

**SAMISH ISLAND COMMUNITY CENTER INC**  
**Amended Bylaws**  
Adopted July 14, 2011

**PREAMBLE**

Samish Island Community Center is organized exclusively for charitable and educational purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Within the above listed framework the Samish Island Community Center owns, administers, maintains and improves the Samish Island Community Center, conducts activities for its members which promote the education of the Samish Island community, maintain and improve the Samish Island neighborhood, foster a sense of community, promote the general welfare of its residents, and maintain and nurture its natural environment and history.

**ARTICLE I — MEMBERSHIP**

**Section 1. Qualifications**

All residents and owners of property with addresses on Samish Island 18 years of age or older are Members of the Samish Island Community Center (hereafter "Center" or "Members").

**Section 2. Declaration of Non-Membership**

Any Member may file with the Secretary a declaration of Non-Membership and the Secretary shall keep a record of all such declarations. The declaration can be reversed at any time. This section does not permit the Center to expel any Member.

**Section 3. Honorary and Associate Members**

The Membership may grant Honorary or Associate Memberships, without voting rights or the right to hold office, to anyone for any length of time.

**Section 4. Meetings**

Meetings of the Members shall be held during January of each year at the Samish Island Community Hall, or at such other time or place as shall be designated by the Board of Directors. Notice of the time, place and proposed agenda of Meetings of the Members shall be published in advance in the Shore Lines, or such other newsletter as shall be published by the Center. The meetings are open to the public.

**Section 6. Voting**

Only Members are permitted to vote. Each Member has one vote. Proxy voting is prohibited.

**Section 7. Political Candidate Endorsements**

The Club shall not endorse, nor expend funds, for any candidate for political office.

**Section 8. Expenditures of Center**

Funds Expenditure of Center money may be made by Resolution.

**ARTICLE II— CENTER RECORDS**

**Section 1. Records**

Center Records include the minutes of the Center Member and Board meetings, correspondence, record books, financial records and accounts, membership lists, corporate records, reports of committees, a copy of each Newsletter, and records of any other sort.

All Center records (either by copies or originals), including corporate records, except the financial records, shall be maintained by, and are the responsibility of, the Secretary. The Treasurer shall maintain and be responsible for all financial records.

### **Section 2. Access**

All Center Records are open to inspection and copying by any Member at a reasonable time and place. No Member information may be disseminated to the public or used for commercial purposes. Information as to Members' names, addresses and telephone numbers may be disseminated to other members, subject to the right of any Member to elect to not have such information as to that Member so disseminated.

### **Section 3. Transfer of Records**

All Officers and Directors, upon leaving office, shall transfer all Center Records in their possession to their successor or to the Secretary.

## **ARTICLE III — OFFICERS**

### **Section 1. Composition and Terms of Office**

The Officers of the Center shall consist of a President, a Vice President, a Secretary, and a Treasurer. The officers are elected at the Annual Member Meeting for a term of one year. All officers must be Members of the Center. The term of office begins after the Annual Meeting is adjourned and continues until a replacement is elected or appointed.

### **Section 2. Duties, Responsibilities and Powers**

(a) President: It is the duty of the President to:

- (1) preside at all meetings of the Center and of the Directors;
- (2) to see that the Articles of Incorporation, Standing Rules and Bylaws are enforced;
- (3) to call such meetings as provided herein;
- (4) to have general supervision over all the affairs of the Center;
- (5) Appoint Members, pursuant to these Bylaws, to perform duties as deemed necessary.

In the absence or disability of the Treasurer, the President is empowered and authorized to receive and disburse monies belonging to the Club and to sign checks on the accounts in the Center's name. In the absence or disability of the Secretary, the President is empowered and authorized to appoint a temporary Secretary. Upon the election or appointment of a new President the past president shall attend the Director meetings as a non-voting member for a period of six months.

(b) Vice President

In the absence or disability of the President, his or her duties and responsibilities shall be discharged by the Vice President who will have all the authority of the President.

(c) Secretary;

The Secretary shall keep a record of all business conducted at meetings of the Membership and of the Board. He or she shall:

- (1) accept, record, and maintain records of all declarations of non-membership;
- (2) conduct the correspondence of the Center;
- (3) keep the original or copies of all correspondence;

(4) Maintain and be responsible for, all Center records other than financial records.

The Secretary is designated and appointed the registered agent for the Corporation and his or her address shall be the official address for corporate purposes. The Secretary may accept payment of dues and shall forthwith transmit the same to the Treasurer.

If the President and the Vice President are absent from any meeting, the Secretary shall act as President pro tem until a presiding officer is selected.

(d) Treasurer

The Treasurer shall collect all annual dues and receive all monies belonging to the Center and maintain a regular accounting. He or she shall:

(1) pay all bills as presented in accordance with the Annual Budget, or as directed by the Board or the Membership;

(2) deposit the funds of the Center in the name of the Center in such bank or banks as may be approved from time to time by the Board and maintain separate accounts in such a fashion to prevent the mingling of general Center funds with restricted donations or grants;

(3) submit a statement of accounts at each regular meeting of the Membership or Board;

(4) submit a year-end report at the close of the business year;

(5) if required by the Directors or Membership, give a bond for the faithful performance of his or her obligations to the Center in such amount and with such surety as may periodically be approved by the Directors, however the premium for such bond shall be paid by the Center;

(6) Maintain, and be responsible for, all Center financial records;

(7) Shall, upon the request of any member of the Board, make available on reasonable notice bank statements, cancelled checks and other financial records of the Center for inspection.

## ARTICLE IV -- BOARD OF DIRECTORS

### Section 1. Composition and Terms of Office

The Board of Directors is composed of the President, Vice President, Secretary, and Treasurer of the Center, all serving ex officio, together with three additional Directors elected by the Membership. The term of all Officers is one year. The term of office of an elected Director is three years, with the original terms set so that one Director is elected every year. All Directors must be Members of the Center. The term of office begins after the Annual Meeting is adjourned and continues until a replacement is elected or appointed.

### Section 2. Duties Responsibilities and Powers

The Directors manage the Center in accordance with these Bylaws, Articles of Incorporation and any Standing Rules, specifically, they shall:

(a) Establish an Annual Budget.

(b) Insure publication and timely neighborhood distribution of the Center newsletter.

(c) Provide for accurate and up-to-date Center records.

(d) Maintain liability insurance coverage.

(e) Provide notice of all meetings as required by these Bylaws.

(f) Fill all Officer or Director vacancies promptly in accordance with these Bylaws.

(g) Direct the investment and deposit of Center monies.

(h) Maintain communication between the Officers, the Directors and the Membership for an open exchange of ideas.

(i) Make reasonable expenditures of the Center money.

(j) Review and make recommendations, as needed, for changes to these Bylaws or to the Articles of Incorporation.

(k) Promote a sense of community.

(l) Propose an Agenda and provide a Program for the Membership Meetings.

(m) Provide, as necessary, for the timely filing of all reports required by the State in

order to maintain any non-profit corporation status.

- (n) Maintain and improve the Samish Island Community Hall and neighborhood.

### **Section 3. Meetings**

Directors meetings shall generally be held every month at date, time and location on Samish Island selected by the President; Provided that the Directors may set a different schedule to be published in the Newsletter. A meeting of the Directors may be cancelled by majority vote of the Directors at a preceding meeting. Special meetings of the Directors may be called at any time and place by any officer or any three Directors if there is sufficient Notice, unless such Notice is waived by every Director. All Director meetings are open to any Member.

### **Section 4. Voting**

Each Director, including ex-officio members, has one vote. Neither Absentee nor Proxy voting is permitted.

### **Section 5. Endorsements & Use of Title of Office**

No Officer, Director or Director may use his or her title as representing Samish Island Community Center, or any of its subordinate bodies, unless so authorized by the Articles of Incorporation, the Bylaws, Membership or the Directors.

### **Section 6. Indemnification of Directors and Officers**

Each Director or Officer, now or hereafter serving the Center, and his or her representative, executors and personal representatives, shall be indemnified by the Center against all liabilities, judgments, awards, costs and expenses, including counsel fees, incurred in any proceeding to which he or she may be a party or become involved by reason of being or having been a Director, Officer or employee of the Center. In such cases where the Director, Officer or employee is guilty of willful misfeasance, misconduct or nonfeasance in the performance of duties or acted outside the scope of authority granted by the Membership, no right of indemnification exists.

### **Section 7. Conflict of Interest**

A conflict of interest exists whenever a Director, or his or her immediate family, has a financial or political interest or is under contract or employed by either the Center itself or any person, agency, business or other entity that seeks or would desire to influence the Center's actions or policies. Such Director shall immediately disclose to the Board the existence of the conflict and, unless permitted by a majority of the remaining Directors, may not participate in voting on matters affecting such interest.

## **ARTICLE V — COMMITTEES**

### **Section 1. Appointment**

The President, with the approval of the Directors, shall make appointments from the Membership for all committees, standing or special, and committee chairs.

Unless determined in the standing rule or enabling motion, no Committee shall consist of fewer than three members, not including the President who is a non-voting ex officio member of every committee unless otherwise specified.

A chair shall be designated to preside over each committee. Such chair shall either be appointed by the President with the approval of the Directors; or, at the discretion of the President, shall be elected by the members of the committee with the approval of the Directors.

## **Section 2. Duties and Responsibilities**

Committees may meet informally. They need not take minutes although any member may submit a statement of position, either majority or minority, for Center records, to be read and considered by the Directors and the Membership. Two or more Committees may meet together to discuss common problems or issues. Committees are encouraged to seek assistance from the entire Membership. Committee Meetings are open to the Membership.

The Committee chairs shall be responsible for reporting Committee activities to the Directors or the Membership at least quarterly, and the board shall publish timely summaries of such reports in the Newsletter.

In addition, the chair of each standing committee shall present a yearly report of the committee's activities and accomplishments to the Annual Meeting. The chairs of standing committees shall also submit the date, time and place of every committee meeting so that it can be published in the Newsletter.

Committees do not have any authority other than that granted by the Membership, the Directors or these Bylaws. Designation and appointment of any Committee and any delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law, the Articles of Incorporation or the Bylaws.

## **Section 3. Removal**

Appointed members, including chairs, of any Committee may be removed from a Committee by a majority vote of the Directors.

## **Section 4. Formation**

Standing Committees are created by a Standing Rule enacted by the Membership. Special Committees are created either by the Membership or the Directors.

# **ARTICLE VI — NOMINATIONS & ELECTIONS**

## **Section 1. Nominations**

All Nominations for Officers and Directors may be made either: (1) by a nominating committee if one is created, or the Board prior to the annual Membership meeting, (2) from the floor at the annual Membership meeting, or (3) by written notice signed by the candidate.

## **Section 2. Elections**

The election of the Officers and Directors shall be held at the Annual Meeting. Officers are elected by a majority of the valid votes cast in an office by office race. Directors shall be elected at large, by plurality vote, with single votes permitted.

Contested elections shall be conducted by secret ballot.

# **ARTICLE VII — VACANCIES & REMOVAL**

## **Section 1. Vacancies**

Within 60 days of a vacancy the Directors shall, by appointment, fill all Director and Officer positions. Such appointments shall be until the next regular election at which time the Membership shall elect for the balance of the term. No appointment made pursuant to this Article is void or invalid for lack of a quorum of Directors.

## **Section 2. Removal**

Any Officer or Director may be removed by a 2/3 vote of those Members present at a Membership meeting following 30 day Notice of such action given to the Officer or Director, and to the Membership.

## **ARTICLE VIII — DUES**

### **Section 1. Amount**

The annual dues for regular Members shall be determined from time to time by a vote of the Directors.

### **Section 2. Payment**

Payment of Dues is encouraged yet voluntary.

## **ARTICLE IX — NON-PROFIT STATUS**

### **Section 1. Income**

No part of the net income of the Center may, under any circumstances, inure to the direct benefit of any Member, Director or Officer. The Center shall not loan money or credit to its Officers, Directors, or Members. This section does not prevent reimbursement to any Member for approved costs, or such costs as subsequently shall be ratified by the Board.

## **ARTICLE X — DISBURSEMENTS & CONTRACTS**

### **Section 1. Disbursements**

All Disbursements shall be by bank check. Checks in the amount of one hundred dollars (\$100) or more shall bear the signatures of the Treasurer and at least one other officer authorized by the Board of Directors or the Membership to sign checks.

### **Section 2. Contracts**

The President, together with the Secretary, shall sign all written contracts and obligations unless otherwise provided by vote of the Directors or the Membership. No contract is valid or binding upon the Center unless so signed.

## **ARTICLE XI — SUSPENSION & AMENDMENT**

### **Section 1. Suspension**

No Article or Section of these Bylaws may be suspended. Standing Rules and Rules of Order may be suspended by a 2/3 vote of Members present at a meeting.

### **Section 2. Amendment**

These Bylaws may be amended or repealed at any meeting by 2/3 of the Members voting if such amendment or motion to repeal is presented in writing, read and discussed at a Center meeting.

## **ARTICLE XII — MISCELLANEOUS RULES**

### **Section 1. Quorum**

A quorum for the transaction of business for any Membership meeting is 10 members, including at least two officers. A quorum for the transaction of business for any Director meeting is a majority of those Directors currently holding office. Committee meetings have no quorum requirement.

### **Section 2. Notice**

Notice is sufficient if made by publication in the previous Newsletter or, in the

alternative, by posting at the Samish Island Community Hall and the Samish Island Bulletin Board, if any. Notice, unless otherwise indicated, must be given at least seven days before any vote or action.

**Section 3. Dissolution of Organization.**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government , for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of Skagit County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 4. Supersede previous Bylaws**

These bylaws supersede and render void all provisions of all previous bylaws.

APPROVED BY VOTE OF THE MEMBERSHIP July 14, 2011

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