

Guemes Island Community Center Association Bylaws  
*\*9-16-21 – Proposed Amendments in red*

**ARTICLE I – Name**

The name shall be Guemes Island Community Center Association, Incorporated.

**ARTICLE II – Purpose**

The purpose of the Association shall be to promote the educational, recreational and social welfare of the inhabitants of Guemes Island, by maintaining and operating a meeting hall and associated facilities and properties, hereafter called the Community Center, which shall be for the use of all members. For-profit organizations, private affairs, and off-island organizations may be allowed use of the Community Center at the discretion of the Board.

The Corporation is organized exclusively for charitable, religious, literary and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, officers or trustees or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the organizations 501 (c)(3) purposes. The activities of the Corporation shall not include the carrying on of propaganda, or attempts to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to, any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by:

- a) A Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future United States Internal Revenue law, or
- b) A Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue Law.

The Association may offer limited financial or logistical support to Guemes Island organizations or individuals if such support is in accordance with the stated purpose above.

**ARTICLE III – Membership**

Membership is open to all Guemes Island residents and property owners aged eighteen or older.

**ARTICLE IV – Finances**

**Section 1:** There shall be no payment of dues for membership.

**Section 2:** Community Center usage fees and deposits for damage and cleanup shall be established by the Board.

**Section 3:** There shall be an annual organized solicitation of funds from the membership to replenish operating and maintenance expenditures, as well as to add to the capital improvement funds of the Association. Other sources of income may be usage fees, investment income, donations, bequests, *grants*, and profits from fundraising events.

**Section 4:** Association funds in excess of those budgeted for annual operation, maintenance, and capital improvements may be used for community projects or invested, as directed by the Board, in various Federal Deposit Insurance Corporation (FDIC) insured certificates of deposit, but not to exceed the FDIC insured limit for each investment.

## ARTICLE V – Governing Board

The Governing Board is made up of no less than seven ~~members Trustees (Directors)~~, comprised of *four officers*, a President, Vice President, Secretary and Treasurer, and a minimum of three other Members at Large commonly known as Trustees serving staggered terms of two years. In the event of any vacancy, the Board shall appoint a successor to fulfill the unexpired term.

The Board (excepting the Treasurer) shall provide for an audit of the ledgers by a non-council member, prior to the Annual meeting. Individual Board members may approve expenditures of up to five hundred dollars (\$500.00) without approval of the Board.

The Board shall have custody of all real and personal property belonging to the Association, maintaining adequate insurance coverage and the legal documents accorded to such properties.

The Board is responsible for all Association business and is empowered to borrow funds and to acquire, buy, sell or mortgage property, real or personal, on behalf of the Association, however;

The Board shall not:

- 1) sell any real property or personal property with a value in excess of \$10,000.00, or
- 2) go beyond the planning stage on any project where the total expense is projected to exceed \$10,000.00, without the approval of the general membership. The members must be notified, at least four weeks in advance, of any meeting at which such plans will be discussed. Such plans/projects require a two thirds vote of the members, in attendance at a scheduled meeting.

*The Board may distribute funds in excess of \$10,000 if acquired through bequest, grants or donation if those funds are held in a GICCA designated fund and the distribution falls within the guidelines or requirements of the bequest, grant or donation.*

The **President** shall:

- Preside at all meetings.
- Call special meetings as necessary
- Appoint Committees
- Serve as, or appoint, an ex-officio member of all Committees
- Present an Annual Report at the Annual Meeting

The **Vice President** shall:

- Perform all duties of the President in the event of the Presidents' absence or disability
- Ensure that the Community Center facilities are properly hosted for meetings and social needs
- *Coordinate use of the GICCA facilities (moved from Secretary duties)*

The **Secretary** shall:

- Record and post the minutes of each meeting
- Attend to the correspondence of the Association
- Maintain the Calendar of Events
- Present a preliminary copy of meeting minutes to the President within one week of the meeting

The **Treasurer** shall:

- Maintain the financial ledgers of the Association
- Receive and deposit funds in such accounts as designated by the Board
- *Receive user fees and deposits as necessary (moved from Secretary duties)*
- Disburse Funds in payment or reimbursement of Association debts
- Provide a financial report at each meeting
- File State and Federal forms as necessary

The **Board Members at Large (Trustees)** shall:

- Prepare an annual project plan to be reviewed at the January meeting
- Supervise the maintenance and operation of the buildings and grounds of the Association
- *Assist with other GICCA activities and events when possible*

#### **Modification of Duties:**

Specific duties of board members may be modified to reflect the skills, interests, and availability of individuals serving in these roles, provided that such reassignment maintains the smooth operations of the ~~Community Center~~ *all GICCA properties* and adequately safeguards the assets of the Association.

## **ARTICLE VI – Liability and Indemnification**

**Section 1: Non-Liability of the Board.** The members of the Board shall not be personally liable for the debts, liabilities or other obligations of the Association.

**Section 2: Insurance.** The Board of ~~Directors~~ may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the Association would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of the law.

**Section 3: Qualified Indemnification.** The members of the Board, employees and agents of the Association shall be indemnified by the Association to the extent permissible under State law. The Association shall:

- A. Indemnify each person who may serve, or who has served at any time as an Officer, *Trustee* ~~Director~~ or employee or other agent of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred 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.
- B. Undertake the defense of any such person at the Association's sole cost and expense, in the connection with any threatened, pending or completed action, suit or proceeding.
- C. Ensure that such indemnification shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification. The right of indemnification in this section (Article VI) shall be in addition to and not exclusive of any and all other rights to which any person may be entitled.

**Section 4: Amendments and Repeal.** This section (Article VI) constitutes a contract between the Association and the indemnified Officers, *Trustees* ~~Directors~~, employees and agents. No amendment or repeal of this section (Article VI) 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.

**Section 5: Nonqualified Indemnification.** The Association shall not provide indemnification for any person with respect to any matter in which he or she has 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 Association. In any matter in which such person is not entitled to indemnification for the foregoing reason, he or she shall reimburse the Association for any costs or expenses incurred by the Association in undertaking his or her defense in such a matter.

**Section 6: Settlement Payments.** Any compromise or settlement payment shall be approved by a majority vote of a quorum of the Directors who are not at the time parties to the proceeding.

## ARTICLE VII – Election of the Governing Board

**Section 1:** ~~At the September meeting, Guemes Island community groups that regularly utilize the Community Center shall be requested to nominate one of their members as a candidate for anticipated open position on the Board. In addition, nominations of other members present at the meeting may be made from the floor.~~ *The Board shall open the nomination period at the September meeting. A slate of nominees will be presented prior to the end of the October meeting when the nomination period will close. A nominee must be a Guemes Island resident or property owner.*

**Section 2:** ~~At the October meeting, the Board shall again solicit nominations from the floor and present a combined slate of nominees to those in attendance. Nominations shall be closed at the adjournment of the October Meeting.~~ *All nominees will receive a Nomination Questionnaire and Candidate Profile that is due three weeks prior to the November meeting for electronic distribution to the membership.*

**Section 3:** At the Annual Meeting in November, the membership shall elect, from the slate of nominees, sufficient members to fill open positions on the Board. Outgoing Board members shall retain their tenure until the December selection meeting. It is customary that outgoing Board members assist with the transition of new Board members, as needed, beyond their official tenure.

**Section 4:** The continuing incumbent and newly elected Board members shall meet in closed session in December, to select from its new members new Officers and Trustees as required to fill vacancies.

**Section 5:** Board members who do not regularly attend monthly business meetings or fail to carry out the duties ascribed to them may be removed from office by a two-thirds vote of the Board. Further, any Board member may be removed from office by a two-thirds vote of the membership at a meeting called for that purpose, provided the membership is notified thirty days in advance by posted notice.

**Section 6:** At the discretion of the Board, individuals will be appointed to the Board to fill unplanned vacancies.

## ARTICLE VIII – Meetings

**Section 1:** The Association shall hold regular business meetings on the third Thursday of each month, ~~at the Community Center, September through May, except December.~~ The meetings are open to all members *and shall be held in-person at a GICCA property or virtually online as outlined in Section 2.* Open courteous debate on all matters is encouraged. Routine unchallenged business decisions shall be made by a simple majority of a quorum of the Board. Actions following debate shall require an advisory vote of the members present.

**Section 2:** Additional meetings may be scheduled and regular meetings may be postponed or cancelled by the Officers provided that the membership is notified one week in advance by posted notice. *The Board may vote to postpone or cancel a regular meeting due to a national or local emergency or disaster, or by order of the WA Governor in order to protect the health of all citizens. Virtual online meeting options may be offered.*

**Section 3:** The Association may sponsor social, informational or fundraising gatherings at any time.

**Section 4:** The November business meeting shall be the Annual meeting. The President shall present the Annual report ~~the Annual maintenance project plan for the Community Center shall be presented by the Trustees,~~ and elections shall be held.

**Section 5:** Two-thirds of elected Board members, rounded to the nearest whole number, shall constitute a quorum.

**Section 6:** Questions of procedure shall be governed by Roberts Rules of Order.

## **ARTICLE IX – Amendments**

These Bylaws may be amended at any general meeting by two thirds vote of members in attendance, provided that proposed Bylaw amendment(s) are posted, and that notice of the meeting to vote on the proposed amendments shall be furnished at least four weeks in advance. Copies of the proposed Bylaw amendments(s) shall be provided to any member on request.

## **ARTICLE X – Dissolution**

Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue Law, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

The Bylaws shall be reviewed at least every five years.

*Bylaws were reviewed and approved* unanimously by members on October 20, 2016.

*Amendments were presented and* unanimously approved on April 19, 2018, per Article IX *and can be reviewed in the meeting minutes available at [myguemes.org](http://myguemes.org).*

*\*The above Amendments were presented and discussed at the September 16, 2021 public business meeting. The Board unamously voted to accept these proposed Amendments for electronic distribution on [myguemes.org](http://myguemes.org) as outlined in Article IX of the GICCA Bylaws.*