

**AMENDED AND RESTATED BYLAWS
OF
SEQUIM SENIOR SERVICES
A Washington Non-Profit Corporation
d/b/a Shipley Center**

**ARTICLE 1
PURPOSE**

MISSION STATEMENT

The mission of Shipley Center is to enrich the lives of adults through social, health and fitness activities, trips, educational classes, low-income housing opportunities, and referrals to community resources.

**ARTICLE 2
MEMBERSHIP**

2.1 SENIOR MEMBERS Senior Members are those individuals fifty (50) years of age and older who apply for membership and who pay the annual membership dues at the rate established by the Board. Senior Members have voting rights on all matters submitted to the membership, are eligible to hold office on the Board of Directors, hereafter known as Board. Senior Members are eligible to participate in all programs and activities sponsored by the organization.

2.2 PARTICIPATING MEMBERS Participating Members are those individuals under the age of fifty (50) years who apply for membership and who pay the annual membership dues at the rate established by the Board. Participating Members do not have voting rights on matters submitted to the membership, and are not eligible to serve on the Board of Directors. Participating Members are eligible to participate in all programs and activities sponsored by the organization.

2.3 SUSPENSION AND REVOCATION OF MEMBERSHIP The privileges of membership may be suspended or revoked for acts of misconduct by any Senior Member or Participating Member (collectively "Member") while attending or participating in programs and activities sponsored by the organization. *

**ARTICLE 3
MEMBERSHIP MEETINGS**

3.1 ANNUAL MEETING The annual membership meeting shall be held during the month of October, at a time and place designated by the Board. *

3.2 SPECIAL MEETINGS Special meetings of the membership may be called by the President, by a majority vote of the Board, or by a petition of at least 3% of the Members.*

**Refer to Procedural Rules for further clarification*

ARTICLE 4
BOARD OF DIRECTORS

4.1 NUMBER AND QUALIFICATIONS The business affairs and property of the organization shall be managed under the direction of a Board. The number of Directors of the organization shall be not less than nine (9) and not more than fifteen (15). A Director shall conform to the general standards for Directors set forth in the WASHINGTON STATE NON-PROFIT CORPORATION ACT, as now or hereafter amended. Directors shall be Senior Members in good standing, not an employee or employee's spouse, and no two members of the same immediate family shall be eligible.*

4.2 NOMINATION OF DIRECTORS Nomination of Candidates for election to the Board shall be made by a Nominating Committee who shall meet to consider the qualifications, character and membership standing of nominees before putting them on the ballot or recommending them for appointment.

4.3 (a) ELECTION OF DIRECTORS Directors shall be elected by vote of the Senior Members who will receive ballots postmarked by mail at least two (2) weeks before the October Annual Membership Meeting. All ballots must be color coded to ensure that the ballot can be validated by the counters. Ballots are to be returned by the start time of the Annual Membership Meeting. Sealed ballots may be returned in person, or mailed in time to be received before the annual meeting. Ballots will be counted and results announced at the end of the Annual Meeting. For continuity and orientation purposes, newly elected Board members for the following year shall attend and observe the November and December Board meetings, but shall not have voting privileges until their terms begin January 1.

(b) TERM OF OFFICE AND TERM LIMITS The terms of the Directors shall be three calendar years. These terms will be staggered so that approximately one-third (1/3) will expire each year. A Director may not be elected to more than two consecutive terms, and must be off the Board at least one year before being eligible to serve again. Time served on the Board as an appointee shall not count towards term limits.

4.4 (a) REGULAR MEETINGS Regular meetings of the Board shall be held at such time, date, and place as shall from time to time be fixed by resolution of the Board. Notice of the meetings shall be posted in the monthly newsletter; meetings shall be open to all members. Executive session may be called by any Board member by making a motion, being seconded and having the motion passed.*

(b) SPECIAL MEETINGS Special meetings of the Board may be held at any time, and at any place, and may be called by any officer, or any two or more Directors. When possible, 24-hour notice should be given by email and phone.

(c) QUORUM At any meeting of the Board, the presence in person (including presence by electronic means such as a telephone conference call) of a majority of the number of Directors currently in office shall constitute a quorum for the transaction of business.

(d) STANDING COMMITTEES

Standing committees of the Board shall be Nominating, Finance, Fundraising, and Personnel. Other committees may be created by the Board at their discretion. The President of the Board will appoint all committee chairs. The Chairs will select their committee members and the Board President may appoint people to serve on committees, subject to any limitations listed in these bylaws. *

(e) Agenda Items *

4.5 RESIGNATION Any Director may resign at any time by delivering written notice to the Board President, or the Secretary of the Board. A resignation shall be effective when notice is delivered, unless the notice specifies a later effective date.

4.6 REMOVAL OF DIRECTOR(S) Any Director may be removed at a regular or special meeting of the Board by a vote of two-thirds (2/3) of the total Board Membership.

4.7 VACANCIES Except as otherwise provided by law, vacancies on the Board may be filled by appointment of a person approved by the Nominating Committee. Such appointment must be approved by a majority vote of the remaining Directors. Appointees to the Board shall serve out the remaining year(s) of the term of the person they are appointed to replace. A vacancy in the office of the President shall result in the assumption of the office of President by the Vice President. The Board shall then choose a new Vice President and appoint member(s) to fill any empty chairs on the Board. Appointments to the Board shall be made in a timely manner to keep the number of Directors from falling below nine (9) members.

ARTICLE 5
OFFICERS

5.1 OFFICERS ENUMERATED The officers of the organization must include a President, a Vice President, a Secretary, a Treasurer and other such officers as deemed necessary. *

5.1 (a) EXECUTIVE COMMITTEE The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer. The President shall appoint a fifth member to serve on this committee from active Board members at their discretion.*

5.2 QUALIFICATIONS The officers of the organization shall also be Directors. Any two offices may be held by the same person, except the offices of President and Secretary. An officer of the organization with discretionary authority shall conform to the general standards for officers set forth in the Washington Nonprofit Corporation Act, as now or hereafter amended.

5.3 Duties of Officers *

ARTICLE 6
STAFF

The Board may engage the services of one or more individuals, either as employees and/or independent contractors, and delegate to such individual(s) whatever operational authority it deems appropriate. The Board will hire the Center's Executive Director to manage the day-to-day operations of Shipley Center and other duties as specified by the Board. Individual Board members shall not give direction to the Executive Director or staff except in furtherance of stated Board policy. The Executive Director may not participate in the nomination or election process except to assist and facilitate the process as requested by the Board or the Nominating Committee. The Center's Executive Director may participate in Board meetings and all committee meetings on a non-voting basis.

ARTICLE 7
NON-PROFIT ORGANIZATION

This organization is organized exclusively for charitable and educational nonprofit purposes pursuant to its Articles of Incorporation and in accordance with Chapter 24.03 RCW, as now or hereafter amended, and the organization shall have all powers of a corporation as more particularly set forth in such Chapter. The organization will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the organization will be distributed to its Directors or officers of the Board. The organization may not contract with its Directors and/or officers for goods and/or services.

ARTICLE 8
BOOKS, RECORDS AND REPORTS

8.1 RECORDS OF MEETINGS AND ACCOUNTING RECORDS. The organization shall keep, as permanent records, minutes of all meetings of the Board and Committee meeting reports. The organization shall also maintain appropriate accounting records, and at its principal place of business shall keep copies of: (a) its Articles of Incorporation or restated Articles of Incorporation and all amendments in effect; (b) its bylaws or restated bylaws and all amendments in effect; (c) minutes of all Member meetings, Board meetings, and Committee meeting reports for the past three years; (d) the year-end balance sheets and income statements for the past three fiscal years, prepared as required by Washington State law and/or Federal law; (e) a list of the names, addresses, telephone numbers and email addresses of its current officers and Directors; and (f) its most recent annual report to the Secretary of State.

8.2 COPIES OF CORPORATE RECORDS. Any person dealing with the organization may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board, when the original is signed by the President, Vice President, or Secretary.

ARTICLE 9
FISCAL YEAR

The fiscal year of the organization shall begin January 1 and shall end December 31.

ARTICLE 10
MISCELLANEOUS PROCEDURAL PROVISIONS

10.1 The Board may adopt rules of procedure to govern any meetings of Directors to the extent not inconsistent with law, the organization's Articles of Incorporation, or these bylaws, as they are in effect from time to time. In the absence of any Procedural Rules adopted by the Board, the chairman of the meeting shall make all decisions regarding the procedures.

10.2 Procedural Rules may be amended, altered or repealed by a simple majority at a regular Board meeting.

ARTICLE 11
AMENDMENT OF BYLAWS

These bylaws may be amended, altered, or repealed by the affirmative vote of two-thirds (2/3) of the whole Board at any regular or specially called board meeting. Proposed changes to the bylaws may be made by any Member in good standing and shall be presented in writing to the Board President or Executive Director at least 10 days prior to a regularly scheduled board meeting for consideration.

ARTICLE 12
INDEMNIFICATION OF DIRECTORS AND OTHERS

12.1 GRANT OF INDEMNIFICATION Subject to section 12.2, and in accordance with RCW 24.03.043, as now or hereafter amended, each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit, or proceeding, whether formal or informal, civil, criminal, administrative, or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a Director, or who while serving as a Director of the organization is or was serving at the request of the organization as an officer, employee, or agent of the organization, whether the basis of such proceeding is alleged action in an official capacity as a Director or in any other capacity while serving as an officer, employee, or agent, shall be indemnified and held harmless by the organization to the fullest extent permitted by applicable law, as then in effect, against all expense, liability, and loss (including attorneys' fees, costs, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, and administrators.

12.2 LIMITATIONS ON INDEMNIFICATION Notwithstanding section 12.1, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by the Washington State Nonprofit Corporation Act or other applicable law as then

in effect. Except as provided in section 12.4 with respect to proceedings seeking to enforce rights to indemnification, the organization shall not indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board of the organization.

12.3 ADVANCEMENT OF EXPENSES The right to indemnification conferred in this section shall include the right to be paid by the organization for the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board shall have adopted a resolution expressly disapproving such advancement of expenses.

12.4 RIGHT TO ENFORCE INDEMNIFICATION If a claim under section 12.1 is not paid in full by the organization within 60 days after a written claim has been received by the organization, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under section 12.3 is not paid within 20 days after a written claim has been received by the organization, the claimant may at any time thereafter bring suit against the organization to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to also be paid the expense of prosecuting such claim.

The claimant shall be presumed to be entitled to indemnification hereunder upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the organization), and thereafter the organization shall have the burden of proof to overcome the presumption that the claimant is so entitled.

It shall be a defense to any such action (other than an action with respect to expenses authorized under section 12.3) that the claimant has not met the standards of conduct which make it permissible hereunder or under the Washington State Nonprofit Corporation Act for the organization to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the organization. Neither the failure of the organization (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein or in the Washington State Nonprofit Corporation Act nor (except as provided in section 12.3) an actual determination by the organization (including its Board or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

12.5 NONEXCLUSIVITY The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall be valid to the extent consistent with Washington State law.

12.6 INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS The organization may, by action of its Board from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to officers, employees and agents of the organization on the same terms and with the same scope and effect as the provisions of this section with respect to the indemnification and advancement of expenses of Directors of the organization or pursuant to rights

granted pursuant to, or provided by, the Washington State Nonprofit Corporation Act or on such other terms as the Board may deem proper.

12.7 INSURANCE AND OTHER SECURITY The organization will maintain insurance, at its expense, to protect itself and any individual who is or was a Director, officer, employee, or agent of the organization against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an officer, Director, agent, or employee, whether or not the organization would have the power to indemnify such person against the same liability under the Washington State Non Profit Corporation Act. The organization may enter into contracts with any Director or officer of the organization in furtherance of the provisions of this section and may create a trust fund, grant a security interest, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.

12.8 AMENDMENT OR MODIFICATION This Article may be altered or amended at any time as provided in these bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an officer or Director as to any acts or omissions taken or omitted to be taken prior to the effective date of such amendment.

12.9 EFFECT OF SECTION The rights conferred by this Article shall be deemed to be contract rights between the organization and each person who is or was a Director, officer, employee, or agent. The organization expressly intends each such person to rely on the rights conferred hereby in performing his or her respective duties on behalf of the organization.

Margaret L. Cox, President

Nancy E. Baer, Vice President

Virginia L. Smith, Secretary

Donald E. Gerber, Treasurer

Raymond F. Bentsen, Board Director

Roenah M. Blank, Board Director

Margot P. Hewitt, Board Director

Judith A. Lange, Board Director

Miriam Spreine, Board Director

(These Bylaws of Shipley Center, Dated June 26, 2018, supersede all previous Amended and Restated Bylaws.)

Bylaws adopted June 26, 2018 by the Board of Directors of Sequim Senior Services.