

**LOPEZ COMMUNITY CENTER ASSOCIATION
LOPEZ ISLAND, WASHINGTON
REVISED AND RESTATED BYLAWS DRAFT #14**

SECTION 1 – NAME AND MISSION

The Mission of the Lopez Community Center Association (LCCA) is to initiate, coordinate and promote performing and visual arts and other cultural, educational and recreational activities that enrich the entire Lopez community.

SECTION 2 - MEMBERSHIP

2.1 Everyone over 18 years of age who resides on or owns property on Lopez Island, Washington, is a Member of the Lopez Community Center Association (LCCA), within the guidelines established in the LCCA Articles of Incorporation. Policy for verifying membership shall be determined by the Board of Directors.

2.2 Participation – Participation in LCCA can be in the form of written comments to the Board, participation at meetings, and/or volunteer activities.

2.3 Membership privileges include electing members to the Board, voting on matters brought before the LCCA, and approving amendments to the Bylaws. Each LCCA member shall possess one vote on matters coming before the LCCA membership. All voting at meetings of the LCCA shall be by each member in person or electronically. Voting by proxy shall not be allowed.

2.4 Member meetings. Votes at meetings of the LCCA membership shall be decided by a majority of those present in person or using an electronic device that allows all participants to hear.

SECTION 3 – BOARD OF DIRECTORS

3.1 Eligibility - Any member of the LCCA over 18 years of age is eligible to be a Board member.

3.2 Responsibilities - The Board shall oversee the business, affairs, and property of the LCCA as provided by these Bylaws. The Board is also responsible for stewardship of the lands owned by LCCA. These duties and responsibilities shall be performed by the entire Board in a manner that is compliant with all applicable laws and regulations; that preserves any non-profit status under both State and Federal Regulations; and that maintains fiscal viability.

The Board as a body is vested with full and final authority over the affairs of the LCCA.

Individual Board members have a fiduciary duty of care, of loyalty, and of compliance with applicable laws, LCCA Bylaws, and LCCA policies.

Performance of these duties and responsibilities shall be consistent with, and in support of, the Mission of the LCCA.

3.3 Board Members - The Board shall consist of no more than thirteen (13) and no fewer than seven (7) members, with a majority of the Board members constituting a quorum. When there is a student filling the position allowed for in Section 3.8, the number of Board members can be as many as fourteen (14). Each Board member shall possess one (1) vote on matters coming before the Board. All voting at meetings of the Board shall be by each Board member in person or electronically. Voting by proxy shall not be allowed.

3.4 Elections - Board members shall be elected by a majority vote of the LCCA membership voting at the annual meeting.

3.5 Term of Office - Each Board member shall serve for a three (3)-year term. A Board member may be re-elected but may not serve more than three (3) consecutive three (3)-year terms. A Board member elected to fill a vacancy may be re-elected to three (3) additional three (3)-year terms.

3.6 Vacancies - A vacancy occurs when there are fewer than thirteen (13) Board members. Vacancies on the Board may be filled by a majority vote of the remaining Board members. A Board member elected in this manner shall

serve the remainder of the year and then be eligible for re-election at the annual meeting.

3.7 Removal - A Board member may be removed from the Board when sufficient cause for such removal exists in the discretion of the remaining Board members. Failure to attend three (3) or more consecutive meetings may be a cause for removal pending review of circumstances. The Board shall adopt such procedures for the removal of a Board member as it may in its discretion consider necessary for the best interests of the organization. Any Board member may be removed from office by a three-quarters (3/4) vote of the Board members present at any regular or special meeting of the Board. Notice of the proposed removal of a Board member must be given to such Board member at least ten (10) days prior to the date of the meeting at which such removal is to be voted upon and must state the cause for the proposed removal.

3.8 The Board at its discretion may create a student position on the Board. The term will be designated in the motion supporting this action. Such action requires a two-thirds (2/3) affirmative vote of the Board membership. If student board members are under 18 years of age, their participation in official business, including voting, shall be in an advisory capacity.

3.9 Board Meetings

3.9.1 There will be no less than four (4) meetings of the Board and one (1) annual meeting of the LCCA membership during a calendar year. The annual meeting of the LCCA membership will be held during the first quarter. Unless otherwise stipulated in these Bylaws, all votes at meetings of the Board shall be decided by a majority of Board members present in person and at which a quorum is present, except as described in Section 3.9.6. Votes at meetings of the LCCA membership shall be decided by a majority of those present in person, except as described in Section 3.9.6.

3.9.2 Any LCCA member may attend a Board meeting. There will be a specified agenda time for public participation at all regular meetings.

3.9.3 The Board may call a private "Executive Session" during a regular Board meeting for management of LCCA affairs.

3.9.4 Special meetings of the Board may be called as the Board and/or Chair shall deem necessary for the competent management of the affairs of LCCA or by written petition signed by ten (10) members of LCCA.

3.9.5 Electronic Notice

3.9.5.1 Electronic Notice. Notice to Board members in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to Board members who have consented, in the form of a record, to receive electronically transmitted notices under this section. A Board member who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A Board member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.

3.9.5.2 Revoking Consent. The consent of any Board member is revoked if the LCCA is unable to electronically transmit two (2) consecutive notices given by the LCCA in accordance with the consent, and this inability becomes known to the Secretary of the LCCA or other person responsible for giving the notice. The inadvertent failure by the LCCA to treat this inability as a revocation does not invalidate any meeting or other action.

3.9.6 Electronic Voting. Voting by phone or email is a valid source of voting as long as the requirements of electronic notice have been met.

3.9.6.1 The member's approval of the LCCA action must be evidenced by one or more consents in the form of a signature affixed to a written statement, or in the form of an electronic transmission such as an email or other transmission. The means of communicating consent must contain a statement which describes the LCCA action being approved, and may be received either before or after the LCCA action becomes effective. Such consent shall be delivered to the LCCA for inclusion in the minutes or filing with the LCCA records.

3.9.6.2 LCCA action is approved under this section when the last Board member executes the consent.

3.9.6.3 A consent under this section has the effect of a meeting vote and may be described as such in any record.

3.10 Action by Board Members Without a Meeting. Any action required or permitted to be taken may be taken without a meeting if all of the members of the Board of Directors consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

SECTION 4 - ELECTIONS AND OFFICERS

4.1 Nominating Committee – An ad hoc Nominating Committee of at least three (3) shall be appointed for the purpose of developing an annual slate of candidates for membership on the Board. The Executive Committee shall appoint the chair of the Nominating Committee, who shall select the remaining Committee members, at least one of whom must be an LCCA member not currently serving on the Board.

A slate of candidates shall be announced in a manner that is likely to reach a significant portion of the LCCA membership at least fourteen (14) days prior to the annual membership meeting. No more than two (2) members of the Nominating Committee may be nominated for positions on the Board.

The newly elected Board members shall assume their positions at the first Board meeting following their election. The existing Board and Officers will continue to serve until this time.

4.2 Operational Structure - The Officers of the Board (“Executive Committee”) shall consist of the Chair, Vice-Chair, Secretary, and Treasurer, selected at the first meeting each year by the Board from the existing Board members.

4.3 Duties of the Chair - The Chair shall preside at meetings of the Board and of the LCCA membership; set goals and objectives with the Board; set agendas with advice of the Executive Committee and employees; assign Committee chairs with the Executive Committee; strive to maintain supportive relationships with the Board, Director, employees, and community.

4.4 Duties of the Vice-Chair - The Vice-Chair shall perform the duties of the Chair in his/her absence.

4.5 Duties of the Secretary - The Secretary shall record the attendance and minutes of all meetings of the Board and of the annual and special meetings of the LCCA membership. The Secretary, with prior Board approval, may appoint an assistant to perform duties as designated by the Secretary. This assistant need not be a member of the Board.

4.6 Duties of the Treasurer - The Treasurer shall oversee the LCCA’s finances and preparation of an annual budget; present a financial statement at each regular meeting of the Board and at the annual meeting of the LCCA

membership; and encourage strategic thinking about the short and long-term financial goals of the LCCA.

4.7 Vacancies - An Officer vacancy shall be filled for the remainder of the term by a simple majority vote of the Board members at a regular or special Board meeting.

SECTION 5 - FUNDS

5.1 All funds collected by the LCCA or received as donations shall be used for the purposes of the LCCA as stated in its Articles of Incorporation.

5.2 Checks, Drafts, or Orders - All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of LCCA, shall be signed by designated members of the Executive Board and/or employees designated by the Board.

5.3 Deposits - All funds of the LCCA shall be deposited to the credit of the LCCA in such banks, trust companies, or other depositories as the Board may select.

5.4 Gifts - The Board may accept on behalf of the LCCA any contribution, gift, bequest, or device for any purpose of the LCCA.

SECTION 6 - AMENDMENTS TO THE BYLAWS

6.1 Amendments to these Bylaws must first be approved by a two-thirds (2/3) vote of the Board at a regularly scheduled meeting, and then ratified by a two-thirds (2/3) majority vote of the members present at the annual LCCA meeting.

6.2 Notification to the LCCA of proposed Bylaw changes shall be announced in a manner which is likely to reach a significant portion of the LCCA membership at least twenty (20) days prior to the annual meeting at which the changes will be considered for ratification.

SECTION 7 - INDEMNIFICATION PROVISIONS

7.1 The LCCA shall, to the extent legally permissible, indemnify each person who may serve or who has served as an officer, director, or employee of the LCCA against all expenses and liabilities, including, without limitation, attorney fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the LCCA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified person under this Section shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Section constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Section which adversely affects the right of an indemnified officer, director, or employee under this Section shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

7.2 The LCCA may purchase and maintain insurance, at its expense, to protect itself and any individual who is a director, officer, employee, or agent of the LCCA against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of their status as such, whether or not the LCCA has or would have the power to indemnify him or her against such expense, liability, or loss under law.

SECTION 8 - COMMITTEES

8.1 The Board, by resolution adopted by a majority of the Board members present at a regularly scheduled meeting, may designate and appoint one or more committees. The Board will approve the budget and specify the duties, responsibilities, authority and duration of a committee. Committees may be comprised exclusively of Board Members or have both Board Members and non-board members. All committees must have at least one member of the Board, and keep meeting minutes when appropriate.

8.2 The Board, by resolution adopted by a majority of the Board members present at a regularly scheduled meeting, may terminate a committee.

8.3 No such committee shall have the authority of the Board of Directors in reference to:

- (a) Amending, altering or repealing the Bylaws;
- (b) Electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation;
- (c) Amending the Articles of Incorporation;
- (d) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Corporation
- (e) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; or
- (f) Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law. Any decision of any committee may be appealed to the Board of Directors by any Member affected by a decision of such committee.

SECTION 9 - RECORDS

9.1 LCCA shall keep at its registered office or its principal office the following documents:

- (1) Current articles, bylaws and policies;
- (2) Correct and adequate statements of accounts and finances;
- (3) A list of officers' and Board members' names and addresses;
- (4) Minutes of the proceedings of the members, if any, the Board, and any minutes which may be maintained by committees of the Board.

9.2 LCCA records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership. Cost of inspecting or copying shall be borne by such member except for costs for copies of articles or bylaws. Any such member must have a purpose for inspection reasonably related to membership interests, and will be asked to sign a confidentiality statement. Use or sale of Board members' lists by such member if obtained by inspection is prohibited.

SECTION 10 - FISCAL YEAR

The fiscal year of the LCCA shall begin on January 1 and end on December 31 of each calendar year.

SECTION 11 - WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 24.03 RCW or under the provisions of the Articles of Incorporation or the Bylaws of the LCCA, 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 deemed equivalent to the giving of such notice.

Adopted by the Board of Trustees: February 24, 1988.

As Amended: January 9, 2006, December 9, 2012 and December 9, 2019.