

SEAPAX Bylaws

January 1, 2014

Section 1. Name

The name of this organization shall be the Seattle Area Peace Corps Association (SEAPAX).

Section 2. Purpose and Legal Description

2.1 SEAPAX is a group of Returned Peace Corps Volunteers (RPCVs), and interested others committed to improving international understanding at the local, state, and national level by actively promoting awareness of the social, political and economic circumstances of people living in the developing world and the role of the US in global affairs.

2.2 SEAPAX is a Washington State public benefit nonprofit corporation operated in accordance with Chapter 24.03 RCW, the Washington Nonprofit Corporation Act and is a tax-exempt small charity registered with the WA State Secretary of State, Charities Division and the U.S. Internal Revenue Service.

Section 3. Mission

3.1 To carry out the 3rd Goal of Peace Corps, set by Congress in 1961: "To promote a better understanding of other people on the part of the American people" through educational and public service activities.

3.2 To support the mission of Peace Corps, including assisting prospective and current Peace Corps Volunteers.

3.3 To support newly returned RPCVs during their re-entry phase, and to serve as a professional and social network for RPCVs.

3.4 To provide an interdisciplinary forum for the promotion of social justice through civic and charitable activities, professional development, networking, and interaction with people from diverse cultures in the Seattle area and in countries and regions where PCVs have served.

Section 4. Members

4.1 Membership in SEAPAX is open to all those who are interested in supporting the organization's goals and who pay the yearly membership fee.

4.1.1 The membership fee is waived for current PCVs and for RPCVs during the first year following completion of their Peace Corps service.

4.1.2 Individuals who are not RPCVs or former PC staff may join SEAPAX as associate members.

4.2 Members will have the right to vote in organizational elections, to serve on committees, to assume administrative roles as needed, and to participate at general meetings.

4.3 Members also receive additional benefits as determined by the Board.

Section 5. Meetings

5.1 SEAPAX shall hold a minimum of 1 general meeting bi-monthly during each year or as otherwise determined by the Board of Directors.

5.1.1 Meetings shall be held at convenient locations and times to ensure high attendance.

5.2 Meetings of the Board of Directors shall be held at least quarterly and as needed, by determination of the President with the other Directors.

5.2.1 All meetings of the Board of Directors shall be announced in advance and be open to the membership, except when the Executive Committee of the Board determines the need to meet in executive session to discuss sensitive matters.

5.3 General and Board meetings may also be held by telephone, electronically, or by other virtual means, as determined by the Board.

5.3.1 The date, time, location, and agenda of all meetings, both in-person and virtual, shall be communicated as early as possible in advance of the meeting except in case of emergency meetings.

Section 6. Directors

6.1 The Board of Directors shall consist of the following positions:

6.1.1 Officers: President, Vice-President, Secretary, and Treasurer

6.1.2 Directors At-Large

6.1.3 Non-elected Directors: Immediate Past President, Registered Agent, NPCA Liaison, Webmaster, and Committee Chairs/Coordinators including but not limited to those responsible for Book Club, Communications, Community Service, Events, Fundraising, Grants, Membership, Programs, Speakers Bureau, and other leadership roles.

6.1.4 Directors work collaboratively as a leadership team and consult with each other on the direction and activities of the organization.

6.1.5 The elected Officers (President, Vice-President, Secretary, and Treasurer) shall form the Executive Committee of the Board.

6.1.6 Detailed position descriptions with enumeration of the duties of each Director and Officer are included in the SEAPAX Board Guidebook, which should be consulted to guide the operations of the organization.

6.2 Officer positions may be shared, with each joint position-holder to be designated as Co-(name of office).

6.2.1 Only RPCVs may serve as officers of SEAPAX.

6.2.2 Preference will be given to candidates for the Board of Directors who have been SEAPAX members in good standing for a minimum of one (1) year prior to seeking office, or as otherwise vetted by the current Board.

6.3 General duties and responsibilities of the Officers and Directors

6.3.1 President

- The President is the executive officer of the organization and ensures that it is operated in compliance with its governing documents and all applicable state and federal laws.

- The President works with the Treasurer to create an organizational budget for Board approval each year.
- The President is responsible for assuring that the duties of all Board members, Committee chairs, and Committees are met in a timely manner that promotes successful operation of the organization.
- The Immediate Past President serves on the leadership team as a consultant and advisor to the President and the Board.

6.3.2 Vice-President

- The Vice President shares responsibility and duties with the President for administration of the organization, including serving as its executive officer in substitution for the President.
- The Vice-President replaces the President if s/he leaves office before the expiration of her/his term.

6.3.3 Secretary

- The Secretary is responsible for writing and/or keeping all written records as required by law and/or for the operations of the organization, including, but not limited to: meeting agendas and minutes; newsletters; official documents and correspondence of, or related to, the organization.
- The Secretary maintains records of SEAPAX activities for each year, and writes an annual organizational report.

6.3.4 Treasurer

- The Treasurer is responsible for the financial affairs and accounting of the organization, including but not limited to: collecting and depositing dues and fees; disbursement of funds; serving as a signatory for the organization; and maintaining accurate and up-to-date financial records.
- The Treasurer will submit monthly financial reports to the Board and prepare an annual financial report to be shared with the membership.
- The Treasurer will work with the Registered Agent to prepare and submit annual reports required by state and federal government agencies.
- The Treasurer will work with the Membership Coordinator to ensure that membership fees are collected and promptly recorded.
- Due to the level of responsibility and skills required for this position, candidates for Treasurer should be SEAPAX members in good standing for a minimum of one (1) year prior to seeking this office, or otherwise be vetted in advance by the current Board.

6.3.6 Directors-at-Large

- The Board shall have a minimum of 3 and maximum of 6 Directors-at-Large, who work as advocates for the membership.
- Directors-at-Large shall be prepared to chair and serve on committees at the request of the President and to assist in the general functioning of the organization as part of the leadership team.
- Non-elected Directors may serve in the same roles as Directors-at-Large.

Section 7: Governance and Administration Policies

7.1 Statement of Non-discrimination

It is the policy of this organization to operate without discrimination against any individual on the basis of age, race, ethnicity, religion, national origin, gender identity, sexual orientation, disability, health or other personal characteristic.

7.2 Conflict of Interest Policy

Upon taking office, all Board members will certify in writing that they are familiar with and will uphold the SEAPAX Conflict of Interest policy governing relationships between our group and all outside organizations.

7.3 Whistleblower Policy

7.3.1 SEAPAX requires its Directors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities and to act with honesty and integrity and comply with all applicable laws and regulations.

7.3.2 The SEAPAX Board of Directors has an open door policy for sharing of questions, concerns, suggestions or complaints.

7.3.3 No Director or member of SEAPAX who in good faith reports a suspected impropriety or violation shall suffer harassment, retaliation or adverse consequence.

7.4 Quorum

7.4.1 A majority of the authorized number of Officers constitutes a quorum of the Board for the transaction of all business in-person or by means of telephonic, electronic, or other virtual communications.

7.4.2 A majority of members present at a meeting or responding by electronic ballot constitutes a quorum for the voting to approve a measure under consideration that requires a vote of the membership.

7.5 Board of Directors and Officers: Election and Removal

7.5.1 Election of the Board and Officers

Selection of the Board of Directors and Officers shall take place in November of each year, in the following manner:

- a) A call for nominations shall be posted in the newsletter and on the organization's website and electronic communications media not later than October. Members may self-nominate for Director and Officer positions.
- b) A ballot shall be sent electronically to members in time for voting to take place in November.
- c) Only members with annual dues paid at least thirty (30) days in advance of the election, or those with authorized free membership, may vote.
- d) Directors are elected if there is more than one candidate for any given position, and affirmed if there is a single candidate for a position.
- e) If there are 2 candidates for an Officer position, the individual receiving the lesser number of votes will become a Director-at-Large.
- f) Results of the election will be announced in the SEAPAX newsletter and website, and by other media as appropriate.
- g) Directors shall take over their positions on January 1 of the new year.

7.6 Terms and term limits

7.6.1 All Directors shall serve one-year terms.

7.7 Vacancies

7.7.1 In the event of a lack of candidate(s) for specific Director position(s), the current Board of Directors may appoint the Director(s) from among the membership.

7.7.2 Said appointed Director would serve in this capacity until the assumed term regularly expires.

7.7.3 If the vacant Director position is that of an Officer, the Board will elect a new Officer from among all Directors, to complete the term of the position.

7.7.4 In the event of organizational transition, the current Board of Directors may appoint Directors as necessary, including by extending terms of current Directors, to ensure continuance of operations of the organization.

7.7.5 A Director may resign at any time by giving notice to the organization.

7.8 Removal of Directors and Officers

7.8.1 A Director may be removed from his or her position for failure to execute the duties of the position, failure to attend meetings, or engagement in behavior harmful to SEAPAX.

7.8.2 Directors may be removed with cause at any time by a simple majority vote of the members of the Board of Directors, following a request for such action

- a) By vote by simple majority of the Directors
- b) By petition from at least 6 members of the organization

7.8.3 Following such a removal, a successor Director may then immediately be appointed to fill the vacancy created.

7.9 Compensation

7.9.1 Directors shall not be paid for services rendered in their capacity as Board members.

7.9.2 Directors may be reimbursed for approved expenses incurred on behalf of the organization in accordance with the reimbursement request process as explained in **Section 8** below.

7.9.3 Details of the procedures and necessary forms are included in the Board Guidebook.

Section 8. Fiscal Management

8.1 Fiscal year:

The fiscal year of SEAPAX shall begin on the first day of January of each year and shall end on the last day of December of that year.

8.2 Books and Accounts

The Treasurer is responsible for keeping the books and accounts of the organization in an accurate, complete and timely manner, and for making them readily available for review by the Board and membership.

8.3 Allocation of funds:

In addition to details set forth in the description of the Treasurer's responsibilities, the funds of the organization shall be utilized as follows:

8.3.1 Funds generated from membership dues shall be used for the administration of the organization and to support its events.

8.3.2 Funds generated through fundraisers shall be donated based on criteria established by the Grants Committee, with a goal of allocating a minimum of 50% of net fundraising revenues annually to donations, both those request by application to the small grants programs and those for unsolicited donations.

8.3.3 At the discretion of the Board of Directors, a portion of funds raised each year may be used for operating expenses and events of the organization.

8.3.4 Grants shall be approved and disbursed as follows:

- a) The Grants Committee, based on the established SEAPAX grant guidelines, shall evaluate potential donations.
- b) Grants Committee members will make funding recommendations based on the outcome of simple majority vote of its members.
- c) Grant recommendations will then be sent to the Board of Directors for consideration and approval
- d) Donations will be approved or disapproved by a simple majority vote of the Directors.

8.4 Approval of Expenditures

8.4.1 The Board shall have the authority to approve expenditures, and categories of expenditures necessary for the operations of the organization and for its activities.

8.4.2 Anticipated expenditures of over \$50 require prior approval by the Board.

8.4.3 A member of the organization may be reimbursed for approved expenses or purchases made for the organization, upon submission of a reimbursement request form signed by two (2) Officers of the Board.

8.5 Disbursement of funds at dissolution of the organization

8.5.1 Upon the dissolution of the organization, any assets remaining after payment of, or provision for payment of, all debts and liabilities, shall be distributed to an organization or organizations, as determined by the Board of Directors, that is a recognized tax-exempt charity under state and/or federal law.

8.5.2 Preference will be given to another organization with a similar mission to that of SEAPAX.

Section 9: Committees

9.1 The Officers have the authority to create and to disband ad hoc committees to assist in the planning and execution of the organization's activities.

9.1.1 Such decisions will be approved by a simple majority vote.

9.1.2 The Officers are able to appoint members to chair committees to perform certain roles within the organization, including, but not limited to the positions: of Webmaster, Newsletter Editor, Program Coordinator, Events Coordinator, Service Events Coordinator, Speaker's Bureau Coordinator, Communications Coordinator and NPCA Liaison.

9.1.3 The Officers may, at their discretion and by simple majority vote, remove any person or persons from these aforementioned roles.

Section 10. Amendment of Bylaws

10.1 Any change to the bylaws must be approved by a majority of the voting members utilizing procedures approved by the Board of Directors and announced to all members in advance.

10.1.1 Change(s) shall be approved in one of the following ways:

- a) By 2/3 vote of the members of the Board of Directors at an in-person meeting or by electronic poll.

Or

- b) By 2/3 vote of the voting members present at a general meeting or by electronic poll

10.1.2 All proposed changes to the bylaws must be sent for review to the membership by postal or electronic mail or made available on the SEAPAX website at least thirty (30) days prior to being voted upon.