

**THE LAKE SAMISH ASSOCIATION**  
**BY-LAWS**  
*(Amended March 24, 2021)*

**ARTICLE I**  
**NAME AND LOCATION OF ORGANIZATION**

- Section 1.** The name of the organization shall be the Lake Samish Association; hereinafter designated as "the Association;" and abbreviated "LSA".
- Section 2.** The Treasurer of the Board of Directors currently in office shall be the registered agent of the organization. The registered office shall be the street address of the registered agent.

**ARTICLE II**  
**PURPOSE AND GOALS**

- Section 1. Purpose.** The purpose of the Lake Samish Association is to promote, encourage, protect and enhance the social, public safety and environmental qualities of life in the greater Lake Samish basin and adjacent interdependent areas.
- Section 2. Goals.** In accordance with the purpose indicated in Article II, Section 1, the Association establishes the following goals that include but are not limited to:
- 2.1** Encouraging and developing citizen participation in all decisions that affect the quality of community in the Lake Samish area.
  - 2.2** Securing, organizing, and disseminating information concerning proposals, projects, procedures, policies, and the like which could affect the quality of rural environment in the Lake Samish area.
  - 2.3** Providing governmental decision-makers with Association supported action recommendations for issues of Association concern.
  - 2.4** Working for the improvement of the Lake Samish area as defined by a majority of Association members.
  - 2.5** Promoting private and public activities which enhance the quality of life in the Lake Samish area.
  - 2.6** Initiating and implementing fund raising activities in support of the Lake Samish Volunteer Fire Department and other community projects supported by the Association.
  - 2.7** Serving as a depository and informational resource to area residents about activities impacting the greater Lake Samish basin and adjacent areas.

**ARTICLE III**  
**MEMBERSHIP**

- Section 1. Designation.** Any individual, family, institution, group or organization that supports the purposes and goals of the Association may join. Dues shall be paid up currently in order to validate active membership status.
- Section 2. Voting Rights.** Voting privileges in the Association are extended to all current members. Each paid membership shall have one vote. The use of electronic voting is allowed, in addition to in-person and mail ballots, when applicable.

- Section 3. Admission of New Members.** Membership may be made through any member of the Board of Directors and become effective upon payment in full of the annual dues. Dues are paid on a twelve-month, calendar year basis beginning January 1st and ending on December 31st.
- Section 4. Resignation of Members.** Members may resign their membership by written communication to the registered office. Resignation shall be effective upon receipt.
- Section 5.** Membership shall be terminated if any member fails to pay the annual membership dues.
- Section 6.** All members shall receive a regular newsletter and other informational notices as deemed necessary and appropriate by the Board of Directors.

#### **ARTICLE IV DUES AND FEES**

Membership dues and other organization fees shall be set at the Annual Business Meeting, and are not refundable. The amounts of these may be changed from time to time by a two-thirds (2/3) majority vote of those members attending the Annual Business Meeting. The current annual dues are \$10.00 and are effective January 1st through December 31st.

#### **ARTICLE V MEMBERSHIP MEETINGS**

- Section 1. Annual Business Meeting.** The general membership shall meet annually on the fourth (4th) Thursday in April or as close there to as possible. This shall serve as the Annual Business Meeting and be conducted according to parliamentary procedure.
- Section 2. General Membership Meetings.** In accordance with these by-laws, the President of the Association shall conduct a general membership at least once during the year.
- Section 3. Special Meetings.** Special meetings may be called according to any of the following:
- a. By the President of the Association.
  - b. By a majority of the Board of Directors.
  - c. By a written request of at least ten percent (10%) of the current membership. Such a request must state the purpose(s) of the meeting and must be filed with the Secretary. A special meeting shall be convened by the President within thirty (30) days of the receipt of a written request for the sole purpose of addressing the issues stated in the request.
- Section 4. Committee Meetings.** Committee meetings shall be held at such a time, place, and frequency as established by the chair of each committee in consultation with the committee membership.
- Section 5. Location.** When held in person, all meetings shall be held within the State of Washington.
- Section 6. Remote Attendance.** The Board authorizes remote participation consistent with the requirements of this section.
- a. Acceptable means of remote participation include Internet or satellite-enabled audio or video conferencing, or any other technology that enables the remote participant and all people present at the meeting to be clearly audible to one another.
  - b. Text messaging, instant messaging, email, and web chat without audio are not acceptable means of remote participation.
  - c. As technology emerges and/or becomes obsolete, the Board reserves the right to approve or disapprove use of any such technology for remote attendance.
- Section 7. Notification.** The day, time, and place of the next membership meeting shall be announced prior to the adjournment of each meeting. Written notice of any special meetings shall be mailed, or posted

in various public areas if the Association lacks sufficient funds for postage, not more than thirty (30) days and not less than ten (10) days prior to said meeting.

**Section 8. Quorum.** Ten percent (10%) of the current voting membership, either in-person or remotely, shall constitute a quorum. The current voting membership shall be certified by the Treasurer according to the official Association membership roster. The President shall ensure that only those members entitled to vote cast a ballot.

**Section 9. Manner of Acting.** The act of a two-thirds (2/3) majority of those voting members present at a meeting at which there is a quorum shall be the act of the general membership unless the act of a greater number is required by law or these By-laws.

## **ARTICLE VI BOARD OF DIRECTORS**

**Section 1. Designation.** The affairs of the Association shall be managed by a Board of Directors, hereinafter designated as the Board, under such rules as the Board may determine, subject to the specific conditions of these By-laws. The Board shall consist of President, Vice-President, Secretary, Treasurer, a representative, and an alternate, of each of the following standing committees: Issues, Support, and Communication. In addition, there shall be at least two Directors-at Large. The Board members shall be selected from the voting membership by majority vote at the Annual Business Meeting. In addition, the President may appoint the immediate past President to serve a one year term as a voting member of the Board of Directors.

**Section 2. Length of Service.** The terms of all Board members, excluding officers, shall be two (2) years. Board members may succeed themselves, but may not serve consecutively in the same position for more than two terms.

**Section 3. Governing Powers and Responsibilities.** The Board shall have the power and responsibilities necessary and appropriate for the management and administration of the affairs and activities of the Association. The Board may perform all such acts as are not prohibited by law, or by these By-laws directed to be executed or performed by other designated individuals or groups.

**Section 4. Meetings.** The Board shall meet not fewer than four (4) times annually in January, May, August, and November at locations designated by the President, either in-person or remotely as described in Article 5, Section 6: Remote Attendance. They meet more often depending upon need. All meetings shall be conducted according to parliamentary procedure and are open to the general membership.

**Section 5. Attendance.** Regular attendance at Board and Association meetings by all Officers and Directors is expected. Any Association officer or Director that fails to attend three consecutive meetings of the Board (without good cause) shall have their position declared vacant.

**Section 6. Quorum.** A majority of the duly elected members of the Board of Directors, either in-person or remotely, shall constitute a quorum.

**Section 7. Manner of Acting.** The act of a two-thirds (2/3) majority of those Directors present at a meeting at which there is a quorum shall be the act of the Board of Directors.

**Section 8. Resignation of Directors.** Directors may resign by written communication of to the President. Resignation shall be effective upon acceptance of the Board of Directors.

**Section 9. Removal from the Board.** A Director may be removed under the following conditions:

- a. By the Directors after missing three (3) Board Meetings;
- b. By the Directors for cause; or
- c. By the general membership at a Special Meeting.

**Section 10. Vacancies.** Vacancies may be filled from the general membership by means of nomination and election by the Board of Directors; or at the next General Membership Meeting or at the next Annual Business Meeting, whichever occurs first.

**Section 11. Representing the Association.** No member of the Board shall take or make public any action, or Association resolution, or reveal his or her membership in the Association or Board in such a way as to lead the casual observer to believe any statement for the public record is made under the authority of the Association, or in any way commits the Association on a question of public policy or general public interest, without having first received specific approval and authorization from the entire Board of Directors by means of a vote in accordance with these By-laws. In addition, no Board member shall state or imply that any action taken by the Association, or any policy or particular statement of the Association, is endorsed by all or any specific organizational member, except with the specific approval of the chief officer of said organization.

**Section 12. Conflict of Interests.** Members of the Board have a duty to act in the LSA's best interest. The Board of Directors shall require every Board member to complete and sign a Conflict of Interest disclosure statement upon election or appointment to the Board and/or at least annually, and/or at such times as a Conflict of Interest may arise. Each Board Member has a continuing obligation to disclose promptly and fully any actual or potential Conflicts of Interest of which he or she becomes aware, and always before any actions involving the potential conflict are taken.

## ARTICLE VII OFFICERS

**Section 1. Designation.** The principal officers of the Association shall be the President, Vice-President, Secretary, and Treasurer.

**Section 2. Duties and Responsibilities:**

**The President** shall have general supervision of the affairs of the Association. He/she shall preside at all meetings of the Association and the Board, and may serve as an ex-officio member of any and all committees. He/she shall see that all By-laws, rules, or policy adopted by the Association and the Board are enforced. He/she shall execute all contracts and exercise such powers and perform such duties as authorized by the Board and membership.

**The Vice-President** shall assist the President and shall preside at meetings of the Association and the Board in the absence or vacancy of the President.

**The Secretary** shall prepare minutes of all meetings of the Association and the Board. He/she shall maintain an accurate listing of members of the Association based on the Treasurers official roster, and shall have such other powers and duties as the Board and membership may from time to time prescribe. The Treasurer shall be responsible for the financial affairs of the Association. He/she shall receive all funds paid to the Association and shall pay all bills incurred by the Association as authorized by the Board.

**The Treasurer** shall have the care and custody of all funds of the Association and shall deposit the same in the name of the Association in such bank or banks as the Board may elect. All checks issued by the Treasurer must be co-signed by the President. Financial records reports shall be made to the Board at all regular meetings. The Treasurer shall maintain an official Association membership roster based on the up-to-date payment of dues.

**Section 3. Terms of Office:**

**The President and the Vice-President** shall be elected biannually for a two (2) year term.

**The Secretary** shall be elected for a two (2) year term every even year.

The Treasurer shall be elected for a two (2) year term every odd year.

#### **ARTICLE VIII COMMITTEES**

- Section 1. Establishment.** Committees and other organizational work groups other than those established by these By-laws can be established by majority vote of the general membership or resolution of the Board.
- Section 2. Duties of Committees.** The Board may authorize and define the duties of such committees, task forces and advisory boards as may be necessary for carrying out the purposes of the Association. Each Board member shall serve on at least one committee and/or task force/advisory board.
- Section 3. Authorization of Participation.** The Board may authorize the participation of any member or non-member in the work of any given committee or task force for a specified period. It shall not be necessary for a member of an advisory board to hold membership in the Association.
- Section 4. Representing the Association.** No member of committee, task force or advisory board shall take or make public any action, or Association resolution, or reveal his or her connection with the Association or Board in such a way as to lead the casual observer to believe any statement for the public record is made under the authority of the Association, or in any way commits the Association on a question of public policy or general public interest, without having first received specific approval and authorization from the entire Board of Directors by means of a vote in accordance with these By-laws. In addition, no committee, task force, or advisory board member shall state or imply that any action taken by the Association, or any policy or particular statement of the Association, is endorsed by all or any specific organizational member, except with the specific approval of the chief officer of said organization.

#### **ARTICLE IX NOMINATIONS AND ELECTIONS**

- Section 1. Nominations.** Nominations for officers and Directors shall be published in the Newsletter published just prior to the Annual Business Meeting. Additional nominations shall be taken from the floor during on-site meetings, or at least two days in advance in the event of remote meeting attendance. Each candidate must be a member of the Association.
- Section 2. Elections.** Officers and Directors shall be elected by a simple majority vote of the Association membership attending the Annual Business Meeting wherein a quorum is present in accordance with these By-laws.

#### **ARTICLE X AMENDMENT OF BY-LAWS**

These By-laws may be amended by a three-fourths (3/4) vote of the members of the Board of Directors; or by a two-thirds (2/3) majority of the members attending an Annual Business Meeting, that achieves a quorum.