



## Bylaws of Northwest Youth Services

### Article 1: Purpose

- 1.1 Name.** This nonprofit corporation is named and registered with the IRS and State of Washington as Northwest Youth Services.
- 1.2 Offices.** Northwest Youth Services shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require.
- 1.3 Existence.** The existence of this corporation shall be perpetual.
- 1.4 Non-profit status.** The corporation will operate under the laws of the State of Washington and specifically Chapter 24.03 RCW as amended and under federal laws applicable to charitable organizations granted tax-exempt status under the Internal Revenue Code Section 501(c)(3).
- 1.5 Mission.** At Northwest Youth Services, we affirm youth experience and autonomy, as we work together to foster collective healing and justice, in order to dismantle the systems of oppression that perpetuate youth homelessness.
- 1.6 Values.**
  - 1.6.1 Community.** We promote interdependence and recognize that everybody needs a community to thrive. We know that we are stronger together.
  - 1.6.2 Justice & Liberation.** We believe that it is critical to acknowledge, name, and actively work to dismantle the historic systems and societal structures that fuel crisis and poverty.
  - 1.6.3 Humanity.** We work with respect and compassion for each other and believe that everyone deserves to belong: to be safe, heard, and valued.
  - 1.6.4 Accountability.** We believe that no one is done learning; as a community we hold each other to a high standard, and work to educate, grow and heal together.
- 1.7 Vision.** Guided by our core values and commitment to becoming an anti-racist organization, Northwest Youth Services envisions a community in which all young people

are seen as catalysts in creating a just and liberated society that supports each of our unique journeys through life.

## **Article 2: Board of Directors' Membership**

- 2.1 Authority.** It is the duty of the Board of Directors (“the Board”) to advance the mission, values, and vision of Northwest Youth Services. The Board has the power and responsibility to govern all the affairs, interests, and property of Northwest Youth Services. The Board does not have the authority to take any action prohibited by applicable state and federal law.
- 2.2 Numbers.** The Board shall consist of no more than fifteen (15) members.
- 2.3 Eligibility.** Current employees and relatives of current employees of Northwest Youth Services are ineligible for Board membership. Former Board members are only eligible to become members of the Board if at least one year has passed since the completion of their last term as a voting Board member.
- 2.4 Becoming a Member of the Board.** To become a member of the Board, the Board must extend an offer to a prospective Board member and they must accept the offer. To extend an offer, the Board must decide to offer a prospective Board member a position on the Board, and a representative of the Board must inform the prospective Board member of the decision and the steps for accepting an offer. To accept an offer, the prospective Board member must submit a completed and signed Board Contract, they must meet with the Board President to review it, and the Board President must accept the Board Contract as complete.
- 2.5 Terms of Office.** The initial term of office for a Board member shall be two to three years. A Board member’s initial term of office begins upon accepting an offer to become a member of the Board. This term shall end two years after the start date and on the next January 31st.
- Board members may serve up to two consecutive terms. A Board member’s second term, if approved by the Board, shall begin when their first term ends and shall end three years later on January 31st.
- 2.6 Removal.** The Board may remove any member who is determined to have conflicting interests, who is determined to be acting contrary to the mission, values, or vision of the agency, or who is determined not to be fulfilling the requirements of the Board member role. Removal of a Board member requires a two-thirds vote of the Board.
- 2.7 Resignation.** A Board member may resign at any time by delivering written notice to the President or the Secretary, or by announcing their resignation at any meeting of the

Board. Any such resignation shall be effective immediately, unless the Board approves a request for a future effective resignation date.

- 2.8 Leave of Absence.** The Board may grant Board members a leave of absence from all Board duties and responsibilities for up to twelve (12) months. A member has no voting powers while on leave and shall not be considered a Board member during their leave of absence.
- 2.9 Emeritus Board Members.** Former or outgoing Board members may request to become an Emeritus Board member, and such a request may be approved by the Board. Emeritus Board membership terms last for one (1) year or through January 31st, whichever is sooner, and may be renewed each year by the Board at the annual meeting for a maximum of three (3) years.

Emeritus Board members do not have a vote on the Board and are not considered in the determination of a quorum. Emeritus Board members are ineligible to serve as officers of the Board. Emeritus Board members are otherwise entitled to all benefits and are expected to fulfill all of the duties of regular Board members.

### **Article 3: Officers of the Board**

- 3.1 Officers.** The officers of the Board shall be a President, Vice President, Secretary, and Treasurer. These officers shall perform the duties prescribed by these bylaws and other governing documents adopted by the Board.
- 3.1.1 President.** The President shall preside over all meetings of the Board. The President is responsible for setting the agenda for regular Board meetings. They shall work closely with the Executive Director to ensure the Board's actions support the organization's mission, values, vision, and strategy. The President may sign any contracts, leases or other instruments, except where the signing and execution is delegated to another agent of the organization. The President is also responsible for fulfilling duties applicable to the office as prescribed by governing documents adopted by the Board.
- 3.1.2 Vice President.** The Vice President shall assist the President. In the absence of the President, or in the event of their inability or refusal to act, the Vice President shall have all the power of and be subject to all the restrictions upon the President. The Vice President is also responsible for fulfilling duties applicable to the office as prescribed by governing documents adopted by the Board.
- 3.1.3 Secretary.** The Secretary shall be responsible for the creation and archiving of the corporate records. The Secretary shall assure that the timely and accurate recording of minutes of prior Board meetings are prepared and presented to the Board. The Secretary shall chair the Governance Committee. The Secretary is also

responsible for fulfilling duties applicable to the office as prescribed by governing documents adopted by the Board.

**3.1.4 Treasurer.** The Treasurer shall oversee the processes of budgeting, auditing, and other fiscal matters. The Treasurer shall provide financial reports to the Board at regular Board meetings and present an end-of-year financial report at the annual meeting on behalf of the Finance Committee. The Treasurer shall chair the Finance Committee. The Treasurer is also responsible for fulfilling duties applicable to the office as prescribed by governing documents adopted by the Board.

**3.2 Eligibility.** All officers shall be members of the Board. Resignation or removal from the Board of Directors constitutes resignation or removal from any offices held by the individual. Any two or more offices may be held by the same person, except the offices of President and Secretary, in accordance with the law (RCW 24.03.125).

**3.3 Terms of Office.** Officers shall serve for one (1) year or until their successors are elected. Officers shall hold their office through January 31st and incoming officers shall officially take office on February 1st.

**3.4 Elections.** The Nominating Committee shall nominate candidates for the offices to be filled at the annual meeting in January. Elections by ballot by electronic transmission are to occur at the annual meeting for the offices of President, Vice-President, Treasurer, and Secretary. Prior to the election of officers, additional nominations from the floor, including self-nominations, shall be permitted.

**3.5 Early Elections.** If a vacancy in the office of the President occurs mid-term, the Vice President automatically becomes President for the remainder of the term. If an officer or Emeritus Officer vacancy occurs mid-term in any other office, the Board may elect a replacement at a regular Board meeting via nominations taken from the floor.

**3.6 Emeritus Presidents, Secretaries, and Treasurers.** Emeritus officers provide guidance to the Board and its committees, mentor current officers in proceedings of the association, and provide a historical perspective in the decision-making process.

**3.6.1 Eligibility.** Any individual who has formerly held the office of President, Secretary, or Treasurer is eligible for the corresponding Emeritus office. Each Emeritus office may only be occupied by one person at any given time.

**3.6.2 Terms of Office.** Emeritus officer terms last for one (1) year or through January 31st, whichever is sooner, and may be renewed each year by the Board at the annual meeting. There are no term limits for Emeritus officers except for those imposed by Emeritus Board membership.

**3.6.3 Elections.** The Nominating Committee shall nominate candidates for the Emeritus offices at the annual meeting in January. Elections by ballot are to occur at the annual meeting for all Emeritus offices for which there is a nomination, except in

the case where the immediate past President accepts a nomination to the Emeritus President position, in which case they are automatically elected. Prior to the election of Emeritus officers, additional nominations from the floor, including self-nominations, shall be permitted.

- 3.7 Resignation and removal of officers.** Officers of the Board may resign or be removed in accordance with RCW 24.03A.595.

## **Article 4: Meetings and Actions of the Board**

### **4.1 Types of Meetings.**

**4.1.1 Regular Meetings.** The regular meetings of the Board shall be held every month unless otherwise called by any Board officer or any three (3) Board members. Notice of an agenda for regular meetings shall be emailed to all Board members not less than three (3) calendar days before the scheduled meeting. The agenda shall include the meeting date, time, location or Zoom link, and any other materials or information pertinent to effective meeting participation and attendance.

**4.1.2 Annual Meetings.** The regular meeting in January shall be known as the annual meeting and shall be for the purpose of electing officers; appointing committee chairs; approving committee membership rosters; receiving reports, including the Finance Committee's end-of-year financial report; and for any other business that may arise.

**4.1.3 Special Meetings.** Special meetings may be called by any Board officer or any three (3) Board members. The purpose of the meeting need not be stated in the call. Special meetings should be preceded by at least forty-eight (48) hours' notice of the date, time, and place of the meeting where possible, but may be called with less notice. Record of the meeting shall be included in the next regular meeting minutes, which shall include the purpose of the meeting, if stated in the call; the date, time, and place of the meeting; and any actions taken by the Board during the meeting.

- 4.2 Action in a meeting.** In accordance with RCW 24.03A.565, the act of a majority of Board members 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 the Articles of Incorporation, the Washington Nonprofit Corporation Act, or these bylaws.

**4.2.1 Proxy voting.** Any Board member may designate any other Board member to serve as their proxy, who may vote on their behalf. A proxy may be designated for a particular vote or for all votes held in a Board meeting. To designate a proxy, a Board member must notify the President or Secretary in writing that they elect to designate a proxy, who they designate as their proxy, and for which specific votes or

meetings. Note of such designation shall be included in the next or most appropriate Board meeting minutes.

**4.2.2 Quorum.** A simple majority of Board members shall constitute a quorum for the transaction of business at a meeting. Board members are considered present at a meeting if they are physically present at the meeting location or if they attend by phone or by other electronic means that allows real-time communication, in accordance with RCW 24.03A.550. Proxies may be used to establish quorum on behalf of members who do not attend a meeting, in which case the proxy may count for themselves and for the Board member they represent.

**4.3 Action without meeting by unanimous written consent.** In accordance with RCW 24.03A.570, any action of the Board may be taken without a meeting by creating a record setting forth the action so taken, which must be executed by the entire Board membership minus abstentions. Creation of such a record may be initiated by the President or any three (3) Board members via an email stating the proposed action to be taken, and may be executed via response from each Board member that is affirmative in favor of the action or a notice of abstention. Such a record shall be attached to and noted in the next Board meeting minutes.

## **Article 5: Board and Advisory Committees**

**5.1 Authority.** The only committee that has and may exercise the authority of the Board in the management of the corporation shall be the Executive Committee, which shall be the only committee of the Board. All other committees described in this article are board advisory committees and may not exercise any of the powers of the board, to accord with RCW 24.03A.575.

**5.2 General Responsibilities.** All committees are responsible for delivering reports at regular Board meetings and for making recommendations for Board action related to the committee's area of work. Each committee shall have a charter that serves as a guide for how the committee operates, which is to be approved by the Board. Any committee that does not have an active charter, other than the Executive Committee, is considered inactive.

**5.3 Chairs.** Committee chairs are responsible for ensuring that the committee is functioning in alignment with the committee's charter and for recommending updates to the charter as needed. Committee chairs shall be appointed by the President and must be approved by the Board to take effect. Committee chair appointments and approvals shall occur at the annual meeting or any meeting of the Board.

**5.4 Membership.** Non-Board members are eligible for membership on any committee except the Executive Committee. Committee members may be added or removed by the Board at

any meeting of the Board. All committee membership rosters shall be revisited and approved at the annual meeting to ensure appropriate composition of committees.

**5.5 Ex-officio membership.** Ex-officio members of committees are entitled to a vote in those committees. Ex-officio members of committees are treated identically to regular committee members in determination of a quorum except in the cases of the President and the Executive Director, who are only counted in determining a quorum on committees of which they are the Chair.

**5.5.1 President.** The President shall be an ex-officio member of all committees except the Nominating Committee, or where the committee's charter specifies otherwise.

**5.5.2 Executive Director.** The Executive Director shall be an ex-officio member of all committees except the Executive Committee, or where the committee's charter specifies otherwise.

**5.5.3 Officers.** The President, Vice President, Secretary, and Treasurer, shall be ex-officio members of the Executive Committee.

**5.5.4 Emeritus Officers.** The Emeritus President shall be an ex-officio member of the Executive Committee, the Emeritus Secretary shall be an ex-officio member of the Governance Committee, and the Emeritus Treasurer shall be an ex-officio member of the Finance Committee.

**5.6 Recommendations of a Committee.** Board committees shall only make recommendations to the Board that have been approved by a majority vote of a quorum of its members. A quorum of a committee is considered present in a synchronous committee meeting if a majority of its members are present. A quorum of a committee is considered present in an asynchronous vote if a majority of its entire committee membership is notified of the vote; if the committee membership has not cast their vote or abstention within two (2) days of the vote being posed, the vote fails.

**5.7 Standing Committees.** A standing committee may be established or abolished by amending these bylaws in accordance with Section 6.14.

**5.7.1 Executive Committee.** The Executive Committee shall be chaired by the President. The Executive Committee includes in its membership all officers of the Board. Any Board member who is a chair of any active Board committee is eligible to be a member of the Executive Committee by approval of the Board. The Executive Director, any Board members, and any Emeritus Board members may attend any Executive Committee meetings as non-voting attendees. The Executive Committee is charged with acting on behalf of the Board in the case of urgent matters or where the entire Board cannot be convened, except as limited by Section 5 of RCW 24.03A.575. In any case where the Executive Committee acts on behalf of the Board, it will report any actions taken on behalf of the Board at the next regular Board meeting, and they shall be included in the meeting minutes.

- 5.7.2 Governance Committee.** The Governance Committee shall be chaired by the Secretary. The Governance Committee shall be responsible for: recommending Board actions related to maintenance of the Articles of Incorporation, bylaws, policies, standing rules, committee charters, and any other governing documents of the Board; onboarding of new Board members and continued education of current Board members to ensure that all Board members are knowledgeable about the agency and the duties and responsibilities of Board membership; and for offboarding of outgoing Board members.
- 5.7.3 Finance Committee.** The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall be responsible for recommending Board actions related to agency finances, financial policies, and financial health and adoption of the annual operating budget. The Finance Committee is also responsible for education of Board members related to financial responsibilities.
- 5.7.4 Nominating Committee.** The Nominating Committee is responsible for nominating candidates for the officer and Emeritus officer positions for the annual meeting in January; sourcing, interviewing, and vetting prospective Board members; and recommending prospective Board members to whom the Board should extend an offer for Board membership. Before making its report, the Nominating Committee must contact each person whom it wishes to nominate and obtain each candidate's acceptance of nomination. The President is ineligible for membership on the Nominating Committee.
- 5.8 Ad Hoc Committees.** An ad hoc committee may be established by Board approval of a committee charter which defines the committee's purpose, operations, and criteria for automatic dissolution. An ad hoc committee is considered dissolved when the Board abolishes the committee, when the criteria for the committee's dissolution as defined in the committee charter have been met, or six (6) months after the last meeting of the committee was convened.

## **Article 6: Administrative Provisions**

- 6.5 Fiscal Year.** The last day of the fiscal year shall be December 31st.
- 6.6 Loans Prohibited.** No loans shall be made by Northwest Youth Services to any officer or Director.
- 6.7 Execution of Papers.** Except in such instances as the Board of Directors may direct otherwise, legal documents, where appropriate may be signed by either the Board President or Executive Director.
- 6.7.1 Loans.** No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the



Board adopted by a two-thirds vote of the Board. Such authority may be general or confined to specific instances.

- 6.8 Audit of Books.** The books of account of the corporation shall be audited at the end of every fiscal year by an independent certified public accountant.
- 6.9 Sale and Mortgage of Property.** Any sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all the property and assets of Northwest Youth Services must be approved by the affirmative vote of a majority of the members present at any regular or special meeting of the Board at which a quorum is present and two weeks' notice of this action has been given
- 6.10 Endowment Funds.** Northwest Youth Services may receive or establish endowment funds on such terms and conditions as the Board of Directors may determine.
- 6.11 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, Executive Director, agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.
- 6.12 Books and Records.** The corporation 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 its Members of the Board; and any minutes which may be maintained by the committees of the Board; records of the name and address and class, if applicable of each Member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any Member of three months standing or to a representative of more than five percent of the Membership.
- 6.13 Rules of Order.** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.
- 6.14 Indemnification.** To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation may indemnify any person who was, or is, threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or on the right of the corporation or otherwise) by reason of the fact that the person is, or was, a director or officer of the corporation, or is or was, serving at the request of the corporation as a director or officer of another corporation, against (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding, and the Board of Directors may, at any time, approve indemnification of any other employee, agent, or person which the corporation has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be

deemed exclusive of any other rights to which a person may be entitled to as a matter of law or by contract.

**6.15 Compensation.** Members of the Board shall receive no compensation for their service on the Board of Directors.

**6.16 Executive Director.** The Executive Director is the lead, salaried administrative executive of the Northwest Youth Services. The Executive Director shall be responsible for developing and administering all operational and financial policies and activities in support of the agency's mission, values, and vision, in accordance with the policies and governing documents of the Board. The Executive Director shall be responsible for the administration of the paid and volunteer staff of Northwest Youth Services. The Executive Director shall be the principal signatory on all contracts, bank accounts and agreements necessary to manage the organization. The Executive Director shall be an active participant in Board meetings and discussions to inform better Board decision-making.

**6.16.1 Replacement of Executive Director.** When the replacement of the Executive Director becomes necessary, the Board of Directors shall designate an Interim Executive Director, if necessary; charge a committee with responsibility for conducting a formal search; and ensure that the search is carried out effectively.

**6.17 Amendments.** These bylaws may be amended at any regular meeting of the Board by a two-thirds vote, provided that the amendment has been submitted in writing at the previous regular meeting.

These bylaws were adopted by the Northwest Youth Services' Board of Directors at a meeting on June 27, 2022.

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Nicole Hemenway Bratz, President

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Daija Heyward, Secretary