

**BYLAWS OF**  
Camp Quest NorthWest  
**A WASHINGTON NON-PROFIT CORPORATION**

**ARTICLE I – NAME AND PURPOSE**

*Section 1 --- Name:* The name of the organization shall be **Camp Quest NorthWest**. It shall be a non-profit organization incorporated under the laws of the State of Washington.

*Section 2 --- Purpose:* **Camp Quest NorthWest** is organized exclusively for educational purposes.

**The purpose of this corporation is:**

- ⤴ **To provide quality camp, retreat and conference experiences based on a humanist philosophy.**
- ⤴ **To educate campers about the history and achievements of atheists, humanists and other dissenters throughout history.**
- ⤴ **To create a place for non-religious families and children to belong and promote a sense of community among them through the camp experience.**
- ⤴ **To provide camp programming dedicated to improving the human condition through rational inquiry, critical and creative thinking, the scientific method, self-respect, ethics, competency, democracy, free speech and the separation of religion and government guaranteed by the Constitution of the United States.**

**ARTICLE II – MEMBERSHIP**

*Section 1 --- Membership:* Membership shall consist of the board of directors.

**ARTICLE III – OFFICES**

*Section 1 --- Offices:* The principal office of the corporation for the transaction of its business is located in King County, Washington.

*Section 2 --- Change of Address:* The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

\_\_\_\_\_

Dated: \_\_\_\_\_

*Section 3 --- Other Offices:* The corporation may also have offices at such other places, within or without the State of Washington, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

## ARTICLE IV – BOARD OF DIRECTORS

*Section 1 --- Board role, size and compensation:* The board is responsible for overall policy and direction of the organization. The board shall have an odd number of authorized directors up to 19, but not fewer than 3. The minimum number of active directors shall be 3. Directors receive no compensation other than reasonable expenses.

*Section 2 --- Duties:* It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

*Section 3 -- Qualifications:* Director qualification shall be at the discretion of the board. All potential directors must undergo a criminal background check prior to being nominated. The board shall incorporate the results of the criminal background check when deciding director qualification.

*Section 4 --- Terms:* All directors shall serve 2 year terms, but are eligible for re-election. Each director shall hold office until their successor qualifies and is elected.

*Section 5 --- Board Elections:* On or about September 1<sup>st</sup> of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire on the last day of September of the current fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

*Section 6 --- Election procedures:* New directors shall be elected by a majority vote of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on October 1<sup>st</sup> of the current fiscal year. Voting can be done by voice or, if requested by a board member, by secret ballot.

*Section 7 --- Vacancies:* Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

When a vacancy on the board exists the board may have an election. The secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. Vacancies due to a mid-term departure of a board member will be filled only to the end of the particular board member's term.

Election procedures to fill a vacant position will follow the same procedures specified in these bylaws for regular elections.

*Section 8 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the secretary, or acting secretary. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Washington State Attorney General. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under RCW 24.03 and following of the Washington non profit corporation act.

Directors may be removed without cause by 2/3rds consent of the remaining directors then in office.

*Section 9 --- Non-liability of Directors:* The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

*Section 10 --- Indemnification by Corporation of Directors, Officers, Employees and Other Agents:* To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided at the discretion of the board of directors.

## **ARTICLE V – Officers**

*Section 1 --- Number:* The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The President shall also be considered the Chairperson of the Board. The corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

*Section 2 ---Qualification, Election and Term of Office:* Any qualified person may serve as officer of this corporation. Qualification shall be at the discretion of the board. All potential officers must undergo a criminal background check prior to being nominated. The board shall incorporate the results of the criminal background check when deciding officer qualification. Officers shall be elected by a majority vote of the Board of Directors at any meeting where a quorum is present, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

*Section 3 ---Subordinate Officers:* The board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

*Section 4 --- Removal and Resignation:* Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall not be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

*Section 5 --- Vacancies:* Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

*Section 6 --- Duties:*

**The President** shall convene regularly scheduled board meetings, shall preside or arrange for another board member to preside.

**The Secretary** shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained and available as required by law. The secretary shall be responsible for providing a copy of the articles or bylaws to any member of the public who requests them.

**The Treasurer** shall make a report at each board meeting. If there is a finance committee, the treasurer shall chair it. Further, the treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

**Other officers** appointed by the board will have the duties assigned to them by the board.

*Section 7 --- Compensation:* No officer shall receive any compensation for their work, except for reimbursement of reasonable expenses.

## **ARTICLE VI – Meetings**

*Section 1 --- Official Meetings and notice:* The board shall meet at least annually, at an agreed upon time and place. An official board meeting requires that each board member have written or emailed notice at least two weeks in advance. This written or emailed notice must contain the date, time and place of the meeting. It is not required that an agenda accompany the meeting notice.

*Section 2 --- Good Faith Notification:* The actions taken at a meeting only have force if a good faith effort was made to notify all members of the meetings. It is incumbent upon each member to make the secretary aware of their notification preference (email or written) and which address to use for that notification. In addition, it is incumbent upon each member to make the secretary aware of any variations in their notification preferences.

*Section 3 --- Quorum:* A quorum consists of at least 50% of the board members for business transactions to take place and motions to pass.

*Section 4 --- Meeting Methods:* Any meeting, regular or special, may be held in person, by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a). Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided the means of participating in all matters before the board including, without limitation, the capacity to propose, or to interpose an objection to a specific action to be taken by the corporation;
- c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.

*Section 5 --- Special Meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance. A quorum of directors must be present to conduct business.

*Section 6 --- Action by Written Consent Without Meeting:* Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if greater than 1/2 of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as a regular vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority. Actions taken shall be reviewed at the next official meeting. For the purposes of this section only, the term “written” also refers to “email”.

*Section 7 --- Conduct of Meetings:* All meetings will be conducted by consensus unless issues become contentious, at which time, the meeting will revert to the following rules:

- 1) The meeting agenda will be agreed upon at the beginning of the meeting. No new business may be introduced except by unanimous consent of the board members present.
- 2) Each item on the agenda shall be discussed until 60% of the members vote to table discussion and vote on the item. After a vote is taken, the results will stand until such time when the issue arises again in a future meeting. Decisions require a majority vote of members present in order to pass.
- 3) Speakers are given the floor by the presiding member on a first come first served basis and are limited to 2 minutes.
- 4) Any member may call for a vote to table discussion on an item. They may do so when they have the floor.
- 5) Any meeting will revert to these rules upon request of any board member present at the meeting.

*Section 8 ---Conflict of Interest:* At no time may a board member vote in a board action if the board member would benefit materially from the outcome. In addition, board members that will benefit materially from the outcome of a decision shall leave the room, in order to avoid unfair influence or the appearance of said influence, while the issue is being discussed and voted on. This section also applies when the appearance of such a conflict exists, despite the fact that there is no obvious benefit to an individual board member.

#### **ARTICLE VII – Committees**

*Section 1 — Committee Formation:* The board may create committees as needed, such as fundraising, marketing, operations, etc. The board Chair appoints all committee chairs. All committees have the duties and powers assigned to them by the board.

#### **ARTICLE VIII – Fiscal Year**

*Section 1 ---Fiscal Year:* The fiscal year for this corporation will run from January 1 to December 31.

#### **ARTICLE IX – Assets**

*Section 1 --- Merger, Dissolution, Distribution of Assets:* If this organization wishes to merge with another non-profit organization having a purpose consistent with that of this organization, it may be considered for merger. If this organization wishes to disband, the organization's assets may be distributed to either a non-profit organization with similar purposes or to any public college or university run by the state of Washington.

All outstanding debts, obligations and claims must be satisfied before assets are distributed. No assets shall be distributed to individuals.

**ARTICLE X – Amendments**

*Section 1 ---General:* All bylaws can be amended by a 2/3rds vote of board members present at a meeting with a quorum, with the exception of this article (Amendments), along with Article IX (Assets). These articles can only be modified by unanimous consent of the entire board.

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: \_\_\_\_\_

Signed: \_\_\_\_\_

\_\_\_\_\_, Camp Quest NorthWest Secretary