

Approved Bylaws 3-2-10

BYLAWS OF

PROTECT LUMMI ISLAND COMMUNITY (PLIC) **(A Nonprofit Corporation)**

ARTICLE I **NAME AND PURPOSE**

Section 1. Protect Lummi Island Community (hereinafter referred to as PLIC) is a nonprofit corporation, incorporated December 31, 2009, pursuant to the Revised Code of Washington, for the purpose of:

- A. Preserving vehicle and passenger ferry service between Lummi Island and Gooseberry Point;
- B. Providing Lummi Island residents and property owners with information concerning the Lummi Island Ferry;
- C. Fostering respectful and informed discussions within the community when issues arise regarding the ferry service arise. Striving to develop a consensus whenever possible, and;
- D. Advocating for beneficial long-term ferry related transportation plans.

Section 2. PLIC is organized to provide education and advocacy in a manner consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended.

ARTICLE II **MEMBERSHIP AND VOTING RIGHTS**

Section 1. Any Lummi Island property owners or Lummi Island residents are eligible for PLIC membership. There are no membership dues.

Section 2. Membership is obtained by submission of a written enrollment form wherein the applicant acknowledges their understanding of PLIC's purpose. Members may resign at any time by notifying the PLIC Secretary.

Section 3. Each member shall have one vote at any PLIC general or special membership meeting at which they are in attendance and all members are eligible for election to PLIC offices.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Except as provided elsewhere in these bylaws, all corporate powers shall be exercised by and under the direction of the Board of Directors. These powers include, but are not limited to, electing PLIC officers in accordance with Article IV, and supervising the officers and agents of PLIC.

Section 2. The Board of Directors shall consist of a minimum of five and a maximum of nine elected directors. Directors shall be members of PLIC.

Section 3. Directors shall be nominated and elected by the Membership at the annual Membership meeting. Nominations may be made by any member. Each director shall hold office for a period of two years or until a successor is elected. The initial director terms, and the terms of the Vice-president and President, shall be staggered. Each director shall serve no more than three successive terms.

Section 4. Directors may fill vacancies or appoint additional directors by a majority vote of the Board. Such appointments require ratification by a majority of the members present at the next general or special Membership meeting.

Section 5. Directors may be removed at any time by a majority vote of the Board. The Membership may also remove and/or replace directors by majority vote of members present at the Annual Meeting or Special Meeting called for that purpose.

Section 6. Meetings of the Board of Directors may be called at any time by the President, with reasonable notice provided to the remainder of the Board to enable members to attend. Notice may be by mail, personal delivery, and/or electronic means. A majority of the Board of Directors shall constitute a quorum for the transaction of business.

Section 7. Board of Directors meetings shall be open to the Membership except in cases where the Board determines that the sensitive or confidential nature of the subject matter under discussion requires the Board to meet in executive session.

Section 8. The Board of Directors may also call general Membership meetings as provided in Article V.

ARTICLE IV
OFFICERS

Section 1. The executive officers of the Board of Directors shall be President, Vice President, Secretary, and Treasurer. The President and Vice-President shall be elected by the Board of Directors from among their own numbers and shall serve at the pleasure of the Board. The Secretary and Treasurer may be elected by the Board from

among either the Board members or members of PLIC. The Board may adopt a Delegation of Authority designating specific limits on the powers of any of the Officers as it determines to be necessary.

- A. The President shall: serve as chief executive officer of the organization; preside at Membership and Board meetings; and, perform such other duties as the Board may assign. The President shall have the power to execute contracts on behalf of the corporation provided a majority of the directors have approved the terms of the contract. Except as otherwise provided in these Bylaws or in a Delegation of Authority adopted by the Board, the President shall have those powers necessary to conduct day-to-day business in furtherance of the purpose of the non-profit corporation as set forth in the Articles of Incorporation and these Bylaws.
- B. The Vice President shall act for the President in the President's absence.
- C. The Secretary or duly-appointed designee approved by the Board shall: record the minutes of Board meetings and promptly submit those minutes to the attending directors in order that the minutes may be reviewed, amended if necessary, and adopted by a majority of the directors at the next Board meeting; record the minutes of Membership meetings and promptly submit those minutes to the Membership so that the minutes may be reviewed, amended if necessary, and adopted by a majority of the members present at a subsequent Membership meeting; provide notice of meetings to members in a timely manner; and, maintain a current PLIC Membership roster.
- D. The Treasurer shall; ensure that all financial records are accurately maintained (recognizing that specific bookkeeping operations may be delegated to others with approval by the Board); disburse PLIC funds at the direction of the Board of Directors; and, assure that all checks or other fund disbursements are approved by two Board members.

ARTICLE V **MEMBERSHIP MEETINGS**

Section 1. Twenty-five (25) or more members shall constitute a quorum for the purpose of taking formal action. Any formal action regarding the bylaws or the elections / ratification /removal of officers may only occur at an annual or a special membership meeting.

Section 2. An annual Membership meeting shall be held each year on the 3rd Tuesday of January. The notification for the annual Membership meeting, as

specified in Section 5, shall include the purpose(s) of the meeting.

Section 3. General meetings of the Membership may be called by the Board of Directors as deemed necessary.

Section 4. Special meetings of the Membership may be called by a minimum of 20 members. The request for a special Membership meeting shall be in writing and shall state the purpose(s) of the meeting. Only noticed purposes shall be acted upon at a special meeting.

Section 5. Robert's Rules of Order shall govern PLIC Membership meetings.

Section 6. Members shall be notified of the date, time and place of all annual, or special Membership meetings at least 15 days in advance of such meetings. The notice to the Membership of the date, time and place of general meetings will be provided at the preceding general Membership meeting whenever possible and/or with 10 days prior notification. The Secretary may deliver such notices by mail or electronic means.

ARTICLE VI **BOARD COMMITTEES**

The Board of Directors may establish committees to manage specific topics and issues. Each committee shall be chaired by a PLIC member, and shall have a minimum of three members. A majority of the members of a committee shall be PLIC members. Committees will report and make recommendations to an appointed liaison Board Director.

ARTICLE VIII **INDEMNIFICATION**

Section 1. Directors shall not be personally liable for the debts, liabilities, and other obligations of the corporation.

Section 2. PLIC shall indemnify its agents, directors, employees, and officers to the greatest extent permitted by law provided such person acted reasonably and in good faith. PLIC shall have the power to purchase and maintain insurance on behalf of any person who is or was an agent, director, employee, or officer of the corporation or who is or was serving at the request of the corporation as an agent, director, employee or officer of another corporation, partnership, joint venture, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status, provided such person acted reasonably and in good faith.

ARTICLE IX
AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Membership at an annual or a special Membership meeting. A copy of the specific proposed changes to the Bylaws must be provided to members with the meeting notice required by Article V of these Bylaws.

ARTICLE X
DISSOLUTION

In the event of dissolution of the corporation, any and all PLIC assets remaining after payment of PLIC's debts and obligations shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue, or the corresponding section of any future federal tax code. Preference shall be given to qualified organizations serving the Lummi Island Community.