



***“For the Prime of Your Life”***

**BAINBRIDGE ISLAND  
SENIOR/COMMUNITY CENTER  
BYLAWS**

**Revision History**

Rev/change	Description	Date
00	Reformat and Authenticate June 2008 Board Approval	03/08/11
01	Change Annual Meeting A-II, S2 IAW CR 01 Board Approval	05/08/12
02	Restatement approved by Board w/o change request	03/11/14
03	Restated to comply with Restated AOL and new BPS 100 Board Policies/CR 05 Board amended & approval	02/10/15
04	Restated in accord with Strategic Plan; Board Approval	05/08/19

**Reference Documents**

RCW 24.03.070 (Washington nonprofit corporation act: Bylaws)

# **BYLAWS OF BAINBRIDGE ISLAND SENIOR/COMMUNITY CENTER**

## **Article 1: Mission and Vision**

The mission of the Bainbridge Island Senior/Community Center (BISCC) is to empower and enhance the quality of life of people in our community as they age. Our vision is for Bainbridge Island to be a vibrant, compassionate, inclusive place to grow up and grow older.

## **Article 2: Membership**

Membership is open to any person who shares BISCC's Mission and Vision.

### **Section 1: Membership Rolls**

A member's name shall be entered on the membership rolls of BISCC on receipt of application and payment of nominal annual dues as established by the Board of Directors (Board). A member shall remain in good standing by timely payment of annual dues.

### **Section 2: Payment of Dues**

The membership year will be the calendar year. The amount of annual dues and dates for payment shall be established by the Board, with input from the Center's executive director. The Board may waive the dues requirement for a person when deemed appropriate for recognition of that person's contributions to BISCC's Mission, or for having attained a life milestone, or in other appropriate circumstances. Waiver of a member's dues requirement does not alter the member's good standing status.

### **Section 3: Privileges of Membership**

The ultimate decision-making authority of BISCC is entrusted to the Board. The Board shall seek the advice, opinions, and preferences of the BISCC membership to the maximum extent feasible.

Each member in good standing shall be:

- Entitled to vote at all BISCC membership meetings
- Entitled to join with two or more other members in petitioning the Board for changes in bylaws, policies, programs or services
- Entitled to join with two percent or more of the membership to request a special membership meeting
- Granted access to board meetings upon prior request
- Entitled to view Board Policies and Procedures and request copies of Board Minutes
- Entitled to receive advanced notice stating cause for any pending action to remove that member from the good standing list
- Entitled to receive membership communications

- Entitled to participate in BISCC programs and activities, subject to payment of any requisite fee.

#### **Section 4: Duties of Members**

In order for BISCC to accomplish its Mission, members must support the Board to the best of their ability by:

- Attending annual and special called membership meetings
- Volunteering to serve on Board and any of the various committees
- Volunteering to teach, present or conduct programs and events
- Participating in services, programs and events as well as providing feedback if a change might better fit the needs of the members
- Offering advice, opinions and preferences which could enhance programs and services at BISCC
- Timely paying membership dues
- Observing house rules, and the Members' Code of Conduct.

#### **Section 5: Membership Meetings**

Members of BISCC will meet one or more times each year at Waterfront Park Community Center (WPCC), unless notified otherwise, to act on matters concerning BISCC.

##### **Section 5:1: Quorum**

Twenty-five members present at any membership meeting shall constitute a quorum.

##### **Section 5:2: Rules of Order**

Roberts Rules of Order shall govern any BISCC membership meeting.

##### **Section 5:3: Annual Meeting**

An annual membership meeting shall be held each February with date, time, and location determined by the Board. Members shall be notified of meetings via common acceptable media at least ten days and no more than fifty days in advance. In the event the annual meeting cannot be scheduled in February members shall be notified no later than January 15<sup>th</sup> of the change in schedule.

The agenda for the annual meeting will include, but need not be limited to:

- Reading, correcting, and approving minutes from previous annual meeting and any special membership meetings from the previous year
- Review of the annual report of the previous year's activities and services
- Election of the upcoming year's board of directors
- Old business
- New business.

### **Section 5:4: Special Membership Meetings**

Special membership meetings may be called by the Board or member petition. Members shall be notified of any special meeting, including its location, via common acceptable media at least ten days and no more than fifty days in advance. Notice of special membership meetings shall include the agenda for discussion.

## **Article 3: Board of Directors**

The Articles of Incorporation vests the overall operations of BISCC to a board of directors. The Board shall establish and document policy statements and operating procedures for the operation of BISCC.

### **Section 1: Director Qualification**

Any member is qualified to serve as a board member, since all members share the Mission of BISCC. A Nominating Committee and any nominating member should select nominees for director who have the time and talents to fulfill the Board needs.

### **Section 2: Board Responsibilities**

The Board is responsible to the members and shall:

- Establish the framework for BISCC by developing and publishing policies and procedures that govern how the board will operate
- With input from BISCC's executive director identify appropriate benefits for members and establish cost effective programs and services to achieve those benefits
- Set the direction for BISCC by establishing a strategic or business plan and monitoring its accomplishment
- Be responsible for the behavior and performance of board members and the establishment of appropriate policies and codes of conduct for board members and the general membership
- Monitor the financial and operational performance of BISCC for compliance with Board policy and external regulatory requirements
- Respond in a timely manner to members petitioning the Board for changes in bylaws, policies, programs, or services or a request for a special membership meeting
- Serve as the court of appeal within BISCC
- Represent BISCC to the outside world and serve as its ambassador to other organizations and agencies.

### **Section 3: Tenure of Office**

The Board shall consist of twelve (12) voting directors. To provide continuity four directors will be elected each year during the annual membership meeting. Each director will be elected to serve a three year term and may hold two consecutive three-year terms. The first year of the director's first term shall be a provisional year, following which the board member may choose to terminate membership on the board or the executive committee may determine that the board member's service has not met expected standards and may terminate the member's membership on the board. In extenuating circumstances, the Board may, by unanimous vote, extend the tenure of any director.

### **Section 4: Election**

The Board shall document policies for recruitment and orientation of board members. A nominating committee shall submit a minimum of four candidates for election during the annual membership meeting. These candidates, in addition to any nominated from the floor, will stand for election by members present. Each member present may vote for up to four of the nominated candidates. The four candidates receiving the most votes will be considered elected to fill the vacancies of the four board members who have completed their term.

### **Section 5: Vacancies**

Vacancies on the board of directors may be filled by a candidate receiving the affirmative vote of a majority of the remaining directors. Each member so elected shall hold office for the unexpired term of their predecessor.

### **Section 6: Removal of Directors**

The Board shall document the policy and procedure for the removal of any director whose action is detrimental to the best interest of BISCC or for failure to actively support BISCC activities.

### **Section 7: Ex-Officio Members**

Ex-Officio non-voting directors of the Board shall consist of:

- The executive director of BISCC
- A representative of the City of Bainbridge Island
- Unless continuing as a voting director the previous BISCC Board President for the year after leaving office.

## **Article 4: Corporate Officers**

The Board shall appoint BISCC's Corporate Officers.

## **Article 5: Committees**

The Board shall establish and document policies for the appointment of committees to assist and advise the Board in carrying out the Mission of BISCC. The establishment of such committees shall not relieve the Board or any individual director of their responsibility to BISCC.

## **Article 6: Administrative and Financial Provisions**

The Board shall establish policies and administrative procedures for BISCC's financial accounts to ensure accuracy of information and compliance with external standards.

### **Section 1: Fiscal Year**

The BISCC fiscal year shall be the calendar year.

### **Section 2: Loans Prohibited**

No loans shall be made by BISCC to any officer or to any director.

### **Section 3: Books and Records**

All books and records of BISCC may be inspected by any member, director, or their agent or attorney, for any proper purpose at any reasonable time. Records may be written, or electronic if capable of being converted to writing.

BISCC shall keep at its WPCC office the following:

- Current Article of Incorporation and Bylaws
- Correct and adequate records of accounts and finances
- A record of officers' and directors' names and addresses
- Minutes of the board of directors meetings and any records that may be maintained by committees
- A copy of all Board Policy Statements, Operating Procedures, House Rules, and Codes of Conduct.

## **Article 7: Bylaw Amendments**

These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the entire board of directors at any annual, regular, or special meeting of the board of directors. Proposed changes shall be distributed to all members of the board of directors at least ten (10) days prior the meeting.

## **Article 8: Amendments to Articles of Incorporation**

The BISCC articles of incorporation may be amended only in accordance with applicable sections of the Washington Nonprofit Corporation Act (RCW 24.03).

## **Article 9: Nondiscrimination Policy**

BISCC prohibits discrimination against and harassment of any member or employee on the basis of race, color, religion, creed, national or ethnic origin, sex, sexual orientation, gender identity and expression, age, marital status economic status, disability (unless prohibiting performance of essential job functions) or any other basis prohibited by local, state, or federal laws. BISCC observes laws regarding veterans' status.