

EIN: 84-4708179

**Bylaws of the  
Washington Association  
for Children and Families  
Institute for Practice Improvement**

**ARTICLE I: NAME AND PURPOSE**

The name of this corporation shall be the Washington Association for Children and Families Institute for Practice Improvement (dba Washington Association for Children and Families (WACF)).

The WACF was formed for social welfare purposes, working to strengthen families and champion bright futures for children, youth, and families across Washington State. WACF will:

1. Provide training and technical assistance for child & family-serving organizations and professionals.
2. Implement innovative practices.
3. Provide other support necessary for the continued success of organizations committed to the well-being of children and families as allowed under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II: Mission**

The Washington Association for Children & Families is a non-profit working to ***strengthen families and champion bright futures*** for children, youth, and families across Washington State. We achieve our mission by providing technical assistance, advocacy and training for organizations, individuals, and leaders across the State of Washington. We recognize racial equity as a priority in preventing families from entering foster care, improving the disproportionality of foster families, and reducing the number of youths of color in care.

**ARTICLE III: Membership**

**Section 1. No Members**

The corporation shall initially have no members.

**Section 2. Membership**

Membership classes, the manner of election or appointment of members, the qualifications, and rights of each class of members, and dues for members may be established by amendment to the Articles of Incorporation and these bylaws.

**ARTICLE IV: GOVERNANCE**

**Section 1. Board of Directors:**

The Washington Association for Children and Families shall be governed and overseen by the Board of Directors. The Board of Directors will consist of a minimum of four and a maximum of twelve members.

**Section 2. Election of Board of Directors:**

During the last quarter of the organization's fiscal year, the Board of Directors will elect new board members to replace those whose terms expire at the end of the calendar year. The term of office is two years. This election shall take place during a regular meeting of the board, called in accordance with the provisions of these bylaws. A board member can serve up to three consecutive terms.

**Section 3. Election of Officers:**

The officers of this organization shall be the President, Vice President, Secretary, Treasurer, and the immediate Past President. Officers shall, with the support and participation of the entire board, lead the recruitment for their positions. Elections for officers shall be held during the last quarter of the organization's fiscal year. Officers shall serve one-year terms. Elections for these positions shall be staggered, with the elections for President and Treasurer occurring in odd-numbered years and elections for Vice President and Secretary occurring in even-numbered years. An officer can only serve two consecutive terms.

**Section 4. Officer Vacancy:**

A vacancy in any office shall be filled no later than the second regular meeting of the board following the vacancy. The process for filling such a vacancy shall be to accept nominations, including self-nominations, at the board meeting, followed by a vote.

**Section 5. Officer Roles:**

**President:** The President serves as the primary board contact, presides at Board Executive Committee meetings, co-creates the meeting agendas with the Executive Director, supervises the Executive Director performance reviews, and appoints committee members and committee chairs.

**Vice-President:** The Vice-President prepares to assume Board President role as needed, assists and fulfills duties when the President is absent, and attends Executive Committee meetings.

**Secretary:** The Secretary prepares official board minutes, tracks board member attendance and alerts the executive committee if a member is not meeting attendance requirements, ensures by-laws are reviewed annually and updates as needed, and attends Executive Committee meetings.

**Treasurer:** The Treasurer reviews financial statements and presents them at least quarterly at board meetings, serves on the fundraising committee, reviews annual audits and ensure all state and federal requirements are submitted correctly and timely, ensures that the board reviews and approves the annual filing, form 990, prior to filing, and attends executive committee meetings.

**Other board roles:**

**Liaisons:** The board shall include up to four board designated liaisons, responsible for reporting board updates to child & family-serving organizations and professionals that share the organization's mission and informing the board of information and updates from the child & family-serving organizations and professionals with whom they liaise.

**Immediate Past President:** The board may include the position of immediate past president, who will remain on the board after their term has ended to ensure a smooth transition for the newly elected board president. This role is limited to one year. The Past President shall serve as a member of the Executive Committee.

**Section 6. Notice of Meeting:**

The WACF shall give notice of all meetings of the board in a fair and reasonable manner. The notice shall include the meeting's date, time, place, and purposes. If it is determined that an electronic vote will be taken, the notice will include the deadline, date, and time.

**Section 7. Quorum and Voting:**

Voting will only occur when a quorum is present at a Board Meeting. A quorum consists of half of the current board members plus one. Votes can be conducted in person, remotely by phone or video conference, and by email. If a vote is conducted by email it must be unanimous and recorded as detailed in Section 10 of Article IV.

**Section 8. Proxy Voting:**

There shall be no voting by proxy.

**Section 9. Action by Consent:** Any action required by these bylaws to be taken by board vote may be taken without a meeting or electronic voting if consent is given in writing, setting forth the action to be taken and signed by all the directors.

**Section 10. Removal:** One or more Board members may be removed from office, with or without cause, by the affirmative vote of a three-quarters majority of the number of Board members fixed by or in the manner provided by these Bylaws. Board members are expected to attend regular meetings of the board. If a board member has had three unexcused absences in a year, the Secretary shall inform them that they will be removed from the board. Such a removal does not require a vote of the Board.

## **ARTICLE V: COMMITTEES**

The Board of Directors may form committees as appropriate to support the governance of WACF.

**Section 1.**

**Executive Committee:** All Officers and the immediate past president shall constitute the Executive Committee. The President shall serve as chair of the Executive Committee. During periods between board meetings and during the existence of an emergency as defined

under the Washington Business Corporate Act, the executive committee may, by majority vote, take all such actions which the board is authorized to take and which are not prohibited by law, provided, however, that (1) the executive committee shall take no action in lieu of board action if it is reasonably practicable to bring such matter before the board for action, and (2) all actions of the executive committee shall be reviewed at the next meeting of the board and are subject to approval, modification, or disapproval by the board.

**Section 2. Standing Committees:** The Board of Directors shall create committees as needed. These may include, but are not limited to:

- a. Board Recruitment Committee: to periodically recruit a slate of officers for election to the Board of Directors, ensure all board materials are up-to-date, and conduct an orientation for all new members.
- b. Fundraising Committee: to assist the organization in raising funds to meet its mission, including support from individual donors, grants from philanthropic organizations, and such other support as might be available in the community. The committee shall complete its work in compliance with the spirit of the Donor's Bill of Rights, as published by the Association of Fundraising Professionals.
- c. Liaison Committee: to ensure that the organization is meeting its mission, this committee will provide regular outreach,
- d. Bylaws Review Committee: chaired by the Board Secretary, this committee will annually review the bylaws for relevance and currency and make recommendations for amendments to the board.

**Section 3. Limitations on the Powers of Committees:**

Except as noted above, no committee may authorize payment or any part of the income of the organization; approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the organization's assets; elect, appoint, or remove officers; or adopt, amend, or repeal the articles, bylaws, or any resolution by the officers.

**ARTICLE VI: CONFLICTS AND DUALITIES OF INTEREST**

To promote integrity and effectiveness in the conduct of the organization's activities, the organization's affirmative policy shall require that all actual or potential conflicts or dualities of interest be disclosed promptly and fully to all necessary parties. The Board of Directors shall ensure that, at all times, the organization maintains a written Conflicts of Interest Policy providing for the affirmative disclosure of actual and potential conflicts of interest and requiring all directors, committee members, and officers to provide written certification as to known conflicts of interest at least annually. The board of directors may further cause the organization to adopt and maintain such other written policies, rules, and regulations in furtherance of the foregoing as it considers appropriate.

## ARTICLE VII: LIABILITY AND INDEMNIFICATION

### **Section 1. Director Liability Limitations:**

A director shall have no liability to the organization for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, where the director votes for or assents to a distribution that is unlawful or violates the requirements of these bylaws, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a director of the organization existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

### **Section 2. Indemnification:**

**(a) Right to Indemnification.** Each person who is or is threatened to be made a party to or is otherwise involved in (including without limitation as a witness) any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was serving at the request of the organization as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the organization, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties, and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent (as applicable) and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Article VII, Section 2(b) below with respect to the proceedings seeking solely to enforce rights to indemnification, the organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) was authorized by the board of directors of the organization. The right to indemnification conferred in this Article VII, Section 2(a) shall be a contract right and shall include the right to be paid by the organization the expenses incurred in defending any such proceedings in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the organization of an undertaking, by or on behalf of such director or officer is not entitled to be indemnified.

**(b) Right of Claimant to Bring Suit.** If a claim for which indemnification is required under Article VII, Section 2(a) is not paid in full by the organization within sixty (60) days after a written claim has been received by the organization, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the organization to recover the unpaid amount of the claim and, to the extent

successful in whole or in part, the claimant shall be entitled to also be paid the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article VII upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the organization).

**(c) Non-exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles, these Bylaws, agreement, or vote of disinterested directors or otherwise.

**(d) Insurance, Contracts, and Funding.** The organization will maintain insurance at its expense to protect itself and any director, officer, trustee, employee, or agent of the organization or another corporation, partnership, joint venture, trust, or other enterprise against the expense, liability, or loss, whether or not the organization would have the power to indemnify such persons against such expense, liability or loss under the Washington Business Corporation Act, as applied to nonprofit corporations. The organization may enter into contracts with any director or officer of the organization in furtherance of the provisions of this Article VII and may create a trust fund, grant a security interest, or use other means to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article VII.

**(e) Indemnification of Employees and Agents of the Association.** The organization may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the organization with the same scope and effect as the provisions of this Article VII with respect to the indemnification and advance of expenses to directors and officers of the organization or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

## **ARTICLE VIII: CORPORATE ACTS, LOANS AND DEPOSITS**

### **Section 1. Corporate Acts:**

Unless otherwise directed by resolution of the board of directors or by law, all checks, drafts, notes, bonds, bills or exchanges, and orders for the payment of money of the organization, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the organization shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the organization shall be signed by the President (or by a subordinate under his or her control to whom he or she has delegated such authority), except as otherwise determined by the board of directors.

**Section 2. Loans:**

No indebtedness shall be contracted on behalf of the organization, and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors as provided herein. Such authority may be general or confined to specific instances.

**Section 3. Deposits:**

All funds of the organization not otherwise employed or subject to immediate distribution shall be deposited from time to time to the credit of the organization in such banks, savings and loans associations, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Books and Records:**

The organization shall keep, at its principal or registered office, copies of its current articles and these bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the board of directors, and any minutes that committees of the board may maintain; records of the name and address of each director and officer; copies of any application for Internal Revenue Service recognition of the organization's status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), along with information returns (Forms 990) and tax returns (Forms 990-T) filed by the organization for the prior three taxable years; and such other records as may be necessary or advisable from time to time.

**Section 5. Accounting Year:**

The accounting year of the organization shall be the twelve months ending December 31 of each calendar year.

**ARTICLE IX: AMENDMENTS TO BYLAWS**

The Board of Directors must vote to amend or repeal these bylaws or to adopt new ones by a two-thirds vote of the Board of Directors. Prior to the adoption of the amendment, each board member shall be given notice of the vote date at the last address of record at least ten days before the vote occurs. The notification shall include the date, time, and place (if in person) of the meeting, and the notification shall state that the purpose of the vote is a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.

Adopted: 4/11/2024