



BY-LAWS

Adopted by the Board of Directors April 1991
Revised by the Board of Directors October 24, 1995
Revised by the Board of Directors June 24, 1997
Revised by the Board of Directors September 27, 2006
Revised by the Board of Directors August 26, 2014
Revised by the Board of Directors November 13, 2019

ARTICLE 1. NAME:

The name of this corporation shall be Brigid Collins House.

ARTICLE 2. MANAGEMENT:

- 2.1 The management of the corporation shall be vested in a Board of Directors consisting of no more than twenty-one (21) voting members and no less than five (5) voting members.
- 2.2 The first Board of Directors shall be elected by the consensus of the Brigid Collins House Steering Committee. This Board shall serve until the election of officers at the first annual meeting.
- 2.3 The Board of Directors shall have the control over and management of the property and business of the corporation. The Directors shall in all cases act as a Board, regularly convened, and, in the transaction of business the act of the majority of a quorum present at a meeting shall be the act of the Board, except as otherwise provided by these by-laws, the Articles of Incorporation, or statute.

ARTICLE 3. MEMBERSHIP:

- 3.1 **SELECTION:** Unless otherwise provided, the President of the Board of Directors shall be responsible for ensuring that qualified prospective members are presented to the Board for nomination as Directors.
- 3.2 **TERM:** Voting members of the Board of Directors shall serve for a term of three (3) years. Membership on the Board shall be limited to two (2) full three (3) year terms, excluding the filling of a partial unexpired term of a past Director. The initial terms of office shall be staggered so that one-third (1/3) of the Directors are due for re-nomination and election at the end of the first year, a second one-third (1/3) is due for re-nomination and election the second year, and the final one-third (1/3) completes its term at the close of the third year. Terms begin the first day of January and end the last day of December.
- 3.3 **REMOVAL:** Removal of members of the Board of Directors shall be initiated by the concurrence of three (3) or more board members. Upon such concurrence, notice of the proposed removal shall be given or mailed to such board member ten (10) days prior to the date at which removal will be addressed by vote. Such notice shall state the grounds given for the proposed removal. Members of the Board of Directors shall be removed by two-thirds (2/3) majority vote.

- 3.4 **VACANCY:** A vacancy in a member position of the Board of Directors shall exist immediately, and without any action by the Board of Directors, upon either of the following events: The absence of a member of the Board at four (4) scheduled board meetings within any twelve (12) month period; or, the absence of a board member at any three (3) consecutive board meetings.
- Any member whose position is vacated by operation of this section shall receive notice via the minutes and may request reinstatement no later than the next scheduled board meeting. Reinstatement shall be accomplished by majority vote.
- The death of a member shall create an immediate vacancy.
- 3.5 **LEAVE OF ABSENCE:** Directors (Board Members) may be granted a leave of absence for all Board responsibilities for up to twelve (12) months for good cause shown and a majority approval of the Board. A Director on leave retains no voting powers and shall not be deemed a Director in determining a quorum.
- 3.6 **RESIGNATION:** A Director may resign his or her position at any time. A resignation shall be in writing, presented to the President and will be deemed accepted upon receipt.
- 3.7 **NON-VOTING MEMBERS:** Any person or group interested in promoting the work of the agency may, upon approval of the Board, be listed as an Associate Member. An Associate Member shall be notified of all meetings, receive minutes of the same, and may participate in discussions without the right to vote. This form of membership shall be for one (1) calendar year and may be renewed with the approval of the Board as it deems fit.
- 3.8 **CONFLICTS OF INTEREST:** Directors should avoid even the appearance of impropriety in their position as a Director and their dealings with Brigid Collins House. Directors who may realize any form of financial gain from a decision of the Board shall immediately bring this matter to the attention of the Board for discussion and resolution, and shall abstain from voting on the matter.
- Staff members and any other form of employee of Brigid Collins House shall not be eligible for Board membership until six (6) months has elapsed following the termination of employment or service. Similarly, a Board member may not accept any form of employment or pecuniary benefit from Brigid Collins House until at least (6) months has elapsed since the end of his or her term, or a resignation has been accepted, whichever shall come earlier.

ARTICLE 4. MEETINGS AND VOTING:

- 4.1 **REGULAR MEETINGS:** The Board shall meet on a monthly basis and shall hold such special meetings as the Executive Committee shall deem necessary for the competent management of the affairs of the corporation.
- 4.2 **NOTICE OF SPECIAL MEETINGS:** No notice need be given of any regular meeting of the Board. Written notice of a special meeting shall be delivered personally, by mail, electronic mail or by telephone at least five (5) days before the meeting date. This notice shall state the purpose for which the meeting is being called and the business to be transacted at the meeting. Meetings may occur without notice to any Directors where all Directors are in attendance and assent to the lack of notice.
- 4.3 **AGENDA:** Agendas shall be established by the President or his or her designee in advance of all meetings. The agenda shall fairly describe the business to be conducted at each meeting. No other business shall be discussed or transacted.
- 4.4 **ANNUALLY:** The Board of Directors shall meet for the election of Directors and officers annually. New Directors and officers shall begin to enjoy the authority or responsibility of their new position beginning the day after they have been elected if they are filling a vacant position or on January 1 if they are filling a standard three year term.
- 4.5 **VOTING:** At all meetings of the Board of Directors, the Directors present shall have one vote. Absentee or proxy voting is expressly prohibited.

- 4.6 **QUORUM:** Business may not be conducted at a Broad meeting without a quorum of Directors present. A quorum is established by the presence of a simple majority of the Directors.
- 4.7 **MANNER OF ACTING:** The act of the majority of the Directors present at a meeting where a quorum exists shall be deemed to be the act of the Board.
- 4.8 **PRESUMPTION OF ASSENT:** A Director present at a meeting at which action is taken shall be conclusively presumed to have assented to this action UNLESS he or she requests of the Secretary that his or her dissent be recorded in the minutes or files a written dissent with the Secretary within 24 hours of the Board action. A Director who voted in favor of an action may not record or file a dissent.

ARTICLE 5. OFFICERS AND DUTIES:

- 5.1 **GENERAL:** The officers of the corporation shall consist of the President, Vice-President, Treasurer, and Secretary. These officers shall be known collectively as the Executive Committee.
- 5.2 **DUTIES OF THE EXECUTIVE COMMITTEE:** The Executive Committee shall have the general responsibilities of organizing the agenda for the Board meetings, advising the President on the condition of the corporation, including the condition of its finances, staff, and programs. This committee may act for the Board where appropriate, subject to the Board's ratification of the committee's actions.
- 5.3 **PRESIDENT:** The President of the Board of Directors shall oversee all activities of the corporation, execute all instruments on its behalf, and preside at all meetings of the Broad and the Executive Committee. He or she shall call such meetings as are deemed necessary and perform such other duties usually inherent in this office. These other duties shall include:
1. Presenting a "state of corporation" report at the annual meeting;
 2. Causing all books, reports, statements, and certificates to be properly kept and filed as required by law;
 3. Enforcing the by-laws and policies of the corporation;
 4. Creating and filling temporary and standing committees of the Board as necessary;
 5. Generally supervising and controlling the affairs of the corporation on behalf of the Board of Directors.
- 5.4 **VICE-PRESIDENT:** The Vice-President of the Board of Directors shall assume the duties as assigned by the President or the Board. When acting in the President's stead, the Vice-President shall have all the duties and responsibilities of the President.
- 5.5 **TREASURER:** The Treasurer of the Board of Directors shall periodically review the financial records and conditions of the corporation. He or she shall oversee the preparation and presentation of all budgets and shall be primarily responsible for informing the Broad of the financial condition of the corporation at its monthly meeting. If a Finance Committee is created, the Treasurer shall act as its chairperson.
- 5.6 **SECRETARY:** It shall be the duty of the Secretary of the Board of Directors to ensure the retention of all records of the Board and corporation.
- 5.7 **SELECTION OF OFFICERS:** With the exception of the office of President, the current President shall recommend a slate of nominees to the Board annually. The Board shall review the slate, take nominations from the floor, and elect the officers for the next year. The election of officers shall be by majority vote.
- 5.8 **VACANCY:** Offices may be vacated and filled by the Board in the same manner as Director positions on the Board are vacated and filled.

ARTICLE 6. DISCRIMINATION:

It is the policy of the Brigid Collins House that no person shall be discriminated against by reason of his or her race, religion, age, sex, sexual orientation, national origin, color, creed, marital status, or the presence of any sensory, mental, or physical handicap.

ARTICLE 7. AMENDMENTS:

These by-laws may be amended by two-thirds (2/3) majority vote at any regular or special meeting of the Board provided that all the members have been given written notice ten (10) days in advance of the meeting and this notice includes at least a general description of the amendments to be voted upon. Amendments to the by-laws shall take effect immediately, unless otherwise designated. Amendments shall be prospective in application.

ARTICLE 8. BOARD MANUALS:

A Board manual shall be made available for each new Board member. It shall include, at least, the following information: the Articles of Incorporation; the by-laws; the Board membership directory; relevant policy statements; program descriptions; and the minutes and operating budget statements for the last twelve (12) calendar months. Each Board member shall be responsible for reviewing and understanding the contents of the Board manual. The Board may supplement or delete certain contents in the manual as necessary from time to time.

ARTICLE 9. PROCEDURES:

In any area where these new by-laws are silent as to procedure, Robert's Rules of Order, newly revised, shall be the governing rules for this Board.

ARTICLE 10. EXEMPT ACTIVITIES:

Notwithstanding any other provision of these by-laws, no Director, officer, employee, or representative of this corporation shall take any action or carry on 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 hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE 11. EMPLOYEES:

This corporation shall have an Executive Director and such other employees and agents as shall be determined from time to time by the Board of Directors.

The Executive Director shall serve at the pleasure of the Board of directors. The employment, termination, supervision, and performance of all other employees shall be the responsibility of the Executive Director.

ARTICLE 12. EMERGENCY SUCCESSION PLAN

1. In order to ensure the continuous coverage of executive duties critical to the ongoing operation of Brigid Collins and its services to clients, the board will maintain a written succession plan that is reviewed annually by the Board. The approved plan will be attached to the minutes and will describe the procedure for the temporary appointment of an Acting Executive Director in the event of an unplanned extended absence of the Executive Director. This plan will ensure continuity in external relationships and in staff functioning.
2. A temporary or unplanned absence is one in which it is expected that the Executive Director will return to his position once the events precipitating the absence are resolved. An unplanned absence is one that arises unexpectedly, in contrast to a planned leave, such as a vacation or a sabbatical.

3. The Board of Directors authorizes the Executive Committee to implement the terms of this emergency plan in the event of the unplanned absence of the Executive Director. In the event of an unplanned absence of the Executive Director, senior staff shall immediately inform the President of the Board of Directors of the absence. As soon as feasible, the President shall convene a meeting of the Executive Committee to affirm the procedures prescribed in this plan or to make modifications the Committee deems appropriate.

ARTICLE 13. INDEMNIFICATION:

The Brigid Collins House shall indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to have arisen out of, conduct or action performed or taken during the course and within the scope of his or her employment or tenure as director or officer. Insurance may be purchased for this purpose.

ARTICLE 14. DISTRIBUTION OF ASSETS:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision in any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the State of Washington for Whatcom County, exclusively for such purposes to such organization or organizations which are organized and operated exclusively for such purposes and qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions in any future United States Internal Revenue law).