

DUNGENESS RIVER NATURE CENTER
Interpreting the natural and cultural history of the Olympic Peninsula
at Railroad Bridge Park, Sequim, Washington 98382

BY-LAWS

Revised June 24, 2021

ARTICLE I.

NAME.

The name of the corporation: Dungeness River Nature Center (changed from the River Center Foundation). The principal offices of the Dungeness River Nature Center shall be located at Railroad Bridge Park, 2151 W. Hendrickson Road, Sequim, Clallam County, Washington. Mailing address: PO Box 2450, Sequim, WA 98382

ARTICLE II.

PURPOSE.

The purposes of the Dungeness River Nature Center 501(c) 3 are:

1. To promote understanding, stewardship, and enjoyment of the Olympic Peninsula's unique natural and cultural resources.
2. To collect, research, interpret, and display specimens in order to exhibit the natural and cultural history of the various and unique ecosystems of the Olympic Peninsula, with a special focus on the Dungeness River Watershed.
3. To conduct educational programming related to science, and natural and cultural history as well as to provide self-guided learning opportunities for all visitors.
4. To raise funds to operate a natural science center through activities such as a gift shop, lecture series, memberships, contributions, and other fund-raising efforts.

Notwithstanding any other provisions of these articles, the non-profit corporation shall not carry on any activities not permitted by the Internal Revenue Service under Section 501 (c) 3 of the Internal Revenue Code.

ARTICLE III.

MEMBERSHIP, DUES and VOTING.

Section 1. MEMBERSHIP. Membership in the Dungeness River Nature Center 501(c) 3 includes any person, group or organization who has joined and is interested in furthering the purposes of the Dungeness River Nature Center. The Dungeness River Nature Center Board may establish and modify membership policies upon recommendation of the Membership Committee.

Section 2. MEMBERSHIP PRIVILEGES. Each member is entitled to one vote in every election by

the general membership. In case of group memberships, only one voting representative shall be entitled to cast a vote.

Section 3. **EFFECTIVE DATE.** Annual (one-year) memberships become effective in the month that payment of a qualifying donation and a completed membership form are received. Annual memberships will be renewed one year later, as long as a qualifying donation has been received.

Section 4. **ANNUAL MEETING.** The annual meeting of the members shall be held during the month of June of each year, at a location and on a date selected by the Board, to transact such business as may properly come before the meeting, and to elect and install new Board members.

Section 5. **NOTICE OF MEETINGS.** The President or Board, when calling an annual or special meeting of the members, shall cause a written notice stating the place, day and hour of the meeting, to be delivered not less than ten (10) or more than thirty (30) days before the meeting to each member entitled to vote. In the case of a special meeting, the notice will also state the purpose or purposes for which the meeting is called.

Section 6. **SPECIAL MEETINGS.** Special meetings of the general membership may be called at any time, and for any purpose, by the Board or by petition of not less than five percent (5%) of the voting members.

Section 7. **QUORUM.** Twenty-five voting members shall constitute a quorum at any general membership meeting. If a quorum is not present at any meeting of the membership, the actions taken will constitute a recommendation only to the Board who will then make the final decision.

ARTICLE IV.

GENERAL.

Section 1. The Board of the Dungeness River Nature Center is empowered to accept donations, memorials, or designated special gifts and to seek other means of support, including grants.

ARTICLE V.

BOARD.

Section 1. **GENERAL POWERS. AUTHORITY.** The affairs of the shall be governed by its Board who shall appoint committees and sub-committees as deemed necessary and shall be responsible for formulating policy and providing oversight for the development and operation of the Dungeness River Nature Center.

Section 2. **THE BOARD.** The Board shall be made up of elected members from the Dungeness River Nature Center membership, and appointed members from the partner organizations. The total number of Board members shall be at least fifteen (15) voting members.

Section 3. ELECTED BOARD MEMBERS. The Board members, with the exception of appointed representatives, are to be elected by the majority of the members present at the annual meeting of the membership. Elected members will serve a three-year term, with no more than two consecutive three-year terms and, after one year, would be eligible to serve again as a new Board member. Under special circumstances an exception may be allowed to the term limits upon recommendation and approval by the Board.

Section 4. APPOINTED BOARD MEMBERS. In addition to the elected Board members, the Board shall include representatives appointed by the Partner Organizations, up to three (3) each appointed by the Jamestown S'Klallam Tribe and the Olympic Peninsula Audubon Society, and one (1) appointed by the Washington State office of the National Audubon Society.

Section 5. AFFILIATE MEMBERS. The Board may invite other entities with shared interests to appoint Affiliated Board members, who shall be non-voting.

Section 6. REGULAR MEETINGS. A regular monthly meeting of the Board shall be held to conduct the business of the Dungeness River Nature Center.

Section 7. SPECIAL MEETINGS. Special meetings of the Board may be called by, or at the request of, the President or any two (2) Board members. Special meetings will be announced to Board members no less than forty-eight (48) hours prior by telephone or written notice.

Section 8. QUORUM. A majority of the total voting Board members shall constitute a quorum.

Section 9. COMPENSATION. Board members shall not receive any compensation for their services.

Section 10. VACANCY. The Board may fill any vacancy occurring for the remainder of the unexpired term.

Section 11. INDEMNIFICATION. Every Director and Board member shall be indemnified against all liabilities, civil and criminal, incurred in relation to his or her duties, including all reasonable expenses of defense, except to the extent that he or she shall have been finally adjudged to be liable for negligence or misconduct in the matter out of which the liability arises.

Section 12. RULES OF ORDER. All regular committee meetings shall be conducted by the Chairperson or presiding officer in a manner designed to arrive at consensus whenever possible. If voting is required, voting will be conducted by voice vote with majority rule. The Chair will operate in accordance with Robert's Rules of Order Newly Revised.

Section 13 CODE OF CONDUCT:

Members of the Board shall:

- Respect the rights, dignity and worth of all other persons;
- Function primarily as a member of the Board, not as a member of any particular constituency;

- Conduct themselves openly, professionally, lawfully and in good faith in the best interests of the Board;
- Behave with appropriate courtesy, respect and decorum;
- Be fair, equitable, considerate and honest in all dealings with others;
- Exercise due diligence in upholding their fiduciary responsibility to the membership of Board;
- Respect the confidentiality appropriate to issues of a sensitive nature;
- Ensure that all members are given sufficient opportunity to express opinions, and that all opinions are given due consideration and weight;
- Respect the decisions of the majority and resign if unable to do so; and commit the time to attend meetings and to be diligent in their preparation for and participation.

Section 14. CONFLICT OF INTEREST. Whenever a member of the Board has a financial or personal interest in any matter coming before the Board, the affected person shall:

- Fully disclose the nature of the interest; and
- Withdraw from discussion, lobbying and voting on the matter.

Any transaction or vote involving such a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the Dungeness River Nature Center. The minutes of meetings at which such votes are taken shall record such disclosure, abstention or action taken and the rationale for such action.

ARTICLE VI.

OFFICERS.

Section 1. NUMBER. The officers of the will consist of a President, Vice President, Secretary, and Treasurer. Such other officers and assistant officers as deemed necessary may be appointed by the Board.

Section 2. ELECTION. The officers shall be elected by the Board at its first meeting after the annual meeting of the general membership. The Board will appoint standing and special committees to assist in the conduct of the duties of the Board.

Section 3. TERMS OF OFFICE. All officers shall be elected for a term of one (1) year.

Section 4. VACANCY. If the replacement of any officer becomes necessary during his/her term in

office, the Board shall have the power to appoint a candidate to fill the vacancy for the remainder of the unexpired term.

Section 5. DUTIES OF OFFICERS.

- **PRESIDENT.** The President or his/her designee shall preside at all meetings of the general membership and the Board and shall be an ex-officio member of all committees, except the Nominating Committee. The President is responsible for ensuring that the Board of Directors and its members: are aware of and fulfill their governance responsibilities; comply with applicable laws and By-Laws; conduct board business effectively and efficiently; and are accountable for their performance.
- **VICE PRESIDENT.** The Vice President is responsible for acting as President in the event the President is unable to fulfill his or her duties.
- **SECRETARY.** The Secretary has primary responsibility for documenting and preserving the history and actions of the Board of Directors and for taking accurate minutes at meetings and distributing the minutes to Board members. The Secretary, in collaboration with the Director, makes sure that all state and federal documents are filed as required by law.
- **TREASURER.** The Treasurer provides oversight for the organization's finances. He or she works with the Director to ensure the accounting and reporting of all financial matters meets nonprofit accounting standards of practice and adheres to federal and state laws.

ARTICLE VII.

BUSINESS CONDUCTED ON BEHALF OF THE DUNGENESS RIVER NATURE CENTER.

Section 1. DUTIES. When conducting business on behalf of the Dungeness River Nature Center, employees, and volunteers shall comply with the stated purpose under (Article II) to satisfy the requirements set forth by the Jamestown S'Klallam Tribe, state, and federal agencies and other grantors.

ARTICLE VIII.

CHECKS, DEPOSITS, FUNDS, INDEBTEDNESS, CONTRACTS.

Section 1. SIGNATURES. All checks, drafts and money orders exceeding an amount determined by adopted policy, issued in the name of the Dungeness River Nature Center shall require two (2) signatures. Those authorized to sign shall be the officers of the Board of the Dungeness River Nature Center, and up to one additional Board signatory appointed by the officers and the Center Director.

Section 2. FINANCIAL INSTITUTIONS. Depositories of the Dungeness River Nature Center shall be such financial institutions designated from time to time by the Board, in which the monies shall be

deposited or invested. The Board shall direct the Treasurer as to the investment of accumulated funds.

Section 3. INDEBTEDNESS. The Board shall decide on all matters of indebtedness and are authorized to execute the proper instruments pertaining to such indebtedness.

Section 4. CONTRACTS. The Board is authorized to execute contracts on behalf of the Dungeness River Nature Center.

ARTICLE IX.

FISCAL YEAR.

The fiscal year of the Dungeness River Nature Center shall be the calendar year, ending December 31 at 12 midnight.

ARTICLE X.

DISSOLUTION.

In case of dissolution of the Dungeness River Nature Center, after paying or adequately providing for all its debts and obligations, the remaining assets shall be distributed to one or more organizations which have established their tax-exempt status under Section 501 (c)3 of the Internal Revenue Code, as selected by the Board.

ARTICLE XI.

AMENDMENTS TO BY-LAWS.

These By-Laws may be revised, amended or repealed and new By-Laws may be adopted by a majority of the membership present at any annual meeting or at any special meeting as specified in Article III, Section 7.

Adopted as revised at the meeting of the Dungeness River Nature Center Board in Sequim, WA on September 11, 2008; amended at the 2013 Annual Membership Meeting; amended at a Special Meeting of the Membership on September 12, 2016; and amended June 24, 2021.

Laura Dubois

Laura Dubois, President