

BYLAWS OF SOUTH WHIDBEY HOMELESS COALITION dba WHIDBEY HOMELESS COALITION

The following bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Washington State and the Articles of Incorporation of South Whidbey Homeless Coalition. In the event of a direct conflict between these bylaws and the mandatory provisions of the Non-Profit Corporation Act of Washington State, Non-Profit Corporation Act shall prevail. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be the bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation is South Whidbey Homeless Coalition. However, as the official filing of dba Whidbey Homeless Coalition, usage shall be Whidbey Homeless Coalition and shall herein be referred to as “WHC”.

ARTICLE 2 - PURPOSE

The general purpose for which WHC has been established is as follows:

WHC is a legally constituted charity which mission is to make homelessness a brief and rare experience in our community. WHC serves to offer housing opportunities and essential services for the homeless and to advocate on their behalf.

At no time will WHC participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501 (c)3 of the Internal Revenue Code of 1986 and as governed by the Washington State Secretary of State.

ARTICLE 4 – BOARD OF DIRECTORS

General Powers and Responsibilities

WHC is governed by a Board of Directors (Board). The Board of Directors shall have all the rights, powers and privileges and limitations of liability of directors of a nonprofit corporation organized under the Non-Profit Corporations Act of Washington State. The members of the Board have a legal duty to exercise reasonable care and prudence in the administration and affairs of this corporation and are responsible for seeing that the funds and property received by the corporation are disbursed only for the purpose for which they were given. The Board shall establish policies and directives governing business and programs of WHC and may delegate to its staff, subject to the provisions of the bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The board shall have up to 15 and no fewer than 3 Directors. The number of Directors may be increased beyond 15 Directors by the affirmative vote of a two-thirds majority of the then serving Board. A director need not be resident of Washington State. The Executive Director serves as a non-voting, ex-officio member of the board.

Board Nominations and Elections

The Executive Committee shall present nominations for new Directors at the Board Meeting preceding the Annual General meeting, or at any such time as a board seat may be vacated or additional candidates become available to increase board within 15. The Executive Committee shall be responsible for interviewing prospective Directors. Recommendations from the Executive Committee shall be made known to the Board before nominations are finalized and voted on. New and renewing Directors shall be approved by a two-third majority of the Board.

Resignation

Each Director shall have the right to resign at any time upon written notice thereof to the Board President. The resignation shall take effect upon acceptance by the Board. Unless the Attorney General of Washington is first notified, no director may resign when WHC would then be left without a duly elected Director in charge of its affairs.

Removal

A Director may be removed, with or without cause, at any duly constituted meeting of the Board by the affirmative vote of a two thirds majority of the then serving directors. A Director who is absent from three consecutive regular meeting of the Board during a fiscal year shall be encouraged to reevaluate with the Executive Committee commitment to WHC. A two thirds majority vote of the Board is required to remove a delinquent member.

ARTICLE 5 – MEETINGS

Regular Meetings

The Board's regular meetings shall be held every second Thursday of the month and there shall be no fewer than 10 meetings in a year. Notice of meeting along with agenda and supporting documents will be provided at least 4 days prior to the meeting.

Annual Meeting

Annual Meeting which shall be held no later than March and notice made to public and Directors at least 10 days in advance. Notice shall include time, place and purpose of the meeting. The meeting will present slate of officers and confirm the makeup of the board. A summary of prior year fiscal and program performance will be made. Financial budget and program goals of the new year will be provided for review.

Special Meetings

The President or a minimum of three Directors may request and the President will then call a special meeting. Such request must be in writing via hard copy or email, and the sole subject of that meeting will be restricted to the issue/s in the written request.

Board Conduct and Action

The President presides over the assembled meeting and follows agenda and format at the President's discretion. Action by the Board is taken by a majority vote of the Directors when a quorum is present physically or via media. Action may also be taken in the absence of a meeting by unanimous written or email approval of a matter by the Directors. The action shall be summarized and filed with the minutes together with the written approval.

Quorum

The presence of a simple majority of Directors shall constitute a quorum. If at any time the Board consists of an even number of members and a vote results in a tie, and the chair has not voted, the chair can vote to break the tie.

Web Conferencing

A Director shall be considered present at any meeting of the Board if during the meeting he or she is present via speaker phone or web conferencing, and so long as everyone conveyed by electronic device can be heard.

Minutes

The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to WHC to be placed in the Minute Book. A copy of the minutes shall be delivered to each Director via regular mail, hand delivery, or email at least 4 business days prior to the following Board Meeting.

Proxy Vote

A Director who is not present in person or by media at any meeting of the Board shall not be allowed to vote by proxy.

ARTICLE 6 – OFFICERS

Officers, Terms and Duties

The Board shall elect or replace officers of WHC which include a President, Vice President, Secretary, Treasurer and such other officers as the Board may designate by resolution. Officers will be elected at an organization meeting no later than March to serve for a 2-year term or until a successor is elected. In the event of the resignation of an officer, the Board shall replace officer as needed for the balance of the term. Officers shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

Board President

It is the responsibility of the President to preside over all meetings of the Board of Directors and Executive Committee. The President is authorized to execute for the Board, in the name of WHC, any and all contracts or other documents which may be authorized except when required by law that the Secretary’s signature may also be provided.

Vice President

It is the responsibility of the Vice President to serve in the stead of the Board President when s/he is not available, to perform other duties as assigned by the President and Executive Committee and as preparation for assuming the Presidency.

Secretary

The Secretary shall be responsible for the recording of minutes of all meetings of the board. However, in the event that the Secretary is unavailable, the Board President shall appoint an individual to act as Secretary at the meeting. Meeting minutes shall be provided to the Board prior to the following meeting. The Secretary, or his/her designee, shall be the custodian of all records and documents of WHC

which are required to be kept at the principal office of WHC. The Secretary of WHC shall keep the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable time.

Treasurer

It is the responsibility of the Treasurer to have oversight for and input to the policies and actions of the Board’s financial responsibility. The Treasurer shall understand financial accounting for nonprofit organizations. The Treasurer ensures that financial reports are made available to the board on a timely basis. In addition, the Treasurer provides oversight for the maintenance of accounts and appropriate fiscal controls. The Treasurer will also provide oversight for timely audits and respond to board member audit questions. The Treasurer may delegate to the Executive Director funds handling and banking transactions appropriate to operations and within the board approved budget with financial limits up to \$2,500.

Executive Director

WHC Executive Director is a staff position recruited, directed, and reviewed by the Board. The Executive Director is the key management leader of the South Whidbey Homeless Coalition (SWHC). The Executive Director (ED) is responsible for overseeing the administration, staff, programs and plans of SWHC. Other key duties are as advocate on behalf of the homeless, fundraiser to invigorate programs and outreach to advance SWHC in the community. Executive Director reports to the Board.

ARTICLE 7 – COMMITTEES

Committees of the Board

The Board of Directors may designate one or more committees to perform all or a portion of the work of the Board without any dissolution of its authority. Each such committee shall consist of one or more Directors, and may also include persons who are not on the Board. The Committee convener need not be a Director. Meetings and recommendations of the Committees shall be reported on a regular basis to the Board of Directors by a designated Director on the committee. No committee may approve of any action that requires a vote of the members of the Board. Unless otherwise authorized by the Board, no committee shall compel a contract or agreement or expend funds.

Standing Committees—to be determined at the discretion of the board.

Executive Committee

The Board will appoint an Executive Committee comprised of the four officers: President, Vice President, Secretary and Treasurer and include the Executive Director. Other Director(s) may be invited to the Executive Committee at the will of the committee. The Executive Committee exercises all the authority of the Board in management of the business and affairs of WHC between meeting of the Board except on those matters requiring a vote of the Board. The Secretary of WHC will report on Executive Committee matters to regular meetings of the Board.

Ad Hoc Committees

When other committees are deemed necessary by the President, a Director shall be appointed by the President to assemble the committee. Each committee shall be given its mission and timetable to complete its task(s). The Director shall report its progress at each Board meeting until its dissolution.

Advisory Committees

The Board may also designate one or more advisory committees that do not have the authority of the Board. Any such committee will meet at least 1 time per year, review programs of WHC and make recommendations for improvements. The Board is not bound by but will carefully consider such recommendations.

ARTICLE 8 – EMPLOYEES

Should the Board resolve that it is in the best interest of the organization to hire a Director as employee, that Director must be recused from any deliberations or decisions bearing on the compensated work they provided WHC.

ARTICLE 9 – STANDARD OF CARE

General

A Director shall perform all the duties of Director, including but not limited to, duties as a member of any committee of the Board on which the Director may serve, in a prudent manner deemed to be in the best interest of WHC. In the performance of duties, a Director is entitled to rely on the information, data and statements provided by staff and professionals. Provided that the Director has acted in good faith, no liability shall attach to their work as a Director of the Board of WHC.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect WHC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Directors. Should conflict of interest occur when the issues considered by WHC cause a Director to be in conflict with their employer, or another special interest group, they may be obligated to. Directors who find themselves in conflict with employer or interest group must recuse themselves from consideration of the issue and any active involvement therein. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial or relationship interest and be given the opportunity to disclose all material facts to the Directors who are considering the proposed transaction or arrangement. Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall evaluate the facts and take appropriate action.

Indemnification

To the fullest extent permitted by law, WHC shall indemnify its “agents”, including its Directors, Officers, Employees and Volunteers, in connection with any “proceeding” and including any action by or in the right of WHC, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. WHC has the power to purchase and maintain insurance to fulfill this indemnification commitment.

ARTICLE 10 – CORPORATE INSTRUMENTS

Corporate Instruments

Unless otherwise specifically determined by the Board, formal contracts of WHC, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of WHC, other corporate instruments or documents shall be executed, signed, and/or endorsed by the President, Secretary and/or Treasurer. All checks and drafts drawn on funds to the credit of WHC shall be signed by an Officer of WHC or the Executive Director, within limits of authority provided.

ARTICLE 11 – DEDICATION OF ASSETS/DISSOLUTION

The properties and assets of WHC are irrevocably dedicated to and for nonprofit purposes only. No part of the net earning, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any person or Director of this Corporation. On liquidation or dissolution, all remaining properties and assets of WHC shall be distributed and paid over to an organization (s) dedicated to nonprofit purposes which has established its tax-exempt status pursuant to Section 501 (c)3 of the Tax code.

ARTICLE 12 – RECORDS AND REPORTS

Maintenance and Inspection of Articles, Bylaws, Tax Exemption, Annual Return and Corporate Records

Every Director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of. The inspection may be made in person or by an agent or attorney with a Board-designated party present as witness.

Preparation of Annual Financial Statements

WHC shall prepare annual financial statements using Generally Accepted Accounting Principles (GAAP). Such statements shall be audited by an independent Certified Public Accountant, in conformity with GAAP standards at a frequency to be determined by the Board. WHC shall make those statements available to the Washington Attorney General and members of the public for inspection no later than 60 days after the close of the fiscal year to which the statements relate.

ARTICLE 13 – FISCAL YEAR

The fiscal year for this Corporation shall start on January 1 and end on December 31.

ARTICLE 14 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a two-thirds majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting for the proposed bylaw revisions with

explanations there, is given in accordance with these bylaws. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, so far as is reasonably possible, (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

ARTICLE 15 – NON-DISCRIMINATION

It shall be the policy of WHC to provide equal employment service opportunities to all eligible persons without regard to race, religion, color, national origin, citizenship, age, gender, gender preference, marital status, parental status disability, membership in any labor organization, political affiliation and, for employment only, height, weight and record of arrest without conviction.

CERTIFICATE OF SECRETARY

I, Logan Weiler, certify that I am the current elected and acting Secretary of the benefit Corporation and the above bylaws of this Corporation as adopted by the Board of Directors on month, day, year and that they have not been amended or modified since the above.

Executed on this 13th day of February, 2020 in Island County in the State of Washington.

Logan Weiler (duly elected Secretary)