt status under Section 501©3 of the Revenue Code, as amended. Any amendment under this section must be approved by a two-thirds vote of the members present at any general meeting, and must have been submitted to all members in writing at least 30 days in advance of such meeting.

**ARTICLE X: TERMINATION OR DISSOLUTION OF THE CLUB**

In the event Wings Over Washington fails as an organization, through either majority vote to terminate or failure to meet the basic requirements for viability, as noted above, to exist (e.g. no member willing to stand for or continue in office), the current presiding officers shall declare the club to be defunct 45 days after the vote or the nil-result election. The club will, at that declared date, cease activities under the "Wings Over Washington" impress. Upon and following dissolution, the club shall not claim nor retain rights to the "Wings Over Washington" name or logo, as to allow re-use of the name in the event of a future resurrection of the club or creation of a new club wishing to use the same name. Said termination/dissolution shall be fully finalized within 120 days of the initial declaration.

Upon the termination/dissolution decision, the presiding officers shall: - Send a notice announcing the club's dissolution to the current membership and to the American Kitefliers Association (via the Region 3 Director). This notice will also advise of the upcoming disposition of club assets.

- Collect/centralize all club real property assets.
- Compile a list of club assets, to include current treasury funds, club kites, club equipment, and any other sundry items legitimately the property of the club.
- Dispose of/liquidate the club assets as described below. - Following disposition of assets, provide a declaration to the last current membership that the dissolution of the club has been finalized. This declaration,

to be issued not later than 120 days after the initial declaration, shall include a detailed description of the disposition of the club's assets, the final dispensation of club funds, and the officers' actions in finalizing the club's termination.

**DISPOSITION OF CLUB ASSETS** In the event the club is dissolved as an entity, club assets shall be disposed of in the following manner: - All real property shall be sold and so translated into cash and combined with the treasury funds. In doing so, club assets to be sold shall first be offered to the last current club membership with right of first refusal.

- The presiding officers shall:
  - Determine by majority vote of the officers the means by which said sales take place (e.g. direct sales, auction(s), e-Bay, etc, or combination thereof).
  - Ensure reasonable sales (i.e. close to fair market value) are obtained for the assets.
  - Ensure said liquidation is completed as expeditiously as possible and is not delayed.
- Items not sold after 90 days shall be disposed of in reasonable manner as determined by majority vote of the presiding officers. Any remaining real property assets shall not be given or donated to any individuals or businesses, but will be discarded (if unserviceable) or donated to another kite club and/or other kiting organization (e.g. The Drachen Foundation) and/or recognized social/educational organization(s) (e.g. Boy/Girl Scouts, community center(s), school(s)).
- Having thus completed the disposition of real property assets and combined the funds obtained with existing treasury funds, membership dues shall be refunded for the dues period remaining from the declared defunct date to the common renewal date. Following this, half the remaining balance shall be donated to the Drachen Society and half shall be donated to the American Kitefliers Association.

**End of By-Laws.**