

FRIENDS OF FIDALGO POOL AND FITNESS CENTER

AMENDED BYLAWS

I. PURPOSES

The purposes for which Friends of Fidalgo Pool and Fitness Center (the "Corporation") is formed are exclusively charitable and educational in supporting Fidalgo Pool and Fitness Center District (the "Center"), a municipal corporation and special purpose district in the State of Washington, and the community in which it is located within the meaning of section 501(c)(3) of the Internal Revenue Code and consist of the following:

- a. Minimize the burden of taxpayers who are currently paying regular property taxes to pay the Center's expenses and to maintain and operate the public facility in a state of readiness;
- b. Lessen the burden of local and county governments by helping the Center remain open without Washington State, City of Anacortes or additional Skagit County assistance;
- c. Decrease the amount of borrowed funds needed to erect new facilities and bring the aging facility into compliance with American with Disabilities Act (ADA) code and safety standards and to make the facilities accessible to senior citizens, people recovering from injuries and young children;
- d. Promote wellness, health, and safety programs in the community;
- e. Support use of the facility by Special Olympics participants, Boys and Girls Club of America, and other similar organizations, encouraging children and teens to engage in healthy recreation, socialization and fitness activities;
- f. Obtain special equipment identified by facility staff to support swimming and fitness programs;
- g. Provide volunteer support for program activities as needed by Center staff;
- h. Aid, support, and assist by gifts, contributions or otherwise, the Center; and
- i. Do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

II. BOARD OF DIRECTORS

The Board of Directors (the "Board") of the Corporation shall manage the affairs of the Corporation and shall consist of the officers of the Corporation: the Chairman, Vice Chairman, Secretary, and Treasurer. Committees of the Board may include the following: Membership,

Fundraising, Program, Public Relations/Communications and others as deemed necessary and established by the Board. The Director of the Center shall be an *ex officio*, nonvoting member of the Board.

III. MEMBERS

a. **Classes of Members.** The Corporation shall initially have two classes of members: (1) Voting Members, which are comprised of 15 people, must attend 75% of meetings per year, as able, and serve on or chair a committee for a Friends event; vote on issues submitted for a vote by attending a meeting or by email/ballot if quorum is not present; and vote as stated at the November meeting for New Officers Election, and (2) Non-voting members are all other persons who are committed to the purposes of the Corporation and request membership. All members are appointed by the Board.

(1) **Voting Members:** There are 15 voting members

A voting member has the following responsibilities:

- 1) Attend 75% or 9 meetings per year as able
- 2) Chair or serve on a committee for a Friends event
- 3) Vote on issues submitted for a vote by attending or by e-mail/ballot if a quorum is not present
- 4) Vote as stated at the November meeting for New Officers Election

(2) **Non-Voting Members:** all other persons who are committed to the purpose of the Corporation and request membership. All members are appointed by the Board.

A non-voting member has the following responsibilities:

- 1) Volunteer for one shift at a Friends event during the year
- 2) Promote Fidalgo Pool and Fitness Center and share information about the facility and Friends events

b. **Voting Rights.** Each voting member shall be entitled to one vote upon each issue submitted for a vote to the voting members. Each voting member shall be entitled to vote at an election of Directors and may cast one vote for as many persons as there are Directors to be elected. Non-voting members shall have no right to vote. Voting members and non-voting members are collectively referred to herein as "members."

c. **Annual Meeting.** The annual meeting of the members shall be held the month of December in each year for the purpose of announcing the newly elected Officers and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

d. **Special Meetings.** The Chairman, the Board, or not less than 30% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

e. **Notice of Meetings.** The Chairman, the Secretary or the Board shall cause to be delivered to each voting member, either personally, by mail, by facsimile transmission or by electronic transmission, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or

purposes for which the meeting is called. At any time, upon the written request of not less than 30% of the voting members, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Article VI of these Bylaws.

f. **Quorum.** 51% of the officers of the board and no less than one-third of the total number of voting members will make up a quorum. Based on a board with 4 officers and 15 voting members, this means that at least three officers and at least three voting members must be present at a meeting to have an adequate quorum. If a quorum of at least three officers and three voting members is not present, an electronic or a written resolution on an action item will be emailed and/or mailed to those that do not have email access for the vote.

g. **Manner of Acting.** The vote of a majority of the voting members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the voting members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

IV. OFFICERS; ELECTION OF OFFICERS; NOTICE

a. **Election.** The Officers of the Corporation shall be elected annually by the annual membership meeting in December, with re-election available for any officer. Ballots will be sent to voting members electronically or my mail if the individual does not have email access, two weeks prior to the annual meeting. Ballots must be returned by 5 pm two days before the annual meeting to be accepted. Officers will be announced at the annual meeting in December, and will officially take office in January of each year.

b. **Officers and Duties.** The officers of the Corporation and their duties are as follows:

(1) **Chairman** - The Chairman conducts the meetings as described below and acts as liaison to the Center's Board of Commissioners.

(2) **Vice Chairman** - The Vice-Chairman conducts the meetings in the absence of the Chairman and assists Chairman with duties as assigned.

(3) **Secretary** - The Secretary takes minutes at all meetings of members and the Board and maintains files of minutes and membership. The secretary will act as liaison between the State of Washington and the Board on all matters pertaining on the Corporation's corporate status. The Secretary should be available to assist the Board as requested with preparing, packaging, and mailing correspondence, including emailing and sending out ballots for annual elections.

(4) **Treasurer** - The Treasurer shall (1) maintain the books, fiscal accounting of the Corporation's funds, and donations to the Corporation; (2) provide monthly reports to the Board and an annual financial report to the membership at the annual meeting; (3) pay all authorized bills; and (4) prepare the annual report to the State of Washington and

appropriate tax documents to the IRS, with the assistance of professional accounting services.

c. **Resignation; Removal and Vacancy.** Any Officer may resign at any time by delivering written notice to the Chairman or the Recording Secretary, or by giving oral or written notice at any meeting of the Board. 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. At any regular or special meeting of the Board, an Officer may be removed from office, with or without cause, by a unanimous vote of the other Officers. A vacancy in the position of any Officer may be filled by the affirmative vote of a majority of the remaining Officers. An Officer who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

V. MEETINGS OF THE BOARD

Meetings of the Board are open to the membership, all patrons of the Center and non-patron taxpayers of the district.

a. **Frequency.** The Board will set a yearly calendar of monthly meetings, which includes the date, time and location. Special meetings may be called at any time according to Section 3, Paragraph D, Page 2. Meetings shall be held at the Fidalgo Pool and Fitness Center Conference Room or other designated place.

b. **Rules of Order.** The meeting shall operate under Robert Rules of Order, abbreviated version, with the Chairman or Vice Chairman conducting the meetings.

c. **Public Notice.** The Chairman shall cause notification for each regular Board meeting/scheduled activity to the membership, by displaying a copy of the agenda at Fidalgo Pool & Fitness Center on a designated public notice board at least five business days prior to the meeting/scheduled activity. Written notice of all meetings shall be delivered to each Officer either personally, by mail, by facsimile transmission or by electronic transmission, not less than five days before the meeting, stating the place, date and time of the meeting. Notice of special Board meetings shall be posted at the Center at least five days prior to the meeting.

d. **Agenda.** The meeting agenda is devised through the mutual efforts of the Chairman, Members and input from the Center staff and Commissioners. The agenda shall have the following standard format:

- (1) Minutes from previous meeting
- (2) Membership, guests and officers' introduction
- (3) Treasurers Report
- (4) Invoices
- (5) Old Business
- (6) New Business
- (7) Items from the floor
- (8) Adjournment

The agenda shall be established with time restrictions to be followed as closely as possible by the Chairman.

VI. ELECTRONIC TRANSMISSION

The Corporation may deliver to an Officer or a member notices, demands, consents or waivers by electronic transmission, if such Officer or member, as applicable, has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Officer or member and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

If a meeting quorum is lacking and it is crucial to proceed with an operations matter before the next scheduled board meeting, a resolution may be developed and voted on by mail and/or by electronic transmission by the voting members. The resolution must be sent to all members and clearly must state the issue at hand, the reason for timely response, and the deadline for vote submittal. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present. Mailed and/or electronic results on the resolution must be retained in the minutes and available for review.

VII. COMMITTEES

a. **Authority.** The Board, by resolution adopted by a majority of the Officers in office, may designate and appoint one or more committees of the members, each of which shall consist of two or more persons. Committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the organization if such committee shall have at least two Officers as members. No committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Officer; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation or organization; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the organization; authorizing the voluntary dissolution of the organization or revoking proceedings therefore; adopting a plan for the distribution of the assets of the organization; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not relieve the Board of any responsibility imposed by law.

b. **Committees.** The committees are as follows:

(1) **Membership** - Its purpose shall be to encourage patrons of the Fidalgo Pool & Fitness Center and the non-patron tax payers to participate in reaching and maintaining the goals of the Corporation.

(2) **Fundraising** – This committee will develop programs, events and activities that will provide the fiscal means and supporting funds for Fidalgo Pool & Fitness Center programming, equipment and building construction.

(3) **Program** – This committee will work with the Fidalgo Pool & Fitness Center staff to increase public awareness of educational programs in wellness, water safety, health promotion, wellness and safety programs, such as aquatic accident prevention (swimming lessons, lifeguard training, CPR/first aid instruction, prenatal exercise classes, and other similar activities); aquatic arthritic exercise; senior exercise programs; and stress reduction classes as well as support use of the facility by Special Olympics, Boys and Girls Club of America, and other similar organizations, and therefore, encourages children and teens to engage in healthy recreation, socialization and fitness activities.

(4) **Public Relations/Communications** - This committee shall conduct communications for the Corporation by means of a Newsletter, formal releases to the local media, promotional materials, bulletin boards, the Fidalgo Pool & Fitness Center website and the Fidalgo Pool Facebook page.

(5) **Other Committees** – The Board will designate new committees as needed to fulfill the purpose and goals of the Corporation.

c. A majority of the number of persons 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.

VIII. ORGANIZATIONAL DECISIONS & FUND DISBURSEMENTS

All decisions of the Corporation and fund disbursements will be completed in the regularly scheduled meetings by the Board.

IX. RECORDS, REPORTS, AND TRANSACTION OF BUSINESS:

A written record of each board meeting shall be provided to each Officer, and posted for review. The Corporation shall maintain such financial records as are necessary to reflect receipts and disbursements of all funds. Such records shall reflect the financial condition of the Corporation at all times, and shall be maintained in keeping with standard and accepted business practices. Three Officers shall constitute a quorum, and the act of a majority of the members present at a duly called meeting at which a quorum is present shall be considered an act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

X. GENERAL REQUIREMENTS FOR ALL MEMBERS

The following policies apply to all members of the Corporation, Officers and committee chairmen.

- 1) Attend all meetings, as able.
- 2) Maintain bylaws.
- 3) Uphold the goals and purposes of the Corporation.

XI BYLAWS.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Officers in office.

APPROVED: November 12, 2018

Jennifer Lewis
Chairman

Philip Prud'homme
Vice-Chairman

Christine Mathes
Secretary

Marcia Books
Treasurer