



**BYLAWS  
OF  
The Washington State Child Care Resource & Referral Network  
A WASHINGTON PUBLIC BENEFIT CORPORATION**

**ARTICLE I  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of The Washington State Child Care Resource & Referral Network (“the Corporation”) for the transaction of its business is located in the state of Washington.

**ARTICLE II  
PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

In addition to the identified purposes set forth in the Articles of Incorporation, the additional objectives and purposes of the Corporation shall be:

1. To fulfill the mandate of RCW 74.13.0903 by providing information to parents about child care resources; by conducting child care provider recruitment, training and support services; by providing information and technical assistance to employers regarding child care, supply and demand; by compiling and maintaining local data about the supply of and demand for child care; and by advocating for increased public and private sector resources for child care.
2. To increase the capacity of child care resource and referral agencies (“R&R agencies”) in Washington State by sharing information about: service delivery, state and national child care policy, and the development and evolution of child care resource and referral services.
3. To facilitate and coordinate technical assistance to new and existing R&R agencies in Washington; including R&R agencies which are in the process of being formed; for development of program components and special services; and for collection of data about unmet child care needs.
4. To establish and maintain standards for community-based child care resource and referral services.
5. To support the development of partnerships among all sectors including R&R agencies, schools, government, business, healthcare, child care providers and parents and to improve the availability of quality, affordable child care.

**ARTICLE III  
MEMBER AGENCIES**

**SECTION 1. MEMBERSHIP QUALIFICATION**

Only an agency may become a Member of the Corporation. For purposes of these Bylaws, an agency (“Agency” or “Agencies”) is an organization which has direct responsibility for the fiscal management and operations of child care resource and referral services *and* holds a signed contract with the State of Washington for the operation of a child care resource and referral program. To become a Member Agency in the Corporation shall be contingent upon adherence to the following statements.

- (a) Membership in the Corporation is limited to Agencies that are public or nonprofit (identified by the IRS as 501(c)3 tax exempt organizations) and operating in the State of Washington.
- (b) Member Agencies will provide a basic referral service to the general public (available free of charge or on a sliding fee scale) on a Corporation-approved computer system and software.
- (c) Member Agencies will operate in a defined geographic area approved by the Corporation and defined by a contract with the Corporation. Member Agencies agree not to provide child care resource and referral services in another Member’s geographic area without a letter of agreement between and among the affected Member Agencies. In situations where duplicate services or potential conflicts exist, the Member Agency currently operating in the geographic area will have the first opportunity to provide services.
- (d) Member Agencies agree to provide an impartial source of referrals for their service area. The information provided by the Member Agencies will not be given as a recommendation of the quality of the provider’s service or imply a recommendation.
- (e) Membership requires each Agency to exhibit a demonstrated commitment to building and maintaining collaborative working relationships among all sectors of the community and to represent child care leadership within the geographic area served.
- (f) Each Member Agency agrees to adhere to a commitment to assist other Member Agencies in the development of child care resource and referral services in their respective areas.
- (g) Each Member Agency agrees to comply with all standards and reporting requirements as described in the Member in Good Standing Agreement, as approved by the Member Council.
- (h) Each Member Agency shall have a seat on the Member Council (as defined below) and will participate in Regular Meetings of the Council. The designated representative of each Member Agency will be an administrator or program director in the agency with the overarching responsibility for the management of child care resource & referral programs.
- (i) Member Agencies shall agree that they will not discriminate on the basis of race, creed, color, national origin, sex, marital status, sexual orientation, religion, or the presence of any sensory, mental, or physical handicap, or any other status protected by federal, state or local law.

**SECTION 2. APPLICATION FOR MEMBERSHIP**

An Agency may apply for membership in the Corporation. The Board of Trustees may, at its discretion, admit new Members (sometimes referred to as “Member(s)” or “Member Agency” or “Member Agencies”). An agency being considered for membership must have successfully competed in a Corporation-recognized resource and referral Request for Proposals (RFP) process. The agency must be able to demonstrate the ability and willingness to comply with the Member in Good Standing Policy and Article III, Section 1 criteria of these Bylaws as established by the Corporation. An Agency will become a Member when a majority of the Board of Trustees present at a meeting duly held at which there is a quorum, votes to admit it as a Member of the Corporation.

**SECTION 3. DUES**

A Member Agency shall be required to pay within the time and on the conditions set by the Board of Trustees, annual dues to the Corporation in an amount determined by the Board of Trustees. Dues may be assessed by the Board annually and solely at the Board of Trustee’s discretion, after review by the Member Council.

**SECTION 4. TERMINATION AND SUSPENSION OF MEMBERSHIP**

An Agency may resign from membership in the Corporation (which would simultaneously include resignation from the Member Council) at any time by notifying the Executive Director of the Corporation or the President of the Board of Trustees by letter. The resignation shall not relieve the resigning Member Agency from any obligation to pay dues which are owed at the time of resignation. However, the Board of Trustees may, in its discretion, prorate the dues of a resigning Member according to the portion of the year which the Agency was a Member of the Corporation. If a Member Agency does resign from membership, it will result in the loss of all Corporation-related funding.

Each Member Agency representative to the Member Council shall continue to serve on the Member Council so long as the Agency which it represents designates that person as its representative and the Agency remains a Member.

The Board of Trustees, acting in good faith and in a fair and reasonable manner may suspend, expel, or terminate a Member Agency from membership which does not pay its annual dues or a Member Agency which ceases to qualify as set forth in Article III, Section 1 and the Member in Good Standing Policy. The Board of Trustees shall give the Member Agency thirty (30) days’ prior notice of the suspension, expulsion, or termination and the reasons therefore. Notice may be given by any method reasonably calculated to provide actual notice. Any notice given by mail must be given by certified or registered mail sent to the last address of the Member Agency shown on the Corporation’s records. The Member Agency shall have an opportunity in the manner specified in the notice to be heard orally or in writing by a person or a body authorized by the Board of Trustees to hear the Member Agency, not less than five (5) days before the expulsion, suspension, or termination is effective.

**SECTION 5. DEFINITION OF MEMBERS' RIGHTS**

Member Agencies shall have the right to vote for the election of Trustees on the Board of Trustees, the right to approve an annual public policy agenda, and any other purpose set forth in the Corporation's Bylaws or the Articles of Incorporation.

Each Member Agency will designate one individual to serve on the Member Council, as set forth below in Article IV, Section 1. This representative will serve as long as he or she is the representative designated by the Member Agency and shall have the right to vote on any matter before the Member Council.

**SECTION 6. VOTING MEMBERSHIPS**

Each Member Agency that has been admitted as a Member of this Corporation shall be entitled to one vote for any matter put to a vote at any meeting of the Member Council.

**ARTICLE IV  
THE MEMBER COUNCIL**

**SECTION 1. COMPOSITION AND DEFINITION**

The Member Council shall include one representative of each Member Agency. The designated representative from each Member Agency will be an administrator or program director in the Agency with the overarching responsibility for the management of child care resource & referral programs in the Agency. The Member Council will focus on resource and referral program issues, will recommend policies to the Board of Trustees for their review and discussion, will review contract language related to resource and referral obligations, share best practices for local programming and management, make recommendations on procedural issues related to statewide resource and referral programs, and will elect all members of the Board of Trustees of the Corporation.

Members in the Member Council will represent their Member Agencies for an unlimited period of time so long as the representative Member is employed by the Member Agency in a position consistent with the representative nature of the Member Council participants.

**SECTION 2. OFFICERS**

The Member Council will elect a Chair and a Vice Chair from among its members. Election of the Chair and the Vice Chair will be by majority vote of the Member Council, with nominations coming from among the Members themselves. The Chair and the Vice Chair will hold the office for a period of three (3) years, (except for the first election, when the Vice Chair will serve for only two years) so long as each officer

remains employees of a Member Agency in a position consistent with the representative nature of the Member Council participants. The Chair will automatically also be on the Board of Trustees of the Corporation for the same designated term of office as all board members as long as that member remains an employee of the Member Agency in a position consistent with the representative nature of the Member Council participants.

**SECTION 3.**                    **MEETINGS OF THE MEMBER COUNCIL**

Meetings of the Member Council shall be held at least quarterly. At least one Meeting of the Member Council each year shall be designated as the Annual Meeting of the Member Council, at which time elections for board members of the Board of Trustees can be held and an annual public policy agenda can be adopted and recommended for approval by the Board of Trustees.

**SECTION 4.**                    **PLACE OF MEETING**

The Chair of the Member Council may designate any place within the State of Washington as the place of meeting for any Regular Meeting or any Special Meeting called by the Member Council. If no designation is made or if a Special Meeting is otherwise called, the place of meeting shall be the principal office of this Corporation.

**SECTION 5.**                    **NOTICE OF REGULAR MEETING**

Whenever Members are required or permitted to take any action at a meeting, a written or electronic notice of the meeting shall be given to each Member not less than ten (10) days before the date of the meeting. The notice will state the place, date, and time of the meeting and those matters which the Council, at the time of the mailing of the notice, intends to present for action by the Members. The notice of any meeting at which Trustees are to be elected shall include the names of all those who are nominees at the time the notice is sent to the Members.

If consideration of the Members is sought concerning the following matters, the general nature of the proposal must be stated in the notice of the meeting or in any written waiver of notice:

- (a)                    The removal of a Trustee or Trustees;
- (b)                    An amendment to the Articles of Incorporation;
- (c)                    An amendment to the Bylaws of the Corporation; or
- (d)                    Voluntary dissolution.

**SECTION 6.**                    **SPECIAL MEETINGS**

Special Meetings of Members may be called by the Chair, the Executive Director, or the President of the

Board of Trustees. No business may be transacted at a Special Meeting unless the general nature of such business was stated in the notice of the Special Meeting.

Upon request in writing to the Chair, the Executive Director, or the President of the Board of Trustees, by any person authorized by these Bylaws to call a Special Meeting, the Executive Director or the Chair shall cause written or electronic notice to be given to the Members stating the date, time, and place, and the purposes(s) for which the meeting is called, which time shall not be less than twenty (20) (unless a greater period of notice is required by law, the Articles of Incorporation, or these Bylaws, in a particular case) nor more than sixty (60) days prior to the meeting.

**SECTION 7. QUORUM**

Sixty percent (60%) of the voting power shall constitute a quorum at a Meeting of the Member Council. In the absence of a quorum, any Meeting of the Member Council may continue but no action can be taken at such a meeting.

**SECTION 8. MANNER OF ACTING**

Meetings of the Member Council shall be presided over by the Chair of the Council, or in his/her absence, the Vice Chair of the Council or the Council Rotating Representative, or in the absence of these persons, by a chairperson chosen by a majority of the Members present at the meeting. A Secretary shall be appointed by the Chair to act as secretary at each meeting of the Council, to record the actions and activities of the Council.

If a quorum is present, the vote of the majority of the quorum shall be an act by the Member Council, unless the vote of a greater number is required by law or these Bylaws.

**SECTION 9. NO VOTING BY PROXY**

No Member may authorize another person or persons to act by proxy.

**SECTION 10. VOTING BY WRITTEN OR ELECTRONIC BALLOT**

Any action which may be taken at any regular or special Meeting of the Member Council may be taken without a meeting if the Corporation distributes a written or electronic ballot to every Member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to this Corporation.

Approval by written or electronic ballot shall be valid only when the number of votes cast by ballot within the time period specified, or any extension thereof, equals or exceeds the quorum required to be present at a regular meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations of written or electronic ballots shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Trustees, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted. A written ballot may not be revoked.

## **ARTICLE V BOARD OF TRUSTEES**

### **SECTION 1.            POWERS**

Subject to IRS limitations, any limitation in the Articles and Bylaws of this Corporation, or any applicable federal, state or local law, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees. The Board of Trustees may delegate the management of the activities of this Corporation to any person or persons or committee however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Trustees.

### **SECTION 2.            NUMBER OF TRUSTEES**

The Corporation shall consist of no fewer than eleven (11) nor more than twenty-one (21) Trustees.

### **SECTION 3.            COMPOSITION AND QUALIFICATION**

The Board of Trustees shall, at all times, have at least a thirty-three percent (33%) and not more than forty-nine percent (49%) of its positions reserved for representatives from Member Agencies of the Corporation and who are in positions related to child care resource and referral, including one position which shall be reserved for an individual from one of the parent organizations of a Member Agency and one position which shall be reserved for the Chair from the Member Council. Fifty-one percent (51%) to sixty-seven percent (67%) of its positions shall be held by persons not employed by Member Agencies of the Corporation in positions directly related to child care resource and referral (“At-Large Trustees”).

### **SECTION 4.            SELECTION**

Member Agency Representatives are charged with representing the Member Council as a whole, not their individual agencies, programs or geographic regions. The nominations shall be presented at the Annual Meeting of the Member Council, followed by elections. The nominated individuals shall be persons employed by Member Agencies as Director of a local R&R program. Any person elected to the Board of Trustees to represent the Members (the Rotating Representative, the Vice Chair and the Chair of the

Member Council) shall also attend meetings of the Member Council.

Representatives shall be selected in the following manner and order: Member Council Chair, elected to a three (3) year term (also serves as Vice-Chair of Board of Trustees), Member Council Representative, elected to a three (3) year term, from the opposite side of the state as the elected Chair, and a Member Council Rotating Representative, elected to a one (1) year term. Representatives may be nominated or may self-nominate, based on eligibility and capacity to serve. In the case of resignations, another eligible, interested Representative shall be elected to complete the term.

As stated in Article V Section 3, the Chair of the Member Council will automatically be a Trustee and one representative from the parent organizations of one of the Member Agencies shall also be a Trustee. Both of these Trustees will be nominated by the Member Council and elected at the Annual Meeting of the Member Council.

As set forth in Article VIII, Section 4, the Nomination / Board Development Committee will be responsible for the nominations of the remaining Trustees (including the At-Large Trustees).

## **SECTION 5. DUTIES**

A Trustee shall perform the duties of a Trustee in good faith, in a manner such Trustee believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

In performing the duties of a Trustee, each 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:

- (a) One or more Officers or employees of this Corporation whom the Trustee believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants, or other persons as to matters which the Trustee believes to be within such person's professional or expert competence; and/or
- (c) A committee of the Board of Trustees upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee believes to merit confidence, so long as, in any such case, the Trustee acts in good faith, after reasonable inquiry as an ordinary prudent person in a like position would use such similar information.

It shall further be the duty of the Trustees to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the 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 the Executive Director;
- (c) Supervise the Executive Director to assure that his/her 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 6. TERMS OF OFFICE**

Each Trustee shall hold office until the Annual Meeting of the year his/her term of office expires. Each Trustee's term shall be three (3) years, except for the original Board members whose terms shall be one (1), two (2), and three (3) years, depending on selection to provide for staggered terms, and the Member Agency Rotating Representative, who is elected to a one (1) year term. Trustees can serve a maximum of two (2) full elected terms. All terms shall commence at the meeting following the Annual Meeting when the election will be held.

Except as may be otherwise provided in these Bylaws or under the law, each Trustee, including a Trustee designated to fill a vacancy, shall hold office until a successor is elected.

**SECTION 7. COMPENSATION**

Trustees shall not receive any salaries for their services. However, Trustees may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties and except as approved by the Board of Trustees, unless prohibited by law.

**SECTION 8. RESTRICTIONS REGARDING AT-LARGE TRUSTEES**

Notwithstanding any other provision of these Bylaws, no persons serving on the Board of Trustees as an At-Large Trustee may be an interested person. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Trustee as Trustee;
- (b) Any person who manages any contract of the Corporation or any person engaged in the monitoring, auditing, or reporting of the work of the Corporation to the State of Washington or any person reporting to a person who is engaged in the monitoring, auditing, or reporting of the work of the Corporation to the State of Washington;
- (c) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

At-Large Trustees shall not be employed by any child care resource and referral Member Agency. No person who manages any contract held by the Washington State Child Care Resource and Referral Network, nor any person who reports to that person, shall be eligible to be an At-Large Trustee.

**SECTION 9. REGULAR AND ANNUAL MEETINGS**

The Annual Meeting of the Board of Trustees shall be held at a designated time and location each year,

within the State of Washington. Notice of the time and place of the Annual Meeting shall be given to all of the Trustees in the same manner as notice for Regular Meetings of the Board of Trustees. Regular Meetings of the Board of Trustees shall be held not less than quarterly. Notice of all meetings shall be required. The Annual Meeting shall be considered a Regular Meeting.

**SECTION 10. SPECIAL MEETINGS**

Special Meetings of the Board of Trustees may be called by the President of the Board or by any two Trustees, and such meetings shall be held within the State of Washington, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

**SECTION 11. NOTICE OF MEETINGS**

Whenever the Board of Trustees is required or permitted to take action at a meeting, a written or electronic notice of the meeting shall be given to each Trustee, not less than ten (10) days before the date of the meeting. Such notice shall state the place, date, and time of the meeting, and in the case of Special Meetings, the purpose(s) of the meeting shall be included. Special Meetings of the Board shall be held upon four (4) days' notice by first-class mail or by forty-eight (48) hours' notice delivered personally or by telephone, facsimile, or electronic mail, or other instantaneous communications device.

**SECTION 12. QUORUM FOR MEETINGS**

Sixty percent (60%) of the total number of currently seated Trustees authorized by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board.

The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting, or greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of the Corporation.

**SECTION 13. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board of Trustees, unless the Articles of Incorporations or Bylaws of this Corporation, or provisions of Washington's Public Benefit Nonprofit statute or any other federal or state law, require a greater percentage of different voting rules for approval of such a matter by the Board of Trustees.

**SECTION 14. CONDUCT OF MEETINGS AND MANNER OF ACTING**

Meetings of the Board of Trustees shall be presided over by the President of the Board, or, if no such

person has been so designated or, in his/her absence, the Vice President of the Board or, in the absence of these persons, by a chairperson chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all the meetings of the Board, provided that, in his/her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rule of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with the provisions of law.

In limited circumstances, a Trustee may participate at a meeting through use of conference telephone or similar communications equipment, so long as all Trustees participating in such meeting can hear one another. Participation in a meeting in such a manner constitutes presence in person at such meeting.

#### **SECTION 15. VOTING**

Each Trustee shall have one vote for each matter voted on at any Regular or Special Meeting of the Board.

#### **SECTION 16. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Trustees may be taken without a meeting if all members of the Board of Trustees 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 of Trustees. Such action by written consent shall have the same force and effect as a unanimous vote of such Trustees.

#### **SECTION 17. VACANCIES AND RESIGNATIONS**

Vacancies on the Board of Trustees shall exist (1) on the death, resignation, termination, expiration or removal of any Trustee, and (2) whenever the number of authorized Trustees is increased.

The Board of Trustees may declare vacant the office of a Trustee who has been declared of unsound mind by a final order of the court, convicted of a felony, found by a final order of judgment of any court to have breached any duty under Washington's Public Benefit Nonprofit statute, terminated pursuant to Section 19 of this Article V, or any other manner the Board adopts as a resolution for purposes of termination of a Trustee.

Vacancies on the Board of Trustees may be temporarily filled by approval of the Board of Trustees or, if the number of Trustees then in office is less than a quorum, by:

- (1) the unanimous consent of the Trustees then in office,
- (2) the affirmative vote of a majority of the Trustees then in office at a meeting held pursuant to notice complying with this Article of these Bylaws, or
- (3) a sole remaining Trustee.

A person temporarily appointed to fill a vacancy as provided by this Section shall hold office until the next regular election by the Member Council.

Any Trustee may resign effective upon giving written notice to the Executive Director or the President of the Board of Trustees, unless the notice specifies a later time of effectiveness of such resignation. If the resignation is effective at a future time, a successor may be nominated and elected to take office when the resignation becomes effective.

The election to replace any Trustee must be in conjunction with the Annual Meeting of the Member Council, except in the case of replacement of any Member regional representative or the Chair of the Member Council who must be replaced at the next Member Council meeting.

**SECTION 18.**            **NO INTEREST IN ASSETS**

No Trustee shall possess any property right in or to the property of the Corporation. In the event this Corporation owns or holds any property upon its dissolution and after paying or adequately providing for its debts and obligations, the Trustees shall dispose of the remaining property in accordance with the Articles of Incorporation and the law.

**SECTION 19.**            **ABSENCES**

No more than two unexcused absences in a calendar year shall be permitted. Unexcused absences shall be defined as absences without notice. If a Trustee accumulates more than two unexcused absences in one calendar year, his/her membership may be terminated.

**ARTICLE VI**  
**OFFICERS**

**SECTION 1.**            **NUMBER OF OFFICERS**

The Officers of the Corporation shall be a President, a Chair of the Member Council who will also hold the office of Vice President on the Board of Trustees, a Secretary, a Treasurer, and a Chair of the Public Policy Committee. The Corporation may also have, as determined by the Board of Trustees, other Officers with such duties and titles as shall be determined by the Board of Trustees. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President.

**SECTION 2.**            **QUALIFICATION, ELECTION, AND TERM OF OFFICE**

All Officers shall be elected by the Board of Trustees, except the Vice President who will be elected directly by the Member Council as Chair of the Council, and each Officer shall hold office for three years or 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. No Officer shall serve more than two (2) consecutive

three (3)-year terms.

**SECTION 3.**            **REMOVAL**

Any Officer may be removed from office by the affirmative majority of the Board of Trustees present at any Regular Meeting or Special Meeting whenever in the judgment of the Board of Trustees the best interests of the Corporation would be served.

**SECTION 4.**            **RESIGNATION**

Any Officer may resign at any time upon written notice to the Corporation.

**SECTION 5.**            **VACANCIES**

A vacancy in any office because of death, resignation, removal, termination, disqualification, or otherwise shall be filled in accordance with these Bylaws by either the Board of Trustees or the Member Council, depending on which of these two bodies has the authority to fill such office.

**SECTION 6.**            **DUTIES OF THE PRESIDENT**

The President shall, subject to the control of the Board of Trustees, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Trustees. The President shall preside at all meetings of the Board of Trustees and shall be a member of the Board. If applicable, the President shall attend the Annual Meetings of the Members.

**SECTION 7.**            **DUTIES OF THE VICE PRESIDENT (CHAIR OF THE MEMBER COUNCIL)**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Trustees. The Vice President shall be a member of the Board of Trustees who is also an employee of a Member Agency and Chair of the Member Council.

**SECTION 8.**            **DUTIES OF THE SECRETARY**

The Secretary shall keep a book of minutes of all proceedings of the Board of Trustees. The Secretary or, if the Secretary is absent or unable to act, any other Officer of this Corporation, shall give or cause to be

given notice of all the meetings of the Board of Trustees required by these Bylaws or by statute. The Secretary shall have all of the powers and perform all of the duties incident to the office of Secretary, and shall have such further powers and shall perform such further duties as may be prescribed by the Board of Trustees.

The Secretary will be custodian of the records and the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or by these Bylaws.

The Secretary will keep at the principal office of the Corporation a membership book containing the name and address of each and any Member(s), and, in a case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

The Secretary will exhibit at all reasonable times to any Trustee of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Board of Trustees of the Corporation.

In general, the Secretary will perform all the duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Trustees.

#### **SECTION 9. DUTIES OF THE TREASURER**

The Treasurer shall have all of the powers and perform all of the duties incident to the office of Treasurer, and shall have such further powers and shall perform such further duties as may be prescribed by the Board of Trustees.

#### **SECTION 10. DUTIES OF THE CHAIR OF THE PUBLIC POLICY COMMITTEE**

The Chair of the Public Policy Committee shall convene the members of the Public Policy Committee on a regularly scheduled basis and shall preside over meetings of that committee.

### **ARTICLE VII** **EXECUTIVE DIRECTOR**

#### **SECTION 1. DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director shall be hired by the Board of Trustees. The Executive Director shall not be a Trustee of the Corporation. The Executive Director shall have the power to organize, operate and maintain the day-to-day functions of the Corporation and be in charge of the general supervision, management and control of the institution and, without limiting the foregoing, shall have the following powers, except as otherwise provided herein or by resolution of the Board of Trustees from time to time:

- (a) Shall have general superintendence and direction of employees and agents of the Corporation and shall see that their respective duties are properly performed;
- (b) Shall conduct the business and affairs of the Corporation according to the policy and resolutions of the Board of Trustees and according to the Executive Director's own discretion whenever and wherever it is not expressly limited by such policy resolutions;
- (c) Subject, however, to the supervision and control of the Treasurer, the Executive Director may receive, deposit, and disburse Corporation funds and establish acceptable accounting procedures and internal controls therefore;
- (d) Shall make an annual progress report and a financial report for the prior year to the Member Council at the Annual Meeting of the Member Council and otherwise report from time to time to the Board of Trustees or to such Officer as the Board of Trustees may direct;
- (e) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments authorized by the Board of Trustees; and
- (f) Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Executive Director shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and ensure that such funds are deposited in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees.

The Executive Director will exhibit at reasonable times, the books of account and financial records to any Trustee of the Corporation, and whenever reasonably requested, will render an account of any or all financial transactions and of the financial condition of the Corporation; and prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

## **SECTION 2. COMPENSATION**

The Board shall fix a reasonable compensation for the Executive Director.

## **ARTICLE VIII COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

The Executive Committee of the Board of Trustees shall be comprised of the Trustees who are Officers of the Board of Trustees: President, Vice President (Chair of the Member Council), Secretary, Treasurer, and the Chair of the Public Policy Committee. The Executive Director shall attend the meetings of the Executive Committee. The Executive Committee shall have the authority that is specifically delegated by the Board of Trustees, and that is specifically not prohibited by these Bylaws, the Articles of Incorporation, or by any federal, state or local law. The Executive Committee shall not have the authority of the Board with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of a majority of all of the Trustees;
- (b) The filling of vacancies on the Board or Trustees or on any committee which has the authority of the Board of Trustees;
- (c) The amendment or the repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of committees of the Board of Trustees or the members thereof;
- (f) The amendment or restatement of the Articles of Corporation;
- (g) Approving any action that would change the Corporation's tax exempt status; or
- (h) The fixing of compensation for any Trustee for serving on the Board or on any committee (which is strictly prohibited under any circumstances by these Bylaws and the law).

The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Trustees from time to time as the Board of Trustees may require.

## **SECTION 2. OTHER COMMITTEES**

The Board of Trustees may, by resolution adopted by a majority of the number of Trustees then in office, provided that a quorum is present, create one or more committees, each consisting of two (2) or more Trustees then in office, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Trustees then in office. Committee members shall be appointed with attention to geographic diversity and each committee member shall make every effort to present to the committee on which he or she sits the views of the geographic area he or she represents. The Board of Trustees may appoint one or more Trustees as alternate members of any committee.

The Board of Trustees may appoint non-Trustees with particular expertise to any committee other than the Executive Committee. All committees must be chaired by a Trustee.

Any other committee shall be presumed to have only such authority as provided at the direction of the Board of Trustees or by these Bylaws, and that is not prohibited the Articles of Incorporation and any federal, state or local law.

## **SECTION 3. PUBLIC POLICY COMMITTEE**

The Public Policy Committee shall have not less than five (5) and not more than seven (7) members. The members on the Public Policy Committee shall be selected as follows:

- (a) Two (2) members will be elected by the Member Council at their Annual Meeting of the Member Council from among the Member Agencies;
- (b) Two (2) Trustees will be appointed by the Board of Trustees;
- (c) Two (2) additional Trustees may be selected by the Board of Trustees.

The Board of Trustees shall select the Chair of the Public Policy Committee, who must be a Trustee and not a Member from the Member Council (unless such Member is also a Trustee).

The Public Policy Committee shall implement the Public Policy Agenda approved annually by the Board of Trustees and recommended by the Member Council, and shall have such powers as are necessary to implement said Agenda. The Public Policy Committee shall have such further powers as may be prescribed by resolution of the Board of Trustees, except as otherwise limited by these Bylaws, the Articles of Incorporation, or any federal, state or local law.

#### **SECTION 4. NOMINATING / BOARD DEVELOPMENT COMMITTEE**

The Nominating / Board Development Committee shall be appointed by the Board of Trustees from among its membership and from the membership of the Member Council.

The Nominating / Board Development Committee shall have the authority to nominate as Trustees individuals it believes may contribute to the Corporation, except as follows:

- (a) two (2) Trustees who are nominated and elected by the Member Council to the Board of Trustees to represent the full Member Council;
- (b) the Chair of the Member Council who automatically becomes a Trustee and Vice President of Board of Trustees, and who is nominated and elected by the Member Council to the Board of Trustees; and
- (c) one (1) Trustee selected by the Member Council from one of the parent organizations of one of the Member Agencies, and who is nominated and elected by the Member Council to the Board of Trustees.

All nominations made by the Nominating / Board Development Committee will be voted on by the Member Council at the Annual Meeting of the Member Council.

### **ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Trustees, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized and except as otherwise set forth in the Articles of Incorporation or these Bylaws, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Trustees, or as otherwise

required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed as determined by approved Board policy.

**SECTION 3.**            **DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

**SECTION 4.**            **GIFTS AND DONATIONS**

The Executive Director of this Corporation or the Board of Trustees or a person designated by the Executive Director is authorized to accept donations which support the purposes of the Corporation as set forth in the Articles of Incorporation or the Bylaws, whether such donation is for a specific project or projects or is for the general support of the Corporation's programs.

**ARTICLE X**  
**CORPORATE RECORDS AND REPORTS**

**SECTION 1.**            **MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office in the State of Washington:

- (a) Minutes of all meetings of Trustees and committees of the Board of Trustees and of the Member Council, indicating the time and place of holding of such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its Members and Trustees, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any memberships; and
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members and Trustees, if any, of the Corporation at all reasonable times during office hours.

**SECTION 2.**            **TRUSTEES' INSPECTION RIGHTS**

Every Trustee shall have the absolute right at any reasonable time during normal business hours to inspect all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

**SECTION 3.            ANNUAL REPORT**

The Board of Trustees and the Executive Director shall cause to be prepared within one hundred twenty (120) days after the close of the Corporation's fiscal year, for the Members' and Trustees' use, and for what further use the Board of Trustees may duly authorize, a report containing in appropriate detail the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**ARTICLE XI  
FISCAL YEAR**

**SECTION 1.            FISCAL YEAR OF THE CORPORATION**

The fiscal year of the Corporation shall begin on July 1 and end on June 30.

**ARTICLE XII  
BUDGET**

**SECTION 1.            PREPARATION OF THE BUDGET**

Prior to the Annual Meeting of the Board of Trustees, the Executive Director shall cause to be prepared a proposed budget for the coming fiscal year for the Board's approval. The budget may be modified by the Board of Trustees at any Regular or Special Meeting.

**ARTICLE XIII  
CORPORATE LOANS, GUARANTEES, AND ADVANCES**

**SECTION 1.            LOANS AND GUARANTEES**

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Trustee or Officer, unless specifically allowed by Washington's Public Benefit Nonprofit statute and by approval of the Board of Trustees.

**ARTICLE XIV  
LIMITATION OF LIABILITY**

**SECTION 1.           LIMITATION OF LIABILITY OF TRUSTEES**

Except as provided by law, there is not liability on the part of, and not cause of action for damages shall arise against, any Trustee, including any Trustee who is an Officer, of the Corporation based upon any alleged failure to discharge the person's duties as Trustee or Officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such Trustee believes to be in the best interests of the Corporation; and
- (c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

**SECTION 2.           INDEMNIFICATION**

Any person who is or was a Trustee, Officer, employee or agent of the Corporation, shall be indemnified by the Corporation against all expenses, actions, suits, judgments, fines, liabilities and claims, and amounts paid in settlement of any and all loss, cost, liability or expense resulting from any of the above (including attorneys fees incurred in connection with any thereof), to the full extent provided by the Corporation's insurance policy and to the extent such indemnification is permitted or required by Washington state law. The Board of Trustees shall authorize the purchase of insurance on behalf of any such Trustee, Officer, employee or agent to the full extent permitted or required by Washington law.

**ARTICLE XVI  
AGENTS AND REPRESENTATIVES**

**SECTION 1.           APPOINTMENT OF REPRESENTATIVES**

The Board of Trustees may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Trustees may see fit, so far as may be consistent with these Bylaws and to the extent authorized or permitted by law.

**ARTICLE XVII  
AMENDMENT OF BYLAWS**

**SECTION 1.           AMENDMENT**

New Bylaws may be adopted or these Bylaws may be amended or repealed by the approval of two-thirds (2/3) of the Board of Trustees; unless however, the action would materially and adversely affect the voting rights of the Member Agencies or the existence of the Member Council, in which case the action must be approved by the Member Council at a meeting of the Member Council. Any proposed changes to the Bylaws must be presented in writing at least thirty (30) days prior to the meeting of the Board of Trustees

in which the amendment(s) will be voted upon, with notice to the Chair of the Member Council. The Board of Trustees may not take action to make new Bylaws or adopt, amend or repeal Bylaws without giving the Member Council an opportunity to meet and review the proposed changes.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify that I am the presently elected and acting Secretary of the Washington State Child Care Resource and Referral Network, a Washington State nonprofit public benefit corporation (the "Corporation") and that the above Bylaws, comprising 21 pages, are the amended Bylaws of this Corporation, and adopted at a meeting of the Board of Trustees on June 23, 2009. The original Bylaws of the Corporation were duly adopted by unanimous written consent of the Board of Trustees of the Corporation on September 23, 1990, again approved with revisions on April 5, 1993; on June 14, 1993; on June 28, 1996; on September 22, 1998; on June 16, 2000; and on January 14, 2003.

IN WITNESS WHEREOF, I have executed this Certificate to be effective as of June 23, 2009.

December 11, 2009  
Dated

Jean F. Kelly  
Secretary of the Corporation