

ARTICLES OF INCORPORATION  
VASHON-MAURY ISLAND LAND TRUST  
As amended October 21, 2020

ARTICLE I: NAME

The name of this organization shall be the Vashon-Maury Island Land Trust, herein sometimes called the Land Trust or the Trust.

ARTICLE II: PURPOSE

The Land Trust is a charitable non-profit corporation organized for the purposes of acquiring, managing, preserving and disposing of land, easements, leases, or other rights or interest in land, or improvements to land, on Vashon and Maury Islands, King County, State of Washington, in a manner which will promote the preservation of scenic, natural, cultural, and recreational resources. The Land Trust's goals include the preservation of wildlife habitat, natural resources, and open space, as well as education and scientific research.

This Trust is not organized, nor shall it be operated, for any monetary gain or profit and it will not be distributing any gain, profit, or dividends to its members or any individual. This Trust is dedicated to charitable, non-profit purposes only and shall operate in a manner prescribed by the requirements of the Internal Revenue Code of 1954 as set forth in Section 501(c)(3) and the provisions of any subsequent federal tax laws.

Upon the dissolution or abandonment of the Land Trust, any and all assets, after payment of debts and liabilities, shall be donated to any other qualified conservation organization deemed appropriate by the Board of Directors, subject to the requirement that said organization must be organized as a charitable organization and operated for the purposes and under the rules set forth by the Internal Revenue Code, Section 501(c)(3) or subsequent federal tax law.

BY-LAWS  
VASHON-MAURY ISLAND LAND TRUST  
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ARTICLE I: MEMBERSHIP

Section 1. Any person, family, business, or other entity interested in the purposes and objectives of the Vashon-Maury Island Land Trust is eligible for membership.

Section 2. The Board of Directors may specify a minimum level of annual financial support or in-kind services necessary to qualify for, or retain, membership status. The Board may also identify membership classes to indicate varying levels or types of support.

Section 3. Each member shall have one vote in all matters brought before the membership for decision. Business, family, or other group members shall designate one individual to cast the group's vote.

ARTICLE II: MEMBERSHIP MEETINGS

Section 1. The Land Trust shall hold a meeting of its full membership at least annually. The meeting may be postponed or waived in exigent circumstances as documented by the board.

Section 2. Notice of the time and place for the annual meeting and any special membership meetings shall be given not later than 10 days before the date of the meeting, unless emergency circumstances require shorter notice. Meetings may be held in person or using electronic communications.

ARTICLE III: BOARD OF DIRECTORS

Section 1. A Board of Directors shall oversee Land Trust business and establish its goals and policies. The Board shall exercise all the powers of the corporation that are not expressly reserved to the members. Its primary responsibilities are threefold: 1) fiduciary; 2) mission development and compliance; and 3) employment and oversight of the Executive Director.

Section 2. The Board shall have a maximum of fifteen and a minimum of five members. Each director shall serve for a term of three years, with the terms staggered so that approximately one-third of the directors end their terms each year. On an annual basis, the Board shall establish the number of board members needed for the coming year and prepare a list of nominees, which may include current Board members whose terms are expiring. Each name shall be approved or rejected by majority vote of members present at the annual meeting.

Section 3. If a vacancy arises on the Board of Directors, the Board may, at its discretion, appoint someone to fill the vacancy. To continue serving on the Board, said member would be required to stand for election at the next Annual Meeting.

Section 4. There shall be at least six meetings of the Board of Directors per year, with no less than one meeting every other month. The Board shall publicize the time, place, and format of its meetings in a manner to ensure that Directors have a reasonable opportunity to attend. There shall be no voting by proxy.

Section 5. The board shall, from time to time, establish policies regarding expectations and performance measures for Board membership and rules for Board meetings.

Section 6. All meetings of the Board shall be open to members of the public except executive sessions and board retreats. Executive sessions shall include, but not be limited to personnel matters and discussion of sensitive matters such as property acquisitions, contracts, litigation, legal advice, or negotiations.

Section 7. A quorum shall consist of a simple majority of the number of Directors in office immediately before the meeting begins, including at least two officers. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, as long as any action taken is approved by at least a majority of the required quorum for such a meeting.

Section 8. The President shall preside over board meetings. If the President will be absent, he or she shall designate the Vice-President or another Board member to preside.

Section 9. Directors shall receive no compensation for their service as Directors, but if authorized by the Board, may receive reasonable compensation for other services rendered to the Land Trust. Directors may be reimbursed for expenses pursuant to policies established by the Board.

Section 10. A Director shall have no liability to the Land Trust for money damages for conduct as a Director except for acts or omissions that involve intentional misconduct or a knowing violation of law. Any current or former director who is involved in actual or threatened legal action by reason of the fact that he or she was a director or officer of the Trust shall be indemnified and held harmless by the Trust to the full extent permitted by law against all expense, liability and loss actually and reasonably incurred. The Trust shall interpret this indemnification provision to extend to all persons covered by its provisions using the most liberal possible interpretation – substantively, procedurally and otherwise.

#### ARTICLE IV: OFFICERS

Section 1. The Board shall elect from its members the following officers: President, Vice-President, Treasurer, and Secretary. The Board may, in its discretion, also designate and elect other officers.

Section 2. The term of each office shall be one year.

Section 3. The President shall preside over all affairs of the Trust, acting as its executive head, subject to the recommendations of the Board.

Section 4. The Vice-President shall assist the President in all activities of the Trust and shall assume the President's duties in the President's absence.

Section 5. The Treasurer shall be responsible for overseeing the implementation of fiscal policies, procedures, and controls adopted by the Board. The treasurer shall oversee collection, receipt, and disbursement of the funds of the Trust at the instruction of the Board. The Treasurer shall ensure that appropriate financial records are kept in an orderly and efficient manner and shall offer a report of funds at Board meetings. The Treasurer shall oversee preparation of an annual budget. Financial records of the Trust shall be audited or reviewed by a Certified Public Accountant at least annually.

Section 6. The Secretary shall keep a record of all proceedings of the Board and shall ensure that meeting minutes are distributed and approved. The Secretary shall also perform such other duties as are from time to time assigned by the Board.

#### ARTICLE V: EXECUTIVE DIRECTOR

Section 1. The Board may employ an executive director who shall be charged with the administrative and executive management of the affairs and property of the Land Trust, subject to direction by the Board.

Section 2. The executive director shall be responsible to the Board, shall report to the President, and shall serve as an ex officio non-voting member of the Board. The director may employ other staff members, as authorized by the Board.

#### ARTICLE VI: COMMITTEES

Section 1. The Executive Committee of the Board shall consist of the President, Vice-President, Secretary, and Treasurer, as well as such other Board members as the President may designate from time to time. The executive director shall serve as an ex officio non-voting member of the Executive Committee. The Committee shall meet at the call of the President and shall act for the Board between meetings, within the authority established by the Board. The Committee shall report to the Board concerning its activities as each regular meeting of the Board, and its actions shall be subject to Board approval.

Section 2. The Board may authorize such other committees of Board members as it deems appropriate to assist with Trust activities, and may also designate advisory committees, comprised in whole or part of non-board members.

#### ARTICLE VII: AMENDMENTS TO BY-LAWS

Section 1. These By-Laws may be amended by the vote of two-thirds of the current members who are present at the Annual Meeting or a special meeting called for the purpose of such an amendment. The notice for the meeting shall recite the wording of the amendments proposed by the Board and shall be given a minimum of ten days prior to the meeting.

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