

**BY-LAWS OF
THE DISPUTE RESOLUTION CENTER OF THURSTON COUNTY**

(Amended June 13, 2011)

ARTICLE I

The Thurston County Dispute Resolution Center (the "corporation") shall continuously maintain in the State of Washington, County of Thurston, a registered office and a registered agent whose office is identical with such registered office, and may have other offices within the State.

ARTICLE II
Directors

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors (the "Board"). Such management shall include, but shall not be limited to, the responsibility of establishing ~~annual goals~~ and objectives, developing policies and approving operational procedures, developing public and financial support for the corporation, supervising the financial operations, and for program evaluation and long-term planning.

Commented [JMSW1]: Remove annual to give board flexibility re frequency of setting goals

Section 2. REPRESENTATION. The following skills and/or affiliations may be represented on the Board of Directors: law; conflict resolution; finance and accounting; education; business; and social service agencies. Composition of the Board of Directors, if possible, should reflect socioeconomic and geographical diversity. The majority of the directors of the corporation shall not consist of members of any single profession (RCW 7.75.020).

Section 3. NUMBER, QUALIFICATION, ELECTION AND TERM OF OFFICE. The number of directors shall be 9 - 15 who shall be divided into three classes in respect to term of office. Each class shall consist of approximately equal numbers of directors.

At each annual meeting following election of the first Board of Directors, one class of directors shall be elected to serve three years. A Director's term of office shall begin October 1. Directors shall serve no more than two consecutive terms, except the president's term shall be extended by one year if his or her presidency expires at the end of two consecutive terms served. Incumbent directors shall elect replacements for those directors who complete their terms, who resign, or who otherwise fail to complete their terms. Any director elected to complete a partial term as a result of a mid-term vacancy shall still be eligible to serve an additional two full consecutive terms.

~~Directorships shall be renewable once except a term as director prior to September, 1990, shall not be considered. However, directors may serve for an additional two consecutive terms, provided they have not served as a director during the one year prior to their election. Each~~ director must live in Thurston or Mason County. ~~I or,~~ if the service area is expanded beyond ~~these counties~~Thurston County, in a county served by this Dispute Resolution Center.

Commented [JMSW2]: Prior paragraph addressed terms, and successive terms. This appears to be same content, but presented slightly differently. Eliminate to remove redundancy and update to reflect service in Mason.

Section 4. SPECIFIC POWERS. Under RCW 7.75.020 the Board of Directors shall have statutory powers to approve and amend the following procedures for the operation of the corporation:

- (a) procedures for informing and educating the community about the dispute resolution center and encouraging the use of the center's services in appropriate cases;
- (b) procedures for obtaining referrals from public and private bodies;
- (c) procedures for filing requests for dispute resolution services and for scheduling mediation sessions with the parties to the dispute;
- (d) procedures to ensure that each dispute mediated by the center meets the criteria for appropriateness for mediation set by the legislative authority, and for rejecting disputes which do not meet the criteria;
- (e) procedures for giving notice of the time, place and nature of the mediation session to the parties, and for conducting mediation sessions that comply with the provisions of Chapter 7.75 RCW;
- (f) procedures which ensure that participation by all parties is voluntary;
- (g) procedures for meeting the particular needs of the participants, including, but not limited to, providing services at times convenient to the participants, in sign language and in languages other than English;
- (h) procedures for providing trained and certified mediators who, during the dispute resolution process, shall make no decisions or determinations of the issues involved, but who shall facilitate negotiations by the participants themselves to achieve voluntary resolution of the issues; and
- (i) procedures for reporting, evaluating, and following up program operations.

The Board shall hire an Executive Director, and shall be

responsible for approval of the annual operating budget and internal operating procedures.

Section 5. REGULAR MEETINGS. regular meetings of the Board of Directors shall be held without notice at such times as may be fixed by standing resolution of the Board of Directors.

Section 6. ANNUAL MEETING. The Board will conduct an annual meeting each September to elect officers and new Board members whose terms shall commence October 1 of that same year. The annual meeting may be combined with a regular meeting of the Board.

Section 7. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 8. NOTICE. Notice of any special meeting shall be given at least three days in advance of the meeting. Notice may be transmitted by phone, electronic mail or postal mail. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, with postage prepaid.

Section 9. QUORUM. Five members of the Board authorized by these by-laws shall constitute a quorum for transaction of business at any meeting of the Board of Directors. In the absence of a quorum, the Board shall transact no business.

Section 10. MEETING PROCEEDINGS. Robert's Rules of Order, newly revised, shall govern all meeting proceedings, with the understanding that the presiding officer will recognize all diverse or minority opinions.

Section 11. MEETING BY TELECOMMUNICATIONS. Unless the articles of incorporation otherwise provide, any director may participate in any meeting of the Board of Directors or a committee thereof by means of a conference telephone or similar communications device by means of which all persons participating in the meeting can hear each other at the same time, and directors who participate by such means shall for all purposes be deemed to be present in person at meeting.

Section 12. DECISION MAKING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these by-laws, [DRC policies](#) or the articles of incorporation. Each Board member shall have one vote.

Section 13. VACANCIES. Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase

Commented [BM(3): Another source of guidance.

in the number of directors, may be filled by election at an annual meeting or at a special meeting of the directors called for that purpose.

Section 14. COMPENSATION. No director of the corporation shall receive, directly or indirectly, any salary or compensation in his or her capacity as director. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of conducting Board business. No such restriction on payment previously mentioned in this Section shall preclude any director from serving the corporation in any other capacity and receiving compensation.

Section 15. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 16. ATTENDANCE. A director who has been absent without excuse from three (3) consecutive Board meetings within the twelve (12) month period between annual meetings shall be presumed to have resigned from the Board. Such resignation shall become effective the day following the third not excused absence. A director may be reinstated by a majority vote of the remaining directors if the director files an appeal in writing within thirty (30) days of his or her presumed resignation.

Section 17. STATUS AS BOARD MEMBER EMERITUS. The Board of Directors may designate former directors to Emeritus status for two year terms. These board members shall be advisory and shall not vote.

Section 18. REMOVAL OF DIRECTORS FOR CAUSE. Any director may be removed from office for cause by a vote of 2/3 of the total Board of Directors at any regular or special meeting. The director whose removal is being considered shall be given notice of the proposed removal at least twenty (20) days in advance of the date of the meeting at which such removal will be voted upon. The notice shall state the cause for the proposed removal and shall be sent to the director's last known address by U.S. Mail or email. ~~certified, return receipt requested.~~ Upon a vote to remove a director, the removal shall become effective immediately.

Commented [BM(4): Update to allow electronic correspondence as this is our primary method. Delete special mailing provisions.

ARTICLE III
Committees

Section 1. COMMITTEES. The directors may create standing or ad hoc committees or advisory committees to promote the purposes of the corporation. Members of these committees need not be members of the Board. Each authorized committee will be chaired by a member of the Board who is also a member of the committee. The duties and responsibilities of each standing committee, except for those committees established in these By-Laws, shall be set forth in writing and shall be reviewed annually by the Executive Committee.

Section 2. NOMINATING COMMITTEE. A standing committee shall be determined by the Board of Directors to recruit and nominate persons to serve as Directors and Officers of the Corporation. The Immediate Past President shall serve as chair of the Nominating Committee. If unable to serve, the executive committee may appoint an emeritus or current board member to chair the committee.

Commented [BM(5)]: Conforms to current practice when IPP not available.

Section 3. EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the officers of the Corporation and the Immediate Past President. In addition to such other duties as directed by the Board, the Executive Committee shall conduct regular reviews of the financial affairs of the Corporation, evaluate the performance of the Executive Director after that person's first six months of service and at least every two years thereafter, and review annually the duties and responsibilities of the standing committees.

ARTICLE IV Officers

Section 1. NUMBER. The officers of the corporation shall be a president, a vice president, a treasurer and a secretary, who shall be elected from the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held at a special meeting as soon thereafter as is convenient. Vacancies may be filled or new offices filled at any meeting of the Board of Directors.

Section 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interests of the corporation would be served. When an officer is unable to fulfill the prescribed duties of the office, the Board shall elect a candidate to complete the term.

Section 4. PRESIDENT. The president shall be the principal

executive officer of the corporation. Subject to the direction and control of the Board of Directors, the president shall: (i) be in charge of the business of the corporation; (ii) discharge the duties of office and such other duties as may be prescribed by the Board from time to time; (iii) carry into effect the resolutions and directions of the Board of Directors, excepting those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; (iv) preside at all meetings of the Board of Directors.

Section 5. VICE PRESIDENT. The vice president shall assist the president in the discharge of the president's duties, as the president may direct, and shall perform such other duties as from time to time may be assigned by the president or by the Board of Directors. In the absence of the president or in the event of the president's inability or refusal ~~to~~ act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president.

Section 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. The treasurer shall: (a) be responsible for the maintenance of adequate books of account for the corporation; (b) be responsible for the receipt and disbursement of funds of the corporation thereof; and (c) provide budget oversight and perform such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 7. SECRETARY. The secretary shall: (a) record the minutes of the Board of Directors' meetings ~~in one or more books provided for that purpose~~; (b) ~~include notices in regular minutes as directed by the executive committee~~ ~~see that all notices are fully given in accordance with the provisions of these by-laws or as required by law as determined by the Board of Directors~~; (c) ~~ensure that all corporate records are maintained by the executive director consistent with the DRC records retention policy~~ ~~be custodian of the corporate records, including electronic disk backup or cloud storage and of the seal of the corporation~~; (d) sign with the president or a vice president, or any other officer so authorized by the Board of Directors, ~~any~~ contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed; ~~—~~(e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 8. EXECUTIVE DIRECTOR. The executive director is a staff member and as such, is not a member of the Board. The executive director is hired by the Board. The executive director is responsible for general supervision, direction and control of the daily business and affairs of the corporation including the hiring of other staff, working with the president to establish Board meeting agendas and make

Commented [JP6]: This seems very broad and I suggest that the notices should be defined more or the board takes responsibility for determining the notices. .

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proposals, and assisting the president in representing the organization to the community. Board meetings may be attended by the executive director for the purpose of reporting and making proposals.

ARTICLE V

Contracts, Loans, Checks and Deposits

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, 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 may be confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be required by resolution of the Board of Directors.

Section 4. DEPOSITS. All funds of the corporation not otherwise employed 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 Directors may select.

ARTICLE VI

Indemnification

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, volunteer or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Commented [BM(9)]: Have we authorized Jody to serve as this agent-defacto yes

Section 2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation. Except, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this article, or in defense of any claims, issue or matter therein, he or she shall be indemnified against costs and litigation expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 4. Any indemnification under Sections 1 and 2 of the Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such determination may be revisited based on new or additional information later obtained by the corporation.

Section 5. Cost and litigation eExpenses (including reasonable attorney's fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, provided that the Board of Directors shall have the right to defend through counsel of its own choosing any action or suit. -

Commented [BM(10): Do we want this? If the person is indemnified and our carrier defends the person, do we want to add liability should the person hire its own atty too?

Commented [BM(11): I suppose we could always vote no, but I question whether we should set up an expectation? Do you think this was meant to cover expenses such as gas for attending a deposition which would not be paid by the insurance company?

Section 6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, contract, vote of disinterested directors or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Liability of members of the Board of Directors and officers is further limited by RCW 7.75.

Section 7. The corporation shall have power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the corporation, and on behalf of any person serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under the provisions of this Article VI.

ARTICLE VII
Fiscal Year

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

ARTICLE VIII
Waiver of Notice

Whenever any notice is required to be given under the provisions of these by-laws, under the provisions of the articles of incorporation or under the provision of the Washington Nonprofit Corporation Act, Chapter 24.03, RCW, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
Amendments

The power to make, alter, amend, or repeal the by-laws of the corporation shall be vested in the Directors. Written notice and the text of any proposed amendment to the by-laws shall be provided to the Directors ten (10) days prior to any regular Board meeting. The by-laws may be amended by a simple majority vote of the directors present

Commented [JMSW12]: Should we define "simple majority"? Does it contemplate a quorum? Do we want a quorum?

at the meeting.

We should add all the amendments since 2011 here OR incorporate into the above provisions. Mary will ask Jody about them.

CERTIFICATION

We, the president and secretary, respectively, of the DISPUTE RESOLUTION CENTER OF THURSTON COUNTY, do hereby certify that the foregoing are the amended by-laws of the DISPUTE RESOLUTION CENTER OF THURSTON COUNTY.

DATED: May 16, 2019~~June 13, 2011~~

President: _____

Secretary: _____