SAMISH ISLAND COMMUNITY CENTER, INC.
Amended Bylaws

Adopted October 18, 2026

PREAMBLE

Samish Island Community Center, Inc. (hereinafter "SICC") is organized exclusively for charitable and educational 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. None of the assets, including cash, of SICC may, under any circumstances, inure to the direct benefit of any individual or for-profit business.

Within the above-listed framework, the Samish Island Community Center, Inc. owns, administers, maintains, and improves the Samish Island Community Center building (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
Any resident or owner of property with an address on Samish Island, 18 years of age or older, is a Member (hereinafter "Member) of 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 SICC to expel any Member.

Section 3. Voting
Only Members are permitted to vote. Each Member has one vote. Proxy voting is prohibited.

ARTICLE II — MEMBERS' MEETINGS

Section 1. 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. Special Meetings
Special Members' meetings may be called by the Board of Directors at its discretion. Unless otherwise noted herein, the Board shall give ten (10) days' notice 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 III — BOARD OF DIRECTORS

Section 1. Composition
The Board of Directors is composed of the President, Vice President, Secretary, and Treasurer of SICC (hereinafter referred to as Officers), together with three additional at-large Directors. All Officers are Directors, and all Directors are voting members of the Board. No first-degree relatives, spouses, or domestic partners may serve as Directors at the same time.

Section 2. Terms of Office
The term of all Officers is one year. The term of office of an 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 SICC. Terms of office begin after the Annual Members' Meeting is adjourned and continue until a replacement is elected or appointed.

Section 3. Duties, Responsibilities, and Powers
The Directors manage SICC in accordance with these Bylaws and the Articles of Incorporation. They shall:

(a) Establish an Annual Budget.
(b) Ensure publication and timely distribution of the ShoreLines newsletter.
(c) Provide for accurate and up-to-date 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.
(f) Fill all Director vacancies promptly.
(g) Direct the investment and deposit of SICC funds.
(h) Maintain communication between the Directors and the Members for an open exchange of ideas.
(i) Make reasonable expenditures of SICC's money.
(j) Review changes to the Bylaws or to the Articles of Incorporation and present any recommendations to the Members.
(k) Promote a sense of community.
(1) Propose an agenda and provide a program for Members' Meetings.
(m) Maintain and improve the Center.
(n) Recruit and provide orientation for new board members.

Section 4. Board of Directors Meetings
Directors' meetings shall generally be held every month at a date, time, and location in Skagit County selected by the President. A meeting of the Directors may be canceled by a majority vote of the Directors. Special Meetings of the Directors may be called at any time and place 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 is waived by every Director. All 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 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 or Director may use his or her title as representing Samish Island Community Center, unless so authorized by the Articles of Incorporation, the Bylaws, Membership, or the Directors.

Section 9. Indemnification of Directors and Officers
Each Director or Officer, now or hereafter serving SICC, and his or her representative, executors and personal representatives, shall be indemnified by 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 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 10. 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 SICC itself or any person, agency, business, or other entity that seeks or would desire to influence SICC's actions or policies. Such Director shall immediately disclose to the Board the existence of the conflict and may not participate in discussing or voting on matters affecting such interest.

ARTICLE IV — OFFICERS

Section 1. Officers Listed
The Officers of the Center shall consist of a President, a Vice President, a Secretary, and a Treasurer elected by the Members. All officers must be Members of the Center.

Section 2. Duties, 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;
(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 of Treasurer is designated and appointed as the registered agent for SICC.

ARTICLE V — NOMINATIONS & ELECTIONS

Section 1. Nominations
By November 1st annually, the Board will announce open positions for the upcoming year. All Nominations for Directors may be made either by a nominating committee if one is created, or by the Board prior to the Annual Members' Meeting, or by written notice signed by the candidate. The Board will announce all pending nominations by December 21st. The deadline for nominations is December 31st. The full list of nominations will be communicated to the community by January 10th. If there are no nominations for an open position, nominations may be made up to and including at the Annual Meeting.

Section 2. Elections
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. 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 informally. Minutes are not required. Committees are encouraged to seek assistance from the entire Membership. Committee Meetings are open to all Members. The Committee chairs shall be responsible for reporting Committee activities to the Directors as necessary.

ARTICLE VIII — FINANCIAL AFFAIRS

Section 1. Credit
SICC shall not loan money or provide credit to its Directors or Members.

Section 2. Reimbursements
Members may be reimbursed for documented and approved costs, or such costs as subsequently shall be ratified by the Board.

Section 3. Disbursements
Disbursements shall be made only in 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 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 rules of procedure and meetings of the Board of Directors and the Membership 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.

ARTICLE XI — AMENDMENT

Amendment of these Bylaws requires two affirmative votes:

1. The Board must vote to approve the amendment, provided that notice of the nature of the proposed amendment has been transmitted to all Directors at least 10 (ten) days in advance of the meeting.

2. The amendment must further be approved by a majority of the Members voting at an Annual Meeting or Special Meeting, provided that the proposed amendment is posted on the SICC website, and 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 PROVISIONS

Section 1. Dissolution of Organization
Upon dissolution of the organization, assets shall be distributed for one or more exempt 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 2. Supersede 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 October 18, 2026