AMENDED AND RESTATED BYLAWS OF ORCAS CENTER

ARTICLE I: NAME

The name of this organization shall be Orcas Center (the “**Center**”).

ARTICLE II: PURPOSE

The purposes of the Center shall be to maintain and operate a not-for-profit community center building; and to present cultural, artistic, educational, and social programs and opportunities for islanders which enhance the quality of life for the community.

ARTICLE III: MEMBERS

Section 1. Admission of Members. An individual, family, business, or organization shall be eligible for membership in the Center (a “**Membership**”) upon meeting the following criteria: (a) such individual, family, or entity wishes to support the purposes of the Center; (b) such individual, family, or entity agrees to abide by the Center’s bylaws (the “**Bylaws**”) and the Orcas Center Policies and Procedures Manual (the “**Policies and Procedures Manual**”), and such other rules as the Center may have or implement from time to time; and (c) any additional criteria for admission as set forth by the Center’s board of directors (the “**Board**”), such as monetary payment or volunteer service requirements. A member of the Center (a “**Member**”) may not transfer a Membership or any right arising from a Membership.

Section 2. Consideration for Membership. The amount of monetary payment and/or volunteer service provided as consideration for Membership shall be set by resolution of the Board.

Section 3. Voting. Membership in the Center entitles Members to one vote per Membership, regardless of whether a Member is an individual, a family, a business, or an organization.

Section 4. Membership Period. The period of Membership shall be set by resolution of the Board.

Section 5. Rights of Members. Members shall have the right to:

a. Call special Membership meetings, pursuant to Article IV, Section 2.b of these Bylaws.

b. Vote for directors of the Board (“**Directors”)**, pursuant to Article V, Sections 1 and 2 and Article IX of these Bylaws.

c. Remove Directors, pursuant to Article V, Section 3.a of these Bylaws.

d. Attend Board meetings and bring issues of concern before the Board at any regular or special meeting, pursuant to Article VI, Section 8 of these Bylaws.

e. Serve as non-Director members of advisory committees, pursuant to Article VIII of these Bylaws.

f. Nominate Directors by petition, pursuant to Article IX, Section 1.b of these Bylaws.

g. Vote to ratify amendments to Article III (Members), Article IV (Meetings of Members), Article V (Board of Directors), and Article X (Amendment of Bylaws) of these Bylaws.

h. Propose bylaw amendments, pursuant to Article X, Section 2 of these Bylaws.

i. Vote to dissolve the organization, pursuant to Article XIV of these Bylaws.

Section 6. Termination or Suspension of Membership. Membership may be terminated by resignation; or be terminated or suspended by law, for failure to pay the prescribed annual monetary payment, failure to perform prescribed annual volunteer service, or expulsion by a vote of two-thirds of the Directors present at a special meeting called for that purpose. A quorum at such special meeting shall consist of a majority of the directors in office before the meeting begins. The termination or suspension of a Member does not relieve the Member from any obligations incurred or commitments made before the termination or suspension.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. Annual Meetings. An annual meeting of the Membership for elections and for the transaction of such other business as may properly come before the meeting shall be held within three months of the end of the each fiscal year, with the exact time to be fixed by the Board. Such annual meetings of the membership shall be held at the Center, in Eastsound, Washington, or by electronic means, as prescribed by the Board.

Section 2. Special Meetings.

a. Called by the Board. Special meetings of the Membership, for any purpose or purposes, may be called by the President or by vote of a majority of the Board, at such time as the President or the Board may prescribe.

b. Called by the Membership. Special meetings of the Membership may also be called by a petition signed by at least twenty percent of the voting Members.

c. Special meetings shall be held at the Center, in Eastsound, Washington, or by electronic means, as prescribed by the Board.

Section 3. Notice of Meetings. Notice of the annual meeting and any special meeting shall be sent electronically, if a Member's email address is on file; otherwise, notice shall be mailed. Members assume the responsibility to keep the Center staff informed of email address and postal mailing address changes. Notice of a special meeting shall describe the purpose or purposes for which the meeting is to be held. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the Member at his or her address as it appears in the records of the Center, with postage thereon prepaid.

Section 4. Waiver of Notice. A Member may waive any notice required by RCW 24.03A, the Articles of Incorporation, or these Bylaws no more than 60 days before or after the date and time stated in the notice or of the meeting or action, in the form of a record executed by the Member entitled to the notice, and shall be delivered to the Center for inclusion in the minutes or corporate records. However, a Member's attendance at a meeting waives objection to lack of or defective notice of the meeting, unless the Member at the beginning of the meeting or immediately upon arrival objects to holding the meeting or transacting business at the meeting, and waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the Member objects at the meeting to considering the matter.

Section 5. Quorum. Ten percent of the Membership entitled to vote at the time of the mailing of the notice of the meeting shall constitute a quorum.

Section 6. No Action Without Meeting. No action that may be taken at an annual or special meeting of Members may be taken by unanimous written consent or by ballot without a meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Directors. The affairs of the Center shall be managed by the Board. The Board shall consist of a minimum of seven and a maximum of eleven Directors elected by the Members of the Center as set forth in Section 2 of this Article V. All Directors shall be Members of the Center prior to their nomination or appointment and for the duration of their terms.

Section 2. Election and Term. The annual election of Directors shall be conducted by mail-in or electronic ballot, or presented in person, as provided in Article IX, section 3, at which time nominated Members shall be elected for a three-year term as a Director beginning at the close of the annual meeting. The ballot shall include a slate of nominees sufficient to replace Directors whose terms are expiring and to bring the number of Directors to at least the minimum number required by Section 1 of this Article V. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been appointed or elected. Except as provided in Section 4 of this Article V, no Director shall serve for more than six consecutive years or, having served for six consecutive years, be eligible to serve again until the expiration of one year.

Section 3. Removal of Director.

a. By Members. The Members may remove an elected Director without action by the Board by two-thirds of the votes cast by Members then entitled to vote on the election of Directors at a special meeting of the Membership as provided in Article IV at which a quorum is present if the Director has: (i) materially breached his or her fiduciary duty (including, by way of example and without limitation, misusing Center assets, conflict of interest, or failing to act in the best interest of the Center); (ii) engaged in illegal behavior relating to his or her official duties or been convicted of a felony; (iii) taken actions detrimental to the Center's mission or reputation; or (iv) materially violated the Articles of Incorporation, Bylaws, or Policies and Procedures Manual. Notice of the meeting shall state that the removal of a Director is on the agenda, and the Director facing removal shall be given an opportunity to present his or her case.

b. By Board of Directors. The Board may by vote of two-thirds of the Directors then in office remove a Director without action by the Membership if the Director: (i) has been appointed a guardian under RCW 11.130.185 or 11.130.265, as amended; (ii) has been appointed a conservator under RCW 11.130.360, as amended; (iii) is subject to a written certification by his or her attending physician that in the physician's opinion the Director is substantially unable to manage his or her financial resources or resist fraud or undue influence; (iv) has been found by a final order of any court of competent jurisdiction to have breached a duty as a director under RCW 24.03A.495, as amended; (v) has missed two consecutive Board meetings, or one-third of the Board meetings in a given fiscal year, without providing a valid excuse approved by the President, if the Bylaws at the beginning of the Director's current term so provided; (vi) does not satisfy any of the qualifications for Directors set forth in the Articles of Incorporation or these Bylaws at the beginning of the Director's current term; (vii) by continued service would cause the Center to be prohibited from soliciting charitable funds under RCW 19.09.100(13), as amended; or (viii) has engaged in any of the actions described in Section 3.a of this Article V. The Director facing removal shall be entitled to notice of the pending removal and to submit written material to the Board for its consideration prior to the Board voting on the removal, in accordance with the procedures set out in the Policies and Procedures Manual.

Section 4. Vacancies. In the event that a Director resigns or is removed from the Board, after considering the recommendations of the Governance Committee, the Board shall have the power to fill any vacancy on the Board by appointment. A Director appointed to fill a vacancy shall serve until the next annual meeting of the Membership, at which time such Director shall stand for election. Upon election, the unexpired term of the former Director is dissolved and the newly elected Director may serve as provided in Section 2 of this Article V. Vacancies shall be filled in accordance with the procedures set out in the Policies and Procedures Manual.

ARTICLE VI: MEETINGS OF BOARD OF DIRECTORS

Section 1. Types of Meetings.

a. Regular Meetings. The Board shall create an annual schedule of regular meetings to be held at a consistent time of day either online or at the Center. That schedule shall be available online on the Center website. Regular meetings of the Board shall be held at least every 60 days.

b. Special Meetings. The President, or a quorum of the Board, may call a special meeting of the Board.

c. Executive Sessions. The President or a vote of the Board may cause the Board to go into a closed-door meeting to discuss confidential or sensitive matters (an **“Executive Session”**), including without limitation negotiating the employment of personnel, considering or negotiating the purchase or sale of property, or reviewing any litigation concerning the Center. Records of proceedings of Executive Sessions shall be confidential unless it is agreed by a vote of the Board and any other involved party to release specific records or information related to proceedings or actions that occurred in Executive Session. Other than Directors, only those who are permitted by a vote of the Board shall be allowed to attend, observe, and/or participate in an executive session.

Section 2. Agendas. The President shall create or direct the creation of an agenda for each meeting and direct that it be distributed to each Director at least forty-eight hours prior to that meeting.

Section 3. Participation By Remote Communication. Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, one or more means of remote communication through which all Directors may simultaneously participate with each other during the meeting. A Director participating in a meeting by this means is considered present in person at the meeting.

Section 4. Notice of Meetings.

a. Regular Meetings. The schedule of regular meetings of the Board shall be provided to the Directors and posted online on the Center website. For any meeting at which one or more Director(s) may participate by means of remote communication, notice of the meeting shall be delivered to each Director by a means which the Director has authorized and provide complete instructions for participating in the meeting by remote communication.

b. Special Meetings. Notice of the date, time, place, and purpose of a special meeting of the Board shall be given to the Directors by the Secretary or by the person or persons calling the meeting by all reasonable means at least forty-eight hours prior to the date on which the meeting is to be held.

Section 5. Quorum and Voting. A majority of the Directors in office before a meeting begins shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the vote of a majority of Directors present shall be the act of the Board, unless a greater vote is required by RCW24.03A, the Articles of Incorporation, or these Bylaws. Directors may vote on a matter before the Board by video or teleconference, and these votes may be counted on that issue alone. No proxy for a Director may be used to participate in any vote, be counted to determine whether a quorum is present at a meeting, or to execute any written consent on behalf of a Director. No action may be taken without a meeting by unanimous written consent.

Section 6. Presence and Assent. A Director who is present at a Board meeting when action is taken shall be considered to have assented to the action taken unless the Director: (i) at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting; (ii) dissents or abstains from the action; or (iii) delivers in the form of a record of the Director's dissent or abstention to the President or Secretary before or during the meeting or before approval of the minutes of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 7. Waiver of Notice. A Director may waive any notice required by RCW 24.03A, the Articles of Incorporation, or these Bylaws before or after the time stated in the notice, in the form of a record executed by the Director entitled to the notice, and filed with the minutes or corporate records. However, a Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting, unless the Director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 8. Member Attendance. Members of the Center may attend, observe, and participate in regular and special meetings of the Board at the discretion of the presiding officer of the Board, except when the Board is meeting in Executive Session. Members wishing to address the Board should contact the Board President to be placed on the agenda at a regular or special meeting.

Section 9. Staff Attendance. The Executive Director and his or her staff may attend all meetings of the Board other than Executive Sessions, without vote.

ARTICLE VII: OFFICERS

Section 1. Officers Enumerated. The officers of the Center shall be a President, Vice President, Secretary, and Treasurer. The officers shall be Members of the Board and shall be selected by the Board. The term of office shall be one year, with a maximum of three consecutive terms. No person shall hold more than one office. In addition to the powers and duties specified herein, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2. President. The President shall serve as chair of the Board, preside at meetings of the Board and of the Membership, appoint committee chairs, ensure legal compliance and that the Board fulfills its fiduciary duties, act as the primary liaison between the Board and the Executive Director, lead the annual Executive Director performance review and compensation-setting process, guide the Board's strategic planning process, and exercise other customary executive powers pertaining to the office of President.

Section 3. Vice President. In the absence or disability of the President, the Vice President shall act as President. The Vice President shall perform such other duties as may be prescribed by the President.

Section 4. Secretary. The Secretary shall be responsible for ensuring that all required notices are sent and for maintaining records of the proceedings of the Board and of the annual and special meetings of the Membership. The Secretary shall see to the retention of minutes of those meetings and distribute, as appropriate, current and archival files of the Articles of Incorporation, Bylaws, Policies and Procedures Manual, and Board proceedings. The Secretary shall ensure that the Articles of Incorporation, these Bylaws, and Policies and Procedures Manual are available online on the Center website.

Section 5. Treasurer. The Treasurer shall have the care and custody of all funds and investments of the Center and shall cause regular books of account to be kept. The Treasurer shall cause all funds and other valuable effects of the Center to be deposited in such depositories as may be designated by the Board. The Treasurer shall serve as a member of the Internal Affairs Committee. The Treasurer shall issue regular financial reports to the Board and, on at least an annual basis, a report to the Membership reflecting the financial results of the operation of the Center, prior to the annual Membership meeting.

Section 6. Vacancies. The Board shall have the power to fill vacancies in the above offices from among the remaining Directors for a term that ends at the next annual Membership meeting.

ARTICLE VIII: COMMITTEES

Section 1. Permanent Committees. There shall be five permanent committees: the Executive Committee and four advisory committees (Governance, Internal Affairs, External Affairs, and Development). Any Director may attend, without vote, the meetings of any committee, except the Executive Committee.

Section 2. Executive Committee. The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer of the Board. The Executive Committee shall recommend to the Board policies and actions related to financial and personnel management and act for the Board in emergency situations. Other duties as well as limitations on its authority shall be established by the Board and set out in the Policies and Procedures Manual. Executive Committee actions shall be immediately reported to the full Board.

Section 3. Governance Committee. There shall be a Governance Committee, composed of at least one Director, who shall chair the committee, and no less than two non-Director Members of the Center. The committee shall advise the Board on matters relating to governance of the Center, including nomination, recruitment, and orientation of new Directors; filling Director vacancies; updating the Center's governing documents; Board evaluations; and such other responsibilities as set out in the Policies and Procedures Manual.

Section 4. Internal Affairs Committee. There shall be an Internal Affairs Committee, composed of at least one Director (including but not limited to the Treasurer), who shall chair the committee, and no less than two non-Director Members of the Center. The committee shall advise the Board on matters relating to the internal operations and maintenance of the Center, including review of finances and budgeting; examination of spending patterns and chronic shortfalls; review of the annual IRS Form 990; oversight, development, and implementation of the strategic plan; prioritization of facilities maintenance; and such other responsibilities as set out in the Policies and Procedures Manual.

Section 5. External Affairs Committee. There shall be an External Affairs Committee, composed of at least one Director, who shall chair the committee, and no less than two non-Director Members of the Center. The committee shall advise the Board on matters relating to the external affairs of the Center, including promoting Membership, public relations, marketing, and such other responsibilities as set out in the Policies and Procedures Manual.

Section 6. Development Committee. There shall be a Development Committee, composed of at least one Director, who shall chair the committee, and no less than two non-Director Members of the Center. The committee shall advise the Board on matters related to fundraising, grants, donor relationships, and Member relations, and such other responsibilities as set out in the Policies and

Procedures Manual.

Section 7. Other Committees. The Board may create other committees as it deems advisable to further the mission or operations of the Center. These committees shall have such duties, responsibilities, authority, and committee members as designated by the Board.

Section 8. Selection of Advisory Committee Members and Chair. The President shall select the Director member or members of each advisory committee, and designate which Director shall chair the committee when there is more than one Director member. The chair of each advisory committee shall have authority to select and remove non-Director committee members.

Section 9. Staff Assistance. At least one Member of the Center staff shall be assigned to assist each committee.

ARTICLE IX: DIRECTOR NOMINATIONS, ELECTIONS, AND VOTING

Section 1. Nominations. Directors shall be nominated as follows:

a. Prior to each annual Membership meeting, the Governance Committee shall provide to the Board a recommended single slate of Director nominees to be elected for a full term. After considering the recommendations of the Governance Committee, the Board shall approve a single slate of nominees for the number of Directors to be elected for a full term at the annual Membership meeting.

b. Members shall have the right to nominate Directors by petition, provided that such petition is signed by a minimum of twenty-five Members. Member nominations by petition must be received by the Secretary four weeks prior to the annual meeting.

c. Nominations from the floor at the annual meeting are not permitted.

Section 2. Notice of annual meeting and election. Notice of the annual meeting and election, together with the procedure for nomination of Directors by petition, shall be furnished to the Members, as provided in Article IV, Section 3, no less than ten nor more than sixty days before the annual meeting date.

Section 3. Elections and Voting. Voting for the Board and ratification of bylaw amendments where required shall be by ballot submitted by electronic mail or through another electronic voting procedure approved by the Board, by United States mail addressed to Orcas Center, PO Box 567, Eastsound, WA 98245, or presented in person at the annual or special meeting. Each current Member shall be entitled to one vote. Paper ballots must be signed by the voting Member, and electronic ballots must use an authentication method approved by the Board and implemented by the electronic voting mechanism. A mailed ballot may be changed only by the Member who voted the ballot. A ballot received after the counting of the ballots at the annual meeting shall not be counted. The Secretary shall appoint an inspector pursuant to RCW24.03A.460, as amended, to count all votes and to perform the other duties prescribed therein. A majority of the votes cast by the Members shall be necessary for the election of any

Director and approval of any matter to be voted upon by the Members, unless a different vote is prescribed by these Bylaws or by law. Voting by proxy is not permitted.

ARTICLE X: AMENDMENT OF BYLAWS

Section 1. Action Required to Amend Bylaws. These Bylaws may be amended by a two-thirds vote of the Board at any regular or special meeting of the Board at which a quorum is present, provided that any amendment to Article III (Members), Article IV (Meetings of Members), Article V (Board of Directors), and Article X (Amendment of Bylaws) shall additionally be subject to ratification by a simple majority of the Members voting as provided in Article IX, Section 3 and such amendment shall not be effective until such ratification. Ratification by the Members shall be by mail or electronic ballot, with notification of proposed changes sent not less than four weeks prior to the annual or special meeting.

Section 2. Amendments Proposed by Members. Members shall have the right to propose amendments to these Bylaws. Any Member of the Center may propose such amendments in writing by using the following procedures:

a. Amendments Requiring Member Ratification. If the proposed amendment must be ratified by a Membership ballot, then the amendment must be signed by twenty-five Members and submitted four weeks before any Membership meeting for Membership ballot approval.

b. Amendments Not Requiring Member Ratification. If the proposed amendment does not need to be ratified by a Membership ballot, it may be submitted at any Board meeting.

ARTICLE XI: CONFLICT OF INTEREST, LOANS PROHIBITED

Section 1. The Center shall be operated and governed in a manner that is free from conflict of interest. The Board shall establish a detailed policy regarding conflict of interest and include it in the Policies and Procedures Manual.

Section 2. No loan shall be made by the Center to any Director, officer, staff member, or Member of the Center.

ARTICLE XII: BOOKS AND RECORDS

The Center, for so long as it is in existence, shall permanently keep a copy of the following: (1) minutes of all meetings of the Board and of Members; and (2) all actions a Board committee takes on the Center's behalf. The Center shall keep current and complete books (double entry) and records of account and keep at its registered office a current roster of the names and addresses of its Members entitled to vote. All books and records of the Center may be inspected by any active Member of the Center or his/her agent or attorney for any proper purpose at any reasonable time in the presence of the Executive Director, Treasurer, or other officer of the Center.

ARTICLE XIII: FISCAL YEAR

The Center shall operate on a fiscal year beginning September 1 and ending August 31.

ARTICLE XIV: DISSOLUTION

The corporation shall exist until it is dissolved by a two-thirds vote of the Directors in office at a special meeting called for that purpose, followed by a two-thirds vote of the Membership of the corporation at a special meeting called for that purpose.

CERTIFIED AS MOVED, SECONDED, AND CARRIED BY THE BOARD OF DIRECTORS

ON________________________, 2026.

RATIFIED BY THE MEMBERSHIP, AS PROVIDED IN THE BYLAWS, ON

_____________________________________, 2026.

__________________________________ ______________________________ Secretary
Orcas Center Board Date

__________________________________ ______________________________ President
Orcas Center Board Date