

FICRA BUILDING TRUST BYLAWS
Amended and Restated May 9, 2019

Article I
NAME

The name of this organization shall be the FICRA BUILDING TRUST, hereinafter referred to as the Trust.

Article II
PURPOSE

The purpose of the Trust is to preserve and maintain the historic schoolhouse, now known as the Nichols Community Center, and all other Trust properties on Fox Island, support educational activities and programs, award educational scholarships, and support the activities of local non-profit organizations.

The Trust is designated by the Internal Revenue Service as a 501(c)(3) tax exempt organization. The Trust acknowledges that individual donations, as of this writing, may be deductible on the donor's individual income taxes. The Trust shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Article III
ADDRESSES

Mailing: P.O. Box 25, Fox Island, WA 98333
Nichols Community Center: 690 9th Avenue, Fox Island, WA 98333
Fox Island Nature Center: Parcel 0120012021 located at 716 9th Avenue, Fox Island, WA 98333

Article IV
MEMBERSHIP

Voting members shall consist of those persons who have contributed to the Trust, also referred to herein as Trust members.

Article V
BOARD OF DIRECTORS

The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors comprised of five (5) positions. The Board of Directors will have four officer positions: President, Vice-President, Secretary, and Treasurer and one Director position. A person must have contributed to the Trust to be eligible to be a member of the Board of Directors (Board members).

The Board of Directors shall appoint a President, Vice-President, Secretary and Treasurer. Board members not holding officer positions will be addressed as directors. Any two officer positions may be held by the same person. Quorum at all Board meetings shall consist of a majority of the occupied Board positions. Votes by the Board will be by simple majority to pass unless otherwise stipulated herein.

Duties of Directors and Officers

All Board members shall attend Board meetings, member meetings, and any other meetings requiring their presence.

All Board members enjoy equal voting rights.

Board members shall provide assistance to the officers in the form of guidance and input.

The President shall preside at all meetings of the Trust 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.

The Secretary shall take, and keep a record of, the minutes of all Trust meetings and conduct correspondence on behalf of the Trust. The Secretary shall be the custodian of the files containing past minutes and all other communications. The Secretary shall make a copy of the minutes available at the appropriate meetings. If the Secretary is unable to attend a meeting at which the Secretary has required responsibilities, the incumbent shall provide an alternate, who shall be a member of the Trust, to fulfill the incumbent's duties.

The Treasurer shall receive and account for all funds and make financial reports at appropriate meetings. If the Treasurer is unable to attend a meeting at which the Treasurer has required responsibilities, the incumbent shall provide an alternate, who shall be a member of the Trust, to fulfill the incumbent's duties. The Treasurer shall be the custodian of the files containing past Treasurer's 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 committees shall be appointed by the Board of Directors by unanimous vote unless otherwise directed herein. Standing committee members shall be Trust members.

The chairperson of a standing committee shall be appointed by the Committee members unless otherwise directed herein.

The standing committees shall be:

1. Finance (see Article VIII)
2. Building & Grounds (recommends/manages major maintenance/capital projects)
3. Nature Center (manages the Nature Center facility)
4. Citizens' Patrol (manages the Citizens' Patrol programs)
5. Audit (conducts annual audits & reports findings to Finance & Board)
6. Nominating (see Article VII)
7. Emergency Preparedness (develops the Trust's role in emergency preparation and response for Fox Island)
8. Fox Island Amateur Radio Club (FIARC has a Document of Organization)

The Audit Committee shall conduct in-house audits of the Trust's financial condition at the discretion of the Board of Directors. The audit committee shall have at least three persons that are Trust members, and only one of those persons may be a member of the Board of Directors. The Audit Committee shall select its chairperson.

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 by the Board of Directors by unanimous vote. Such a committee shall be given a specific purpose and shall be disbanded when that purpose has been met. Special Committee member appointees shall be Trust members and serve for the one-time assignment given that committee.

Article VII ELECTIONS

Election of the Board of Directors shall be held at the Annual Meeting (the second Thursday in April or a date as determined and properly noticed by the Board of Directors). A simple majority of the Trust members present shall be required for election. Directors shall be elected to a one-year term.

The Nominating Committee shall have the slate of nominees presented to the Board at the regular meeting preceding the election meeting. Only Trust members shall be considered for election to the Board.

The Nominating Committee will conduct the election process in its entirety. Nominations for Board of Director positions shall also be accepted from the floor by Trust members at the election meeting. Only Trust members shall be considered for election to the Board.

In the event of a vacancy on the Board of Directors for any reason, the remaining Board members shall select, by majority vote, a replacement from the Trust membership to serve until the next election. The Board may also choose to leave the position vacant until the next annual meeting and election, or until a special meeting is convened by the Board for that purpose.

Article VIII FINANCE & BUDGET

The Trust's fiscal year shall be January 1 through December 31.

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.

The Finance Committee shall recommend any changes in rental rates for the Trust's facilities to the Board of Directors. The Board of Directors shall establish, by majority vote, any changes in the rental rates.

The Board of Directors shall appoint a rental coordinator who shall have the responsibility for all communication and follow-up with prospective renters, and renters, of the Trust's facilities. The Board of Directors shall, by simple majority vote, determine if, and how much, the rental coordinator will be compensated for the rental coordinator duties.

Article IX MEETINGS

The Annual Meeting shall be held at the Nichols Community Center (unless appropriately noticed otherwise) and shall be open to the public.

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 meetings of the Board may be called by any member of the Board. 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 such meetings will be made available to the members except in the case of Executive Sessions which are to be used only for personnel matters.

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

Meetings will 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 will be diligent in allowing input from Trust members.

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 15 or more days prior to the properly noticed meeting convened for voting on the amendments. All proposed amendments and changes to proposed amendments will be posted on the various publicly available mediums controlled by the Trust and the Fox Island Community and Recreation Association (FICRA) such that the members voting on the amendments will have access to the information before the vote is conducted. A simple majority of Trust members attending the voting meeting shall be required for passage of amendments.

Article XII
COMMUNICATION

All sources of communication generated by the Trust will be managed by 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 the Trust will be owned by the Trust, 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 the Trust, and signs ("Materials"). Any Board Member hereby irrevocably assigns to the Trust 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 the Trust's copyright, trademark and other intellectual property rights in and to any Materials. The Trust 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.