

BY-LAWS  
OF  
WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC.

**(Revised 11/2011)**

ARTICLE I

Name and Location

1. The name of this Corporation shall be WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC.
2. Its principal office shall be located at 4512 South Pine Street, (Post Office Box 110760), Tacoma, Pierce County, Washington.
3. Other offices for the transaction of business shall be located at such places as the Board of Trustees may from time to time determine.

ARTICLE II

Membership

1. There shall be no capital stock issued by this Corporation. It is strictly understood that the same is a Non-Profit Corporation organized and existing under and by virtue of the laws of the State of Washington. The objects and purposes for which the Corporation is formed and under which it shall operate shall be those set forth in the Articles of Incorporation of WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC.
2. All members of Lodges which are in good standing in the Washington State Elks Association are members of the Washington Elks Therapy Program for Children, Inc.
3. If any Trustee of such corporation shall cease to be qualified to remain as such, pursuant to the foregoing section, his membership in such association shall immediately terminate and a vacancy shall thereby be deemed to exist in such membership. Any vacancy in membership shall be filled by those qualified to become members of such corporation by appointment by the President of the Washington State Elks Association provided that such appointee shall be from the Grand Lodge District, and further that said appointment shall be subject to the Executive Committee of the Washington State Elks Association and the Interim Committee of the Washington Elks Therapy Program for Children, Inc..

# Washington Elks Therapy Program for Children, Inc

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### ARTICLE III

#### Trustees

1. The Board of Trustees shall consist of one Trustee for every three (3) subordinate Lodges, or major fraction thereof, in each District Deputy district, plus the Treasurer of the Washington State Elks Association. An additional Trustee should be appointed from the same Grand Lodge District as the appointed Chairman, filling the vacancy created by the selection of a Chairman. The term shall be for one (1) year. Upon completion of the term as Chairman, the individual has the option to complete the remainder of the term as Trustee which he left to become Chairman.

2. The members of the Board of Trustees shall be selected by the Therapy Program Chairman, appointed by the State President, subject to ratification and approval by a majority of the members of the Executive Committee of the State Association.

3. The terms of the members of the Board of Trustees shall be five (5) years. In filling a vacancy the appointment shall be for the unexpired term of the Trustee vacancy.

4. The President shall appoint a member of the Board of Trustees as Chairman for one (1) year.

5. The President, President Elect and all Vice Presidents of the Washington State Elks Association shall be non-voting members of the Board of Trustees of the Corporation.

6. The powers, duties, qualifications and method of conducting the affairs of the WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. shall be strictly in accordance with the Constitution and By-Laws of the Washington State Elks Association, and in accordance with the Articles of Incorporation and By-Laws of this Corporation. In the event there is any conflict between the two, the Articles of Incorporation and By-Laws of the Washington State Elks Association shall govern and control.

### ARTICLE IV

#### Meetings of the Trustees

1. There shall be four annual meetings of the Trustees of WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. One to be held at the time of the Annual Meeting (June) of the Washington State Elks Association and another to be held at the time of the Semi-Annual Meeting (January) of the Washington State Elks Association. The other two meetings to be scheduled in April and October of each year to coincide with the Washington State Elks Association Quarterly meeting and at the call of the Chairman.

## Appendix N

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2. At such regular meetings, the business of the WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. shall be transacted in accordance with these By-Laws and in accordance with the Constitution and By-Laws of the Washington State Elks Association.

3. Special meetings of the Board of Trustees of the WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. may be called at any time upon the request of the Chairman of the Board of Trustees or the President of the Washington State Elks Association, or by a majority of the Board of Trustees of this Corporation.

4. At least ten (10) days written notice must be given to the members of the WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. of any special meeting called, as above provided for.

5. The Chairman of the Board of Trustees, or, in his absence, one of the Vice Chairmen of the Board of Trustees as identified by the Chairman, shall preside at all such meetings of the Trustees.

6. At every such meeting, each member shall be entitled to cast one vote. No proxies shall be recognized and in order to exercise a vote, the Trustee must be personally present and act in his own behalf.

7. A quorum for the transaction of business at any regular or special meeting shall consist of a majority of the Board of Trustees. If less than a majority should appear at any meeting of the Board of Trustees, those present shall have the power to adjourn the same to a future date and direct the Secretary/Manager to give further notice of such adjourned meeting.

### ARTICLE V

#### Power of Trustees

1. Business of the Corporation shall be managed by the Board of Trustees, who shall be appointed in accordance with the Constitution and By-Laws of the Washington State Elks Association, the Articles of Incorporation and these By-Laws.

2. Any vacancy in membership shall be filled by those qualified to become members of such corporation by appointment by the President of the Washington State Elks Association provided that said appointee shall be from the same Grand Lodge District, and further that said appointment shall be subject to approval of the Board of Trustees of the Therapy Program.

### Appendix N

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3. At the Annual Meeting of the Washington State Elks Association and at the Semi-Annual Meeting of the Washington State Elks Association, the Chairman or the Vice Chairman shall submit a report to the Convention assembled of the Washington State Elks Association showing the scope of the work performed under the direction of the Board of Trustees, the financial condition of the Corporation, and the condition of any tangible property owned by the Corporation.

### ARTICLE VI

#### Officers and Employees

1. The Chairman of the Board of Trustees of the WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. shall be the presiding officer and the Board of Trustees shall have power and authority to appoint a Secretary/Manager and to allow such compensation and expenses for the office as may be found necessary, the same to be approved by the Financial Trustees of the Washington State Elks Association.

2. The Secretary/Manager of the WASHINGTON ELKS THERAPY PROGRAM FOR CHILDREN, INC. shall issue all notices and have charge of records and shall keep minutes of all meetings held by the Board of Trustees and shall have charge of all the corporate books and papers and seal, and shall attest with his signature and impress with the corporate seal all documents required to be executed by the Corporation, and shall perform all such other duties as are indicant to his office.

3. The Chairman of the Board of Trustees shall appoint an Interim Committee, subject to the approval of the Board of Trustees. The Interim Committee shall consist of the Chairman or the Vice Chairman, Treasurer, two (2) members of the Board of Trustees of the Corporation and one (1) member of the Board of Financial Trustees of the Washington State Elks Association, who shall be appointed by the President of the Washington State Elks Association. The Interim Committee shall meet with the Secretary/Manager at regular intervals and shall review the activities of the Corporation, the financial status, progress and scope and work of the Corporation, the budgeted expenditures, and shall determine that the policies, as established by the Board of Trustees, are carried out. The Interim Committee shall make a report to the Board of Trustees at each regular or special meeting of the Board.

4. The Secretary/Manager shall oversee the business of the Therapy Program and shall supervise all employees. He shall make a progress report at each Interim Committee Meeting and shall report to the Board of Trustees of the Therapy Program at each of their meetings.

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### ARTICLE VII

#### Amendments

1. Amendments to these By-Laws may be made by vote of a majority of the Board of Trustees at any regular meeting provided for hereinabove, or at any special meeting when the proposed amendment has been set out in the notice calling such meeting.

2. Any other matters which may arise in the operation of the business and affairs of the Corporation shall be performed in accordance with the Articles of Incorporation and By-Laws, and in accordance with the Constitution and By-Laws now existing or which may hereinafter be enacted by the Washington State Elks Association.

### ARTICLE VII

#### Dissolution

1. In the event of the dissolution of the Washington Elks Therapy Program for Children, Inc., all assets of this Corporation remaining upon dissolution, after the satisfying of all debts of the Therapy Program, will be transferred to the Washington State Elks Association Charitable Trust or to the Elks National Foundation.