



BYLAWS OF SKAGIT DUNGIES

a Washington State Nonprofit Corporation

(originally created January 2026)

ARTICLE I – SKAGIT DUNGIES

Section 1. Name

The name of this organization shall be SKAGIT DUNGIES (hereinafter referred to as the “Organization”).

Section 2. Purpose

The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The mission of the Organization is to:

- Develop youth baseball players in the Skagit County region through quality coaching, discipline, teamwork, and sportsmanship.
- Provide competitive and recreational opportunities that foster growth, leadership, and character both on and off the field.
- Engage the community in supporting youth athletics, mentoring, and positive sports culture.

No part of the Organization’s net earnings shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except for reasonable compensation for services rendered in carrying out the purposes of the Organization.

ARTICLE II – OFFICES

The principal office of the Organization shall be located in Mount Vernon, Washington, with additional offices or locations as the Board of Directors may designate.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority and Responsibility

The Board of Directors shall manage the affairs of the Organization, establish policy, approve budgets, and ensure compliance with federal and state laws.

Section 2. Number and Qualifications

The Board shall consist of not fewer than three (3) and not more than nine (9) directors. All directors must be committed to the mission and goals of the Organization.

Section 3. Terms and Elections

Board members shall serve two-year staggered terms and may be re-elected without term limits. Elections shall take place at the annual meeting.

Section 4. Vacancies

Vacancies may be filled by a majority vote of the remaining directors. Appointed directors serve for the remainder of the term.

Section 5. Removal

A director may be removed by majority vote for failure to perform duties or for conduct inconsistent with the Organization's mission.

Section 6. Meetings and Quorum

The Board shall meet at least quarterly. A majority of current directors shall constitute a quorum. Decisions are made by majority vote.

ARTICLE IV – OFFICERS

Section 1. Officers

The officers of the Organization shall be:

- President
- Vice President
- Secretary
- Treasurer

Officers are Board members unless otherwise determined. Additional officer positions may be created as needed by the Board.

Section 2. Election and Term

Officers shall be elected annually by the Board and shall serve one-year terms, eligible for re-election.

Section 3. Duties

- President: Presides over meetings, provides leadership, represents the Organization publicly, and oversees outward communication to the public on behalf of the Organization.
- Vice President: Assists the President and assumes duties in their absence.
- Secretary: Keeps accurate minutes, maintains records for posterity.

- Treasurer: Manages all finances, prepares budgets, maintains accurate financial records, and reports to the Board.

Section 4. Advisory Roles

- Chairman of the Board (Advisory, Non-Voting)

The Organization may recognize a Chairman of the Board who serves in an advisory, non-voting capacity. The Chairman of the Board is not a member of the Board of Directors and does not have voting authority or fiduciary responsibility. This role is intended to provide historical context, guidance, and counsel to the Board based on prior experience with the Organization. The Chairman may attend Board meetings at the invitation of the Board but shall not participate in votes or exercise control over the affairs of the Organization.

ARTICLE V – COMMITTEES

The Board may establish standing or temporary committees as necessary to conduct the Organization's business, including fundraising, player development, tournaments, and community engagement. Committee chairs shall be appointed by the President with Board approval.

ARTICLE VI – FINANCES

Section 1. Fiscal Year

The fiscal year of the Organization shall be January 1 through December 31.

Section 2. Budget and Expenditures

An annual budget shall be prepared by the Treasurer and approved by the Board. Expenditures exceeding \$500 require approval by two officers.

Section 3. Deposits and Accounts

All funds shall be deposited in the Organization's name in a federally insured financial institution. Two authorized signatures are required for any withdrawal or check.

Section 4. Compensation and Reimbursement

No officer or director shall receive compensation, except for reimbursement of reasonable expenses incurred on behalf of the Organization.

Section 5. Oversight

The Board shall provide oversight of financial practices to ensure proper stewardship of charitable assets.

ARTICLE VII – MEETINGS

Section 1. Annual Meeting

An annual meeting shall be held each year to elect directors and officers, review reports, and conduct other business as needed.

Section 2. Regular and Special Meetings

The President or a majority of the Board may call special meetings with at least seven (7) days' notice. Meetings may be held virtually if necessary.

Section 3. Conduct of Meetings

Meetings shall follow Robert's Rules of Order unless otherwise agreed upon by the Board.

ARTICLE VIII – CONFLICT OF INTEREST

Directors and officers shall disclose any actual or potential conflict of interest regarding financial transactions or decisions. No individual may vote on matters in which they have a personal or financial interest. The existence and resolution of any conflict of interest shall be documented in the meeting minutes.

The Organization has an adopted standalone Conflict of Interest Policy which will be enforced by the Board.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors, provided that written notice of the proposed amendment is given at least ten (10) days prior to the meeting.

ARTICLE X – DISSOLUTION

Upon dissolution of the Organization, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose. It is the intent of the Organization that such assets be divided equally among the public high school baseball programs in Skagit County, Washington, including Mount Vernon High School, Burlington-Edison High School, Sedro-Woolley High School, and Anacortes High School, to the extent permitted by law.

Adopted by the Board of Directors of the Skagit Dungies organization on this _____ day of January 2026.

Signatures:

_____ President

_____ Vice President

Treasurer