

Adopted: April 26, 2004

As amended through: April 26, 2018

**ARTICLE I. Mission**

Section 1. Mission Statement. The mission of Friends of Olympic National Park is to support Olympic National Park in preserving the Park's natural, cultural and recreational resources for the benefit of present and future generations. The Friends of Olympic National Park promote understanding of the Park's ecological, economic and recreational importance and work with Olympic National Park on special projects.

**ARTICLE II. Principal Office**

Section 1. Principal Office. The principal office of Friends of Olympic National Park (hereinafter the "Friends"), a non-profit corporation incorporated under the laws of the state of Washington, shall be 600 East Park Avenue, P.O. Box 2438, Port Angeles, Washington 98362.

Section 2. Other Offices. The Friends may have such other office or offices, at such suitable place or places within or without the state of Washington as may be designated from time to time by the Board of Directors of the Friends.

**ARTICLE III. Membership and Dues**

Section 1. Members and dues. Membership shall be available to all individuals who affirm and subscribe to the mission of the Friends as stated in Article I. The Friends may have various classes of members. The designation of such classes shall be determined, from time to time, by the Board of Directors. Membership in the Friends is not transferable or assignable. The initial members shall be all individuals who participated in the planning for or organization of this corporation. Charter members shall be those who pay dues of \$15.00 during the first year of operation as determined by the Board of Directors.

Section 2. Annual membership meeting. Notice of the annual membership meeting shall be sent to the members and postmarked at least two weeks before the annual membership meeting, and shall include the location, date and time of the meeting. The notice shall also include a brief statement of the agenda. The president of the Friends shall set the date, time and place of said annual membership meeting.

Section 3. Special meetings. Special meetings of the membership may be called by the president at any time, and shall be called by the secretary upon written request of ten members in good standing, or by a majority of the Board of Directors. Notice of such meetings must be sent to the members and postmarked at least ten days before the time set for such meetings. The notice shall also include a brief statement of the agenda.

**ARTICLE IV. Board of Directors**

Section 1. General powers. The business affairs of the Friends shall be managed by its Board of Directors. The officers of the Board are the officers of the Friends.

Section 2. Number and tenure. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than nine (9) nor more than thirteen (13). Board members shall be elected to terms of three, two or one year, so that their terms are staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) and fewer than one-half (1/2) of all members of the Board of Directors shall expire.

Section 3. Removal. Any Director may be removed by a majority of the full Board of Directors whenever in the Board's judgment the best interests of the Friends would be served thereby, including without limitation missing three (3) board meetings without an excused absence, a felony conviction, or a request for recall by the membership.

Section 4. Vacancies. A vacancy on the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by election of a temporary Board member by a majority vote of the remaining Board of Directors for a period not to exceed the election and confirmation of a new Board member by the membership of the Friends at the next annual membership meeting to fill the unexpired portion of the term.

Section 5. Qualifications. Board members shall be elected at the annual membership meeting. It is the policy of the Friends that the members of the Board reflect the geographic diversity of the general membership of the Friends. In addition to the voting members of the elected Board of Directors, the Superintendent of Olympic National Park shall be a non-voting member of the Board, ex officio. No employee of the National Park Service or a Park concessionaire shall be a voting member of the Board of Directors. No member of the Board of Directors shall be paid any compensation for his or her services as a Director. Upon approval of the Board, Board members may be compensated for the expenses in attending Board meetings or for expenses incurred in performing official business of the Board.

Section 6. Quorum. A majority of the full Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the full Board of Directors are present at said meetings, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the directors, present at a meeting at which a quorum is present, shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

Section 7. Regular meetings. The Board of Directors shall meet at least quarterly, or more often as needed. Notice of regular meetings must be sent to all Board members at least ten (10) days before the time set for such meetings. The notice shall include a brief statement of the agenda.

Section 8. Special meetings. Special meetings of the Board of Directors may be called by the president or by a majority of the Board of Directors at any time. Notice of such meetings must be sent to all Board members and postmarked at least ten (10) days before the time set for such meetings. The notice shall include a brief statement of the agenda.

Section 9. Consent action by Directors. Any action consented to in writing by a majority of the full Board of Directors shall be valid as if adopted by the Board of Directors at a duly notified and held meeting of the Board, provided such written consent is delivered to the secretary, and recorded in the minutes of the Friends.

**ARTICLE V. Officers**

Section 1. Officers. The officers of the Friends shall be a president, a vice president, a secretary, a treasurer, and assistant secretaries and treasurers as needed. Upon approval of the Board of Directors, the offices of secretary and treasurer may be combined in to an office of secretary/treasurer. The Board may by majority vote create other such offices and hire such employees as it may from time to time deem appropriate.

Section 2. Election and term of office. The officers shall be elected by the Board of Directors for an annual term. The officers shall be elected at the next meeting of the Board of Directors to be held after the annual membership meeting, and the officers shall serve until their successors have been duly elected. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 3. Removal. Any officer may be removed by a majority of the full Board of Directors whenever in the Board's judgment the best interests of the Friends would be served thereby, including without limitation missing three (3) board meetings without an excused absence, a felony conviction, or a request for recall by the membership.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by election of a new officer by a majority vote of the full Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the Friends and shall supervise all the affairs of the Friends. He or she shall preside at all meetings of the Board of Directors and shall be the Board's chairperson. The president may sign, with the secretary or any proper officer of the Friends authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed,

except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute or some other officer or agent of the Friends; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice president. In the absence of the president or in the event of the president's inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as may be assigned by the president or by the Board of Directors.

Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Friends; receive and give receipts for moneys due and payable to the Friends from any sources whatsoever, and deposit all such moneys in the name of Friends in such banks, trust companies, or other depositories as shall be selected in accordance with the duties incident to the office of treasurer; and such other duties as may be assigned by the president or Board of Directors. If required by the Board of Directors, the treasurer shall be bonded for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the Board of Directors, the annual membership meeting, and any special membership meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or required by law; be custodian of the corporate records and of the seal of the Friends and see that the seal of the Friends is affixed to all documents, the execution of which on behalf of Friends under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of secretary and such other duties as may be assigned by the president or the Board of Directors.

#### **ARTICLE VI. Committees**

Section 1. Executive Committee. The Board of Directors may designate, by resolution adopted by a majority, an executive committee consisting of three of its members to manage the day to day operations of the Friends, and who shall report no less than quarterly to the full Board of Directors.

Section 2. Other committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Friends may be designated by a majority of the Directors present at a meeting at which a quorum is present. The president of the Friends shall appoint the committee chairperson, who will appoint the committee members thereof. Committee membership may be drawn from the membership at large by the appointed committee

chairperson with the approval of the Board. Any member thereof may be removed by the Board whenever in their judgement the best interests of the Friends shall be served by such removal.

Section 3. Term of office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Friends and until his or her successor is appointed, unless the committee shall be sooner terminated.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government consistent with these bylaws or with rules adopted by the Board of Directors.

**ARTICLE VII. Contracts, Checks, Deposits and Funds**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Friends (authorized in writing), in addition to the officers so authorized by these bylaws, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Friends. Such authority may be general or confined to specific instances.

Section 2. Checks, drafts and other instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Friends up to the amount of \$500.00 shall be signed by such officers, agent or agents of the Friends authorized by the Board in writing and in such manner as shall be determined by the Board of Directors. In the absence of such determination by the Board of Directors or any amount over \$500, such instruments shall be signed by the treasurer and the president.

Section 3. Deposits. All funds of the Friends shall be deposited to the credit of the Friends in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of Friends any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Friends.

Section 5. Compensation or payments. No part of the net earnings of the Friends shall inure to the benefit of, or be distributable to, the directors, officers, or other private persons, except that the Friends shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

**ARTICLE VIII. Books and Records**

Section 1. Fiscal year. The fiscal year of the Friends shall be determined by the Board of Directors. In the absence of such determination by the Board of Directors, the fiscal year of the Friends shall be the calendar year.

Section 2. Books and records. The Friends shall keep current and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors.

Section 3. Audits. The Board of Directors shall determine when audits are necessary. An audit shall take place at least once every three (3) years.

**ARTICLE IX. Amendments and Waivers**

Section 1. Amendments to bylaws. Bylaws may be adopted, amended, or repealed by an affirmative vote of at least two-thirds of the whole number of the Board of Directors at an actual meeting thereof or by written ballots with signature from each of the whole number of the Board of Directors and mailed to the office of the secretary in a sealed and postmarked envelope. The Board of Directors shall have the authority to interpret the bylaws. All such actions will be explained or reported to the membership in the next mailing or at the next meeting, as determined by the Board of Directors.

Section 2. Political activities. No part of the activities of the Friends of Olympic National Park shall attempt to influence legislation, and the Friends of Olympic National Park shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign or behalf of any candidate for public office.

Section 3. Waiver of notice. Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Act of the state of Washington or under provisions of the Articles of Incorporation or the bylaws of the Friends, a waiver thereof in writing and signed by 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.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of FRIENDS OF OLYMPIC NATIONAL PARK, a Washington nonprofit corporation, and that the foregoing bylaws, comprising six (6) pages, constitute the bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the 26th day of April, 2018.

(s) Rodney D. Farlee, acting Secretary