

Let's Get Ready, Orcas!

Bylaws

(Adopted XXXX XX, 2026 - Board of Directors Meeting)

ARTICLE 1. NAME AND PURPOSE

The name of the organization shall be **Let's Get Ready, Orcas!**

Let's Get Ready, Orcas! is a charitable corporation as defined in 24.03A.010(5) Revised Code of Washington.

The purpose of **Let's Get Ready, Orcas!** is to promote community-based emergency preparedness and resiliency on Orcas Island and in San Juan County, Washington, through preparedness, response, and recovery, by using best practices to train volunteers and empower trained volunteers, and by sharing resources, information and skills with other emergency response groups.

ARTICLE 2. OFFICES AND GEOGRAPHICAL BOUNDARIES

The principal office of the **Let's Get Ready, Orcas!** shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate on Orcas Island, in San Juan County, Washington. **Let's Get Ready, Orcas!** may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of **Let's Get Ready, Orcas!** may require from time to time.

ARTICLE 3. MEMBERSHIP

Let's Get Ready, Orcas! shall have no members as defined in Section 24.03A.010(45) of the Washington Nonprofit Corporation Act.

ARTICLE 4. BOARD OF DIRECTORS

4.1 General Powers

The affairs of **Let's Get Ready, Orcas!** shall be managed by a Board of Directors (the "Board").

4.2 Number

The Board shall consist of not less than three (3) nor more than nine (9) Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

4.3 Qualifications

Directors shall reside within San Juan County. Each Director shall provide and maintain an email address to which all notices of **Let's Get Ready, Orcas!** shall be sent. Additional qualifications may be prescribed by the Board by resolution or by amendment to these Bylaws.

4.4 Election of Directors

The initial set of Directors was determined by the creators of the organization: Michael Hurwicz, Sharon Abreu, and Bruce Benton. Successor Directors shall be elected at the annual meeting of the Board. The terms of the Directors shall be set so that the terms shall be staggered to the extent possible, so approximately one-third of the initial Directors shall serve a one-year term, approximately one-third of the initial Directors shall serve a two-year term, and approximately one-third of the initial Directors shall serve a three-year term. If a vacancy arises on the Board that the Board determines should be filled prior to the next annual meeting of the Board, the Board may hold a special election at a regular or at a special meeting of the Board called for the purposes of the special election, with five days notice, and such term of office shall terminate upon the subsequent election held at the first annual meeting of the Board thereafter.

4.5 Term of Office

Unless a Director dies, resigns or is removed, after the initial term at founding has been served, he or she shall hold office for a term of three (3) years or until his or her successor is elected, whichever is later. Directors may serve two (2) consecutive three (3) year terms and may be eligible for re-election after a twelve (12) month absence from the Board.

4.6 Annual Meeting

The annual meeting of the Board shall be held between January 1 and the last day of February in each year at a time established by the Board for the purposes of electing directors and officers and transacting such business as may properly come before the meeting.

4.7 Regular Meetings

4.7.1 Regular meetings of the Board shall be quarterly at a minimum.

4.7.2 The Board will determine the time and place on Orcas Island for meetings, and the Secretary will provide notice and the agenda to the Directors a minimum of five (5) calendar days prior via e-mail or other medium approved by the Board.

4.8 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President, Vice President, or any two Directors, or, in the case of a committee meeting, by the chairperson of the committee.

4.9 Remote Meetings

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee using one or more means of remote electronic communication through which all Directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

4.10 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to Directors in writing or by personal communication not less than two (2) days before the meeting. Notices in writing may be delivered to the Director by electronic transmission. The general purpose of any special meeting must be specified in the notice of such meeting. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

4.11 Waiver of Notice

4.11.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

4.11.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.12 Quorum

A simple majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

4.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

4.15 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents taken together shall constitute one and the same document. Any such written consent shall be inserted in the

minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

An issue deemed to be of an emergent nature may be voted upon electronically so long as (a) Directors have twenty-four (24) hours to respond; and (b) two-thirds of the Directors respond. If a quorum votes unanimously, then the motion carries. If the motion is not carried, the issue must be discussed at a meeting.

4.16 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary via electronic mail, or by giving oral or written notice at any meeting of the 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.

4.17 Removal

At a meeting of the Board, one or more Directors may be removed from office by a two-thirds (2/3) vote by the Directors then in office who are not the subject of motion to remove one or more Directors. Unless the Board determines that circumstances justify retention, an officer of the Board shall be removed from office if he or she is absent from 3 successive meetings of the Board.

4.18 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of **Let's Get Ready, Orcas!** if the request and evidence presented is approved by two (2) officers of the Board or by vote of the Board.

ARTICLE 5. OFFICERS

5.1 Number and Qualifications

The officers of **Let's Get Ready, Orcas!** shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Any two

offices of these last three offices (Vice President, Secretary and Treasurer) may be held by a single person.

5.2 Election and Term of Office

The officers of **Let's Get Ready, Orcas!** shall be elected each year by the Board at its annual meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

5.3 Resignation

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

5.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by a majority vote of the Board whenever in its judgment the best interests of **Let's Get Ready, Orcas!** would be served thereby. Unless the Board determines that circumstances justify retention, an officer of the Board shall be removed from office if he or she is absent from 3 successive meetings of the Board.

5.5 Vacancies

A vacancy in any office created by any cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

5.6 President

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of **Let's Get Ready, Orcas!** . The President shall preside over meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board 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 the President by the Board from time to time.

5.7 Vice President

In the event of the incapacity of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

5.8 Secretary

The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of **Let's Get Ready, Orcas!** ; (d) keep records of full contact information of each Director and each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

5.9 Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for oversight of all funds and securities of **Let's Get Ready, Orcas!** ; (b) receive and give receipts for moneys due and payable to **Let's Get Ready, Orcas!** from any source whatsoever, and ensure the deposit all such moneys in the name of **Let's Get Ready, Orcas!** in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; (c) provide financial reports to the Board at its meetings and on request; (d) pay out moneys for all just debts and expenses of **Let's Get Ready, Orcas!** as approved by the Board 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.

ARTICLE 6. ADMINISTRATIVE PROVISIONS

6.1 Checks, Drafts, Etc.

All checks, electronic transfers, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of **Let's Get Ready, Orcas!** shall be signed or authorized by the Treasurer, or in the Treasurer's absence by the President of **Let's Get Ready, Orcas!** and in such manner as is from time to time determined by resolution of the Board.

6.2 Books and Records

Let's Get Ready, Orcas! shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each officer; and such other records as may be necessary or advisable.

6.3 Accounting Year

The accounting year of **Let's Get Ready, Orcas!** shall be the twelve (12) months ending December 31.

6.4 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be the rules contained in the most currently available Robert's Rules of Order on Parliamentary Procedure, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 7. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of two-thirds (2/3) majority of the number of Directors in office.

7.1 Submission

Proposed amendments must be submitted to the Secretary at least fourteen (14) days in advance of the regular or special Board meeting called for the purpose of amending Bylaws, to be sent to Directors with regular or special Board announcements at least fourteen (14) days in advance of the meeting at which the proposed amendments are to be considered.

7.2 Modifications

Modifications to correct spelling, punctuation, grammar, or to clarify wording without changing the intent can be approved at the same meeting in which they are initially presented to the Board. No prior presentation or notification is required.

ARTICLE 8. DISSOLUTION

The Board may dissolve this nonprofit corporation by a vote of two-thirds (2/3) of the members present at a meeting called for the purpose of considering dissolution, so long as a quorum is present for the vote at such meeting.

Upon dissolution of this nonprofit corporation, the assets shall be distributed, in order of priority, 1) to an organization serving Orcas Island, WA, that is performing a similar service to **Let's Get Ready, Orcas!**; 2) to an organization in San Juan County, WA that is performing a similar service to **Let's Get Ready, Orcas!**; 3) to San Juan County, WA for the purposes of supporting emergency services management; 4) to the Community Emergency Response Team (CERT) agency of the State of Washington; 5) to the Federal Emergency Management Agency (FEMA); 6) to the American Red Cross.

The foregoing Bylaws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on _____, 2026 at which a quorum was present.

Certified this ____ day of January, 2026 as adopted by the Board of Directors:

Michael Hurwicz

Sharon Abreu

Bruce Benton

Attested:
