

FOX ISLAND COMMUNITY and RECREATION ASSOCIATION BYLAWS

Revised and effective ~~January 9, 2014~~ July 9, 2015

(The Constitution has been incorporated into these Bylaws)

Article I

NAME

The name of this organization shall be the Fox Island Community and Recreation Association hereinafter referred to as FICRA.

Article II

PURPOSE

The purpose of FICRA is to promote matters pertaining to the health and safety of Fox Island residents, promote the welfare and development of Fox Island, to provide social and recreational activities for the residents of Fox Island at the Nichols Community Center and the Fox Island Nature Center, ~~to maintain and operate the Nichols Community Center and Fox Island Nature Center,~~ and to provide a forum for matters pertaining to Fox Island residents.

FICRA is designated by the Internal Revenue Service as a 501-~~(c-)~~(7) tax exempt organization. FICRA acknowledges that individual donations, including dues, are not deductible on the donor's individual income taxes.

Article III

ADDRESSES

FICRA mail: P.O. Box 25, Fox Island, WA 98333

Nichols Community Center: 690 9th Avenue, Fox Island, WA 98333

www.ficra.org, e-mail: info@ficra.org

Article IV

MEMBERSHIP

Voting members shall consist of those persons residing on, or owning property on, Fox Island who have paid their membership dues for the current dues year. There will be one vote per household unless there are two persons owning the property which permits two votes per household for the single dues payment. There will be no voting by proxy.

~~Associate Members (non-voting members) shall be all other persons residing~~ Persons living on, or owning property on, Fox Island who ~~are have not current on~~ paid their membership dues; and, for the current year shall be non-voting members.

Associate Members shall be those persons not residing on, nor owning property on, Fox Island who have paid their dues for the current dues year. Associate members are non-voting members.

Article V BOARD OF DIRECTORS

Only voting members are eligible for election to the Board of Directors.

The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors ~~consisting~~comprised of seven (7) persons. The Board of Directors shall ~~be made up of~~have four officers (President, Vice-President, Secretary and Treasurer), two elected (non-officer) directors and the immediate past president.

At the annual meeting, the voting members shall elect officers and the other open Board of Directors positions. The officer positions will be elected for one-year terms. The elected directors' positions will be ~~staggered~~ two -year terms, staggered if practical. The President, unless re-elected, will move to the Immediate Past President (IPP) position. If the President is re-elected for a second year, the IPP incumbent may elect to remain in that position, or if that person chooses to vacate that position, the members ~~will~~may, at that time, elect another individual to fill the IPP position for one year, if a candidate is available. In the case of a re-elected President, the IPP position will be addressed as Director.

Duties of Directors, Officers, and Past Presidents

The Board of Directors shall approve all activities of FICRA in addition to the duties described herein;

All Board Members shall attend Board meetings, member meetings, and any other meetings requiring their presence and of which they have received proper notice.

All Board Members shall enjoy equal voting rights.

Directors shall provide assistance to the Officers in the form of guidance and input.

The President shall preside at all meetings of FICRA and the Board of Directors and perform all other duties as are usually part of the office of the President.

The Vice President shall perform the President's duties in the President's absence ~~and shall be the Board's representative regarding fund-raising events.~~

The Secretary shall take, and keep a record of, the minutes of all FICRA meetings and conduct ~~all~~ correspondence on behalf of FICRA. The Secretary shall provide a copy of the minutes to the FICRA communication mediums and have copies available at the appropriate meetings. If the Secretary is unable to attend a meeting at which the

Secretary has required responsibilities, the Secretary shall provide an alternate, who shall be a voting member, to fulfill the Secretary's duties. The Secretary shall be the custodian of the files containing past minutes and all other communications.

The Treasurer shall receive and account for all funds and make financial reports and current membership reports at appropriate meetings. If the Treasurer is unable to attend a meeting at which the Treasurer has required responsibilities, the treasurer shall provide an alternate, who shall be a voting member, to fulfill the Treasurer's duties. The Treasurer shall be the custodian of the files containing past Treasurers' reports, membership records, and all other information/communication concerning the Treasurer's duties. The Treasurer shall be the chair of the Finance Committee.

Any Board member who misses three consecutive meetings requiring their presence without being excused by a majority approval of the Board members attending each of those meetings shall be subsequently removed from office by a simple majority vote of the other Board members occupying Board positions.

Article VI COMMITTEES

All committees are recommending bodies to the Board of Directors

A. Standing Committees

Standing committee members shall be appointed by the Board of Directors by simple majority vote unless otherwise directed, herein. All voting members and dues-paying associate members shall be eligible for appointment to a standing committee.

The chairperson of a standing committee shall be appointed by the ~~Board of Directors by simple majority vote~~ committee members, unless otherwise directed herein, and shall be a FICRA voting member.

The standing committees shall be:

1. Finance (see Article VIII)
- ~~2. Fundraising~~
2. Nominating Committee (see Article VII)
3. Publicity (manages communication with the public)
4. Social Activities (develops/conducts activities for island residents)

~~Standing Committees shall submit annual reports to the Board of Directors and any other reports as requested by the Board.~~

~~Special Committees shall be created, and committee members appointed, by the Board of Directors by a simple majority vote.~~

~~The special committees shall be the following among others that the Board of Directors may elect to create:~~

- ~~1. Nominating Committee~~
- ~~2. Audit Committee~~

~~The Nominating Committee shall have at least three members, only one of which shall be a Board member.~~

5. Audit (conducts annual audits & reports findings to Finance & Board)

(Now included in Standing) The Audit Committee shall conduct annual audits of the FICRA financial condition and shall submit reports and recommendations to the Board. The Audit Committee shall have at least three persons one of which will be a board member. The Audit Committee will be elected by the voting members at the Annual Meeting.

(Now included in Standing) The Nominating Committee shall have at least three members, only one of which shall be a Board member.

B. Special Committees

Special Committees shall be created, and committee members appointed, by the Board of Directors by a simple majority vote. Such a committee shall be given a specific purpose and shall be disbanded when that purpose has been met. All voting members and dues paying associate members shall be eligible for appointment to a special committee and will serve for the one-time assignment given that committee.

Article VII ELECTIONS

Election of officers, directors, and the Audit Committee shall be held at the Annual Meeting. A simple majority of the voting members present shall be required for election. A quorum of members for conducting elections shall be 1% of the voting membership.

Officers shall be elected to a one-year term. Non-officer Directors shall be elected to a two-year term. The Audit Committee shall be elected for a one-year term. Officers may be elected to the same officer position for two consecutive terms only.

The Nominating Committee shall have the slate of nominees presented at the February regular Board meeting for the election at the March (Annual Membership) Meeting. Only voting members shall be considered for election to the Board.

The Nominating Committee will conduct the election process in its entirety. The Nominating Committee shall make candidates' statements available to the members through the communication means of FICRA by the date of the regular Board meeting preceding the Annual Membership Meeting.

Nominations for Director, ~~and~~ Officer, and Audit Committee positions shall also be accepted from the floor by voting members at the Annual Meeting (March meeting). If a person is nominated from the floor, that person shall be introduced by the Nominating Committee and shall have three (3) minutes to state his or her interest and qualifications.

In the event of a vacancy on the Board of Directors for any reason, the remaining Board members shall appoint a replacement from the Fox Island resident voting membership to serve until the next election. The Board's appointment shall be by a majority vote of the remaining Directors. Before appointing a replacement Board member in this manner, the Board of Directors shall make known through the FICRA communication media that there is an opening on the board in order to solicit candidates who would be interested in being placed into the open position.

Article VIII FINANCE & BUDGET

Any change in membership dues shall be recommended by the Finance Committee to the Board of Directors which shall then decide if, and when, the change shall be submitted to the members for a vote. The change in membership dues shall be approved by a simple majority of voting members present at a Regular Board meeting that has proper member notice. The member quorum for a vote shall be 1% of the current voting membership.

The FICRA fiscal year shall be January 1 through December 31. The dues collection period shall be August 1 to the following July 31. Persons are considered voting members as soon as they have paid their dues for the current dues collection period.

The chair of the Finance Committee shall be the Treasurer. The Finance Committee shall submit a budget to the Board of Directors no later than the January Board meeting. The Board of Directors shall be responsible for approving a budget and reporting same at the February Board meeting.

Article IX MEETINGS

The Annual Membership Meeting (second Thursday in March) shall be dedicated to the election process; only.

Regular Board meetings shall be held at the Nichols Community Center on the second Thursday of each month (unless proper notice indicates otherwise) and shall be open to the public. The quorum for director voting is greater than 50% of the occupied Board positions.

Regular Board meetings may be moved from the second Thursday of the month by the Board of Directors with at least one week prior notification to the membership.

Notification shall be considered proper if posted on the FICRA web site, and posted on the Fox Island bridge sign maintained by FICRA.

Special Board Meetings may be requested by any Board member and shall be convened with the approval of a majority of the Board members. If a vote by the Board is to be taken at a Special Board Meeting the meeting must have at least one week prior member notification and meet quorum requirements (greater than 50% of the occupied Board positions). Minutes of Special Board meetings shall be made available to the members.

Special Membership Meetings may be held when matters arise that concern the community at large. Such meetings shall be called by the Board of Directors and shall have notification as required by RCW 24.03.080, or as amended. Minutes of such meetings shall be made available to the members.

Meetings shall comply with the Revised Code of Washington unless specifically addressed herein.

Meetings shall be guided by Roberts Rules of Order where there is no guidance contained herein. The Board shall have discretion in managing the time of presentations, requirements for placing an item on the agenda, and any other functions that impact the length of a meeting. The board shall be diligent in allowing input from the members with such alternatives as the use of ~~www~~.FICRA.org.

Article X DISPOSAL OF ASSETS

In the event of termination or dissolution of this Association, the assets shall be turned over to another Fox Island non-profit organization.

Article XI AMENDMENTS

Proposed amendments to the Bylaws shall be recommended by the Board of Directors at two consecutive regular Board meetings, distributed to the members present at those meetings and voted on by the voting members attending the third consecutive meeting. A simple majority of the voting members at the third meeting shall be required for the passage of the amendment(s) presented at that meeting. All changes to the proposed amendment(s) presented in the first and second meetings shall be posted on the various mediums controlled by FICRA such that the members voting at the third meeting shall have access to said changes at the time of voting on the amendment(s). The quorum requirement for the amendment voting shall be 1% of the voting membership.

Article XII

COMMUNICATION

All sources of communication generated by FICRA will be managed the Board of Directors.

Any work performed by any Board Member shall, if applicable, be deemed a work made for hire as defined under the copyright act, however modified or amended. All communication and communication systems generated and operated by FICRA will be owned by FICRA, including but not limited to email addresses, email content, domain names, promotional/advertising/marketing content and materials, website content and operational code, print media published by FICRA, and signs ("Materials"). Any Board Member hereby irrevocably assigns to FICRA all right, title and interest that Board Member may have in and to any intellectual property and/or Materials (conceived either individually or jointly), including any and all rights which arise out of Board Member's work performed while under Board term, and Board Member will take all steps reasonably required by the Board to protect FICRA's copyright, trademark and other intellectual property rights in and to any Materials. FICRA shall have and enjoy any and all ownership and proprietary rights in and to such Materials under all federal, state, local, and foreign intellectual property laws, including, without limitation, the Copyright Act of 1976, as amended) and all other applicable laws.