

# AMENDED AND RESTATED BYLAWS OF SHAW ISLANDERS, INC.

ARTICLE 1. OFFICES

ARTICLE 2. MEMBERSHIP

ARTICLE 3. BOARD OF TRUSTEES

ARTICLE 4. MEETINGS

ARTICLE 5. OFFICERS

ARTICLE 6. COMMITTEES

ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS

ARTICLE 8. CONDUCT OF MEETINGS

ARTICLE 9. AMENDMENTS

## ARTICLE 1. OFFICES

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Trustees ("Board") may designate.

## ARTICLE 2. MEMBERSHIP

### 2.1 Members

The members of the Corporation shall be residents or property owners of Shaw Island, San Juan County, Washington who have paid the annual or other dues set by the Board of Trustees ([Article 3](#)). All voting members of the Corporation shall be at least eighteen (18) years of age.

## ARTICLE 3. BOARD OF TRUSTEES

### 3.1 General Powers

The affairs, property and assets of the Corporation shall be managed by a Board of Trustees (hereinafter called "Board").

### 3.2 Number

The Board shall consist of not fewer than five nor more than fifteen Trustees, the specific number to be set by resolution of the Board. The number of Trustees may be changed from time to time by amendment of these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Trustee.

### 3.3 Qualifications

Trustees shall be members in good standing of Shaw Islanders, Inc.

#### 3.4 Election of Trustee

Trustees shall be elected each year in November in a written ballot by the affirmative vote of a majority of the members of the Corporation.

#### 3.5 Term of Office

Trustees shall serve for a one year term starting Jan 1st after their election, and shall hold office until December 31st. Trustees may be re-elected to office, however no Trustee may serve for a period of more than three consecutive years.

#### 3.6 Resignation

Any Trustee may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Trustees. Any such resignation shall take effect at the time specified, or if the time is not specified, upon delivery thereof and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. Any Trustee who has two consecutive unexcused absences from a Board meeting may be considered by the Board to have resigned the position.

#### 3.7 Removal

One or more Trustees may be removed from office, with or without cause, by the affirmative vote of a majority of the Trustees fixed by or in the manner provided by these Bylaws.

#### 3.8 Vacancies

A vacancy in the position of Trustee may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **ARTICLE 4. MEETINGS**

#### 4.1 Annual Meeting

The annual meeting of the Corporation shall be held on the second Saturday in August of each year for the purpose of transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated, a meeting shall be held as soon thereafter as may be convenient

#### 4.2 Regular Meetings

By Resolution, the Board may specify the date, time, and place for holding regular meetings without other notice than such resolution.

#### 4.3 Special Meetings

Special meetings of the Corporation, Board or any Committee designated and appointed by the Board, may be called by or at the written request of the President or any two Trustees, or, in the case of a Committee meeting, by the

chairman of the Committee.

#### 4.4 Meetings by Telephone

Members of the Board or any Committee designated by the Board may participate in a meeting of such Board or Committee 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 in person at a meeting.

#### 4.5 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within the State of Washington designated by the Board, by any persons entitled to call a meeting.

#### 4.6 Notice of Meetings

Notice of Corporation, Board or Committee meetings shall be given to the membership, or to Trustees by personal communication or in writing to the members of Trustees not less than two days before the meeting. Notices in writing may be delivered or mailed to the members or Trustees at his or her address shown on the records of the Corporation. Notice may also be given by posting a communication on the Bulletin Board of the Corporation or other public place. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

#### 4.7 Waiver of Notice

The attendance of a member or Trustee at a meeting shall constitute a waiver of notice of such meeting, except where a member or Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### 4.8 Quorum

Except for as provided for in Article 9, the Quorum for any meeting of the Corporation shall be one fifth of the paid membership of the Corporation as identified by the Corporation records at the time of the meeting, present at any duly announced meeting (Sections 4.6 and 4.7). A quorum for duly announced meetings of the Board shall be two thirds of the number of Trustees. For meetings of the Board, a Trustee may assign his or her vote by proxy in writing to another Trustee, and for the purpose of a quorum shall be considered as present at the meeting. The quorum fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Corporation or Board meeting. If a quorum is not present at a meeting, a majority of the members or Trustees present may recess the meeting from time to time without further notice.

#### 4.9 Manner of Acting

The act of the majority of the members or Trustees present at a meeting at

which there is a quorum shall be the act of the membership or Board, unless the vote of a greater number is required by these bylaws, the Articles of Incorporation, or applicable Washington law.

#### 4.10 Presumption of Assent

A member of the Corporation or Trustee present at a Corporation or Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such member or Trustee files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member or Trustee who voted in favor of such action.

#### 4.11 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Trustees. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minutes book as if it were the minutes of a Board meeting.

#### 4.12 Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a written ballot is delivered to every member entitled to vote. All solicitations for votes by written ballot shall indicate each proposed action and specify a reasonable time by which a ballot must be received by the Secretary of the Corporation either in person, by mail or electronic transmission.

### **ARTICLE 5. OFFICERS**

#### 5.1 Number and Qualification

The officers of the Corporation shall be a President, two Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such person, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. An officer may be assigned by the Board any additional title that the Board deems appropriate. All officers must be Trustees of the Corporation.

#### 5.2 Election and Term of Office

The officers of the Corporation shall be elected each year by the Trustees at

the first meeting of the Board after election. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until December 31st after the next annual meeting of the Corporation, or until his or her successor is elected.

#### 5.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice Presidents, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified, upon delivery and, unless otherwise specified the acceptance of such resignation shall not be necessary to make it effective.

#### 5.4 Removal

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the Corporation would be served thereby.

#### 5.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term.

#### 5.6 President

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, property, business and affairs of the Corporation. The President shall preside over meetings of the Corporation and the Board. The President may sign approved deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### 5.7 Vice Presidents

There shall be two Vice Presidents. In the event of the death of the President or his or her inability to act, the First Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The First Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The First Vice President shall chair the Program and Education Committee (Article 6.2). The Second Vice President shall perform the duties of the President and First Vice President in their absence and shall chair the Building Committee (Article 6.3). The Vice Presidents shall perform such other duties as from time to time may be assigned to them by the

President or by the Board.

#### 5.8 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by Committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address of each member, Trustee and officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### 5.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for all moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

#### 5.10 Compensation

The officers shall receive no compensation for their service as officers.

### **ARTICLE 6. COMMITTEES**

#### 6.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more standing or temporary Committees, each of which (excepting the Nominating Committee identified in 3.20.2) shall consist of one or more Trustees. Such Committees shall have and exercise the limitations as may be prescribed by the Board and applicable Washington law except that no Committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other Committee or any Trustee or officer of the Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another Corporation, (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Corporation; or or amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee. The designation and

appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed upon it, him or her by law.

#### 6.2 Program and Education Committee

The Program and Education Committee shall be responsible for providing informative programs, classes for the community, and social activities. This may be carried out in conjunction with organizations.

#### 6.3 Building Committee

The Building Committee shall be responsible for maintenance of building and grounds and for scheduling the use of the building.

#### 6.4 Nominating Committee

The Board will each year appoint a Nominating Committee which will present a slate of proposed candidates, all of whom shall have indicated their willingness to serve, for the Board of Trustees. This slate will be presented to the membership for election by written ballot in November. No Trustee can be a member of the Nominating Committee.

#### 6.5 Quorum; Manner of Acting

A majority of the number of members composing any Committee shall constitute a quorum and the act of the majority of the members of a Committee present at a meeting at which a quorum is present shall be the act of the Committee.

#### 6.6 Resignation

Any member of any Committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such Committee, or by giving oral or written notice at any meeting of such Committee. Any such resignation shall take effect at the time specified therein, or, if the time is not specified, upon delivery and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

#### 6.7 Removal of Committee Member

The Board, by resolution adopted by a majority of the Trustees in office, may remove from office any member of any Committee elected or appointed by it.

#### 6.8 Compensation

Neither members of the Corporation nor Trustees shall receive compensation for their service as members of Committees of the Board, but may receive reimbursement for expenditures incurred on behalf of the Corporation.

## **ARTICLE 7. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### 7.1 Budget and Expenditures.

In November of each year, the Board shall present a biennial budget to the membership for their consideration and approval. With respect to any unbudgeted matters, the Board is authorized to:

- a) approve any expenditure for the maintenance, repair or replacement of any existing equipment, facilities or services;
- b) approve any other single expenditure up to \$2500; and
- c) accept and use any designated donations for the designated purpose.

#### 7.2 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract, or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

#### 7.3 Loans and Extensions of Credit

No loans shall be made and no credit shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Membership. Such authority may be general or confined to specific instances. No loans shall be made and no credit shall be extended by the Corporation to its officers, Trustees or members.

#### 7.4 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

#### 7.5 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

#### 7.6 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by Committees of the Board; records of the names and post office addresses of its officers and Trustees, and such records as may be necessary or advisable.

#### 7.3 Audit

Each year the Board shall appoint two or more members, who shall not be members of the Board, to audit the financial records of the Corporation and shall report their findings to the membership.

### **ARTICLE 8. CONDUCT OF MEETINGS**

Meetings shall be conducted by Robert's Rules of Order, Newly Revised.

**ARTICLE 9. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds vote of a quorum of the paid membership; a quorum shall consist of one fourth of the total paid membership.

The foregoing Amended and Restated Bylaws supersede and replace all other previous Bylaws, Standing Rules and Orders.

Dated this 5th day of December, 2005.

---

Printed Name: /s/Jerry Molitor  
Title: Vice President