

BY-LAWS
OF
CONCERNED CITIZENS IN ACTION

(A nonprofit corporation under the laws of the State of Washington)

Revised October 15, 2007

ARTICLE I

PURPOSE

Concerned Citizens In Action is organized and shall be operated as defined in Section 501(c)(4) of the Internal Revenue code of 1986, as amended. Or successor provisions of successor codes. The corporation shall have and may exercise all the rights and powers given to corporations under the Washington Nonprofit Corporation Act, subject to any restrictions set forth. The corporation shall pursue these purposes:

- 1.1 **Principal Purpose:** To hold government accountable to the public while serving the public interest.
- 1.2 **Ancillary Purposes:**
 - a. To educate the public about the importance of holding government accountable to the public.
 - b. To secure resources from individuals, corporations and other foundations which will then be distributed in a manner which will support programs that further the primary purpose of the corporation, and for which federal, state and local funding is inadequate or otherwise not available.
 - c. To enhance community support for holding government accountable to the public.
 - d. To provide direct support to other charitable organizations created to hold the government accountable to the public.
 - e. To cooperate with business, industry, government agencies, and Individuals to develop and promote programs and activities designed to hold government accountable.

- f. To raise and administer funds to support capital and educational/operational needs in keeping with the intent of donors and the objectives of Concerned Citizens In Action.
- g. To serve as trustee of any revocable or irrevocable trust dedicated to the purpose of the corporation, according to the provisions of a trust instrument and Washington State law. Provided, Concerned Citizens In Action may accept an appointment as trustee only upon the affirmative vote of a majority of the Board of Directors present at any regular or special meeting of the Board of Directors, if such notice of the proposed appointment to service as trustee is contained in the notice of the meeting.

ARTICLE II

MEMBERSHIP

- 2.1 **Method:** Membership in this organization shall be attained through application sponsored by a member and upon approval by a majority of the Board of directors.
- 2.2 **Revocation:** Any member whose actions are deemed to be inappropriate may have their membership revoked by a majority vote of the Board of Directors.
- 2.3 **Membership Meetings:** An annual membership meeting will be held each November. The Secretary shall cause to be mailed or emailed to every member in good standing at his or her address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting. Other membership meetings will be held as needed.
- 2.4 **Responsibilities and Privileges of Membership:**
 - a. Members shall support the Principal Purpose of CCIA.
 - b. Members will be informed of the actions of CCIA.
 - c. Members may sponsor applicants for CCIA membership.
 - d. Members may nominate and vote for board members.
 - e. Members may be nominated to serve on the Board of Directors.

- f. Members may serve on committees as approved by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

- 3.1 **Authority:** The Board of Directors of the corporation shall be the governing and official voting body for the corporation and shall exercise all powers thereof. The Board of directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its Chairman after due notice to all the directors of such meeting and when action is approved at such meetings.
- 3.2 **Membership:** The business of this organization shall be managed by a Board of Directors consisting of 9 (nine) members, which includes the officers of this organizations. The directors elected shall be residents of the State of Washington and citizens of the United States.
- 3.3 **Term of Office:** The directors shall be chosen by the general membership of this organization. They shall serve three year staggered terms, with three directors elected each year. A director may be removed by 2/3 majority vote of the Board of Directors.
- 3.4 **Nomination:** Any member of the corporation may nominate a member of the Board of Directors. Any member may be nominated. All nominations for a directorship shall be made at the annual membership meeting.
- 3.5 **Election:** Directors shall be elected by the general membership. Ballots containing the names of all nominees shall be mailed or emailed to all current members by the Secretary during the first week of December with a return deadline of December 31st.
- 3.6 **Vacancy:** In case of a vacancy on the elected Board of Directors, the remaining Directors may elect a successor to hold office for the remaining portion of the term of the Director whose place shall become vacant.
- 3.7 **Resignation:** Any member of the board of Directors may resign at any time by notifying the secretary of the corporation. The secretary shall inform the Board of Directors of the resignation at the Board's next regular Board meeting.

ARTICLE IV

OFFICERS

- 4.1 **Officers:** The officers of the corporation shall be President, Vice President, Secretary, and Treasurer.
- 4.2 **Election and Term:** All officers shall be elected from and by the Board of Directors of the corporation at the first board meeting every calendar year.
- 4.3 **Duties:** The duties of Officers are as follows:

President: The President shall preside at all meetings of the Corporation and the Board of Directors, and have general charge and supervision over the property, Board of Directors' activities, and affairs of this corporation. The President shall have the authority to:

- a. Be Chairman of the Board of Directors
- b. Establish agendas for all meetings of the Board of Directors.
- c. Present at each annual meeting of the organization an annual report of the work of the organization.
- d. Appoint all committees, temporary or permanent.
- e. See all books, reports and certificates required by law are properly kept or filed.
- f. Be one of the officers who may sign the checks or drafts of the organization.
- g. Sign and execute on behalf of the Board, all contracts and other obligations or instruments standing in the name of or belonging to this corporation in any capacity.
- h. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Vice President: The Vice President shall in the event of the absence or inability of the President to exercise his or her office become acting president of the organization with all of the rights, privileges, and powers as if he or she had been the duly elected president.

Secretary: The Secretary shall maintain the minutes of all meetings of the corporation and the Board of Directors, and when directed by the President or the Board to do so shall have the authority to:

- a. File any certificate required by any statute, federal or state.
- b. Give and serve all notices to members of this organization.
- c. Be the official custodian of the records and seal of this organization.
- d. Be one of the officers who may sign the checks and drafts of the organization.
- e. Present to the membership at any meeting any communication addressed to him or her as Secretary of the organization.
- f. Submit to the Board of Directors any communication which shall be addressed to him or her as Secretary of the organization.
- g. Attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer: The Treasurer shall have the care and custody of all monies belonging to the organization.

- a. He/She must be one of the officers who shall sign checks or drafts of the organization.
- b. Dual signatures are required on all checks (see President or Secretary).
- c. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- d. He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meetings.

- e. He/She shall exercise all duties incident to the office of Treasurer.

ARTICLE V

BOARD MEETINGS

- 5.1 Meetings of the Board of Directors shall be held at least once per quarter through-out the year, with additional meetings held as necessary.
- 5.2 The presence of not less than five (5) of the members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this organization.
- 5.3 The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
- 5.4 At all meetings, votes shall be by voice or ballot as determined by the President. The President shall not vote except to break a tie, in which event the President will vote to break the tie.
- 5.5 Each director shall have one vote and such voting may not be done by proxy.
- 5.6 Committee Chairpersons may attend meetings of the Board of Directors, but shall not be allowed a vote on any issue before the Board.

ARTICLE VI

RULES OF ORDER AND PARLIAMENTARY AUTHORITY

- 6.1 At each meeting of the corporation and Board of Directors, where a Quorum is present, all questions and other matters shall be determined by the majority of the Board of Directors present, except when these bi-laws require a 2/3 majority vote, unless different vote is required by law.
- 6.2 The rules contained in the most recent edition of Robert's Rule of Order, Revised, shall govern all meetings of the corporation and of the Board of Directors where such rules are not addressed within the Articles of Incorporation, By-laws, or special rules of order adopted by the Board of Directors of this corporation.

ARTICLE VII

ORDER OF BUSINESS

The Order of Business will basically be:

1. Roll Call
2. Reading of the Minutes of the preceding meeting.
3. Reports from Officers, Members, or Committees.
4. Old and Unfinished Business
5. New Business
6. Adjournment

ARTICLE VIII

COMMITTEES

- 8.1 **Appointment and Oversight:** All committees of this organization and their Chairpersons shall be appointed and overseen by the Board of Directors as needed to perform the "Purposes" as described in Article I. Their term will be decided by the Board.
- 8.2 **Formation:** Committees may be formed to carry out the purposes of the corporation. Any member of the corporation may submit to the Board of Directors for approval a proposal to form a committee and for its Chair.
- 8.3 **Chairperson Reporting:** Chairpersons shall report the committee meeting results and any proposed actions to a designated member of the Board of Directors for approval of the Board of Directors. Committee Chairpersons may also attend meetings of the Board of Directors and report directly to the Board.
- 8.4 **Committee Action:** No committee or its members shall implement or take any action on behalf of Concerned Citizens In Action without prior approval of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Concerned Citizens In Action will indemnify its officers and directors to the fullest extent allowed by Washington law. This provision however, shall not eliminate nor limit the liability of a Director or Officer for:

- a. Any breach of duty or loyalty to Concerned Citizens In Action.
- b. Acts or omission not in good faith or which involve intentional misconduct or a knowing violation of law.
- c. Any unlawful distribution.
- d. Any transaction from which the Trustee or Officer derived an improper personal benefit.
- e. Any act or omission in outright violation of the law.

ARTICLE X

AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than a 2/3 majority of the members of the Board of Directors.

Seal of Concerned Citizens In Action

