

Bylaws of the Washington Association for Children and Families

ARTICLE I: PURPOSE

This association shall be organized and operated exclusively for social welfare purposes. Subject to the limitations stated in these bylaws, the purposes of this Association shall be to engage in any lawful activities, none of which are for profit, for which member organizations can operate under Section 501(c)(4) of the Internal Revenue Code (or its corresponding future provisions).

This Association's primary purpose shall be to bring together in a durable and vibrant alliance organizations and individuals committed to the well-being of children and their families either currently involved with or at risk of future involvement with state agencies such as Department of Social and Health Services, Department of Children Youth & Families, and Department of Commerce in order to carry the following activities and tasks:

1. Gather, analyze, and distribute information on market and policy issues related to children and families engaged with our child and family serving systems and advocate on behalf of the association's members and their clients.
2. Actively and assertively advocate for and promote outcomes that achieve safety, well-being, stability and permanency for children and their families on a statewide basis.
3. Create and promote whenever and wherever among the membership feasible, sustainable, equitable and effective collaborations and alliances with other stakeholders such as families and other child advocacy associations and organizations for the purpose of the mutual benefit of all.

ARTICLE II: MEMBERS

Section 1.

There shall be three categories of participation in this association that shall be composed of non-governmental organizations, corporations, legal partnerships, sole proprietorships and individual alumni members that meet the criteria set forth in Section 2.

- a. Participation as a full voting Organizational Member: Agencies or entities whose primary focus is direct services to children and families.

- b. Participation as a full-voting Individual Alumni Member: Individuals who have previous documented participation in the Association and are not employees of eligible organizations.
- c. Participation as a non-voting Partnering Organization: Agencies or entities whose primary focus is legislative, administrative, and/or advocacy on behalf of children and families.

Section 2. Qualifications:

All Members and Partnering Organizations of this Association shall meet the following criteria:

- a. Has a primary mission or purpose to provide services to or advocacy on behalf of children and their families who are at risk of involvement or already involved with state child and family service systems.
- b. Upholds the principles and values of the Washington Association for Children and Families as outlined herein or subsequently amended.
- c. Pays and remains current with annual dues.

Section 3. Association and Membership Values:

By virtue of a successful application to join the Washington Association for Children and Families, member organizations, individual alumni members, and non-voting Partnering Organizations pledge to support, uphold and advance the following values in their activities within and outside of the Association.

- a. Children should be maintained in their families, communities and neighborhoods maintaining cultural, tribal and natural supports whenever possible.
- b. The evaluation and assessment of the needs of children and their families should be professionally, thoroughly and competently completed at or on entrance into service. Such assessments and evaluations will always identify strengths as well as needs.
- c. Children and families should receive the services they need in a timely and appropriate fashion and in the most appropriate setting.
- d. Members shall recognize and promote the value of serving children and families of diverse racial, ethnic, cultural or sexual orientation.
- e. Members shall value, respect, and support the continuum of services and the diversity of providers within the membership of the Washington Association for Children and Families.
- f. Members shall conduct their business within and outside the association ethically, and honestly, and shall avoid or fully disclose any current or potential conflict of interest. Membership in the Association does not constitute any restriction, waiver or limit on the members' ability or right to represent or speak on behalf of or advocate for their own organization before any forum or governmental body.

Section 4. Voting:

Members in good standing shall be entitled to one vote on all matters for which a membership vote is called for or permitted by the bylaws of this Association.

Section 5. Meetings:

The membership shall meet on a regular basis at times determined by a majority of the members present at any meeting of the membership, except that there shall be no fewer than two membership meetings annually.

Section 6. Fiscal and Operational Year:

The Association year shall begin on July 1st and end on June 30th of each year.

Section 7. Annual Membership Meeting:

There shall be an annual meeting of the membership to elect members of the board of directors. This meeting shall take place no later than May 31st of each year and the new board of directors will become effective with the first day of the next Association year.

Section 8. Special Meetings:

Special Meetings of the membership may be called by the board of directors or by any of the operating divisions via their chairperson or by the request of ten or more members via communication to the Board President either in writing or via e-mail.

Section 9. Termination of Membership:

Membership may be terminated by the board of directors after giving the member at least 15 days written notice by first class mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the board of directors, orally or in writing, not less than five days before the effective date of the termination. The decision of the board of directors **shall** be final and shall not be reviewable by any court. Members that wish to voluntarily end their membership may do so at any time by submitting a letter to the board president

Section 10. Notice of Meeting:

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

Section 11. Quorum and Voting:

The executive director (or his/her designee) of an Association member organization has the authority to vote for said organization. Those votes and those votes of Individual Alumni members present at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently. Members may vote by participating in conference calls or electronic voting.

Section 12. Proxy Voting:

There shall be no voting by proxy.

Section 13. Action by Consent: Any action required by bylaws to be taken by vote of the membership may be taken without a meeting or electronic voting if a consent in writing, setting

forth the action to be taken is signed by all the members.

ARTICLE III: STRUCTURE

The Association and its members shall be organized into three operating divisions. Those divisions are:

1. The Child Placing Agency Division: Composed of members who are interested in preserving, promoting and improving Child Placing Agencies or organizations providing foster care services.
2. The Intensive Services Division: Composed of members who are interested in preserving, promoting and improving Behavioral Rehabilitation Services, Crisis Residential Centers, HOPE beds, Regional Assessment Centers, and other services designed to serve children, youth and their families with multidimensional and complex needs.
3. The Family Preservation and Support Services Division: Composed of members who are interested in preserving, promoting and improving family preservation and support services to children and families provided in client family homes or in clinic settings, whether those children reside with parents, relatives or guardians.

Each of the aforementioned divisions shall:

1. Elect a chair to represent the division on the Board of Directors.
2. Elect a vice chair to act on behalf of the chair as appropriate.
3. Annually create and adopt an administrative and legislative public policy agenda and calendar to identify public policy priorities, issues and concerns unique to itself for presentation to the Board of Directors and/or membership for action.
4. Gather, organize, analyze and distribute information relevant to the division's interests and priorities to other members of the Association.
5. Meet on a basis to be determined by those active in the division.

Any Association member may participate in any or all of the operating divisions of the Association.

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 composed of officers, chair of the Public Policy Committee, division chairpersons, and the immediate past president, who will serve two-year terms. Directors other than the immediate past president shall be selected in the manner set forth below:

- a. President: elected by the general membership
- b. Vice President: elected by the general membership
- c. Secretary: elected by the general membership
- d. Treasurer: elected by the general membership
- e. Chair of the Public Policy Committee: elected by the general membership
- f. Chair of the CPA Division: elected by the membership of that division
- g. Chair of the Intensive Services Division: elected by the membership of that division
- h. Chair of the FPSS Division: elected by the membership of that division
- i. Immediate past president

Section 2. Duties of the Board of Directors

The board of directors shall be responsible for the strategic direction of the Association, which shall include but not be limited to the follow activities and functions;

- a. Hire, evaluate, and terminate employment of the executive director.
- b. Establish dues and dues structures and policies and otherwise carry out fiduciary responsibilities for the Associations assets, cash and obligations.
- c. In collaboration with the executive director, represent the Association to state agencies, the governor and the legislature.
- d. In collaboration with the executive director, review and distribute any information gathered, analyzed and deemed sufficiently important and necessary by the divisions or committees of the Association to the membership.
- e. Meet at least monthly either in person or by electronic conferencing to conduct its business and carry out its fiduciary and governance duties. All such meetings will be open to any and all members of the Association.
- f. Keep and record minutes of its meetings and make those records publicly available to the membership.
- g. In collaboration with the executive director, create a prioritized annual administrative and legislative public policy agenda and calendar in consultation with the Public Policy Committee and operating divisions.

ARTICLE V: OFFICERS

Section 1. Titles:

The Officers of this corporation shall be the President, Vice-President, Secretary, and Treasurer.

Section 2. Election of Officers:

The general membership shall elect the president, vice president, secretary and treasurer to serve two-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. A partial term of one year shall be used whenever necessary to establish or to restore rotation of two-year terms of president, vice- president, treasurer and secretary. An officer may be reelected without limitation on the number of terms served.

Section 3. Officer Vacancy:

A vacancy of any office shall be filled no later than the second regular meeting of the members following the vacancy.

Section 4. Other Officers:

The members may elect or appoint other officers as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the members.

Section 5. President:

The president shall act as the Chair of the Board. The president shall have any other powers and duties as may be prescribed by the members including but not limited to presiding over board meetings and appointing ad hoc committee chairpersons with the advice and consent of the board. The president shall serve as the Registered Agent for the Association and shall serve as the official spokesperson for the Association.

Section 6. Vice-President:

The vice president shall chair the board meetings in the absence of the president. The vice-president shall have any other powers and duties as may be prescribed by the members.

Section 7. Secretary:

In the absence of the Association staff, the secretary shall record the minutes of the board meetings and general membership meetings and shall work with the treasurer in the timely filing of annual reports with the Secretary of State of Washington. The secretary shall perform other duties as may be described and assigned from time to time by the Board of Directors.

Section 8. Treasurer:

The treasurer shall perform all duties incidental to the office and shall receive and present regular reports to the board of directors and the membership.

ARTICLE VI: DIVISION CHAIRS AND VICE CHAIRS

Section 1:

The division members shall elect the division chairs and vice chairs to serve two-year terms. Elections for these positions shall be staggered, with the election for the CPA Division chair occurring in odd numbered years and elections for the IS Division and FPSS Division chairs occurring in even numbered years. A partial term of one year shall be used whenever necessary to establish or to restore rotation of two-year terms. A division chair may be reelected without limitation on the number of terms served.

Section 2. CPA Division Chair:

The CPA Division chair shall organize and preside over meetings of the Association members in good standing who volunteer to serve in this operational division of the Association. The division chair shall represent the interests, positions and concerns of the CPA Division to the membership and assure that the work of the division as described in Article III of these By-laws is carried out.

Section 3. Intensive Services Division Chair:

The Intensive Services Division chair shall organize and preside over meetings of the Association members in good standing who volunteer to serve in this operational division of the Association. The division chair shall represent the interests, positions and concerns of the Intensive Services Division to the membership and assure that the work of the division as described in Article III of these By-laws is carried out.

Section 4. FPSS Division Chair:

The FPSS Division chair shall organize and preside over meetings of the Association members in good standing who volunteer to serve in this operational division of the Association. The division chair shall represent the interests, positions and concerns of the FPSS Division to the membership and assure that the work of the division as described in Article III of these By-laws is carried out.

ARTICLE VII: COMMITTEES

Section 1. Standing Committees:

Executive Committee: The officers of the Association 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.

Public Policy Committee: Shall be composed of Association members in good standing with an interest and or expertise of advancing and advocating for administrative and legislative public policies that advance the purpose of the Association.

Section 2. Election of the Public Policy Committee Chair:

The general membership shall elect the committee chair to serve a two-year term. The Public Policy Chair shall be elected in odd numbered years. The Public Policy Committee Chair may be reelected without limitation on the number of terms served.

Section 3. Ad Hoc Committees:

The Board of Directors shall create as needed ad-hoc time and purpose limited committees of the membership as may be from time to time appropriate. Those ad hoc committees may include but not be limited to the following:

- a. Nominating Committee to periodically recruit a slate of officers for election to the Board of Directors and a chair for the Public Policy Committee.
- b. Bylaws Review Committee to periodically review for relevance and currency the By-laws of the Association and make recommendations for amendments and changes to the membership of the Association.
- c. Special Event Committee to plan, develop and implement special events for the Association as may be deemed necessary by the Board of Directors.
- d. Advocacy Committees for one or more specific issue or task to assure that a specific issue is analyzed appropriately, stated, and presented in whatever forum as may be deemed necessary.

Section 4. Limitations on the Powers of Committees:

No committee may authorize payment or any part of the income of the Association; approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association assets; elect, appoint, or remove officers; or adopt, amend, or repeal the Articles, Bylaws, or any resolution by the officers.

ARTICLE VIII: CONFLICTS AND DUALITIES OF INTEREST

In order to promote integrity and effectiveness in the conduct of the Association’s activities, the Association’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 Association 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 provide written certification as to known conflicts of interest at least annually. The board of directors may further cause the Association to adopt and maintain such other written policies, rules and regulations in furtherance of the foregoing as it considers appropriate.

ARTICLE IX: LIABILITY AND INDEMNIFICATION

Section 1. Director Liability Limitations:

A director shall have no liability to the Association 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 IX shall not adversely affect any right or protection of a director of the Association 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 Association 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 Corporation, 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 IX, Section 2(b) below with respect to the proceedings seeking solely to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) was authorized by the board of directors of the Corporation. The right to indemnification conferred in this Article IX, Section 2(a) shall be a contract right and shall include the right to be paid by the Corporation 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 Corporation of an undertaking, by or on behalf of such director or officer is not entitled to be indemnified under this Article IX, Section 2(a) or otherwise.

(b) Right of Claimant to Bring Suit. If a claim for which indemnification is required under Article IX, Section 2(a) is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, 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 Corporation 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 IX 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 Association), and thereafter the Association shall have the burden of proof to overcome the presumption that the claimant is so entitled. Neither the failure of the Association (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnifications or to the reimbursement or advance of such expenses shall be a

defense to the action or create a presumption that the claimant is not so entitled.

(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 IX 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 Association may maintain insurance at its expense to protect itself and any director, officer, trustee, employee or agent of the Association or another corporation, partnership, joint venture, trust or other enterprise against the expense, liability or loss, whether or not the Association 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 Association may enter into contracts with any director or officer of the Association in furtherance of the provisions of this Article IX 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 IX.

(e) Indemnification of Employees and Agents of the Association. The Association 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 Association with the same scope and affect as the provisions of this Article IX with respect to the indemnification and advance of expenses to directors and officers of the Association or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act, as applied to nonprofit corporations, or otherwise.

ARTICLE X: 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 Association, and all deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Association shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Association 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 Association and no evidences 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 Association not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Association 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 Association shall keep 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 may be maintained by committees of the board; records of the name and address of each director and officer; copies of any application for Internal Revenue Service recognition of the Association'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 Corporation 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 Association shall be the twelve months ending June 30 each calendar year.

ARTICLE XI: AMENDMENTS TO BYLAWS

The members must vote to amend or repeal these Bylaws, or to adopt new ones, by a two-thirds vote of members. Prior to adoption of the amendment, each member shall be given notice of the vote date at the last address of record, at least 10 days before the vote occurs. The notice shall include the date, time, and place (if in person) of the meeting, and the notice shall state that the purpose of the vote is a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.