



northwest
youth services

article I. name and purpose

Section 1. Name

The name of this corporation shall be Northwest Youth Services.

Section 2. Existence

The existence of this corporation shall be perpetual.

Section 3. Mission and Vision Statements

Northwest Youth Services (NWYS) collaborates with at-risk, runaway and homeless youth to foster self-reliance. By 2015, we will have the capacity to serve any at-risk, runaway or homeless youth in Skagit and Whatcom Counties.

NWYS is a non-profit social service agency dedicated to providing, individual support services through youth housing programs, a peer accountability and queer youth advocacy. Many of these youth are homeless, runaways, "throwaways", and have been physically or sexually abused, or severely neglected. These services are provided in a way that provides youth and families with tools and skills, is responsive to changing needs, builds a network of comprehensive services, and assures the fiscal resources to provide these services far into the future. These services are provided so that young people can appreciate their inherent value, make positive changes, and become empowered to make healthy life choices. In doing so, individuals, families, and the community can remain and grow together. Standards by which NWYS measures the outcome of these services include client satisfaction and feedback (both of these served and by funding sources), observed client growth, increased client productivity, breakthroughs in abuse cycles, and clients reaching a point where they no longer require services.

Section 4. Non-Profit Status

The organization is irrevocably dedicated to and operated exclusively for non-profit purposes and no part of the income or assets of the organization shall be distributed to or inure to the benefit of any member, provided the organization may pay for expenses or actual costs for travel or services rendered.

article II. powers

The organization is empowered to employ, buy, own, pay, sell, convey, assign, mortgage, lease, or maintain the space, equipment, supplies, and services necessary to incidental to the provisions of the purposes of the organization as described in Article 1 hereof and to exercise all other powers as provided by law and to do and perform all acts reasonable and necessary to accomplish the purposes of the organization, including engaging in cooperative arrangements with other agencies and inter-community groups in an effort to promote the purpose of the organization.

article III. board of directors

Section 1. Membership

The Board of Directors shall consist of no less than six directors and no more than fifteen (15) directors. To the extent feasible, the Board shall be broadly representative of the community and be comprised of skill sets of value in performing the work of the Board.

a. Nominations

- 1) The president may designate a committee responsible for Board member recruitment, interviewing, and nominating. Any Board member may recommend a person to the committee for consideration.
- 2) Nominees shall be interviewed by the Executive Director and committee representative or president if no committee is designated. After interviewing prospective Board members, the interviewers will report their recommendation to the full Board. The Board will then vote on admission of the nominee to the board of directors. Voting on membership shall be done outside the presence of the nominees.
- 3) The Board may invite nominees as guests to Board meetings prior to their membership.

b. Terms of Office

The initial term of office shall be three years. Board members may be elected to a second consecutive three-year term. At the end of the six years, the board member will automatically become a non-voting Board Member Emeritus (BME) for a one-year term, which may be renewed each year upon a vote of the board. BMEs are expected to fulfill all the roles expected of any other Board Member except that of voting. Former Board members or BMEs may be voted to the Board if at least one year has passed since the completion of their last term as a voting Board member. At the time of the adoption of this language, all board members serving three-year terms may complete their term, even if it is a third or more consecutive term.

c. Vacancies

Upon resignation or end of a term, the departing director may suggest his or her replacement and, after consent of the Board, inquire as to that person's interest. The Board nomination process shall then apply as delineated above.

d. Attendance

Board members who miss two consecutive meetings without prior notice may be removed.

e. Removal

Any Board member may be removed from office by a majority vote of the Board at regular or special meetings of the Board. Notice of the proposed removal of a Board member must be given to such person ten (10) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the member must state the cause for proposed removal.

f. Leave of Absence

Board members may be granted a leave of absence from all Board responsibilities for up to twelve (12) months if the majority of the Board so approves by vote. A member has no voting powers while on leave and shall not be considered as a director when determining a quorum.

Section 2. Officers, Elections, and Terms of Office

a. Officers

The officers of the Board of Directors shall be a President, Vice-President, Secretary and a Treasurer. They shall have the powers and perform the duties as provided in Article IV. A Board position of Past President shall be created to support and advise the board, and to guide/supervise the transition of new officers into their new roles.

b. Elections

Prior to the Annual Meeting, the President shall appoint a nominating committee. The nominating committee shall present the candidates for all offices to the Board at the Annual meeting.

c. Terms of Office

Officers shall serve for a one-year term and may be re-elected to successive terms of the same or other office.

Section 3. Committees of the Board

- a. The Executive Committee is comprised of the four Officers of the Board of Directors and Past President if a Board of Director Member. The functions of the Executive Committee may be performed by the entire Board of Directors, as determined by the number of Board of Directors. The Executive Committee's roles include advising the President, planning the work of the board, acting as the board's agent in the case of emergencies if the entire board cannot be convened, helping the board focus on key policy decisions, and helping it provide a vision for the staff to implement. Additionally, the Executive Committee members shall support the Executive Director, provide input to the Board's agenda, and provide committee oversight.
- b. The Board President may appoint committees for ad hoc tasks, or any function deemed appropriate. The President shall also appoint a chair for each committee.
- c. With the President's consent, each committee may have in its membership persons who are not directors (e.g. staff and volunteers). However, the committee chair shall be a director.

Section 4. Duties and Responsibilities

- a. The Board of Directors is the governing body of Northwest Youth Services and assumes responsibility for the operation of the organization and its services. These responsibilities include:
 - 1) Adopting the organization's policies and evaluating implementation of the policies by the organization's management at regular intervals;
 - 2) Hiring the Executive Director who is delegated authority and responsibility for the organization's management and implementation of policy;
 - 3) Holding the Executive Director accountable for the organization's performance;
 - 4) Evaluating the Executive Director's performance in writing annually;
 - 5) Adopting personnel policies, which are reviewed at least every two years and updated as necessary;
 - 6) Assuming overall responsibility for the strategic direction of the organization, planning for the future and providing appropriate oversight and input to the planning and quality improvement processes;

- 7) Assuming overall responsibility for resource development and seeking revenues adequate to supporting the programs of the organization; and
- 8) Evaluating the management's handling of the organization's fiscal affairs;
- 9) Individually acting as liaisons for the organization's programs to ensure that each program has a board representative serving as a conduit between the board and program staff.

b. When the replacement of the Executive Director becomes necessary, the Board of Directors:

- 1) Designates an Interim Executive Director, if necessary;
- 2) Charges a committee with responsibility for conducting a formal search; and
- 3) Carries out the search effectively.

Section 5. Conflict of Interest

- a. A member of the Board of Directors shall not knowingly permit NWYS to enter into a business transaction with himself or herself or an immediate family member or with any business entity in which he or she then holds a substantial interest or a position as trustee, director, general manager, or principal officer without having first formally advised the Executive Director and fellow Board members of their potential for financial gain or other benefit and of any significant reasons why the transaction might not be in the best interests of NWYS.
- b. A member of the Board of Directors shall not actively participate in or vote in favor of a decision by the Board or any committee or subcommittee thereof to transact business with him or herself or an immediate family member or with any business entity in which he or she then holds a substantial interest or a position as trustee, director, general manager, or principal officer.
- c. A member of the Board of Directors shall not actively participate in or vote in favor of a decision by the Board to transact business with another Board member if he or she has a familial, financial, professional, or employment relationship with the Board member which relationship could reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.
- d. Members of the Board of Directors should, in addition to following the above directives in matters involving possible direct financial gains to them, be sensitive to and attempt not to create an appearance of a conflict of interest. Accordingly, whenever a Board member knows that NWYS is engaging in or planning to engage in business transactions with a family member of a director or a person with whom a director has a financial, professional, or employment relationship, that relationship should be disclosed to the Executive Director and to fellow Board members, and the Board member shall not actively participate in or vote in favor of a decision by the Board on that issue.
- e. The Board of Directors may, at its discretion, require that any Board member who has a potential conflict of interest be excused from Board discussions on matters involving potential conflicts of interest.
- f. The above provisions "a" through "e" are applicable to any volunteers, committee members, and members of advisory boards set up and created by NWYS to provide advice and input to the Board and management of NWYS.

Section 6. Board Meetings

- a. The Board of Northwest Youth Services shall hold regularly scheduled meetings no less than once every two months.
- b. Each director shall be notified at least five days prior to any meeting, except where exigent circumstances require less notice.
- c. Each director shall possess one vote in matters coming before the Board, except the President who does not vote except to resolve a tie between other directors voting. There shall be no vote by proxy except in situations deemed appropriate by the President of the Board or designee. To be accepted by the Board President, a proxy must be in writing and its intent or purpose clearly defined. The written proxy must be substantially the same in content as the matter before the Board for vote. The President of the Board has the power and the responsibility to declare a proxy void if it does not meet the above criteria.
- d. All business shall be conducted by a simple majority of the quorum unless otherwise specified in the by-laws.
- e. Any action may be taken by the Board, without a meeting if all directors consent in writing to such action. Such consent shall be filed with the minutes of the preceding meeting of the Board.
- f. Meetings of the Board, other than those provided for in Article VI, may be called by the President of the Board of Directors or the Executive Committee. The meeting will be held within thirty days of the request. Notice of such meetings shall state the matters to be considered and no other business shall be transacted. Notification shall be mailed to all directors within five days of such meetings.

article IV. officers' duties

Section 1. President

The President of the Board of Northwest Youth Services shall preside at all business meetings of the Board. This person may appoint other presiding Officers for discussion periods or for other parts of the programs provided no official action is taken by the members at such times. The President will also supervise all activities of the corporation, execute instruments on its behalf, and perform such other duties usually inherent in such offices, including acting as a liaison the public for the board when necessary. The President will direct the preparation of the agenda prior to each meeting of the Board.

Section 2. Vice-President

The Vice-President of the Board shall act for the President in his/her absence and perform such other acts as the President may direct. The Vice-President will appoint all committee chairpersons with the approval of the Board. The Vice-President shall also be responsible for coordinating committee assignments and staying in touch with committee heads.

Section 3. Secretary

It shall be the duty of the Secretary of the Board of Directors to keep all records of the Board of Directors and the corporation and to perform such other acts as the President may direct.

Section 4. Treasurer

The Treasurer of the Board of Directors shall be the chair of the Finance Committee and shall regularly review the financial records of the corporation, oversee the preparation of all budgets, and be responsible for keeping the Board of Directors informed of all pertinent financial data at its regular meetings.

Section 5. Board Member Emeritus (BME) & Past President(s)

The Past President(s) and BMEs shall advise and support the board, and be expected to lead committees. The Past President(s) shall guide/supervise the transition of new officers into their new roles.

article V. annual meeting

Section 1. Date

The annual meeting of the Board shall be held within the first two quarters of the calendar year.

Section 2. Elections

Annual elections for Officers of the Board of Directors shall take place at the annual meeting.

article VI. advisory boards

The Board of Directors may establish Advisory Boards of Northwest Youth Services. The Advisory Boards shall consist of persons selected from throughout the various communities served by Northwest Youth Services, thereby assuring balanced representation on such boards.

article VII. amendments to bylaws

These by-laws may be amended by a two-thirds vote of the Board of Directors of the corporation at regular or special meetings of the Board members provided all members have been provided with a written copy of the proposed amendment(s) not more than twenty or less than five days before the meeting at which time such amendments are to be voted upon.

article VIII. indemnification

To the full extent permitted by the Washington Nonprofit Corporation Act, the corporation may indemnify any person who was, or is, threatened to be made a party to any civil, criminal, administrative, or investigative action, suit, or proceeding (whether brought by or on the right of the corporation or otherwise) by reason of the fact that the person is, or was, a director or officer of the corporation, or is or was, serving at the request of the corporation as a director or officer of another corporation, against (including attorney's fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding, and the Board of Directors may, at any time, approve indemnification of any other employee, agent, or person which the corporation has the power to indemnify under the Washington Nonprofit Corporation Act. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled to as a matter of law or by contract.

article IX. procedure

In any areas where these by-laws are silent as to procedure, Robert's Rules of Order, Newly Revised, shall be the governing rules of this Board.