

March 29, 2012

BYLAWS

THE CHURCH COUNCIL OF GREATER SEATTLE

Constitutional Preamble

As Christian people of the Greater Seattle area, we believe that all humanity and all creation belong to God and are loved by God. Through prophets from ancient times to the present day, we have been given a vision of life as God intends it to be – harmonious, beautiful and just. We see much suffering around us, however, which defies that vision.

Yet, through Jesus Christ we know that God is alive among us even now, bringing nearer the shalom of wholeness and peace, and calling us all to be partners in the continuing work of creation. Therefore, as Christian congregations and judicatories, organizations and individuals, we respond to the Holy Spirit in our midst by uniting through the Church Council of Greater Seattle.

Led by the inclusive spirit of Jesus Christ, we extend the welcoming hand of partnership to those of other faiths who share these purposes. We invite all people of goodwill to work beside us, that together we may serve the living God.

Article One

Name, Jurisdiction and Offices

1.1 Name

The name of this organization is the Church Council of Greater Seattle, referred to hereinafter as “the Council.”ⁱ ⁱⁱ 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

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.

Article Two

Purposes

2.1 General Purposes

It is the corporate purpose of the Council to be a visible symbol of Christian churches on the regional level and to carry forward their shared mission by providing a structure within which the local congregations, denominational judicatories and church-sponsored entities may make the determinations and decisions necessary for effective Christian witness and ministry in the area, exercising all lawful powers necessary or convenient to accomplish those purposes.

2.2 Relationships

The Council shall function as a unit in the ecumenical movement. It may sustain relationships with the Washington Association of Churches, the National Council of Churches and the World Council of Churches. The Council shall also cultivate relationships with other local, state, national, and international bodies that have purposes in keeping with these Bylaws.

2.3 Limitations

It is not intended that the Council will assume sacramental functions or that it be concerned in any way with the standing, authority or governance of clergy.

Article Three **Limitations**

3.1 Restricted Activities

Notwithstanding any other provision of these Bylaws, the Council will not carry on any activities not permitted by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law.

3.2 Legislative and Political Activity

No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501 (c)(3) of the Code or the corresponding provision of any future federal tax law. The Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3.3 No Inurement to Private Persons

No part of the assets of the Council shall inure to the benefit of, or be distributable to, its members, if any, or any director, officer, or other private person having substantial influence over the organization, except that the Council is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. All assets of this Council will be permanently dedicated to this exempt purpose. A private shareholder or individual is a person having a personal and private interest in the activities of the organization.

Article Four **Membership**

4.1 Classes of Members

The Council shall have two classes of Members: Members and Associate Members. Additional classes of Members, the manner of election or appointment of each class of Member, and the qualifications and rights of each class of Members may be established by amendment to these Bylaws.

4.2 Qualifications for Membership

All **Members** must be organizations which acknowledge Jesus Christ as Lord and Savior, including congregations, denominations, judicatories, and societies. Each Member must:

- (a) Agree to abide by these Bylaws in their interactions with the Council.
- (b) Designate a representative as its contact person with the Council.
- (c) Have the capacity and be willing to commit to communication, collaboration, financial support, and participation in the work of the Council.

4.3 Associate Members

All **Associate Members** shall be Christian religious organizations as defined in paragraph 4.2 and related ministries. They may either apply to be Associate Members or be designated by the Board to be Associate Members by virtue of their limitations on full participation in all of the work of the Council. Each Associate Member must:

- (a) Agree to abide by these Bylaws in their interactions with the Council.
- (b) Designate a representative as its contact person with the Council.

4.4 Member and Associate Member Privileges

Members and Associate Members may contribute nominations for representation on the Board of Directors, and may seat two voting delegates at an Assembly.

4.5 Continuing membership

All Members of the Council existing on the date of adoption of these Bylaws may continue to be Members.

4.6 Membership Records

The Board must ensure that Council membership records are kept current by assigning this function to an Officer or staff member.

Article Five **Other Participants**

5.1 Interfaith Partners

Interfaith Partners shall be any faith-based organization that desires to support purposes of the Council, who are approved as such by the Board. Benefits and obligations of Interfaith Partners may include collaboration with the Council in community building, programs, outreach, communication, and publicity.

5.2 Affiliate Organizations

Affiliate Organizations shall be any organization that desires to support the purposes of the Council, who are approved as such by the Board. Benefits and obligations of Affiliate Organizations may include collaboration with the Council in community building, programs, outreach, communication, and publicity.

Article Six
The Board of Directors

6.1 General Powers

The powers of the Council shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors . The decisions of the Board of Directors shall be effective without review by other levels of the Council, except as otherwise provided in these Bylaws.

6.2 Functions

The functions of the Board of Directors shall include: hiring and evaluating the Executive Director, approving strategic decisions, establishing appropriate policies within the Council's mission, recruiting and providing orientation of new Board members, receiving and recognizing membership status, contributing toward and assuring adequate resources to fund the Council's budget, establishing and approving the annual budget, and overseeing fiduciary matters and all other affairs of the Council. Directors representing a specific denomination or constituency shall serve as active liaison with their denomination or constituency.

6.3 Size

The Board of Directors shall consist of not less than fifteen nor more than thirty five 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.

6.4 Qualifications

Directors shall be active members of one of the Member or Associate Member organizations of the Council. 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 amendment to these Bylaws.

6.5 Conflict of Interest Policy

Each Director shall be deemed to have agreed to be bound by the Council's Conflict of Interest Policy.

6.6 Election of Directors

Directors shall be elected by the Board of Directors. Unless a Director dies, resigns, or is removed, he or she shall hold office until the expiration of the term for which she or he was elected.

6.7 Nominations

Member and Associate Member organizations may nominate candidates for the Board of Directors.

6.8 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 two consecutive three-year terms. After one year, former Directors are eligible for re-election.

6.9 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. 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 or by the Executive Committee or in the case of a committee meeting, by the chairperson of the committee. The Board may invite Affiliates and Interfaith Partners to attend Board meetings, as non-voting participants.

6.10 Annual Meeting

The Board shall approve recommendations to the Assembly for the Annual Meeting of the Council, known as the Assembly, prior to the date established for the Assembly.

6.11 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.

6.12 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 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.

6.13 Removal

If a Director is unable to fulfill the obligations of service, or has not participated in any way for a six month period of time, or for other cause, a Director may be removed from office by a two-third majority of the Directors at a regularly scheduled meeting with a Quorum present with at least ten days prior notice of such possible action.

6.14 Vacancies

A vacancy or opening in the position of a Director may be filled between meetings of the Assembly by the affirmative vote of a majority of the Directors.

6.15 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

6.16 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 if a written notice setting forth the action to be taken is transmitted to

all Directors and consented to in writing by a majority of the Directors. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Directors.

Article Seven **The Assembly**

7.1 Purpose

The annual meeting of the Council shall be the meeting of the Assembly. The purposes of the Assembly shall include: celebration of our ecumenical unity and collaboration, provide direct relationship to members and constituencies, solicitation of strategic feedback and insights for planning and discernment of the Board, and such other purposes as are designated in these Bylaws.

7.2 Timing

The Assembly shall be held each month of March to conduct such business as may properly come before the Assembly. Should the Assembly not be held in March, the Board shall cause the Assembly to be held as soon thereafter as may be convenient and proper.

7.3 Agenda

The Board of Directors shall create an Assembly agenda which maximizes the participation and input of all participants in the Assembly.

7.4 Attendance at Assembly

All Members, Associate Members, Interfaith Partners and Affiliate Organizations and their members may attend and participate in the Assembly.

7.5 Assembly Voting

All Members and Associate Members may designate two voting delegates for the Assembly. In addition members of the Board of Directors and clergy of Member congregations shall be voting delegates for the Assembly. Only these delegates may vote at an Assembly.

7.6 Special Meetings of the Assembly

The Board of Directors may call special meetings of the Assembly from time to time by majority vote at a Board meeting, and by giving notice thereof to all Members, Associate Members, Interfaith Partners and Affiliate Organizations more than thirty days prior to the meeting, which notice shall include any document to be acted upon by the Assembly.

Article Eight **The Officers**

8.1 Number and Qualifications

The Officers of the Council shall be a President, Vice-President, Secretary and a 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. Officers shall be members of a Member or Associate Member of the Council.

8.2 Election and Term of office

The officers of the Council shall be elected by the Board of Directors, subject to affirmation by the Assembly. Terms of office shall be two years and for no more than three consecutive terms, unless elected by two thirds of the Directors, and affirmed by two thirds of the Assembly.

8.3 Resignation

Any Officer may resign at any time by delivering written notice to the President, the Secretary or Executive Director, 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.

8.4 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.

8.5 President

The President shall be the chief administrative officer of the Council, and subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Council. The President shall be the Chair of the Board of Directors and preside over meetings of the Assembly and the Board. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to her or him by the Board from time to time.

8.6 Vice President

The Vice President shall be the President-Elect. 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,

8.7 Secretary

The Secretary shall ensure:

- (a) the taking and distribution of minutes of the meetings of the Members and the Board, and minutes which may be maintained by any committees of the Board;
- (b) Notification of Members and Associate Members in accordance with the provisions of these Bylaws or as required by law;
- (c) Maintenance of the corporate records of the Council;
- (d) Recording of current post office addresses and class, if applicable, for each Member, Associate Member and Director and of the name and post office address of each;
- (e) in general, performing all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

8.8 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Council; receive and give receipts for moneys due and payable to the Council from any source whatsoever, and deposit 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 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 him or her by the President or the Board.

Article Nine **Executive Director**

9.1 Executive Director

The Council shall employ an Executive Director who reports to the Board of Directors. The Executive Director 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 committees and task forces
- (d) public representation of the Council.

The Executive Director shall perform all duties as are assigned her or him by the Board of Directors from time to time.

Article Ten **Committees**

10.1 Executive Committee

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

10.1.1 Composition

The Executive Committee shall consist of the President, who shall be its chairperson, Vice President, Executive Director, Immediate-Past President, Secretary and Treasurer, and such other Board members as may be designated by the Board.

10.1.2 Function

The Executive Committee of the Board shall:

- (a) Organize timely and strategic agendas for Board of Directors meetings;
- (b) Provide assistance, counsel and advice to the Executive Director in implementing and executing the strategic plans and policies approved by the Board of Directors;
- (c) Gather information for agenda items for recommendations to the Board, or study such matters in depth in preparation for Board discussion.
- (d) Perform such other duties as from time to time be assigned by the Board of Directors.
- (e) Except as required by law or these Bylaws, the Executive Committee shall have authority to act between meetings of the Board when necessity dictates.

10.1.3 Minutes

The Executive Committee shall keep regular minutes of its proceedings and shall 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 shall be made available upon request to any Director of the Board.

10.2 Nominating Committee

Nominations for membership on the Board of Directors shall be made by a Nominating Committee. Nominees shall be solicited and considered from the Members and Associate Members.

10.2.1 Chair and members

The Chairperson of the Nominating Committee shall be elected by the Board of Directors. The Nominating Committee Chairperson shall appoint the remaining members of the Nominating Committee from among the Board of Directors.

10.2.2 Record of Nominations and Terms of Service

The Nominating Committee shall track and make available the record of nominations and terms of service for all Directors and Officers.

10.3 Other Committees of the Board

The Board may create such other temporary or permanent committees, advisory organizations, and task forces of its Members and Associate Members or other persons as agreed upon. The committees and task forces shall have such functions and authority as the Board or the Bylaws direct.

Article Eleven **General Provisions**

11.1 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 or its Members or Associate Members for monetary damages for conduct as a Director or Officer except for:

- (a) acts or omissions involving intentional misconduct or a knowing violation of law by them,
- (b) their vote or assent to a distribution which is unlawful or violates the requirements of these Bylaws, or
- (c) any transaction from which they will personally receive a benefit in money, property or services to which they are not legally entitled.

11.2 Indemnification of Directors

11.2.1 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:

- (a) Indemnify its Directors to the full extent permitted by the Act now or hereafter in force; and
- (b) Advance reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding.

11.2.2 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.

11.2.3 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.

11.2.4 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.

11.3 Gifts

The Board of Directors may accept or decline on behalf of the Council any contribution, gift, bequest or devise.

11.4 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 and reported to the Members at the Assembly. The Board shall ensure periodic certified audits.

11.5 Fiscal year

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

11.6 Dissolution

The Council may be dissolved by a two-thirds vote of its Members and Associate Members. 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 Member, Director or Officer of the Council, and no assets or earnings of the Council shall inure to the benefit of any member, Director, or Officer of the Council

11.7 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.

11.8 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 amended by a majority vote of members present 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, subject to affirmation by the Assembly.

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.

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

ⁱⁱ Articles of Incorporation, Amended, June 30, 1959

The foregoing Bylaws were adopted by the Assembly of the Church Council of Seattle, on

_____ (date)
and the President of the Council was empowered to authenticate such
Bylaws by signature below:

_____ (President)

Attest:

_____ (Secretary)