

BYLAWS OF THE Washington Association for Children and Families

ARTICLE I: PURPOSE

This association shall be organized and operated exclusively for social welfare purposes. Subject to the limitations stated in these bylaws, the purposes of this Association shall be to engage in any lawful activities, none of which are for profit, for which member organizations can operate under Section 501(c)(4) of the Internal Revenue Code (or its corresponding future provisions).

This Association's primary purpose shall be to bring together in a durable and vibrant alliance of parties, organizations and agencies committed to the well being of children and their families either currently involved with or at risk of future engagement with the "Child Welfare System in order to carry the following activities and tasks:

- a. Gather, analyze, and distribute information on market and policy issues related to children and families engaged with the child welfare system and advocate on behalf of the association's members and their clients.
- b. Actively and assertively advocate for and promote outcomes that achieve safety, well being stability and permanency for children and their families on a statewide basis.
- c. Create and promote whenever and wherever among and within the membership, feasible, sustainable, equitable and effective collaborations and alliances with other stakeholders in the Child Welfare system such as families and other child advocacy associations and organizations for the purpose of the mutual benefit of all.

ARTICLE II: MEMBERS

Section 1. There shall be **two levels of participation** in this association which shall be composed of non-governmental organizations, corporations, legal partnerships, and sole proprietorships which meet the criteria set forth in Section 2.

1. Participation as a full voting Member: Agencies or entities whose primary focus is direct services to children and families.

2. Participation as a non-voting Partnering Organization: Agencies or entities whose primary focus is legislative, administrative, and/or local advocacy on behalf of children and families.

Section 2. Qualifications. All **Members and Partnering Organizations** of this Association shall meet the following criteria for membership

- a. A primary mission or purpose to provide services to or advocacy on behalf of children and their families who are at risk of involvement or already involved with the Child Welfare System
- b. Pledges and agrees in writing to uphold the principles and values of the Washington Association for Children and Families as outlined herein or subsequently amended.
- c. Pays and remains current in a timely manner with annual dues when they come due.

Non Service or Professional Associations are not eligible for membership

Section 3. Association and Membership Values. By virtue of a successful application to join the Washington Association for Children and families, member organizations pledge to support, uphold and advance the following values in their activities within and outside of the Association.

- a. Children should be maintained in their families, communities and neighborhoods maintaining cultural, tribal and natural supports wherever and whenever possible.
- b. The evaluation and assessment of the needs of children and their families should be professionally,

thoroughly and competently completed at or on entrance into service. Such assessments and evaluations will always identify strengths as well as needs.

- c. Children and families should receive the services they need in a timely and appropriate fashion and in the most appropriate setting.
- d. Members shall recognize and promote the value of serving children and families of diverse racial, ethnic, cultural or sexual orientation.
- e. Members shall value, respect and support the continuum of services and the diversity of providers within the membership of the Washington Association for Children and Families.
- f. Members shall conduct their business within and outside the association ethically, honestly and shall avoid or fully disclose any current or potential conflict of interest.

Membership in the Association does not constitute any restriction, waiver or limit on the members ability or right to represent or speak on behalf of or advocate for their member organization before any forum or governmental body.

Section 4. Voting. Member organizations in good standing shall be entitled to one vote on all matters for which a membership vote is called for or permitted by the bylaws of this Association.

Section 5. Meetings : The membership shall meet on a regularly basis in intervals and at times determined by a majority of the members present at any meeting of the membership, except that there shall be no fewer than two membership meetings annually.

Section 6. Fiscal and Operational Year:

The Association year shall begin on July 1 and end on June 30 of each year.

Section 7. Annual Membership Meeting:

There shall be an annual meeting of the membership to elect members of the Executive Board. This meeting shall take place no later than May 31st of each year and the new Executive Board would become effective with the first day of the next Association year.

Section 6. Special Meetings: Special Meetings of the membership may be called by the Executive Board or by any of the operating divisions via their Chairperson or by the request of ten or more members via communication to the Association President either in writing or via e-mail.

Section 7. Termination of Membership. Membership may be terminated by the **Executive Board** after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the **Executive Board**, orally or in writing, not less than five days before the effective date of the termination. The decision of the **Executive Board** shall be final and shall not be reviewable by any court. Members that wish to voluntarily end their membership may do so at any time by submitting a letter to the President of the **Association**.

Section 8. Notice of Meeting. The Association shall give notice of all meetings of members in a fair and reasonable manner. The notice shall include the date, time, place, and purposes of the meeting.

Section 9. Quorum and Voting. The Executive Director (or their designee) of an Association member

agency has the authority to vote for said agency. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or the law provide differently. Members may vote by participating in conference calls during monthly membership meetings.

Section 10. Proxy Voting. There shall be no voting by proxy.

Section 10. Action by Consent. Any action required by bylaw to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

ARTICLE III: STRUCTURE

The association and its members shall be organized into three operating divisions. Those divisions are:

1. The CPA Division: Composed of member agencies who are interested in preserving, promoting and improving of Child Placing Agencies or organizations providing foster care services.
2. The BRS Division: Composed of member agencies who are interested in preserving, promoting and improving specific Behavioral Rehabilitation Services to children in the Child Welfare System.
3. The **Family Preservation & Support** Division: Composed of member agencies who are interested in preserving, promoting and improving of Care and Services to children and families provided in client family homes whether those homes are with parents, relatives and guardians.

Each of the aforementioned divisions shall:

1. Elect a Chairperson to represent the division on the Executive Board
2. Elect a Vice Chairperson to chair division meetings and act on behalf of the chair when need and instructed by the Chairperson and Division membership.
3. Develop and publish to the Association membership, a statement of interests and intention that is otherwise consistent with purpose and values of the Association at large.
4. Annually create and adopt a public policy agenda and calendar to identify public policy priorities, issues and concerns unique to itself for presentation to the Executive Board and membership for action.
5. Gather, organize, analyze and distribute information relevant to the Division's interests and priorities to other members of the Association.
6. Meet on a basis to be determined by those active in the division.
7. Prepare an annual statement of goals and objectives for itself at the beginning of each organizational year followed at the end of the year with a report to the membership on the division's activities and progress.

Any Association member may participate in any or all of the Operating Divisions of the Association.

ARTICLE IV: GOVERNANCE

Section 1. Executive Board

The operations and management of the Washington Association for Children and Families shall be governed and overseen by the Executive Board of the Association composed of officers and Division Chairpersons who will be

selected in the manner set forth below;

- a. President : elected by the membership
- b. Vice President: elected by the membership
- c. Secretary: elected by the membership
- d. Treasurer; elected by the membership
- e. The Chair of the CPA Division; elected by the members of that Division
- f. The Chair of the BRS Providers Division; elected by the members of that Division
- g. The Chair of the Family Preservation & Support Provider Division; elected by the members of that Division.

Section 2. Duties of the Executive Board

The Executive Board shall be responsible for the day to day operations and management of the Association and its assets which shall include but not be limited the follow activities and functions;

1. Establish dues and dues structures and policies and otherwise carry out fiduciary responsibilities for the Associations assets, cash and obligations
2. The Executive Board shall, unless it otherwise expressly occasionally delegates the responsibility, represent the Association to the State of Washington DSHS and Children's Administration, the Governor and the Legislature.
3. Recruit, select and retain whatever employees or contractors it deems necessary to provide administrative support and assistance necessary for the Association to function and fulfill its purpose.
4. Review, distribute any information gathered, analyzed and deemed sufficiently important and necessary by the Divisions or Committees of the Association to the membership of the Association.
5. Shall with input from the members, the Division and Committees craft an annual legislative and administrative agenda including policy and position statements.
6. The Executive Board shall meet at least monthly either in person or by electronic conferencing to conduct its business and carry out its fiduciary and governance duties to the organization. All such meetings will be open to any and all members of the Association.
7. The Executive Board shall keep and record minutes of its meetings and make those records publicly available to the membership.
8. The Executive Board shall serve as the Association's "Public Policy" committee and shall with the input of the operating divisions create a prioritized annual public policy agenda and calendar.

ARTICLE IV: OFFICERS

Section 1. Titles:

The officers of this corporation shall be the President, Vice-President, Secretary, Treasurer, CPA Division Chair, BRS Division Chair, and In Home Services Chair.

Section 2. Election of Officers

- a. The members shall elect the President, Vice President, Secretary and Treasurer to serve two year terms. An officer may be reelected without limitation on the number of terms s/he may serve.
- b. The members of the CPA Division, BRS Division and In Home Services Division shall each elect their

Division Chair to serve annually and may be reelected without limitation on the number of terms he/she may serve.

Section 3. Officer Vacancy.

A vacancy of any office shall be filled not later than the first regular meeting of the members following the vacancy.

Section 4. Other Officers.

The members may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the members.

Section 5. President:

The President shall be the chief executive officer of the Association and shall act as the Chair of the Association. The President shall have any other powers and duties as may be prescribed by the member including but not limited to presiding over Executive Board and Membership meetings, appointing committee chairpersons with the advice and consent of the Executive Board, assuring that meeting schedules, sites, agendas, notices and mailings are maintained in an efficient and timely fashion. The President shall also serve as the Resident Agent for the Association and shall unless he/she otherwise delegates the responsibility serve as the official spokesperson for the Association.

Section 6. Vice-President:

The Vice President shall chair the Executive Board and general Association meetings in the absence of the President. The Vice-President shall have any other powers and duties as may be prescribed by the members.

Section 7. Secretary

The Secretary shall keep and maintain or cause to be kept and maintained in good order all the official records of the Association including minutes of the Executive Board meetings and general membership meetings. The Secretary shall also keep and maintain in good order or cause to be kept and maintained in good order all of the official documents related to the incorporation, tax status and by-laws of the Association and shall work with the treasure in the timely filing of annual reports with the Secretary of State of Washington. The Divisions and Committees of the Association shall arrange for minutes to be recorded of their official Division or Committee meetings and shall forward such documents to the Secretary for inclusion in the corporate records of the Association. The Secretary shall perform other duties as may be described and assigned from time to time by the Executive Board.

Section 8 Treasurer:

The Treasurer shall keep and maintain in good order or cause to be kept and maintained in good order a full and accurate account of all the financial transactions, obligations and reports of the Association. The duties of the Treasurer shall assure that membership dues are accurately calculated and that dues invoices are prepared and issued in a timely fashion. The Treasurer shall deposit or cause to be deposited all proceeds from dues or funds from other sources in appropriately regulated registered and insured financial institutions as may be determined by the Executive Board. The Treasurer shall assure that all obligations of the Association shall be paid promptly and fully to the extent that resources exist. The Treasurer shall assure that monthly financial statements are prepared for

and delivered to the Executive Board and made available to all members. The financial statements shall include the following standard reports:

- a. A statement of revenues and expenses
- b. A balance sheet
- c. A statement of cash flows and balances.

The Treasurer shall also assure that other reports as may be requested by the Executive Board shall be prepared and distributed which may include but not be limited to a report on the status of membership dues billed and received. The Treasurer will also prepare or cause to be prepared any all Federal, State, County and Municipal tax returns as may be required by law. The Treasurer will assure with the Secretary the prompt completion of all annual reports required by the Secretary of State for the State of Washington.

Section 9 CPA Division Chair (Chairperson):

The CPA Division Chair (Chairperson) shall organize and preside over meetings of the Association members in good standing who volunteer to serve in this operational division of the Association. The Division Chair shall represent the interests, positions and concerns of the CPA Division and assure that the work of the Division as described in Article III of these By-laws is carried out.

Section 10. BRS Division Chair (Chairperson)

The BRS Division Chair (Chairperson) shall organize and preside over meetings of the Association members in good standing who volunteer to serve in this operational division of the Association. The Division Chair shall represent the interests, positions and concerns of the BRS Division and assure that the work of the Division as described in Article III of these By-laws is carried out.

Section 11. Family Preservation & Support Services Division Chair (Chairperson)

The Family Preservation & Support Division Chair (Chairperson) shall organize and preside over meetings of the Association members in good standing who volunteer to serve in this operational division of the Association. The Division Chair shall represent the interests, positions and concerns of the In Home Services Division and assure that the work of the Division as described in Article III of these By-laws is carried out.

ARTICLE V: COMMITTEES

Section 1. Standing Committees:

The **Minority Services Committee** shall be considered a permanent standing committee of the Association and shall be composed of Association members in good standing with an interest and or expertise of advancing and advocating for adequate services for minority communities.

- The Minority Services Committee shall monitor, review, and assess opportunities for the Association to advance the cause of ending racial, ethnic and minority group disproportional representation in the Child Welfare System and industry.
- The Minority Services Committee shall identify and advocate for means methods and practices that are aimed at improving the cultural sensitivity and appropriateness of services for the Child Welfare system and Association members.
- The Minority Services Committee shall, as it deems necessary recommend public policy actions, statements and or positions to the Executive Board and Membership.
- The members who volunteer to serve on the Minority Services Committee shall

elect a chairperson who will preside over meetings and carry out duties customarily performed by committee chairpersons including but not limited to regularly attending meetings of the Executive Board.

Section 2. Ad Hoc Committees

The Executive Board shall create as needed ad-hoc time and purpose limited committees of the membership as may be from time to time appropriate. Those ad hoc committees shall include but not be limited to the following:

- A. Nominating Committee to periodically recruit a slate of officers for election to the Executive Board.
- B. By-laws Review Committee to periodically review for relevance and currency the By-laws of the Association and make recommendations for Amendments and changes to the Membership of the Association.
- C. Special Event Committee to plan, develop and implement special events for the Association as may from time to time is deemed necessary by the Executive Board.
- D. Advocacy Committees for one or more specific issue or task may be created by the Executive Board to assure that a specific issue is analyzed appropriately stated and presented in whatever forum as may be deemed necessary.

Section 3. Limitations on the Powers of Committees.

No committee may authorize payment or any part of the income of the association; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Association assets; may elect, appoint, or remove officers; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Officers.

ARTICLE VI: AMENDMENTS TO BYLAWS

The members must vote to amend or repeal these Bylaws, or to adopt new ones, by a two-thirds vote of members. Prior to adoption of the amendment, each member shall be given notice of the meeting at the last address of record, at least 30 days before the meeting. The notice shall include the date, time, and place of the meeting, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. Members may vote on amendments to bylaws through email or by participating in a conference call during this meeting.

DATE ADOPTED: November 13, 2012

I certify that these bylaws are a true copy of the bylaws of this Association.

SIGNATURE BY ASSOCIATION OFFICER:



DATE: February 20, 2013