

EASTSIDE HUMAN SERVICES FORUM

BYLAWS

Article 1: Name

The name of this organization is the Eastside Human Services Forum (EHSF).

Article 2: Mission Statement and Functions

The mission of the Eastside Human Services Forum is to foster strong public and private partnerships to assure a stable network of health and human services for the benefit of all East King County residents. This will be accomplished through supporting the broad continuum of services from prevention to intervention to crisis response by advocating for funds to help people in need; bringing people, groups and services together to maximize resources; educating and influencing decision makers; and proactively impacting regional issues related to human services.

Article 3: Offices

The offices of the organization will be in Bellevue, Washington or such other place or places as determined by the Board of Directors.

Article 4: Organizational Design

EHSF is a membership organization. It is governed by a Board of Directors, with assistance and implementation by its Officers, a Work Group, and Subcommittees.

Article 5: Board of Directors

Section 1. General Powers. The Board of Directors of EHSF has final legal authority over all EHSF affairs. The Board may by resolution delegate specific aspects of the Board's responsibility to one or more Officers, the Work Group, a Subcommittee, or another EHSF entity or individual. Areas that can be delegated include, but are not limited to, staff and consultant hiring and supervision, certain aspects of financial oversight, fundraising, budget development, membership recruitment, and issue advocacy.

Section 2. Membership. The Board will be composed of at least twelve and no more than twenty individuals from EHSF Member groups, preferably high level leaders and elected officials. Members (and associated Board Members) will be sought for specific slots on the Board, including:

- Four local government seats
- One King County government seat
- Two school district seats
- Two hospital/health care seats
- Two corporate seats

- Three multi-service agency seats
- Additional at large seats

Such slots may be revised as determined from time to time by the Board through resolution.

Section 3. Expectations. Board Members are expected to represent and consider the needs of East King County as a whole, not to represent their own entities. Board Members are expected to have a direct connection to the work of EHSF, through attendance at a majority of Board meetings, as well as participation as appropriate in Work Group meetings, Subcommittee meetings, and other EHSF events and initiatives.

Section 4. Election. Board Members will be elected at EHSF's Annual Meeting. Each Member organization present at that meeting will have one vote. Any vacancies during the year may be filled from time to time by majority vote of the Board Members then in office at any regularly scheduled meeting of the Board

Section 5. Nominations. The Board may by resolution designate individuals, whether or not Board Members, to act as the Nominating Subcommittee. If so designated, the Nominating Subcommittee will be responsible for identifying candidates to stand for election to the Board. Nominations may also be offered from the floor at the Annual Meeting.

Section 6. Term of Service. Board terms will presumptively be three years. Board Members may be elected to more than one term. Each year there will be an attempt to stagger the terms, with certain Board Members potentially serving one or two year terms to avoid a majority of Board Members completing terms at the same time.

Section 7. Resignation or Removal. Any Board Member, by notice in writing to the Board Chair, may resign at any time. Any Board Member may be removed from office for failure to fulfill his/her responsibilities by a vote of two thirds of the other Board Members then in office. A Board Member must vacate her/his seat if s/he is no longer affiliated with a Member organization or local government. Such vacancies will be filled at a regular or special meeting of the Board, with the remaining Board Members selecting the person(s) to fill existing vacancies. Each person so chosen will serve the remainder of that vacated term, subject to adjustment of terms for purposes of staggering terms in accordance with Section 6.

Section 8. Quorum. A majority of the Board Members then in office will constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. Meetings of Board Members. The Annual Meeting of the Board will be the last meeting of each calendar year, typically in December, concurrently with the Annual Meeting of Members. The Board's regular meetings will presumptively be held in January, March, May, September, and November, and at other times as required for EHSF business.

Section 10. Meeting Minutes. Minutes of each Board meeting will be taken and maintained by the Secretary/Treasurer and will be made available within fourteen (14) days of the meeting.

Section 11. Notice of Meetings of Board. Notice of the time and place of each meeting of the Board will be given to the Board and the Members not less than fourteen (14) days before the date of such a meeting.

Section 12. Manner of Acting. The Board will seek to reach consensus for its decisions. If this is not possible, the action of the majority of the Board Members present at a meeting at which a quorum is present will be the action of the Board, except where a higher vote may be required pursuant to these Bylaws or other applicable law. There are no proxies or alternates for Board decisions.

Section 13. Action by Board without a Meeting. Any action required or permitted to be taken at a meeting may be taken without a meeting via email communication. To be approved, the action will require an affirmative response by all Board Members.

Section 14. Meetings held through Communications Equipment. Meetings of the Board or any committee of the Board may be held through conference call or other communications equipment provided that all participants can understand each other.

Section 15. Compensation. Board Members will serve as such without compensation, but the Board may authorize the reimbursement (or prepayment) by EHSF of reasonable expenses incurred by the Board Members in the performance of their duties.

Section 16. Board Subcommittees. The Board may from time to time establish a Finance Subcommittee or any other subcommittee to perform certain responsibilities of the organization as may be delegated to such subcommittee.

Article 6: Officers

Section 1. Officers. The Board will nominate and select a Chair, Vice Chair, Secretary/Treasurer, and Coordinator to serve as officers, with the roles and responsibilities noted below. The Chair, Vice Chair, and Secretary/Treasurer shall be Board Members. The Board may also nominate and select other officers, with such other roles and responsibilities as may be given by the Board. Officers other than the Coordinator shall serve as such without compensation, but the Board may authorize the reimbursement (or prepayment) by EHSF of reasonable expenses incurred by the officers in the performance of their duties.

Section 2. Board Chair. The Board Chair will serve as the first point of contact between the Work Group and the Board, will take the lead in communicating with the other Board Members, and will lead Board meetings. The Board Chair will serve as a public spokesperson for EHSF as and when appropriate.

Section 3. Vice Chair. In the absence or disability of the Board Chair, the Board Vice Chair will act as Chair. The Vice Chair may but need not be selected ahead of time to succeed the current Chair. When the current Vice Chair will assume the Chair position in the upcoming year, the Vice Chair will attend at least one Board planning meeting along with the current Board Chair to assist in the transition.

Section 4. Secretary/Treasurer. The Secretary/Treasurer will be responsible for ensuring that all official acts or meetings of the Board are documented and that complete records are maintained for budget and other reports.

Section 5. Coordinator. The Coordinator will be responsible for the day to day operations of EHSF, coordinating various activities of the organization including the Work Group. The Coordinator will attend all Board meetings as a non-voting member. The Coordinator is expected to be a contracted position for which the Coordinator may be reasonably compensated.

Section 6. Nomination and Election of Officers. Officers will be elected at the Annual Meeting and will serve one-year terms. Board Members will be invited to submit officer nominations to the Nominating Subcommittee (if one is established) or to the Board Chair or the Work Group Chair.

Section 7. Term Limits. Officers may serve two consecutive terms in any one office and can be eligible for the same office again after at least one year of serving in a non-officer capacity.

Section 8. Vacancies. Vacancies in any office arising for any cause may be filled by the Board by a majority vote at any regular or special meeting, for service until the next Annual Meeting.

Section 9. Removal. Any officer elected or appointed may be removed by a majority of the Board Members then in office whenever, in their judgment, the best interests of EHSF will be served.

Article 7: Work Group

Section 1. General. The Work Group shall be composed of individuals associated with EHSF Members who have an interest in the more detailed work of EHSF. EHSF Members shall have the ability to designate representatives to serve as members of the Work Group, whether or not Board Members, and whether or not a different individual associated with such EHSF Member is a Board Member.

Section 2. Responsibilities. The Work Group, directly or through its Subcommittees, does most of the work of EHSF. It is responsible for developing an annual Work Plan for presentation to and approval of the Board. The Work Plan will include issue and advocacy work that is relevant to EHSF's mission, including (either as part of the Work Plan or as a separate document) an annual Legislative Agenda. The Work Group is also responsible for overseeing substantive work of EHSF on issues facing East King County, including development of proposals and recommendations to the Board as appropriate.

Section 3. Selection of Chair. The Work Group Chair shall be selected by the Board at its annual meeting to serve a presumptive two-year term. The Work Group Chair will presumptively be, subject to Board approval, a city Human Services staff person selected by a Member city, rotating among Bellevue, Kirkland, Redmond and Issaquah on a two-year basis.

Section 4. Chair Responsibilities. The Work Group Chair will attend all Board meetings as a non-voting member. The Work Group Chair will coordinate all activities of the Work Group and its Subcommittees, including supervision of the budget and supervision of a financial administrative assistant to be selected from a Member city.

Section 5. Vice-Chair. The Work Group Vice-Chair shall ordinarily be selected by the Board no later than the annual meeting one year prior to rotation of the Work Group Chair. The Work Group Vice-Chair will presumptively be the next Work Group Chair and should thus be from the next rotating Member city.

Section 6. Subcommittees. The Work Group may from time to time establish Subcommittees for specific purposes. Each Subcommittee will focus on a portion of EHSF's substantive work, with a chair who is a member of the Work Group and other members from the Work Group or from the community. Subcommittee recommendations will be presented to the Work Group for approval by consensus, and if the Work Group so approves, for approval by the Board as appropriate.

Article 8: Membership

Section 1. Description. Members of EHSF are local governments, nonprofit organizations that address human services needs in East King County, and other organizations concerned with human services in East King County, each of whom is willing to fulfill the financial and other responsibilities described herein.

Section 2. Policies for Admission. The Board will develop and update policies for inviting Members to join EHSF. The Board may authorize the Work Group or a Work Group Subcommittee to implement these policies and to assume responsibility for nominating and admitting new Members.

Section 3. Public Support and Announcements. The Board shall by resolution adopt appropriate policies respecting public support and public announcements, taking into account the EHSF's membership and the needs of its Member organizations.

Section 4. Meetings. The Members will meet at least once per year, for the purpose of providing input to the EHSF issue agenda and to elect the Board. The Annual Meeting of the Membership will be in the Fall at a time and place determined by the Board. Meetings may be held more often, as the Board may determine.

Article 9: Fiscal Issues

Section 1. Contributions. The Board may from time to time establish a range of suggested financial contributions for Members. Any such required or suggested contributions may be waived or reduced, or in kind contributions accepted, each in appropriate circumstances approved by the Board Chair, the Work Group Chair, and the Coordinator.

Section 2. Fundraising. Members' financial contributions are not intended to inhibit any other fundraising for EHSF's work, although EHSF is not primarily involved in raising money for on the ground work. Instead, EHSF is primarily a facilitator of collaborative funding.

Section 3. Projects. EHSF will fund only those projects that originate with EHSF, are adopted as EHSF priorities, or directly relate to EHSF focus areas. EHSF will not accept unsolicited requests for funding.

Section 4. Fiscal Year. The fiscal year of the organization will be the calendar year.

Section 5. Budget. The Work Group will propose an annual budget for adoption by the Board. The expectation is that the budget will be adopted at the first meeting of the Board each calendar year.

Section 6. Reserve Funds. EHSF desires to establish and maintain a financial reserve to provide for situations such as a sudden increase in expenses, one-time unbudgeted expenses, or unanticipated losses in funding. Reserves are not intended to replace a permanent loss of funds or eliminate an ongoing budget gap. Funds for such a reserve will come from the surplus from operations over time. Reserve funds will be identified and tracked in a line item in the annual budget.

The target reserve fund amount is three to six months of average operating income. The calculation of average monthly operating costs includes an amount sufficient to maintain ongoing operations and programs: all recurring, predictable expenses such as salaries, office expenses/supplies, and website support. The amount of the target reserve fund will be calculated each year after approval of the annual budget.

Use of any reserve funds must be approved by the Board. The Work Group Chair, the Board Chair, or any Board Member may propose use of reserve funds to the Board at its regularly scheduled meetings or via email.

Article 10: Amendments to Bylaws

Amendments and additions to these Bylaws may be made only by the Board. Proposed amendments or additions should ordinarily be circulated to the Board at least fourteen days before the meeting at which they will be considered.

A copy of the current Bylaws shall be included in the annual Membership packet circulated to Members prior to the annual Membership meeting.