

CAMANO SENIOR SERVICES ASSOCIATION

A Non-profit Washington Corporation

July 23, 2018

BYLAWS

ARTICLE I MEMBERS

1. **QUALIFICATIONS** – Persons desiring to become members of this Corporation may indicate their intention by paying Camano Center membership dues.
2. **MEMBER’S PROPERTY RIGHTS IN CORPORATION** – No Camano Center member shall have any legal right, title, or interest in the property or assets of the Corporation, and shall not be entitled to any part thereof in the event of transfer or termination of his/her membership.
3. **VOTING** – Ownership of one membership shall entitle the Camano Center member to one vote at the annual meeting. General membership shall have voting rights limited solely to the election of the Board of Directors and ratification of the Bylaws.
4. **NON PROFIT TO MEMBERS** – No Camano Center member shall receive any financial benefit or gain from the Corporation. No reimbursement for expense incurred for the benefit of the Corporation shall be made unless approved by the Board.
5. **MEMBERSHIP DUES** – Camano Center members shall pay dues as provided in standing rules.

ARTICLE II MEETINGS

1. **ANNUAL MEETING** – At least one meeting of the members of the Corporation of the Camano Center shall be held in each calendar year. Except as otherwise determined by the Board of Directors, the regular annual meeting of the members for the election of Directors shall be held at 6:00 p.m. on the fourth Monday of July at such location designated by the Board.
2. **SPECIAL MEETINGS** – Special meetings of the members may be called at any time upon written request of any three Directors or two-thirds of the members.
3. **NOTICE** – Notice of all meetings of the members of the Corporation, stating the time and in general terms the purposes thereof, shall be mailed or given in the newsletter or in electronic form 30 days in advance.

4. QUORUM – At any meeting of the members of the Corporation, each member entitled to vote must be represented in person. A majority of the membership present shall constitute a quorum for any and all purposes, including the election of Directors.
5. RECESS OF MEETINGS – Any regular or called meeting of the members, or any meeting with no quorum in attendance, may recess from day to day, or from time to time, without further notice, until its business is completed.
6. PRESIDING OFFICER – The President shall preside at meetings of the members of the Corporation. In the absence of the President, the Acting President shall call the meeting to order and shall act as the presiding officer thereof.
7. SECRETARIAL OFFICER – The Secretary of the Corporation shall act as a recording secretary at all meetings of the members of the Corporation and, in his/her absence, the presiding officer may appoint any member to act as recording secretary.
8. ELECTION OF DIRECTORS – Unfilled three-year positions on the Board of Directors, as constituted by these Bylaws and the Articles of Incorporation, shall be filled through election by members of the Corporation at the annual meeting. The Directors shall be elected by a written ballot of a majority of the members present at the Corporation meeting. Candidates shall be presented by the Board Development Committee or may be nominated by a member at the meeting. New Board Directors shall attend an orientation within 60 days of their election to the board.
9. NOTICE OF CHANGE OF TIME AND PLACE OF ELECTION - The time and place of meetings held for the election of Directors shall not be changed within thirty days before the day on which the election is to be held, unless notice of such change shall be given to each member ten days before the election is held, either by letter mailed to his/her last known post office address or in electronic format.

ARTICLE III DIRECTORS

1. NUMBER – The corporate powers, business and property of the Corporation shall be exercised, conducted and controlled by a Board of not more than twelve (12) or less than seven (7) Directors, who shall have the power to promulgate and enforce reasonable rules, regulations, and policies concerning the operation of the organization.
2. QUALIFICATIONS – Any person of lawful age who is a member in good standing in the Corporation is eligible to be elected a Director of this Corporation.
3. TERM – The elected term for each Director is three (3) years. A Director appointed to an unexpired term shall serve for the remainder of the term. A Director elected to two consecutive terms shall not be eligible to serve as a Director until one year after the expiration of his/her second term.

4. VACANCIES - Whenever any vacancy shall occur in a position on the Board of Directors by death, resignation, removal, or otherwise, it shall be filled by appointment by the President with Board approval. Such Director appointed shall hold office for the remainder of the unexpired portion of the term to which appointed. The President shall replace for his/her unexpired term any Director who fails to attend three consecutive meetings, and has not been excused, with approval of the Board of Directors.
5. BOARD MEETINGS – Immediately after the election of Directors at the annual meeting of the members, the Directors shall meet for the purpose of organization and the transaction of other business.
6. TIME AND PLACE OF MEETINGS – Regular meetings of the Board of Directors shall be held on the fourth Tuesday of each month, beginning at 8:00 in the morning, or at such other date and time as may be determined by the Board of Directors.
7. NOTICE OF SPECIAL BOARD MEETINGS – Notice of special meetings of the Board of Directors, stating the time, place, and in general terms the purpose or purposes thereof, shall be mailed, e-mailed, telephoned, or personally delivered to each Director not later than three days before the day appointed for the meeting.
8. ADDRESS OF DIRECTORS – Each Director shall register his/her address and e-mail and phone number with the Secretary, and notices of the meetings shall be mailed or e-mailed to such addresses and will be valid notices thereof.
9. QUORUM – In accordance with Roberts Rules of Order, Newly Revised, a majority of all Directors shall constitute a quorum for the transaction of business, and every act or decision of a majority of the Directors present at a meeting, at which a quorum is present, made or done when duly assembled, shall be valid as the act of the Board of Directors. All decisions of the Board of Directors at a meeting shall be made by the formal approval of a motion. All such decisions shall be included in the minutes of the meeting.
10. PRIVATE NON-PROFIT NATURE OF CORPORATION; DEBT LIMIT – This Corporation is hereby expressly declared to be a private non-profit Corporation. The Board of Directors shall have full power to borrow money on behalf of the Corporation, including the power and authority to borrow money from any of the members, and otherwise to incur indebtedness on behalf of the Corporation, and to authorize the execution of the promissory notes or other evidences of indebtedness on behalf of the Corporation, and to agree to pay interest and may sell, convey, alienate, transfer, assign, exchange, lease, and otherwise dispose of mortgage, pledge, hypothecate, and otherwise encumber the property, real and personal and the franchises of the Corporation; to purchase, lease, and otherwise acquire property real and personal, on behalf of the Corporation, and generally to do and perform, or cause to be done or performed, any and every act which the Corporation may lawfully do and perform; PROVIDED, however, that no transaction herein authorized shall involve property of greater value than, or obligate the Corporation in a sum in excess of \$1,000.00 without the prior approval of two thirds (2/3) of the full Board of Directors.

11. **POWERS AND DUTIES** - The Board of Directors shall have the power to:
- A. Adopt and publish rules and regulations governing the operation of the Corporation and facilities, and policies for the management of all personnel engaged in the activities of the Corporation, including a Conflict of Interest Policy for all members of the Board of Directors and employees.
 - B. Exercise for the Corporation all powers, duties, and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.
 - C. Procure and maintain adequate liability and hazard insurance on property owned by the Corporation.
 - D. Cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate
 - E. Appoint, direct and terminate the Executive Director, as it may deem to be in the best interests of the Corporation. The Executive Director shall have the authority to appoint, direct, and terminate employees as deemed in the best interests of the Corporation
12. **REMOVAL** – Any member of the Board of Directors, Officer of the Board, employee, or agent may be removed by majority vote of the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby.

ARTICLE IV OFFICERS

1. **EXECUTIVE OFFICERS** – The Executive Officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer. No officer shall serve more than two elected consecutive terms.
2. **QUALIFICATIONS: TERM** – All of said officers shall be Directors. Officers shall be elected at the first meeting of the Board after the annual meeting of the members of the Corporation, and they shall hold offices for one year or until successors are elected.
3. **STANDARDS** – Officers and Directors shall be deemed to stand in a fiduciary relation to the Corporation and shall discharge the duties of their respective positions in good faith and with diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions when dealing with their own business affairs.
3. **VACANCIES** – If any office becomes vacant, the Board of Directors shall elect a successor who shall hold the office for the unexpired term and until his/her successor is elected.

**ARTICLE V
PRESIDENT**

1. GENERAL POWERS AND DUTIES – The President shall be the Chief Executive Officer of the Corporation. He/she shall preside at all meetings of the members and Board of Directors. He/She shall have general charge of the business of the Corporation, shall execute, by signature with the Secretary, in the name of the Corporation, all deeds, bonds, contracts, and other obligations and instruments authorized by the Board of Directors to be executed. The President may utilize existing resources or, with the approval of the Board, obtain or retain additional resources to accomplish these tasks.
2. OTHER POWERS AND DUTIES -- The President shall also have such other powers and shall perform such duties as may be assigned to him/her by the Board of Directors.
 - A. The President shall meet with the Executive Director monthly or as necessary.
 - B. The President shall see that the agenda of special or regular board meetings shall be mailed or e-mailed to all Board members before the meeting.
 - C. The President will have Board members provide in writing or electronic format all materials necessary for review to be included in the agenda.
 - D. The President shall enforce the Bylaws.
3. DELEGATION OF POWERS AND DUTIES – In the absence or disability of the President, the general powers and duties and title of Acting President of the Board shall be delegated to Officers and Directors in the following order: Vice-President, Secretary, Treasurer, and members of the Board of Directors in order of seniority of election or appointment to the Board. All general powers and duties shall return to the President upon return from his/her absence or disability.

**ARTILE VI
VICE-PRESIDENT**

1. GENERAL POWERS AND DUTIES – The Vice-President shall be vested with all the power and shall perform all the duties of the President, as Acting President, in case of the absence or disability of the President
2. OTHER POWERS AND DUTIES – The Vice-President shall also have such other powers and shall perform such other duties as may be assigned to him/her by the Board of Directors or by the President.

**ARTICLE VII
SECRETARY**

1. GENERAL POWERS AND DUTIES – The Secretary shall keep, or cause to be kept, the minutes of all proceedings of the members meetings and the Board of Directors meetings, in a manner keeping with current professional standards and Washington State Law. Copies of the minutes of all meetings of the Board of Directors shall be sent to each Director before the next meeting. The Secretary shall execute, with the President, and in

the name of the Corporation, all deeds, bonds, contracts, and other obligations and instruments authorized by the Board of Directors to be executed, and with the President, shall sign all certificates of the Corporation. He/She shall be the custodian of the corporate seal, if any, of the Corporation, and when so ordered by the Board, shall affix the seal, if any, to deeds, bonds, contracts, and other obligations and instruments. The Secretary shall insure that proper storage and security is maintained of the minutes of both meetings of the Board of Directors and members of the Corporation, the books of certificates, and such other books and paper as the Board may direct. He/She shall, insure performance of all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

2. OTHER OFFICER MAY ACT AS TO NOTICES – In case of the absence or disability of the Secretary, or his/her refusal or neglect to act, notices may be given and served by any person authorized by the President.

ARTICLE VIII TREASURER

1. GENERAL POWERS AND DUTIES – The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in a manner meeting current professional standards and Washington State Law. He/She shall receive and deposit, or cause to be received and deposited, all monies and other valuables of the Corporation, in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors. The Treasurer shall cause to be rendered to the President and to the Board of Directors, whenever they may require, accounts of all transactions and of the financial condition of the Corporation. He/She shall, in general, cause to be performed all duties of the office of the Treasurer, subject to the control of the Board of Directors.
2. DISBURSEMENTS – The Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, and insure the taking of proper vouchers for such disbursements. All such checks shall be signed by either the President, Vice-President, Secretary, or Treasurer, and by the Executive Director or a designee of the Executive Director who is approved by the Board.

ARTICLE IX STANDING COMMITTEES

1. EXECUTIVE COMMITTEE – The Executive Committee shall consist of the four (4) elected officers of the Corporation and the Executive Director of the Corporation. The Executive Committee shall meet as necessary to act in cases of emergency between regular meetings. Emergency actions may be considered those actions that require immediate attention and their urgency dictates insufficient time to convene the full Board of Directors. A quorum for the Executive Committee meetings shall be constituted when three (3) members are present. Executive Committee actions shall be ratified by the full Board of Directors at the next regularly scheduled Board meeting.

2. OTHER STANDING COMMITTEES- At the next regularly scheduled Board meeting following the election of the Officers of the Corporation, the President shall present to the Board for its approval the Standing Committees for the year and the Chairs of each Standing Committee. The Board may add to or subtract from the Committees proposed by the President. The President shall include in the list of Committees a Finance Committee, a Board Development Committee, an Endowment Committee, and other committees as he/she deems necessary, and may appoint such other committees as he/she deems necessary.
 - A. Committee Chairs who fail to serve may be removed by the President upon approval of the Board.
 - B. The President, the Vice-President, and the Executive Director shall be ex-officio members of all Standing Committees.
3. The President may appoint *ad hoc* Committees as he/she deems necessary.

**ARTICLE X
BUSINESS OFFICE**

1. The business office and meeting place of the Corporation shall be located at 606 Arrowhead Road, Camano Island, Washington 98282. The Board of Directors may change the meeting place and mailing address at any time.

**ARTICLE XI
DUES, CHARGES, ASSESSMENTS, AND
MANNER OF COLLECTION AND ENFORCEMENT**

1. SOURCE OF FUNDS – The main sources of funds for the Corporation is as follows:
 - A. Membership dues
 - B. Earned Income
 - C. Contributed Revenue
 - D. Thrift Store Sales
 - E. Grants

**ARTICLE XII
DISTRIBUTION OF ASSETS ON DISSOLUTION**

1. Upon dissolution of this Corporation the remaining assets shall be distributed to a tax-exempt 501 (c)(3) non-profit Corporation chosen by the membership at the final meeting of the Corporation.

**ARTICLE XIII
AMENDMENTS**

1. These bylaws may be amended at any annual meeting or special meeting called for that purpose, PROVIDED a two-thirds majority of the general membership present vote by written ballot in favor of the amendment. A copy of the projected amendments shall be available in the newsletter or in electronic form at least 30 days prior to such a meeting.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

1. Roberts Rules of Order, Newly Revised, shall be the parliamentary authority of this organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt.

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| ADOPTED April, 1982 | Harold Vaara, President |
| Signatures appear on original copy of bylaws adopted April 1982. | |
| REVISED December 23, 1982 | Jo Bucklin, Vice-president |
| REVISED January 26, 1984 | Ellen Frazier, Recording Secy. |
| REVISED October 24, 1989 | Henry Rumsey, Treasurer |
| REVISED February 27, 1990 | Margaret Allen, Financial Secy. |
| REVISED April 9, 1990 | Eleanor Fortson |
| REVISED April 13, 1992 | Frank Saltsman |
| REVISED May 1, 1995 | Bert Taylor |
| REVISED April 8, 1996 | Helen Roeder |
| REVISED January, 25, 1999 | Marie Day |
| REVISED August 14, 2001 | |
| REVISED September 18, 2007 | Ruscha/Cresap |
| RATIFIED | |

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| REVISED May 29, 2018 | Jeff Highland/Jim Shields |
| RATIFIED July 23, 2018 | |

President:  Date: August 21, 2018

Vice-President:  Date: August 21, 2018

Secretary:  Date: August 21, 2018

Treasurer:  Date: August 21, 2018