

# **Non-Profit Bylaws of Peninsula Support Organization**

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of  
Peninsula Support Organization**

**Revision Record**

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8/4/2017	Original Issue		Chair <u>B.B.</u> Vice Chair <u>M.V.</u> Secretary _____ Treasurer _____
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# **Non-Profit Bylaws of Peninsula Support Organization**

## **Preamble**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Washington and the Articles of Incorporation of the Peninsula Support Organization. In the event of a direct conflict between the herein contained provisions and these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Washington, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation/Organization, it shall then be these Bylaws which shall be controlling.

## **Article I. Name**

The legal name of the Non-Profit Corporation/Organization shall be known as the Peninsula Support Organization, and shall be referred to as the Corporation/Organization.

## **Article II. Purpose**

The general purpose for which this Corporation/Organization has been established is to raise money and provide volunteers to support needy projects in Kitsap, Jefferson and Clallam counties in the state of Washington. Operations will be conducted under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **Article III. Offices**

The principal office of the Corporation/Organization shall be located at 120 Spinnaker Place, Port Ludlow, WA 98365.

The Corporation/Organization may have other such offices as the Board of Directors may deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time.

## **Article IV. Dedication of Assets**

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only.

## **Article V. Board of Directors**

### **Section 5.01 General Powers and Responsibilities**

The Corporation/Organization shall be governed by a Board of Directors (the Board), which shall have all the rights, powers, and privileges and limitation of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Washington. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and shall delegate to staff and volunteers subject to the provisions of

these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

### **Section 5.02 Number and Qualifications**

The Board shall have up to 7, but no fewer than 4 Board members. The number of Board members may be increased beyond 7 by the affirmative vote of a two-thirds majority of the then servicing Board of Directors.

All officers are automatically Board Members.

In addition to the regular membership of the Board, representatives of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Member, which will have the same rights and obligations, including voting power, as other directors.

### **Section 5.03 Board Compensation**

The Board shall receive no compensation.

### **Section 5.04 Board Elections**

The Governance Committee shall present nominations for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendation from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by unanimous of those Board members at a Board meeting at which a quorum is present.

### **Section 5.05 Term of Board**

There is no term limit for Board members.

### **Section 5.06 Vacancies**

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- (a) The death, resignation, or removal of any director
- (b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgement of any court to have breached a duty pursuant to the Corporation Code and/or Act of law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board of Directors, or a total of 4 meetings of the Board during any one calendar year.
- (c) An increase in the authorized number of directors

The Board of Directors, by way of affirmative vote of a two-thirds majority of directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Washington

is first notified, no director may resign when the Corporation/Organization would be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a vote of a two-thirds majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### **Section 5.07 Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board or the Secretary of the Board. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 5.08 Removal**

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a two-thirds majority of the then-serving Board members.

#### **Section 5.09 Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any three regular Board members may call a special meeting of the Board with 3 days written notice provided to each member of the Board. The notice shall be served upon each Board member by regular mail or email. The person(s) authorized to call such special meetings of the Board may also establish the place where the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

#### **Section 5.10 Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed as Secretary, shall prepare the minutes of the meeting, which shall be delivered to the Corporation/Organization to be placed in the minute books or digital archives. A copy of the minutes shall be delivered to each Board member via regular mail or email with 5 business days after the close of each Board meeting.

#### **Section 5.11 Quorum**

At each meeting of the Board of Directors, the presence of 3 persons shall constitute a quorum for the transaction of business.

#### **Section 5.12 Voting**

Each Board member shall only have one vote.

### **Section 5.13 Proxy**

Board members shall not be allowed to vote by written proxy.

### **Section 5.14 Board Member Attendance**

A Board Member who is unable to attend a meeting in person may participate via video and/or audio conferencing.

An elected Board Member who is absent from 3 consecutive regular meetings of the Board during the fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

## **Article VI. Officers**

### **Section 6.01 Officers and Duties**

The Board shall elect officers of the Corporation/Organization which shall include a Chair of the Board (Chief Executive Officer), a Vice Chair of the Board, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. In addition to the duties in accordance with this Article, officers shall conduct all other typically pertaining to their offices and other such duties with may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board.

### **Section 6.02 Chair of the Board (Chief Executive Officer)**

- (a) It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors.
- (b) The Chair of the Board is authorized to execute, in the name of the Corporation/Organization, and any and all contracts or other documents which may be authorized..
- (c) It shall be the responsibility of the Chair, in general, to supervise and conduct all activities and operations of the Corporation/Organization.
- (d) The Chair shall be empowered to act, speak for, and otherwise represent the Corporation/Organization between meetings of the Board.
- (e) The Chair shall have signature authority on all financial accounts.
- (f) The Chair shall delegate duties as he/she deems necessary.

### **Section 6.03 Vice Chair**

- (a) In the absence of the Chair, or in the event of his/her inability or refusal to act, shall then have the authority and responsibility of the Chief Executive Officer of the Board.
- (b) The Vice Chair shall be familiar enough with the Bylaws to be able to apply the Bylaws to any and all situations.

#### **Section 6.04 Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the principle office of the Corporation/Organization (*currently the Secretary's home*).

- (a) The Secretary shall keep the minutes of all meetings of the Board of Directors and shall keep said minutes on file in hard copy and/or electronic format.
- (b) The Secretary shall attend to the giving and serving of all notices of meetings of the Board of Directors
- (c) The Secretary shall also ensure that Board decisions are documented in the minutes.
- (d) The Secretary shall sign the minutes and obtain the signature of the Chief Executive Officer of the Board.

#### **Section 6.05 Treasurer (Chief Financial Officer)**

- (a) Is shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible to ensuring the deposit of, or cause to deposited, all money and other valuables as may be designated by the Board of Directors.

- (b) Furthermore, the Treasurer shall disburse or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the Chair of the Board and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and the financial condition of the Corporation/Organization.
- (c) The treasurer is responsible for filing required annual reports with the Secretary of State office and the IRS, and for annual renewal of the Business license.

### **Article VII. Committees**

#### **Section 7.01 Committees of Directors**

- (a) The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws.

Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee.

- (b) However, committees exercising any authority of the Board of Directors may not have any non-director members.
- (c) The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee.
- (d) The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.

- (e) The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board.