

## **Amended Bylaws of 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 it ultimately became the Church Council of Greater Seattle in 1976.

Over the years, the Council has embraced 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.

The Church Council of Greater Seattle (the "**Council**") adopts these Amended Bylaws of the Church Council of Greater Seattle (these "**Bylaws**") as of [September 9, 2023].

### **ARTICLE ONE**

#### **Name and Offices**

##### **1.1 Name**

The name of this organization is the Church Council of Greater Seattle.<sup>1,2</sup> The Council operates solely within the State of Washington as a Nonprofit Corporation pursuant to RCW Chapter 24.03A, ("the **Act**") and the provisions thereof.

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<sup>1</sup> State of Washington File Number 253670, Department of State, Feb 3, 1976

<sup>2</sup> Articles of Incorporation, Amended, June 30, 1959

## **1.2 Offices**

The Council offices shall be located at its registered office or such other place within the State of Washington as the board of directors (the “**Board**”) 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 by Section 24.03A.010(45) of the Act.

## **ARTICLE THREE** **Board of Directors**

### **3.1 General Powers**

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

The functions of the Board shall include, among other things: hiring, supporting, and evaluating the executive director(s); approving strategic decisions; recruiting and providing orientation of new members of the Board (each member a “**Director**”); 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 shall consist of not less than three (3) and no more than 20 Directors, 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 devote time and talents to

the work of the Council. The Board may set other qualification requirements by 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, which each Director shall sign no later than the first (1<sup>st</sup>) board meeting of the year in which such Director joins the Board.

### **3.5 Election of Directors**

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

### **3.6 Terms**

The Directors of the Council shall be elected for three (3) year terms, with classes formed such that expiration of  $\frac{1}{3}$  of the terms should occur in each year. Terms shall be limited to three consecutive three (3) year terms. A former Director becomes eligible to return to the Board one (1) year after leaving the Board.

### **3.7 Annual Meeting**

The Board shall hold an annual meeting in the fourth (4<sup>th</sup>) quarter of each calendar year for the purposes of electing Directors and officers of the Council ("**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 Board

president(s), the executive committee, or a committee chairperson in the case of a committee meeting.

### **3.10 Waiver of Notice**

#### 3.10.1

A Director may waive any required notice before or after the date and time stated in such notice. Except as provided by subsection (3.10.2), the Director entitled to such notice shall execute a written waiver. The secretary shall ensure that the waiver is filed with the minutes or corporate records.

#### 3.10.2

A Director's attendance at or participation in a meeting waives any required notice to the Director of such meeting unless such Director objects to holding the meeting or transacting business at the meeting by (A) objecting at the meeting's start; and (B) abstaining from any further participation in the meeting.

### **3.11 Virtual Attendance and Participation**

Any Director may attend any Board meeting through videoconference by providing the Board secretary at least 48 hours' notice. If a Director plans to attend such meeting via videoconference, the secretary shall ensure that a videoconference link is provided at least 24 hours before such meeting.

### **3.12 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 without further notice.

### **3.13 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. The Board shall strive to use consensus decision

making when acting.

### **3.14 No Proxies**

Directors may not appoint proxies for (A) participating in or attending any Board meeting or committee meeting; (B) voting in any Board meeting or committee meeting; (C) being counted for the purpose of determining whether quorum is present at a Board or committee meeting; or (D) executing any written consent on a Director's behalf.

### **3.15 Presumption of Assent**

A Director 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 (A) such Director's dissent or abstention is entered in the minutes of the meeting; (B) such Director files a written dissent or abstention to such action with the Board secretary before the meeting's adjournment; or (C) such Director forwards such dissent or abstention by registered mail to the Board secretary immediately after the meeting's adjournment. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### **3.16 Action by Board Members Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting. A written vote by email or other written record can only happen if all nonconflicted Directors affirmatively agree to the proposed action. Any such action shall be recorded as if it were the minutes of a Board meeting.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the Board president or secretary at the registered office of the Council, or by giving written or oral notice at any Board meeting. Any such resignation shall take effect at the time specified therein or upon delivery thereof if the time is not specified. The acceptance of a resignation is unnecessary to make it effective.

**3.18 Removal**

At a Board meeting, one or more Directors may be removed from office, with or without cause, by two thirds ( $\frac{2}{3}$ ) of the votes cast by Directors then in office.

**3.19 Vacancies**

The Board may fill a vacant Director position outside the annual meeting by the affirmative vote of a quorum of the Directors. Any Director appointed to fill a vacancy shall serve for the unexpired term of such Director's predecessor.

**ARTICLE FOUR**  
**The Officers**

**4.1 Number and Qualifications**

The Officers 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 (2) 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 Board shall elect the Officers at the Board's annual meeting. Terms of office shall be one (1) year and for no more than three (3) consecutive terms, unless elected by two thirds ( $\frac{2}{3}$ ) 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 a Board meeting. Any such resignation shall take effect at the time specified therein, or upon delivery thereof if the time is not specified. Unless otherwise specified therein, the acceptance of such resignation is unnecessary 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 in the Board's sole and absolute discretion, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **4.5 Vacancies**

The Board may fill a vacancy in any office created by death, resignation, removal, disqualification, creation of a new office, or any other cause.

#### **4.6 President(s)**

By resolution of the Board, there may be up to three (3) presidents of the Board. If enacted, the term of office shall be three (3) years, and for no more than one term. The person serving in such person's third (3<sup>rd</sup>) year as co-president shall be considered immediate past president, the person serving in such person's second (2<sup>nd</sup>) year as co-president shall be considered president, and the person serving such person's first (1<sup>st</sup>) year as co-president shall be considered vice president.

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

The president shall be the chair of the Board 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 Board meeting and Board committee minutes; (B) all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (C) the safe

custody of the Council's corporate records; (D) the recording of each Director's current home address and email; (E) performing all the duties incident to the office of secretary and such other duties as may be assigned by the president or the Board.

#### **4.8 Treasurer**

The treasurer shall (A) ensure financial reports are provided to the Board at its meetings and upon request; (B) ensure a budget is drafted for each fiscal year and approved by the Board; (C) ensure the Council obtains an annual, certified financial audit; and (D) in general perform all of the duties incident to the office of treasurer and such other duties as may be assigned 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; (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 thereto; (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 required by



law.

## **5.2 Executive Committee**

There shall be an Executive Committee which shall serve the Board (the "**Executive Committee**").

### 5.2.1 Composition:

- Immediate-past president;
- President;
- Vice president, who shall be its chairperson;
- Secretary, who shall be its vice-chairperson;
- Treasurer;
- Executive director(s) in a non-voting capacity;
- and such other Board members as may be designated by the Board.

### 5.2.2 Function:

- Organize timely and strategic agendas for Board meetings;
- Provide assistance, counsel and advice to the executive director(s) in implementing and executing the strategic plans and policies approved by the Board;
- 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 assigned by the Board.
- 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. The executive director(s) shall be 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; (E) having charge and custody of and responsibility for all funds and securities of the Council; (F) ensuring the receipt of and giving receipts for moneys due and payable to the Council from any source whatsoever, and ensuring 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; and (G) all duties assigned by the Board.

**ARTICLE SEVEN**  
**General Provisions**

**6.1 Permanent Records**

The Council shall permanently keep a copy of the following records:

- All Board meeting minutes;
- All actions the Board takes by unanimous written consent; and
- All actions a Board Committee takes on the Nonprofit's behalf.

**6.2 Current Record**

The Council shall keep a copy of the following most current records:

- The Articles;
- The Bylaws;
- A list of the names and business addresses of the current Directors and Officers; and
- The most recent annual report delivered to the Washington State Secretary of State under RCW 24.03A.070.

**6.3 Accounting Records**

The Council shall maintain appropriate books and records.

#### **6.4 Record Form**

The Council shall maintain its records in written form or in any other form of a record.

#### **6.5 Record Location**

The Council may maintain any required records at any location within or without Washington State.

#### **6.6 Inspection by Directors**

A Director may inspect and copy the Council's books and records at any reasonable time if reasonably related to the Director's duties to the Council.

#### **6.7 Annual Report**

The Council shall deliver the required annual reports to the Washington State Secretary of State.

### **ARTICLE EIGHT** **General Provisions**

#### **8.1 Limitation of Liability**

A Director or shall have such immunity from liability as may be granted under federal and Washington State law including, without limitation RCW 4.24.264, 24.03A.540. No Director or shall be personally liable to the Council for monetary damages for such Director's conduct except for (A) acts or omissions involving intentional misconduct or a knowing violation of law; (B) such Director's vote or assent to an unlawful distribution or distribution which violates these Bylaws; or (C) any transaction from which such Director personally receives a benefit in money, property or services to which such Director is not legally entitled.

#### **8.2 Indemnification of Directors**

##### **8.2.1 Authorization:**

As authorized by RCW 24.03A.630; 23B.08.510 the Council shall, without regard to the limitations in RCW 23B.08.500 through 23B.08.603 indemnify its Directors to the fullest 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.

#### 8.2.2 Exceptions

However, such indemnity and advancement of expenses shall not apply if (A) such Director's acts or omissions are finally adjudged to be intentional misconduct or a knowing violation of law; (B) such Director's conduct is finally adjudged to be in violation of RCW 24.03A.610; (C) it is finally adjudged that such Director personally received a benefit in money, property, or services to which the Director was not legally entitled; or (D) 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.

#### 8.2.4 Implementation

The Board may take such action as is necessary to carry out these indemnification and expense advancement provisions, within the Board's sole and absolute discretion.

### **8.3 Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the Council's name shall be signed by such Officers or agents of the Council and in such manner as is determined by resolution of the Board in the Board's sole and absolute discretion.

### **8.5 Fiscal year**

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

### **8.6 Dissolution**

The Council may be dissolved by a two thirds ( $\frac{2}{3}$ ) vote of the Board. 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 Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future code, or to any US governmental body exclusively for public purpose. None of the assets of the Council will be distributed to any Director, and none of the Council's assets or earnings shall inure to the benefit of any Director.

### **8.7 Procedures**

The Board shall use [simplified Robert's Rules of Order](#) as a guide in governing meeting flow and procedure.

### **8.8 Electronic Communications**

Communications these Bylaws require may be transmitted electronically, but only if the communication may be retained, retrieved, reviewed by, and directly reproduced in a tangible medium by the sender and recipient.

## **ARTICLE NINE** **Amendments and Repeal**

### **9.1 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 when written notice of the meeting and the proposed amendments have been given to all members of the Board at least 30 days in advance.

### **9.2 Repeal**

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.