

FRIENDS OF MILLER BAY BYLAWS
As Amended at 11/12/15 Annual Meeting

Article I

Name and Mailing Address. The organization shall be known as the Friends of Miller Bay (FOMB). Its mailing address is PO Box 37, Suquamish, Washington 98392.

Article II

Article II was deleted as of 11/12/15

Article III

Membership

- 1) Qualifications. Any person who supports the purposes of the organization may become a member upon approval of the Board of Directors and payment of dues. The Board of Directors may determine classes of membership and dues structure from time to time.
- 2) Voting Qualifications. Anyone who meets the requirements of membership, and is current in payment of dues may vote.
- 3) Committees. The Board of Directors may appoint committees from the membership as necessary to further the purposes of the organization.

Article IV

MEETINGS

- 1) Regular Meetings. Regular meetings of the FOMB shall be held at the discretion of the Board of Directors.
- 2) Annual Meeting. The annual meeting of FOMB shall be held in the fall quarter of each year. Written notice of such meeting shall be mailed or emailed to each member not more than fifty (50) nor less than ten (10) days before the meeting. Such notice must specify date, time, place and agenda for the meeting.
- 3) Quorum. Members in good standing who are present shall constitute a quorum for the transaction of business at any duly called regular, special or annual meeting.
- 4) Voting.
- 5) Special Meetings. Special meetings may be called by the President or pursuant to a resolution of the Board. A minimum of ten- (10) day/written notice of any special meeting, stating objectives thereof, shall be sent to each member's last-known address.
- 6) Conduct of Meeting. All meetings shall be conducted according to standard parliamentary procedure, and a Parliamentarian, appointed by the Board of Directors, shall be the final arbiter of any procedural question or point of order.

Article V

BOARD OF DIRECTORS

The control and the conduct of business of the Friends of Miller Bay shall be vested in a Board of Directors.

- 1) Makeup of the Board. The Board shall consist of the President, Vice-President, Secretary, and Treasurer, immediate past President and at least three (3) but no more than five (5) members-at-large. The current President of the FOMB shall automatically serve as Chairman of the Board of Directors.
- 2) Terms of Office. Officers shall serve for a period of two (2) years. Members-at-large shall serve for a period of three (3) years, except that: (a) the terms of three of the original members-at-large shall expire at the second annual meeting; and (b) the terms of any other original members-at-large shall expire at the third annual meeting.

At each annual meeting, there shall be an election of members-at-large for a full three-year term. Each member shall serve until his or her successor has been elected and qualified for a full three-year term.

- 3) Election of Directors. Directors shall be elected by a majority vote of the members at the annual meeting.

Every member shall have one (1) vote for each Board position. A candidate for a Board position must receive a simple majority of the votes cast for that position to be elected.

- 4) Board Meetings. Board meetings shall be held whenever deemed appropriate by Board members. The Board shall operate by standard parliamentary procedure. Directors may vote by written proxy. All meetings of the Board shall be open to any FOMB member, except that the Board may, at its discretion, call itself into executive session to discuss confidential matters. In lieu of a live gathering, a special meeting may be held by conference call upon five (5) days notice if no Board member objects. In addition, if no Board member objects, routine non-controversial matters not requiring significant discussion or debate may be approved by an email vote.
- 5) Quorum. A quorum of the Board of Directors shall consist of a simple majority of Board members. A quorum is required to conduct business at any regular, annual or special meeting of the Board.
- 6) Vacancies. In the case of death or resignation or disqualification of a Director, a majority of the remaining Directors may appoint a successor to fill the vacancy. The successor shall hold office until the next FOMB annual meeting, when a successor Director shall be elected by the members to serve the remainder of the unexpired term.
- 7) Nomination. All FOMB members shall be eligible to serve as Directors. The Board shall appoint a nominating committee of no fewer than three persons to make recommendations to the Board for vacancies. The names of the nominees who have agreed to run and have been endorsed by the Board will be presented at the annual meeting. Nominations will also be accepted from the floor at the annual meeting.

Article IV

MEETINGS

- (1) Regular Meetings. Regular meetings of the FOMB shall be held at the discretion of the Board of Directors.
- (2) Annual Meeting. The annual meeting of FOMB shall be held in the fall quarter of each year. Written notice of such meeting shall be mailed or emailed to each member not more than fifty (50) nor less than ten (10) days before the meeting. Such notice must specify date, time, place and agenda for the meeting.
- (3) Quorum. Members in good standing who are present shall constitute a quorum for the transaction of business at any duly called regular, special or annual meeting.
- (4) Voting. Each member present and in good standing shall be entitled to one (1) vote and, unless otherwise specifically provided in these By-Laws, a majority vote shall decide each issue at any duly-called regular, special or annual meeting.
- (5) Special Meetings. Special meetings may be called by the President or pursuant to a resolution of the Board. A minimum of ten- (10) day/written notice of any special meeting, stating objectives thereof, shall be sent to each member's last-known address.
- (6) Conduct of Meeting. All meetings shall be conducted according to standard parliamentary procedure, and a Parliamentarian, appointed by the Board of Directors, shall be the final arbiter of any procedural question or point of order.

The names of nominees who have agreed to run and have been endorsed by the Board will be presented at the annual meeting. Nominations will also be accepted from the floor at the annual meeting.

- (1) Removal of Directors. Directors may be removed with or without cause at a meeting called expressly for that purpose upon request of a majority of the Board of Directors. Removal of any Director shall require a two-thirds (2/3) majority vote of the full Board.
- (2) Indemnification. By a vote of a two-thirds (2/3) majority of the Directors, the FOMB may indemnify, exonerate, reimburse or defend any present or former director, officer, employee, affiliate, agent or contractor of the FOMB for expenses, claims, liabilities, indebtedness, penalties, damage or injury incurred by them in such capacity. This indemnity may not extend to unauthorized acts that are not ratified, confirmed or adopted by the FOMB.

Article VI

EXECUTIVE COMMITTEE

- (1) Membership. Upon activation by Board motion and subject to any conditions imposed therein, the Executive Committee of the FOMB shall consist of the elected officers of the FOMB. The Executive Committee shall have

the power to act on behalf of the FOMB subject to final ratification of its acts by the Board of Directors.

- (2) Meetings. Meetings of the Executive Committee may be called by any member by giving not less than 24 hours notice of time, date, place and subject matter of the meeting. Notice may be in writing or by direct personal communication.
- (3) Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting.

Article VII

OFFICERS

- (1) Identity. The officers of the FOMB shall be a President, Vice-President, Secretary and Treasurer. Such officers shall have the authority to manage the property and affairs of the FOMB as may be provided in the Bylaws, or, in the absence of such provision, as directed by a written resolution of the Board of Directors.
- (2) Election and Term. The officers of the FOMB shall be elected by the FOMB members at the annual meeting of the organization. Each officer shall hold office for a term of two (2) years.
- (3) Removal. Any officer or agent of the FOMB shall hold office at the pleasure of the Board, and may be removed by a majority vote of the entire Board of Directors whenever in its judgment the best interests of the FOMB would be served by removal.
- (4) Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or other cause, may be filled by the Board of Directors for the unexpired portion of the term.
- (5) President. The President shall be the principal executive officer of the organization to carry out the directives and resolutions of the Board of Directors. He or she shall serve as Chairman of the Board and shall preside at all Board meetings. With the Treasurer or any other proper officer authorized by the Board, the President shall sign any documents or instruments (including acceptances of donations, conveyances or contributions) which the Board has authorized to be executed, except in cases where the signing and executing is expressly delegated by the Board to some other officer or agent of the FOMB, or is required by law to be otherwise signed and executed. The President shall perform all administrative duties customary to the office of President, and the Board may assign other duties as from time to time.
- (6) Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and shall have all the powers of and be subject to the restrictions placed upon the President. The Vice-President will perform such other duties as may be assigned by the President or the Board of Directors from time to time.
- (7) Treasurer. The Treasurer shall maintain the financial and property records of the organization. He or she shall have custody of and be responsible for all funds and securities of the FOMB. When authorized by the Board of Directors, the Treasurer may receive contributions to the FOMB, may receive and give receipts for money due and payable to the organization, and shall deposit all such money in the name of the FOMB in banks selected by the Board. The Treasurer shall perform all duties customary to the office of Treasurer, and other duties assigned by the President or the Board. If required by the Board, the Treasurer shall give a bond, at the FOMB's expense, for faithful discharge of his or her duties in a sum and with a surety determined by the Board of Directors.
- (8) Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of the meetings of the members of the FOMB; (b) distribute such minutes to all members who request them and who are current in their payment of dues; (c) issue all notices in accordance with the provisions of these Bylaws or as required by law; and (d) perform all duties customary to the office of Secretary, and other duties that may be assigned the Secretary by the President or by the Board of Directors.
- (9) Additional Offices. The Board of Directors may provide for and employ additional officers, employees and agents as it may deem necessary for carrying out the purposes of the FOMB, and may provide for their compensation, if any. Paid officers or employees, if any, shall not be members of the Board of Directors. Any delegation of authority by the Board to any officer, employee, or agent shall be consistent with the Articles of Incorporation, if any and Bylaws of the FOMB.

Article VIII

AMENDMENTS TO THE BYLAWS AND ARTICLES OF INCORPORATION

These By-Laws may be amended by a two-thirds (2/3) vote of the Board at a regular meeting prior to which Board members have been provided a written text of the changes proposed. The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members present at an annual general meeting for which the proposed text changes have been included in the written meeting notice.

Article IX

MANAGEMENT

- (1) The decision to sell any interest in real property owned by the FOMB, and the terms of that sale, shall be authorized only by a unanimous vote of the Board of Directors.
- (2) The acceptance of land donations, conservation easements, endowments or other real estate transfers shall be authorized by a two-thirds (2/3) vote of the Board of Directors.
- (3) All other financial transactions shall be authorized by a majority vote of the Board of Directors.
- (4) Funds shall be disbursed by the Treasurer or other specifically designated Board member based on Board authorization.
- (5) An annual financial report covering the prior calendar year shall be presented to the Board of Directors by the Treasurer at least twenty (20) days before the annual meeting. Copies of the annual financial report shall be made available to the membership at the annual meeting.
- (6) The financial records of the FOMB shall be available for audit at any time.
- (7) Directors and officers may not incur any expenses without prior approval of the Board of Directors.

Article X

PERSONAL LIABILITY OF OFFICERS OR DIRECTORS

- (1) No officer or director of the FOMB shall be personally liable to the organization for monetary damages as an officer or director, except for liability for (a) acts or omissions which involved intentional misconduct or a knowing violation of law by the officer or director, or (b) any transaction from which the officer or director will personally receive a benefit in money, property or services to which the officer or director is not legally entitled.
- (2) Any repeal or modification of the foregoing paragraph by the officers or directors of the FOMB shall not adversely affect any right or protection of an officer or director of the FOMB existing at the time of such repeal or modification.

Article XI

INDEMNIFICATION

The Board of Directors of the Friends of Miller Bay shall have the power to indemnify and to purchase and maintain insurance for its directors, officers, employees and other persons and agents. The FOMB shall indemnify each of its directors and officers against all liability, damage or expense resulting from the fact that he or she is or was an officer or director, to the maximum extent and under all circumstances permitted by law.