

NOOKSACK NORDIC SKI CLUB

A Washington Non-Profit Public Benefit Corporation

BYLAWS

Last Amendments adopted on March 11, 2020

ARTICLE 1. PURPOSE

1.1 **PURPOSE.** Nooksack Nordic Ski Club (NNSC) is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the laws of the state of Washington Nonprofit Corporations for public and charitable purposes (Title 24.03 RCW). The specific and primary purposes are to educate the public and public agencies about issues related to preserving and providing for quality, non-motorized winter recreation on public lands in Whatcom County through (a) public education and recreation in environmentally responsible sport activities; (b) managing the various regulatory permits and grants enabling the Salmon Ridge Trail System; (c) managing, administering and disbursing funds for such public and charitable purposes.

ARTICLE 2. MEMBERSHIP

2.1 **QUALIFICATIONS:** Any person who is in agreement with the aims and purposes of the Club, whose membership application has been approved by a board-approved procedure, and who pays annual dues shall become eligible for membership in the Club.

2.2 CLASSES OF MEMBERSHIP

2.2.1 Individuals

2.2.2 Households (a group of individuals living in a single household).

2.2.3 Honorary members. These are members who may be selected because of distinguished service to the Club, by approval of the Board, and whose annual dues will be waived for the period of time determined by the Board.

2.2.4 There is only one class of voting member. All individual members, honorary members and individuals within household memberships are voting members if they are at least 18 years of age.

2.3 RIGHTS AND PRIVILEGES

2.3.1 Any voting member has a right to vote in Club business and to serve on the Board.

2.3.2 Members who sign a waiver of liability may participate in recreational activities sponsored by the Club.

2.3.3 Members' rights are subject to payment of dues, charges and assessments as imposed by the Club and behavior consistent with the Club's purpose.

2.3.4 Matters Requiring a Supermajority Vote. Notwithstanding anything to the contrary set forth in these Bylaws, neither the Board nor any officer of the Corporation may take any of the following actions without at least the affirmative vote of a majority of the authorized number of trustees of the corporation: (a) The merger, consolidation, reorganization or

dissolution of the corporation; (b) The guarantee of indebtedness of any person; or (c) Transactions other than in the ordinary course of business.

2.4 SUSPENSION/TERMINATION

2.4.1 Suspension or termination of membership may result upon a unanimous vote of the entire Board of Trustees when it appears that such member's conduct demonstrates disregard to the aims or purposes of the Club, or for failure or refusal to work within the framework of the organization. Any member whose membership is suspended or terminated will have the opportunity to appeal this action to the Board before the action will become final.

ARTICLE 3. BOARD OF TRUSTEES

3.1 ENUMERATION: Membership of the Board shall consist of five to eight Trustees.

3.2 TERMS

3.2.1 Terms shall be two years, staggered so that at least half the Board positions are elected every year.

3.2.2 Terms begin with the February Board meeting or a date appointed by the board.

3.3 SELECTION OF TRUSTEES AND OFFICERS

3.3.1 The Nominating Committee will make nominations and additional nominations will be open to the floor.

3.3.2 If there are more nominations than vacancies, a secret ballot will be utilized.

3.3.3 Elections shall occur at the February annual meeting or at a date as appointed by the Board.

3.3.4 The Board shall select officers to fill the positions of President, Vice President, and Secretary from amongst themselves at the first Board meeting following the election of new Board members, and appoint a treasurer who shall serve ex-officio on the Board if not already a Board member.

3.4 VACANCIES. A vacancy on the Board shall be created upon the occurrence of any of the following: (a) death or resignation of any Trustee; (b) a declaration by the Board of a vacancy in the office of a Trustee who has been declared of unsound mind by an order of court, convicted of a felony or found by final order or judgment of any court to have breached a duty under Washington State Nonprofit Corporation Law (Title 24.03 RCW); (c) by removal as provided by Section (3.4.5) of this Article III; (d) by the increase in the authorized number of Trustees; or (e) the expiration of the term of office of any Trustee and the failure of the Board, at any meeting of the Board to elect a Trustee to fill the vacancy.

3.4.1 If any Trustee fails to attend three consecutive Board meetings without giving notice, that position may be considered vacant.

3.4.2 Vacancies shall be filled by appointment of the Board until the next annual meeting, at which time the vacancy will be filled to the end of the term by election.

3.4.3 Any Trustee may resign effective upon giving notice to the President of the Board unless notice specifies a later time for the effectiveness of such resignation. Unless the resignation specifies otherwise, acceptance by the Board shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective.

3.4.4 Removal. Unless otherwise specified by law, any Trustee may be removed from office, either with or without cause, at any time, at the annual or any special meeting of the Board called for that purpose, upon the affirmative vote of the majority of the authorized number of directors of the corporation.

ARTICLE 4. DUTIES OF THE BOARD

4.1 MANAGEMENT: The management of the affairs of the club, except as otherwise provided, shall be in the hands of the board. Board members shall not receive a fee or compensation for serving on the Board.

4.2 MEETINGS OF THE BOARD

4.2.1 The Board shall hold an annual meeting in February for the purpose of organization, election of officers and transaction of any other business.

4.2.2 The Board shall meet a minimum of five times per year, with adequate notification.

4.2.2 The President or Vice President shall call all meetings.

4.2.3 A majority of the Board shall constitute a quorum.

4.3 FINANCES

4.3.1 The Board shall not incur any indebtedness on capital expenditures without the authority of a majority of the members at a regular or special meeting.

4.3.2 The Board shall establish annual membership dues.

4.3.3 The Board shall arrange for an annual audit of the financial records at the end of each fiscal year.

4.4 BYLAWS

4.4.1 The Board shall review the Club by-laws a minimum of every three years as scheduled: 2005, 2008, 2011, 2014, 2017, 2020

ARTICLE 5. DUTIES OF OFFICERS AND TRUSTEES

5.1 PRESIDENT: The President shall preside at Board and membership meetings and shall serve as an ex-officio member on all committees except the Nominating Committee. The President shall have general supervision, direction and control over the corporation's business and officers; and shall be primarily responsible for carrying out all orders and resolutions of the Board of Trustee.

5.2 VICE PRESIDENT: The Vice-President shall perform the duties of the President in case of the President's absence, and, assist the President in duties as requested.

5.3 SECRETARY: The Secretary shall serve as presiding officer when the President and Vice President are both absent. He or she shall keep a record of the minutes of all meetings of the Board of Trustees, the annual membership meeting and any other meetings as deemed appropriate by the President. He or she shall send out Board meeting notices and carry on required correspondence, and, shall be custodian of the Club's records of importance.

5.4 TREASURER: The Treasurer shall be the custodian of the funds of the Club. He or she shall pay out all monies as needed to conduct the business of the Club under the guidelines established by the Board, keep books of accounts, record payment of dues by members, submit a financial report at the

annual meeting, and assist in the maintenance of a current membership list. The books of accounts shall at all reasonable times be open to inspection by any Trustee.

5.5 GENERAL DUTIES

5.5.1 All Trustees shall be responsible for the general governance of the Club, provide advice and counsel to the other officers, and take an active role in carrying out the work of the Board.

5.5.2 The President and one other Trustee, shall sign all deeds, contracts, grant applications and agreements of the Club, unless otherwise designated.

ARTICLE 6. COMMITTEES

6.1 IN GENERAL. Any standing or ad hoc committee of the Board may be created or abolished by a resolution adopted by the Board, and any such committee may be designated by such name and for such purposes as the Board shall specify. Each committee shall consist of two or more persons to serve at the pleasure of the Board. The Board shall have the power to prescribe the manner in which the proceedings of any committee shall be conducted. In the absence of any such prescription, any committee shall have the power to prescribe the manner in which its proceedings shall be conducted.

6.2 COMMITTEE MEMBERSHIP. The President of the Board, after consultation with the Board of Trustees and/or the Chair of the Committee, shall appoint the members of each standing and ad hoc committee. The members of any committee may be removed by action of the President of the Board or upon the affirmative vote of the Board.

6.3 NOMINATING COMMITTEE: A Nominating Committee appointed by the Board shall nominate the minimum number of people required to fill the number of vacancies on the Board.

ARTICLE 7. MEMBERSHIP MEETINGS

7.1 ANNUAL MEETING: An annual meeting shall be held during the month of February, or at a date designated by the Board, to include but not be limited to the election of Trustees.

7.2 SPECIAL MEETINGS: The Board may call special membership or Board meetings.

7.3 ADEQUATE NOTICE: Adequate notice of annual and special meetings shall be sent to each member by the Secretary or published in the Club Newsletter or on NNSC Web site.

7.4 STANDARDS: Robert's Rules of Order shall be the reference for running all meetings.

ARTICLE 8. AMENDMENTS

8.1 BYLAWS AMENDMENTS. These Bylaws may be adopted, amended or repealed by a two-thirds vote of the membership present at a regular or special meeting, or, by two-thirds of those responding to a mail or electronic ballot. Proposed amendments are to be signed by at least five members of the club. Copies of the amendments to be voted upon shall be sent to each member at least one week prior to the time of voting by email or hard copy, at the direction of the Board.

ARTICLE 9. RECORDS AND REPORTS

9.1. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep (a) The original or a copy of the Articles of Incorporation and these Bylaws, as amended to date; (b) Adequate and correct books and records of accounts; (c) Written minutes of the proceedings of the Board and all committees of the Board; and (d) Annual Report filed with the Secretary of State, Washington.

9.2 INSPECTION RIGHTS. Every Trustee shall have the absolute right at any reasonable time during normal business hours to inspect, copy and make extracts of the Articles of Incorporation and these Bylaws, as amended to date, the accounting books and records of the corporation and the minutes of the proceedings of the Board and committees of the Board.

9.3 ANNUAL FINANCIAL REPORT. The Board shall cause an annual financial statement to be prepared and sent to each Trustee within one hundred twenty (120) days after the end of the corporation's fiscal year.

ARTICLE 10. PROHIBITIONS; DISSOLUTION

10.1 NO PRIVATE INUREMENT. No Trustee, officer, member of a committee or a person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation, whether voluntary or involuntary.

10.2 DISSOLUTION. The corporation shall dissolve whenever its charter is surrendered or revoked. Upon dissolution, winding up or abandonment of the corporation, the Board, after paying or making provision for the payment of all liabilities of the corporation, shall distribute, in its sole discretion, all remaining assets of the corporation to such other nonprofit funds, foundations, or corporations selected by the Board which are organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which have established tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 11. CONFLICTS OF INTEREST

11.1 PURPOSE. The purpose of the conflicts of interest policy set forth in this Article 11 is to protect the interests of this corporation when this corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of this corporation. This policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest applicable to nonprofit and charitable corporations (including any provisions in Washington State Nonprofit Corporation Law.)

11.2 DEFINITIONS. For purposes of this Article 11, the following terms shall have the following meanings:

11.2.1 Interested Person. Any trustee, principal officer or member of a committee of the Board with the Board delegate powers who has a direct or indirect financial interest is an "interested person".

11.2.2 Financial interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family (i.e., spouse, children, parents or siblings).

(i) an ownership or investment interest in any entity with which this corporation has a transaction or arrangement; or

(ii) a compensation arrangement with this corporation or with any entity or individual with which this corporation has a transaction or arrangement; or

(iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which this corporation is negotiating a transaction or arrangement.

11.2.3 Compensation. Compensation includes direct and indirect remuneration as well as gifts, entertainment or other favors that are substantial in nature.

11.3 PROCEDURES.

11.3.1 Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the trustees and members of committees with Board delegated powers considering the proposed transaction or arrangement.

11.3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

11.3.3 Procedures for Addressing the Conflict of Interest. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether this corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall, by majority vote of the disinterested trustees or committee members, (i) determine whether the transaction or arrangement is in the corporation's best interest for its own benefit; (ii) determine whether the transaction or arrangement is fair and reasonable to this corporation; and (iii) make its decision as to whether to enter into the transaction or arrangement in conformity with such determinations.

11.3.4 Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or potential 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. If, after hearing the response of the member and making such further investigation as may be warranted under the circumstances, the Board or committee determines that the member has, in fact, failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

11.4 RECORD OF PROCEEDINGS. The minutes of the Board and all committees of the Board with Board delegated powers shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed;

and, (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

11.5 COMPENSATION COMMITTEES. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from this corporation for services shall be precluded from voting on matter pertaining to that member's compensation.

11.6 ANNUAL STATEMENTS. Each trustee, officer and member of a committee with Board delegate powers shall annually sign (electronic signature acceptable) a statement which affirms that such person: (a) has received a copy of the conflicts of interest policy set forth in this Article 11; (b) has read and understands the policy; (c) has agreed to comply with the policy; and (d) understands that this corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

11.7 PERIODIC REVIEWS. To ensure that this corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic review shall, at a minimum, include whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

11.8 USE OF OUTSIDE EXPERTS. In conducting the periodic reviews provided for in section 11.7 of this Article 11, this corporation may, but need not, use outside advisors and experts. If outside advisors or experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

11.9 NON-EXCLUSIVE POLICY. Nothing in this Article 11 is intended to preclude the Board from adopting and implementing additional conflicts of interest policies, including, without limitation, policies which cover (a) transactions whereby gifts, excessive entertainment or other favors are offered to a trustee by a third party to influence such trustee in the performance of his or her duties to this corporation; and (b) transactions whereby information relating to the business of this corporation is used or communicated to others by a trustee for his or her personal profit or advantage or the personal profit or advantage of a member of his or her immediate family.

ARTICLE 12 MISCELLANEOUS

12.1 SEVERABILITY. If any provision of these Bylaws is declared invalid or unenforceable for any reason whatsoever, the remaining provisions of these Bylaws shall nevertheless remain in full force and effect.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Nooksack Nordic Ski Club, a nonprofit public benefit corporation incorporated under the laws of the State of Washington; and
2. That the foregoing Bylaws, comprising 7 pages, constitute the Bylaws of said corporation as duly adopted by action of the Board of Trustees of the corporation and by vote of the membership duly taken on March 11, 2020.

In Witness whereof, I have hereunto subscribed my name this 11th day of March, 2020

Mary Beth Jaynes