

YOUTH CARE

BYLAWS

Approved Changes by Board of Directors: July 2020

ARTICLE I – Name and Offices

1.1	<p><u>Name</u></p> <p>The name of this corporation is YouthCare and the corporation shall be subject to the Washington Non-profit Corporation Act, RCW 24.03.</p>
1.2	<p><u>Offices</u></p> <p>The principal office of YouthCare shall be located at its principal place of business: 2500 N.E. 54th Street, Seattle, Washington, 98105, or at such other place as the Board of Directors (“Board”) may designate. YouthCare may have such other offices as the Board may designate or as the business of YouthCare may require from time to time.</p>
1.3	<p><u>Membership</u></p> <p>The corporation shall have no members.</p>

ARTICLE II – Board of Directors

2.1	<p><u>General Powers</u></p> <p>The business affairs and property of YouthCare shall be managed and controlled by a Board of Directors. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Confederation, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things.</p>
2.2	<p><u>Numbers</u></p> <p>The Board shall consist of not less than seven (7) nor more than thirty (30) voting Directors unless changed by amendment to these Bylaws. The Board may, by vote of at least two-thirds, add non-voting members to the full Board.</p>
2.3	<p><u>Tenure</u></p> <p>Each Director shall be elected to a term of three years unless otherwise specified by the Board at the time of the Director’s election. Directors may serve multiple terms though only 3 terms can be consecutive, unless waived by a vote of at least two-thirds majority of the Board.</p>
2.4	<p><u>Election</u></p> <p>Nominations for membership on the Board of Directors shall first be submitted to the Board Governance Committee for preliminary approval. Following such approval, the Board Governance Committee shall submit the nomination to the full board for a formal vote. A majority vote shall be sufficient to elect to Board membership. Once elected to board membership, new members shall begin to attend monthly meetings and be assigned to a committee.</p>
2.5	<p><u>Resignation</u></p> <p>Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or Board Chair. A Director missing three consecutive meetings without either providing notice or having just cause shall be considered to have resigned from the Board of Directors. Just cause shall be any reason deemed acceptable by the Chair of the Board (or the Executive Committee if a question arises regarding absences by the Chair).</p>

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2.6	<u>Director Leave of Absence</u> <p>The Board Chair may approve a Director's leave of absence from the Board for up to one year. While on leave of absence the Board Member shall be deemed a non-voting member of the Board. If the Director does not return to active status within six months after returning from an approved leave of absence from the Board, the Director will be considered to have resigned from the board.</p>
2.7	<u>Removal</u> <p>Any director may be removed from the Board of Directors or from any committee at any time, with or without cause, by motion of the Executive Committee and upon the affirmative vote of at least two thirds of the Board of Directors present at a regularly scheduled meeting of the Board.</p>
2.8	<u>Annual Meeting</u> <p>Each year the board will hold an annual meeting where the Board of Directors shall adopt a budget for the next fiscal year.</p>
2.9	<u>Regular Meetings</u> <p>The Board of Directors shall meet a minimum of 10 times per year at such time and place as directed by the Board. Notice of any change in the scheduled meeting date shall be provided no less than three days prior to any such meeting.</p>
2.10	<u>Special Meetings</u> <p>Special meetings of the Board of Directors may be called by the Chair or at the request of any two Directors or the Executive Director of the agency. The Chair shall fix the time, date and place for such special meetings of the Board. Notice of the special meeting date shall be provided no less than 2 days prior to any such meeting.</p>
2.11	<u>Waiver</u> <p>Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law, by these Bylaws, or resolution of the Board.</p>
2.12	<u>Quorum</u> <p>A majority of the voting Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Directors who are on an approved leave of absence from the Board, as provided for in Section 2.6, shall be deemed to be non-voting Directors for the duration of their leave and shall not be included in the determination of a quorum.</p>
2.13	<u>Chair</u> <p>The Chair or Vice Chair shall preside at all meetings of the Board of Directors, or in their absence, a chair chosen by the Directors present shall preside.</p>
2.14	<u>Manner of Acting</u> <p>The acts and decisions of a majority of the active Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these Bylaws.</p>

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<p>2.15</p>	<p><u>Action by the Board Without a Meeting</u></p> <p>Any action required or permitted to be taken by the Board or any committee thereof may be taken without an in-person meeting if the members of the Board or the committee participate in a meeting of the Board or committee by means of a conference, telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. In addition, any action required or permitted to be taken by the Board thereof may be taken without a meeting if all Directors are notified in writing (includes email) of the proposed action, and consent in writing (includes email) is obtained from at least two thirds of the voting members of the Board of Directors. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Action by written consent may not be used as a substitute for regular Board meetings except in rare situations where the Board Chair determines that there is an urgent need to consider an action and insufficient time to schedule a regular or special meeting of the Board.</p>
<p>2.16</p>	<p><u>Conflicts of Interest</u></p> <p>A Director shall at all times act in good faith and in the best interests of YouthCare. A Director shall disclose all interest in any matter or transaction being considered by the Board of Directors or which may affect YouthCare. Upon such disclosure, the Board of Directors shall provide a disinterested review of the matter.</p>
<p>2.17</p>	<p><u>Compensation</u></p> <p>Directors shall not receive any salary for their services as a Director. The Board of Directors may reimburse a Director for out-of-pocket expenses incurred on behalf of YouthCare.</p>
<p>2.18</p>	<p><u>Powers</u></p> <p>All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Washington shall be vested in the Board of Directors. The Board of Directors may, by general resolution, delegate to committees, or to officers of YouthCare, such powers as it may see fit.</p>
<p>2.19</p>	<p><u>Voting</u></p> <p>Each member of the Board of Directors shall possess one vote in matters coming before the board. All voting at meetings of the Board of Directors shall be by each member; voting shall not be allowed by proxy.</p>
<p>2.20</p>	<p><u>Parliamentary Procedure</u></p> <p>On questions of parliamentary procedure not covered in these Bylaws, the latest edition of Robert's Rules of Order (Revised) shall prevail.</p>

<p>ARTICLE III – Officers</p>	
<p>3.1</p>	<p><u>Officers</u></p> <p>The officers of YouthCare shall be a chair, vice-chair, secretary, and a treasurer. The Board of Directors may elect or appoint such other officers as they deem desirable. Such officers shall have the authority and perform the duties prescribed by the Board of Directors.</p>
<p>3.2</p>	<p><u>Election</u></p> <p>Board officers shall serve two-year terms. The Board of Directors shall hold elections at the annual meeting and each officer shall be a member of the Board of Directors.</p>

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3.3	<u>Vacancies</u> A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the affirmative vote of a majority of the remaining Board of Directors, even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.
3.4	<u>Chair</u> The Chair shall preside at all meetings of the Board of Directors and the Executive Committee, shall work with the Executive Director to prepare agendas for Board meetings, and shall generally work with the Executive Director to advance the interests of YouthCare. The Chair shall enforce the bylaws, rules and regulations of YouthCare and shall be responsible for proper decorum at all meetings. The Chair shall appoint and discharge all committees, including committee chairs and members, such appointments and discharges being subject to approval of the Board of Directors. The Chair shall see that all Officers and committees perform their respective duties. The Chair of the Board shall also exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by the Bylaws. If there is a Executive Director vacancy, the Chair shall chair the Search Committee to screen and recommend to the Executive Committee candidates for the position, and shall chair the annual performance evaluation of the Executive Director and of the Board. In coordination with the Executive Director, the Chair may serve as the alternate public spokesperson for YouthCare.
3.5	<u>Vice Chair</u> The Vice Chair shall perform the duties and assume the responsibilities of the Chair in the absence of the Chair. If the office of the Chair is vacated, the Vice Chair shall assume the office of Chair. The term of such office shall be for the unexpired term of the Chair. The Vice Chair shall also perform such other duties as the Chair and/or Board of Directors may direct.
3.6	<u>Secretary</u> It shall be the duty of the Secretary to maintain all official records of the Board of Directors and YouthCare, to sign official documents including certificates of corporate vote, and to 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 Chair and/or Board of Directors may direct.
3.7	<u>Treasurer</u> The Treasurer shall be responsible for review and reporting of financial information of YouthCare and shall supervise any and all accounts of the funds of the corporation, and report thereon to the Board of Directors. The Treasurer shall review the disbursement of the funds for YouthCare pursuant to approved budgets, written directions or resolutions of the Board of Directors.
3.8	<u>Removal</u> Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of all Directors at any regular or special meeting called for that purpose at which a Quorum is present. Any officer proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

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ARTICLE IV – Executive Director

4.1	The Board of Directors shall have the power to employ an Executive Director whose duties, authority and compensation shall be fixed by the Board, and who shall be its direct executive representative in the management of the affairs of YouthCare.
4.2	The Executive Director shall, within the limits of the approved plan of operations and budget, employ appropriate personnel for the proper administration of the business of YouthCare.
4.3	The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee.

ARTICLE V – Agents and Representatives

5.1	The Board of Directors may appoint agents and representatives of YouthCare, with powers to perform acts or duties on behalf of the corporation as the Board of Directors may seem fit, so far as may be consistent with these Bylaws, to the extent authorized by law.
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ARTICLE VI – Committees

6.1	<p><u>Executive Committee</u></p> <p>The Executive Committee shall consist of the officers of the corporation plus the immediate past Chair, and any other directors appointed to the committee by the Chair of the Board. The Chair of the committee shall be the Board Chair. Meetings shall be held as required and shall be called by the Chair or any member by giving five (5) days notice to each other member. The Executive Committee shall have the power to act with the full authority of the Board of Directors on matters regarding YouthCare which are board responsibilities and which require action prior to the next scheduled or special board meeting. The Executive Committee shall also review other committee reports to identify any matter which may otherwise escape attention to the board, coordinate and facilitate the evaluation of the Executive Director, determine and schedule the board calendar and themes, review and prepare board meeting agendas, and insure board minutes are properly recorded and filed. A majority of the members voting shall be required to take action.</p>
6.2	<p><u>Standing Committees</u></p> <p>In order to assist the Board of Directors in the management of the affairs of YouthCare, permanent standing committees shall be constituted to formulate plans and programs in their specific area and to advise the Board of Directors in their specific area. Chairs of the standing committees shall be members of the Board of Directors. The Board Chair shall appoint the chairs and members of each standing committee. Each committee should contain at least 3 members in addition to the committee chair. Committee members are not required to be Directors.</p> <p>Standing Committees shall include, but not be limited to the following:</p> <ul style="list-style-type: none">• <i>The Governance Committee</i> shall manage the internal processes of the Board and insure that the Board obtains and retains a diverse group of individuals with complementary talents and skill sets. The committee coordinates and plans the annual board retreat, coordinates the selection of board members, plans educational events and training activities for board members, facilitates assessments of board activities and board effectiveness, present recommendations to the full board along with committee meeting minutes, create ad hoc subcommittees (as needed) regarding board development committees, and perform such other duties as the Chair and/or Board of Directors may direct.

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	<ul style="list-style-type: none"> • <i>The Development Committee</i> shall have responsibilities for developing and implementing a plan for fundraising, including cash donations, in-kind gifts, and donated services. The Committee shall help the Director of Development determine resource development goals and strategies for achieving these goals, review monthly resource development reports, assist in resource development activities, cultivate an expectation of participation by other board members in resource development activities, present recommendations to the full board along with committee meeting minutes, create ad hoc subcommittees (as needed), and perform such other duties as the Chair and/or Board of Directors may direct. • <i>The Finance Committee</i> shall assist the board in ensuring the agency's financial stability. The committee shall recommend policy regarding the agency's finances and assets and monitor the annual budget for the corporation. The committee shall, with the Executive Director, engage the auditor and ensure that the annual audit meets compliance standards. The committee shall include the agency's Director of Finance. Specific duties include reviewing monthly finance reports and reporting to the board on financial operations with special attention given to any potential hazards or problems, reviewing and presenting recommendations to the board regarding significant acquisitions or sales of real estate and equipment, supervising the agency investment portfolio and providing recommendations to board regarding investment of agency funds. The committee shall present recommendations to the full board along with committee meeting minutes, create ad hoc subcommittees (as needed), and perform such other duties as the Chair and/or Board of Directors may direct. Financial statements shall be reviewed by the full board. • <i>The Program Committee</i> insures that the agency is achieving its mission by providing effective, high-quality services that meet the needs of homeless and runaway youth. The committee shall assist the Associate Director in evaluating how agency can best meet needs of homeless and runaway youth, in determining goals and objectives for agency programs, and in evaluating significant program changes, contractions or expansions. The committee shall monitor and assess progress of programs in meeting service goals using measurable indicators and coordinate and plan opportunities for board members to participate in program activities. The committee shall present recommendations to the full board along with committee meeting minutes, create ad hoc subcommittees (as needed), and perform such other duties as the Chair and/or Board of Directors may direct.
6.3	<p><u>Other Committees</u></p> <p>Other committees may be constituted from time to time by the Chair, as the needs of the Board require. Such committees may operate with such authority as given them by the resolution of the Board of Directors.</p>
6.4	<p><u>Term of Office</u></p> <p>Members of the standing committees shall be appointed annually in December.</p>

ARTICLE VII – Books and Records

7.1	<p>YouthCare shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors entitled to vote. All books and records of YouthCare may be inspected by any director for any proper purpose at any reasonable time.</p>
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ARTICLE VIII – Fiscal Year

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| 8.1 | The fiscal year of YouthCare shall begin the first day of January and end on the last day of December in each year. |
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ARTICLE IX – Amendment to Bylaws

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| 9.1 | These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the directors present at any regular meeting or any special meeting, if at least ten (10) days written notice is given of the intention to alter, amend or repeal or to adopt new Bylaws at such meeting. |
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ARTICLE X – Investments

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| 10.1 | YouthCare shall have the right to retain all or any part of any security, contribution, gift, bequest or property acquired by it in whatever manner. Such acquisitions may be invested and reinvested according to the judgment of the Board of Directors. There shall be no restriction to a class of involvements which may be permitted by law or any similar restriction. No action shall be taken by or on behalf of YouthCare if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503, or Section 507 of the Internal Revenue Code, and its regulations as they now exist or as they may be amended. |
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ARTICLE XI – Dissolution

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| 11.1 | YouthCare may dissolve and wind up its affairs when so authorized at a meeting of the Board of Directors upon the adoption of a resolution to dissolve by a vote of the majority of the Directors. |
| 11.2 | Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code. |
| 11.3 | No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed. |
| 11.4 | Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986. |

ARTICLE XII – Exempt Activities

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| 12.1 | Notwithstanding any other provision by these Bylaws, no director, officer, employee or representative of YouthCare shall take any action or carry out any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may be amended. |
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KNOW ALL PERSONS BY THESE PRESENT: That the undersigned Secretary of the corporation known as YouthCare does hereby certify that the above and foregoing Bylaws were duly adopted by the trustees of said corporation as the Bylaws of said corporation on the **16th** day of **October, 2018**.

Printed Name: ERIN COOMER

Signature: _____

Title: Board Secretary

Date: _____