

BYLAWS OF THE LIGHTHOUSE ENVIRONMENTAL PROGRAMS

Article 1. Offices

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The Corporation may have such other offices within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

Article 2.0 Mission and Purpose

2.1 Mission The Lighthouse Environmental Programs shall have as its mission the education of the general public about Island County’s cultural and environmental heritage as well as the protection of the environment.

2.2 Purpose LEP is established as a Washington Not for Profit Corporation to provide a central point of communication and fiduciary services for specified educational programs in Island County Washington. The three (Washington State University Extension) specified programs holding membership in LEP are WSU Beach Watchers, WSU Waste Wise Volunteers, and WSU Lighthouse Docents. LEP as provides fiduciary functions supporting Keepers of Admiralty Head Lighthouse, a fundraising membership group focused on restoration and enhancement of the interpretive displays at Admiralty Head Lighthouse. Additional WSU groups may be approved by the Board of Directors.

2.3 Relationships LEP programs shall be managed in partnership with Washington State University Extension of Island County. The services of LEP on behalf of member programs shall include Financial Management, Program Coordination and Resource Development. LEP shall solicit grants and other funding for membership programs to continue interpretive and educational opportunities. LEP may enter into agreements for regional programs and services that match with the mission and purpose defined herein

Article 3. Membership

3.1 Classes of Membership The Corporation shall have one class of members.

3.2 Qualifications for Membership In order to qualify for membership, a member must also be an active member of either WSU Beach Watchers, WSU Waste Wise Volunteer or a Lighthouse Docent. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.3 Roster of Members Each membership group shall submit a roster of members to the Secretary of the Board as of December 31st of each year. The combined rosters of the three groups shall constitute the Corporate membership for the ensuing year. Roster revisions may be filed with the Secretary at the discretion of the member group and replace the previous roster of members upon certification by the Board of Directors.

3.4 Voting Rights Each member is entitled to one vote on issues submitted to the Board for approval and is entitled to vote at an election of Board members.

3.5 Annual Meeting The annual meeting of the members shall be during the month of January of each year for the purpose of electing Board members and such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be possible. Such meetings will be open to the public

3.6 Special Meetings The President, the Board, or not less than five of the members entitled to vote at such meeting, may call special meetings of the members for any purpose. Such meetings are open to the public

3.7 Place of Meetings All meetings shall be held at the place designated by the President, or the Board.

3.8 Quorum Those members attending in person at a duly called meeting of the membership shall constitute a quorum.

3.9 Notice A notice in the format prescribed by the Board will be sent at least two weeks in advance of the annual and any special meeting to all corporate members.

3.10 Manner of Voting

Each member is allowed one vote. Matters shall be decided based on receiving a majority of the votes cast.

Article 4. Board of Directors

4.1 General Powers The affairs of the Corporation shall be managed by a Board of Directors

4.2 Number The Board shall consist of not less than seven or more than thirteen directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The board shall represent each of the constituent programs by having two (2) board members designated to represent each program. The Keepers of Admiralty Head Lighthouse shall have a representative on the board of their choosing who holds status as a WSU Lighthouse Docent. The remainder of the board positions shall be filled by any elected volunteer of the constituent program.

4.3 Qualifications Directors shall be members of the Corporation. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws

4.4 Election of Directors The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting. Successor Directors shall be elected each year at the annual membership meeting.

4.5 Term of Office Unless a Director dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later. The term of office of Directors shall be staggered to ensure a steady institutional memory exists for the operation of the organization. This shall be accomplished by assigning terms to members during a meeting held in the year 2007 such that one third of the members have a term of (1) one year, one third (2) two years and one third (3) three years. Program coordinators for the WSU programs (Beach Watchers, Waste Wise Volunteers, Lighthouse Docents) and the Director of WSU Extension Island County shall hold Ex Officio status. Once an original term expires, that position's term will become a three year term. Annual elections will then provide an opportunity for one third replacement of Board of Directors. A nominating committee will be appointed by the President in October of each year to develop a slate of potential board members.

4.6 Annual Board of Directors 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 purpose of electing officers and transacting such business as may properly come before the meeting.

4.7 Monthly Meetings The monthly meetings shall be held on the third Tuesday of each month, except for those months when the board members decide there is not sufficient business to warrant a meeting. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

4.8 Special Meetings Special meetings of the Board may be called by or at the written request of the President or any two Directors. All board members must be notified of all special meetings.

4.9 Place of Meetings All meetings shall be held at the principal office of the Corporation located at 101 NE 6th Street in Coupeville or at such other place designated by the Board.

4.10 Quorum One half of the number fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting.

4.11 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. The Board may choose to vote by electronic means at the discretion of the President in Order that business be conducted in a timely manner. Such votes will be noted at the next regular meeting of the Board and entered into the minutes as to what was voted on,

when and the tally of the votes. This means of voting is not intended to be a replacement for the regularly scheduled meetings.

4.12 Resignation 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 Director who misses more than 20% of the Board meetings within the given year shall be requested to resign their position by the President. 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.

4.13 Removal 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 then entitled to vote on the election of Directors represented in person at a meeting of members at which a quorum is present.

4.14 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. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

4.15 Compensation The Directors shall receive no compensation for their service as Director, but may receive reimbursement for expenditures incurred on behalf of the Corporation.

4.16 Relationship with Lighthouse Environmental Programs A written Letter of Understanding (Appendix A) shall be in place between this organization and member programs and shall become a part of these bylaws. Per this Letter of Understanding, LEP shall approve all grant proposals.

Article 5. Officers

5.1 Number and Qualifications The officers of the Corporation shall be at least a President, Vice President/ President Elect, a Secretary and a Treasurer each of whom shall be elected by the Board. Any two or more offices may be held by the same person, except the offices of President and Treasurer.

5.2 Election and Term of Office The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. 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.

5.3 Resignation Any officer may resign at any time by delivering written notice to the President or the Secretary, or by giving oral or written notice at any meeting of the Board. 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.

5.4 Removal Any officer elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

5.5 Vacancies A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the required portion of the term or for a new term established by the Board.

5.6 President The President shall be the chief executive officer of the Corporation and shall preside over meetings of the members and the Board. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

5.7 Vice President/President Elect The Vice President/ President Elect will act for the President if the President is unable for any reason to perform the duties of that office. The Vice President/President Elect shall perform such other duties as from time to time may be assigned by the President.

5.8 Secretary The Secretary shall (a) keep the minutes of meetings of the members and the Board (b) see that all notices are duly given {c} be custodian of the records of the Corporation (d) keep the records of the post office address of each member and Directors and of the name and address of each officer and (e) in general perform the duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

5.9 Treasurer The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the Corporation in a bank selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President of the Board. The treasurer will also be responsible for submission of all local, state and federal tax returns.

5.10 Compensation The officers of the Corporation shall serve without compensation, but may receive reimbursement for expenditures incurred on behalf off the Corporation.

Article 6. Administrative Provisions

6.1 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; records 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.

6.2 Accounting Year The accounting year of the Corporation shall be the twelve months ending December 31.

6.3 Rules and Procedures The rules of procedure at meetings of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedures, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

Article 7. Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by the Bylaws.

The foregoing Bylaws were adopted by the Board on July 17th, 2007



Donald B. Meehan
Secretary

Revision of July 17, 2007