

KITSAP COUNTY DOMESTIC VIOLENCE
TASK FORCE BYLAWS

A Nonprofit Corporation

ARTICLE I

As set forth in the Articles of Incorporation, the official name of this body is the Kitsap County Domestic Violence Task Force. The Board of Directors shall be known as the Kitsap County Domestic Violence Task Force Board of Directors.

ARTICLE II

The mission of the Kitsap County Domestic Violence Task Force is to create a community free from domestic violence.

ARTICLE III

The Kitsap County Domestic Violence Task Force will promote victim safety and perpetrator accountability by working toward the goals of:

- Educating the community about domestic violence,
- Working toward a Coordinated Community Response,
- Encouraging and supporting agencies that work with domestic violence,
- Creating and maintaining a Kitsap County domestic violence resource network,
- Advocating for legislative progress in issues as they relate to domestic violence,
- Developing funding resources, and
- Collecting and maintaining data on domestic violence in the community.

ARTICLE IV

Task Force Membership

Section 1. Definition: The Kitsap County Domestic Violence Task Force shall be a member-based nonprofit corporation incorporated under the laws of the State of Washington, pursuant to RCW 24.03.183. Any person, including business entities, who contribute money or volunteers his or her time to the Task Force, and who espouses the philosophy and purpose of the Task Force during a calendar year shall be considered a Member.

Section 2. Membership Year: Each membership year shall consist of the calendar year. If during any calendar year a member fails to contribute his or her time to the Kitsap County Domestic Violence Task Force, he or she may be dropped from the membership roll.

Section 3. Termination: Any Member, Officer, or Director may be removed summarily by a simple majority vote of the Board of Directors in any regular or specially called meeting of the Board if, in the judgment of the Board, such action would be in the best interest of

the Task Force. The Member to be terminated shall be notified at least ten days prior to the meeting called for that purpose, and shall be given the opportunity to be heard at said meeting. The Member's absence from the meeting shall not prevent the Board from terminating the membership.

ARTICLE V

Meetings

The Kitsap County Domestic Violence Task Force shall meet on a quarterly basis. The times and dates are determined by the Board. Notices of the quarterly meetings shall be distributed to all Members at least two weeks in advance.

Special meetings of the membership will be scheduled and held whenever needed. Special meetings shall be held within Kitsap County, Washington, and may be designated by the notice of such meeting. Notice of all special meetings shall be given to all regular Members not less than 10 days prior to the date of said meeting. Special meetings of the membership may be canceled at any time by the Chairperson or by at least three (3) Members of the Board.

Each Member may vote in person for the election of Directors.

ARTICLE VI

Board of Directors

Section 1. Number of Powers: The management of all the affairs, property, and interests of the corporation shall be vested in a Board of Directors consisting of no more than sixteen (16) persons concerned about Domestic Violence in our community.

Section 2. Eligibility: In order for a nominee to serve as a Board member, a person must be a Member in good standing with the Board of Directors.

Section 3. Term: The term of office for each Director shall be one (1), three (3) year term. No Director shall serve more than (2) consecutive terms.

Section 4. Conflicts: Any Director who has a conflict of interest with a matter pending before the Board, or is in a private business relationship with the Corporation, shall disclose the conflict of interest to the other Directors prior to taking part in any such discussion and/or voting on any issues. All such disclosures (including the abstentions from voting by reason of conflict of interest) shall be included in the minutes.

Section 5. Loans: No loans shall be made by the Corporation to any trustee.

Section 6. Attendance: A proxy will not be considered an excused absence.

Section 7. Vacancy: If the office of any Director becomes vacant for any reason, a majority of the remaining Directors, though not less than a quorum, shall elect a successor to hold office as a member of the Board of Directors until a replacement is duly elected and qualified at the next annual meeting. A term will be deemed to have expired, and a vacancy declared when a Director fails to attend three (3) meetings of the Board within a calendar year, unless those or additional absences are excused by the Chairperson.

Section 8. Meetings: A regular meeting of the Board of Directors shall be held monthly, the time and place to be determined by the Chairperson or by action of the Board. Notice of such regular meetings shall be sent to each Board member at least five (5) days prior to the date of each meeting. The Board may, at its option, waive the regular monthly meetings of the Board. The decision to waive the regular monthly meeting shall be submitted by the Chairperson to the members of the Board, either in writing or verbally. If a majority of the Board feels it is appropriate, then the monthly meeting shall be held.

Section 9. Proxy: A Director may vote by proxy in writing if the Director knows he/she will be absent from a meeting.

Section 10. Quorum: A simple majority of the full Board of Directors shall constitute a quorum at any meeting.

Section 11. Executive Committee: An Executive Committee of the Board of Directors consists of the Chairperson, Vice Chairperson, Secretary, and Treasurer. The functions of the Executive Committee are to act on behalf of the Board of Directors between meetings of the Board and to do any and all things within the apparent scope of authority belonging to the Board. The results of the Executive Committee meetings will be announced to the Board at its next scheduled meeting.

Section 12. Membership: The Board of Directors shall have as a permanent Standing Committee an entity known as the Board of Directors Membership Committee. This committee will be charged with annually evaluating the Standing Board and developing and maintaining a list of perspective persons suitable for future membership. These persons will be considered for nomination when vacancies become available on the Board of Directors. The committee shall be created by the Chairperson and have no fewer than three (3) members.

Section 13. Resignation: Any Director may resign at any time by giving a written notice of such resignation to the Board of Directors. A Director missing three (3) consecutive meetings without just cause shall be considered to have resigned from the Board of Directors. Just cause shall be any appropriate reason, proving notice has been submitted to the chairperson of the Board of Directors.

ARTICLE VII

Executive Officers of the Board of Directors

Section 1. The Officers of the Board and their respective duties are as follows:

Chairperson: The Chairperson shall preside at all meetings of the Board of Directors, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as are incident to the office, or are properly required for the Chairperson of the Board of Directors. This position is *pro tem* at all committees.

Vice-Chairperson: The Vice-Chairperson shall perform the duties and assume the responsibilities of the Chairperson in the absence of the Chairperson. If the Office of the Chairperson is vacated, the Vice-Chairperson shall assume the office of Chairperson. The term of such office shall be for the unexpired term of the Chairperson. The Vice-Chairperson shall also perform such other duties as the Chairperson and/or Board of Directors may direct.

Secretary: The Secretary shall maintain all official records of the Board of Directors and the Corporation, shall sign official documents including certificates of corporate vote and shall make copies of the minutes available to the Officers and Directors within a reasonable time. The Secretary shall also perform such other duties as the Chairperson and/or Board of Directors may direct.

Treasurer: The Treasurer shall supervise the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall supervise the deposit of all monies and other valuable effects in the name, and to the credit, of the corporation in such depositories as may be designated by the Board. These funds and other valuables shall be subject to withdrawal by such Officers as designated by the Board of Directors from time to time.

Delegation: If any Officer of the Corporation is absent or unable to act, and no other person is authorized to act in such Officer's place by the provisions of these Bylaws, the Board of Directors may from time to time delegate the powers of duties of such Officer to any other Officer, Director, or any other person the Board may select.

Section 2. **Nomination of Board Officers:** Nominations for Board Officers will be determined one month before election. A Nominating Committee shall be formed consisting of the current Chairperson and two individuals appointed by the Board to select one nominee for each vacant office. To maintain continuity in Board Officers, the Vice-Chair shall be considered for nominee as Chairperson. Since the positions of Secretary and Treasurer require certain qualifications, individuals with these qualifications will be nominated for these positions. In addition, nominations can be made from the floor at the time of election. The Nominating Committee will meet and report their nominations for election.

Section 3. **Election of Board Officers:** The Chairperson, Vice-Chairperson, Secretary, and Treasurer shall be elected annually by a simple majority of the Board of Directors. The nominees determined by the Nominating Committee, plus any nominations from the floor,

will be voted on. Voting will be by secret written ballot. Board Officers shall take office in February and hold office for a term of one (1) year. All Officers may, at the discretion of the Board, be re-elected, except that the Chairperson shall not hold office for more than two (2) successive terms.

Section 4. Election of Board Members: Nominations for membership on the Board of Directors shall first be submitted to the Membership Committee for preliminary approval. Following such approval, the Membership Committee shall submit the nomination to the full Board for a formal vote. A majority vote shall be sufficient to elect Board membership. Once elected to Board membership, new members shall begin to attend monthly meetings and be assigned to a Committee.

ARTICLE VIII

Section 1. Kitsap County Domestic Violence Task Force Bank Account: All funds of the Corporation shall be deposited in such banks or financial institutions as designated by the Board of Directors. All checks drawn upon such funds shall be signed and countersigned by such Officers of the Corporation and/or persons as may be authorized by the Executive Committee from time to time.

Section 2. Contracts: Unless otherwise authorized by the Board of Directors, all contracts, leases, mortgages, powers of attorney, and other such official documents shall be executed by the Chairperson and his or her designee after presentation and approval by the Board of Directors.

Section 3. Power of Committees: No such Committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; to electing, appointing, or removing any Member of any such Committee or any Director or Officer of the Corporation; to amending the Articles of Incorporation; to adopting a plan of merger or adopting a plan of consolidation with another Corporation other than in the ordinary course of business; authorizing the voluntary dissolution of the corporation or adopting a plan for the distribution of assets for the Corporation; or to amending, altering or repealing any resolution of the Board of Directors, which by its terms, provides that it shall not be amended, altered, or repealed by such Committee.

Section 4. Parliamentary Procedure: On questions for parliamentary procedure not covered by these Bylaws, the latest edition of *Robert's Rules of Order* (newly revised) shall prevail.

ARTICLE IX

Nonprofit Status

No part of the net earnings of the Task Force shall inure to benefit any Board member, Officer, or other private individual except that the Corporation shall be authorized and empowered to apply reasonable compensation for services rendered and to make payment and

distributions in furtherance for the purpose stated in Article III. No substantial part of the activities of the Task Force shall consist in carrying on propaganda, or otherwise shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE X

Dissolution of Corporation

In the event of dissolution of the Corporation, the assets of said Corporation remaining after payment or adequate provision for the debts and obligations of the Corporation shall be distributed to another organization which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or Distributed to the federal government, or to a state or local government, for public purpose that advances the same causes of the Task Force). Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purpose of benefiting the same causes of the Task Force.

Adopted by resolution of the corporation Board of Directors on this

24th day of May, 2005.

SECRETARY