

# New Dungeness Light Station Association

As revised October 12, 2010

## BYLAWS

(Approved, March 10, 2001; Revision to Article VII Section 1, August 17, 2004)

### **ARTICLE I Name and Office**

- Section 1: The name shall be New Dungeness Light Station Association.
- Section 2: The mailing address of the New Dungeness Light Station Association (hereafter NDLSA or Association) will be P.O. Box 1283, Sequim, WA 98382, or such place as the Board of Directors shall designate.

### **ARTICLE II Statement of Purpose and Goals**

- Section 1: Purpose: To restore, preserve and interpret the New Dungeness Light Station as a State and nationally treasured historical landmark.
- Section 2: Goals:
- a) The Light Station facility will be in optimum condition, historically correct, and continuously maintained.
  - b) Safety of personnel and the security of the property will be ensured to a reasonable and practical level.
  - c) Interpretation of the Light Station will be provided via an onsite interpretive center and through public outreach programs.
  - d) Access to the facility will be available to the public.
  - e) The Light Station will be continuously staffed by members of the organization, except during extreme emergencies.
  - f) An active membership and strong financial position will enable achievement of goals.
  - g) Mutually beneficial relationships with relevant agencies and organizations will be established and maintained.

### **ARTICLE III Organization**

- Section 1: The New Dungeness Light Station Association has been incorporated as a nonprofit organization under the provisions of Association 24.03 of the revised code of the State of Washington.
- Section 2: This organization shall comply with all laws, which apply to a nonprofit organization of this kind.
- Section 3: This New Dungeness Light Station Association is exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501 (c)(3).

## **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 of membership.
- Section 3:** Membership dues are payable in advance. A statement will be sent on expiration and is due upon receipt. If at the end of thirty days, following expiration, a member is delinquent, their membership will be forfeited.
- Section 4:** Any member may be expelled for just cause by resolution passed by two-thirds of the Board of Directors at any meeting called for this purpose. Such members 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.

## **ARTICLE V Meetings**

- Section 1:** The Annual General Membership Meeting will be held in October. This meeting will be held at a place designated by the Board of Directors. The time and location of the meeting must be made known to the general membership thirty days prior to the date of the meeting.
- Section 2:** The Board of Directors will meet a minimum of ten (10) times per calendar year at a time and place designated by the Board.
- Section 3:** The President may call special meetings of the Board of Directors 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 and special Board of Directors meetings providing they have previously contacted the President of the Board.

## **ARTICLE VI Board of Directors**

- Section 1:** Powers and Duties:
- a) The Board of Directors shall have full charge of the property and business of the organization with full power and authority to manage and conduct the same.
  - b) The Board of Directors shall authorize the employment of such persons as may be considered necessary for the successful fulfillment of the purpose of the New Dungeness Light Station Association.
  - c) The Board of Directors shall create and designate special committees as it is deemed necessary.
- Section 2:** Numbers of Directors/ Terms of Office:

The Board of Directors shall consist of a minimum of ten (10) and a maximum of 15 members-in-good-standing of the New Dungeness Light Station Association. They are elected for a term of three years.

**Section 3:**        Nominations and Election:

- a) No later than April, the President shall appoint a Nominating Committee, which shall consist of three currently serving Board Members. The President shall designate one of the three as chairperson.
- b) The Nominating Committee shall secure nominees for each position on the Board of Directors due for election.
- c) The slate of nominees shall be presented to the Board of Directors at its August meeting and submitted to the General Membership by September 1.
- d) A petition signed by at least 10 members-in-good-standing of the Association may be utilized to place a candidate for Board membership in nomination. It must be filed with the Association Secretary by August 1.
- e) Elections to the Board will be held at the Annual General Membership Meeting in October of each year. Newly-elected Board members will take office January 1 of the year following their election.
- f) Each individual or family membership is allowed one vote.
- g) Directors are elected on the basis of receiving a plurality of the votes cast.

**Section 4:**        Liaisons with Other Agencies:

The Board of Directors may establish an advisory committee.

**Section 5:**        Vacancies

- a) In the event of a death, resignation or removal of a Director, the vacancy may be filled by appointment by the President with confirmation by the Board of Directors to fill the remainder of the unexpired term.
- b) Three consecutive absences from Board meetings without valid reason may be deemed as the equivalent of a submission of resignation.
- c) Directors may be removed for just cause by two-thirds vote of the Board. Such Director(s) 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 action on the part of the Board of Directors, annul such membership on the Board.

**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. A Director may designate another Director as his proxy. Members present by proxy will be included when determining if a quorum is present.

## **ARTICLE VII Officers and Their Duties**

**Section 1:**        At its regular November meeting, the Board of Directors shall from its duly elected membership elect as Officers, a President, two (2) Vice-Presidents, Secretary and Treasurer. The President leaving office shall preside over this election. Each officer is elected for a term of one year 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-third vote of the Board of Directors. The areas of responsibility will be listed in Standing Orders (see Article XII).

**Section 2:**        The newly elected President will, by January 31 in the year he/she takes office appoint Directors to oversee specific responsibilities. The area of responsibility will be listed in Standing Orders (see

Article XII )

Section 3: Duties - The President presides at all meetings of the Board of Directors, appoints committees, assigns Director duties and areas of responsibility, and presides at the General Membership Meeting and elections. The President shall have the usual powers of supervision and management as may pertain to this office and perform other duties as designated by the Board of Directors. The President is an ex-officio member of all committees. The President shall execute all written instruments in the name of this organization when directed by the Board of Directors. Contracts, leases, etc. not bearing the signature of the Association's President at their time of execution are not binding on the organization. The President shall have the authority to speak and act for the Board in the event of an emergency situation involving the Association. The President must inform all other officers and members of the Board of Directors of the event and his/her actions as soon as practical.

Duties - The Vice-Presidents. In the absence or incapacity of the President, the Vice-Presidents shall perform the duties and exercise the powers of that office. The Vice-Presidents' other duties shall be defined in the Standing Orders.

Duties - The Secretary shall:

- a) Maintain custody of all Association records and bylaws.
- b) Keep a record of all proceedings of Association's General Membership and Board of Director's meetings and of all other matters of which a record may be deemed advisable. Such records shall be open to inspection at reasonable times by Association members.
- c) Serve as clerk at all elections held by the General Membership and the Board of Directors, and keep a record of those elected and their terms of office.
- d) Send the required notices of General Membership Meetings to all members including all lists of candidates for office to be voted upon at any elections.
- e) Keep and preserve all documents, records, reports and official correspondence connected with the business of this organization.
- f) Cause to be kept an up-to-date record of membership of this organization including names, addresses, phone numbers and other pertinent information.
- g) By December 1, provide for an annual review of the Standing Orders by the Board.
- h) Maintain current Proxy Assignments

Duties - The Treasurer shall:

- a) Collect and hold in the name of New Dungeness Light Station Association, all moneys belonging to the Association.
- b) Pay all reasonable and appropriate bills contracted by this Association..
- c) Make interim financial reports as directed by the Board of Directors, and by April of the following year prepare an annual report for presentation to the General Membership.
- d) Keep and preserve accurate records of all moneys received and disbursed and of all Association property that either has been or is being depreciated.
- e) Oversee the prompt submission of dues billings to the member's last known address for renewal prior to their current membership expiration.
- f) Oversee the preparation and filing, in a timely manner, of all required federal, state and local tax returns and information returns.

Duties -The Directors shall make every effort to attend regular or special Board Meetings in person or by teleconference if they are unable to attend in person. In the event a director is unable to attend, he or she should provide for another Director to cast his or her votes by proxy on motions before the Board.

**ARTICLE VIII**  
**Liabilities of Officers, Directors and Employees**

- Section 1: Exculpation:  
a) No Director, officer or employee of the Association shall be liable for acts or defaults of any other Director, officer or employee or for any loss sustained by the Association or any member thereof, unless the same has resulted from his own willful misconduct or gross negligence.
- Section 2: Indemnifications:  
Every Director, officer or employee of the Association shall be indemnified by the Association against all reasonable costs, expenses and liabilities, including counsel fees actually and necessarily incurred by or imposed upon him, in connection with any claim, action, suit, proceeding investigation or inquiry of whatever nature in which he may have been involved as a party or otherwise by reason of his having been a Director, officer or employee of the Association, whether or not he continues to be such Director, officer or employee at the time of the occurring or imposition of such cost, expenses, or liabilities, except in relation to matters as to which he shall be finally adjudged in such action or suit, as having committed willful misconduct or gross negligence towards the Association in the performance of his duties, or in the absence of such final adjudication, any determination of such liability in the opinion of legal counsel selected by the Association.  
b) The foregoing right of indemnification shall be in addition to and not in limitation of all other rights to which such person may be entitled as a matter of law and shall inure to the benefit of the legal representatives of such person.  
c) The Association will provide liability insurance coverage for such Directors, officers or employees.

**ARTICLE IX**  
**Financial**

- Section 1: Fiscal Year: The fiscal year of the New Dungeness Light Station Association shall begin January 1 each calendar year, commencing with 2009.
- Section 2: Financial Support: Financial support for the New Dungeness Light Station Association shall be provided by:  
a) The dues of active members, the amount of which shall be set by the Board of Directors.  
b) Keeper fees as set by the Board of Directors.  
c) Special contributions and grants.  
d) Miscellaneous gifts and such fund-raising activities as the Board of Directors deem appropriate.
- Section 3: Policy in relation to debts: Association members shall not be personally liable for the debts, obligations or liabilities of the New Dungeness Light Station Association.
- 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.

**ARTICLE X**  
**Parliamentary Authority**

- Section 1: The rules contained in Robert's Rules of Order shall govern the organization in all cases to which they are applicable.

**ARTICLE XI**  
**Insurance**

- Section 1: Errors and Omissions Insurance indemnifying the Board of Directors for \$1,000,000.00 (one million dollars) shall be purchased by the Association and kept in force at all times.
- Section 2: Casualty and liability insurance policies in face amount deemed adequate by the Board of Directors shall be purchased and kept in force for the New Dungeness Light Station buildings, grounds and vehicles.

**ARTICLE XII**  
**Provision for Standing Orders**

- Section 1: The Board of Directors may at its discretion provide for the issuance of written Standing Orders . Such may be used to set operating procedures at the New Dungeness Light Station, establish dues, keeper's fees, etc. Such orders are subject to annual review at the Board's organizational meeting at the beginning of each fiscal year and will cease to be in force unless renewed at that time.

**ARTICLE XIII**  
**Adoption of Bylaws & Amendments**

- Section 1: Adoption of Bylaws and any future amendments must be approved by two-thirds (2/3rds) of the Directors at a regular or specially called meeting of the board providing the By-laws and any proposed changes (amendments) have been presented to this Board at two consecutive regular Board Meetings. The vote for adoption shall be taken at the second meeting.

**ARTICLE XIV**  
**Dissolution**

Upon dissolution and winding up of this organization, after paying or adequately providing for debts and obligations of the organization, 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. The receiving entity(s) will be determined by a majority vote of the Board of Directors present at a regular or specially called board meeting. Every effort should be made to assure that such assets be granted to an entity involved in light house preservation.