

Bylaws

of the

Center for Wooden Boats

Ratified by Members: February 2019

Article III - Term of Existence

1. The duration of this corporation shall be perpetual, however, the Corporation may be consolidated or merged with any other non-profit corporation of similar purposes, or terminated by the concurrence of at least two-thirds of the individual members present of a constituted quorum at a meeting of the total membership. A special meeting for such purpose may be called by the Trustees provided that each and every member receives written notice at least two weeks prior to said meeting. In negotiations related to possible consolidation or merger, continued membership rights in the new organization for current members in good standing shall be stressed.
2. This Article shall be amended or deleted from these Bylaws only in the same manner as provided in subparagraph 1 above.

Article IV - Membership

1. There shall be three classes of membership in this corporation:
 - a) Individual Membership:
Persons accepting the purposes of the Corporation shall be eligible for membership in the Corporation upon payment of the established fees.
 - b) Family or Group Membership:
Membership may also be held by a family or other organization upon payment of established fees, but each such family or organization shall be treated as an individual as regards parliamentary privileges, i.e., one vote for each family or group. However, members of a family holding a family membership in good standing shall each also enjoy all other privileges of membership.
 - c) Honorary Membership:
Honorary Membership may be granted for life by the Board for outstanding devotion to the purposes of the Corporation. No fees shall be established for Honorary Members, who shall have the same parliamentary privileges as Individual Members.
2. Each membership shall have the following parliamentary privileges: one ballot for each election of Trustees, one vote on any question brought before the members assembled at a properly called meeting of the general membership, provided that there shall be no vote by proxy at such meeting.
3. Members shall have no voting, parliamentary interest or other rights except those specifically enumerated in these Bylaws.
4. A member shall be a member in good standing when membership fees have been paid. The corporation may establish categories of membership based on donation levels. The same voting rights shall apply to all categories.

Article V - Board of Trustees

1. The principal governing body of the Corporation shall be the Board of Trustees, herein referred to as the “Board”, which shall have and shall exercise for the Corporation all the powers of the Corporation. The Board shall be identical to the “Board of Trustees” referred to in RCW 24.03 and the Articles of Incorporation of this Corporation.
2. The Board shall meet at regular intervals at least six times per year in the State of Washington.
3. Trustees may participate in a Board meeting by telephone, video conference, or any means of communication which enables all persons participating in the meeting to hear each other simultaneously during the meeting. A member who participates by means of communication equipment is deemed to be present in person at the meeting.
4. The Board shall consist of not less than nine members nor more than twenty-three members, excluding the Executive Director and Founding Director, Dick Wagner. A majority vote of the entire Board, regardless of quorum requirements, will be required to reduce or expand the size of the Board. There will be a special Board member status for non-voting members. The Executive Director, if one is employed by the Corporation, and Founding Director shall serve as additional non-voting members of the Board. The Board may continue to function below the minimum number of members required as long as the Board moves with due diligence towards filling those vacancies.
5. Each Individual Member in good standing, or Honorary Member, or one person of any Family or Group Membership in good standing, and no others shall be eligible to be nominated and elected as a Trustee as provided in this Article. No person shall be nominated for nor be elected to nor be appointed to more than one membership on the Board in the same time period.
6. Trustees shall be elected to serve on the Board by the Members of the Corporation, except as provided in subparagraph (8) below. The Board shall adopt procedures for nominating, electing and appointing members of the Board of Trustees. Three of the Trustee positions shall be made available for nomination and election “at large” by the membership. Each “at large” candidate must obtain the nominating signatures of at least 30 current, paid up, members to have their name appear on the annual election ballot. In the case of more at-large candidates than open at-large positions, the open positions shall be filled by the candidates receiving the most affirmative votes.
7. Each Trustee shall serve for a term of approximately three years, except as provided below. There is no limit on the number of terms which a trustee can

serve. A Trustee's term shall begin following their election at the first meeting of the Board following the end of the fiscal year, and shall end approximately three years later at the end of the fiscal year. From time to time as necessary, the Board shall establish terms of office of less than three years for some Trustees to ensure that approximately one- third of the terms expire each year at the end of the fiscal year.

8. The Board shall fill vacancies resulting from resignations, removals, or enlargements of the Board within two months following the vacancy but may continue to function below the minimum as provided in subparagraph 4 above.
 - a) A Trustee appointed to fill a vacancy, except in the case of the vacancy of an at-large position as provided below, shall serve until the next regularly scheduled election at which time the replaced trustee would have been elected, provided such election occurs more that 18 months from the date of the appointment. (E.g. Trustee A is appointed to fill a vacancy left by Trustee B two weeks before Trustee B's three-year term expires. Trustee A does not come up for election at this time since Trustee A has served on the Board for less than 18 months. Trustee A continues to serve on the board until the next regularly scheduled election of Trustee B's term, which would be in three years.)
 - b) In the case of a vacancy of an at-large position, the remaining Trustees filling at-large positions shall nominate a temporary Trustee to fill the vacant position until then next regularly scheduled election. The full Board shall approve the nominee. The temporary Trustee may elect to have their name appear on the election ballot by obtaining the signatures of 30 Center for Wooden Boats members as provided in Article V Section 4.
9. Upon two weeks notice to all Trustees of the intent to propose such action, the Board may, by the affirmative vote of a majority of the Board, remove from office any member of the Board who may violate the terms of these Bylaws or the explicit instructions of the Board for the conduct of the Corporation's business, or who may publicly act to obstruct or thwart the objectives of the Corporation.
10. The Secretary shall record attendance at Board meetings. For non-voting trustees, there shall be no attendance requirements. Attendance for voting Trustees will be indicated as Present, Excused, or Unexcused in the Board Minutes. If a Trustee is to be absent from a regularly scheduled meeting, the Trustee should notify the Secretary in advance of the meeting, if possible. However, prior to the adoption of the Board minutes, Trustees are provided the opportunity to notify the Secretary of the reason for their absence and correct their attendance status for that meeting. If any Trustee is absent without valid reason from one-quarter or more of the Board meetings held during the previous twelve months of their term, then the Secretary, with the approval of the Board, shall notify the Trustee that their Trustee's seat will be automatically declared vacant as of the next meeting of the Board. The Trustee in question shall be given written notice of the automatic vacation of their

seat at least two weeks prior to such vacation, together with an invitation to respond if he or she wishes to appeal the vacation and explain the reasons for the absences. Upon such appeal the Board may, at its discretion, re-appoint the Trustee as provided in subparagraph 8 above.

11. The President or one-third of the Board may call a special meeting of the Board. The persons calling the meeting shall give seven days notice to each member of the Board.
12. A quorum of the Board shall be a majority of the Board, whichever is smaller, but in no case less than one-third of the Board.
13. The Board shall adopt rules of procedure for itself and for all boards and committees of the Corporation, provided that all meetings of the Corporation, the Board of Trustees, and all other boards and committees of the Corporation shall be governed by "Robert's Rules of Order." No vote by proxy shall be allowed on any matter before the Board.

Article VI - Officers

1. At its first meeting following the regular annual election of the Corporation, the Board shall elect from among its members, a President, one or more Vice-Presidents, a Secretary, and a Treasurer. Each officer shall serve for one year, or until a successor is elected. If more than one Vice President is elected, the Board shall designate which Vice President shall assume the duties of the President if the President is absent or unable to act.
2. The President shall be the Chairman of the Board. The Executive Director shall be the Chief Executive Officer of the Corporation
3. The Secretary shall maintain an official record of the public policy and internal directives of the Board, minutes of the proceedings of any meetings of the General Membership, any meetings of the Board of Trustees and a record of the names and addresses of the membership. A copy of the minutes of each meeting of the Board shall be sent by the Secretary to each Trustee at least two weeks prior to the next meeting of the Board, together with notice of the date, time and place of that meeting.
4. The Treasurer, under the general supervision of the Board, shall be responsible for the financial operations of the Corporation. The Treasurer's duties shall include:
 - a) Supervise the presentation of a proposed annual budget to the Board prior to the "annual meeting of the members of the Corporation" referred to in Article IX;
 - b) Supervise the presentation of the financial reports at each regular board meeting;
 - c) Ensure appropriate reports are presented to the board monthly;
 - d) Ensure that the Board oversees the selection and communications with the auditor.
5. In the absence of the President and the Vice-President from a properly called meeting of the Board, the Trustees present shall elect a chairman pro tem.
6. A past President of the Board, having served in such capacity for a minimum of one year, may, upon nomination by the President and majority vote of the Board, be offered a position as an Officer of the Corporation with the term of one year (renewable) and title of Past President. Duties to be agreed upon between the Past President and the current President. The number of Past Presidents serving in such capacity shall be limited to three.

Article VII - Executive and Other Committees

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 shall consist of two or more Trustees. Such committees shall have and exercise the authority of the Trustees in the management of the corporation, subject to such limitations as may be prescribed by the Board; 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 Director 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 not in the ordinary course of business;
- f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor;
- g) adopt a plan for the distribution of the assets of the corporation; or
- h) 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 Director of any responsibility imposed upon it, him or her by law.

2. Quorum; Manner of Acting

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

3. Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson 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 thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4. 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.

Article IX - Finances

1. No capital stock shall be issued by the Corporation.
2. The fiscal year of the Corporation shall be January 1 to December 31.
3. The Corporation shall keep current and complete books and records of account.
4. The books and records of account shall be compiled in a financial statement at least once a year by an independent CPA firm not affiliated in any way with the Corporation. The Board may call for a higher level review or audit as it deems necessary.
5. The Corporation shall operate under an annual budget approved by the Board. No additional expenditures shall be made without the prior approval of the Executive Director or the Board of Trustees. Additional expenditures in excess of 3% of the annual budget require the approval of the Board of Trustees.
6. No loans may be made by the Corporation to any Officer, Executive Director, Founding Director or Trustee of the Corporation.

Article X - Meetings of the General Membership

1. The Board shall call a meeting of the Members of the Corporation each year which shall be the “annual meeting of the Corporation” referred to elsewhere in these Bylaws. The meeting shall be held within 120 days of the end of the fiscal year. The purposes of the meeting are:
 - a) to inform and educate the Members of the Corporation through a review of the activities and performance of the Corporation for the past year and through a presentation of plans for the coming year, including the budget for the new fiscal year
 - b) to build Member support for the mission and goals of the Corporation
 - c) to provide a forum for Member feedback
 - d) to provide an opportunity for Members to meet each other
2. Notice, in the form of a written notice or in an electronic transmission, of each meeting of the members shall be delivered not less than ten (10) days nor more than fifty (50) days before such meeting, to each Member, addressed to the Member’s address last appearing on the books of the Corporation. If the Member has elected to receive notifications by electronic mail, such notice will comply with RCW 24.03.009. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting, the purpose of the meeting. Presence at any such meeting shall be deemed a waiver of any required notice, or defect therein.
3. A quorum of any meeting of the Members of the Corporation shall be the number of members in good standing then present.
4. The agenda for the annual meeting of the Corporation shall be established by the Board. Members may submit proposals for agenda items prior to the beginning of the meeting. Only Trustees shall be able to make motions affecting the business of the Corporation.
5. The Board may provide for the voting of the members by mail or electronic mail with respect to any particular election of Trustees . If the Board authorizes mail and electronic ballots for an election, voting members who designate electronic communications as their preferred notification method shall receive voting instructions by electronic mail. All other voting members shall receive ballots by mail.
 - a) The ballot will include a brief biography of all candidates standing for election or re-election. The Board shall establish the date by which such votes must be received by the Secretary at the address of the principal office of the Corporation or the designated electronic voting system, and this date shall be specified in the notice. Votes received after that date shall not be effective.

- b) All persons elected as Trustees pursuant to such an election shall take office effective on the date specified in the notice for receipt of such votes.
- c) Hand delivery of a vote in writing to the principal office of the Corporation shall be equivalent to receipt of a vote by mail at such address for the purpose of this Article.
- d) For purposes of a vote by mail or electronic ballot, the quorum shall be equal to the number of ballots timely submitted.
- e) All by-law amendments approved by the Board during the year will be submitted for member ratification on the written notice containing the Board candidates. The ratification vote by the membership, of any by-law revision, will be a ratification of the specific revision(s) and a re-ratification of any unrevised by-law sections.

Article XI - Amendments

1. These Bylaws may be amended, altered or repealed at any meeting of the Board of Trustees, provided that a copy of the proposed amendments shall be given to and received by each Trustee at least two weeks before such meeting. The concurrence of at least two-thirds of those Trustees present of a constituted quorum shall be necessary to amend these Bylaws.

Article XII - Indemnification of Directors and Officers

1. Indemnification Definitions. For purposes of this Article XI, any terms not defined herein shall have the meanings ascribed to them in RCW 23B.08.500.

2. Indemnification

a. Right to Indemnity. Except as provided in Article XI 2.(b), the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a trustee against liability incurred in the proceeding if the individual acted in good faith and the individual reasonably believed:

- (1) In the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in its best interests; and
- (2) In all other cases, that the individual's conduct was at least not opposed to its best interests.

Except as provided in Article XI 2.(b), the Corporation shall indemnify an individual made a party to a criminal proceeding because the individual is or was a trustee against liability incurred in the criminal proceeding if the individual had no reasonable cause to believe the individual's conduct was unlawful.

b. Limits on Indemnity. The Corporation shall not indemnify a trustee under this section: (1) in connection with a proceeding by or in the right of the Corporation in which the trustee is adjudged liable to the corporation; or (2) in connection with any other proceeding charging improper personal benefit to the trustee, whether or not involving action in the trustee's official capacity, in which the trustee was adjudged liable on the basis that the trustee improperly received personal benefit.

c. Coverage of Reasonable Expenses. Indemnification is provided under this section in connection with a proceeding by or in the right of the Corporation including reasonable expenses incurred in connection with the proceeding.

3. Determination and Authorization of Indemnification

a. Determination of Proper Conduct. The Corporation shall not indemnify a trustee unless authorized in the specific case after a determination has been made that indemnification of the trustee is permissible in the circumstances because the trustee has met the standard of conduct set forth in Article XI.2.

b. Board Determination. The determination shall be made:

- (1) By the Board by majority vote of a quorum consisting of trustees not at the time parties to the proceeding;
- (2) If a quorum cannot be obtained under subparagraph 3(b)(1), by majority vote of a Committee duly designated by the Board (in which designation trustees who are parties may participate), consisting solely of two or more trustees not at the time parties to the proceeding; or
- (3) By special legal counsel: (i) selected by the Board or its Committee in the manner prescribed in subparagraph 3(b)(1) or (2); or (ii) if a quorum of the Board cannot be obtained under subparagraph 3(b)(1) and a Committee cannot be designated under subparagraph 3(b)(2), selected by majority vote of the full Board (in which selection trustees who are parties may participate).

c. Authorization of Indemnification. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under Article XI (b).3 to select counsel.

4. Indemnification of Officers, Employees, and Agents: The Corporation shall indemnify and advance expenses under subparagraphs 1 through 4 above to an officer, employee, or agent of the Corporation who is not a trustee to the same extent as to a trustee.

5. Insurance The Corporation may purchase and maintain insurance on behalf of an individual who is or was a trustee, officer, employee, or agent of the Corporation, or who, while a trustee, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under this Article.

6. Report to Members If the Corporation indemnifies or advances expenses to a director in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the members with or before the notice of the next members' meeting.

Article XIII - Actions by Written or Electronic Consent

1. Any Corporate action required or permitted by the Articles of Incorporation or Bylaws or by the laws of the State of Washington to be taken at a meeting of the Trustees of the Corporation may be taken without a meeting if either:
 1. A consent in writing, setting forth the action so taken, shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof. Such consent shall have same force and effect as a unanimous vote and may be described as such.
 2. A consent submitted electronically, setting out the action so taken, shall be affirmed by a minimum of two-thirds (2/3) of the Trustees entitled to vote with respect to the subject matter thereof. Electronic consent is not approved if any Trustee submits a notice of dissent within 72 hours of the action being submitted electronically to the Board of Trustees. Notice of dissent shall refer the action to the next Meeting of the Trustees.

Article XIV - General Provisions

1. Any action taken by the Corporation shall be null and void unless that action shall have been taken in accordance with these Bylaws.

Article XV - AUTHENTICATION

The foregoing Bylaws were read, approved, and duly adopted by the Board as of February 21, 2018. The Secretary was empowered to authenticate these Bylaws by their signature below.