

# Current Articles of Incorporation

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## RESTATED

### ARTICLES OF INCORPORATION

#### SKAGIT RIVER BALD EAGLE AWARENESS TEAM

A Non-Profit Washington Corporation

Upon the adoption of the resolution, restated articles of incorporation shall be executed by the corporation by one of its officers. The restated articles shall set forth all of the operative provisions of the articles of incorporation together with a statement that the restated articles of incorporation correctly set forth change the provisions of the articles of incorporation as amended and that the restated articles of incorporation supersede the original articles of incorporation and all amendments thereto.

#### ARTICLE I

The NAME of corporation shall be: **Skagit River Bald Eagle Awareness Team.**

#### ARTICLE II

The period of DURATION of this corporation shall be **perpetual.**

#### ARTICLE III

The PURPOSES for which this nonprofit charitable organization is formed are:

1. To sponsor, organize and promote the Upper Skagit Bald Eagle Festival, an annual event held at various locations, principally in the communities of eastern Skagit County in Washington State.
2. To work to increase protection and public appreciation of the complexity and importance of the Skagit Watershed ecosystem by operating a seasonal interpretive center and creating a year-round Skagit River Interpretive Center to provide education resources and accurate information about bald eagles, salmon and the Upper Skagit River Watershed.
3. To work cooperatively with and support agencies and organizations actively engaged in conservation of Bald Eagles, Bald Eagle habitat and other wildlife conservation issues related to the Skagit River Watershed.
4. To participate in year-round activities that promote conservation, education and stewardship of the Skagit River Watershed
5. To encourage the receipt of tax-deductible gifts of money, time and resources for the benefit and furtherance of all the aforementioned activities
6. To furnish funds, property, grants, and services to other non-profit corporations in furtherance of any of the organization's purposes.
7. To support individuals, businesses and entities active in the Upper Skagit Valley by encouraging and promoting their participation in the corporation's activities.

8. To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as it now exists or as hereafter amended including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

#### **ARTICLE IV**

The corporation shall have all POWERS which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.. It shall also have the power to undertake, either alone or in cooperation with others, **any lawful activity** which may be necessary or desirable for the furtherance of any or all purposes for which it is organized. The corporation may invest its assets. Any return from such investments shall be used to further the purposes of the organization.

#### **ARTICLE V**

The name of the REGISTERED AGENT is: **Leatha Sullivan**.

The street address of the REGISTERED OFFICE which is also the address of the Registered Agent is as follows: **52809 Rockport Park Rd., Rockport, WA 98283**.

The post office box number, which may be used in conjunction with the Registered Agent address, located in the same city, is: **PO Box 571, Concrete, WA 98237**.

#### **ARTICLE VI**

The corporation shall be APOLITICAL. No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE VII**

The corporation shall have **no members**, and the management of this corporation is vested in a BOARD OF DIRECTORS. Directors shall serve until their successors are appointed and qualified. A minimum of five directors must serve on the Board of Directors; however there may be **up to eleven directors** serving on the board. The actual number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation.

Directors of the corporation shall **not be personally liable** to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, or any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled.

Names and addresses of the current directors/incorporators are as follows:

- Judy Hemenway: 50095 Sauk Store Road, Concrete, WA 98237
- Deanne Ensley: 7552 Russell Road, Concrete, WA 98237
- Leatha Sullivan: P.O. Box 905, Concrete, WA 98237
- Cora Thomas: 8642 Sobek Lane, Concrete, WA 98237

- Al Nickerson: 51905 Hwy 20, Rockport, WA 98283
- Karen Ganion: 42875 Rivers Edge Court, Concrete, WA 98237
- Ember LaBounty: P.O. Box 905, Concrete, WA 98237
- Kelly Regan: 8100 Owens Lane, Concrete, WA 98237

#### **ARTICLE VIII**

The financial activities of the corporation are subject to LIMITATIONS, in that the corporation shall have no capital stock, and no part in the net earnings of this corporation shall inure in whole, or in part, to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501 (a) or 4501(c)(3) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

#### **ARTICLE IX**

TRANSACTIONS INVOLVING DIRECTORS are subject to special attention. No contracts or other transactions between this corporation and any other entity, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniary, or otherwise interested in, or is a trustee, director, or officer of such other entity. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be pecuniary, or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

#### **ARTICLE X**

DISSOLUTION DISTRIBUTIONS upon termination of corporation must be handled according to the provisions of the laws of the State of Washington for nonprofit organizations, which require that all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Internal Revenue Code, or any successor statutes, and which further purposes set forth in Article III. In no event, shall any of the corporation's assets be distributed to the officers, directors, or employees of the corporation.

#### **ARTICLE XI**

This corporation reserves the right to make AMENDMENTS or otherwise alter, change, and repeal any provision contained in these Articles of Incorporation by the affirmative **vote of majority of sixty (60) percent** of the Board of Directors.

#### **ARTICLE XII**

Six INCORPORATORS, each a then director of the corporation then named the Upper Skagit Bald Eagle Festival Committee, signed the original Articles on 06 March 1991. By signing below in lieu of the original incorporators, each current director whose name and address is listed in Article VII above, **reaffirms the original incorporation, and acknowledges this current document** as its modified and restated successor.

IN WITNESS WHEREOF, on this \_\_\_\_\_ day of \_\_\_\_\_, 2006 \_\_\_\_\_

Judy Hemenway  
President of SRBEAT

**CONSENT TO APPOINTMENT AS REGISTERED AGENT**

I, **Leatha Sullivan** hereby consent to serve as Registered Agent in the state of Washington for the Skagit River Bald Eagle Awareness Team. I understand that as agent for the foundation, it will be my responsibility to accept Service of Process on behalf of the corporation; to forward license renewals and other mail to the corporation; and to immediately notify the Office of the Washington Secretary of State in the event of my resignation or of any changes in the Registered Office address.

Signed \_\_\_\_\_

Registered Agent; Dated \_\_\_\_\_ 2006

# BYLAWS

## SKAGIT RIVER BALD EAGLE AWARENESS TEAM BYLAWS

### ARTICLE I – Articles of Incorporation

The Articles of Incorporation, as restated and submitted to the Washington Secretary of State on April 13<sup>th</sup> 2006, and as are now or hereafter in effect, are incorporated by reference into these Bylaws. If there is any conflict between the Articles and these Bylaws, the Articles shall prevail. The secretary of the corporation shall keep a copy of the Articles with the current Bylaws.

### ARTICLE II – Office & Records

The corporation's registered office shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. At this office the corporation shall keep correct and complete books and records of account, as well as minutes of the proceedings of its Board of Directors. The organization may have other offices at any place or places as the Board of Directors may from time to time determine.

### ARTICLE III – Board of Directors

- A. **Powers & Duties:** The management of all the affairs, property and interests of the Corporation shall be vested in a Board of Directors. The directors, acting as a body, shall set the policies for and oversee the operations & finances of the organization. The Board of Directors may hire support personnel, enter into contracts necessary to accomplish the corporation's purposes, and take any other action not prohibited by statute, the Articles of Incorporation, or these Bylaws.
- B. **Number & Qualification:** There shall be 5 and no more than 11 members of the Board of Directors. Directors must be of sound mind and legal age. Each director will take an active role in the organization, promotion and administration of corporation activities. From among their number, Directors shall select a Chairperson to lead the meetings of the Board, and said Director may vote with any other director, unless doing so would cause a tie.
- C. **Term:** Directors shall serve a two year term.
- D. **Quorum:** A majority of the whole Board of Directors, not counting any current vacancies, shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.
- E. **Vacancies:** A director may initiate his/her resignation at any time by giving written notice to the Board. Three consecutive unexcused absences from scheduled meetings shall be considered a resignation. Acknowledged communication with the Chairperson prior to the meeting will be considered an excused absence. Vacancies on the Board shall be filled by nomination and subsequent confirmation by the remaining directors, by which action a director's resignation will be final and the replacement director installed.
- F. **Regular Meetings:** An annual meeting of the Board of Directors and interested volunteers and staff shall be scheduled to follow up on and evaluate each year's Bald Eagle Festival, by the end of the fiscal year. In addition to the Annual meeting, the Board of Directors shall meet not less than three additional times during the year, on a schedule determined by the Chairperson/President.
- G. **Special Meetings:** Special meetings of the Board of Directors may be called at any time by the President upon written request of any two directors.
- H. **Action Without Meeting:** Any action to be taken by the Board of Directors may be taken without a meeting, with the directors in communication by telephone or email, if before or after the action all members of the Board unanimously consent in writing. Email will be considered the same as in writing. The consent has the same effect as the vote of the Board for all purposes.
- I. **Notice:** Notice of all regular meetings of the Board of Directors shall be given to each Director by minimum seven (7) days prior service of the same by email, by letter, by telephone or personally,

if not scheduled in advance as a point of business during a prior regular meeting. The Annual calendar will be kept by the secretary. Such notice need not specify the business to be transacted nor the purpose of the meeting. Notice of all special meetings of the Board of Directors shall be given to each director by a minimum three (3) days prior service of the same by email, by letter, by telephone or personally. Such notice shall specify the business to be transacted, or the purpose of the meeting.

- J. **Waiver of Notice:** Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.
- K. **Registering Dissent:** A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless the director shall file a written dissent of abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent 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 during the course of the meeting.
- L. **Compensation:** Directors shall receive no remuneration for their services as directors, but the Board may by resolution authorize reasonable reimbursement of expenses incurred in the performance of their duties. The corporation may advance expenses where appropriate. Nothing herein shall preclude a director from serving the Corporation in any other capacity and receiving compensation for such service. Participation in SRBEAT sponsored activities for profit is not precluded.
- M. **Loans:** No loans shall be made by the corporation to any director.
- N. **Removal:** Any Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Directors.

#### ARTICLE IV – Officers

- A. **Number of Officers:** SRBEAT shall have a Chairperson who will be the President, a Vice-President, a Secretary, a Treasurer, and such additional officers as the Board of Directors may designate. Each officer shall serve a two year term. Officers and Directors shall be staggered by even or odd years. Officers shall be selected by the Board of Directors at the first board meeting following the annual festival.
- B. **Duties of the President & Vice-President:** The President is the chief executive officer for the corporation, and shall be authorized by the corporation in all official business. In the absence of the President the Vice- President will perform all of the duties of the President.
- C. **Duties of Secretary:** The Secretary shall keep minutes of Board meetings; shall have charge of current and historical corporate records; and shall make reports and perform other duties as directed by the board.
- D. **Duties of Treasurer:** The Treasurer shall oversee the accounts and the legal conduct of the financial affairs of the organization.

#### ARTICLE V – Committees

- A. The Board of Directors shall create committees as needed. The Board of Directors shall designate Chairs to committees to report to the Board and/or submit written reports.

#### ARTICLE VI – Volunteers

- A. Persons who are interested in furthering the goals of the corporation may be recruited as volunteers. Volunteers may participate at all meetings and events, unless participation is specifically limited by the Board of Directors. Volunteers shall follow the Policy and Procedure as directed in volunteer manual.
- B. Volunteer compensation, if any, will be determined by the Board of Directors.

C. Volunteers shall be required to sign a waiver of liability prior to participation in SRBEAT activities.

**ARTICLE VII – Fiscal Year**

The corporation’s fiscal year shall be from May 1st thru April 30th of the following calendar year.

**ARTICLE VIII – Depositories**

The funds of the corporation shall be deposited in the name of the corporation in such bank(s) or financial institution(s) as the Board of Directors may designate, and shall be drawn from such accounts only by order for payment duly signed as determined by the Board of Directors.

**ARTICLE IX – Indemnification**

The corporation shall indemnify its directors, officers, employees and key volunteers (hereinafter called “such persons”) to the greatest extent permitted by law, for any expenses or liability incurred in his/her capacity as a representative or agent of the corporation, as provided by the Washington Nonprofit Corporation Act (Chapter 24.03 RCW). The corporation shall indemnify any such person, his/her heirs or assigns, for any and all judgments, settlement amounts, attorneys fees and litigation expenses incurred by him/her by reason of his/her having been made a party to litigation due to his/her capacity or former capacity as a representative or agent of the corporation. Such person is not entitled to indemnification if the cause of action is brought by the Corporation itself against the person, or if it is determined in judgment that the person was derelict in the performance of his/her duties, or had reason to believe his/her action was unlawful.

No such person shall be personally liable to the corporation for monetary damages for conduct as it representative or agent, provided that this article shall not eliminate the liability of such person for any act or omission occurring prior to the date when this article becomes effective, and for any act or omission for which elimination of liability is not permitted under said Washington Nonprofit Corporation Act.

**ARTICLE X - Conflict of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings that any such transaction has occurred shall record such disclosure, abstention and rationale for approval.

**ARTICLE XI – Amendments**

These Bylaws may be amended by resolution at any time by an affirmative vote of at least two-thirds of the entire Board of Directors.

**Adopted this date of April 13<sup>th</sup> 2006**

Judy Hemenway – President \_\_\_\_\_

Deanna Ensley – Vice President \_\_\_\_\_

Leatha Sullivan – Secretary \_\_\_\_\_

Cora Thomas \_\_\_\_\_

Al Nickerson \_\_\_\_\_

Karen Ganion \_\_\_\_\_

Gail Boggs \_\_\_\_\_

Ember LaBounty \_\_\_\_\_

Kelly Regan \_\_\_\_\_