

**SHILSHOLE LIVEBOARD ASSOCIATION  
BY-LAWS**

**Article I. Organization Purpose**

The purposes of the Shilshole Liveboard Association are as follows: (1) to promote an environmental awareness among Shilshole liveboards and liveboards in general; (2) to cooperate with other organizations, both local and national, for the betterment of the waters and shoreline of the state of Washington; and (3) to work with liveboards and other boaters to develop a better community image.

The enumeration of the foregoing purposes shall not be construed as a limitation upon the powers and objects of this organization, but it is expressly stated that all other lawful powers are hereby included and that the organization may, at the discretion of the board, do anything lawful pursuant to the foregoing, including asking for an obtaining grants of funds; borrowing money; and may do all other matters of a general business nature relative to the carrying out of the purposes stated above.

**Article II. Membership**

The governing body may propose, and the general membership may adopt criteria for general membership.

**Article III. Board of Directors**

**Section 1.** The terms of the directors of the organization shall be three years. Directors are eligible to serve more than one term.

**Section 2.** The board membership is to be initially staggered so that one-third (1/3) of the members serve three (3) year terms, one-third serve two (2) year terms, and the remaining one-third serve one year terms on the Board of Directors at the discretion of the board.

**Section 3.** Each member of the Board of Directors shall possess one (1) vote in matters pending before the board.

**Section 4.** Any vacancy occurring on the Board of Directors, by reason of death, resignation, or removal of a director, shall be filled by appointment by the remaining members of the board. Such an appointee shall serve during the unexpired term of the director whose position has become vacant.

**Section 5.** The board shall be composed of not less than five (5) members, nor more than fifteen (15) members.

**Section 6.** The Board of Directors shall be responsible for the formulation and implementation of overall policy, members shall serve without pay, and no financial benefits shall accrue as a result of membership on the governing body.

**Article IV. Meetings**

- Section 1.** The Board of Directors shall meet monthly, unless otherwise specified by a majority of the board members present at a board meeting.
- Section 2.** An annual meeting of the governing body shall be held during March each year. Notice of the meeting shall be given to all members of the board and organization, not less than fifteen (15) days before such meeting. A slate of new board members and officers will be included in the notification.
- Section 3.** Board members whose terms have expired and officers will be replaced or re-elected each year, by means of election by the general membership at the annual meeting.
- Section 4.** The term of office for the new directors and officers shall begin April 1.
- Section 5.** The quorum for the meeting of the Board of Directors shall consist of one (1) board officer and four (4) voting members, for a total of five (5) directors.
- Section 6.** Robert's Revised Rules of Order shall be the authority for the conduct of all meetings.
- Section 7.** Special meetings may be called by the President of the board for specified purposes, provided written notice is given to all board directors prior to such meeting.
- Section 8.** The board shall have two permanent committees and special committees as needed. The two standing committees shall be: Community Involvement and Communications.
- Section 9.** Board members are strongly encouraged to attend Board, special, and assigned committee meetings. Directors who are unable to participate in a vast majority of the regular, special and assigned meetings, are encouraged to resign. Should a board member fail to attend three consecutively scheduled meetings, the President of the board shall, in writing, request such board member to declare, in writing, his/her intent to remain an active board member or resign. In the event the board President does not receive a response, as requested, within thirty (30) days of the original mailing, the lack of response shall be deemed a resignation and shall be so submitted by the President, at the next regularly scheduled board meeting, as a motion to accept such director's resignation.
- Section 10.** A director's membership on the board may be terminated, in any case, by two-thirds (2/3) of the directors present at any regular meeting, voting to terminate a directorship.
- Section 11.** Except as otherwise provided in this Section, meetings of the Board of Directors shall be open to the public.

The President shall have the authority to call an executive session at any time he/she deems appropriate. Attendance during an executive session is limited to board members and necessary organization members as determined by the President.

**Section 12.** Notwithstanding that the board meetings shall be open to the public, the release of any document used or produced in the course of conducting business and deliberations will be at the discretion of the Board. For the purposes of this Section, “document” includes any original, reproduction, or non-identical copy of any kind of written or documentary materials, or drafts thereof.

**Article V. Officers**

**Section 1.** Executive officers of the organization shall be a President, Vice-President and Secretary-Treasurer. These officers shall be elected by the general membership, and shall hold office for one (1) year, and/or until their successors are elected. These officers shall be members of the Board of Directors.

**Section 2.** The duties of the President shall be to preside at all meetings of the Board of Directors, to call special meetings, and to make assignments to committees as appropriate. The President shall also have other powers, duties and responsibilities as may be assigned to him by the Board of Directors.

**Section 3.** The Vice-President shall preside in the absence of the President. Further, in the event of the resignation of the President, the Vice-President shall assume the position of the President with all powers, duties and responsibilities as may be assigned to him by the Board of Directors.

**Section 4.** The Secretary/Treasurer shall be responsible for: ensuring minutes are kept for all meetings, notices of all meetings are sent out, and financial and other reports, as needed, are prepared for the board as requested.

**Section 5.** Additional duties and responsibilities may be assigned to the officers and/or delegated to other members of the Board of Directors.

**Article VI.** The By-Laws may be amended and approved by a two-thirds (2/3) majority vote of the governing body, provided written notice of the propose amendment is given to the members two (2) weeks prior to the meeting at which the vote is to be taken.

Upon approval of the majority of the Board of Directors, this statement shall serve as the By-Laws of the Shilshole Liveboard Association, from this day hence.

**Article VII.** Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or organization established exclusively for education of the general population about the waterway environments of the state of Washington.