

**BYLAWS  
OF  
SEQUIM GOOD GOVERNANCE LEAGUE**

**ARTICLE 1. OFFICES**

The principal office of the Sequim Good Governance League (SGGL) shall be located at its principal place of business or such other place as the Board of Directors may designate. SGGL may have such other offices, within the City of Sequim or the Sequim-Dungeness Valley as the Board of Directors may designate or as the business of SGGL may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes of Members**

SGGL shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**2.2 Qualifications for Membership**

In order to qualify for membership, a member shall be anyone who has completed and submitted a membership form and is approved by the Board of Directors. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws. Members can be disenrolled from membership by a majority vote of the Board of Directors for promoting or engaging in acts that are not consistent with good governance principles as laid out in the Purpose statement of the SGGL Articles of Incorporation.

**2.3 Voting Rights**

2.3.1 Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

**2.4 Meetings of Membership**

2.4.1. Meetings of the membership shall be held at a place and time designated by the Board of Directors.

2.4.2. *Regular meetings of the membership* shall occur at a time and place set by the Board of Directors but no less than twice per year.

2.4.3 *Special meetings of the membership* may be called at any time by the Board of Directors or by a petition signed by not less than ten percent of the membership.

2.4.4. An *Annual meeting of the membership* shall be held each year on a regular meeting date set by the Board of Directors for the purpose of electing Board Directors, and for any other such business that may come before the meeting.

## **2.5 Place of Meetings**

All meetings of members shall be held at the principal office of SGGL or at such other place within the Sequim-Dungeness Valley designated by the Board of Directors.

## **2.6 Notice of Meetings**

The President, the Vice President or the Secretary, shall deliver notice of membership meetings to each member entitled to notice of or to vote at the meeting, either personally, by mail, or by electronic transmission, not less than one nor more than twenty days before the meeting, written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than one-fifth of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time, and place as the Secretary may fix, not less than five nor more than twenty days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time, and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the corporation with postage thereon prepaid. Notice by electronic transmission must be delivered in accordance with Section 2.13 of these Bylaws.

## **2.7 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice and delivered either personally, by mail, or by electronic transmission, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **2.8 Quorum**

One-tenth (10%) of the members of SGGL, represented in person [or by proxy], shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

## **2.9 Manner of Acting**

The vote of a majority of the votes entitled to be cast by the members represented in person [or by proxy] at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law or these Bylaws.

## **2.10 Proxies**

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of Board of Directors before or at the time of the meeting, delivered either personally, by mail, or by electronic transmission. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

## **2.11 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document and delivered either personally, by mail, or by electronic transmission. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

## **2.12 Meetings by Telephone or Internet Conferencing**

Members may participate in a meeting of members by means of a conference telephone or an internet conferencing app (such as Zoom) or similar communications equipment by means of which all persons participating in the meeting can hear either hear or see each other at the same time. Participation by such means shall constitute presence in person at a meeting.

## **2.13 Electronic Transmission**

SGGL may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the member and the address, location, or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

# **ARTICLE 3. BOARD OF DIRECTORS**

**3.1. Governance:** SGGL shall be governed by a Board of Directors consisting of the Officers and one to three at-large Directors.

**3.2 Authority:** The Board of Directors will approve all SGGL actions, decisions, policies, procedures, and guidelines and may delegate such approval to the Officers or or individual at-large Directors.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the organization shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be initially selected or appointed by the Board of Directors. Such officers shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board of Directors. Any two or more offices may be held by the same person, except the office of President.

### **4.2 Election and Term of Office**

After the initial one-year term of the officers selected or appointed by the Board of Directors has expired, the officers of the organization shall be elected each year by at the annual meeting of the members. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual members meeting or until his or her successor is elected.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Vice President, or the Secretary, or by giving oral or written notice at any meeting of the Board of 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.

### **4.4 Removal**

Any officer may be removed from office by the Board of Directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. An officer may be removed if (s)he fails to attend four consecutive board meetings, indicating lack of interest.

### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board of Directors for the unexpired portion of the term or for a new term established by the Board of Directors.

#### **4.6 President**

The President shall be the chief executive officer of the organization and, subject to the Board of Directors' control, shall supervise and control all of the assets, business, and affairs of the organization. The President shall preside over meetings of the members. The President may sign deeds, mortgages, bonds, contracts, or other instruments, when approved by a majority of the Board of Directors, except when the signing and execution thereof have been expressly delegated by the Board of Directors 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 of Directors from time to time.

#### **4.7 Vice Presidents**

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board of Directors as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board of Directors resolution selecting officers) shall perform the duties of the President, except as may be limited by resolution of the Board of Directors, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board of Directors, the same powers as the President. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board of Directors.

#### **4.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board of Directors; (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 business records of the organization; (d) keep records of the name, email, and post office address of each member. (e) co-sign with the President, or other officer authorized by the President or the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments; and (f) 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 of Directors.

#### **4.9 Treasurer**

If requested by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board of Directors may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization; receive and give receipts for moneys due and payable to the organization from any source whatsoever, and deposit all such moneys in the name of the organization 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 of Directors.

## ARTICLE 5. ADMINISTRATIVE PROVISIONS

### 5.1 Books and Records

The organization shall keep at its principal or registered office copies of its current Charter and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board of Directors; records of the name, email, and post office address of each member and of the name, email, and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the organization shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

### 5.2 Accounting Year

The accounting year of the organization shall be the twelve months ending December.

### 5.3 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 Charter, or any resolution of the Board of Directors.

## ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on  
\_\_ March 10, 2022.



Nicole Hartmann  
SGGL Secretary