

# Amended ByLaws of the Blaine Birch Bay Seniors Association

Blaine, WA May 2026

## Article 1. General Provisions

### 1.1 Name

Per the Articles of Incorporation, as amended, the formal name of the charitable corporation is "Blaine Birch Bay Seniors Association"

### 1.2 Corporate Form

The Blaine Birch Bay Seniors Association (BBBSA) is incorporated as a Washington State nonprofit corporation under **RCW Chapter 24.03A**, the Washington Nonprofit Corporation Act.

The Charitable Corporation is a separate entity from any governmental partnership.

### 1.3 Tax Exemption

The Blaine Birch Bay Seniors Association is registered with the IRS as a tax-exempt nonprofit organization under 26 USC 501(c)(3), EIN #91-1130739.

### 1.4 Office

The principal office of BBBSA shall be located at the Blaine Community Center or such other place as the Board of Directors may designate.

## Article 2. Mission

Blaine Birch Bay Seniors Association is a nonprofit that serves Blaine, Birch Bay, and surrounding areas by promoting and supporting senior's quality of life. We do this by facilitating nutritional, social, educational, recreational, and advocacy needs for the senior community at large. BBBSA partners and supports senior programming with Blaine Birch Bay Parks and Recreation District 2, the City of Blaine, Whatcom County Council on Aging and other community organizations and groups that share our common goals.

## Article 3. Definition of Terms

Per usage in these Bylaws.

"BBBSA" abbreviation for, Blaine Birch Bay Seniors Association, a 501(c)(3) a charitable corporation.

"Board" means the Board of Directors of the BBBSA.

"Board member" means a member of the BBBSA Board of Directors.

"Charitable" means mutual benefit of all members

"Officer" means an elected executive officer of the BBBSA Board of Directors.

"RCW" means Revised Code of Washington, specifically **RCW Chapter 24.03A**, Washington Nonprofit Corporation Act

"Member" is an individual meeting the requirements of 4.2.1.

## Article 4. Membership

### 4.1 Classes of Membership

The corporation shall have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these bylaws.

### 4.2 Qualifications for Membership

**4.2.1** In order to qualify for membership, a member shall be at least fifty (50) years of age and complete an application form. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

**4.2.2** The board of directors reserves the right to deny membership to anyone that they perceive is detrimental to the organization as long as the denial meets state and federal laws.

**4.2.3** It is a member's responsibility to provide BBBSA with current contact information in order to be informed of any upcoming official proceedings.

**4.2.4** A member may withdraw their membership at any time from the BBBSA. Please do so in written form either electronically or a note to BBBSA.

### 4.3 Voting Rights

**4.3.1** To be eligible to vote in any BBBSA election or other ballot items submitted to the membership, a member must meet the requirements of 4.2.1 above and have been a member for a minimum of ninety (90) days.

**4.3.2** Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

**4.3.3** Each member entitled to vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

**4.3.4** The members of a membership corporation have only those rights, privileges, powers, or obligations specifically given or assigned to members in the articles and the bylaws.

### 4.4 Annual Meeting

The annual meeting of the members shall be held each year at a time established by the Board for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

### 4.5 Special Meetings

The President, the Board, or not less than twenty-five (25) of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

### 4.6 Place of Meetings

All meetings of members shall be held at the principal office of the corporation or at such other place within Whatcom County, State of Washington, designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

#### **4.7 Notice of Meetings**

The President, the Secretary or the Board shall cause to be delivered to each member entitled to vote at the meeting, notice, either by posting, by mail, or by electronic transmission, not less ten (10) or more than thirty (30) days before the meeting. Written notice shall state 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. 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. 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.

#### **4.8 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **4.9 Quorum**

**Ten percent (10%)** of the members of the corporation entitled to vote, represented in person shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

#### **4.10 Manner of Acting**

The vote of a majority of the votes entitled to be cast by the 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 members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

#### **4.11 Action by Members without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. For purposes of these Bylaws, "executed"

means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity

#### **4.12 Meetings by Telephone**

Members of the corporation may participate in a meeting of members by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **Article 5. Board of Directors**

#### **5.1 General Powers**

The business and affairs of the corporation shall be managed by its Board of Directors, subject to the limitations of the Washington Revised Nonprofit Corporation Act, the Article of Incorporation, and these Bylaws. The Directors shall, in all cases, act as a Board and they may adopt such rules, regulations, and policies for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with these bylaws and the laws of the State of Washington. In addition to powers expressly granted by the Articles of Incorporation and by these Bylaws, the Board may exercise those powers and perform those lawful acts not prohibited by statute, the furtherance of the objects and purposes of the corporation and permissible for an organization exempt under the provisions of Section 501(c) (3) of the Internal Revenue Code.

#### **5.2 Statutory Duties**

Each Board member is obligated to understand the requirements of state law and the Board member's duties under state law to manage the corporation. Specifically, each Board member is obligated under RCW 24.03A.495 to act:

- 1) in good faith.
- 2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- 3) in a manner the Board member reasonably believes to be in the best interests of the nonprofit corporation.

All Board Members have the following duties:

5.2.1 Duty of care. A Board member is expected to have a level of competence described as exercising the "care of an ordinarily prudent person in like position" under similar circumstances. That means a Board member must exercise reasonable care when deciding as a board member, using diligence and independent judgment.

5.2.2 Duty of loyalty. A Board member should act in the best interest of the organization, putting the organization before their own self-interest. This is particularly important where there is the potential for personal gain and often arises when there is a conflict of interest.

5.2.3 Duty of obedience. A Board member must make sure that the organization is following local, state, and federal laws.

5.2.4 Duty to share relevant information. A Board Member has the duty to convey information to the board, committee members or board officers, if such information is either known by the Board

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Member or officer to be material to the operations of the organization or relates to a violation or probable violation of any law or regulation involving the organization.

## 5.3 Management Duties

The role of the BBBSA Board of Directors is to manage the affairs of this charitable corporation. Management duties include, but are not limited to:

- 5.3.1 promotion of policies, practices and procedures that achieve the purposes of this organization.
- 5.3.2 management of the finances of the BBBSA.
- 5.3.3 fundraising for BBBSA purposes.
- 5.3.4 authorization of BBBSA contracts and expenditures.
- 5.3.5 recording and reporting of expenses and revenues received and made in compliance with the law and to inform the membership of BBBSA's financial status and results.

## 5.4 Number

The Board will consist of no less than seven (7) and no more than eleven (11) persons, excluding advisory members. If membership drops below seven, the board will endeavor to fill vacancies by appointment. The board can continue to do business with fewer than seven members, subject to quorum requirements.

## 5.5 Qualifications

Directors shall have been members of the corporation for a minimum of 180 days. Directors may have other such qualifications as the Board may prescribe by amendment to these Bylaws. Nominees will be required to have a background check. The board of directors reserves the right to deny a board application of anyone that they perceive is detrimental to the organization as long as the denial meets state and federal laws.

## 5.6 Election of Directors

Successor Directors shall be elected at the annual meeting of the Board. The election of Directors may be conducted by mail and/or by ballot in such a manner as the Board shall determine.

**5.6.1 Preparation of Ballot:** At least six weeks before the annual membership meeting/election, the board shall appoint a nominating committee of at least three persons and a Board member, whose duties it shall be to solicit candidates and prepare a ballot of names of qualified members and any ballot measures. A notice of the annual meeting and election will be communicated to the membership at least 4 weeks in advance of the meeting date.

**5.6.2 Notification:** All election materials shall be mailed and/or emailed to members using contact information provided to BBBSA. Members will find materials posted on the BBBSA bulletin board for senior programming in the Blaine Community Center. Failure to notify members and post materials shall invalidate or require rescheduling of the election.

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**5.5.3 Electronic voting.** Electronic voting is permitted. Electronic ballots must be secured, authenticated, recorded, and counted in the same manner as in-person ballots as per RCW 24.06.110.

## **5.7 Term of Office**

Unless a Director dies, resigns, or is removed, he or she shall hold office for a term of three (3) years or until his or her successor is elected, whichever is later. Terms of Directors shall be staggered to the extent possible. Terms of directors shall be staged based on terms assigned to each of the board positions. A Board member may only serve two full terms consecutively; a Board member who has served two full consecutive terms becomes eligible to rejoin the Board after an absence of at least one (1) year.

## **5.8 Advisors to the Board**

Advisors may be invited to attend meetings and provide institutional and professional knowledge to the Board. Advisors do not have the power to vote or make legal decisions for the 501(c)(3)

## **5.9 Annual Meeting**

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

## **5.10 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board shall meet at least every other month.

## **5.11 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within the State of Washington as the place for holding any special Board or committee meeting called by them.

## **5.12 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **5.13 Place of Meetings**

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All meetings shall be held at the principal office of the corporation or at such other place within the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### 5.14 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or by electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. 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.

### 5.15 Waiver of Notice

**5.15.1 In Writing** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

**5.15.2 By Attendance** The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 5.16 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

In the absence of a quorum, the Board members present may not act or approve business. Minutes should reflect that a quorum was not present and that no official actions were taken.

### 5.17 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

**5.18 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

**5.19 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the senders identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

For purposes of this Section 5.19 only, "each director entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where:

5.19.1 The Board has determined that:

- (i) The corporation is entering into the transaction for its own benefit; and
- (ii) The transaction is fair and reasonable to the corporation when it enters into the transaction or the non-interested directors determine in good faith after reasonable investigation that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and

5.19.2 Such determination is included in the written consent or in other records of the corporation.

**5.20. Resignation from the Board**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. 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.

**5.20 Removal**

5.20.1 At a meeting of *members* called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members in person at a meeting of members at which a quorum is present.

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5.20.2 At a meeting of the Board, one or more Directors may be removed from office, with cause, by two-thirds of the votes cast by Directors then in office. Board members may be excused from this vote by specific request to the board. A removal action must be initiated by a motion made to the board by a board member, seconded, and approved by the majority of the board. Once there is an approved motion, the board member in jeopardy of removal will be notified in writing of the reasons, causes, and issues that serve as the basis for a removal vote. The member in jeopardy will be temporarily suspended from board responsibilities. The written notice will be delivered at least 30 days prior to the board meeting at which the vote on removal will occur. The board member in jeopardy will be able to submit written rebuttal to the notice of potential removal at least 5 days prior to the meeting. If removed by vote, the removal will be effective immediately. If not removed, the board member will resume their board responsibilities.

### **5.21 Removal of Executive Officers, Advisors or Agents**

Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever, in their judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **5.22 Absences**

Unless there are extenuating circumstances, the Board of Directors may remove a Director if they miss three unexcused meetings in a year.

### **5.23 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. Potential board members will complete an application *and a background check* to serve the balance of the unexpired term of his or her predecessor in office.

### **5.24 Board and Advisory Committees**

**5.24.1 Board Committees** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and

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appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

**5.24.2 Advisory Committees** The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other members or other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

**5.24.3 Quorum; Manner of Acting** A majority of the number of members of 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.

**5.24.4 Resignation** Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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.

**5.24.5 Removal of Committee Member** The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### 5.25 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

## Article 6. BBBSA Executive Officers

### 6.1 Number and Qualifications

The BBBSA's executive officers are:

- (1) President.
- (2) Vice-President.
- (3) Secretary.
- (4) Treasurer.
- (5) Member at Large

Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. Only Board members are qualified to be elected as a BBBSA executive officer.

### 6.2 Election and Term of Office

6.2.1 Immediately after the close of the annual election, the duly elected Board of Directors shall meet and elect executive officers for the ensuing year and for such other business as may properly come before the Board.

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6.2.2 Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

6.2.3 The President may be elected to only two consecutive years; other officers are not so constrained.

### 6.3 President

The President shall, subject to the Board's control, supervise and oversee all of the assets, business and affairs of the corporation. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Board from time to time.

6.3.1 The BBBSA President has the duty to:

- (1) preside at all meetings of the Board and members.
- (2) prepare all meeting agendas with the Secretary
- (3) participate in BBBSA events, fundraisers, and other events, when appropriate.

6.3.2 The BBBSA President has the authority to:

- (1) speak and act on behalf of the BBBSA in a manner, consistent with policies and positions of the Board.
- (2) attend and participate in any BBBSA committee meetings

### 6.4 Vice-President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice President shall perform such other duties as from time to time may be assigned to them by the President or the Board.

6.4.1 The BBBSA Vice-President has the duty to:

- (1) serve in the place of the President in the President's absence.
- (2) assume other duties that may be prescribed by the Board.

### 6.5 Secretary

The Secretary shall (a) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (b) keep records of the postal and email address of each Director; and (c) in general perform all duties incident to the office of Secretary.

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6.5.1 The BBBSA Secretary has the duty to:

- (1) Be responsible for keeping full and complete records of the proceedings of the BBBSA.
- (2) Record and/or transcribe minutes of the official Board meetings, including all motions and votes of the board.
- (3) Maintain copies of notes from other meetings, as they are provided to the Secretary.
- (4) Be responsible for correspondence as directed by the Board.
- (5) Maintain a list of current members and/or oversee the maintenance of said list.
- (6) Assume other duties that may be prescribed by the President or the Board.

6.5.2 The BBBSA Secretary may delegate these duties to any member of the Board of Directors.

### 6.6 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws.

6.6.1 The BBBSA Treasurer has the duty to:

- (1) Manage the BBBSA's financial records and activities related to the Board's responsibilities.
- (2) Ensure that financial reports itemizing income and expenses are made available to the Board monthly
- (3) Supervise all bookkeeping responsibilities and activities.
- (4) Work with the Board of Directors to arrange an audit every two years by a person(s) approved by the Board.
- (5) Serve on the Finance Committee.
- (6) Facilitate the Annual Budget and present it to the Board for approval.
- (7) At the annual general meeting of the membership shall report on the financial condition of BBBSA including providing a yearly report on budgeted and actual expenditures, income, and a balance sheet showing the assets and liabilities of BBBSA.

(8) Ensure timely reporting to the IRS and the State of Washington for tax filings, corporate forms, and registrations, etc. This duty may be assigned to another Board member at the Executive Board's discretion.

(9) Assume other duties that may be prescribed by the Board.

6.6.2 Treasurer and Board President are authorized to sign checks. Only one signature is required.

6.6.3 Treasurer must make its records (or copies thereof) available to any Board member for inspection upon request. Members may request financial statements, in writing. Treasurer will have a minimum of five (5) business days to comply.

### **6.7 Member at Large**

Shall serve as a general Board of Directors Member without specific responsibilities but may assume duties as approved by the Board. They will also provide a voice for the membership and a vote on the board.

## **Article 7. Committees**

7.1 The following are Standing Committees of the BBBSA

- (1) Finance.
- (2) Marketing/Fundraising.
- (3) Membership/Communications
- (4) Grant Management/Senior Support Program

## **Article 8. Meetings of the Executive Board**

### **8.1 Meetings of the Executive Board**

Meetings may be called by the President or any other two officers. These meetings may be to plan for future meetings or address immediate issues. Actions of the Executive Board that address immediate issues must be reported to the full board as soon as possible. Those actions of the executive board shall be recorded at the next meeting of the Board of Directors.

## **Article 9. Administrative Provisions**

### **9.1 Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **9.2 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

**9.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

**9.4 Contracts**

The Board is the entity with authority to contract for the BBBSA. The Board, by action at a meeting, may delegate its authority to any board member to contract on behalf of the BBBSA, provided:

**9.4.1** Is a necessary expense for the sole benefit of the BBBSA.

**9.4.2** is for an expenditure amount less than \$2,000.

**9.5 Gifts to the BBBSA**

The BBBSA encourages the solicitation and acceptance of donations that enable or allow us to fulfill our mission. All donors are encouraged to seek legal and financial advice regarding the tax and other legal implications of their gift to the BBBSA. Donations will be accounted for and reported on, in compliance with state and federal requirements. Reports summarizing fundraising efforts and donations will be provided to the membership annually.

**9.6 Conflicts of Interest**

**9.6.1** No Board member nor employee of the BBBSA may derive any personal profit or gain directly or indirectly from his or her participation with the BBBSA.

**9.6.2** Each Board member must disclose to the Board any financial interest in any matter pending before the Board and must refrain from participation in any discussion or decision on such matter.

**9.7 Whistleblower Policy**

The BBBSA requires board members and officers to observe high standards of business and personal ethics in the conduct of their duties. This policy encourages the reporting of suspected wrongdoing, including illegal conduct, financial mismanagement, or breaches of internal policy, so that the concerns may be addressed without fear of retaliation. The board will appropriately maintain policies for handling and responding to whistleblower complaints.

**9.8 Indemnification of Officers**

The BBBSA will, to the extent permitted by law, indemnify anyone who may serve or has served as an officer, board member, or employee of the BBBSA against all reasonable expenses and liabilities related to their service, including, but not limited to, counsel fees, judgments, fines, excise taxes,

penalties, and settlement payments, arising from any threatened, pending, or completed action, suit, or proceeding in which they are involved because of their service; provided that indemnification shall not apply to any person who has been finally adjudicated in a proceeding not to have acted in good faith and in a manner believed to be in the best interest of the BBBSA; any compromise or settlement must be approved by a majority vote of a quorum of Board Members who are not parties to the proceeding at the time of approval; the indemnification rights extend to the heirs, executors, and administrators of entitled individuals; the indemnification right is in addition to and not exclusive of all other rights to which the person may be entitled; and if this Article is amended or repealed in a way that adversely affects an indemnified person, such changes do not apply to acts or omissions that occurred before the amendment or repeal unless the indemnified person specifically consented in writing to the change or voted for it.

Indemnification: "The Indemnifying Party shall not be obligated to indemnify the Indemnified Party for any claim or loss arising from the Indemnified Party's willful misconduct, gross negligence, or knowing violation of law."

#### **9.9 Contract with Indemnified Officers**

This Article constitutes a contract between the BBBSA and the indemnified Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, or board member under this Article shall apply to such officer or board member with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### **9.10 Insurance**

The BBBSA must maintain insurance at its expense to protect itself and any Board member, officer, partner, trustee, employee or agent of the BBBSA or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss.

#### **9.11 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

#### **9.12 Accounting Year**

The accounting year of the corporation shall be the twelve months ending Dec. 31.

#### **9.13 Rules of Procedure**

# Amended Bylaws of the BBBSA, Blaine, WA May 2026

**9.13.1** The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

**9.13.2** Establishment of electronic recording of all meetings, unless Board determines that recording of a specific meeting may be inappropriate.

## Article 10 - Non-discrimination Policy

**10.1** Non-discrimination. The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation and disability.

## Article 11, Amendments

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a two thirds majority of the number of Directors in office, provided the proposed amendment has been presented at a previous meeting. This in no way precludes amendments to these by-laws, at any meeting, of the general membership. Amendments proposed by members to these bylaws, must be submitted to the Secretary 20 days before a regular meeting of the Board, at which it is to be considered. The Secretary must distribute the proposed members amendment to the board at least 15 days prior to the meeting.

These By-Laws were adopted by the BBBSA, Board of Directors on \_\_\_\_\_.

Total of Pages: 16

Signature \_\_\_\_\_ President, Dated \_\_\_\_\_

Signature \_\_\_\_\_ Secretary, Dated \_\_\_\_\_