

*As amended and approved by the Board of Directors of The Salish Sea School, January 25, 2021  
As approved and adopted by the Board of Directors of The Salish Sea School, January 15, 2019*

**BYLAWS  
OF  
THE SALISH SEA SCHOOL**

**ARTICLE 1. PURPOSES**

The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

**ARTICLE 2. 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, either 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 3. MEMBERSHIP**

**3.1 No Members**

The corporation shall initially have no members.

**3.1 Membership**

Membership classes, the manner of election or appointment of members, the qualifications, and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation or these Bylaws.

**ARTICLE 4. BOARD OF DIRECTORS**

**5.1 General Powers**

The affairs of the corporation shall be governed by a Board of Directors (Board) who shall do such things as in their own judgment and discretion will carry out the purposes of The Salish Sea School.

**5.2 Number**

The Board shall consist of three (3) to sixteen (16) Directors, as determined by the Board of Directors. 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.

### **5.3 Qualifications**

Directors shall be passionate about developing experiential programs in marine conservation ecology and include the involvement of youth students. Directors are accountable to the mission of The Salish Sea School and owe duties of loyalty and care to the organization.

### **5.4 Election of Directors**

The initial Directors shall be those persons named in the Articles of Incorporation. At the appropriate annual meeting of members where the elections of new directors shall occur, directors shall be elected by the majority vote of the Board. Directors shall be elected by and subject to removal, with or without cause, by the Board. .

### **5.5 Term of Office**

Directors shall serve three-year terms, absent resignation, or removal in accordance with these Bylaws. Beginning with Directors appointed for a three-year term effective January 1, 2021, Directors shall not serve more than two (2) consecutive three-year terms without at least a two-year break in service. Director terms shall be staggered with a goal of having a balanced number of Directors appointed in each year, taking into account the ability to increase and decrease the size of the Board. The Immediate Past President shall serve as ex officio (without vote).

### **5.6 Regular Meetings**

Regular meetings of the Board of Directors shall be held at the discretion of the Board of Directors. Such meetings will be held at the place that the Board of Directors may designate (including video conference meetings). All notices of regular meetings of the Board of Directors shall set forth the place, date, and time of the meeting.

### **5.7 Special Meetings**

Special meetings of the Board may be called by the President of the Board on five (5) days' notice to each Director, such notice to be made either personally, telephonically, or electronically; special meetings may be called in like manner and on like notice on the written request of at least three Directors. All notices of special meetings of the Board of Directors shall set forth the place (including video conference), date, time, and purpose of the meeting.

### **5.8 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons

participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **5.9 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

## **5.10 Notice of Special Meetings**

### **5.10.1 In Writing**

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

### **5.10.2 Personal Communication**

Notice may be by personal communication with the Director not less than 10 days before the meeting.

### **5.10.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

### **5.10.4 Posting Electronic Notice**

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has

been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

## **5.11 Waiver of Notice**

### **5.11.1 Record**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **5.11.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **5.12 Quorum**

A majority of the number of Directors fixed by or in the manner provided by these Bylaws shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **5.13 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.

## **5.14 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **5.15 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

### **5.16 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 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.

### **5.17 Removal**

One or more Directors (including the entire Board) may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors fixed by or in the manner provided by these Bylaws.

### **5.18 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.

### **5.19 Board Committees**

#### **5.19.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board and by applicable Washington law except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or

repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **5.19.2 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **5.19.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary, or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. 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.

#### **5.19.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **5.20 Compensation**

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

### **5.21 Compensation**

By Board resolution, Directors and committee members may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting, or a stated salary as a Director or committee member, or a combination of the foregoing. No such payment shall preclude any Director or committee member from serving the corporation in any other capacity and receiving compensation therefor.

## **ARTICLE 5. OFFICERS**

### **5.1 Number and Qualifications**

The elected Officers of the Corporation shall be a President of the Board, a President-Elect, a Secretary, and a Treasurer, who shall be Directors of the Corporation. Additionally, the Chief Executive Officer shall serve ex-officio (with vote) as the Chief Executive Officer of the Corporation.

### **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. The President shall serve a term of one year, from January 1 to December 31. The President-Elect shall serve a term of one year, from January 1 to December 31; the President-Elect shall succeed to the office of President after one year as President-Elect (or shall succeed to the office of President should the Presidency become vacant during an unfinished term.) The Secretary and Treasurer shall each serve a term of three years, from January 1 to December 31; neither shall not serve more than two consecutive three-year terms without at least a one-year break in service as Treasurer.

### **5.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the President-Elect, the Secretary, or the Board, 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. An Officer who resigns his or her position as Officer shall remain a Director of the Corporation unless he or she also resigns from office as a Director in writing or is removed as a Director in accordance with these Bylaws.

### **5.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **5.5 Vacancies**

If the office of President of the Board, Secretary, or Treasurer becomes vacant for any reason, the successor shall be chosen from the Directors by a majority vote of the voting members of the Board of Directors and such successor shall hold office for the unexpired term.

## **5.6 President**

The President serves as the chief elected volunteer officer and leads Board of Directors in governing the organization. The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. 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 President-Elect**

In the event of the death of the President or his or her inability to act, the President-Elect shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The President-Elect shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. The President-Elect shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

## **5.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director and officer; and (e) in general perform all duties incident to the office of 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**

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. 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 banks, trust companies or other depositories 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 or the Board.

## **5.10 Salaries**

The salaries of the officers and agents shall be as fixed from time to time by the



Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the corporation.

#### **5.11 Compensation**

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

### **ARTICLE 6. CHIEF EXECUTIVE OFFICER**

The corporation may employ a Chief Executive Officer/Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Chief Executive Officer shall manage the affairs of the corporation according to the policies, principles, practices, and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Chief Executive Officer shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Chief Executive Officer will be removed from discussions involving the budget and compensation, but have a vote and remain a part of the board for other business.

### **ARTICLE 7. ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

### **ARTICLE 8. INTERESTS OF DIRECTORS AND OFFICERS**

#### **8.1 Compensation**

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

#### **8.2 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a

transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

### **8.3 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **9.1 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **9.2 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made, and no credit shall be extended by the corporation to its officers or Directors.

### **9.3 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **9.4 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

### **9.5 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 Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

### **9.6 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

#### **9.7 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December.

#### **9.8 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

### **ARTICLE 10. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the Board, or by the written consent of each of the Directors.