

**AMENDED AND RESTATED BY-LAWS
OF THE SKAGIT AIRPORT SUPPORT ASSOCIATION**

ARTICLE I. ORGANIZATION, OFFICES AND PURPOSE

SECTION 1. ORGANIZATION

The name of the organization shall be the Skagit Airport Support Association, hereinafter-abbreviated SASA, organized under the Nonprofit Public Benefit Corporation Law of Washington for charitable, public and educational purposes.

SECTION 2. OFFICE

The principal office of SASA shall be in Skagit County, Washington at a specific location approved by the Board of Directors.

SECTION 3. PURPOSE

The purpose of SASA is to develop, promote and preserve aviation and aviation related industry proximate to the Skagit Regional Airport and to foster safe and efficient operation of the general aviation airport system to benefit the community. In addition, SASA will advance the public awareness and interest in the beneficial use of aviation through educational and charitable means. To achieve this end, SASA will represent airport user interests by active involvement with the public community groups, port commissioners, and airport management.

SECTION 4. REGISTERED AGENT

As a Washington non-profit corporation, SASA shall have, and continuously maintain in the State of Washington, a registered agent whose office shall be identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the Directors may change the address of the registered office from time to time.

ARTICLE II. MEMBERS

SECTION 1. CLASSIFICATION OF MEMBERS

The Corporation shall have two classes of members. One class shall be known as voting members and shall have voting and other rights. The other class shall be known as honorary members and shall have no voting, or other rights except as defined in Section 12 of this article. No person shall hold more than one membership in the association or be a member of both classes at the same time.

SECTION 2. ELIGIBILITY AND QUALIFICATION FOR MEMBERSHIP

Any natural person who is interested in promoting aviation is eligible to be a member. The Board of Directors at its discretion may grant waivers of qualification.

SECTION 3. ADMISSION TO MEMBERSHIP

Any person eligible for membership under Section 2 of this Article shall be admitted to voting membership by submitting an application to the Board of Directors. Upon written acceptance of the

application, and on payment of the first annual dues as specified in Section 5 of this Article, such individual shall be entitled to the full benefits of membership.

SECTION 4. APPLICATION FEE

There shall be no fee for making application for membership in the organization.

SECTION 5. DUES

The annual dues payable to the organization by voting members shall be in such amounts as shall be determined by resolution of the Board of Directors. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A voting member, on learning of the amount of dues determined by the Board of Directors, may avoid liability for the dues by promptly resigning his membership. Honorary members are not liable for annual dues.

SECTION 6. NUMBERS OF MEMBERS

There shall be no limit on the number of members the Association may admit.

SECTION 7. TRANSFERABILITY OF MEMBERSHIP

Neither the membership in the organization nor any rights in the membership may be transferred or assigned for value or otherwise.

SECTION 8. MEMBERSHIP RECORD

The organization shall keep a record of the name, address and email address of each member. The record shall also contain the fact of termination and the date on which such membership ceased. The Secretary, or another appropriate Officer shall keep the record.

SECTION 9. NONLIABILITY OF MEMBERS

A member of the Association shall not, solely because of such membership be personally liable for the debts, obligations, or liabilities of the Association.

SECTION 10. TERMINATION OF VOTING MEMBERSHIP

- a. Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes.
 1. The voluntary resignation of a member
 2. Where a membership is issued for a period of time, the expiration of such period of time.
 3. The death of a member
 4. The nonpayment of dues, subject to the limitations set forth in Section 10(b) of this Article
- b. Nonpayment of Dues. The membership of any member who fails to pay his dues when due or within sixty days thereafter shall automatically terminate at the end of such sixty-day period provided such member was given a fifteen-day prior written notice of the termination stating the reasons therefore. The notice shall be given personally to such member, sent by first-class mail or e-mail to the last address of such member as shown in the Membership record.

SECTION 11. TERMINATION OF HONORARY MEMBERSHIP

Honorary membership and all rights of honorary membership may be terminated by resolution of the Board of Directors.

SECTION 12. RIGHTS OF HONORARY MEMBERS

Honorary members shall receive all notices, newsletters and Association reports normally provided to voting members and may attend all regular and special meetings of members and may be heard thereat. Honorary members have no other rights or privileges.

ARTICLE III. MEETINGS OF MEMBERS

SECTION 1. PLACE

Meetings of members shall be held at the principal office of the Association or at such location as may be designated from time to time by the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually at a date, time and place set by the Board of Directors for the purpose of transacting proper business as may come before the meeting, including the election of Directors.

SECTION 3. SPECIAL MEETINGS

Special meeting of the members may be called by the Board of Directors, or the President of the Association and held at such place as is fixed by Section 1 of this Article. Ten percent or more of the voting members of the Association may call special meetings for any lawful purpose, including removal of Directors and Officers.

SECTION 4. NOTICES OF MEETINGS

Written notice of the annual meeting of members shall be personally delivered, mailed by United States mail or e-mailed, not less than ten business days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat. At the discretion of the Board of Directors, additional, written notice of regular meetings other than the annual meeting may be either personally delivered, mailed by United States mail, or e-mailed, not less than ten business days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event the notice is given by mail or other means of written communication, it shall be addressed to the member at the address of record of such member appearing on the books of the Association, or at the address given by the member to the Association for the purpose of the notice. Whereas no such address appears or is given, notice shall be given at the principal office of the Association.

If a special meeting is called by members as authorized by Section 3 of this Article, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Vice President or Secretary of the Association. The officer receiving the request shall promptly cause written notice to be given to the members that such a meeting shall be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board of Directors and shall not be less than twenty, or more than

forty days after receipt of the request for the meeting by the officer. If the notice is not given within fifteen days after receipt of the request, persons calling the meeting may give notice themselves.

SECTION 5. CONTENTS OF NOTICE

The notice shall state the place, date and time of the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

SECTION 6. QUORUM

- a. Requirement. A quorum at any meeting of members shall consist of one-third or twenty-five of the voting members, whichever is less.
- b. Members may vote by mail, but the membership must be advised when and where the ballots are to be returned.
- c. Loss of Quorum. The voting members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough voting members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of the voting members required to constitute a quorum.
- d. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned by a majority of the voting members present, but new business may be transacted except as provided in Section 7 of this Article.

SECTION 7. VOTING OF MEMBERSHIP

- a. One Vote per Member. Each voting member is entitled to one vote on each matter submitted to a vote of the members.
- b. Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is fifteen days before the date of the meeting of members.
- c. Proxy voting. Members entitled to vote shall not be permitted to vote or act by proxy, and no provisions in the Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

SECTION 8. CONDUCT OF MEETINGS

- a. President. The President of the Association or, in his absence, the Vice-President, or in the absence of both the President and the Vice-President, the Treasurer, or in the absence of the President, the Vice-President, and the Treasurer, any other person chosen by the majority of the members present shall be the Acting President and shall preside over the meetings of the members.
- b. Secretary of Meetings. The Secretary of the Association shall act as the secretary of all meetings of members, provided that, in his absence, the President or Acting President shall appoint another person to act as the secretary of the meetings.

- c. Rules of Order. Robert's Rules of Order as may be amended from time to time shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Association, or the law.

SECTION 9. ACTION BY WRITTEN BALLOT WITHOUT MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Association distributes a written ballot to every members entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provided that, where the person solicited specifies a choice with respect to any such proposal, the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approval necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 10. REASONABLE NOMINATION AND ELECTION PROCEDURES

The Association shall make available to voting members reasonable nomination and election procedures for the election of Directors by voting members. Such procedures shall be reasonable given the nature, size and operations of the Association.

ARTICLE. IV. DIRECTORS

SECTION 1. GENERAL POWERS AND DUTIES

The affairs of SASA shall be managed by its Board of Directors. It is the responsibility of the Board of Directors to formulate and adopt policy, including general direction and activity of the Association that is consistent with the stated purpose of SASA and reflects membership input.

SECTION 2. NUMBER OF DIRECTORS

The Association shall have not less than four or more than twenty Directors. The Directors shall be collectively known as the Board of Directors. The exact number of Directors shall be fixed from time to time by resolution of the Board of Directors within the limits specified herein. The President of the Board of Directors shall act as the Association's chief operating officer.

SECTION 3. QUALIFICATION

The Directors of the Association shall be residents of the State of Washington and must be members of SASA in good standing.

SECTION 4. TERMS OF OFFICE

Each Director shall hold office for a term of two years or until the annual meeting of the members as prescribed by Article III Section 2 of these Bylaws which falls at least 24 months after his election to office, and until such Director's successor is elected and qualifies under Section 2 of this Article.

SECTION 5. NOMINATION

Any person qualified to be a Director under Section 3 of this article may be nominated by the method of nomination determined by the Board, or by any other method authorized by law.

SECTION 6. ELECTION

The Directors shall be elected by the voting members at each annual meeting of the members as prescribed in Article III Section 2 of these Bylaws. The candidates receiving the highest number of votes, up to the number of Directors to be elected, are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided that they continue to meet the qualifications require by Section 2 of this Article.

SECTION 7. VACANCIES

Any vacancy occurring on the Board may be filled by the affirmative vote of a majority of the remaining directors, constituting not less than a quorum of the Board. A director elected to fill a vacancy will be elected for the unexpired term of his or her predecessor in office.

SECTION 8. RESIGNATION AND REMOVAL, AND ABANDONMENT

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of SASA, or by giving oral or written notice at any meeting of the directors. Such resignation shall become effective upon delivery of the notice, or at such other time as is specified in the notice.

After notice and opportunity to be heard, any member of the Board may be removed for cause by a majority vote at a special meeting of the members as prescribed in Article III Section 3 of these Bylaws.

Regular communication is a crucial part of a Director's job. If a Director ceases to regularly communicate with the other Directors, the Secretary shall prepare a written "notice of impending forced resignation" to the non-communicating Director and deliver it to the last know address. If, after 30 days that Director still has not communicated, then by resolution of the Board, he shall be deemed as to have resigned and the position is now vacant.

SECTION 9. MEETINGS

- a. Call of the meetings. The President, Vice-President or any two Directors may call meetings of the Board.
- b. Place of Meetings. All meetings of the Board shall be held at the principal office of the Association or at such place as may be specified by a majority of the Board of Directors.
- c. Time of Regular Meetings. Regular meetings of the Board shall be held, without call or notice immediately preceding each regular meeting of the members of the Association as set forth in Article III Section 2 of these Bylaws, or at a time and place as may be designated by the Board.

- d. Quorum. A majority of the authorized members of the Directors constitutes a quorum of the Board for the transaction of business. Members of the Board of Directors may participate in the meeting by conference telephone as long as all participants can hear and take part in the proceedings. Any member of the Board of Directors who cannot attend a meeting in person, or by telephone may participate in such meeting by giving his or her written proxy to another member of the Board of Directors, and the person holding such proxy shall be entitled to act for the absent member to the extent authorized by the written proxy.
- e. Action by a Majority. Every act or decision by a majority of the authorized number of Directors at a meeting duly held at which a quorum is present is the act of the Board of Directors, except as otherwise provided by law.
- f. Conduct of Meetings. The President, or in his absence, any Director selected by a majority of the Directors present as the Acting President shall preside over meeting of the Board. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

SECTION 10. INFORMAL ACTION BY DIRECTORS

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if each member of the Board consents in writing, and such actions are authorized by written resolutions recorded in the minutes maintained by the Secretary of SASA.

SECTION 11. COMPENSATION

Directors shall not receive any stated compensation for their services, but nothing herein contained will be construed to preclude any director from serving SASA in any other capacity and receiving compensation therefore.

SECTION 12. STANDING OR SPECIAL COMMITTEES

The Board by resolution, adopted by a majority of its Directors, may designate or dissolve committees. Committees may consist of Directors or voting members. No committee or committees shall exercise the authority of the Board, as defined by these Bylaws, without Board approval.

ARTICLE V. OFFICERS

SECTION 1. NUMBER AND TITLES

The Officers of the Association shall be President, Vice-President, Secretary, Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. An officer of the Association may hold only one office at a time.

SECTION 2. QUALIFICATIONS

The Officers must be members of the Board of Directors.

SECTION 3. ELECTION AND TERMS OF OFFICE

The Board of Directors on an annual basis shall select the officers of SASA. Officers will hold office until their successor has been duly elected.

Any Officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

SECTION 4. DUTIES OF OFFICE

- a. **President.** The President shall be Director of the Association. He shall coordinate the activities of the Association and promote the general welfare of the Association. He shall appoint all committee chairs unless otherwise specified and shall carry out the collective wishes of the members. The President shall preside at all meetings of the members. He shall sign in the name of the Association all correspondence committing or in any way binding the Association, except in cases where the signing and execution thereof is expressly delegated by the Board, or by these By-Laws, or by statute to some other officer, or prior agent of SASA.
- b. **Vice-President.** The Vice-President shall perform the duties of the President in the absence, death, disability, or refusal to act, of the President and in such event shall be vested with his powers.
- c. **Secretary.** The Secretary shall handle all correspondence, maintain a register of membership, and keep a book of minutes of the meetings. The books and records shall be open to inspection by any member at any reasonable time.
- d. **Treasurer.** The Treasurer shall exercise general supervision of the business affairs-and shall keep the financial records of the SASA. The Treasurer will have charge and custody of, and be responsible for, all funds and securities of SASA, receive and give receipts for money due and payable to SASA from any source whatsoever, and deposit all such monies in the name of SASA at such banks, trust companies, or other depositories as are selected in accordance with the provisions of Article VII of these By-Laws.

ARTICLE VI. FISCAL MATTERS

SECTION 1. RESPONSIBILITIES

The Board of Directors shall be responsible for all financial matters of SASA. The Board will need to authorize all expenditure of funds.

SECTION 2. CHECKS, DRAFTS, WIRE TRANSFERS, ETC.

All checks, drafts, wire transfers, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of SASA, shall be signed by such officer or officers, agent or agents of SASA and in such manner shall, from time to time, be determined by resolution of the Board. In the absence of such a determination of the Board, any such instrument shall be signed by the Treasurer and counter-signed by the President of SASA.

SECTION 3. DEPOSITS

All funds, of SASA shall be deposited from time to time to the credit of SASA in such banks, trust companies or other depositories as the Board may select. Notwithstanding the foregoing, the funds of SASA must be deposited in a financial institution located within Skagit County, Washington.

SECTION 4. GIFTS

The Board may accept on behalf of SASA any contribution, gift, request, donation or devise for the general purpose or for any special purpose of SASA.

SECTION 5. AUDIT

The Board may at its discretion select an auditor to conduct an audit of the organization's books.

ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 1. IMMUNITY

Any Board member, officer, or other person who performs services for SASA at the request of the organization and who does not receive compensation other than reimbursement of expenses shall be immune from civil liability to the extent provided by applicable law.

SECTION 2. STANDARD OF CONDUCT

Each director, or officer of SASA shall discharge his or her respective duties in compliance with the standards of the laws of the State of Washington, including, without limitation: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner such director or officer reasonably believes to be in the best interests of SASA, consistent with its stated objectives.

SECTION 3. INDEMINIFICATION

SASA shall, to the fullest extent now or hereafter permitted by law, indemnify each director, officer, or member against liability (including but not limited to judgments, fines, amounts paid in settlement, attorneys' fees, and related expenses) incurred in the performance of such duties or service, or incurred while acting in such capacity or arising out of his or her status as such, provided that the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of SASA, as determined by the Board of Directors of SASA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent. SASA shall also indemnify directors and officers as required by applicable law. The foregoing indemnification obligation is limited to SASA and does not extend to its members.

SECTION 4. SELECTION OF ATTORNEYS AND DIRECTORS AND OFFICERS LIABILITY INSURANCE

SASA shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which the foregoing indemnification applies. Members of the Board of Directors shall have the authority to obtain, at SASA's cost, directors and officers liability insurance that cover the foregoing indemnity obligations.

ARTICLE VIII. AMENDMENT OF BYLAWS

- a. These Bylaws may be amended at a regular or special meeting of the membership by a vote of two-thirds of those present.
- b. Proposed amendments will be submitted by the Byelaws Committee or the Board to the membership for approval in writing and not less than 60 days prior to the membership vote for their approval
- c. An amendment shall be in effect immediately upon conclusion of the voting unless otherwise ordered by the membership or otherwise provided within the amendment itself, and shall be announced in the organization newsletter to the membership as soon as practicable after its adoption.

ARTICLE IX. ASSOCIATION RECORDS AND REPORTS

SECTION 1. RECORDS

The Association shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The Association shall also keep a record of its members, giving their names, addresses and email addresses. The minutes shall be kept in either written form or in any other form capable of being converted to written form.

Any member of SASA, who is in good standing, or such member’s agent or attorney, for any proper purpose at any reasonable time, may inspect all books and records of SASA.

SECTION 2. ANNUAL REPORT

The Board shall cause an annual report to be made available at a regular meeting, or, as its option, sent to the members not later than 120 days after the close of the Association’s calendar or fiscal year. The report shall summarize the principal activities of the Association and shall include the certificate of the Treasurer that such statements were prepared without audit from the books and records of the Association.

ARTICLE X. ON DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, or all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue code.

CERTIFICATE OF SECRETARY of the Skagit Airport Association, a Washington State Nonprofit Corporation.

I hereby certify that I am duly elected and acting Secretary of the Skagit Airport Support Association and that the foregoing Bylaws, comprising ____ pages, constitutes the Bylaws of this Association as duly adopted at a meeting of members thereof held on the

_____ Day of _____, 19_____.

Date _____ Secretary _____
