

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, organizations and individuals 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:

1. 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.
2. 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.
3. Create and promote whenever and wherever among 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 three categories of participation in this association that shall be composed of non-governmental organizations, corporations, legal partnerships, sole proprietorships and individual alumni members that meet the criteria set forth in Section 2.

- a. Participation as a full voting Organizational Member: Agencies or entities whose primary focus is direct services to children and families.
- b. Participation as a full-voting Individual Alumni Member: Individuals who have previous documented participation in the Association and are not employees of eligible organizations.
- c. Participation as a non-voting Partnering Organization: Agencies or entities whose primary focus is legislative, administrative, and/or advocacy on behalf of children and families.

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

- 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 with annual dues.

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Section 3. Association and Membership Values: By virtue of a successful application to join the Washington Association for Children and families, member organizations, individual alumni members, and non-voting Partnering 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 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 and 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 own organization before any forum or governmental body.

Section 4. Voting: Members 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 regular basis 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 8. 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 9. 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

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at any time by submitting a letter to the President of the **Association**.

Section 10. 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. If it is determined that an electronic vote will be taken, the notice will include the deadline, date and time.

Section 11. Quorum and Voting: The Executive Director (or his/her designee) of an Association Member Organization has the authority to vote for said organization. Those votes and those votes of Individual Alumni Members 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 12. Proxy Voting: There shall be no voting by proxy.

Section 13. 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 members who are interested in preserving, promoting and improving Child Placing Agencies or organizations providing foster care services.
2. The BRS Division: Composed of members who are interested in preserving, promoting and improving specific Behavioral Rehabilitation Services to children in the Child Welfare System.
3. The FPSS Division: Composed of members who are interested in preserving, promoting and improving Family Preservation and Support Services to children and families provided in client family homes or in clinic settings, whether those children reside with parents, relatives or guardians.

Each of the aforementioned divisions shall:

- ~~1. Elect a Chairperson to represent the division on the Executive Board~~
- ~~1.2. Elect a Chair to represent the division on the Executive Board Vice Chairperson to chair division meetings and act on behalf of the chair when need and instructed by the Chairperson and Division membership.~~
- ~~2. Elect a Vice Chairperson to chair division meetings and act on behalf of the chair when needed as appropriate.~~
- ~~3.2.3. Annually create and adopt an administrative and legislative 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.~~
- ~~4.3.4. Gather, organize, analyze and distribute information relevant to the dDivision's interests and priorities to other members of the Association.~~
- ~~5.4.5. Meet on a basis to be determined by those active in the division.~~

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, Chair of the Legislative Committee, 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 ~~Legislative Committee~~ Public Policy Committee, elected by the membership for a two-year term
- f. The Chair of the CPA Division; elected by the members hip -of that division of that Division
- g. The Chair of the BRS Providers Division; elected by the members hip of that division of that Division
- h. The Chair of the FPSS Division; elected by the members hip of that division 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;

- a. Establish dues and dues structures and policies and otherwise carry out fiduciary responsibilities for the Associations assets, cash and obligations
- b. The Executive Board shall represent the Association to the State of Washington DSHS and Children's Administration, the Governor and the Legislature.
- c. 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.
- d. Review and 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.
- e. ~~With input from the members, the dDivisions and eCommittees craft an annual public policy agenda including policy and position statements.~~

~~f.~~ Meet at least monthly either in person or by electronic conferencing to conduct its business and carry out its fiduciary and governance duties. All such meetings will be open to any and all members of the Association.

~~g.~~ Keep and record minutes of its meetings and make those records publicly available to the membership.

~~h.~~ ~~Serve as the Association's "Public Policy" committee and shall with the input of the Legislative Committee and operating Divisions~~ Create a prioritized annual administrative and legislative public policy agenda and calendar in consultation with the Public Policy Committee and operating dDivisions.

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ARTICLE V: OFFICERS

Section 1. Titles:

The Officers of this corporation shall be the President, Vice-President, Secretary, and Treasurer.

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Section 2. Election of Officers:

The members shall elect the President, Vice President, Secretary and Treasurer to serve two-year terms. Elections for these positions shall be staggered with the elections for President and Treasurer occurring in odd numbered years and elections for Vice President and Secretary occurring in even numbered years. A partial term of one year shall be used whenever necessary to establish or to restore rotation of two-year terms of President, Vice President, Treasurer and Secretary. An officer 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:

In the absence of the Association Staff, the Secretary shall record the minutes of the Executive Board meetings and general membership meetings and shall work with the treasurer in the timely filing of annual reports with the Secretary of State of Washington. The Secretary shall perform other duties as may be described and assigned from time to time by the Executive Board.

Section 8. Treasurer:

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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.

ARTICLE VI: DIVISION CHAIRS **AND VICE CHAIRS**

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Section 1. **The division members shall elect of** the CPA Division, BRS Division, and the FPSS Division **Chairs and Vice Chairs to serve two year terms. shall each select their Division Chair to serve a one year term.**
A Division Chair may be reelected without limitation on the number of terms he/she may serve.

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Section 2. 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 to the Membership and assure that the work of the Division as described in Article III of these By-laws is carried out.

Section 3. 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 to the Membership and assure that the work of the Division as described in Article III of these By-laws is carried out.

Section 4. FPSS Division Chair (Chairperson):

The FPSS 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 to the Membership and assure that the work of the Division as described in Article III of these By-laws is carried out.

ARTICLE VII: COMMITTEES

Section 1. Standing Committees:

The ~~Legislative Public Policy~~ **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 administrative and legislative public policies that advance the Purpose of the Association.

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; a Chair for the Public Policy Committee; and a slate of Division Chairs for election to the operating divisions.
- b. Bylaws 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 be 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 VIII: 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



Washington Association for Children and Families BYLAWS as amended 10-20-15

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