
LUMMI ISLAND COMMUNITY ASSOCIATION

Board Policies and Procedures

June 2017

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1 – Purpose

The purpose of these policies and procedures is to guide the Board of Directors (Board) in its role in accomplishing its mission, provide the framework for operations, and monitor the finances of the organization.

2 – General Membership

The General Membership shall govern LICA as described in the Bylaws.

3 – Board of Directors

The Board is composed of members who bring diversity of skills and background to the organization.

The Board's focus is on governance of the organization and it is accomplished through adoption of policies or formal board action. Individual Board members are not authorized to make a commitment on behalf of the Board or the organization. Each Board member has one vote on all issues before the Board.

3A – General Powers and Responsibilities

The role of the Board is to:

- GOVERN the administrative and operational affairs of LICA;
- PLAN STRATEGICALLY toward the future;
- ESTABLISH POLICY that guides LICA and articulates the values that frame future strategies;
- ADVOCATE for and champion LICA's cause(s); and
- FUNDRAISE AND GENERATE REVENUE to ensure that LICA is financed properly, now and in the future.

Reference: Article VI of Bylaws

1. The LICA Board has a responsibility to:

- a. Determine LICA's mission and vision;
- b. Ensure effective organizational planning and assess performance;
- c. Provide for and oversee the effective management of LICA resources;
- d. Approve and monitor LICA's programs and services; and
- e. Enhance LICA's public image.

2. Board Member Expectations:

- a. Attend at least 75% of all Board meetings (in person or by phone);
- b. Review the agenda and supporting materials prior to Board and committee meetings;
- c. Serve on committees and take on special assignments, as needed;
- d. Remain informed about LICA's mission, services, and policies and activities;
- e. Promote LICA within the community;
- f. Remain attuned to issues affecting the Lummi Island community; and
- g. Suggest nominees for Board membership.

3. Board Member Code of Conduct

By accepting Board membership, a Board member is committing to honor the following code of conduct:

'As a Board member, I shall do my utmost to ensure that LICA performs its mission and achieves its goals.

As a Board member, I agree to:

- a. *Act with honesty and integrity;*
- b. *Support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions. I recognize that decisions of the Board can be made only by a majority vote at Board meetings and respect the majority decisions of the Board, while retaining the right to seek changes through ethical and constructive channels;*
- c. *Participate in Board self-evaluation programs and other educational events that enhance my skills as a Board member;*
- d. *Keep confidential information confidential;*
- e. *Exercise my authority as a Board member only when acting in a meeting with the full Board or as delegated to me by the Board;*
- f. *Work with and respect the opinions of my peers who serve this Board and leave my personal prejudices out of all Board discussions;*
- g. *Always act for the good of the organization and represent the interests of all people served by the organization;*
- h. *Represent this organization in a positive and supportive manner at all times;*
- i. *Observe the parliamentary procedures and display courteous conduct in all Board and committee meetings;*
- j. *Accept my responsibility for providing oversight of the financial condition of the organization;*
- k. *Avoid acting in a way that represents a conflict of interest between my position as a Board member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the Board and refrain from voting on matters in which I have conflict; and*
- l. *Abide by the decisions of the Board and membership.'*

3B – Board Meeting Agenda

The regular meeting agenda will include discussion items, action items, and informational items.

A Board member may submit a request to the Board president to have an item considered for placement on the agenda. Any such request should be submitted in writing at least three (3) days prior to the Board meeting.

The Board president shall develop the draft Board agenda and provide that agenda to the Board two (2) days in advance of each Board meeting.

The Board will review and approve the agenda at the beginning of each Board meeting.

3C – Conduct During Board Meetings

While the Board will operate informally, formal action will be taken in accordance with the procedures in Robert's Rules of Order.

1. Discussion of motions
 - a. All discussion shall be directed solely to the business under deliberation.
 - b. The Board president has the responsibility to keep the discussion to the motion at hand and shall halt discussion that does not apply to the business before the Board.
2. Voting Practices
 - a. The voting process will follow Robert's Rules of Order.
 - b. A formal vote will be taken on any items identified on the agenda as action items and any other items where the president or a Board member request a vote be taken.
 - c. The Board president shall have the right to discuss agenda items, motions, and resolutions, and vote on all matters coming before the Board.
 - d. No member should vote on a motion in which he or she has a direct personal or financial interest.
 - e. Dissenting and abstaining votes shall be recorded in the minutes of the Board meeting.
3. Closed Session

The Board will act in closed session in accordance with the law. The Board shall have the option of asking any observers to leave the meeting area during a closed session.

3D – Process for Seating New Board Members and Officers

A nominating committee established by the Board (policy to follow) shall present nominations for new and renewing Board members and officers prior to the January General Membership meeting. Members in Board service shall also publish vacancies in the newsletter soliciting interest.

Nominations shall be taken from the floor at the January and February General Membership meetings. All nominees must agree to accept the responsibilities of a Board member prior to nomination. All nominations from the floor shall require a second.

New Board members shall be approved by a majority of those members present at the Annual Meeting.

In the event the number of nominees equals the available positions, a unanimous voice ballot may be cast. Voting shall be by written ballot if there are multiple candidates for an office or nominees exceeding the available Board seats.

If a written ballot is required, the chairman of the meeting shall select three members from the floor to act as the election committee and count the ballots.

All elections of non-officer Board members shall be for a term of two (2) years. No non-officer Board member shall serve more than three (3) consecutive terms. After serving the maximum total number of consecutive years on the Board, a non-officer Board member may be eligible for reconsideration as a Board member after one (1) year has passed since the conclusion of such Board member's service.

The terms of the Board shall be staggered to provide for continuity.

3E – Action by Written Consent

Any action, including actions required by law, may be taken without a meeting if agreed to in writing, including email. Such action shall require a unanimous written vote of approval by all seated Board members and all responses shall be placed in the minute book of LICA. Such action shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The action shall be affirmed by a unanimous vote of Board members in attendance at the next regularly scheduled Board meeting.

4 – Officers

All officers of LICA shall be appointed from the Board of Directors elected by the General Membership.

The officers of LICA shall include a president, vice president, secretary, and treasurer. In addition to the duties in accordance with this article, officers shall conduct all other duties typically pertaining to their offices as defined in these *Board Policies and Procedures* and other such duties that may be required by law, articles of incorporation, or by the bylaws, and any other such additional duties that the Board may assign to them at its discretion.

The officers will be selected at a brief Board meeting immediately following the Annual Meeting at which Board elections are held and shall serve the needs of the Board. All officers have the right to resign at any

time by providing notice in writing to the president, and/or secretary of LICA. All resignations shall become effective upon the date the written notice of resignation is received or at any time later as may be specified within the resignation. The Board shall formally accept the resignation at the earliest opportunity thus establishing a vacancy.

4A – Officer Job Descriptions

President

The president shall fulfill the following responsibilities:

- Partner with the Board and General Membership in achieving LICA's mission and purpose;
- Provide leadership to the Board of Directors and General Membership;
- Chair meetings of the Board and General Membership and develops the agenda for these meetings;
- Appoint the chairpersons of committees, in consultation with other Board members;
- Serve as an ex officio member of all committees and attend their meetings when invited or as desired;
- Discuss issues confronting LICA with the Board and/or officers of the Board, as well as the General Membership, as necessary;
- Help guide and mediate Board actions with respect to organizational priorities and governance concerns;
- Monitor financial planning and financial reports;
- Evaluate annually the performance of LICA in achieving its purpose and provides a report to the General Membership at the Annual Meeting; and
- Perform other responsibilities assigned by the Board and General Membership.

Vice-President

The vice-president shall fulfill the following responsibilities:

- Carry out special assignments as requested by the Board president;
- Understand the responsibilities of the Board president and perform these duties in the president's absence; and
- Coordinate program planning for General Membership meetings.

Secretary

The Secretary shall fulfill the following responsibilities:

- Ensure the safety and accuracy of all Board records.

- Take and prepare the minutes of Board and General Membership meetings, which shall be placed in the LICA minute book upon approval of the Board or General Membership.
 - A copy of the minutes shall be provided to each Board member via email within five (5) days after the close of each Board or General Membership meeting.
 - Each Board member will have five (5) days after minute distribution to review and provide comments/corrections to the minutes. No response assumes consent.
- Assume responsibilities of the president in the absence of the Board president and vice-president.
- Provide notice of meetings of the Board and/or of a committee when such notice is required.

In the event the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting.

Treasurer

The Treasurer shall fulfill the following responsibilities:

- Understand financial accounting for nonprofit organizations;
- Manage, with the assistance of the president, the Board's review of and action related to the Board's financial responsibilities;
- Maintain a copy of the current newsletter subscribers;
- Receive and ensure the deposit of all money and other valuables as may be designated by the Board;
- Disburse, or cause to be disbursed, the funds of LICA for budgeted expenses or as may be ordered by the Board and/or General Membership;
- Present a financial report to the General Membership at each of its meetings or to the Board in months when the General Membership does not meet;
- Upon request, render to the president and Board an account of all the treasurer's transactions as treasurer and of the financial condition of LICA.
- Prepare and present the annual budget to the Board for approval; and
- Review the annual financial report and answer Board members' questions about the audit (if there is no audit committee).
- In the event of a vacancy in the office of Treasurer, the new Treasurer shall obtain all records and control of all funds within two (2) weeks of taking office.

Archivist

The archivist shall be an Ex-officio member of the Board. The archivist's responsibility is to ensure that the safety, integrity, and maintenance of the collection of documents, data, and artifacts of historical significance to Lummi Island, as well as storage of these documents in the secure, locked cabinets in the Island Library or other suitable public building.

Editor

The editor shall be an Ex-officio member of the Board. The editor's responsibility is to compile and distribute the LICA newsletter.

5 – Committees

The Board may, by a majority vote of the directors then in office, designate one or more committees to perform specific duties. Each such committee shall consist of one (1) or more directors and may also include persons who are not on the Board.

Any committee of LICA shall operate explicitly in an advisory capacity to the board and shall not have any authority to bind LICA or otherwise take formal action on behalf of LICA without express authorization by the board.

Without limitation, no committee may:

- Approve of any action that, pursuant to applicable law or the bylaws, would also require the affirmative vote of the members of the Board or General Membership.
- Fill vacancies on, or remove the members of, the Board or any committee.
- Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.
- Appoint any other committees of the Board or their members.
- Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all the property and assets of LICA otherwise than in the usual and regular course of its business; or revoke any such plan.
- Approve any self-dealing transaction, except as provided pursuant to law.
- Compel LICA in a contract or agreement or expend LICA funds.

5A – Committee Chairs

Committee chairpersons are charged with the following responsibilities. These responsibilities shall apply to both standing and ad hoc committees. A chairperson shall:

- Be a member of the Board;
- Set the tone for the committee work;
- Ensure that committee members have the information needed to do their jobs;
- Report on progress to the LICA Board;
- Report to the full Board on committee recommendations; and
- Assign work to the committee members, set the agenda, run the meetings, and ensure communications amongst committee members.

5B – Audit Committee

The Board shall appoint an Audit Committee to perform an audit of the financials on an annual basis. The membership of the Audit Committee shall not include the following persons:

- a. The President of the Board;
- b. The treasurer of LICA; or
- c. Any person with a material financial interest in any entity doing business with LICA.

The Audit Committee shall be appointed prior to the Annual Meeting and shall make recommendations to the Board to ensure the financial affairs of LICA are in order and complete its work no later than the April General Membership meeting. As soon as the committee submits its report, it is discharged from its duties. The Board shall determine whether to accept the recommendations.

It shall be the responsibility of the Audit Committee to determine if an independent auditor, who is a certified public accountant, is needed to further evaluate the financial affairs of LICA. Subject to Board approval, the Audit Committee is also charged with hiring and overseeing an independent auditor if required by the State of Washington. The Audit Committee shall ensure that the auditor adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, that have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Washington.

5C – Nominating Committee

The Nominating Committee is a standing committee of whose purpose is to identify willing and qualified candidates to serve on the LICA Board of Directors. The responsibility of the Nominating Committee is to find the best candidates for vacancies on the LICA Board.

The scope of the committee is:

- To ensure candidates are identified to maintain the Board at nine directors.
- To present the list of nominees at the January and February General Membership meetings.

The committee will consist of three (3) persons who are members of LICA appointed by the Board. Persons serving on the committee can be nominated for open positions.

This committee must ensure that no nomination is presented to the membership of LICA without the express consent of the nominee and that all potential nominees are voting members of LICA and able to attend LICA meetings.

The procedures the Nominating Committee will follow are:

- The secretary will provide the committee a copy of the membership list and the Bylaws.
- The committee should meet, carefully review the membership list, and select the people who they think will do the best job secured from Board member recruitment and/or recruitment notices published via normal LICA means of communications.
- A member of the committee should be designated to call each nominee to see if he/she is willing to serve if elected. If someone is not willing to serve, the committee needs to meet again and find another candidate.
- An individual asked to allow his/her name to be placed in nomination must first be introduced to the responsibilities involved in serving on the Board of Directors and then provided adequate time to consider whether he/ she wishes to serve.

If no candidate is recruited, the committee can leave that slot open for nominations from the floor and can advise members publicly that they do not have a nominee; this allows members to volunteer.

All Board members currently ending their first or second two (2) year term should be asked if they are willing to stand for re-election.

When called upon, the chair of the Nominating Committee will present the nominations for directors.

Appointment of members to the Nominating Committee will be made at the November Board meeting and serve until discharged or replaced by new appointments.

5D – Meals on Wheels Committee

The Board approved the facilitation of the Meals on Wheels (MOW) program for Lummi Island at the February 7, 2018 meeting. As facilitator, the Board will appoint a Standing Chairperson for MOW annually at the February Board meeting.

LICA's specific role is to provide resources for on-Island meal delivery as well as off-Island meal pick-up.

The responsibilities of the MOW Chairperson shall include:

- Recruit volunteers to administer the program on Island;
- Facilitate the submission of volunteer applications to MOWM for review and background check;
- Communicate with MOWM to remain up to date on the list of approved volunteers;
- Facilitate, as needed, the referral of participants in the MOW;

- Schedule volunteers to pick up meals at the Bellingham Senior Center and deliver meals to participant homes on Island;
- Collect donations and menus from participants and submit to MOWM weekly; and
- Serve as liaison between parties, as required.

6 – Standard of Care

A director shall perform all the duties in such a manner as the director deems to be in the best interest of LICA and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

Except as herein provided, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which LICA, or assets held by it, are dedicated.

6A – Conflict of Interest Policy

Article I – Purpose

The purpose of this policy is to protect LICA's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of LICA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which LICA has a transaction or arrangement;
- b. A compensation arrangement with LICA or with any entity or individual with which LICA has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- d. Compensation includes direct and indirect remuneration as well as gifts or favors that are not

insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing Board or committee shall determine whether LICA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in LICA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

The minutes of the governing Board and all committees with Board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken regarding the proceedings.

Article V – Compensation

1. A voting member of the governing Board who receives compensation, directly or indirectly, from LICA for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LICA for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LICA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

Each director, principal officer and member of a committee with governing Board-delegated powers shall annually sign a statement that affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that LICA is charitable and to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII – Periodic Reviews

To ensure LICA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to LICA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII – Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, LICA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

7 – Fiscal Sponsorships

It is the policy of LICA to support other Lummi Island non-profits, as determined appropriate by a vote of the Board, to receive and disburse funds on behalf of a non-tax-exempt entities. Many public and private donors will give money only to tax-exempt organizations so that they can take a charitable deduction for their donations on their federal income taxes. Frequently, organizers of projects that have not been qualified as tax-exempt (and may never be) and thus cannot offer donors the advantage of a tax deduction can establish a "fiscal sponsorship" with a tax-exempt entity to attract donations for a particular project that may be tax-advantaged to the donor.

In deciding whether to serve as a fiscal sponsor, LICA will:

- Determine that not only the project will further a specific charitable purpose of LICA, but also that the sponsored project will not engage in any other activities that might jeopardize the LICA's tax-exempt status;
- Maintain records establishing that the funds were used for such purposes; and
- Retain "complete control and discretion" over the use of the funds. (In other words, LICA becomes legally and financially responsible for the project it agrees to sponsor.)

There shall be two written agreements, one between the original donor and LICA and the other between LICA and the organizers of the sponsored project. The agreement between the original donor and LICA shall, among other things, provide that LICA has complete discretion and control over the funds. Where there is no

written agreement, LICA should send an acknowledgment or receipt stating that the funds will be used on behalf of the project (less an administrative fee, if any) so long as the project continues to further LICA's own charitable purposes.

A written agreement between LICA (sponsoring organization) and the organizers of the sponsored project will set forth:

- A description of the project and the charitable purpose it furthers;
- Any performance requirements for the project;
- Prohibited and restricted activities of the project;
- When and how donations will be solicited and whether there will be any restrictions on solicitations (to avoid situations where multiple requests are made to the same source);
- When and how donations will be remitted to the sponsoring organization and disbursed to the sponsored project;
- Responsibility for providing acknowledgments and receipts to donors;
- The extent to which the sponsoring organization and the project will be identified in promotional materials;
- Clarification of employment and/or supervisory relationships for any volunteers/personnel involved in the project;
- Timing and nature of financial reports from the sponsoring organization to the sponsored project;
- Timing and nature of project reports from the sponsored project to the sponsoring organization;
- The amount of any administrative or other fees charged by the sponsoring organization (either as a fixed fee or a percentage of funds received), if any;
- The duration of the fiscal sponsorship;
- Indemnification and insurance provisions; and
- Events of and remedies for default (including specifically the ability of the sponsoring organization to cease making disbursements or demand return of funds if the grant conditions are not satisfied).

8 – Requests or Complaints

All concerns or complaints made to an individual Board member shall be referred to the Board president for action unless the concern or complaint involves the Board president, in which case it shall be referred to the Board vice-president. A Board member or officer who receives a request or complaint shall follow the following process.

- The Board member should hear the request/complaint for general understanding of persons involved, date and place.
- If necessary, repeat problem back to confirm understanding.

- As appropriate, suggest that the information be communicated directly to the Board president (or vice-president, as appropriate).
- The Board member should refrain from providing or expressing his/her opinion.
- The Board member should also inform the Board president (or vice-president, as appropriate) of the complaint.

9 – Communications/Media Inquiries

9A – LICA Communications

LICA shall conduct all communications through two (2) LICA sponsored communication tools: 1) The TOME and 2) Brown Betty Email.

- 1) The TOME – This newsletter shall be published monthly by the Editor except for the months of July and December. The newsletter shall be comprised of a calendar of monthly island events, article from non-profit organizations on the Island updating the reader on initiatives undertaken by the organization, and ads purchased by local individuals and businesses to promote their goods and services.

Every household on the Island shall receive a copy of the TOME regardless of whether a paid subscription is in place.

The TOME subscription rate shall be set annually by the Board. The subscription revenue shall be utilized to cover the operating expenses of LICA. Any additional revenues may be utilized to provide support to Island organizations and projects through an annual grant process.

The Editor may, at their discretion, determine whether articles submitted meet the content requirements of the TOME. In those instances where the Editor cannot or does not choose to make this determination, the Board will be consulted.

In the event of an item, like a school bond, EMS levy, election, ferry taxing district election, or other issue affecting the entire Island population that has organized pro and con factions wishing to publish an article to clarify issues, the TOME editor will ensure that all parties are given equal space and opportunity to submit an article. If only one party submits an article, the editor will ensure the readership is informed that both parties were invited to submit an article.

As it is always LICA's position to remain objective and not advocate for a specific position on any topic or issue, a disclaimer shall also be included at the conclusion of article stating:

- *The viewpoints in this article do not reflect the views of the LICA Board or the editor of the TOME.*

- 2) Brown Betty Mission Statement - Brown Betty is an email broadcast service provided to subscribers delivering emergency notifications and important news of potential interest to the entire Island community. Brown Betty content includes events open to the entire Island, notification of ferry issues/delays, flooding, impending foul weather, and other important broadcasts. Brown Betty is not a blog and all content must be approved and posted by the LICA editor. No commercial advertisements are accepted. The announcement of events organized by Island-based organizations may be published.

9B – Media Inquiries

The Board president will be the official spokesperson for LICA with the media, except that the Board may designate another Board member to be the spokesperson, when appropriate.

All Board members who receive calls from the media should direct them to the Board president or the designated spokesperson and should immediately notify the Board president or the designated spokesperson of the contact.

10 – Legal issues

All communications with legal counsel shall be through the Board president (or the Board vice-president in the event of the unavailability of the president).

The Board shall have and utilize a conflict of interest policy and process for disclosure of conflicts of interest. The Board should monitor its adherence to the conflict of interest policy annually.

11 – Records and Reports

1. Maintenance and Inspection of Articles and Bylaws

LICA shall keep at its principal archive site the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the membership upon request.

2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

LICA shall keep a copy of its federal tax exemption application and its annual information returns for three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

3. Maintenance and Inspection of Other Corporate Records

LICA shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the General Membership, Board, and committees of the Board. All such records shall be kept at a place or places as designated by the General Membership, Board, and committees of the Board. The minutes shall be kept in written form, and other books and records shall be kept either in written, and/or electronic form or in any form capable of being converted into written or printed form. Upon leaving office, each officer or agent of LICA shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of LICA as have been in the custody of such officer or agent during his or her term of office.

4. Preparation of Annual Financial Statements

LICA shall prepare annual financial statements using generally accepted accounting principles. An Audit Committee as established by the bylaws shall audit such statements.

5. Reports

The Board shall ensure an annual report is communicated to all members within sixty (60) days after the end of the fiscal year of LICA, which shall contain the following information:

- a. The assets and liabilities of this corporation at the end of the fiscal year.
- b. The principal changes in assets and liabilities during the fiscal year.
- c. The expenses or disbursements of LICA for both general and restricted purposes during the fiscal year.
- d. The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of LICA that such statements were prepared without audit from the books and records of LICA.

12 – Board Self-Evaluation

The Board shall conduct a Board self-evaluation annually using a survey, interviews, or other tools. The results of the self-evaluation should be prepared in written form and discussed with the Board. The Board's responses and or decisions based on the self-evaluation will be summarized in the minutes.

13 – Reviewing Board Operating Procedures

The Board shall annually, or as needed, review and revise the Board operating procedures if determined necessary by a two-thirds majority vote of the Board.

LUMMI ISLAND COMMUNITY ASSOCIATION

Conflict of Interest Policy Certification

The undersigned hereby acknowledges that the undersigned:

- (a) Has received a copy of the conflict of interest policy,
- (b) Has read and understands the conflict of interest policy,
- (c) Has agreed to comply with the conflict of interest policy, and
- (d) Understands that for LICA to maintain its federal tax exemption as a charitable organization, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Please check one of the following boxes:

☐ I have no conflicts or potential conflicts to disclose.

☐ I have the following conflicts or potential conflicts to disclose (please describe):

Dated: _____

Print Name: _____

Title: _____