



northwest youth services

Bylaws of Northwest Youth Services 9 January 2023

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 (the “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 24.03A 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

- 2.1 **Authority.** It is the duty of 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 fewer than three (3) and no more than fifteen (15) directors. The number of directors may be set by resolution of the board from time to time, provided that no decrease shall shorten the term of any current director and provided that the number of directors must be at least three (3).
- 2.3 **Eligibility.** Current employees and relatives of current employees of Northwest Youth Services are ineligible to serve on the Board. Relatives in this case shall be defined as grandparents, parents, siblings, cousins, or children. Former directors are only eligible to serve on the Board if at least one year has passed since the completion of their last term as a director.
 - 2.3.1 **Background check.** All prospective directors shall be required to undergo a background check to ensure those who are engaging with the youth are legally allowed to do so. Since we serve a vulnerable population, it is essential that all Directors be persons of demonstrably good character. The Organization must be able to demonstrate that all personnel, including Directors, regular employees, volunteers, interns, and other persons who have access to the people with whom we collaborate, have the necessary understanding, ability, and personality to meet the physical, mental, emotional, and social challenges our program participants

present. Northwest Youth Services policy on offering positions on the Board of Directors to individuals with criminal backgrounds complies with applicable law and provides flexibility. Because NWYS serves a uniquely vulnerable population, the Board of Directors may, at its discretion, choose to revoke an offer to join the Board to individuals who have been convicted of a violent crime or crimes involving or related to abuse or exploitation if, after conducting an individualized assessment involving the applicant's criminal record, employment history, conduct in the years since the conviction and other relevant circumstances, the Board determines that having the applicant join the Board would pose an unacceptable safety risk to NWYS' program participants and/or employees. Should any person refuse to undergo a background check, they will not be allowed to join the board but may elect to join an advisory committee.

- 2.4 Becoming a director.** To become a director, the Board must extend an offer to an individual and they must accept the offer. To extend an offer, the Board must take action to offer a prospective director a position on the Board, and a representative of the Board must inform the prospective director of the decision and the steps for accepting the offer. To accept an offer, the prospective director must submit a completed and signed Board Contract and they must meet with a representative of the Board to discuss and verbally commit to the position.
- 2.5 Terms of Board service.** A director's initial term of service begins upon accepting an offer to become a director. This term shall end two years after the start date and on the next January 31st.
- Directors may serve up to two consecutive terms. A director'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 director role. Removal of a director requires a two-thirds vote of the Board.
- 2.7 Resignation.** A director 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 any director a leave of absence from all Board duties and responsibilities for up to twelve (12) months. While on leave, a director has no voting powers and is not considered in the determination of a quorum.
- 2.9 Emeritus directors.** Emeritus director status is an honor which may be conferred upon past directors in recognition of exceptional contributions they have made to NWYS.

Emeritus directors provide advisory support to current directors and officers. There is no upper or lower limit to the number of emeritus directors who may serve at any given time.

2.9.1 Privileges and restrictions. Emeritus directors shall have no power or authority to manage the affairs of the Company. They shall not be eligible to be officers of the corporation, do not have the power or authority to vote on any matters submitted to a vote of the Board, and shall not be counted in the determination of a quorum at any meeting of the Board. Emeritus directors are otherwise entitled to all benefits and are expected to fulfill all duties of regular directors. They are encouraged to serve as members of Board advisory committees.

2.9.2 Becoming an emeritus director. The Nominating Committee shall consider all outgoing directors for emeritus director status, and it may nominate select candidates for the honor and role. Directors who have formerly served on the Board and would like to be considered for emeritus director status may request that the Board consider their candidacy. Emeritus director status for any individual may be approved or removed at any time by Board action.

2.9.3 Terms. Emeritus director terms last for one (1) year or through January 31st, whichever is earlier, and may be renewed each year by the Board at the annual meeting for a maximum of three (3) terms.

Article 3: Officers

3.1 Officers. The officers of Northwest Youth Services 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 meeting minutes are prepared and presented to the Board for approval. 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 must be directors 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 RCW 24.03A.585.
- 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 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 any other officer or emeritus officer vacancy occurs mid-term, the Board may elect a replacement at any meeting of the Board via nominations taken from the floor.
- 3.6 Emeritus Presidents, Secretaries, and Treasurers.** Emeritus officers provide guidance to the Board and committees, mentor current officers in proceedings of the association, and provide a historical perspective in the decision-making process.
- 3.6.1 Eligibility.** Only directors or emeritus directors who have formerly held the office of President, Secretary, or Treasurer are eligible for the corresponding emeritus office. Each emeritus office may only be occupied by one individual at any given time.
- 3.6.2 Terms of Office.** Emeritus officer terms last for one (1) year or through January 31st, whichever is earlier.

3.6.3 Elections. The Nominating Committee may 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 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 officer or any two (2) directors. Notice of an agenda for regular meetings shall be emailed to all directors and emeritus directors at least three (3) calendar days before the scheduled meeting. The agenda shall include the meeting date, time, location or teleconferencing 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 and emeritus officers; conferring emeritus director status on select outgoing or former directors; approving appointments of 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 officer or any two (2) directors. The purpose of the meeting need not be stated in the call. Special meetings should be preceded by at least twenty-four (24) hours' notice of the date, time, and location or teleconferencing link of the meeting where possible, but may be called with less notice. Record of Board action taken in the meeting shall be included in the next regular Board meeting minutes. Such a record shall include the purpose of the meeting, if stated in the call; the date, time, and location of the meeting; and any actions taken 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. 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.

- 4.3 Action without a meeting by unanimous written consent.** Any action of the Board that complies with the requirements of RCW 24.03A.570, these bylaws, and the Articles of Incorporation may be taken without a meeting by unanimous written consent. Acting via unanimous written consent entails creating a record that is executed by each director entitled to vote, and delivering this executed record to the nonprofit corporation.

To create a record of such an action, the President or any three (3) directors must initiate the action via an email stating the proposed action to be taken and the names of the individuals initiating the action if initiated by someone other than the President.

To execute such a record, each director entitled to a vote must respond in writing either affirmatively in favor of the action or with a notice of abstention. The action may only be taken if all noninterested directors approve the action. Actions by written consent may only include abstentions if the abstaining director is an “interested director” and the vote complies with the requirements of RCW 24.03A.570.

To deliver such an executed record to the corporation, it must be included in the meeting minutes of the next regular Board meeting.

- 4.4 Proxies.** In accordance with RCW 24.03A.565, no proxy for a director, however appointed, may participate in any vote of the Board; be counted for the purpose of determining whether a quorum is present at a meeting; or execute any written consent on behalf of the director.

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 outlines its specific purpose and procedures, which must be approved by the Board. Any Board advisory committee that does not have both a current, Board-approved charter and chair is considered inactive.
- 5.3 Chairs.** Committee chairs are responsible for ensuring that the committee is functioning in alignment with its 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 at any meeting of the Board.

- 5.4 Membership.** Non-directors 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 accurate documentation and appropriate composition of committees.
- 5.4.1 Background check.** Background checks are not a prerequisite for any committee unless the charter for that committee explicitly requires it. In these instances, the criteria for disqualification must be plainly stated and defined in the charter.
- 5.5 Ex-officio membership.** Ex-officio members of committees are entitled to a vote on those committees and are treated identically to regular committee members in determination of a quorum, except where stated otherwise in these bylaws or in the committee's charter.
- 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. The President is only counted in determining a quorum on committees of which they are a Chair.
- 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. The Executive Director is only counted in determining a quorum on committees of which they are a Chair.
- 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. The Emeritus President is not entitled to a vote and is not considered in determining a quorum on the Executive Committee.
- 5.6 Meetings.** Meetings of any committee shall follow the procedures for a Board meeting, as outlined in Article 4, to the greatest extent possible.
- 5.7 Recommendations of a Committee.** Committees shall only make recommendations to the Board for Board action that have been approved by a majority of its members.
- 5.8 Standing Committees.** A standing committee may be established or abolished by amending these bylaws in accordance with Section 6.13.

- 5.8.1 Executive Committee.** The Executive Committee shall be chaired by the President. The Executive Committee includes in its membership all officers. Any director who is a chair of an active Board advisory committee is eligible to be a member of the Executive Committee by approval of the Board. Any nonmembers of the Executive Committee may attend Executive Committee meetings as non-voting attendees by approval of the chair. 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 such actions shall be noted in the next regular Board meeting's minutes.
- 5.8.2 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, these bylaws, policies, standing rules, committee charters, and any other governing documents of the Board; onboarding of new directors and continued education of current directors to ensure that all are knowledgeable about the agency and the duties and responsibilities of Board service; and for offboarding of outgoing directors.
- 5.8.3 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 directors related to financial responsibilities.
- 5.8.4 Nominating Committee.** The Nominating Committee shall source, interview, and vet prospective directors, and make recommendations to the Board as to whom the Board should extend offers to join the Board.

It shall also deliver a report at the regular December Board meeting to announce the following nominations:

- Nominate exceptional outgoing directors for emeritus director status, to be considered by the Board in the annual meeting.
- Nominate at least one eligible individual for each officer position for the regular elections in the annual meeting
- Nominate any number of eligible individuals for each emeritus officer position.
- Nominate directors or emeritus directors who are completing a term of Board service for consideration for an additional term, if eligible.

Prior to announcing such nominations, the Nominating Committee shall contact each individual whom it wishes to nominate and obtain their acceptance of nomination and intent to accept the corresponding role should they be elected.

Members of the Nominating Committee may be nominated for any officer or emeritus officer position.

The President is ineligible for membership on the Nominating Committee.

- 5.9 **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

- 6.1 **Fiscal Year.** The last day of the fiscal year shall be December 31st.
- 6.2 **Loans Prohibited.** No loans shall be made by Northwest Youth Services to any officer or Director.
- 6.3 **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.
- 6.3.1 **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.
- 6.4 **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.
- 6.5 **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 directors 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
- 6.6 **Endowment Funds.** Northwest Youth Services may receive or establish endowment funds on such terms and conditions as the Board of Directors may determine.
- 6.7 **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.

6.8 Books and Records. All books and records of the corporation shall be available at any reasonable time to inspection by any director of three months standing or to a representative of more than five percent of the Board.

In accordance with RCW 24.03A.210, NWYS shall keep a permanent copy of the minutes of all regular Board meetings to serve as an authoritative record of the actions that took place. Minutes of each regular Board meeting must include: record of all actions taken by the Board during the course of the meeting; record of all actions taken by the Board by unanimous written consent since the immediately preceding regular Board meeting; record of all actions taken on behalf of the corporation by a committee of the Board since the last regular Board meeting; record of any special meetings of the Board that occurred since the last regular Board meeting, as described in Section 4.1.3 of these bylaws; and, when a written, standalone document or resolution has been approved by the Board, the meeting minutes should reference the document and this document is to be attached to the meeting minutes.

NWYS shall keep a current copy of the following records: its Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect; these restated bylaws and all amendments to them currently in effect; a list of the names and addresses of its current directors and officers; and its most recent annual report delivered to the secretary of state under RCW 24.03A.070.

NWYS shall also maintain appropriate accounting records.

6.9 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.

6.10 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.

6.11 Compensation. Directors shall receive no compensation for their service on the Board of Directors.

6.12 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.

6.12.1 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.

6.13 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 9 January 2023.

Nicole Hemenway, President

Gabe Riggs, Secretary