

SICC Bylaws Changes, 2026

1. Throughout: References changed; “SICC” refers to the corporation, and “Center” refers to the building.
2. The order of several sections has been changed to prioritize more important sections and improve flow.
3. Preamble: Language regarding no income inuring to the direct benefit of individuals and no attempts to influence political campaigns moved to this section from other sections.
4. Article I
 - a. Section on Honorary & Associate Members removed.
 - b. Removed section for expenditures being made by Resolution.
5. Article II: New section - Members’ meetings
 - a. Added purpose of the Annual Members’ meeting and 30 days’ notice
 - b. Added provision for Special Members’ meetings
 - c. Clarified how meeting notices are provided
 - d. Moved quorum language here, increased from 10 to 15 members.
6. Article III – Board of Directors
 - a. Section 1: removal of “all of whom serve ex officio”
 - b. Section 3d: specify that property & D & O insurance shall be maintained, in addition to liability insurance.
 - c. Section 3m: old language moved elsewhere
 - d. Section 3n added: recruit and provide orientation for new board members
 - e. Section 4: specify that board meetings will be held in Skagit County, specify notice for Special Meetings, add that Directors may participate via video or audio conference.
 - f. Section 5: quorum language moved here.
 - g. New Section 6: provision for action without a meeting
 - h. Section 10. Conflict of Interest; removed provision allowing other board members to permit voting by a member with a conflict on a given topic.
7. Article IV – Officers
 - a. Section 2(a)(6) – President signs approved contracts (moved from elsewhere, Secretary signature deleted)
 - b. Section 2(c) – Secretary
 - Removed “conduct the correspondence of the Center” and keep copies of all correspondence
 - c. Section 2(d) – Treasurer
 - i. Re-ordered several points
 - ii. (4) Added file Federal and State reports as required

- iii. (5) Added oversee the annual audit
- iv. Removed provision that bond may be required
- v. Added that the position of Treasurer is designated and appointed as the registered agent of SICC (formerly was the Secretary)

8. Article V – Nominations & Elections - Section 1

- a. Added that the deadline for nominations is December 31.
- b. Removed nominations from the floor at the Annual Meeting.
(Done so the board will know in advance of the Annual Meeting whether to prepare for secret ballots)

9. Article VII – Committees

- a. Removed the President as a member of all committees.
- b. Language conforms to new WA State law regarding committees.

10. Article VIII -Financial Affairs

- a. Removed language that all disbursements will be made by check.
- b. Removed language that all checks over \$100 require 2 signatures; changed to say disbursements shall be made only in accordance with a specific authorization of the board or an Annual Budget approved by the board.
- c. Added language regarding creation of an approved Fiscal Policies and Procedures document to ensure proper controls are in place.
- d. Added language requiring an annual financial review or audit.
- e. Note: The board has separately approved a detailed set of Fiscal Policies and Procedures

11. Article X – Rules of Procedure – new

12. Article XI – Amendment

- a. Removed language allowing repeal of the bylaws (with no replacement).
- b. Specified the procedure for amendment; board approves amendments first, then the Membership.

13. Article XII – Misc Provisions

Section 2. These bylaws supersede previous bylaws, but no amendment of these bylaws adversely affects the rights of anyone indemnified in previous bylaws without their consent.