

SAMISH ISLAND COMMUNITY CENTER, INC.

Amended Bylaws

Adopted ~~July 14, 2011~~ October 18, 2026

PREAMBLE

Samish Island Community Center, Inc. (hereinafter "SICC") is organized exclusively for charitable and educational purposes ~~including for such purposes. Purposes include~~ the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or ~~the~~ corresponding section of any future federal tax code. ~~No part of the net income of SICC may, under any circumstances, inure to the direct benefit of any Member or Director.~~

Within the above listed framework, the Samish Island Community Center, Inc. owns, administers, maintains, and improves the Samish Island Community Center, (hereinafter "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. The activities of SICC shall not include attempts to influence the outcome of any political campaign on behalf of any candidate for public office.

ARTICLE I — MEMBERSHIP

Section 1. Qualifications

~~All residents and owners~~ Any resident or owner of property with ~~addresses an address~~ on Samish Island, 18 years of age or older ~~are Members, is a Member (hereinafter "Member") of the Samish Island Community Center (hereinafter "Center" or "Members"). SICC.~~

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~~ SICC 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 — MEMBERS' MEETINGS

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~~Annual Meeting

An Annual Members' Meeting shall be held by February 15th of each year at the Center, or at such other time or place in Skagit County as shall be designated by the Board of Directors. The purpose of the Annual Members' Meeting is to elect members of the Board of Directors and to conduct other such business which may properly come before the meeting. Notice of the date, time, and place of the Annual Members' Meeting shall be published at least thirty (30) days in advance of the meeting.

Section 2. ~~and~~Special Meetings

Special Members' meetings ~~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 called 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 of Directors or Membership, at its discretion. Unless otherwise noted herein, the Board shall 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 ten (10) days' notice bank statements, cancelled checks and other financial records of the Center for inspection, to the Membership. Business transacted at all Special Meetings shall be confined to the issues stated in the meeting notice.~~

Section 3. Meeting Notices

Meeting notices may be placed in the Samish ShoreLines newsletter, sent via the Samish Neighbors email list and/or posted on the SICC website, www.samishisland.net. The meetings are open to all Members.

Section 4. Quorum

A quorum for the transaction of business for any Members' Meeting is 15 Members.

ARTICLE ~~IV~~—III — BOARD OF DIRECTORS

~~Section 1. Composition and Terms of Office~~

Section 1. Composition

The Board of Directors is composed of the President, Vice President, Secretary, and Treasurer of ~~the Center,~~ all serving SICC (hereinafter referred to as Officers), all of whom serve ex officio, together with three additional at-large Directors. All Officers are Directors, and all Directors ~~elected by~~ are voting members of the Board.

Section 2. Terms of Office~~Membership.~~

The term of all Officers is one year. The term of office of an ~~elected~~ at-large Director is three years, with the original terms set so that one at-large Director is elected every year. All Directors must be Members of ~~the Center. The term~~ SICC. Terms of office ~~begins~~ begin after the Annual Members' Meeting is adjourned and ~~continues~~ continue until a replacement is elected or appointed.

Section 3. ~~Section 2.~~ Duties, Responsibilities, and Powers

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

- (a) Establish an Annual Budget.
- (b) ~~Insure~~ Ensure publication and timely ~~neighborhood~~ distribution of the Center Shore Lines newsletter.
- (c) Provide for accurate and up-to-date Center SICC records.
- (d) Maintain property and liability insurance coverage ~~for SICC, and Directors and Officers 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. — SICC funds.
- (h) Maintain communication between the ~~Officers, the~~ Directors and the Membership Members for an open exchange of ideas.
- (i) Make reasonable expenditures of ~~the Center~~ SICC's money.
- (j) Review ~~and make changes to the Bylaws or to the Articles of Incorporation and present any recommendations, as needed, for changes to these Bylaws or to the Articles of Incorporation. to the~~ Members.
- (k) Promote a sense of community.
- (l) ~~_____~~ (1) ~~_____~~ Propose an Agenda agenda and provide a Program program for the Membership Members' 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) ~~(m)~~ _____ Maintain and improve the Samish Island Community Hall and neighborhood. Center.
- (n) ~~Section 3.~~ Recruit and provide orientation for new board members.

Section 4. Meetings

Board of Directors Meetings

Directors' meetings shall generally be held every month at a date, time, and location ~~on Samish Island in Skagit County~~ 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~~ canceled by a majority vote of the Directors ~~at a preceding meeting.~~ Special ~~meetings~~ Meetings of the Directors may be called at any time and place ~~by any officer or any three Directors if there is sufficient Notice in Skagit County (or virtually if agreed upon by a majority of the Board), by any Director upon seven (7) days' notice,~~ unless such ~~Notice~~ notice is waived by

every Director. All ~~Director~~Directors' meetings are open to any Member-; locations of meetings will be posted on the SICC website. Directors may participate in person or via video or audio conference.

Section 4. Voting

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

Section 5. Quorum

A quorum for the transaction of business for any Directors' meeting is a majority of those Directors currently holding office.

Section 6. Directors' Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, upon notification to, and response from, all Board members by email or text, and after unanimous approval of the Directors. That action shall have the same force and effect as if approved at a regular or special Board meeting. Individual Board members shall confirm their vote, and the Secretary shall confirm, record, and file these confirmations.

Section 7. Voting

Each Director has one vote. Proxy voting is prohibited.

Section 8. Endorsements &and 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 69. Indemnification of Directors and Officers

Each Director or Officer, now or hereafter serving ~~the Center~~SICC, and his or her representative, executors and personal representatives, shall be indemnified by ~~the Center~~SICC 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~~SICC. 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 710. 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~~SICC itself or any person, agency, business, or other entity that seeks or would desire to influence ~~the Center's~~SICC's actions or ~~polices~~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 discussing or voting on matters affecting such interest.

ARTICLE V — COMMITTEESIV — OFFICERS

Section 1. Officers ListedAppointment

~~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-~~The Officers of the Center shall consist of ~~fewer than three members, not including the~~ a President, a Vice 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, a Secretary, and a Treasurer elected by the members of the committee with the approval of the Directors. Members. All officers must be Members of the Center.~~

Section 2. Duties~~and~~, Responsibilities~~,~~ and Powers

(a) President

The President shall:

- (1) preside at meetings of the Members and of the Board of Directors;
- (2) see that the Articles of Incorporation and Bylaws are enforced;
- (3) call such meetings as provided herein;
- (4) have general supervision over all the affairs of SICC;
- (5) appoint Members, pursuant to these Bylaws, to perform duties as deemed necessary;
- (6) sign contracts as approved by the Board.

(b) Vice President

The Vice President shall act as President in the absence or disability of the President.

(c) Secretary;

The Secretary shall:

- (1) keep a record of all business conducted at meetings of the Membership and of the Board of Directors;
- (2) accept, record, and maintain records of all declarations of non-membership; Committees may meet informally. They need not take minutes although any member may
- (3) maintain and be responsible for all SICC records other than financial records.

(d) Treasurer:

The Treasurer shall:

- (1) maintain all financial records of SICC;
- (2) receive all monies belonging to SICC and deposit the funds of SICC in the name of SICC in such bank or banks as may be approved from time to time by the Board;
- (a) pay all bills as presented in accordance with the Annual Budget, or as directed by the Board;
- (3) submit a statement of accounts at each Annual Members' meeting or Board meeting;
- (4) file Federal and State reports as required;
- (5) oversee the annual audit.

The position, either majority or minority, of Treasurer is designated and appointed as the registered agent for SICC.

ARTICLE V — NOMINATIONS & ELECTIONS

Section 1. Nominations~~Center records, to~~

All Nominations for Directors may be made either by a nominating committee if one is created, or the Board prior to the Annual Members' Meeting, or by written notice signed by the candidate. The deadline for nominations is December 31st.

Section 2. Elections~~read and considered by the~~

The election of the Officers and at-large Directors shall be held at the Annual Members' Meeting. Officers and at-large Directors are elected by a majority of the valid votes cast. Contested elections shall be conducted by secret ballot.

ARTICLE VI — VACANCIES & REMOVAL

Section 1. Vacancies

Within 60 days of a vacancy, the remaining Directors shall, by appointment, fill the position. Such appointees shall serve until the next regular election.

Section 2. Removal

Any Director may be removed by a 2/3 vote of those Members present at a Members' meeting following a 30-day notice of such action given to the Director and to the Members.

ARTICLE VII — COMMITTEES

Section 1. and the Membership. Two or more Types of Committees

SICC has only Advisory Committees. Advisory Committee members need not be Directors and may not exercise any powers of the Board.

Section 2. Appointment

The President, with the approval of the Directors, shall authorize the creation of any Advisory Committee. Each Advisory Committee shall select a chair.

Section 3. Duties and Responsibilities

Committees may meet together to discuss common problems or issues informally. Minutes are not required. Committees are encouraged to seek assistance from the entire Membership. Committee Meetings are open to the Membership, all Members. The Committee chairs shall be responsible for reporting Committee activities to the Directors as necessary.

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 & ELECTION~~

~~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~~FINANCIAL AFFAIRS

~~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

Section 1. Credit

SICC shall not loan money or provide credit to its Officers, Directors, or Members. This section does not prevent reimbursement to any Member

Section 2. Reimbursements

Members may be reimbursed for documented and approved costs, or such costs as subsequently shall be ratified by the Board.

ARTICLE X — DISBURSEMENTS & CONTRACTS

Section 1.

Section 3. Disbursements

All Disbursements shall be by bank check. Checks made only in the amount of one hundred dollars (\$100) accordance with a specific authorization or an Annual Budget approved by the Board of Directors.

Section 4. Fiscal Policies and Procedures

The SICC board will maintain an approved Fiscal Policies and Procedures document to ensure proper controls are in place.

Section 5. Annual Financial Review or Audit

An annual financial review or audit of financial records and compliance with fiscal policies and procedures will be conducted by an ad-hoc Advisory Financial Review or Audit Committee appointed by the board, consisting of a minimum of three (3) non-Board Members of SICC.

ARTICLE IX — SICC RECORDS

Section 1. Records

SICC Records include the minutes of the SICC Member and Board meetings, correspondence, record books, financial records and accounts, membership lists, corporate records, and committee listings. All SICC records (either by copies or originals), including corporate records, except the financial records, shall be maintained by, and are the signature responsibility of, the Secretary. The Treasurer shall maintain and be responsible for all financial records.

Section 2. Access

All SICC Records are open to inspection 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 not to have such information as to that Member so disseminated.

Section 3. Transfer of Records

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

ARTICLE X — RULES OF PROCEDURE

The officer authorized by rules of procedure and meetings of the Board of Directors and the Membership to sign checks shall be those contained in Robert's Rules of Order on Parliamentary Procedure, so far as applicable, when not inconsistent with these Bylaws or the Articles of Incorporation.

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 of these Bylaws requires two affirmative votes:~~

- ~~1. The These Bylaws may be amended or repealed Board must vote to approve the amendment, provided that notice of the nature of the proposed amendment has been transmitted to all Directors at any least 10 (ten) days in advance of the meeting.~~
- ~~2. The amendment must further be approved by 2/3 a majority of the Members voting if such amendment or motion to repeal at an Annual Meeting or Special Meeting, provided that the proposed amendment is presented in writing, read posted on the SICC website, and discussed at a Center that notice of the meeting to vote on the proposed amendment is given at least thirty (30) days in advance of the vote.~~

ARTICLE XII — MISCELLANEOUS ~~RULES~~ PROVISIONS

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.

Section 1. Dissolution of Organization-

~~—~~ Upon dissolution of the organization, assets shall be distributed for one or more exempt ~~purpose~~ purposes 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 42. Supersede ~~previous~~ Previous Bylaws

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

These Bylaws supersede previous Bylaws. These Bylaws constitute a contract between SICC and the indemnified Officers, Directors, employees, and agents. No amendment or repeal of these Bylaws that adversely affects the right of an indemnified person shall apply to such person with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless the amendment or repeal was voted by, or was made with the written consent of, such indemnified person.

APPROVED BY VOTE OF THE MEMBERSHIP ~~July 14, 2014~~ October 18, 2026
