

**BYLAWS  
OF  
KITSAP ENVIRONMENTAL COALITION**

**Article I**

**Name of the Organization**

The official name of this organization is Kitsap Environmental Coalition.

**Article II**

**Mission**

The mission of the Kitsap Environmental Coalition (“KEC”) is to educate and advocate for safe and clean water, air, and soil to support the health of all life on the Kitsap Peninsula in Washington.

**Article III**

**Offices**

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate.

**ARTICLE IV**

**Philosophic Orientation**

KEC sees nature as having its own inalienable and inherent rights.

**Article V**

**Guiding Principles**

1. Acknowledge our presence on the ancestral lands of the Coast Salish people.
2. Build honest, respectful relationships with all people affected by KEC work.
3. Build community with integrity, transparency, humility, compassion, and joy.
4. Use scientifically- and factually-based data, inquiry methods and decision-making.
5. Recognize nature's rights locally and more broadly within the northwest ecosystem.

## **ARTICLE VI**

### **Membership**

#### Section 1. Eligibility.

Membership is open to anyone who supports the KEC mission, agrees with its philosophy, follows its guiding principles, and meets membership contributions. The annual contributions are set by the KEC Board of Directors each year. Membership can be covered through either financial contribution or volunteering for KEC. The Board of Directors sets policy regarding revoking membership.

#### Section 2, Periodic Membership Meetings.

Membership meetings are to be held at least bimonthly (once every two months). They are open to all members as well as people who are considering joining KEC and invited guests. Membership meetings are to be designed to both provide updates on KEC activities and to solicit ideas and comments from the membership.

#### Section 3. Annual Membership Meeting.

An annual meeting of the members of the coalition shall be held during the month of September, or at such time and place as may be fixed by the Board of Directors. The purpose of the annual meeting is for the members to elect the Board of Directors and Steering Committee members, hear and respond to reports from the Steering Committee and Board of Directors on the organization's progress in meeting its mission, raise issues that members see as important, and address other matters as determined by the board and Steering Committee.

#### Section 4. Membership Voting.

A simple majority of the total number of members who vote at the annual meeting is necessary to elect the Board of Directors and Steering Committee members. At the discretion of the Board of Directors, an election of the Board of Directors and/or Steering Committee members can be done by email or postal mail to all members of the Coalition. A simple majority of the total number of votes cast is necessary to elect the Board of Directors and Steering Committee members.

## **Article VII**

### **Board of Directors**

#### Section 1. General Powers.

The policies of the Coalition shall be established and monitored by its Board of Directors within the constraints of the Bylaws. In addition, it shall be the duty of the Board of Directors to:

- A. Conduct business consistent with board-approved policies;
- B. Authorize legal and financial agreements with individuals, agencies, or organizations necessary to carry out the coalition's activities;
- C. Amend, produce, or adopt policies for its own governance; and
- D. Adopt and determine positions for the coalition with input from the Steering Committee and members.

#### Section 2. Number, Tenure and Qualifications.

The number of directors shall be an odd number with at least five (5) and no more than eleven (11). The Board of Directors shall include: four (4) officers—president, vice president, secretary, and treasurer and may include at least three (3) Members at Large, one each from the three voting districts in Kitsap County (North, South and Central). Directors shall be elected at the annual meeting of the coalition. A. Officers shall be four (4) in number, and have the term and duties, as stated in Article VI. B. One-half of the number of initial Directors shall serve a term of one year and one-half shall serve a term of two years so that the term of future directors will be staggered.

#### Section 3. Vacancies.

Any vacancy occurring in the Board of Directors, or any directorship to be filled by reason of an increase in the number of directors, shall be recommended by the Steering Committee following an open announcement to the membership. The candidate Director shall be elected to fill a vacancy by the Board and shall serve one year (1) or for the unexpired term of his or her predecessor. The election of a Director fulfilling a vacancy may occur at a Special Meeting of the Board of Directors (as defined below).

#### Section 4. Term Limits.

No person shall serve on the board for more than two (2) consecutive terms. A person may be reelected to the board after being off the board for at least one (1) year.

#### Section 5. Compensation.

Directors shall not receive any compensation for their services, but at the discretion of the Board may receive reimbursement for expenses incurred on behalf of the corporation.

#### Section 6. Board of Director Meetings.

The Board of Directors shall meet at least quarterly throughout the year. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution. Dates of Board of Directors meetings are to be posted on the KEC website and through other public means.

#### Section 7. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix the place, date, and time for holding any special meeting of the board called by them.

#### Section 8. Meetings by Telephone.

Members of the Board of Directors, or any Committee designated by the Board, 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 in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### Section 9. Quorum.

At all meetings of the Board of Directors, a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

#### Section 10. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 11. Action Without Meeting.

Any action which could be taken at a meeting of the Board of the coalition may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by each of the Directors. Such written consents may be signed in two or more counterparts, each of which

shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. Such documentation can be done by email.

#### Section 12. Removal.

At a meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by the Directors then in office.

### **ARTICLE VIII**

#### **Officers**

##### Section 1. Enumeration.

The officers of the coalition shall be a president, a vice president, a secretary and a treasurer. They are members of the Board of Directors. The Board of Directors may elect other officers as it shall deem appropriate. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No two offices may be held by the same person.

##### Section 2. Term of Office.

The officers of the coalition shall be elected at the next meeting of the Board of Directors following the coalition annual meeting at which board members are elected. Officers serve for a term of two years. An officer may be removed by a two-thirds vote of the Board of Directors whenever, in its judgment, the best interests of the coalition would be served thereby. The terms of the officers shall be two years.

##### Section 3. President.

The president shall be the chief executive officer of the coalition. Subject to the direction and control of the Board of Directors, the president shall have general responsibility for the business and affairs of the coalition and shall perform all duties incident to the office of president and such other duties as may be assigned to him or her by the Board of Directors

##### Section 4. Vice-president.

The vice-president shall perform such duties and have such other powers as shall be assigned to him or her by the president or the Board of Directors. Further, in the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the

duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

#### Section 5. Secretary.

The secretary shall ensure that a record of all proceedings of the Board of Directors, Steering Committee, general meetings, and other organizational meetings are kept in a book or electronic file for that purpose and accessible to Board of Directors and Steering Committee members; see that all meeting and action notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the records of the coalition; and perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

#### Section 6. Treasurer.

The treasurer shall have charge of and be responsible for the maintenance of adequate books of account for the coalition; have charge and custody of all funds of the coalition, and be responsible for the receipt and disbursement thereof; and perform all duties incident to the office of a treasurer and such other duties as may be assigned to him or her by the president or the Board of Directors. Such documentation can be done by email.

### **Article IX**

#### **Steering Committee**

##### Section 1. Coalition Operations.

The operations of the coalition are established and guided by the Steering Committee within the policies of the coalition. With input from the KEC membership at large, the Steering Committee develops a yearly strategic plan that is approved annually by the Board of Directors by December 31. The strategic plan is congruent with the mission of the coalition and adheres to its Guiding Principles. The Steering Committee guides the carrying out of the strategic plan and makes adjustments to it as needed throughout the year.

##### Section 2. Steering Committee Composition.

Nine (9) to fifteen (15) coalition members constitute the Steering Committee. The Steering Committee membership includes at least two members of the Board of Directors. Steering Committee members serve for three (3) year terms and can serve two (2) consecutive terms. The filling of vacancies on the Steering Committee is done by a vote of the Steering Committee.

### Section 3. Steering Committee Enumeration.

The Steering Committee elects its own chair, vice-chair, and recorder. The recorder provides minutes of Steering Committee meetings to Steering Committee members and Board of Directors. Such minutes are kept by the secretary of the coalition as part of the coalition's overall records and are open to all KEC members.

### Section 4. Steering Committee Meetings.

The Steering Committee meets at least bimonthly (every two months). Dates of Steering Committee meetings are to be posted on the KEC website or through other public means. Steering Committee meetings are open to KEC members as observers. Members can also request time to speak at the Steering Committee meeting. The Steering Committee establishes guidelines for member input at their meetings. The Steering Committee can also invite others to attend their meetings as they deem appropriate.

### Section 5. Steering Committee Quorum.

At all meetings of the Steering Committee a majority of the total number of Steering Committee members shall constitute a quorum for the transaction of business, provided that if less than a majority of the Steering Committee members is present at said meeting, a majority of those Steering Committee members present may adjourn the meeting to another time without further notice. Any action required to be taken at a meeting of the Steering Committee, or any other action which may be taken at a meeting of the Steering Committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Steering Committee members entitled to vote with respect to the subject matter thereof. Such documentation can be done by email.

The act of a majority of the Steering Committee members present at a meeting at which a quorum is present shall be the act of the Steering Committee.

## **Article X**

### **Parliamentary Authority**

An action agenda, modified parliamentary procedure, or consensus are alternatives to Robert's Rules that can be used as determined by the Board of Directors for its meetings and by the Steering Committee for its meetings.

## **Article XI**

### **Dissolution**

In the event of dissolution, any property owned by the coalition, after adequately providing for the debts and obligations of the coalition, the board, at its discretion, will distribute the remaining assets to any other nonprofit with similar purposes and goals. In no event shall any earning or other property of the coalition be distributed to, or inure to, the benefit of any member, former member, director, or officer of the coalition, or other individual either directly or indirectly.

## **Article XII**

### **Amending Bylaws**

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors after review and approval by the Steering Committee. Such action may be taken at a regular or special meeting of the Board of Directors, for which written notice of the purpose shall be given. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation. Proposed amendments to the Bylaws shall be presented in writing to the Board of Directors at least thirty (30) days before they are to be voted upon. A majority of the eligible votes cast by the Board of Directors shall be required for the adoption of amendments or changes to the Bylaws.

## **Article XII**

### **Administrative Provisions**

#### Section 1. Books and Records.

The Corporation shall keep at its principal or registered offices copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each Officer; and such other records as may be necessary or advisable.



Section 2. Accounting Year.

The accounting year of the corporation shall be the twelve months ending December 31<sup>st</sup>.

The foregoing Bylaws were adopted by the Board of Directors on \_\_\_\_\_, 2019.

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President