

ANACORTES SMALL BOAT CENTER BY-LAWS

As of: May 14, 2009

Article I – Name and Purpose

Section 1

NAME

The name of the non-profit corporation is the Anacortes Small Boat Center (ASBC).

Section 2

PURPOSE

To create, manage and sustain a community oriented multipurpose facility serving those individuals, entities and organizations in our community providing:

Boating related activities

Boating classes, workshops and lectures

Rowing and sailing programs for youth and adults

Maritime art and traditional boat building programs

Space and opportunity for small boat repair, maintenance, staging and launching

To promote a sense of self and leadership in our youth and adults through marine education programs.

To promote knowledge of our local maritime heritage and waterfront traditions.

To promote safe and meaningful access to the waterways of Fidalgo Island

To bring together municipal, port, tribe, school district, other non-profits, trade associations, local businesses and service clubs who share our objectives.

This corporation is organized exclusively for charitable, educational and recreational purposes, including for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

Article II – Members

Section 1

Membership shall be open to anyone who is in sympathy with ASBC's purposes and who pays annual dues per the rate established by board action. Ad hoc members may participate in the corporation but will have no voting rights. Ad hoc membership may on occasion be extended to municipal, port or tribal members at no charge, but for a term not to exceed one year (ad hoc membership will be reviewed annually by the board of directors). Family memberships per established rates will entitle up to two adult members to cast votes. Initial annual membership rates will be set at \$15 for general membership and \$25 for family membership. Organizational membership is initially to be complimentary and will be extended to organizations who are aligned with ASBC's purpose and who agree to support the ASBC with board membership, volunteer time and financial or other support.

The membership year runs from January 1 through December 31; those who join ahead of a calendar year are not subject to dues until the next full calendar year.

Dues will be due each January 1 and considered delinquent April 1.

Section 2

An annual meeting of the membership will be held each year at a location in Anacortes determined by the board of directors. Notice of said meeting will be sent by letter or e-mail no less than 10 days before the meeting to all members at their address on record with the ASBC.

Section 3

For voting purposes before the general membership, a quorum will be constituted by one third of the members entitled to vote, represented in person or by mail in the case of a mail-in vote. If less than a quorum of the members entitled to vote is represented at a meeting of the general membership, a majority of the members present may adjourn the meeting from time to time without further notice.

A majority vote of the members at a meeting in which there is a quorum shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation of the ASBC, or these Bylaws of the ASBC.

Article III – Board of Directors

Section 1

The board of directors of the ASBC is responsible for setting policy and governing the corporation and holds the power to conduct the nonprofit's business and to delegate that power as needed to an agent of the board, usually the President, who presides over meetings of and is a member of the Board of Directors.

The board will consist of no fewer than three and no more than 15 directors, the specific number to be set by resolution of the board and ratified at the annual meeting by a majority vote of the general membership.

Section 2

Directors shall be dues-paying members of the ASBC. The elected officers are automatically members of the Board as is the past president of the ASBC. Other directors shall serve terms of 1, 2 or 3 years, as arranged by the nominating committee (to make sure board director terms do not all run out at the same time). To achieve a well balanced and diverse board, the nominating committee will seek out volunteer directors from each of the various marine community entities active in Anacortes. Directors who are not also officers of the ASBC will be elected by vote or ballot at the annual meeting. Members not present may cast signed votes by ballot.

Section 3

The initial directors named in the articles of incorporation shall serve until the first annual meeting of members, that first annual meeting to occur within 3 months of incorporation. Successor Directors shall be elected each year at the annual meeting of members. Unless a director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the board or until his or her successor is elected, whichever is later. Board resignations must be made in writing.

Section 4

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any board meeting.

Section 5

By resolution the Board may specify the date, time and place for the holding of regular board meetings and general membership meetings and shall notify the membership of the date, time and place of those meetings. All board meetings shall be open to the membership. Monthly or bimonthly meetings are encouraged but not required by these by-laws.

Special Meetings of the board may be called by or at the request of the President or any three directors. Special meetings will be held only on Fidalgo Island.

Members of the board or any subcommittee designated by the board may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

Notice of special board or board subcommittee meetings shall be given to the board Chairperson in writing or by personal communication with the board Chairperson not less than 10 days before the meeting. Notices in writing will be mailed or e-mailed to each director at his or her address shown on the records of the corporation.

Section 6

Manner of Acting

The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these by-laws, the Articles of Incorporation or Washington law.

The rules of procedure at meetings of the board and committees of the board shall be Robert's Rules of Order on Parliamentary Procedure, latest revision, so far as applicable and when not inconsistent with these By-Laws, the Articles of Incorporation, or any resolution of the Board.

Board members will recuse themselves from acting or voting on any item in which they have a vested financial or other conflict of interest.

Board members may be removed from the board by a two-thirds vote of the board cast by a quorum. Possible considerations for removal include missing three meetings in a row without good cause, breach of confidentiality, failure to disclose a conflict of interest, or failure to exercise the duties of a board member.

Section 7

Voting will be left to the discretion of the president. Voice votes or a show of hands are the most common ways of voting. Written ballots or calling the roll may be appropriate in certain cases and may also be called upon at the discretion of the president.

Section 8

Directors shall not be compensated for their service except for reimbursement of reasonable expenses if approved by the board.

Article IV – Officers of the Board

The officers of the corporation shall be President, Vice President, Secretary and Treasurer, each of whom shall be elected by the general membership. Any officer of the board may be assigned by the board any additional title that the board deems appropriate. Any two or more offices may be held by the same person, except for the office of president.

Officers serve annual terms and should self-limit their consecutive terms to four years in any one office.

Section 1

The president presides at all meetings of the board, calls special meetings as necessary, appoints committees, and ensures that proper records are maintained and filed as necessary. The president arranges for the annual general membership meeting and presides until passing that responsibility on to his or her successor.

Section 2

The vice president acts as the chief board officer in the president's absence and assists the president. The Vice President is in charge of Public Relations and Special Projects as determined by the president.

Section 3

The treasurer shall keep full and accurate accounts of receipts and disbursements in books kept for that purpose, shall receive and deposit all ASBC monies in such depositories designated by the board, and shall disburse ASBC funds up to a limit of one hundred dollars, taking proper paperwork for such disbursements. Any single disbursement of over one hundred dollars must be approved by a vote of the board. The treasurer is involved in preparing the corporation's budget and is responsible for an auditable account of the corporations' financial records.

Section 4

The secretary takes and maintains minutes of board meetings and ensures that necessary reports and filings to state and federal authorities are made in a timely matter. The secretary is the keeper of the organization's official records. The secretary shall be charged with assuring that the ASBC articles of incorporation and by-laws, plus any amendments to those documents, are available, and shall keep a record of the minutes of all board meetings. The secretary will also keep the official records of the names, addresses and contact information for all members and board members of the ASBC.

Article V – Board Committees

Standing committees will include a fundraising (ways and means) committee, a budget and finance committee, a facilities and programs committee, a nominating committee and a membership committee. Committees must include at least one board member or report out to more than one board member.

Section 1

The Fundraising committee ensures that adequate funds are available for the organization to carry out its exempt purpose. These responsibilities include working with organizational staff and other members of the board to solicit charitable gifts, carry out fundraising events, and secure foundation and corporate grants.

Section 2

The budget and finance committee prepares an annual organizational budget, oversees the treasurer in the accounting and banking functions of the organization, and arranges for a certified audit of the organization's accounts.

Section 3

The facilities and program committee oversees physical assets of the corporation and provides advice regarding the organization's activities that carry out its charitable purpose. The committee makes regular reports to the board of directors about these activities.

Section 4

The nominating committee identifies candidates for election to the board and assembles a slate of officer candidates to be elected by the membership at the annual meeting. Candidates for office not nominated by the committee may also be nominated at the annual meeting. In the case of an office contested by two or more members, ballots will be used in the voting process.

Section 5

The membership committee will be tasked with recruiting new members and with the renewal and reactivation of inactive members.

Section 6

The president of the board may establish special committees to undertake designated responsibilities on an as-needed basis. Examples include committees to organize a planning effort or act on behalf of the full board in the case of merger negotiations or the purchase or sale of property.

Article VI – Amendments to the Bylaws

Section 1

These bylaws may be amended subject to approval of a vote of two-thirds of the sitting directors.

When by-laws are amended, a revised copy that contains the revisions should be dated and signed by the board president and the secretary, who will maintain a historic record of the original by-laws and any amendments to those by-laws. If required by law, the revised by-laws will be submitted by the secretary to the proper agency.