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# UNITED FRIENDS GROUP HOMES BYLAWS

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## ARTICLE 1. OFFICE

### **Section 1.1 Place of Business**

The principal place of business of the Corporation shall be located in the County of King, State of Washington.

### **Section 1.2 Registered Office and Agent**

The Corporation shall have and continuously maintain in the State of Washington a registered office and a registered agent at such office in accordance with the Washington Nonprofit Corporation Act. The designated office and agent may be changed from time to time by a duly adopted resolution of the Board of Directors.

## ARTICLE 2. MEMBERSHIP

### **Section 2.1 Membership Corporation**

This Corporation shall have a single class of voting members.

### **Section 2.2 Powers**

The members of the Corporation shall have the control of the corporate functions of the organization with the sole voting rights and powers on all matters, which, under the provisions of the Articles of Incorporation and these Bylaws, require a vote of the members of the Corporation.

### **Section 2.3 Composition**

Beginning Nov. 1, 2005, the membership shall be composed of Members of the Corporation in good standing as of the end of fiscal year 2004-2005, guardians of United Friends residents, non-guardian parents of residents, current and past members of the Board of Directors, and current members of standing committees.

- 2.3.1. Membership shall be continuous until member qualifying status changes or membership is declined.
- 2.3.2. Membership status may be assigned to persons outside the above criteria, other than to an employee, his or her relative or household member, by a majority vote of the membership at a membership meeting at which a quorum is present.
- 2.3.3. Membership status may be removed by a majority vote of the membership at a membership meeting at which a quorum is present.

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## **Section 2.4 Responsibilities**

The primary responsibilities of the membership are the following:

- 2.4.1.** Further the mission of United Friends
- 2.4.2.** Elect members of the Board of Directors
- 2.4.3.** Amend the Articles of Incorporation, the Bylaws, and, if necessary, effect a Dissolution of the Corporation.

## **Section 2.5 Duties of Individual Members**

Each member shall:

- 2.5.1.** Be in sympathy with the purposes of the Corporation, participating actively in achieving these purposes.
- 2.5.2.** Share financially in forwarding the work of the Corporation.
- 2.5.3.** Assume the responsibilities and obligations inherent in the corporate membership relationship.
- 2.5.4.** Attend the annual and special meetings of the membership.
- 2.5.5.** Support the Board of Directors in the discharge of its duties.
- 2.5.6.** Refrain from committing the Corporation to the expenditure of any funds or the support of any activity without prior approval of the Board of Directors, and
- 2.5.7.** Maintain with the Secretary a current mailing address and telephone number.

## **Section 2.6 Dues**

The annual dues for membership in the Corporation shall be determined by the Board of Directors and may be adjusted annually. The payment period for membership dues shall be July 1 through June 30. Payment of the annual dues is required of a member.

## **ARTICLE 3. MEMBERSHIP MEETINGS**

### **Section 3.1 Meeting Schedule**

- 3.1.1.** An annual meeting of the membership shall be held at on the last Tuesday in the month of October for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Washington, the meeting shall be held at such other time during the month of October as the Board of Directors shall determine.
- 3.1.2.** Special meetings of the membership may be called by the President, one-third of the Board of Directors, or not less than five (5) members in good standing.
- 3.1.3.** The Board of Directors may designate any place in the greater Seattle area as the place of meeting for any annual or special meeting of the membership.

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## **Section 3.2 Meeting Notification**

Written or printed notice stating the place, day and hour of any meeting of the members shall be delivered to each member entitled to vote at such meeting, not less than seven (7) nor more than ten (10) days before the day of such meeting by or at the direction of the President, the Secretary, the Board of Directors or members calling the meeting. The notice of the annual meeting shall contain the names of the persons nominated for election as Directors and Officers of the Corporation. The notice for a special meeting shall contain the purpose for which it is called. If mailed, the notice of a meeting shall be deemed to be delivered when deposited postage prepaid with the United States Postal Service and addressed to the member at his or her address as on file with the Secretary of the Corporation.

## **Section 3.3 Meeting Participation**

- 3.3.1.** At the opening of each membership meeting the Secretary shall provide a complete roll of members. Additional names may be added to the roll upon a vote of the membership. This roll, unless challenged by a member, then becomes the official roll of voting members for the transaction of business.
- 3.3.2.** All members shall be entitled to one vote on each matter submitted to a vote of the membership.

## **Section 3.4 Removal of Board Members**

At a meeting called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members at a membership meeting at which a quorum is present.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **Section 4.1 Powers**

The Board of Directors, in accordance with the provisions of the Washington Nonprofit Corporation Act, shall manage the affairs of this corporation. The Board of Directors shall have responsibility for and oversight of the mission and policy matters, employment of the Executive Director, and ultimate legal and financial responsibility for United Friends.

The Board of Directors is empowered to make such rules and take such action as necessary for the business and interest of United Friends as long as such rules and actions are consistent with the Articles of Incorporation, these Bylaws, and the laws of the State of Washington.

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## Section 4.2 Composition

The Board of Directors shall consist of not less than six (6) nor more than eighteen (18) members.

- 4.2.1. Not more than one member of a family may serve on the Board at one time. For purposes of these bylaws, family is defined as mother, father, wife, husband, siblings, children and immediate blood relatives whether living together or not.
- 4.2.2. The composition of the Board shall include persons who are related to residents and incorporate a range of professional skills.

## Section 4.3 Responsibilities

The primary responsibilities of the Board of Directors are the following:

- 4.3.1. Determining long and short-range goals, policies, and priorities, furthering the mission of United Friends.
- 4.3.2. Providing financial oversight including approving and monitoring the annual budget, ensuring adequate financial controls are in place, and retaining an independent public accountant to perform an annual audit of the books of the Corporation. It may accept or reject any contribution, gift, bequest or devise for the general purpose or any special purpose of United Friends.
- 4.3.3. Providing adequate resources to fulfill the mission, securing sufficient financial support
- 4.3.4. Ensuring the legal and ethical integrity of United Friends and maintaining accountability.
- 4.3.5. Ensuring that the Board fulfills its governance responsibilities, conducts its meetings efficiently and effectively, recruits and orients new Board members, and assesses its performance.
- 4.3.6. Enhancing the organization's public standing; articulating United Friend's mission, accomplishments, and goals to the public and garnering support from the community
- 4.3.7. Recruiting, employing, and regularly assessing the performance of the Executive Director
- 4.3.8. Electing the Endowment Fund Board of Governors

## Section 4.4 Election

Directors shall be elected by the membership at the annual meeting. The Nominating Committee will present a slate of candidates; additional nominations may be made from the floor with the consent of the Director nominated.

## Section 4.5 Terms

Directors shall be elected as a class to hold office for a term of three years or until their successors are elected and qualified.

- 4.5.1. A Director may be elected to succession of office without regard to previous years of service.
- 4.5.2. No more than one-third of the terms shall expire in any one year.

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## **Section 4.6 Regular Meetings**

Regular meetings of the Board shall normally be held on the last Tuesday in each calendar month; a monthly meeting may be canceled or moved at the discretion of the Board. The October meeting shall be the annual meeting of the Board and shall be held immediately following the Annual Membership meeting. The Board will determine meeting time and location.

## **Section 4.7 Special Meetings**

Special meetings of the Board may be called by the President or any group of Directors having one-third of the votes entitled to be cast at such meeting.

## **Section 4.8 Meeting Notification**

A notice stating the date and time of any regular, special or annual meeting of the Board shall be mailed to each board member not less than seven nor more than ten days before the day of such meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice unless specifically required by statute, the Articles of Incorporation, or these Bylaws. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened.

## **Section 4.9 Vacancies**

In case of resignation, death, removal or inability of a member of the Board to serve, the Board may elect a replacement to serve until the next annual meeting.

## **Section 4.10 Conflict of Interest**

All Board members shall make full disclosure of any potential conflicts of interest.

## **Section 4.11 Remuneration**

Members of the Board shall not receive any compensation for their services as Directors, but by duly adopted resolution of the Board, may receive reasonable compensation for actual services performed in any consulting capacity.

## **ARTICLE 5. OFFICERS**

### **Section 5.1 Designation**

The officers shall be a President, Vice President, Secretary and Treasurer. No individual may hold more than one office. All officers shall be members of the Board.

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## **Section 5.2 Election**

The Board shall elect the officers at the annual meeting of the Board in October. In case of resignation, death, removal or inability of an officer to serve, the Board shall elect another officer to service until the next annual meeting of the Board.

In addition to the slate of officers presented by the Nominating Committee, additional nominations may be made from the floor with the consent of the person nominated.

## **Section 5.3 Terms of Office**

Officers shall hold office for a term of one year or until their successors are elected. The terms of office begin November 1.

## **Section 5.4 Duties and Responsibilities**

The officers of the Board shall have such authority and duties from time to time as may be determined by the Board, including, but not limited to the following:

- 5.4.1.** President: preside at all meetings of the Board and Executive Committee, appoint chairpersons and members of standing committees and task groups, serve ex-officio on all committees. In addition, the President, as chair of the Board, works closely and collaboratively with the Executive Director, so that the two can support, consult, and complement each other in pursuit of the mission of the organization.
- 5.4.2.** Vice-president: carry out the duties of the President in the President's absence or inability to serve.
- 5.4.3.** Secretary: ensure that minutes are taken, distributed and maintained for the Board, Executive Committee and membership; the Board and membership are notified of meetings; a list of the membership and Board is maintained; and the President is assisted with correspondence.
- 5.4.4.** Treasurer: ensure financial oversight of United Friends; ensure maintenance of appropriate financial records; account for all moneys, securities and assets belonging to the corporation for which the Treasurer is directly responsible; maintain accurate financial records of all transactions executed by the Treasurer; chair the Finance Committee; with the Finance Committee recommend fiscal and budgetary matters for Board approval; and ensure that appropriate financial reports are filed as required by the Internal Revenue Service and other agencies as appropriate.

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**ARTICLE 6. COMMITTEES AND BOARDS**

**Section 6.1 Committees and Task Groups**

The standing committees shall include Executive, Finance, Facilities, Fund Development and Nominating; other committees and task groups may be named and discontinued by the President. Committees shall serve for one year or until their successors are appointed and approved; task groups shall serve until the designated task is completed or until dismissed by the President. Persons from the membership are encouraged to participate as committee members.

**Section 6.2 Leadership and Composition**

Chairs of all standing committees shall be Board members. Other than the Executive Committee, each committee shall ordinarily consist of two or more Directors and any other persons. Chairs shall be appointed by the President and confirmed by the Board.

**Section 6.3 General Responsibilities of Committees and Task Groups**

All committees and task groups shall meet regularly, keep records of their actions, and apprise the Board of their decisions and intended actions.

**Section 6.4 Executive Committee**

The Executive Committee shall consist of the Board officers. Its responsibilities shall include:

- 6.4.1.** Acting upon any business requiring immediate attention during intervals between the regular meetings of the Board with such action validated at the next Board meeting, and
- 6.4.2.** Oversight of the Executive Director's performance evaluation, reporting completion of it to the Board.

**Section 6.5 Finance Committee**

The Finance Committee shall be chaired by the Treasurer and include a minimum of two other Board members; other persons may serve on the committee as appropriate. Its responsibilities shall include:

- 6.5.1.** Regularly reviewing financial policies and recommending changes;
- 6.5.2.** Reviewing all budget and financial reports as prepared by the Executive Director prior to submitting them to the Board;
- 6.5.3.** Naming an annual audit committee and an auditor for the Board's approval, and making recommendations on the audit report to the Board; and
- 6.5.4.** Assisting in the duties of the Treasurer as needed.

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### **Section 6.6 Facilities Committee**

The Facilities Committee shall include a minimum of two Board members; other persons may serve on the committee. Its responsibilities shall include:

- 6.6.1.** Responsibility for the physical plant, furnishings, and vehicles including facility oversight policies, monitoring the capital budget, assisting staff with facility maintenance, and recruiting volunteers when appropriate.

### **Section 6.7 Fund Development Committee**

The Fund Development Committee shall consist of a minimum of two Board members and other persons as appropriate. Its responsibilities shall include:

- 6.7.1.** Guiding the Board in developing and implementing plans to raise the funds needed to carry out the mission,
- 6.7.2.** Developing policies related to fundraising, and
- 6.7.3.** Clarifying Board member responsibilities in making personal contributions and participating in fundraising activities.

### **Section 6.8 Nominating Committee**

The Nominating Committee shall consist of a minimum of two Board members; persons from the membership may also serve on the Nominating Committee.

- 6.8.1.** They shall nominate Directors for election at the annual membership meeting.
- 6.8.2.** They shall nominate officers for election at the annual Board meeting.
- 6.8.3.** They shall ensure that nominees have agreed to serve and that a slate of nominees is mailed with the notice of the annual meetings of the membership and the Board.

### **Section 6.9 Endowment Fund Board of Governors**

The Board of Governors shall consist of at least three, but not more than five, persons elected by the Board of Directors.

- 6.9.1.** The Board of Governors shall manage the Endowment Fund in accordance with the Washington Uniform Management of Institutional Funds Act and the Trust Agreement approved by the Board of Directors.
- 6.9.2.** The Board of Governors shall recommend policies and procedures for the Fund management to the Board of Directors for its approval.
- 6.9.3.** The Board of Governors shall report at least annually on the status of the endowment funds to the Board of Directors.

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## ARTICLE 7. CONDUCT OF MEETINGS

### **Section 7.1 Quorum**

#### **7.1.1. Membership meetings:**

At all regular and special meetings of the membership, the members attending shall constitute a quorum provided there are at least five members in attendance. The act of the majority of members present at any such meeting shall be an act of the membership except as otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

#### **7.1.2. Board meetings:**

At all regular and special meetings of the Board a majority of the Directors, but not less than five, shall be a quorum. The act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

### **Section 7.2 Procedure**

Unless otherwise specified, all business of the Board and Membership shall be conducted in a manner consistent with the current edition of Robert's Rules of Order, provided they are not inconsistent with these Bylaws.

### **Section 7.3 Proxy Votes**

Neither absentee ballots nor voting by proxy shall be permitted at meetings of the Membership or the Board of Directors.

## ARTICLE 8. FISCAL YEAR

### **Section 8.1 The Fiscal Year**

The fiscal year shall begin on July 1 and end on June 30 of the following year.

## ARTICLE 9. AMENDMENTS

### **Section 9.1 Bylaw Amendments**

These Bylaws may be amended only at a meeting of the membership duly called for the purpose and enacted only upon an affirmative vote of at least two-thirds of the persons present at the meeting.

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