

Keepers of the Patos Light Bylaws

Adopted: November 1st, 2007

Amended: January 8, 2018

Amended: October 8, 2019

Amended: October 12, 2021

Article I Name and Office

Section 1 The name shall be Keepers of the Patos Light

Section 2 The mailing address of Keepers of the Patos Light (KOPL, corporation, will be P.O. Box 334, Lopez Island, WA 98261, and P.O. Box 1967, Eastsound, WA 98245, or at such place(s) as the Board of Directors shall designate.

Article II Statement of Purpose and Goals

Section 1 Purpose:

KOPL is a corporation of volunteers committed to serving the Bureau of Land Management (BLM) in preserving the historical, environmental, educational and recreational values of Patos Island and its Lighthouse, on the northernmost point of Washington State's San Juan Islands.

Section 2 Goals:

- a) Provide communication between groups interested in promoting, preserving and restoring Patos Island and its Lighthouse;
- b) Provide communication between KOPL and other interested lighthouse friends groups, both local and national;
- c) Provide a liaison between groups interested in preserving the unique historical, environmental, educational and recreational features of Patos Island;

- d) Establish a banking and accounting system for fiscally tracking the finances of the corporation;
- e) Assist the land managers in developing compliance with resource management plans;
- f) Organize, advertise and implement events and activities to celebrate the history and environment of Patos Island and its Lighthouse;
- g) Plan and support means of public transportation to Patos Island activities and events;
- h) Collect and maintain historical material pertaining to the Patos Island Lighthouse and make it available to the Orcas Island Historical Society (OIHM), The San Juan National Monument administrator, the BLM and other interested parties;
- i) Develop positions and serve in an advisory capacity on issues affecting the Patos Island and its Lighthouse;
- j) Keep constituents informed on issues of interest;
- k) Foster beneficial relationships with agencies and organizations relevant to lighthouse education and preservation;
- l) Maintain a publicly available website or appropriate media source of information about Patos Island and its Lighthouse.

**Article III
Organization**

- Section 1 KOPL is incorporated as a nonprofit corporation under the provisions of Association 24.03 of the revised code of the State of Washington.
- Section 2 KOPL and all its members shall comply with all laws, local and federal, which apply to a nonprofit group of this kind.
- Section 3 KOPL, a nonprofit corporation, is exempt from federal income tax under section 501(a) of the Internal Revenue Code as a corporation described in section 501(c)(3), dated April 16, 2008.
- Section 4 KOPL shall be an all-volunteer group. No compensation in the form of wages, retirement benefits, fringe benefits or bonuses will be given to any members or to board members for their work on behalf of the corporation. Any exception for professional services that are deemed to be in the best interest of KOPL must be approved by the Board of Directors. KOPL has drafted and adopted a conflict of interest policy as an attachment to Article III, Section 4.

Article IV Membership

Section 1 Qualifications—It will be KOPL policy that no person shall on the grounds of race, national origin, sex, age or disability be excluded from the participation in, be denied the benefits of, or otherwise be subjected to discrimination under any of our programs and activities. Members are accepted without regard to color, religion, gender, or other non-merit factors. United States citizenship shall not be a requirement for membership. Members must pay dues annually.

Section 2 The Board of Directors may establish various categories for membership.

Section 3 Membership dues are payable in advance to the Secretary and the Treasurer. Annual membership is renewable for all members on December 1st... Membership renewals requests will be sent annually in November by the Membership Committee. If dues are not received within one year, the member is considered inactive. The Secretary will keep all membership records and track renewals, lapses and in-actives. Deceased members shall be removed from the rolls.

Section 4 Any member may be expelled for cause by resolution passed by two-thirds vote of the Board of Directors at a closed meeting called for this purpose. Such members shall be notified of the intention of the Board to consider their expulsion and shall be given the opportunity of a hearing before the Board. Passage of such a resolution shall, with other actions on the part of the Board, annul such membership. The Board of Directors cause for any decision to expel shall be public information.

Section 5 The membership rolls will never be shared or sold outside of the corporation.

Article V Meetings

Section 1 General membership meetings will be held at the discretion of the Board of Directors at agreed-upon dates and places, normally this event would take place at the annual Lighthouse Birthday Party in August. The time and location will be made known to the membership thirty days prior to the meeting. The Board will determine any fees

necessary to support membership meetings and inform the membership of said fees thirty days prior to the meeting.

Section 2 The Board of Directors will meet or participate by telephone or proxy a mandatory four times a year, with the option of scheduling special Board meetings as needed. The quarterly Board Meetings will take place on the second Tuesday of the months of January, April, July and October, unless special alternative arrangements have been approved by the Board of Directors in advance. The location and time of meetings will be determined in advance by the Board. Board members will be given thirty days' notice of mandatory meetings and one week's notice of special meetings by the Secretary. Board members are responsible for all expenses related to attendance of meetings—tolls, gas, lodging—unless otherwise notified by the Board.

Section 3 Members in good standing with KOPL can attend any of the meetings of the Board of Directors except those designated closed. Any meeting with the potential to result in disciplinary action will be closed. Notification of each meeting will be announced on the webpage (www.keepersofthepatoslight.org).

Section 4 The President shall prepare an agenda for each meeting. Board Members may request to be allotted time on the agenda with good cause. The President shall prepare a report and submit it to the Board along with the draft agenda for review prior to each meeting. Committee Chairman may submit reports to the President to be included in the Board packet of information for review prior to the meeting. Any member can request to speak to the Board and will be allotted 3 minutes to do so. Any request for funding which the Board must vote on must be done in writing, and at least 15 days prior to the meeting.

Section 5 The President may call special meetings or closed meetings of the Board of Directors when necessary and must call a special meeting or a closed meeting upon receiving a written request to do so, issued by a majority of the Board members then in office. All Board of Directors and members must be informed of any and all special meetings and closed meetings.

Section 6 General members are welcome to attend regular Board of Directors meetings.

Section 7 Due to the long distances board members must travel for physical meetings, occasional minor board decisions may be voted upon by mail or email. Publicly available documentation will be maintained to support decisions made in this manner.

Article VI Board of Directors

Section 1 Powers and Duties

- a) The Board of Directors shall have full charge of the corporation—all property and business—with full power and authority to manage and conduct the same.
- b) Board members shall know the Purpose of the corporation, help achieve it, and shall promote it through personal contacts.
- c) Board members have the **Duty of Care**: a level of competence described as exercising reasonable care when making a decision.
- d) **Duty of Loyalty**: act in the best interest of the organization and without conflict of interest.
- e) **Duty of Obedience**: make sure the corporation is in compliance with local, state, and federal laws, and staying true to Purpose.
- f) Review and approve IRS Form 990 annually.
- g) The Board shall authorize contracts with persons or businesses as necessary for the successful fulfillment of the purpose of KOPL.
- h) The Board shall create and designate special committees as it is deemed necessary.
- i) Standing committees shall include a Membership Committee, Nominating Committee, a Docent Committee, a Merchandising Committee, a Maintenance Committee, a Bylaws Committee and an Executive Committee. Committees shall meet as necessary and at least once annually.
- j) Liaison Committees shall be appointed on an as needed basis.

Section 2 Numbers of Directors/Terms of Office

- a) The Board of Directors shall consist of a minimum of 7 and a maximum of 15 members in good standing with KOPL. A majority of these members must be residents of Washington. They are elected each for a term of three years. If re-nominated and re-elected, Board members may serve additional terms.

Section 3 Nomination and Election

- a) New Board Member nominations can be presented by the Nominating Committee at any of the scheduled or special Board Meetings. Any Member can present the name of a nominee and if the name is unfamiliar to the Board, explain why the person would be beneficial to the Corporation.
- b) The nomination should be seconded, (if appropriate) and approved by the majority of the members in attendance at the annual meeting.

Section 4 Liaisons with Other Agencies

- a) The Board may, at its discretion, establish formal cooperative arrangements with other corporations or agencies for beneficial purposes. Such arrangements will be memorialized, and publicly disclosed.
- b) The Board may, at its discretion, establish an advisory committee of consulting board members from other groups/agencies.
- c) Consulting board members may attend Board meetings but may not vote.

Section 5 Vacancies

- a) In the event of death, resignation, or removal of a Board Member, the vacancy shall be filled by appointment by the President with confirmation of the Board of Directors to fill the remainder of the unexpired term. If no replacement can be found, the President will make the necessary adjustment to the Board Member's responsibilities to ensure critical work is completed. In the event of death, illness, resignation, or removal of the President, the Vice-President shall fill the President's position for the remainder of his/her term.
- b) Board Members must ask the President in able to be excused from Board meetings. Three consecutive absences without being excused by the President will be deemed the equivalent of resignation.
- c) Board Members may be removed for just cause by a two-thirds vote of the Board at a closed meeting. Such Board Members shall be notified of the intention of the Board to consider their expulsion and shall be given the opportunity of a hearing before the Board. Passage of such a resolution shall, without other act on the part of the Board of Directors, annul such membership.

Section 6 Quorums

A simple majority of members currently serving on the Board shall constitute a quorum for the transaction of business at any regular

or special Board Meeting. A proxy vote will count as a Board Member for the purposes of determining quorum.

Article VII Officers and Their Duties

Section 1 At its first meeting of the year, the Board shall review current Board Members and ascertain if they are willing to continue serving for the coming year. Each officer is elected for a term of three years. The term of an individual officer may be extended beyond the term limit by a two-thirds vote of the Board of Directors.

Section 2 Duties:

President—The President shall preside over all meetings of the Board, appoint committees, assign duties and areas of responsibility, and preside at general membership meetings and elections. The President shall not vote, excepting in the need to break a tie vote of the Board of Directors or of the Executive Committee. The President shall be an ex-officio member of all committees. The President shall execute all written documents in the name of KOPL when directed by the Board. Contracts, leases, etc. not bearing the President's signature at the time of their execution will not be binding on the corporation. The President shall have the authority to speak and act for the Board in the event of emergency situations involving KOPL. The President will inform all other officers and members of the Board of the event and his/her actions as soon as is practical, but at least on a quarterly basis prior to each quarterly meeting.

Vice President—The Vice President is a voting member of the Board of Directors, and of the Executive Committee. The Vice President shall serve in the capacity of Interim President when the President is unable to fulfill his/her duties. The Vice President's duties include acting as an inter-agency liaison with corporations of interest to the KOPL and other lighthouse groups, except in specific instances where the President determines, and the Executive Committee agrees, that another member would be best suited to serve as liaison.

Secretary—The Secretary is a voting member of the Board of Directors and of the Executive Committee. The Secretary shall maintain custody of all charter records and bylaws, keep a record of all proceedings of the KOPL and of all other matters which the

corporation deems recordable. Such records shall be open to inspection at reasonable times by KOPL members. The secretary will serve as clerk at all elections held by the General Membership and the Board of Directors and keep records of those elected and their terms of office. The secretary shall preserve all documents, records, reports, and official correspondence related to the KOPL. The secretary will take minutes at all Board Meetings and present the minutes to the Board Members within one week of the meeting. The Secretary will send out the previous meeting's minutes to all Board Members one week before the next Board Meeting. The Secretary will maintain KOPL membership records, including address and other contact information.

Treasurer—The Treasurer is a voting member of the Board of Directors and of the Executive Committee. The Treasurer shall collect and hold in the name of the KOPL all moneys belonging to the corporation, pay all bills contracted and approved by the Board, make financial reports at board meetings, interim financial reports as directed by the Board, and prepare an annual report for the General Membership. The Treasurer will keep and preserve accurate records of all moneys received and disbursed and of all KOPL property of value. The Treasurer will, with the assistance of the President and Vice President, prepare and file in a timely manner any required federal, state, and local tax returns.

Article VIII

Members, Officers, Docents and Maintenance Volunteers Conduct

Section 1 All members will respectfully represent the KOPL in a manner to support a positive public image.

Section 2 All members have the right to respectfully express their views regarding any issue brought before the Board of Directors for consideration. Once the Board has reached an informed decision, all members will respectfully adhere to the decision of the Board.

Section 3 As "Friends" of BLM, we shall respectfully represent to the public the views memorialized in the Cooperative Management Agreement Between United States Department Of The Interior, Bureau of Land Management, San Juan Islands National Monument and Keepers Of The Patos Light.

Section 4 Should any member of KOPL witness behavior that falls short of the acknowledged etiquette, as put forth by San Juan County's "Leave No Trace," or unleashed pets, and anything that is not in accordance with the Resource Management Plan, the KOPL member will not act as police or code enforcer, but will accept, and be witness to it. Under polite circumstances, members can offer to help clean up and take away any refuse, as well as exchange information about certain codes and etiquette, if requested. In extreme circumstances, if there is a gross, or potentially dangerous situation, a member should act as any citizen would to try and dissuade a hazard. Notifying the proper authority should be the proper action, with safety the number one concern. We never use disrespectful or condescending language to the public or to other interest groups that would bring public disfavor to KOPL.

Article IX

Liabilities of Officers, Directors, and Employees

Section 1 Exculpation

No officer, or employee or volunteer of KOPL shall be liable for acts and defaults of any other officer, or employee or volunteer, or for any loss sustained by the KOPL or any member thereof, unless the same has resulted from his own willful misconduct or gross negligence.

Section 2

The personal liability of Board Members shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Act shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification or with respect to an act or omission of such Board Members occurring prior to such repeal or modification.

Section 3

KOPL shall indemnify, to the fullest extent permitted by Washington State law, the Washington Non-Profit Corporation Act, and Federal law any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of KOPL, or is or was serving at the request of KOPL as a director, officer, employee,

or agent of another corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by her or him in connection with the action, suit, or proceeding.

Article X Financial

Section 1 Fiscal Year—The fiscal year for the KPOL shall begin on the first day of January.

Section 2 Financial Support—financial support for the KPOL shall be provided by:

- a) dues of active members, the amount of which shall be set by the Board;
- b) dues of active businesses and lighthouse groups, the amount of which shall be set by the Board;
- c) special donations and contributions;
- d) Grants;
- e) valuing of volunteer work done on or for Patos Island; and
- f) miscellaneous gifts and bequests.

Section 3 Policy in Relation to Debts—KOPL members shall not be held liable for debts, obligations, or liabilities of KOPL.

Section 4 Expenditures—A Standing Order (see Article XII) will be adopted each year stating the maximum expenditure a Board Member can make without Board approval. For fiscal year 2007/2008, this amount was determined by the Board of Directors to be \$100. See Section 7: Board members may not spend more than \$100 from the Treasury or write checks in excess of \$100 without a second signature. This signature shall be in the form of a written note or email from the second signer to all Board members indicating the amount authorized, its purpose, and date of authorization. The Secretary shall file and maintain all records of second signings.

Section 5 There shall be an annual audit of the association's financial affairs after the start of each fiscal year. The audit will be done internally by a member in good standing selected by the Board of Directors.

Section 6 The Board Members who open the bank account in his/her names are the President and Treasurer. The President, Treasurer and Secretary are signers. All three Board members are authorized to

make deposits and withdrawals and write checks. Docent Committee members may make deposits and advise the Treasurer and President of their amounts.

Article XI Parliamentary Authority

Section 1 The rules contained in Robert's Rules of Order shall govern the KOPL in all cases to which they are applicable.

Article XII Insurance

Section 1 Coverage by liability insurance is required of KOPL by BLM. Liability insurance covers the KOPL Board Members, volunteer members of KOPL Maintenance Committee and the Docent Committee and members of the general public who attend events sponsored by KOPL and all grant makers who award funds to KOPL. All grant makers, including San Juan County and The Lighthouse Environmental Program shall be indemnified, protected, defended, and held harmless against all tort liability or loss, and against all claims or actions based upon or arising out of damage or injury (including death) to persons or property caused by or sustained in connection with KOPL's negligent performance of any grant, or by conditions created thereby, or based upon violation of any code or regulation, and the defense of any such claims or actions.

Section 2 KOPL indemnifies all grant makers, including San Juan County and The Lighthouse Environmental Program against all liability and loss in connection with, and shall assume full responsibility for, payment of all federal, state and local taxes or contributions imposed or required under unemployment insurance, workman's compensation, social security and income tax laws, for KOPL and any employees or volunteers of KOPL.

Article XIII Provision for Standing Orders

Section 1 The Board of Directors may at its discretion provide for the issuance of written standing orders. These may be used to set operating procedures for the KOPL, establish dues, other fees, etc. Standing Orders are subject to annual review at the Board's first meeting of

the fiscal year and will cease to be in force unless renewed at this time.

Article XIV
Adoption of Bylaws, Articles of Incorporation & Amendments

Section 1 Adoption of bylaws, articles of incorporation, and any future amendments to them must be approved by two-thirds of the Board of Directors present at a regular or special meeting. In order for this vote to occur, bylaws must have been presented to the Board at a previous board meeting with adequate time for review and discussion. The vote for adoption of the bylaws shall be taken at the second meeting. The bylaws must be reviewed annually and determined to be up-to-date, or recommendation given for their amendments.

Article XV
Dissolution

Section 1 Upon dissolution and winding up of the Keepers of the Patos Light, after paying or adequately providing for debts and obligations incurred by the association, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section. The receiving entity(s) will be determined by a majority vote of the Board of Directors present at the regular or a special board meeting.

Conflict of Interest Policy

Article I
Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This

policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations.

Article II Definitions

1. Interested Person

Any principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of

committees with governing board delegated powers considering the proposed transaction or arrangement. This disclosure must be in written form and a copy must be forwarded to all members of the board of directors. The copies may be forwarded either by postal mail or email. It is the responsibility of the secretary to file all conflict of interest disclosures in the Corporation's archives.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the remaining board members shall together discuss the disclosure and vote upon it to decide if a conflict of interest exists. Discussion can take place by postal mail, email, phone, or during a regular or special meeting. The interested person cannot take part in the discussion or cast a vote to decide the outcome.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, (or by email), but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

