

BYLAWS

THE CHURCH COUNCIL OF GREATER SEATTLE

CONSTITUTIONAL PREAMBLE

The Church Council of Greater Seattle has its roots in the worldwide ecumenical movement which began to flourish in the early 20th Century. The Seattle Federation of Churches was formed in 1919. The Council has existed as Seattle Council of Churches, Greater Seattle Council of Churches, and ultimately became the Church Council of Greater Seattle in 1976.

Over the years the Council has embraced all Christian denominations and interfaith partners. Grounded in anti-racism values, the Council accompanies, facilitates, and convenes faith communities to be in accountable relationship with community-based groups, led by communities impacted by systemic oppression. The Council envisions a future when justice is realized, where all people experience liberation, profound peace, expansive equity, and joy-filled human flourishing.

ARTICLE ONE

Name and Offices

1.1 Name

The name of this organization is the Church Council of Greater Seattle, referred to hereinafter as “the Council.”ⁱⁱⁱ This Council operates solely within the State of Washington and has elected to operate as a Non-profit Corporation pursuant to R.C.W. Chapter 24.03, “the Act,” and the provisions thereof.

1.2 Offices

ⁱ State of Washington File Number 253670, Department of State, Feb 3, 1976

ⁱⁱ Articles of Incorporation, Amended, June 30, 1959

The Council offices shall be located at its registered office or such other places within the State of Washington as its governing body, the Board of Directors, may designate or as the business of the Council may require from time to time.

ARTICLE TWO

Membership

2.1 No Membership

The Council shall have no members as defined in Section 24.03A.010(45) of the Washington Nonprofit Corporation Act.

ARTICLE THREE

Board of Directors

3.1 General Powers

The affairs of the Council shall be managed by a Board of Directors.

The functions of the Board of Directors shall include: hiring, supporting, and evaluating the Executive Director(s); approving strategic decisions; recruiting and providing orientation of new Board members; contributing toward and assuring adequate resources to fund the Council's budget; establishing and approving the annual budget; and overseeing fiduciary matters of the Council.

3.2 Number

The Board of Directors shall consist of not less than three nor more than twenty members, the specific number to be set by resolution of the Board, provided that no decrease in the number of Directors shall have the effect of shortening the term of any current Director.

3.3 Qualifications

Directors shall be lay or ordained leaders from faith communities or leaders from communities impacted by systems of oppression directly connected to the Council's mission and vision. Directors shall be willing to devote time and talents to the work of the Council. Directors shall have such other qualifications as may be prescribed by a Board resolution or by amendment

to these Bylaws.

3.4 Conflict of Interest Policy

Each Director shall agree to be bound by the Council's Conflict of Interest Policy, to be signed by the first board meeting of the year.

3.5 Election of Directors

Directors shall be elected at the annual meeting of the Board. Unless a Director dies, resigns, or is removed, they shall hold office until the expiration of the term for which they were elected.

3.6 Terms

The Directors of the Council shall be elected for three-year terms, with classes formed such that expiration of 1/3 of the terms should occur in each year. Terms shall be limited to three consecutive three-year terms. After one-year, former Directors are eligible for re-election.

3.7 Annual Meeting

The Board shall hold an annual meeting in the fourth quarter of the year for the purposes of electing directors and officers, approving the budget, and transacting such business as may properly come before the meeting.

3.8 Regular Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice other than such resolution. The Board may meet through one or more means of remote communication through which all directors may simultaneously participate with each other during the meeting.

3.9 Special Meetings

Special meetings of the Board or any committee appointed by the Board may be called at reasonable places and with reasonable notice by the President(s) or by the Executive Committee or in the case of a committee meeting, by the chairperson of the committee.

3.10 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.11 Manner of Acting

The act of the majority of the Directors present at a Board Meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.12 Presumption of Assent

A Director of the Council present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Council immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.13 Action By Board Members Without a Meeting

Any action which could be taken at a meeting of the Board of Directors may be taken without a meeting. A written vote by email or other written record can only happen if there is 100% participation of all nonconflicted board members, and every board member affirmatively agrees to the proposed action. Any such action shall be recorded as if it were the minutes of a meeting of the Directors.

3.14 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Council, or by giving written or oral notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein or if the time is not specified

upon delivery thereof. The acceptance of a resignation shall not be necessary to make it effective.

3.15 Removal

At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

3.16 Vacancies

A vacancy or opening in the position of a Director may be filled between meetings of the Annual Meeting by the affirmative vote of a quorum of the Directors. A Director who fills a vacancy shall serve for the unexpired term of their predecessor in office.

ARTICLE FOUR

The Officers

4.1 Number and Qualifications

The Officers of the Council shall be President(s), Secretary, and Treasurer, each of whom shall be elected by the Board. Other officers or assistant officers may be elected or appointed as provided by resolution of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of office

The officers of the Council shall be elected by the Board of Directors at the Annual Meeting of the Board. Terms of office shall be one year and for no more than three consecutive terms, unless elected by two thirds of the Directors or otherwise specified therein.

4.3 Resignation

Any Officer may resign at any time by delivering written notice to the President(s), the Secretary, or the Executive Director(s), or by giving written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such

resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Council would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board.

4.6 President(s)

By resolution of the Board, there may be up to three presidents of the Board. If enacted, the term of office shall be three years, and for no more than one term. For legal purposes, the individual serving their third term year will be considered Immediate Past President, the individual serving their second term year will be considered President, and the individual serving their first term year will be considered Vice President.

The President(s) shall be the chief administrative officers of the Council, and subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Council and such other duties as are assigned to them by the Board.

The President shall be the Chair of the Board of Directors and preside over meetings of the Board. In the event of the absence, inability to act, or death of the President, the Vice President shall perform the duties of the President, with all the powers of and subject to all the restrictions upon the President, except as may be limited by resolution of the Board. The Immediate Past President shall primarily act in an advisory function to the President and Vice President.

4.7 Secretary

The Secretary shall ensure: (a) the taking and distribution of minutes of the

Bylaws, The Church Council of Greater Seattle

meetings of the Members and the Board, and minutes which may be maintained by any committees of the Board; (b) that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) the safe custody of the corporate records of the Council; (d) the recording of current post office and email addresses of each Director; (e) performing all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Treasurer

The Treasurer shall (a) have charge and custody of and be responsible for all funds and securities of the Council; (b) ensure the receipt of and give receipts for moneys due and payable to the Council from any source whatsoever, and ensure deposit of all such moneys in the name of the Council in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; (c) ensure financial reports are provided to the Board at its meetings and upon request; (d) and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board.

ARTICLE FIVE

Committees

5.1 Board Committees

The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Council, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the Council; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or

exchange of all or substantially all of the property and assets of the Council not in the ordinary course of business; (f) authorize the voluntary dissolution of the Council or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Council; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, by law.

5.2 Executive Committee

There shall be an Executive Committee which shall serve the Board of Directors.

5.2.1 Composition:

- Immediate-Past President;
- President;
- Vice President, who shall be its chairperson;
- Secretary;
- Treasurer;
- Executive Director(s);
- and such other Board members as may be designated by the Board.

5.2.2 Function:

- Organize timely and strategic agendas for Board of Directors meetings;
- Provide assistance, counsel and advice to the Executive Director(s) in implementing and executing the strategic plans and policies approved by the Board of Directors;
- Gather information for agenda items for recommendations to the Board, or study such matters in depth in preparation for Board discussion.
- Perform such other duties as from time to time be assigned by the Board of Directors.

- Except as required by law or these Bylaws, the Executive Committee shall have authority to act between meetings of the Board when necessity dictates.

5.2.3 Minutes:

The Executive Committee may keep regular minutes of its proceedings and report the same to the Board at regular meetings of the Board, or more often if appropriate or requested. A report of Executive Committee proceedings may be made available upon request to any Director of the Board if appropriate.

ARTICLE SIX

Executive Director(s)

6.1 Executive Director(s)

The Council shall employ an Executive Director(s) who reports to the Board of Directors. The Executive Director(s) shall be chief staff officer and have responsibility for (a) ensuring implementation of strategic goals and priorities; (b) management and supervision of the staff and programs; (c) communication among board committees; (d) public representation of the Council.

The Executive Director(s) shall perform all duties as are assigned them by the Board of Directors.

ARTICLE SEVEN

General Provisions

7.1 Limitation of Liability

A Director or Officer of the Council shall have such immunity from liability as may be granted under federal and Washington State law including, without limitation RCW 4.24.264. No Director or Officer of the Council shall be personally liable to the Council for monetary damages for conduct as a Director or Officer except for: acts or omissions involving intentional misconduct or a knowing violation of law by them, their vote or assent to a distribution which is unlawful or violates the requirements of these Bylaws, or any transaction from which they will personally receive a benefit in

money, property or services to which they are not legally entitled.

7.2 Indemnification of Directors

7.2.1 Authorization:

As authorized by RCW 23B.08.560 the Council shall, without regard to the limitations in RCW 23B.08.510 through 23B.08.550: Indemnify its Directors to the full extent permitted by the Act now or hereafter in force; and advance reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding.

7.2.2 Exceptions

However, such indemnity and advancement of expenses shall not apply on account of: (a) acts or omissions of the Director finally adjudged to be intentional misconduct or a knowing violation of law; (b) conduct of the Director finally adjudged to be in violation of RCW 23B.08.310, as applicable to corporations formed under the Act; (c) any transaction with respect to which it was finally adjudged that the Director personally received a benefit in money, property, or services to which the Director was not legally entitled.

7.2.3 Excess Benefits

Notwithstanding the foregoing, no indemnification shall be provided under this Article if payment of any such amount would result in an excess benefit transaction such that the Director would be subject to the imposition of tax and any applicable correction procedures, including repayment of such amounts, under the applicable Section of the Internal Revenue Code or the corresponding provision of any future federal tax law.

7.2.4 Implementation

The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board of Directors is expressly empowered to adopt resolutions to implement these provisions.

7.3 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 Council shall be signed by such officer or officers, or agent or agents, of the Council and in such manner as is determined by resolution of the Board.

7.4 Annual Financial Review

The Board shall obtain an annual review of the financial affairs of the Council. The report shall be placed in the minutes of the Board. The Board shall ensure periodic certified audits.

7.5 Fiscal year

The fiscal year of the Council shall be the calendar year unless otherwise fixed by the Board of Directors.

7.6 Dissolution

The Council may be dissolved by a two-thirds vote of the Board of Directors. In the event of dissolution, the residual assets of the Council, after payment of all costs and expenses of such dissolution, shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501c(3) and 170c(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, state, or local government exclusively for public purpose. None of the assets of the Council will be distributed to any Director or Officer of the Council, and no assets or earnings of the Council shall inure to the benefit of any Director or Officer of the Council

7.7 Procedures

Robert's Rules of Order, Revised shall be the parliamentary authority in all matters of procedure not specifically covered by these Bylaws, or as to which a consensus resolution cannot be reached.

7.8 Electronic Communications

Communications required to be written by these Bylaws may be transmitted electronically, but only if the communication may be retained, retrieved and

reviewed by, and directly reproduced in a tangible medium by the sender and recipient.

ARTICLE TWELVE
Amendments and Repealer

12.1 Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office at a regularly scheduled meeting by the Board of Directors when written notice of the meeting and the proposed amendments(s) have been given to all members of the Board at least thirty (30) days in advance.

12.2 Repealer

The adoption of these Bylaws repeals and supersedes all prior Constitutions and Bylaws of the Church Council in their entirety. These Bylaws replace all prior Constitutions and Bylaws.

Bylaws, The Church Council of Greater Seattle

The foregoing Bylaws were adopted by the Board of Directors of the Church Council of Greater Seattle, on _____ and the President of the Council was empowered to present such Bylaws for affirmation by the Assembly by their signature below:



J. Vince Larkin

(President)

Attest:



Megan M Ramer (Oct 1, 2023 15:00 PDT)

Megan M Ramer

(Secretary)