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# *Bylaws of Woman's Way Red Lodge*

## *A Washington Nonprofit Corporation*

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(revised and approved 10.14.07)

### *Article I. – Membership*

*Section 1. Definition of Members:* Members are the lifeblood of Woman's Way Red Lodge (WWRL). Although this corporation is structured legally as a non-voting membership, which means the formal decision-making power resides in the voting actions of the Board of Trustees, the future of this organization clearly depends on a committed and informed membership. We intend for membership to be a way for all who are in alignment with our purpose and principles to demonstrate interdependence. Membership categories are designed to be broadly inclusive and, at the same time, to build a core of people who, in support of the whole community, share the wisdom gained from their own experiences and take responsibility to participate, to the degree each person is able and willing, in the advisory consensus process which guides Board decisions. Each person self-selects the membership circle within Woman's Way Red Lodge that best suits them and their level of commitment and abundance:

*(i) Lodge Sister Circle:* A Lodge Sister Member enthusiastically embraces and contributes time, energy, focus, resources and passion to nurture the growth and vitality of WWRL. A Lodge Sister Member may hold Board Council positions, qualify for Council Chairs and/or a leadership role on the Board of Trustees and participate in Advisory Wisdom Council Heart Consensus Agreements.

*(ii) Support Circle:* An individual or family who supports the vision, mission and purpose of WWRL and encourages our service in the world. Support Circle members are not eligible to serve on the Board of Trustees or participate in Advisory Wisdom Council Heart Consensus Agreements.

*(iii) Circle of Alliances:* A kindred organization, community or business aligned with the vision, purpose and mission of WWRL. Desires to network and support the work of WWRL and/or endow with funds. Not eligible to serve on the Board of Trustees or to participate in Advisory Heart Consensus Agreements within Board Councils or at Wisdom Councils. Membership applications must be approved by the Board to ensure that there are no conflicts of interest between the Circle of Alliances member and the Corporation. To demonstrate alignment with our principles, a pledge agreeing to the Corporation's standards of ethical practice, signed by an authorized representative of the organization, must accompany the application.

The Board of Trustees may designate other membership circles or create new and different membership categories when it may deem appropriate from time to time.

*Section 2. Membership Dues.* Dues for each membership circle are determined by the Board of Trustees, provided that a written notice and explanation of any proposed increase in dues has been sent to the members by first-class mail postmarked at least thirty days in advance of the meeting. Notice of any such meeting of the Board may also be provided by any means of electronic delivery that is allowed by the Washington Nonprofit Corporation Act at the time the Notice is given.

*Section 3. Effective Date of Membership.* Membership becomes effective on the first day of the month following receipt of a membership application that includes all requirements, and subsequent processing and acceptance by the Corporation of the application and dues from a member. Membership is annual, and dues for renewal of membership are due and payable on the first day of the month in which the original membership became effective.

*Section 4. Rights of Members.* The Board of Trustees may determine what benefits are offered to each membership circle. Only Lodge Sister members may be nominated for and serve on the Board of Trustees. Only Lodge Sister members may serve as Council Chairs. Only Lodge Sisters (the Consenting Members) may participate in Advisory Heart Consensus Agreements at WWRL Wisdom Councils, to give their valued input on any matter presented by the Board for community review.

*Section 5. Tenure.* Any member may terminate membership in the Woman's Way Red Lodge by giving written notice to the Corporation at its principal place of business.

*Section 6. Transfer of Membership.* No Member may transfer, assign, or otherwise dispose of her membership in the Corporation.

*Section 7. Forfeiture of Membership.* The Board of Trustees has the power to terminate membership in the Corporation, with no dues refunded, for any of the following reasons: failure to pay dues in full by the due date, or conduct which is disruptive or injurious to the interests, welfare and objectives of WWRL, or is in violation of the principles of this Corporation.

Statements about unethical behavior or misconduct of a Member shall be presented to the Board of Trustees over the signatures of two Members in good standing. If, upon investigation, they are found to have substance, the Board shall counsel the Member with a view toward possible modifications of their behavior. Failing this, the Board shall determine appropriate action.

Before taking such action, the Board shall notify the Member of the precise nature of the charge and offer the Member an opportunity to present evidence in their behalf. The opportunity to present evidence, either in writing or to be heard orally shall be provided not less than fifteen days before the effective date of the forfeiture by the Board of Trustees. Before any forfeiture or membership, Members shall be given thirty days prior notice of the proposed termination. Such notice shall be sent to the last address of the Member shown on the Corporation's records.

*Section 8. Reinstatement of Membership.* Any Member whose membership in the Corporation has been forfeited may be reinstated, at the sole discretion of the Board of Trustees, upon such terms and conditions as it may establish.

*Section 9. Inspection of Books and Records.* The Members shall have the right, on written or oral demand, from time to time to examine and photocopy at their expense, in person or by agent or attorney, at any reasonable time and for any purpose, all of the books and records of account of the Corporation, its last annual and most recently published financial statement, and minutes of all acts and proceedings of the Board of Trustees.

## ***Article II. Board of Trustees***

*Section 1. Board Purpose, Powers and Responsibilities.* The Board of Trustees, hereinafter referred to as "the Board" in this document, is entrusted to create and focus the overall direction of the Corporation. The Board sets procedures, determines and carries out financial and fiduciary policies for the organization, based on community values expressed through Advisory Heart Consensus input from Lodge Sister and Support Sister Members.

It is an honor and recognition of professional integrity and a significant responsibility to be elected to the Woman's Way Red Lodge Board of Trustees. Willingness and availability to attend meetings and be diligent with other tasks of office are important and valued requirements of each Board member.

The Board may delegate responsibility of day-to-day operations to individual Directors, the Executive Director, staff and Board Councils. It shall take such actions as it considers necessary to

implement the vision, mission, purpose and objectives of the Corporation. All members of the Board of Trustees shall be considered as “Trustees” throughout these Bylaws, unless otherwise specified.

At the request of the Chair, individual Trustees or the Executive Director may be asked to represent both the Board and the Organization at meetings or activities to which the Organization has been invited to have representation. Geographic location and travel funds are taken into consideration when selecting someone for this purpose.

*Section 2. Board Eligibility.* The Board of Trustees shall consist of not less than three and not more than thirteen Trustees, including Officers, Standing Council Chairs, and the Executive Director, if one is hired. Trustees need not be residents of Washington State. Within the limits of Section 1 hereof, the number of Trustees may be changed at any time by a quorum of Trustees voting in favor of change.

To be eligible to serve as a Trustee a candidate must be a Lodge Sister member of the Corporation for a minimum of one year and will have been actively engaged in WWRL leadership activities for at least one year, such as serving on a Prior Board or Board Council or facilitation/co-facilitation of at least three offerings produced or sponsored by WWRL. Previous participation in four Woman’s Way Long Dance (WWLD) gatherings and a minimum of one leadership role at WWLD, such as lodge leader, co-leader or facilitator, is suggested.

*Section 3. Nomination, Election, and Tenure.* The Board shall elect a Nominating Coordinator prior to September 1st each year. The Coordinator may invite other Lodge Sister Members and/or out-going Board members to join in an Ad Hoc Nominating Council. It shall be the duty of the Nominating Coordinator to recommend the time lines and procedures for the nomination and election process prior to the call for nominations. Such time lines and procedures shall be subject to the approval of the Board. Through a process of self-selection and/or individuals being nominated to serve, the Nominating Coordinator shall present a slate of nominated Lodge Sister Members, equal to or greater than the number of open Board positions, with their written acceptances, to the Board not later than by October 15<sup>th</sup> of each year.

Names of nominees will be included in the Notice of the Annual Meeting of the Board of Trustees, to be sent to the all members of the Corporation via electronic and/or mail communication. At the Annual Meeting, the Board shall invite discussion and review by the community, before the Board votes to elect all positions. In the event that there is more than one nominee for the same position and discussion between the nominees and the community present at the meeting does not result in all but one stepping down, the issue will then be taken to the Conflict Evolution Council (a standing Board Council) for mediation, with a recommendation provided to the Board, after which the Board shall vote to elect all remaining positions.

The terms of office for the Board and the start of the Organization year shall commence at the adjournment of the Annual Meeting, or if there is no annual meeting, on January 1<sup>st</sup> following the election.

*Section 4. Board Term limits.* Trustees shall be elected to Board positions for a term of one year, or until their successors are duly elected. Trustees may serve a maximum of three consecutive years in any one position, with the intention that the Vice-chair may step up to become Chair as the position opens. In vacating and filling positions, the Board will move toward staggered terms to insure continuity and mentorship.

The Executive Director, if one is hired, shall hold the office for as long as the individual is employed in the staff capacity of Executive Director.

*Section 5. Compensation.* The Corporation’s Board of Trustees is an all volunteer Board and shall receive no compensation other than the reimbursement of reasonable expenses incurred by such Trustee in connection with services render to, or for, the Corporation.

*Section 6. Vacancies.* Vacancies in the Board, however arising, shall be filled by a majority vote of all Trustees then serving in office at any regular meeting of the Board or at a special meeting of the Board called for that purpose. Lodge Sister candidates for such positions may self-select or be nominated by the Nominating Coordinator and the list of any such nominees shall be included with the notice of the meeting at which the election is proposed.

### ***Article III. Meetings***

*Section 1. Annual Meeting.* The Annual Meeting of the Board of Trustees shall normally be held during the month of November each year, or on such other date as may be fixed by the Board. The Annual Meeting shall be for the purpose of electing Trustees and Officers, receiving reports on the activities of the Corporation, determining the direction of the Corporation for the coming year and for the transaction of such other business as may be properly come before the meeting.

*Section 2. Regular Meetings.* In addition to the Annual Meeting, there shall be at least one Regular Meeting of the Board of Trustees each calendar year to be held at a time and place determined by the Board. The Board may hold any additional Regular Meetings as they may decide.

*Section 3. Special Meetings.* Special Meetings of the Board of Trustees may be called at any time at the call of the President of the Board or by the request of any three Trustees. The Board shall fix the time and place for holding any Special Meeting of the Board.

*Section 4. Required Notice of All Meetings.* Written notice of the time and place of the meeting, and any business known to be brought before the Board, shall be given personally, postmarked by first class mail or sent by any means of electronic delivery that is allowed at that time by the Washington Nonprofit Corporation Act, to each member of the Board of Trustees as follows : at least thirty days prior to the date fixed for the Annual Meeting or Regular Meeting; at least fourteen days prior to the date fixed for Special Meetings.

*Section 5. Attendance at Meetings.* Meetings of the Board, except Executive Council Meetings, shall be open to anyone by invitation of the Chair.

*Section 6. Minutes of Meetings.* Copies of the Minutes of all meetings of the Board of Trustees shall be distributed to members of the Board within twenty days following the date of the Meeting. The Corporation may distribute Minutes of Meetings by any means of electronic delivery that is allowed by the Washington Nonprofit Corporation Act at the time the Minutes are distributed.

*Section 7. Quorum and Voting.* A two-thirds majority of the Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. Less than a quorum may adjourn from time to time without further Notice until a quorum is secured. Except as provided specifically to the contrary by law, by the Corporation's Articles of Incorporation, these Bylaws, or by parliamentary authority the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees. Voting in Board of Trustees meetings is governed by the WWRL Meeting Structure and Decision-Making Agreement. Voting by proxy is not permitted.

*Section 8. Teleconferencing.* The Board of Trustees may permit any Trustee or any Member of a Council designed by the Board, to participate in a Regular or Special Meeting thereof through the use of any means of telephone conference call, or by any other means of communication by which all participants in the meeting can hear one another during the course of the entire Meeting and otherwise fully participate in the meeting. A Trustee participating in a meeting in this manner shall be deemed to be present in person.

*Section 9. Participation by electronic means.* Any Trustee participating in a meeting of the Board or any Member of a Council designed by the Board, may participate by any other electronic means allowed by the Washington Nonprofit Corporation Act at the time the meeting takes place.

*Section 10. Action Without a Meeting.* Any action required by law to be taken at a meeting of the Board of Trustees, or any Council thereof, or any other action, which may be taken at a meeting of Trustees, or any Council thereof, may be taken without a meeting if every member of the board in writing either votes for such action or votes against such action or abstains from voting and waives the right to demand that a meeting be held.

Action is taken only if affirmative votes equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the Trustees then in office were present and voted. The action shall only be effective if there are writings which describe the action, signed by each Trustee, received by the Corporation and filed with the minutes. Any such writings may be transmitted and received by the Corporation by any means of electronic delivery that is allowed by the Washington Nonprofit Corporation Act at the time that the writings are provided.

All such actions shall have the same effect as action taken at a meeting and may be stated as such in any document.

#### ***Article IV. Councils***

*Section 1. Councils of the Board.* The Board may designate from among its members, by a resolution adopted by a majority of the entire Board of Trustees, an Executive Council, one or more Standing Councils, and ad hoc councils as needed to attend to the business of the organization. The Chair of each Standing Council will sit as a member of the Board.

*Section 2. Limits of Council Authority.* No such Council shall have the power or authority to: authorize any distributions within the meaning of the Washington Nonprofit Corporation Act; approve or propose any action that the Washington Nonprofit Corporation Act requires to be approved by the Trustees; elect, appoint, or remove any Trustee; amend, restate, alter, or repeal the Articles of Incorporation; amend, alter, or repeal these or any other Bylaws of the Corporation; approve a plan or merger not requiring the approval of the Trustees; approve a sale, lease, exchange, or other disposition of all, or substantially all, of the property of the Corporation, with or without goodwill, otherwise in the usual and regular course of business subject to approval by the Trustees; or to take any other action prohibited by law.

*Section 3. Executive Council.* The Board may form an Executive Council which may include in its membership the officers of the Corporation and such other Trustees as may from time to time be designated by vote of the Board of Trustees. Chair of the Board of Trustees shall serve as Executive Council Chair unless a different person is designated by resolution of the Board. The Executive Director shall be given Notice of, and shall be entitled to attend all meetings of the Executive Council, unless the Executive Council in specific instances determines otherwise, but shall not have the right to vote on any matter presented to a vote of such council. The Executive Council shall have all the authority of the Board to act between meetings of the Board, except with respect to matters that are prohibited by the Washington Nonprofit Corporation Act.

Whenever in the judgment of the Executive Council, a question arises that should be put to a vote of the entire Board, and it cannot await a Regular or Special meeting, the Board of Trustees may vote by mail ballot, or other legally accepted means, provided that all Members of the Board of Trustees have consented to having such a vote conducted by such stated means, and that a simple majority vote of all Board members in favor of the issue presented must be received in order for the issue to be approved.

*Section 4. Council Chair Responsibilities.* Duties of Standing Council Chairs include but are not limited to managing the business of their Council, providing liaison between the Board and the Council, reporting Council recommendations to the Board and/or presenting any issue to the Board that needs Board approval such as financial expenditures

*Section 5. Eligibility and Appointment of Council Chairs.* To be eligible to serve as a Standing Council Chair, a candidate must be a Lodge Sister member of the Corporation for a minimum of one year and will have been actively engaged in WWRL leadership activities for at least one year, such as serving on a Prior Board or Board Council or facilitation/co-facilitation of at least three offerings produced or sponsored by WWRL. Previous participation in four Woman's Way Long Dance (WWLD) gatherings and a minimum of one leadership role at WWLD, such as lodge leader, co-leader or facilitator, is suggested. Standing Council Chairs will be selected by the same nominating process used for the Board officers (see Article II, Sec. 3).

*Section 6. Council Chair Terms.* Standing Council Chairs may serve a maximum of three consecutive years in any one position, with the intention that in vacating and filling positions, the Board will move toward staggered terms to insure continuity and mentorship.

*Section 7. Eligibility and Appointment of Ad-Hoc Councils.* Ad Hoc Councils may consist of such individuals as the Board deems appropriate and shall only have such authority as shall be provided by resolution of the Board. Ad Hoc Council Chairs shall either be appointed by the Board or elected by the Ad Hoc Council members.

*Section 8. Sub-Councils.* With prior Board of Trustees approval, Standing Councils and Ad-Hoc Councils may establish Sub-Councils to assist in their work. Sub-Councils may include non-members of the Corporation.

*Section 9. Council Minutes.* All Councils of the Board shall keep regular minutes of their respective transactions and shall report their actions to the Board at the next Board meeting.

*Section 10. Reports.* Each Standing Council and Ad-Hoc Council shall submit to the Board a written or oral annual report of its activities that shall contain any recommendations considered necessary or advisable. Additional progress reports generated by each Council may be submitted to the Chair prior to the meeting of either the Board of Trustees or the Executive Council. Additional reports may be submitted at the option of a Council or as requested by the Board or the Chair.

*Section 11. Expenses.* Funds for Standing Councils and Ad-Hoc Councils expenses shall be authorized by the Board through an annual allotment or upon submission of an estimated budget.

## **Article V. Officers**

*Section 1. Principal Officers.* The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. No individual may hold more than one office. The Board of Trustees may at any meeting elect or appoint additional Officers as it may deem advisable, whose term of office, authority and duties may be determined by the Board .

*Section 2. President.* The President shall be the Chair and a Member of the Board of Trustees, and shall preside, or arrange for other Members of the Board to preside, at all meetings of the Board. The President shall be the principal executive officer of the Corporation and shall, in alignment with the vision, mission, and purpose and procedures and policies implemented by the Board of Trustees, supervise, guide and direct the business and affairs of the Corporation, and its Officers, agents and employees, as needed. At the annual business meeting, the President shall report to the Board on the general state of the Corporation

The President may sign, with the Secretary, or any other proper Officer of the Board authorized by the Board of Trustees, any deeds, leases, mortgages, bonds, deeds of trust, contracts or other documents related to real property owned by the Corporation, which the Board has authorized to be executed, except documents the execution of which shall expressly be delegated by law, the Articles of Incorporation, these Bylaws, or the Board of Trustees to some other Officer or agent of the Board,

The President shall also perform all duties incident to the office of President, and such other duties as may be assigned by the Board of Trustees from time to time. The President may recommend to the Board such measures as are considered desirable to further the objectives and broaden the effectiveness of the Corporation, and be an Ex-Officio Member of all Councils or as otherwise provided by these Bylaws, but shall not vote on any question in any Council except where such vote is necessary to break a tie.

*Section 3. Secretary.* The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board and of any Councils of the Board and shall see that all notices and meeting announcements are duly given in accordance with these By-Laws and as required by law.

The Secretary shall be custodian of the Corporation records of Board Actions in one or more corporate books maintained for that purpose, shall be custodian of the seal of the Corporation and shall attest the affixing of the seal of the Corporation when authorized by the Board of Trustees,

The Secretary shall keep a current record of the mailing and e-mail addresses of each Member of the Board of Trustees, and distribute copies of Minutes and the Agenda to each Board Member before the start of any meeting.

Assistant Secretaries, if any, shall have the same duties and powers subject to the supervision of the Secretary.

*Section 4. Treasurer.* The Treasurer shall be the principal accounting and financial officer of the Corporation, and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall be responsible for the receipt and disbursement of funds, and shall deposit, or cause to be deposited, all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be designated by the Board of Trustees,

The Treasurer shall make an annual financial report to the Corporation at the Annual Meeting of the Board of Trustees, and present a monthly report to the Board.

The Treasurer shall keep or cause to be kept, and shall be responsible for the maintenance of accurate books of account and records of the assets, liabilities, financial transactions and condition of the Corporation, and shall submit such reports thereof as the Board of Trustees may from time to time require.

The Treasurer shall have an annual audit of the Corporation's books conducted by a certified public accounting firm. With the approval of the Board, the Treasurer shall be authorized to engage accountants to assist in the performance of any of the duties incident to the Treasurer's office.

The Treasurer shall serve as Chair or sit as a member of the Finance Council, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Members and the public.

In general, the Treasurer shall perform all normal duties of the office and such other duties as may be assigned from time to time by the President or the Board of Trustees. Assistant Treasurers, if any, shall have the same duties and powers subject to the supervision of the Treasurer.

*Section 5. Selection and Terms of Offices.* All Officers of the Corporation shall be elected by the Board of Trustees at its annual meeting and shall hold office for one year and until their successors shall have been elected and shall have been qualified.

*Section 6. Compensation.* The Corporation's officers are volunteers and shall receive no compensation other than the reimbursement of reasonable expenses incurred by such Officer in connection with services rendered to, or for, the Corporation.

*Section 7. Removal of Officers.* Any Officer or agent elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in their judgment such removal would serve the best interest of the Corporation. Such removal must be by a two-third (2/3) affirmative decision of the Trustees present at a meeting at which a quorum is present.

*Section 8. Vacancies.* A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, of an Officer elected and appointed by the Board of Trustees may be filled by the Board of Trustees for the unexpired portion of the term.

*Section 9. Standards of Conduct for Officers.* Officers shall observe the same standards of conduct as are applicable to members of the Board of Trustees.

## **Article VI. Standards of Conduct and Conflict of Interest**

*Section 1. Standard of Conduct for Trustees.* Each Trustee shall perform their duties in good faith, in a manner the Trustee reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

In the performance of their duties, a Trustee shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below, unless the Trustee has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Trustee shall not be liable to the Corporation for any action the Trustee takes or omits to take as a Trustee if, in connection with such action or omission, the Trustee performs their duties in compliance with this Section.

The designated persons on whom a Trustee is entitled to rely are one or more Officers or employees of the Organization whom the Trustee reasonably believes to be reliable and competent in the matters presented; legal counsel, a public accountant, or other person as to matters which the Trustee reasonably believes to be within such person's professional or expert competence, and a Council of the Board of Trustees on which the Trustee does not serve if the Trustee reasonably believes the Council merits confidence.

A Trustee, regardless of title, shall not be deemed to be a Trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

*Section 2. Conflicts of Interest.* The Board of Trustees acknowledges that conflicts of interest may occasionally arise and that neither the elimination from the Board of all persons who might potentially have any such conflict, nor the avoidance of all transactions involving a conflict of interest, would necessarily serve the best interests of the Corporation.

Nonetheless, each member of the Board of Trustees is encouraged to avoid undisclosed conflicts of interest and to refrain from influencing the Board's action on a matter in which such Trustee is financially interested. It is therefore the policy of the Corporation to avoid the participation of any Trustee in the Board of Trustees' consideration of a matter, which poses a conflict of interest for that Trustee.

(i) For these purposes, a conflict of interest shall be deemed to arise whenever a matter under consideration involves the potential for significant benefit to a Trustee or to any business, financial,

or professional organization of which the Trustee or a member of such Trustee's immediate family is a Trustee, Officer, members, owner, or employee.

(ii) Whenever any matter comes before a meeting of the Board of Trustees which gives rise to a potential conflict of interest, the affected Trustee shall make known the conflict to the remaining Trustees present at such meeting, and shall, after answering any questions posed by the other Trustees, withdraw from the meeting for as long as the matter is under consideration, and shall neither be present nor cast a vote.

(iii) If the withdrawal of the affected Trustee results in the absence of a quorum, no action shall be taken on the matter in question until a quorum of disinterested Trustees can be established.

(iv) The Minutes of a meeting at which a conflict of interest arises shall reflect that a disclosure was made, the affected Trustee's withdrawal from the meeting and abstention from voting, and, if action is taken on the matter, the continued presence of a quorum.

(v) As with all other matters coming before the Board of Trustees, the disinterested Trustees shall pass upon a matter that poses a conflict of interest for another Trustee in a manner which they reasonably and in good faith believe to be in the best interests of the Corporation. The Board of Trustees shall not authorize under this Section any transaction involving a conflict of interest that would also subject the Corporation or its Trustees, Officers, or employees to liability under Section 4941 of the Internal Revenue Code.

*Section 3. Removal of Trustees.* The Board may remove any Member of the Board of Trustees of the Corporation whenever in their judgment such removal would serve the best interest of the Corporation. Such removal must be by a two-third (2/3) affirmative vote of the Trustees present at a meeting at which a quorum is present.

## **Article VII – Executive Director**

The Board of Trustees may hire an Executive Director. Whereas the Board's role is to set policy, the Executive Director has day-to-day responsibilities for the Corporation, including carrying out of the Corporation's goals and policies.

The Executive Director will attend all Board meetings, report on the progress of the Corporation, answer questions of the Board members, and carry out duties described in the job description. The Board can designate other duties as necessary.

*Section 1. Appointment.* The Board of Trustees shall employ a salaried Executive Director whose terms and conditions of initial employment shall be specified by the Board of Trustees. The Executive Council is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data shall be reported to the Board of Trustees.

*Section 2. Authority and Responsibility.* The Executive Director shall manage and direct all activities of the Corporation subject to the policies of the Board of Trustees and through the office of the Corporation President. The Executive Director shall have the authority to execute contracts on behalf of the Corporation and as approved by the Board of Trustees. The Executive Director shall serve as a voting Member of the Board of Trustees and a non-voting member of the Executive Council.

The Executive Director shall employ and terminate the employment of the members of staff necessary to carry on the work of the Corporation and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff and supervise their performance.

## **Article VIII- Finances**

*Section 1. Fiscal Year.* The fiscal year of the Corporation shall follow a calendar year beginning each year on January 1<sup>st</sup> and ending December 31<sup>st</sup>.

*Section 2. Salaried Employees.* The Board may authorize the employment of such staff as may be necessary to fulfill the objectives of the Corporation and set compensation for such employees.

*Section 3. Contracts.* The Board of Trustees may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

*Section 4. Loans.* No loans shall be contracted for, or on behalf of, the Corporation, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Trustees. Such authority may be general if confined to a specific dollar limit determined from time to time by resolution of the Board of Trustees, and shall otherwise be confined to specific instances. No loan shall be made to any Officer or Trustee of the Corporation.

*Section 5. Checks, Drafts and Notes.* All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, or such agent or agents of the Corporation and in such manner as shall be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the President of the Corporation.

*Section 6. Deposits.* All funds of the Corporation, including those not otherwise employed, shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

*Section 7. Investment Managers.* The Board of Trustees shall have the authority to designate any bank, trust company, brokerage firm, or investment advisor to manage the assets and investments of the assets of the Corporation.

## **ARTICLE IX – Property**

The property of the Corporation, unless otherwise directed by donors, shall be held and applied in promoting the general purposes of the Corporation declared in its Articles of Incorporation. No real estate belonging to the Corporation shall be conveyed or encumbered except by authority of a majority vote of the Board of Trustees of the Corporation. Any such conveyance or encumbrance of real estate shall be executed by the President of the Corporation in the name of the Corporation, and such instrument shall be duly attested and sealed by the Secretary of the Corporation.

## **ARTICLE X – Indemnification**

*Section 1. Definitions.* For purposes of this Article:

(i) The terms “Trustee or Officer” shall include a person who, while serving as a Trustee or Officer of the Corporation, is or was serving at the request of the Corporation as a Trustee, Officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise.

(ii) The term “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(iii) The term “party” includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

(iv) The term “liability” shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

(v) When used with respect to a Trustee, the phrase “official capacity” shall mean the office of Trustee in the Corporation, and, when used with respect to a person other than a Trustee, shall mean the office in the Corporation held by the Officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation, but in neither case shall include service for any foreign or domestic corporation or for any partnership, joint venture, trust, or other enterprise.

*Section 2. General Provisions.* The Corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Trustee or Officer of the Corporation, against expenses, including attorneys’ fees, liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person conducted themselves in good faith, and reasonably believed, in the case of conduct in their official capacity with the Corporation, that their conduct was in the best interests of the Corporation, and, in all other cases, that their conduct was at least not opposed to the best interests of the Corporation, and with respect to any criminal proceeding, had no reasonable cause to believe that their conduct was unlawful.

However, no person shall be entitled to indemnification under this Section 2. either in connection with a proceeding brought by or in the right of the Corporation in which the Trustee or Officer was adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to the Trustee or Officer, whether or not involving action in their official capacity, in which they are ultimately adjudged liable on the basis that they improperly received personal benefit.

Indemnification under this Section 2. in connection with a proceeding brought by, or in the right of, the Corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith or otherwise failed to meet the standard of conduct set forth in this Section 2.

*Section 3. Successful Defense on the Merits and Expenses.* To the extent that a Trustee or Officer of the Corporation has been wholly successful on the merits in defense of any proceeding to which they were a party, such person shall be indemnified against expenses, including attorneys’ fees, actually and reasonably incurred by such person in connection with such proceeding.

*Section 4. Determination of Right to Indemnification.* Any indemnification under Section 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in each specific case upon a determination that indemnification of the Trustee or Officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in such Section 2. Such determination shall be made:

(i) by the Board of Trustees by a majority vote of a quorum of disinterested Trustees who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding, or

(ii) if such a quorum cannot be obtained, by the vote of a majority of the Members of a Council of the Board of Trustees designated by the Board, which Council shall consist of two or more Trustees who are not parties to the proceeding (Trustees who are parties to the proceeding may participate in the designation of Trustees to serve on such Council), or

(iii) if such a quorum of the Board of Trustees cannot be obtained or such a Council cannot be established, or even if such a quorum is obtained or such a Council is so designated, but such quorum or

Council so directs, then by independent legal counsel selected by the Board of Trustees in accordance with the preceding procedures, or

Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

*Section 5. Advance Payment of Expenses; Undertaking to Repay.* The Corporation shall pay for or reimburse the reasonable expenses, including attorneys' fees, incurred by a Trustee or Officer who is a party to proceeding in advance of the final disposition of the proceeding if:

(i) the Trustee or Officer furnishes the Corporation a written affirmation of their good faith belief that they conducted themselves in good faith,

(ii) the Trustee or Officer furnishes the Corporation with a written undertaking, executed personally, or on such person's behalf, to repay the advance if it is determined that such person did not conduct themselves in good faith, which undertaking shall be an unlimited general obligation of the Trustee or Officer, but which need not be secured and which may be accepted without reference to financial ability to make repayment, and

(iii) a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

*Section 6. Reports to Members.* In the event that the Corporation indemnifies, or advances the expenses of, a Trustee or Officer in accordance with this Article in connection with a proceeding by or on behalf of the Corporation, a report of that fact shall be made in writing to the Members with or before the delivery of the notice of the next meeting of the Members.

*Section 7. Other Employees and Agents.* The Corporation shall indemnify such other employees and agents of the Corporation to the same extent and in the same manner as is provided above in Section 2 with respect to Trustees and Officers, by adopting a resolution by a majority of the Members of the Board of Trustees specifically identifying by name or by position the employees or agents entitled to indemnification.

*Section 8. Insurance.* The Board of Trustees may exercise the Corporation's power to purchase and maintain insurance, including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit, on behalf of any person who is or was a Trustee or Officer of the Corporation against any liability asserted against such person, or incurred by such person in any such capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

*Section 9. Non-Exclusivity of Article.* The indemnification provided by this Article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the Articles of Incorporation, any Bylaw, agreement, resolution of disinterested Trustee, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee or Officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

## **Article XI – Anti-Discrimination**

Neither membership, nor full participation in the activities of the Corporation, shall be denied to any person on account of race, color, religion, sex, age, national origin, disability, or sexual orientation.

## **Article XII – Miscellaneous**

*Section 1. Gender.* Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders.

*Section 2. Invalid Provision.* The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

*Section 3. Personal Liability.* No Trustee shall be held personally liable for any debts of the Corporation.

*Section 4. Principal Office.* The principal office and place of business of the Corporation in the State of Washington shall be in King County, or at any such other location as the Board of Trustees may from time to time determine. The Board of Trustees may establish other offices and places of business from time to time. The Corporation shall maintain a registered agent in the State of Washington

*Section 5. Corporate Seal.* The seal of the Corporation shall be inscribed with the name of “Woman’s Way Red Lodge”, the year of incorporation of “2005”, and the words "Washington" and "Seal," and shall be in a form approved by the Board of Trustees, which may alter the same at pleasure.

*Section 6. Governing Law.* These Bylaws shall be governed by and construed in accordance with the laws of the State of Washington.

*Section 7. Effective Date.* These Bylaws shall become effective immediately upon their approval by the Board of Trustees of Woman’s Way Red Lodge.

## **Article XIII – Dissolution**

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Trustees shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to, or for, the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such court shall determine.

## **Article XIV - Amendments**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Trustees of the Corporation by a vote of a majority of the Trustees present at any meeting of the Board at which a quorum is present, and not otherwise, provided that Notice of the proposed amendment, alteration, or repeal shall have been delivered to each Trustee of the Corporation personally or postmarked by first class mail to each member of the Board of Trustees at least thirty days prior to the date fixed for such meeting at which the proposed amendment, alteration, or repeal will be presented to the Board for action.

The Corporation may also provide Notice of any such Meeting of the Board by any means of electronic delivery that is allowed by the Washington Nonprofit Corporation Act at the time the Notice is given. Notice shall be given at least thirty days prior to the date fixed for such Meeting. Such electronic notice of the meeting shall specify the business to be transacted at, and the purpose of, along with the proposed amendment, alteration, or repeal, and/or new Bylaw(s) to be considered for adoption by the Board of Trustees.

The above Bylaws were approved and adopted by the Board of Trustees of Woman's Way Red Lodge on the 4th day of July 2006.

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Ruth Burns, Secretary