Friends of Point-No-Point Lighthouse

Bylaws

Approved:

Article I
Name and Office

Section 1 The name shall be Friends of Point-No-Point Lighthouse.

Section 2 The mailing address for the Friends of Point-No-Point Lighthouse (hereafter the Friends or association) will be P.O. Box 428, Hansville , WA, 98340 or as such place as the Board of Directors shall designate.

Article II
Statement of Purpose and Goals

Section 1 Purpose: To serve as a local association for the rehabilitation, restoration, preservation, and perpetuation of the Point-No-Point lighthouse and surrounding associated buildings, as well as their history and lore.

Section 2 Goals:

a) Act as a point of communication for the public.
b) Provide a point of communication with the Hansville community
c) Organize and implement events and activities to celebrate the local lighthouse.
d) Develop local positions and serve in an advisory capacity on issues affecting the Point No Point lighthouse community.
e) Keep constituents informed on issues of interest.
f) Foster beneficial relationships with agencies, schools, and organizations relevant to lighthouse education and preservation.

Article III
Organization

Section 1 The Friends will be incorporated, as soon as possible, as a nonprofit organization under the provisions of Association 24.03 of the revised code of the State of Washington.

Section 2 The Friends shall comply with all laws, which apply to a nonprofit group of this kind.

Section 3 The Friends, as a nonprofit organization, will be exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Section 4 The Friends shall be an all-volunteer group. No compensation in the form of wages, retirement benefits, fringe benefits or bonuses will be given to any members or to board members for their work on behalf of the association. The Friends has drafted and adopted a conflict of interest policy as an attachment to Article III, Section 4. It follows that:

Conflict of Interest Policy
Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit

transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions
1. **Interested Person**
Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest**
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
Procedures
1. **Duty to Disclose**
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. This disclosure must be in written form and a copy must be forwarded to all members of the board of directors. The copies may be forwarded either by postal mail or email. It is the responsibility of the secretary to file all conflict of interest disclosures in the Organization's archives.
2. **Determining Whether a Conflict of Interest Exists**
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the remaining board members shall together discuss the disclosure and vote upon it to decide if a conflict of interest exists. Discussion can take place by postal mail, email, phone, or during a regular or special meeting. The interested person cannot take part in the discussion or cast a vote to decide the outcome.
3. **Procedures for Addressing the Conflict of Interest**
a. An interested person may make a presentation at the governing board or committee meeting, (or by email), but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest,

for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflict of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Membership

Section 1 Qualifications—Members are accepted without regard to color, national origin, race, gender, age, or other non-merit factors. United States citizenship shall not be a requirement for membership.

Section 2 The Board of Directors may establish various categories for membership.

Section 3 Membership dues are payable in advance to the Secretary. Annual membership is renewable for all members on April 1st (or any date that may be chosen in the future)The Secretary will keep all membership records and track renewals and drops. .

Article V
Meetings

Section 1 General membership meetings will be held at the discretion of the Board of Directors at agreed-upon dates and places. The time and location will be made known to the membership thirty days prior to the meeting. The Board will determine any fees necessary to support membership meetings and inform the membership of said fees thirty days prior to the meeting.

Section 2 The Board of Directors will meet a minimum of three times a year, with the option of scheduling special Board meetings as needed. The Board will determine the location and time of meetings in advance. The Secretary will give board members thirty days notice of mandatory meetings and one week's notice of special meetings.

Section 3 The President may call special meetings of the Board of Directors when necessary and must call a special meeting upon receiving a written request to do so, issued by a majority of the Board members then in office. All Board of Directors members must be informed of any and all special meetings.

Section 4 General members are welcome to attend regular Board of Directors meetings provided they have previously contacted the President and made arrangements to do so.

Article VI
Board of Directors

Section 1 Powers and Duties

a) The Board of Directors shall have full charge of the organization—all property and business—with full power and authority to manage and conduct the same.
b) The Board shall authorize the employment/engagement of such persons as may be considered necessary for the successful fulfillment of the purpose of the Friends.
c) The Board shall create and designate special committees as it is deemed necessary.

Section 2 Numbers of Directors/Terms of Office

a) The Board of Directors shall consist of a minimum of 5 and a maximum of 7 members in good standing with the FOPNPL. A majority of these members must be

residents of Washington. They are elected each for a term of two years. As the association grows larger, the maximum number of directors can be amended. Board positions terms of office shall be staggered to allow for continuity.

Section 3 Nomination and Election of Directors

a) No later than April 1st the Vice-President will convene a nominating committee which shall consist of 3 current members in good standing of the general membership of The Friends.
b) The Nominating Committee, consisting of the Vice-President and 3 current members in good standing, shall secure nominees for each position on the Board of Directors due for an election to be conducted in September.
c) The slate of officers shall be presented to the Board and recorded by the Secretary by August 1st. The same slate shall be presented to the General Membership by September 1st.
d) Elections will be held at the September meeting.
e) Each member is allowed one vote.
f) Voting will be done verbally with a voice vote of "aye" and "nay".
g) Directors are elected based on receiving a majority of the votes cast.

Section 4 Liaisons with Other Agencies

a) The Board may, at its discretion, establish an advisory committee of consulting board members from other groups/agencies.
b) Consulting board members may attend Board meetings but may not vote.

Section 5 Vacancies

a) In the event of death, resignation, or removal of a Director, the vacancy shall be filled by appointment by the President with confirmation of the Board of Directors to fill the remainder of the unexpired term. If no replacement can be found, the President will make the necessary adjustment to the Director's responsibilities to ensure critical work is completed. In the event of death, resignation, or removal of the President, the Director at Large shall fill the President's position for the remainder of his/her term.
b) Board Members must ask the President to be excused from Board meetings. Three consecutive absences without being excused by the President will be deemed the equivalent of resignation.
c) Directors may be removed for just cause by a two-thirds vote of the Board. Such Directors shall be notified of the intention of the Board to consider their expulsion and shall be given the opportunity of a hearing before the Board. Passage of such a resolution shall, without other act on the part of the Board of Directors, annul such membership.

Section 6 Quorums

A simple majority of members currently serving on the Board shall constitute a quorum for the transaction of business at any regular or special Board Meeting.

Article VII
Officers and Their Duties

Section 1 Each officer is elected for a term of two years and may not serve more than two consecutive terms. The term of an individual officer may be extended beyond the term limit by a two-thirds vote of the Board of Directors.

Section 2 The newly elected President may appoint Directors to oversee specific responsibilities. The areas of responsibility will be listed in Standing Orders (see Article XII).

Section 3 Duties

President—The President shall preside over all meetings of the Board, appoint committees, assign Directors' duties and areas of responsibility, and preside at general

membership meetings and elections. The President shall be an ex-officio member of all committees. The President shall execute all written documents in the name of the Friends when directed by the Board. Contracts, leases, etc. not bearing the President's signature at the time of their execution will not be binding on the association. The President shall have the authority to speak and act for the Board in the event of emergency situations involving the Friends. The President will inform all other officers and members of the Board of the event and his/her actions as soon as is practical.

Vice President—The Vice President will serve in the capacity of Interim President when the President is unable to fulfill his/her duties The Vice President's duties include acting as an inter-agency liaison with organizations of interest to the association. The Vice-President will serve as President in the event the President is unable to complete a term of office. The Vice-President also may serve in an official capacity for the President at public events and conduct public affairs communications for the President.

Secretary—The Secretary shall maintain custody of all charter records and bylaws, keep a record of all proceedings of the Friends and of all other matters, which the association deems recordable. Such records shall be open to inspection at reasonable times by association members. The secretary will serve as clerk at all elections held by the General Membership and the Board of Directors and keep records of those elected and their terms of office. The Secretary will keep the General Membership informed of important events and activities. The secretary shall preserve all documents, records, reports, and official correspondence related to the association. The secretary will maintain membership records, including enrollments and renewals and submit dues to members.

Treasurer—The Treasurer shall collect and hold in the name of the Friends all moneys belonging to the association, pay all bills contracted and approved by the Board, make board meeting reports, interim financial reports as directed by the Board, and prepare an annual report for the General Membership. The Treasurer will keep and preserve accurate records of all moneys received and disbursed and of all the association's property of value. The treasurer, will, with the assistance of the President and Vice President, prepare and file in a timely manner any required federal, state, and local tax returns.

Article VIII
Liabilities of Officers & Directors

Section 1 Exculpation

a) No Director or officer of Friends of Point No Point shall be liable for acts and defaults of any other Director or officer, for any loss sustained by the Friends or any member thereof, unless the same has resulted from his own willful misconduct or gross negligence.

Section 2 A director shall have no liability to the Organization for monetary damages for conduct as a director, except for acts of omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Organization existing

at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Section 3 A director shall have no liability to the Organization for monetary damages for conduct as a director, except for acts of omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Organization existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Section 4 Directors of the Organization shall not be personally liable to the Organization or it's members, if any, for monetary damages for conduct as a Director, except for acts of omissions that involve intentional misconduct by a Director or a knowing violation of law by a Director, where the Director votes or assents to a distribution which is unlawful, or in any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled.

Section 5 Indemnification

(a) Right to Indemnification.

Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative investigative, by reason of the fact that he or she is or was a director or officer of the Organization, while a director or officer, he or she is or was serving at the request of the Organization as director, trustee, officer, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the bases of such proceeding is alleged action in a official capacity as a director, trustee, or agent, shall be indemnified and held harmless by the Organization to the full extent permitted by applicable law as then in effect, against all expenses, liability and loss (including attorney's fees, judgment, fines, ERUISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, or agent and shall inure to the benefit of his or her heirs, executors and administrators provided, however that except as provided in Section 2 of this Article with respect to proceedings seeking solely to enforce rights to indemnification, the Organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Organization. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Organization the expenses incurred in defending any such proceeding in advance of its final disposition: providing however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Organization of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be

determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 6 Right of Claimant to bring suit.
(a) If the claim for which indemnification is required under Section 1 of this article is not paid in full by the Organization within sixty (60) days after a written claim has been received by the Organization, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Organization to recover the unpaid amount of the claim and. to the extent successful in whole or in part the claimant shall be entitled to be paid also the expense of prosecuting such a claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Organization) and thereafter the Organization shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the Organization (including its board of directors, independent legal counsel, or its members (if any) to have made a determination prior to the commencement of such action that indemnification of or reimbursement of advancement of expenses of the claimant is proper in the circumstances nor an actual determination by the Organization (including its board of directors, independent legal counsel members if any) that the claimant is not entitled to indemnification or to the reimbursement of advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Article IX
Financial

Section 1 Fiscal Year—The fiscal year for the association shall begin on the first day of April each year, coinciding with membership dues renewals.

Section 2 Financial Support—Financial support for the Friends shall be provided by a) dues of active members, the amount of which shall be set by the Board; b) dues of active businesses, the amount of which shall be set by the Board; c) monies from fundraising activities and events, special donations and contributions; d) grants; e) miscellaneous gifts and bequests.

Section 3 Policy in Relation to Debts—Association members shall not be held liable for debts, obligations, or liabilities of the organization.

Section 4 Expenditures—A Standing Order (see Article XII) will be adopted each year stating the maximum expenditure a Director can make without Board approval. Section 5 There shall be an annual audit of the association's financial affairs after the start of each fiscal year. The audit will be done internally by a member in good standing selected by the Board of Directors.

Section 6 The board member who opens the bank account in his/her name is the secretary. Two other board members, the president and treasurer, are signers. All three board members are authorized to make deposits and withdrawals and write checks.

Section 7 Board members may not spend more than $100 from the Treasury or write checks in excess of $100 without a second signature. This signature shall be in the form of a written note or email from the second signer to all Board members indicating the amount authorized, its purpose, and date of authorization.

Article X
Parliamentary Authority

Section 1 The rules contained in Robert's Rules of Order shall govern the Friends of Point No Point in all cases to which they are applicable.

Article XI
Insurance

Section 1 No insurance will be procured at this time.

Article XII
Provision for Standing Orders

Section 1 The Board of Directors may at its discretion provide for the issuance of written standing orders. These may be used to set operating procedures for the association, establish dues, other fees, etc. Standing Orders are subject to annual review at the Board's first meeting of the fiscal year and will cease to be in force unless renewed at this time.

Article XIII
Adoption of Bylaws & Amendments

Section 1 Adoption of bylaws and any future amendments to them must be approved by a majority of the Board of Directors present at a regular or special meeting. In order for this vote to occur, bylaws must have been presented to the Board at a previous board meeting with adequate time for review and discussion. The vote for adoption of the bylaws shall be taken at the second meeting.

Article XIV
Dissolution

Section 1 Upon dissolution and winding up of the Friends of Point No Point, after paying or adequately providing for debts and obligations incurred by the association, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section. A majority vote of the Board of Directors present at the regular or a special board meeting will determine the receiving entity(s).