

BYLAWS OF ORCAS CENTER

Adopted 1983

As amended November 1996, ratified March 1997; amended December 1999;
amended June 2001, ratified March 2002
amended June 2002, amended June 2005, ratified March 2005
amended December 2005, ratified March 2006
amended December 2007, ratified March 2008
amended December 2008, ratified March 2009
amended January 2015, ratified March 2015
amended, November 2020, ratified March 2021

ARTICLE I: NAME

The name of this organization shall be Orcas Center (Center).

ARTICLE II: PURPOSE

The purposes of the Center shall be to maintain and operate a not-for-profit community center building; to present cultural, artistic, educational, and social programs and opportunities for islanders which enhance the quality of life for the community.

ARTICLE III: MEMBERS

Section 1. Who Is a Member? A Member shall be those persons wishing to support the purposes of the Center who pay the Membership fee, and who agree to abide by its bylaws, rules and procedures.

Section 2. Voting. Membership in the Center entitles Members to one vote per Membership, whether individual, family, business, or organization.

Section 3. Membership Period. The period of membership shall be set by resolution of the Board of Trustees.

Section 4. Annual Dues. The annual Membership dues for Members of the Center shall be set by resolution of the Board of Trustees.

Section 5. Rights of Members. Members shall have the right to bring issues of concern before the Board of Trustees at any regular or special meeting pursuant to Article X, Section 2. Members wishing to address the Board should contact the Board President to be placed on the agenda at a regularly scheduled or special meeting. Proposals for amendments to the bylaws should be submitted according to the provisions in Article XIV of this document.

Section 6. Termination of Membership. Membership may be terminated by resignation, by failure to pay the prescribed annual dues, or through expulsion by a vote of two-thirds of the Trustees present at a special meeting called for that purpose. For this purpose, a quorum shall consist of no less than one-half the number of sitting Trustees plus one.

ARTICLE IV: OFFICERS

Section 1. Officers Enumerated. The officers of the Center shall be a President, Vice-president, Secretary, and Treasurer. The officers shall be members of the Board and shall be elected by the membership by ballot from a single slate determined by the Board following the procedures described in Article VII. The term of office shall be one year, with a maximum of three consecutive terms. No person shall hold more than one office. In addition to the powers and duties specified

below, the officers shall have such powers and perform such duties as the Board of Trustees may prescribe.

Section 2. The President. The President shall exercise the usual executive powers pertaining to the office of President and shall preside at meetings of the Membership. The President shall serve as Chair of the Board of Trustees and shall preside at meetings of the Board.

Section 3. The Vice-President. In the absence or disability of the President, the Vice-President shall act as President. The Vice-President shall perform such other duties as shall be prescribed by the President.

Section 4. The Secretary. The Secretary shall be responsible for maintaining records of the proceedings of the Board of Trustees and of the annual and special meetings of the Membership. The Secretary shall see to the retention of minutes of those meetings and distribute, as appropriate, current and archival files of the Articles of Incorporation, Bylaws, the Policy and Procedure Manual, and Board of Trustees proceedings. The Secretary shall see to it that the following documents are available online, through the Center website: Articles of Incorporation, Bylaws, and the Policy and Procedure Manual.

Section 5. The Treasurer. The Treasurer shall have the care and custody of all funds and investments of the Center and shall cause regular books of account to be kept. The Treasurer shall cause all funds and other valuable effects of the Center to be deposited in such depositories as may be designated by the Board of Trustees. The Treasurer shall serve as a Member of the Internal Affairs Committee. The Treasurer shall issue regular financial reports to the Board and, on at least an annual basis, a report to the Membership reflecting the financial results of the operation of the Center, prior to the annual Membership meeting.

Section 6. Vacancies. The Board shall have the power to fill vacancies in the above offices from among the remaining Trustees for a term that ends at the next Annual Membership Meeting.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Annual Meetings. The Annual Meeting of the Membership for elections and for the transaction of such other business as may properly come before the meeting shall be held within three months of the end of the fiscal year, with the exact time to be fixed by the Board of Trustees. Such annual meetings of the Membership shall be held at the Center, Eastsound, Washington, or by electronic means, as prescribed by the Board.

Section 2. Special Meetings.

- a. Called by the Board. Special meetings of the Membership, for any purpose or purposes, may be called by the President or by vote of a majority of the Board, at such time as the President or the Board may prescribe.
- b. Called by the Membership. Special meetings of the Membership may also be called by a petition signed by at least 5% of the voting Members.

Special meetings shall be held at Orcas Center, Eastsound, Washington or electronically, as the President or the Board may prescribe.

Section 3. Notice of Meetings. Notice of the annual meeting and any special meetings will be sent electronically. Members assume the responsibility to keep the Center staff informed of email address changes occurring during the Membership year. Notice of the annual meeting shall contain: a ballot

with the single slate of nominees for the Board of Trustees, Officers, and Center Members nominated to serve on the Governance Committee, together with any nominations by petition from the Members; and a ballot with any proposed Bylaw amendments that require ratification. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at his or her address as it appears in the records of the Center, with postage thereon prepaid.

Section 4. Quorum. Ten percent of the Membership entitled to vote at the time of the mailing of the notice of the meeting, shall constitute a quorum.

ARTICLE VI: BOARD OF TRUSTEES

Section 1. Trustees. The affairs of the Center shall be managed by a Board of Trustees. The Board shall consist of a minimum of eleven and a maximum of fifteen Trustees elected by the Members of the Center plus, as an ex officio member of the Board, the Superintendent of the Orcas Island School District No. 137 (Superintendent), or the Superintendent's designee. All Trustees (other than the Superintendent) must be Members of the Center prior to their nomination or appointment and for the duration of their terms. The Executive Director and their staff may attend all non-executive sessions of the Board, without vote.

Section 2. Election and Term. The annual election of Trustees shall be conducted by mail-in or electronic ballot, as provided in Article VII, section 2, at which time nominated Members shall be elected for a three-year term as a Trustee beginning at the close of the Annual Meeting. The ballot shall include a slate of nominees sufficient to replace Trustees whose terms are expiring and to bring the number of Trustees to at least the minimum number required by Section 1. Each Trustee (other than the Superintendent) shall hold office for the term for which he or she is elected and until his or her successor shall have been appointed or elected. Except as provided in Article VI, Section 4, no Trustee (other than the Superintendent) shall serve for more than six consecutive years or, having served for six consecutive years, be eligible to serve again until the expiration of one year.

Section 3. Termination of Trustee from Office. A Trustee may be removed from office by the Board of Trustees without action on the part of the Membership for the following reasons: routine failure to attend Board meetings without prior notification to the Secretary; violation of the Trustee agreement; conflict of interest; other misconduct which shall be enumerated in the Policy and Procedure Manual. The Trustee facing removal shall be entitled to be notified of the pending removal and submit written material to the Board for its consideration prior to the Board voting on the removal, in accordance with the procedures set out in the Policy and Procedure Manual. In the event that a Trustee resigns or is removed from the Board of Trustees, a replacement shall be selected as provided in Article VI, section 4.

Section 4. Vacancies. After considering the recommendations of the Governance Committee, the Board of Trustees shall have power to fill any vacancy on the Board by appointment. A Trustee appointed to fill a vacancy shall serve until the next Annual Meeting of the Membership, at which time such Trustee shall stand for election. Upon election, the unexpired term of the former Trustee is dissolved and the newly elected Trustee may serve as provided in Article VI, Section 2.

ARTICLE VII: NOMINATIONS, ELECTIONS, AND VOTING

Section 1. Nominations. The Center shall use the following calendar to govern nominations and voting:

- a. Six weeks prior to the annual meeting: The Governance Committee shall present to the Board a single slate of nominees for the number of Trustees to be elected for a full term.
- b. Six weeks prior to the annual meeting: Notice of the election together with the procedure for nomination by petition, shall be furnished to the Members as provided in Article V, Section 3.
- c. Six weeks prior to the annual meeting: the Board shall propose a slate of nominees for the Officers of the Center to the Governance Committee, according to the requirements of Article IV. The slate must be approved by a two-thirds majority vote of the Board. If the Board is unable to produce a two-thirds majority in favor of an Officer, the Governance Committee shall select the Officer by a simple majority vote.
- d. Four weeks prior to the annual meeting: Nominations by petition must be received by the Secretary.
- e. Two weeks prior to the annual meeting: The election ballots shall be sent to the Membership.

Nominations from the floor at the Annual Meeting are not permitted.

Section 2. Elections and Voting. Voting for the Board of Trustees, Officers, non-Trustee Members of the Governance Committee and ratification or enactment of bylaw amendments shall be by electronic ballot, or by US Postal Service mail as described above in Article V, Section 3. Every current membership shall be entitled to vote. The ballot shall be submitted by electronic mail, US Postal Service mail, presented in person at the annual meeting, or through another electronic voting procedure approved by the Board. Paper ballots must be signed by the voting Member, and electronic ballots must use an authentication method approved by the Board and implemented by the electronic voting mechanism. A mailed ballot may be changed only by the Member who voted the ballot. A ballot received after the counting of the ballots at the Annual Meeting shall not be counted. Ballots shall be counted by a committee of at least two tellers appointed by the Secretary. A majority of the votes cast by the Members shall be necessary for the for the election of any Trustee, Officer, non-Trustee Member of the Governance Committee, and adoption of any matter to be voted upon by the Members, unless a different vote is prescribed by these Bylaws or by law. Voting by proxy is not permitted.

ARTICLE VIII: CONFLICT OF INTEREST

The Center shall be operated and governed in a manner that is free from conflict of interest. The Board will establish a detailed policy regarding conflict of interest and include it in the Policy and Procedure Manual.

ARTICLE IX: INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

Each Trustee, Officer, Employee, or Member serving on any Committee of the Board now or hereafter serving the Center and his or her respective heirs, executors, and personal representatives, shall be indemnified by the Center against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Trustee, Officer, Employee or Member serving on any Committee of the Board except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be acting outside the scope of his or her duties or liable for gross negligence or gross misconduct in the performance of duties. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any bylaw, agreement, vote of the Board of Trustees, or otherwise. The Center will purchase Directors and

Officers (D&O) insurance to implement this indemnification.

ARTICLE X: MEETINGS OF BOARD OF TRUSTEES

Section 1.

- a. Regular Meetings. The Board of Trustees shall create an annual schedule of Regular Meetings to be held at a consistent time of day either online or at the Center. That schedule shall be available online at the Center website. Regular business meetings of the Board shall be held at least every 60 days.
- b. Special Meetings. The President, or a quorum of the Board of Trustees, may call a special meeting of the Board of Trustees with two days' notice to all Trustees and Members of the Center. Members do not need to be notified if the special meeting will be held in Executive Session.
- c. Executive Sessions. The President or a vote of the Board of Trustees may cause the Board to go into Executive Session for purpose of discussing confidential topics, such as: negotiating the employment of personnel, considering or negotiating the purchase or sale of property, or reviewing any litigation concerning the Center. Records of proceedings of Executive Sessions shall be confidential unless it is agreed by a vote of the Board of Trustees and any other involved party to release specific records or information related to proceedings or actions that occurred in Executive Session. Only those who are permitted by a vote of the Board of Trustees shall be allowed to attend, observe, and/or participate in an Executive Session.

Section 2. Agendas and Members' Attendance. The President shall create or direct the creation of an Agenda for each meeting and direct it be distributed to each Trustee at least two days prior to that meeting. Members of the Center may attend, observe, and participate at the discretion of the presiding officer of the Board of Trustees in regular and special Meetings of the Board except when the Board is meeting in Executive Session.

Section 3. Notice of Meetings. Notice of regular meetings of the Board of Trustees shall not be required beyond publication of the schedule on the Center website. Notice of the time, place, and purpose of any special meeting of the Board shall be given to the Trustees and membership by the Secretary or by the person or persons calling the meeting by all reasonable means at least two days prior to the date on which the meeting is to be held. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except where the Trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4. Quorum. A simple majority of the Board of Trustees, excluding the Superintendent, shall constitute a quorum for the transaction of business. The act of the majority of Trustees present casting like votes shall be the act of the Board of Trustees. With Board approval, Trustees may vote on a matter before the Board by teleconference, conference call, telephone, or in writing, and these votes may be counted on that issue alone. Proxies shall not be used to create a quorum or in subsequent voting. At any meeting of the Board of Trustees at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers.

ARTICLE XI: COMMITTEES

There shall be four permanent committees of the Board: Executive, Governance, Internal Affairs,

and External Affairs. Any Board Member may attend, without vote, the meetings of any other committee, except the Executive Committee.

Section 1. Executive Committee. The Executive Committee is composed of the President, Vice-President, Secretary, and Treasurer, and up to two other Members of the Board of Trustees to be selected annually by a majority vote of the Board. The duty of the Executive Committee is to recommend to the Board policies and actions related to financial and personnel management and to act for the Board in emergency situations. Other duties as well as limitations on its authority shall be set out in the Policy and Procedure Manual.

Section 2. Governance Committee. There shall be at least five Members of the Governance Committee consisting of at least two Trustee members of the Board and no less than three non-Trustee Members of the Center, appointed by the Board and confirmed by the membership. The non-Trustee Members of the committee are subject to the Trustee election requirements, tenure, and conflict of interest provisions set out in these Bylaws. The committee shall be assisted by a member of the Center staff. The committee shall have the responsibility to advise the Board on all matters regarding the governance of the Center including appointment and nomination of new Trustees and non-Trustee members of the Governance Committee and Bylaw revisions. The Committee shall have other responsibilities as set out in the Policy and Procedure Manual.

Section 3. Internal Affairs Committee. There shall be an Internal Affairs Committee, composed of at least two Trustees and no less than an equal number of non-Trustee members of the Center. At least one member of the Center staff shall be assigned to assist the Committee. The committee shall have the responsibility to advise the Board on all matters pertaining to the internal operations and maintenance of the Center including review of finances and budgeting; examination of spending patterns and chronic shortfalls; review of the annual IRS Form 990; oversight, development, and implementation of the strategic plan; prioritization of facilities maintenance; liaison with the Visual Arts Committee; and such other duties, tenure and procedures as set out in the Policy and Procedure Manual.

Section 4. External Affairs Committee. There shall be an External Affairs Committee, composed of at least two Trustees and no less than an equal number of non-Trustee members of the Center. At least one member of the Center staff shall be assigned to assist the committee. The committee shall have the responsibility to advise the Board on all matters pertaining to the external affairs of the Center including membership; fund raising; public relations; marketing; and such other duties, tenure and procedures as set out in the Policy and Procedure Manual.

Section 5. Community Reaction Group. If deemed advisable, a group may be formed to provide the Board of Trustees with representative community reaction to current or anticipated activities of the Center. Members of this group must be members of the Center and shall be appointed for a term not to exceed one year. The President shall appoint a Trustee to chair the group which meets as required at the call of the Chair.

Section 6. Other Committees. The Board of Trustees may create other committees as deemed advisable to further the mission or operations of the Center. These committees shall have such duties, responsibilities, authority, and committee Members as designated by the Board of Trustees. The Board may assign a Trustee liaison to any such committee.

ARTICLE XII: ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Fiscal Year. The Center shall operate on a fiscal year beginning September 1 and ending

August 31.

Section 2. Books and Records. The Center shall keep current and complete books (double entry) and records of account; keep minutes of the proceedings of its Members, Board of Trustees, and committees having any of the authority of the Board of Trustees; and keep at its registered office a roster of the names and addresses of its Members entitled to vote. All books and records of the Center may be inspected by any active Member of the Center or his/her agent or attorney for any proper purpose at any reasonable time in the presence of the Executive Director, Treasurer, or other officer of the Center.

Section 3. Loans Prohibited. No loans shall be made by the Center to any Member of the Center.

Section 4. Actions by Written Consent. Any corporate action which is either required or permitted by the Articles of Incorporation, Bylaws, or laws of the State of Washington to be taken at a meeting of the Membership or Trustees of the Center may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all of the Members or Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote and may be described as such.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any Trustee of the Center by the Articles of Incorporation, Bylaws, or laws of the State of Washington, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order (Newly Revised)* shall govern the meetings of the Center in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Center may adopt.

ARTICLE XIV: AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds vote of the Board of Trustees at any regular or special meeting of the Board, provided that any amendment to:

- ARTICLE III: MEMBERS
- ARTICLE IV: OFFICERS, Section 1. Officers Enumerated
- ARTICLE V: MEETINGS OF MEMBERS
- ARTICLE VI: BOARD OF TRUSTEES
- ARTICLE VIII: CONFLICT OF INTEREST
- ARTICLE X: MEETINGS OF BOARD OF TRUSTEES, Section 2. Agendas and Members' Attendance
- ARTICLE XI: COMMITTEES, Section 3. Nominating Committee, and Section 4. Community Reaction Group
- ARTICLE XIV: AMENDMENT OF BYLAWS

shall be subject to ratification by a simple majority of the Members voting as set out in ARTICLE VII and such amendment shall not be effective until such ratification.

Ratification by the Members shall be by mail or electronic ballot, with notification of proposed changes sent not less than four weeks prior to the annual or special meeting. Nothing herein shall interfere with the inherent right of Members to amend these Bylaws. Such amendments may be proposed in writing by any Member of the Center using the following procedure:

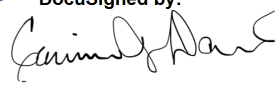
If the amendment must be ratified by a Membership ballot, then the amendment must either

- a. be signed by ten Members and then submitted to the Board of Trustees for prior approval so that, if Board approval is given, the above Membership ballot mailing requirement can be met, or
- b. be signed by twenty-five Members and submitted four weeks before any Membership meeting for Membership ballot approval without review or intervention by the Board of Trustees.

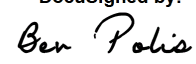
If the amendment does not need to be ratified by a Membership ballot, then it may be submitted at any Board of Trustees meeting.

CERTIFIED AS MOVED, SECONDED, AND CARRIED BY THE BOARD OF TRUSTEES on DECEMBER 3, 2020.

RATIFIED BY THE MEMBERSHIP, AS PROVIDED IN THE BYLAWS, on MARCH 14, 2021.

DocuSigned by:

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Secretary, Orcas Center Board

4/22/2021
Date

DocuSigned by:

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President, Orcas Center Board

4/22/2021
Date