

FICRA BUILDING TRUST (aka FICRA) BYLAWS  
Amended and Restated 08-17-2023

Article I  
NAME

The name of this organization shall be the FICRA BUILDING TRUST, hereinafter referred to as FICRA.

Article II  
PURPOSE

The purpose of FICRA is to preserve and maintain the historic schoolhouse, now known as the Nichols Community Center (NCC), and all other FICRA properties on Fox Island. Further, the purpose of FICRA includes providing resources in support of the island's health and safety, educational and fitness activities, and programs, building a strong sense of community, and supporting the activities of local non-profit organizations.

FICRA is designated by the Internal Revenue Service as a 501(c)(3) tax exempt organization. FICRA acknowledges that individual donations, as of this writing, may be deductible on the donor's individual income taxes. The Trust shall not engage in any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

Article III  
ADDRESSES

Mailing: P.O. Box 25, Fox Island, WA 98333  
Nichols Community Center: 690 9<sup>th</sup> Avenue, Fox Island, WA 98333  
Fox Island Nature Center: Parcel 0120012021 located at 716 9<sup>th</sup> Avenue, Fox Island, WA 98333

Article IV  
MEMBERSHIP

Members of FICRA shall consist of those households residing on Fox Island or non-resident owners of property on Fox Island who have paid their membership dues for the current dues year. FICRA Members shall be hereinafter referred to as Members. There will be one vote per household for residents and one vote per household for non-resident property owners. There will be no voting by proxy. Members shall be eligible to vote on issues as described herein. Members shall be allowed to run for FICRA Board of Directors and Audit Committee.

Associate Members of FICRA shall consist of those households that do not fit the criteria for membership but that desire to contribute to and/or join the organization by paying dues. (Associate members are not eligible for the benefits of Members.)

Article V  
BOARD OF DIRECTORS

The management of all the affairs, property, and interests of FICRA shall be vested in a Board of Directors. The Board may delegate the execution of specific duties of said management to committees, individual volunteers, or Independent Contractors. However, the final responsibility will rest with the Board. FICRA prefers to avoid being an employer to avoid the associated liability, paperwork, and complications.

The Board will be comprised of a minimum of five (5) positions. The Board of Directors will have four officer positions: President, Vice-President, Secretary, and Treasurer and the remaining will be Director positions. The Board will have the ability to expand, or contract, the number of Board positions with a majority vote of the sitting Board members as long as the minimum is retained (but for the exception in Article VII). To be eligible for election, or appointment to, the Board of Directors, one must be a Member (see Article IV) and must maintain membership throughout their term of office.

Immediately following an election of Board members (Article VII), the Board of Directors shall appoint their President, Vice-President, Secretary, and Treasurer. Board members not holding officer positions will be addressed as directors. It is the intent to have officers be limited to two years consecutively in the same position except for the Treasurer position which can be continued at the pleasure of the Board. FICRA experience has confirmed the need for continuity in the Treasurer position.

The Quorum at all Board meetings shall consist of a majority of the elected and appointed Board members. Votes by the Board will be by majority to pass unless otherwise stipulated herein.

Duties of Directors and Officers

The Board of Directors shall be responsible for all activities of FICRA (See Article II) in addition to all duties described herein.

All Board members shall attend Board meetings, member meetings, and any other meetings requiring their presence of which they have received proper notice.

All Board members shall enjoy equal voting rights.

All Board members will make themselves available to participate in the execution of the Board's responsibilities.

Each Board member shall function as a liaison to one or more of the standing committees.

The President shall preside at all meetings of the FICRA Board of Directors and perform all other duties as are commonly considered those of the office of the President.

The Vice President shall perform the President's duties in the President's absence.

The Secretary shall take, and keep a record of, the minutes of all FICRA meetings and conduct correspondence on behalf of FICRA. The Secretary shall be the custodian of the files containing past minutes and all other communications. The Secretary shall make the approved minutes available to the FICRA communications mediums and at the appropriate meetings. If the Secretary is unable to

attend a meeting at which the Secretary has required responsibilities, the incumbent shall provide an alternate, who shall be a Member to fulfill the incumbent's duties.

The Treasurer shall receive and account for all funds and make financial reports at appropriate meetings. If the Treasurer is unable to attend a meeting at which the Treasurer has required responsibilities, the incumbent shall provide an alternate, who shall be a Member, to fulfill the incumbent's duties. The Treasurer shall be the custodian of the files containing past Treasurer's reports, membership records, and all other information/communication concerning the Treasurer's duties. The Treasurer shall be the chair of the Finance Committee.

Absence & Membership: Any Board member who misses three consecutive meetings requiring their presence without being excused by a majority approval of the Board members attending each of those meetings or fails to maintain membership shall be subsequently removed from office by a majority vote of the other Board members.

## Article VI COMMITTEES

All committees are recommending bodies to the Board of Directors which has ultimate responsibility for all actions and activities of FICRA.

### A. Standing Committees:

The standing committees (and basic responsibilities) shall be:

1. Finance (see Article VIII)
2. Community Activities and Events (sponsored by FICRA)
3. Publicity (newsletters and announcements)
4. Building & Grounds (recommends/manages major maintenance/capital projects)
5. Nature Center (manages the Nature Center facility)
6. Nominating (see Article VII)
7. Emergency Preparedness (develops FICRA's role in emergency preparation and response for Fox Island and has Emergency Patrol and Fox Island Amateur Radio Club contained in its organization)
8. Membership (monitors and recommends measures to be taken to improve FICRA membership)

### B. Audit Committee:

The Audit Committee, an elected committee, shall conduct annual audits & report findings to the Finance Committee and the Board. The Board will have the option of securing an audit by a totally independent firm on occasion to ensure the desired thoroughness and transparency. The Audit Committee shall have at least three persons who are Members, and only one of the Audit Committee persons can be on the Board of Directors. The Audit Committee shall select its chairperson.

### C. Special Committees:

Special Committees may be created by the Board of Directors by majority vote. Such a committee shall be given a specific purpose and shall be disbanded when that purpose has been fulfilled. Special Committee Chairpersons shall be Members and serve for the one-time assignment given to that committee.

## Article VII ELECTIONS

Election of the Board of Directors and Audit Committee (see Article VI) shall be held at the Annual Meeting or on a date as determined and properly noticed by the Board of Directors (see Article IX). The election shall require a majority vote of the Members present at the properly noticed Annual Meeting. Directors and Audit Committee members shall be elected to a one-year term.

The Nominating Committee shall be appointed by the Board of Directors. The Board of Directors shall have the discretion to determine the number of nominating committee members, with three being the preferred option. At least one Nominating Committee member shall be on the Board of Directors.

The Nominating Committee shall have the slate of nominees presented to the Board at the regular meeting preceding the election meeting. Only Members shall be considered as candidates for election to the Board and Audit Committee.

The Nominating Committee will conduct the election process in its entirety. Nominations for Board of Director positions and the Audit Committee shall also be accepted by the Nominating Committee from the floor put forth by any Member at the election meeting.

Upon completion of the election, the new Board's first function will be to select the persons occupying the President, Vice President, Secretary, and Treasurer positions.

In the event of a vacancy on the Board of Directors, for any reason, the remaining Board members may appoint, by majority vote, a Member to serve as a Director until the next election. The Board may opt to make known through the FICRA communications media that there is an opening on the Board in order to solicit candidates who would be interested in being elected to the open position and conduct a properly noticed meeting for such an election. The Board may also choose to leave the position vacant until the next normally scheduled annual meeting/election.

## Article VIII FINANCE & BUDGET

FICRA's fiscal year shall be January 1 through December 31. The dues collection period shall be from August 1<sup>st</sup> to July 31<sup>st</sup> of the following year and the dues status for a Member will be considered as current during that period.

Membership Dues: Any change in membership dues shall be recommended by the Finance Committee to the Board of Directors. The Board of Directors shall determine if the recommended change shall be submitted for approval to the Members at the next regularly scheduled board meeting with proper notice to the Members.

The Finance Committee chair shall be the Treasurer. The Finance Committee shall submit a budget to the Board of Directors no later than the January Board meeting. The Board of Directors shall be responsible for approving a budget and recording same at the February Board meeting.

Rental Rates: The Finance Committee shall recommend any changes in rental rates for FICRA's facilities to the Board of Directors. The Board of Directors shall establish, by majority vote, any changes in the rental rates.

Rental Coordinator: The Board of Directors shall select an individual to perform the coordination of renting FICRA's facilities. That individual shall have the responsibility for all communication and follow-up with prospective renters, and renters, of FICRA's facilities. The Board of Directors shall, by majority vote, determine the compensation to the Rental Coordinator.

## Article IX MEETINGS

The Annual Meeting shall be held at the Nichols Community Center the second Thursday in April (unless appropriately noticed otherwise) and shall be open to the public.

Regular Board meetings shall be held at the Nichols Community Center on the second Thursday of each month (unless properly noticed otherwise) and shall be open to the public. The quorum for voting by directors shall be greater than 50% of the sitting Board positions.

Regular Board meetings may be moved from the second Thursday of the month by the Board of Directors with at least one-week prior notification to the membership. Notification shall be considered proper if posted on the FICRA web site and posted on FICRA's Fox Island bridge sign.

Special meetings of the Board may be called by any member of the Board. If a vote by the Board is to be taken at a Special Board Meeting the meeting must have at least one-week prior Member notification and meet quorum requirements (greater than 50% of the occupied Board positions). Minutes of such meetings will be made available to the Members except in the case of Executive Sessions.

Executive Sessions may be called by the Board of Directors by majority vote for the purpose of addressing personnel matters only. Minutes of such meetings shall be retained in a confidential file.

Special community meetings may be held when matters arise that concern the community at large. Such a meeting shall be requested of the Board for consideration. Such meetings may be called by the Board of Directors and shall have notification as required by RCW. Minutes of such meetings shall be made available to the Members and the public.

Meetings will comply with the Revised Code of Washington unless specifically addressed herein.

Meetings will be guided by Roberts Rules of Order where there is no guidance contained herein. The Board shall have discretion in managing the time of presentations, requirements for placing an item on the agenda, and any other functions that impact the length of a meeting. The board will be diligent in allowing input from Members and the Public.

## Article X DISPOSAL OF ASSETS

In the event of termination or dissolution of this Association, the assets shall be turned over to another Fox Island non-profit organization.

## Article XI AMENDMENTS

Proposed amendments to the Bylaws shall be recommended by the Board of Directors 15 or more days prior to the properly noticed meeting convened to vote on the amendments. All proposed amendments and changes to proposed amendments shall be posted on the various publicly available mediums controlled by FICRA such that the Members will have access to the information before the vote is conducted. A majority of Members attending the Member voting meeting shall be required for passage of amendments.

## Article XII COMMUNICATION

All sources of communication generated by the Trust will be managed by the Board of Directors.

Any work performed by any Board Member shall, if applicable, be deemed a work made for hire as defined under the copyright act, however modified, or amended.

All communication and communication systems generated and operated by FICRA will be owned by FICRA, including but not limited to email addresses, email content, domain names, promotional/advertising/marketing content and materials, website content and operational code, print media published by FICRA, and signs (“Materials”).

Any Board Member hereby irrevocably assigns to FICRA all right, title and interest that Board Member may have in and to any intellectual property and/or Materials (conceived either individually or jointly), including any and all rights which arise out of Board Member's work performed while under Board term, and Board Member will take all steps reasonably required by the Board to protect FICRA's copyright, trademark and other intellectual property rights in and to any Materials.

FICRA shall have and enjoy any, and all ownership and proprietary rights in and to such Materials under all federal, state, local, and foreign intellectual property laws, including, without limitation, the Copyright Act of 1976, as amended) and all other applicable laws.