



“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
05	Restated in accord with RCW Nonprofit Corporation Act of 2021; Board Approval	05/14/25

Reference Documents

[RCW 24.03A](#) (Washington Nonprofit Corporation Act, effective 1-1-2022)

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.

2.1 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.

2.2 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 Executive Director. The Board or Executive Director 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.

2.3 Privileges of Membership

Each member in good standing shall be entitled to:

- Vote at all BISCC membership meetings
- Join with ten percent or more of the membership to request a special membership meeting
- Attend board meetings
- Receive membership communications

2.4 Duties of Members

- Attend annual and special membership meetings
- Offer preferences which could enhance programs and services
- Pay membership dues in a timely manner
- Observe the Code of Conduct

2.5 Membership 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 commonly accepted media at least ten days and no more than 50 days in advance. In the event the annual meeting cannot be scheduled for February, members shall be notified no later than January 15th of the change in schedule.

2.5.1 Agenda

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

- Reading, correcting, and approving minutes from the previous annual meeting and any special membership meetings from the previous year
- Review of the annual report
- Election of the new Directors
- Old business
- New business

2.5.2 Quorum

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

2.5.3 Rules of Order

Roberts Rules of Order and [RCW 24.03A](#) shall govern any BISCC membership meeting.

2.5.4 Special Membership Meetings

Special membership meetings may be called by the Board. 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.

ARTICLE 3. Board of Directors

The Board shall be composed of 3-12 members, elected by the membership in such a way to provide continuity. Any member is qualified to serve as a board member. The Nominating Committee shall select nominees for Director who have the time and talents to fulfill Board needs.

3.1 Board Responsibilities

The Board is responsible for establishing a strategic direction, overseeing and supporting the Executive Director, and planning for the financial success of the organization.

3.2 Election

The Nominating Committee shall submit a minimum of four candidates to fill the open positions for election by the members present during the annual membership meeting. Each member present at the annual meeting may vote for up to four of the nominated candidates, assuming there are four open positions. The candidates receiving the most votes for the open positions will be considered elected to fill the vacancies of the Board members who have completed their term.

3.3 Tenure of Office

Each Director will be elected to serve a three-year term and may hold two consecutive three-year terms. In extenuating circumstances, the Board may, by unanimous vote, extend the tenure of any Director.

3.3.1 Resignation

Any Director may resign at any time by delivering written notice to the President. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery of the written notice. Acceptance of such resignation shall not be necessary to make it effective.

3.3.2 Removal

Notwithstanding anything else to the contrary in this section or the articles or bylaws, the Board may remove a director per Title 24, Chapter 03A, Section 530 of the Revised Code of Washington ([RCW 24.03A.530](#).)

3.3.3 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.

3.4 Ex-Officio Board 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.

3.5 Board Meetings

The Executive Committee shall establish a schedule and a location for regular meetings of the Board. Directors may participate in board meetings by means of commonly accepted media. A majority of the number of Directors in office shall constitute a quorum.

ARTICLE 4: Governance

The organization is governed by laws of the state, IRS requirements, Articles of Incorporation, and these bylaws.

Elected officers, led by the President, form the Executive Committee. The Executive Committee shall hire the Executive Director, with the advice and concurrence of the Board of Directors.

The Executive Director is responsible for the oversight of operations, executing the business plan and achieving the strategic objectives.

4.1 Officers

The corporate officers of the Board of Directors shall be a President, a Vice President, a Secretary and a Treasurer. Appointment of officers for the forthcoming year occurs at the first meeting of the Board following the election of new directors at the annual membership meeting. The Nominating Committee shall apprise the candidates for officer positions of the responsibilities of the positions and shall nominate them for appointment to the stated positions. An affirmative vote by the majority of Board Members shall constitute appointment.

4.2 President

The Board President shall:

- Preside over meetings of: the members, Board, and Executive Committee
- With the Executive Director, prepare the agenda for Board meetings
- Be a signee on bank accounts
- Assure the Board fulfills its responsibilities

4.3 Vice President

The Board Vice President shall:

- Serve on the Executive Committee
- Chair the Nominating Committee
- Be a signee on bank accounts
- Assume the President's responsibilities in the absence of the President

4.4 Secretary

The Board Secretary shall:

- Serve on the Executive Committee
- Maintain all board records and ensure their accuracy and safety, in accordance with the Document Retention and Destruction Policy
- Maintain an updated list of all Board members and their terms
- Write minutes of Board and Executive Committee meetings
- Assume the President's responsibilities in the absence of the President and Vice President

4.5 Treasurer

The Board Treasurer shall:

- Serve on the Executive Committee
- Chair the Finance Committee
- Be a signee on bank and investment accounts
- Establish and maintain signature authorities on each account. Expenditures in excess of a specified amount, which amount shall be determined by the Executive Committee, shall require two signatures on the check or transmittal, of persons authorized by the Board.

ARTICLE 5: Committees

The Board shall create 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.

Committees are composed of both elected and non-elected members. They make recommendations to the Board or the Executive Committee for actions which must be taken by the Board.

The Board may establish standing and ad hoc committees, and work groups as necessary.

ARTICLE 6: Administrative and Financial Provisions

The Executive Director, with the approval of the Board, shall establish policies and administrative procedures.

6.1 Fiscal Year

The BISCC fiscal year shall be the calendar year.

6.2 Loans Prohibited

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

6.3 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 during normal business hours and with at least one day's advance notice. Records may be in written or electronic form.

BISCC shall keep at its business office the following:

- Current Articles 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 director's meetings and any records that may be maintained by committees
- A copy of all Board Policy Statements, Operating Procedures, and Codes of Conduct.

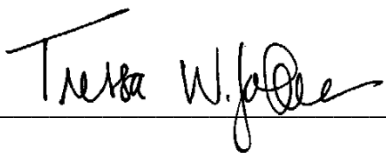
ARTICLE 7: Bylaw Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a vote of a majority of the entire Board at any annual, regular, or special meeting of the Board of Directors. Proposed changes shall be distributed to all members of the Board at least ten (10) days prior to the meeting in which they will be voted upon.

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 24.03A.](#))

The foregoing Bylaws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on May 14, 2025, at which a quorum was present.



A handwritten signature in black ink, appearing to read "Teresa W. [unclear]", is written over a horizontal line.

Secretary