

South King County Community Network Association

Bylaws

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South King County Community Network Association Bylaws

Article 1. Name and Existence

Section 1. Name: The name of this organization shall be the South King County Community Network Association, hereinafter referred to as the Network.

Section 2. Existence: The existence of this association shall be perpetual.

Article 2. Purpose

Section 1. Purpose:

As stated in RCW 70.190 "The legislature finds that a primary goal of public involvement in the lives of children has been to strengthen the family unit."

The purpose of the Network is to:

- Reduce the rate of at-risk children and youth.
- Empower parents and other citizens by being a means of expressing their attitudes, spirit, and perspectives regarding healthy families and the promotion of caring communities.
- Connect parents and other citizens with community institutions which support families .
- Empower parents and other citizens to exercise influence over policy and program operations of professional and government organizations concerned with children and family issues.

The vision and mission of the Network may be further defined, as appropriate, in the South King County Community Network Association Policies and Procedures.

Section 2. 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 that the organization may pay for expenses for actual costs incurred.

Section 3. Powers of the Organization: The organization is empowered to employ, buy, own, pay, sell, convey, assign, mortgage, lease, or maintain the space, equipment, supplies and services necessary or incidental to the provision of the purposes of the organization as described in Article 2 hereof and to exercise all other powers as provided by law; and to do and to perform all acts reasonably 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 3. Duties

Section 1. Duties: It shall be the duty of the Network to: (Duties are from RCW 70.190)

- Develop long-term comprehensive plans to reduce the rate of at-risk children and youth by reducing the rate of state-funded out-of-home placements and making reductions in one or more of the following rates of youth:
 - Violent criminal acts
 - Substance abuse
 - Pregnancy and male parentage
 - Suicide attempts
 - Dropping out of school
 - Child abuse and neglect
 - Domestic violence
- Review state and local public health data and analysis relating to risk factors, protective factors, and at-risk children and youth.
- Prioritize the risk factors and protective factors to reduce the likelihood of children and youth being at risk, based upon public health data and assessment and policy development standards provided by the Department of Health.
- Set definitive, measurable goals, based upon the department of health standards; and project the desired outcomes.
- Provide support to local efforts that reflect the locally established priorities.
- Comply with outcome-based standards.
- Cooperate with the department of health and local boards of health to provide data and determine outcomes.
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- Review as appropriate state and federal funded programs serving individuals, families, or communities, including categorized program funds, to determine whether the Network may be better able to integrate and coordinate these services within the community.
- Monitor the implementation of the Association's current plan of work.
- Uphold the statewide Family Policy Council principles and cooperate with the statewide Community Network system.

Section 2. Audit: The Board of Directors shall be responsible for approval of selection of an independent auditor to conduct periodic audits or reviews of the association's accounts as needed.

Article 4. Network Boundary and Membership

The Network boundary shall consist of the geographic areas of the eight south King County school districts: Auburn, Enumclaw, Federal Way, Highline, Kent, Renton, Tukwila, and Tahoma.

The residents living within the Network boundary are deemed members of the Network.

Article 5. Duties and Powers of the Board of Directors

5.1 General Powers

Section 1. Board of Directors: Governance of the association shall be vested in the Board of Directors consisting of not less than fifteen or more than twenty-three voting members.

Section 2. Powers: The Board of Directors shall have control over the management of property and business of the association. 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 meeting shall be the act of the Board except as otherwise provided by these by-laws, the Articles of Association or statutes.

5.2 Board Membership

Regular Board membership shall consist of not more than twenty-three people as defined below:

Nonfiduciary Board Members: The Board shall include thirteen members with no right to compensation or budgetary or policy-making authority in health, education, social service, or justice system organizations that receive public funds and operate within the Network area. A person who acts solely in an advisory capacity and receives no compensation from a health, educational, social service, or justice system organization, and who has no budgetary or policy-making authority is deemed to have no fiduciary interest in the organization. These members shall reside within the Network boundaries and are selected by entities located within the Network boundaries as follows:

- Chambers of commerce (three members);
- School Boards (three members);
- King County legislative authority (three members);
- City legislative authorities (three members); and
- One high school student.

Fiduciary Board Members: The Board shall include ten members with (a) the right to compensation from a health, educational, social service, or justice system organization that receives public funds, or (b) budgetary or policy-making authority for an organization listed in the categories below. Social services received by individuals are not considered to be compensation. Fiduciary members must live or work within the Network boundaries. Fiduciary representatives shall be selected by the following nine entities within the Network boundaries:

1. Cities
2. King County
3. Muckleshoot Tribe
4. Parks and recreation programs
5. Law enforcement agencies
6. State children's service workers
7. Employment assistance workers
8. Private social service providers, broad-based non-secular organizations, or health service workers
9. Public education

Alternate Board Members: Each selecting entity may choose one alternate Board member. Alternates shall be selected according to the same criteria which apply to regular Board members. Alternates shall have all the privileges of a regular Board member with the exception of vote. An alternate selected by the same entity shall be duly seated (with voting rights) by the presiding officer when a regular Board member is not present.

Terms of Membership: The term for regular and alternate Board members shall be three years, or until a successor has been appointed, with the exception of the high school student, whose term shall be one year. Board members may be reappointed by the selecting entity, but may serve no more than two consecutive terms. Terms for regular and alternate Board members shall be July 1 - June 30. Appointed officers for the state organization known as the South King County Community Network will automatically become appointed members of the South King County Community Network Association's Board. The term of the initial Board will expire on the same date as their term on the Board of the state organization known as the South King County Community Network. Retired Board members (Alumnists) can re-apply for one additional three year term after a two year (24 month) waiting period.

5.3 Vacancies

Resignations: A Board member may resign by submitting written notice to the Network chairperson. Upon receipt of a resignation, the Board shall consider the resignation at its next regularly scheduled meeting. Unless the resignation is withdrawn in writing, it will be accepted by declaration of the Chair, with no further consideration, at the following meeting.

Board members who no longer qualify under the definition as stated in 5.2 of these bylaws shall resign immediately.

Leave of Absence: The Network's Executive Committee may grant one leave of absence per Board member for a maximum of three months per term of Board membership. Requests for longer leaves of absence shall be considered by the Executive Committee and referred to the full Network Board with its recommendation.

Removal: Removal of a Board member shall be initiated by the concurrence of three or more Board members. Upon such concurrence, notice of the proposed removal shall be given or mailed to each Board member ten (10) days prior to the meeting at which removal will be addressed by vote. The Network Board member in question will be notified of the meeting and provided with an opportunity to present reasons against removal to the Board during the meeting. Such notice shall state the grounds given for the proposed removal. Members of the Board of Directors shall be removed by a two-thirds majority vote.

Board members are expected to attend regularly scheduled meetings of the Board. A regular Board member will be removed from the Network Board if absent from any four meetings during the fiscal year from July 1 to June 30. The Executive Committee is empowered to hear appeals on this issue and the Board member will be reinstated if good cause for absences can be shown. Board attendance records will be available upon request. The Board Chair will send a written notice to any Board member who has missed three meetings reminding them of attendance policies.

The death of a member shall create an immediate vacancy.

5.4 Appointments

Selection of Board Members to New Terms: The entities which selected the Board member whose position has expired shall select a new Board member or reappoint their current representative.

5.5 Conflict of Interest

Conflict of Interest: Board members should avoid even the appearance of impropriety in their position as a Director and in their dealings with the organization. Directors may not realize any form of fee, commission, or other financial gain from a decision of the Board and shall abstain from voting on the matter.

Staff members and any other form of employee of the organization will be eligible for Board membership following the termination of employment or service. Similarly, a Board member may accept employment from the organization at the end of his/her term, or a resignation has been accepted.

Article 6. Network Meetings

6.1 Regular Meetings

The Network shall establish a schedule of at least ten regular meetings annually and will notify Board and community members at least seven days in advance. All meetings of the Network shall comply with the Open Public Meetings Act. Meetings shall be held at locations which meet accessibility requirements specified by the Americans with Disabilities Act.

Minutes: Minutes of all Network meetings shall be promptly recorded and a copy provided to each Network Board member. A file of permanent minutes of all Board meetings shall be maintained by staff and shall be available to the public. Records of attendance, reports, the names of motion makers, and actions taken on motions shall be included in the minutes.

Voting: Voting shall be restricted to the twenty-three regular Network Board members or their duly seated alternatives. Voting shall be conducted by voice, show of hand, or roll call. Board members may not designate proxies.

Attendance: Board members are asked to attend meetings in person but when necessary may attend via the speaker phone system. In order for a Board member to be considered in attendance at a Board meeting, the member must be present or on the phone for 25% of the scheduled meeting time. If at all possible, Board members are expected to inform the SKCCN office in advance if they are unable to attend a scheduled meeting.

Quorum: A quorum shall consist of a simple majority of current Board members, and must include at least one-half of current non-fiduciary Board members and at least one-half of current fiduciary Board members.

Rules of Order: All meetings shall operate in accordance with *Robert's Rules of Order*, current edition, so far as applicable and when not inconsistent with these bylaws or any resolution of the Board. In any area where these by-laws are silent as to procedure, Roberts Rules of Order, newly revised, shall be the governing rules for this Board.

Agenda: The agenda shall indicate the order of business. A majority of Board members present may approve changes to the agenda. Copies of the agenda and relevant supporting material shall be delivered to Board members five calendar days prior to the meeting.

6.2 Special Meetings

Special meetings may be called by the Executive Committee, by a petition signed by a majority of Network Board members, or by majority vote at any regular meeting. Special meetings for training and research purposes may be held outside the Network boundary. No action shall be taken at any meeting held outside the Network boundary.

Article 7. Committees

The Network Board shall establish standing and special committees as deemed necessary. All committees shall consist of at least three but no more than seven members, with a majority being Network Board members. The chairperson of each committee shall be a Network Board member selected by the committee members. Any member of a committee has full voting rights in that committee.

Committee Membership: Board members will be asked to choose committee assignments during the July Board meeting each year. Board members are welcome to participate on more than one committee as their time allows.

Members wishing to change committee assignments mid term must request the change in writing to the Board chair and the committee chairs involved.

7.1 Standing Committees

Executive Committee: The Executive Committee shall be a standing committee composed of the elected officers of the Network, the immediate past chair and the chairperson of each standing committee. The Executive Committee shall have the general responsibilities of organizing the agenda for the Board meetings, advising the Chair on the condition of the Association, including the condition of its finances, staff and programs. This committee may act for the Board between regular meetings of the Board. All decisions of the Executive Committee are subject to the Board's ratification.

Finance Committee: The Finance Committee shall:

- a. Plan budget for Board approval.
- b. Manage approved budget.
- c. Negotiate contracts and make recommendations to the Board or Executive Committee.
- d. Manage project payments, payment schedules, approved budgets and reconcile all receipts.
- e. Work with fiscal agent to balance accounts.

Project Committee: The Project Committee shall:

- a. Design funding proposals.
- b. Make funding recommendations to the Board.
- c. Oversee project operations ie site visits, evaluations and reports to the Board.
- d. Oversee community partnerships/projects.
- e. Make policy recommendations to the Board for their approval.

Communications Committee: The Communications Committee shall:

- a. Manage the Networks public relations efforts.
- b. Publish the Network newsletter
- c. Manage the Network Web Page.

- d. Manage the Network Speakers Bureau.
- e. Plan community presentations
- f. Provides for consistent wording and graphics in Network messages.

7.2 Special Committees

The Network Executive Committee or the Network Board shall establish such ad hoc committees/task forces as are deemed necessary. These will include a Personnel Committee as described in the SKCCN Policies and Procedures which will provide an annual review for staff and negotiate contracts.

Article 8. Officers

The officers of the Network shall be a chairperson, a vice chairperson, a secretary, a treasurer and immediate past chair.

8.1 Chairperson

The chairperson shall be elected by the Network Board of Directors and shall serve as principal officer of the Network. The chairperson shall conduct the regular meetings of the full Network, serve as chairperson of the Executive Committee and be a member of all standing committees. The chairperson shall act as spokesperson for the Network or may, under special circumstances, delegate another Network Board member or staff member to serve as spokesperson. The chair person shall manage day-to-day activities of staff under the direction of the Executive Committee and Board. The chairperson has the responsibility of enforcing the by-laws and policies of the Association. All or part of these duties may be delegated to staff as appropriate.

8.2 Vice Chairperson

The vice chairperson shall be elected by the Network Board of Directors and shall assume the responsibility and authority of the chairperson in his or her absence or inability to serve. The vice chairperson shall represent the SKCCN Board at meetings of the King County Networks Alliance (KCNA) unless the Executive Committee appoints another Board member as the designated representative.

8.3 Secretary

The secretary shall be elected by the Network Board of Directors and shall be responsible for record keeping for the Network. The secretary shall:

- a) maintain accurate and complete minutes of all Board and Executive Committee meetings;
- b) serve as custodian of the Board documents;
- c) send out agendas and notices of meetings to Board members and the public;
- d) prepare reports and documents as directed by the Board;
- e) carry out other duties as directed by the Board;
- f) receive petitions from Board members; and

g) assume the responsibilities of the chairperson in the absence of the chairperson and vice chairperson.

All or part of these duties may be delegated to staff as appropriate.

8.4 Treasurer

The treasurer shall be elected by the Network Board of Directors and shall be responsible for financial record keeping for the Network. The treasurer shall:

- a) review financial records of the fiscal agent pertaining to the Network;
- b) provide a written monthly financial report to the Network Board at a regular meeting;
- c) prepare reports and documents as directed by the Board; and
- d) chair the finance committee.

All or part of items A-C may be delegated to staff as appropriate.

8.5 Past Chair

The past chair shall provide institutional memory and assist the newly elected chair and officers in their transition. The past chair shall be allowed to serve on the Board as a regular or alternate member of the Board and will have full voting rights on the Executive Committee.

8.6 Election of Officers

Voting: The officers of the Network shall be elected by a majority vote from a slate presented by a nominating committee. Nominations shall also be accepted from the floor. Nominees shall be active Board members who have consented to serve and whose Network Board membership will extend through the term of office. All elections shall be by a majority vote of the Board members present.

Terms of Elected Officers: The terms of Network officers shall be July 1 through June 30. Officers shall remain in office until new officers are elected and seated. Officers may serve no more than two consecutive terms in the same office. No Board member may serve as an officer, in any combination of Board elected positions, for more than three years. The past chair's term will be limited to one year which will not be included in the three year term limit.

Process: Elections shall be held at the regular meeting prior to the expiration of terms. The Board shall elect a three-member nominating committee to poll the Board membership and submit a list of nominations at least twenty-five (25) days prior to the meeting in which officers are elected.

Removal: An officer may be removed from office by a two-thirds majority vote of the Network Board of Directors, following: (1) a vote for removal by a majority of the Executive Committee and/or (2) a petition to the secretary by a majority of Network Board members to hold a vote for removal. Fourteen days notice of the pending action must be provided to the Network and the candidate for removal must be given a chance to address the Board before the vote on removal.

Vacancy: Offices vacated during the year will be refilled from among current Board members upon recommendation of the Executive Committee and approval by a majority of Board members at the next regular Board meeting.

Article 9. Operations

9.1 Fiscal Agent and Administrative Support

In accordance with legislative requirements and Family Policy Council guidelines the Network shall select a public entity to serve as fiscal agent for funding provided by the State of Washington. The contract with the fiscal agent shall provide for the fiscal support of the Network in regards to funds received from the State of Washington. The fiscal agent may also contract to provide the administrative support of the network and may, with Board approval, provide services to more than one network on a shared-expense basis.

Administrative support of the Network may be provided by contract with a public or private agency or by staff contracted directly by the Network Board.

9.2 Compensation

Board members of the Network shall serve without compensation from the SKCCN. Board members shall receive reimbursement to cover personal expenses incurred while conducting official Network business, subject to any conditions or limitations in Washington State law, Family Policy Council guidelines, and the Network Policies and Procedures.

9.3 Representation

A Board member may speak for the Network only when representing positions officially adopted by the Network Board.

9.4 Annual Report

An annual report shall be provided to the public during the first quarter following the end of each calendar year.

9.5 Resolutions, Policies and Procedures

The Network shall maintain Network Policies and Procedures as are necessary to ensure consistent implementation of Network operations.

Staff and/or Network committees may develop proposed policies which shall be provided to the Network Board for review at least three days prior to the meeting at which the policy is to be voted on. Policies and procedures shall be adopted by a majority vote at a regular or special meeting.

All Network policies and procedures shall be consistent with all state, federal and county laws and ordinances, the intent of the Washington State Legislature as expressed in RCW 70.190, Family Policy Council guidelines and the SKCCNA Bylaws.

Article 10. Amendment of Bylaws

These bylaws may be amended by two-thirds majority vote present at any regular or special meeting, insofar as amendments do not conflict with pertinent laws and Family Policy Council guidelines. Proposed amendments must be provided to Board members at least twenty-five (25) days prior to the meeting at which the amendment is considered for adoption.

Article 11. Non-Discrimination

No person shall on the grounds of race; religion; color; national origin; gender; veteran; marital status; age; sexual orientation; the presence of physical, mental or sensory handicaps; or any other protected status (under local, state or federal law) be excluded from participation in, be denied benefits of, or otherwise be subjected to discrimination under any activities of the Network.

Article 12. Dissolution of the Network

Upon dissolution of the association the Board of Directors shall, after making provisions for the payment of all the liabilities of the association, dispose of the remaining assets of the association by donating them to another non-profit agency in South King County, whose purpose and function is the provision of services to children and youth. All property, files and records established through grant or contract monies will be subject to the particular granting or contracting agency's guidelines and procedures.

Definitions

Ad hoc committee: a committee which is appointed to undertake specific tasks or achieve specified goals and which is dissolved upon the completion of its mission.

At-risk children and youth: those who risk the significant loss of social, educational or economic opportunities; those who are victims of violence, abuse, neglect; and those who have been removed from the custody of their parent.

Duly seated: an alternate Board member being designated by the chairperson to vote in the absence of a regular Board member in order to form a quorum.

Non-fiduciary Board member: a Board member who has no right to compensation or budgetary or policy-making authority in health, education, social service, or justice system organizations that receive public funds and operate within the Network area.

Guiding principles: includes state, federal and county laws and ordinances, the intent of the Washington State Legislature with regard to community networks, and policy and procedural guidelines established by the Family Policy Council.

Elected Officers: the chairperson, vice chairperson, secretary and treasurer.

Outcome or outcome based: defined and measurable outcomes used to evaluate progress in reducing the rate of at-risk children and youth through reducing risk factors and increasing protective factors.

Protective factors: those factors determined by the Department of Health to be empirically associated with behaviors that contribute to socially acceptable and healthy nonviolent behaviors. Protective factors include community norms regarding appropriate behaviors in the area of delinquency, early sexual activity, alcohol and substance abuse, educational opportunities, employment opportunities, and absence of crime.

Proxy: authority or power to act for another.

Quorum: the number of Board members required to legally conduct an election or transact official business.

Public entity: any governmental entity, including Indian Tribes, which has a sound fiscal track record and enjoys the confidence of the local community.

Private social, educational, or health service provider: a representative of a provider organization which is not a state or public agency.

Regular Board member: a voting Board member who has been duly appointed by a selecting entity or the Network chairperson.

Risk factors: those factors determined by the Department of Health to be empirically associated with at-risk behaviors that contribute to violence. Risk factors include availability of drugs or alcohol; economic, educational, and social deprivation; rejection of identification with the community; academic failure; a family history of high substance abuse or crime; a lack of acceptance of societal norms; and substance, child and sexual abuse.

Selecting entities: those individuals, agencies, and organizations specifically designated by the Washington State Legislature to elect Network Board members.