



KIRKLAND INTERFAITH TRANSITIONS IN HOUSING

BYLAWS

Revised February 2007

ARTICLE I – PURPOSE

- 1.1 Charitable. The corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code. The specific purposes of the corporation are as follows:
- a. To provide or facilitate the provision of decent, stable, affordable housing in the greater Kirkland area to selected families who cannot afford market rate housing, including the following types of housing:
 1. Supportive housing for low-income families in temporary need while they work toward self-sufficiency;
 2. Supportive rental housing for low-income families whose long term prospects require it; housing specifically designed for low-income households with special needs, such as the disabled and the elderly.
 - b. To construct, purchase, mortgage and rehabilitate, own, maintain, manage, lease, rent and sublet housing and other real and personal property for these purposes.
 - c. To provide supportive services and case management for participating households in need thereof.
 - d. To do everything necessary, proper, and advisable for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith which are permitted to except organizations under the above mentioned Internal Revenue Code Section or Chapter 24.03 of the Washington Nonprofit Corporation Act or by any other nonprofit corporation laws of the State of Washington, or by the Articles of Incorporation or these Bylaws

ARTICLE II – GOVERNANCE OF CORPORATION

- 2.1 Board of Directors. Governance of the corporation shall be exercised by the Board of Directors (hereafter, Board) consisting of not less than nine (9) members.
- 2.2 Selection and Term of Board Members. Subject to the requirements in Section 2.1, designation of the number of Board positions and election of Board members shall be by simple majority vote of the Board. The term of service of each Board member shall be three years, with one-third of the member being elected each year. Members may be re-elected for succeeding terms. Election to the Board should take place at the regular May meeting of the Board. If Board vacancies occur during the year, the remaining Board member, even though less than a quorum, shall nominate a replacement within thirty (30) days after any Board position is vacated.
- 2.3 Removal of Board Members. Board members may be removed for sustained non-participation and non-attendance; for violation of the Conflict of Interest provisions of these Bylaws; for significant and intentional individual actions taken contrary to the properly established policies of the corporation; or for other actions of similar gravity which are inconsistent with the purposes of the corporation and which obstruct its reasonable proceedings and management. At any regular meeting or properly convened special meeting, a two-thirds majority of the Board shall be required to remove a board member. Notice must be given as specified in Section 2.7, and must announce that a removal action is to be considered. A recommendation for removal and a decision on removal may both be undertaken at the same properly convened meeting.
- 2.4 Powers of Board of Directors. The Board shall direct the corporation. They may take any other lawful action, which is consistent with the Articles of Incorporation and these Bylaws.
- 2.5 Regular Meetings of the Board. The Board of Directors shall provide by resolution for the holding of regular meetings, which may be held without notice other than such resolution. The Board shall hold regular meetings at such frequency as shall be designated by the Board, but not less than one each quarter.
- 2.6 Special Meeting of the Board. Special meetings of the Board of Directors may be held at the request of the President or any two directors, and shall be held at any place within King County, Washington as shall be fixed by the person or persons calling the meeting.
- 2.7 Notice of Special Meetings of the Board. Written notice, including email, of special meetings shall be sent to directors at least five (5) days before the meeting, or oral notice of special meeting must be given at least three (3) days before the meeting.

- 2.8 Quorum. A majority of the Board shall constitute a quorum for transaction of business at any meeting of the Board of Directors.
- 2.9 Manner of Acting. Except as otherwise stated in the Bylaws or Articles of Incorporation, all actions taken by the Board may be approved by a majority of those present.
- 2.10 Informal Action by Directors. Any action, which may be taken at a meeting of directors, may be taken without a meeting if a written consent setting forth the action is signed by all of the directors entitled to vote with respect to the action.
- 2.11 Conflict of Interest. Any possible conflict of interest on the part of a director shall be disclosed to the Board. When any such interest becomes a matter of Board action, such director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which the Board action is to be taken on the interest. The director may, however, briefly state a position on the matter and answer pertinent question of Board members. The minutes of all action taken on such matter shall clearly reflect that these requirements have been met.
- 2.12 Telephonic Conference. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- 2.13 Committees. The Board shall appoint such committees as needed to conduct the business of the corporation.
- 2.14 Non-membership Organization. KITH is not a membership organization.

ARTICLE III – OFFICERS

- 3.1 General. The officers of the corporation shall be President, Vice President, Secretary, and Treasurer. The Board of Directors may establish additional positions.
- 3.2 Election and Term of Office. All officers should be elected at the Board's May meeting and shall hold office for one year or until their successors have been elected.
- 3.3 Duties and Authority. The officers of the corporation shall have such authority and duties as may be determined by the Board of Directors including, but not limited to, the following:

- a. The President shall, subject to direction and supervision of the Board of Directors, consult with the Executive Director to set the Agenda and preside at all meetings.
- b. The Vice President of the corporation shall exercise all of the functions of the President in the event of the latter's death, resignation, removal, absence or inability to act.
- c. The Secretary shall keep the minutes of meetings of the Board of Directors; ensure that all notices are given in accordance with the provisions of these Bylaws or as required by law; and perform such other functions as directed by the Board.
- d. The Treasurer of the corporation shall be the principal financial officer of the corporation and shall provide oversight of all financial functions. This includes, but is not limited to, budgeting, accounting, cash management, protection of assets, and internal control.

3.4 Vacancies. A vacancy in any office shall be filled in the same manner as Board vacancies, as prescribed in Section 2.2.

3.5 Absence. In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers or duties of such officer to any other officer or director.

3.6 Removal. Any officers may be removed in the same manner as Board members, as prescribed in Section 2.3.

ARTICLE IV – EMPLOYED STAFF

4.1 Executive Director. The Board shall employ an Executive Director who shall be the chief operational officer of the corporation. Subject to the Board, the Executive Director shall have general direction over the operations of the corporation; shall implement all policies of the Board; shall submit to the Board or its committees such reports as the Board may require; shall assist in the preparation of an annual budget for presentation to and adoption by the Board; shall assist in the preparation of a personnel policy; provide staff support to the Board; shall assist in the preparation of a personnel policy; and shall perform such other functions as the Board may direct. The Executive Director shall be responsible directly to the Board of Directors and shall attend all meeting of the Board and its committees without a vote.

4.2 Other Staff. Such employed staff as may be necessary to support the organization shall be hired and discharged by the Executive Director. The employed staff shall report directly to, and be accountable to, the Executive Director or his or her designates.

ARTICLE V – INDEMNIFICATION

- 5.1 The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee without limitation, counsel fees, judgments, fines, excise taxes, penalties and connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity if:
- a. Such person acted in good faith and
 - b. Reasonably believed that his or her actions were in the best interests of the corporation.

A director's conduct with respect to an employee benefit plan shall be for a purpose the director reasonably believed to be in the best interests of the participants and beneficiaries of the plan.

- 5.2 No indemnification shall be provided for a matter in which any such person has been finally adjudicated in any proceeding not to have acted in good faith or not to have reasonably believed that his or her actions were in the best interests of the corporation.
- 5.3 Any compromise or settlement payment shall be approved by a majority vote of a quorum of the directors who are not at that time parties to the proceeding .
- 5.4 The right to indemnification shall inure to the benefit of the heirs and personal representatives of the person entitled to indemnification.

ARTICLE VI – MISCELLANEOUS

- 6.1 Fiscal Year. The fiscal year of the corporation shall end on December 31st of each year.
- 6.2 Contracts. The Board may authorize any officer or agent of the corporation to enter into any contract or execute or deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.
- 6.3 Deposits. All corporate funds shall be deposited to the credit of the corporation in such banks or other depositories as the Board may select.
- 6.4 Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general, or for any special, corporate purpose on such conditions as the board may establish.
- 6.5 Records. The corporation shall keep, at the registered office, complete books of account, minutes of the proceedings of directors and a record of the names and addresses of

directors. Any director or the director's agent or attorney may inspect all corporate accounts for any purpose at any reasonable time.

- 6.6 Waiver of Written Notice. Whenever written notice is required by law, by the Articles of Incorporation, or by these Bylaws, a written waiver may be signed by the person entitled to such notice, whether before or after the time stated therein for his or her appearance at the meeting designated in such notice.

ARTICLE VII – AMENDMENTS

- 7.1 The corporation may adopt, alter, amend or repeal these Bylaws so long as such amendment are not inconsistent with the provisions of the Articles of Incorporation or any special rules of order of the corporation.

ARTICLES VIII – RULES OF ORDER

- 8.1 The Board of Directors may adopt, by resolution, rules of order which shall govern all meetings, provided such rules are not inconsistent with the Articles of Incorporation, Bylaws, or any special rules of order of the corporation.

Adopted this _____ day of _____, 2007

Secretary of the Board of Directors

