

## **Olympic Climate Action Bylaws**

Revised by Olympic Climate Action Members at their meeting on 10 October 2024

Revised by Olympic Climate Action members at their meeting on 23 October 2023

Adopted by Olympic Climate Action members at their meeting on 13 October 2022

### **ARTICLE I - NAME**

The name of this nonprofit corporation (herein “the corporation” or “OCA”) shall be **Olympic Climate Action**.

### **ARTICLE II - PURPOSES AND MEANS**

#### **Section 1. General Purpose**

The purposes of OCA are exclusively those of a scientific, educational and political organization under section 501(c)(4) of the Internal Revenue Code.

Our mission: We seek a safe, prosperous, sustainable future for residents of the Olympic Peninsula by addressing the threat of climate change.

#### **Section 2. Specific Purposes and Means**

Within the limits of Article II, section 1 above, the specific purposes of OCA shall include these objectives:

- A. Gather and share the best available science and traditional knowledge on probable local impacts of climate change and the best means to reduce (mitigate) and adapt to these impacts.
- B. Stimulate dialogue in the community about these issues.
- C. Advocate for mitigation and adaptation measures at every level.
- D. Serve as a hub for involvement by other local groups.

#### **Section 3. Commitment to non-violence**

We use non-violent means to achieve change. We are committed to nonviolence, inspired by the spirit of Gandhi, Martin Luther King Jr., and other peaceful activists before us. We believe that this approach, eschewing violence and property damage, offers the best means of creating lasting progress toward a just and healthy world.

### **ARTICLE III - MEMBERS**

#### **Section 1. Membership Eligibility**

Any person interested in the purposes and mission of the group is eligible for membership. Membership is established by assenting to be on OCA's regular email distribution list.

#### **Section 2. Member Rights**

Members have the right to nominate and vote for directors and officers, and to vote on amendments to bylaws or changes to the fundamental purposes in the articles of incorporation; voting procedures are described below.

## ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS

### Section 1. General Powers

The board of directors (herein “board” or “directors” individually) and officers shall direct and execute the business and affairs of OCA, including but not exclusively:

- Scheduling board and membership meetings
- Making financial transactions
- Adopting policies, positions, communications, and activities
- Filling board/officer vacancies between annual meetings
- Adopting amendments to the articles which do not alter OCA's fundamental purposes
- Executing “fundamental transactions” (see RCW 24.03A.010), including merger or dissolution.

### Section 2. Number, Tenure and Qualifications

The board shall consist of three to seven directors, all of whom must be members, and one or two of whom shall serve as President or Co-Presidents. Another director may serve as Vice-President. Additional officers shall be the Secretary and Treasurer, who do not need to be directors, and who may be appointed by the board if not elected. Per RCW 24.03A.505(3), the number of directors under 18 years of age may not exceed one-third of the total number of directors then in office.

Directors and officers shall serve for two years, in staggered terms, as possible, with terms starting immediately after the annual meeting. Prior directors and officers will help with the transition as needed. All directors and officers shall be familiar with their roles and responsibilities under these bylaws,

### Section 3. Duties of Officers and Directors, and Other Positions

- **President or Co-Presidents:** The President or Co-Presidents (hereafter “they” in this section) shall plan the agenda of each meeting and send a notice to the board and/or members prior to the meeting, with the agenda (soliciting additional agenda items) and meeting date/time/venue. They see to it that OCA's bylaws and decisions are carried out, and that members and committees acting on behalf of OCA operate within their charges and remain in communication with OCA's leadership. They will be the primary nexus of communication both within and outside OCA and will assure the maintenance of its email and online file accounts, membership lists, record-keeping, and reporting. They will be a signatory on bank accounts.
- **Vice-President:** The Vice-President, if one is chosen, shall help the President(s) fulfill their duties and fill the role of President when the President is not available.
- **Treasurer:** The Treasurer shall track finances, be the primary depositor and disburser of funds, file required government reports, be the primary signatory on any financial accounts, and report on OCA finances at each meeting.
- **Secretary:** The Secretary shall record what topics are covered and what decisions are made at each business meeting, subject to revision and approval by the membership.
- **Directors:** Directors are expected to attend most regular meetings in order to understand the issues at hand and the “sense of the house,” as well as to review materials pertinent to any decision at hand.
- **Other positions as assigned:** The President may assign other roles on an ad hoc basis, such as:
  - **Facilitator:** Chairs a meeting, keeping track of time, assuring everyone gets a chance to state their concerns, and guiding the decision-making process.
  - **Spokesperson:** Speaks for OCA on a specified topic and/or at a certain venue.

- **Advisory committee chair:** Leads a member committee created by the board or an officer to advise upon and/or execute decisions made by the board/officer, and reports to the board/officer. Committee members need not be directors or meet the qualification requirements for directors.
- **Multiple roles:** The same individual may simultaneously hold more than one office, except that per RCW [24.03A.585](#), the president may not also serve as secretary.
- **Directors and officers under 18 years of age:** Per RCW [24.03A.635](#), no director or officer who is under 18 years of age shall have authority to execute any document on behalf of OCA , or otherwise to bind OCA with respect to any other party, without the written concurrence of one or more other directors or officers who are at least 18 years of age and would, between them, have independent authority to execute the same document or to bind OCA in the same way.

#### Section 4. Standards of Conduct

- **Duty of Care:** Directors and officers shall perform their duties in good faith, in a manner they believe to be in the best interests of OCA , and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- **Duty of Loyalty:** The membership shall adopt, and may amend, by resolution, a [Conflict of Interest Policy](#) ("Conflicts Policy"). No contract or transaction between OCA and one or more interested persons, as such term is defined in the Conflicts Policy, shall be void or voidable solely because such contract or transaction is between OCA and one or more interested persons, so long as such contract or transaction has been disclosed, discussed and voted upon in accordance with the procedures set forth in the Conflicts Policy.
- **Duty of Obedience:** Directors must act lawfully and in the scope of OCA's governing documents when conducting business on behalf of OCA.

#### Section 5. Board Meetings and Decision-Making

- (1) The board shall meet at mutually agreed-upon times and venues, with at least 48 hours' notice except in emergency circumstances. The president, the secretary, or 20% of the directors then in office may call and give, or cause to be given, notice of a meeting of the board.
- (2) Meeting participation may be in-person and/or using remote communication, provided that all directors may simultaneously participate with each other.
- (3) A quorum shall consist of three directors, two of whom must be at least 18 years of age [per RCW [24.03A.565](#)(3)], and a 60% supermajority of those present and voting, with a minimum of three votes cast, constitutes approval. Valid votes will be yea or nay; abstention does not constitute a vote.
- (4) Per RCW [24.03A.570](#), action by the board may be taken without a meeting if each director entitled to vote with respect to the subject matter thereof (following the Conflicts Policy) unanimously executes a consent in the form of a record describing the action to be taken and delivers it to OCA, within 60 days of the solicitation or by the deadline provided.

#### Section 6. Leave of Absence of Directors and Officers

Any director or officer may be granted a leave of absence for a defined time period of up to twelve months upon request to the board. Those who hold both director and officer roles may request leave for one or multiple roles; those with officer roles are asked to help find temporary replacements if possible. Members on leave temporarily relinquish their roles' duties and rights.

## **Section 7. Replacing Directors and Officers due to Vacancies**

Vacancies and open positions among the board or officers may be filled by the board, even if the directors remaining in office constitute less than a quorum.

## **Section 8. Removing an Elected Director or Officer**

A special membership meeting is required to remove a director or officer who has been elected by the membership; see below. Directors or officers who have been placed into their positions by the board may be removed by the board.

# **ARTICLE V - MEMBERSHIP MEETING GENERAL PROCEDURES**

## **Section 1. Meeting venues**

Membership meetings will be held at an appropriate location on the Olympic Peninsula and/or through one or more means of remote communication through which all members may participate together, make comments, pose questions, and vote on matters submitted to the members.

## **Section 2. Notice and Voting Eligibility**

Notice of date, time, and venue(s) for membership meetings will be sent in the form of a record at least 10 days prior to the meeting. The record date for determining members entitled to notice of and to vote at a membership meeting is the day before the first notice is given to members. Members may not vote by proxy.

## **Section 3. General Meeting Procedures**

The President(s) or their designee shall chair the meeting (but see the section herein concerning election inspectors), determine the order of business, and establish rules for the order and conduct of the meeting. A quorum shall consist of 10 members eligible to vote. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting. For decisions other than elections, a 60% supermajority of votes is required to pass a proposal, with abstentions not counting as votes.

## **Section 4. Lack of Quorum**

If a membership meeting cannot be organized because a quorum of members entitled to vote is not present, then those members present may adjourn the meeting to such a time and place as they may determine. When a meeting that has been adjourned for lack of a quorum is reconvened, those members present, although less than a quorum, nonetheless constitute a quorum, provided that notice of the time and place of the reconvened meeting has been provided by electronic transmission or in person to the members entitled to vote at least twenty-four hours before the reconvened meeting.

# **ARTICLE VI - ANNUAL MEETING**

## **Section 1. Purposes**

The annual meeting will consist of the election of board members and officers plus other business as the board or members may determine.

## **Section 2. Timing**

The annual meeting shall be held in the last quarter of each year, except in extenuating circumstances described to the membership by the board. It may be paired with a board meeting or a program of general interest to take place before and/or afterward.

## **Section 3. Nomination Process**

Those interested in being directors and/or officers shall be asked to make their intentions known to the President/Co-Presidents by ten days prior to the annual meeting, with a solicitation sent out at least seventeen days prior to the annual meeting. If fewer nominations are received than positions open, nominations may be held open until the time of the meeting. Nominees do not have to be present but must agree to their nomination. Each nominee will be allowed to make a brief statement or have one read.

## **Section 4. Election Process**

Per RCW 24.03A.460, the President(s) or board may appoint one or more inspectors to supervise the election and make a report in the form of a record of the inspectors' determinations. An inspector may be any member or non-member, except candidates for office. Each inspector shall execute the duties of inspector impartially and according to the best of the inspector's ability. The inspectors must:

- (a) Ascertain the number of members present who qualify to vote;
- (b) Organize voting procedures;
- (b) Determine the validity of ballots;
- (d) Count all votes; and
- (e) Determine the result.

Each member will cast one vote for each position available; in the case of non-officer directors, as many votes may be cast as non-director positions are available or nominated, whichever is fewer, and members may not give more than one vote to any candidate. Directors and officers are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present. In the case of uncontested positions, members can elect candidates by consensus without voting.

## **ARTICLE VII - SPECIAL MEMBERSHIP MEETINGS**

OCA shall hold a special meeting of members:

- (a) At the call of its board of directors or president(s), or
  - (b) Upon the execution and delivery to OCA of one or more demands for a special meeting, in the form of a record, describing the purpose for which the meeting is to be held, by at least ten members
  - (c) If the item cannot, for reasons of timeliness, be appropriately dealt with by a special agenda item at the annual meeting.
- (2) A demand for a special meeting may be revoked by notice to that effect received by OCA from the members calling the meeting.
- (3) Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the members.
- (4) Date, time and venues for special meetings shall be set by the President(s) or board of directors, in similar fashion to that described for annual meetings and in consultation with the members calling for the meeting, with meeting notice to be sent within 30 days of delivery of the members' demand for a meeting and at least 10 days prior to the meeting. Meeting notice shall include the purpose for which the meeting is called.

## **ARTICLE VIII - ACTION WITHOUT MEETING BY BALLOT**

Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if OCA delivers a ballot to every member entitled to vote on the matter. A ballot must:

- (a) Be in the form of a record;
- (b) Set forth each proposed action;
- (c) Provide an opportunity to vote, or withhold a vote, separately for each candidate for a director position; and
- (d) Provide an opportunity to vote for or against each other proposed action.

Approval by ballot pursuant to this section of action other than election of directors is valid only when the number of ballots returned equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All requests for votes by ballot must:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of directors; and
- (c) Specify the time by which a ballot must be received by OCA to be counted, which shall not be less than ten days after the ballot is delivered to the member.

## **ARTICLE IX - RECORDS**

### **Section 1. Routine record-keeping**

Per RCW 24.03A.210:

- (1) OCA shall keep permanently a copy of the following records:
  - (a) Minutes of all meetings of its members and of its board of directors;
  - (b) A record of all actions taken by the members and board of directors by unanimous written consent; and
  - (c) A record of all actions taken on behalf of OCA by a committee of the board.
- (2) OCA shall keep a current copy of the following records:
  - (a) Its articles of incorporation or restated articles of incorporation and all amendments to them currently in effect;
  - (b) Its bylaws or restated bylaws and all amendments to them currently in effect;
  - (c) All communications in the form of a record to members generally within the past six years, including the financial statements furnished for the past six years under RCW 24.03A.225;
  - (d) A list of the names and business addresses of its current directors and officers; and
  - (e) Its most recent annual report delivered to the secretary of state under RCW 24.03A.070.
- (3) OCA shall maintain appropriate accounting records.
- (4) OCA or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and email addresses of all members. (Generally this will consist of the member email address list.)
- (5) OCA shall maintain its records in written form or in any other form of a record (e.g. electronic).
- (6) All records may be maintained at any location within or without this state.

### **Section 2. Inspection of records**

OCA shall follow RCW 24.03A.215, 24.03A.220, 24.03A.225, 24.03A.230, 24.03A.235, and 24.03A.240.

### **Section 3. Member record inspection**

OCA may state in a notice of a members' meeting that OCA has elected to proceed under this subsection RCW 24.03A.405(6), whereby a member of OCA who wishes to inspect member records shall state in the member's demand for inspection a proper purpose for inspection. Within ten business days after receiving a demand under this subsection, OCA shall deliver to the member making the demand an offer of a reasonable alternative method of achieving the purpose identified in the demand without providing access to or a copy of the list of members. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in the demand relieves OCA from making the list of members available, unless within a reasonable time after acceptance of the offer, OCA fails to do the things it offered to do. Any rejection of OCA's offer must be in the form of a record and indicate the reasons the alternative proposed by OCA does not meet the proper purpose of the demand.

### **ARTICLE X - AUTHORIZATION TO DISBURSE FUNDS**

The authorization to disburse funds will be shared by the Treasurer and the President or Co-Presidents. Any expenses over \$100 shall be approved by the board of directors.

### **ARTICLE XI - AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION**

Any changes to these bylaws or to the fundamental purposes in the articles of incorporation must first be proposed and approved by the board or by 10% of the members, must conform to applicable laws, and must be approved by the general membership voting procedures described in these bylaws, with these additional provisions:

- The board or membership may propose revisions to the amendments at the meeting, if the board determines that the subject matter of the revisions remains within the scope of the originally-proposed amendments.
- If at the meeting the membership passes a revision to the originally-proposed amendments of which the board does not approve, the board may propose further revised amendments until an amendment has been approved by both the board and members.

### **ARTICLE XII – INSURANCE AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Per RCW 24.03A.630, OCA may maintain insurance, at its expense, to protect itself and any board member, officer, employee, volunteer, or agent of OCA or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss; and OCA has the power to indemnify such person against such expense, except in such cases wherein the person in question is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of OCA. The forgoing right of indemnification shall be in addition to and not exclusive of all other rights to which officers and board members of OCA may be entitled.

### **ARTICLE XIII– EMERGENCY POWERS**

Per RCW 24.03A.145:

(1) For purposes of this section, an emergency exists if a quorum of the directors cannot readily be assembled because of some catastrophic event. A catastrophic event is a sudden, natural or man-made

situation where rapid change or destruction has occurred that has limited normal functions in daily living including communications and travel.

(2) In anticipation of and for the duration of an emergency, the board may:

- (a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
- (b) Take those actions necessary to preserve OCA and ensure that it acts in accordance with its purposes.

(3) During an emergency, unless the articles or bylaws provide otherwise:

- (a) Notice of a meeting of the board need be given only to those directors it is practicable to reach and may be given in any practicable manner;
- (b) The quorum required under RCW **24.03A.565** or the articles or bylaws need not be established at such a meeting; and
- (c) One or more officers of OCA present at a meeting of the board may be deemed to be directors for purposes of the meeting.

(4) In anticipation of and for the duration of an emergency, any meeting of the membership or of the board of directors may be conducted through one or more means of remote communication through which members or directors not physically present may simultaneously participate with each other during the meeting, notwithstanding any provision of the articles or bylaws that provides otherwise. A member or director participating in a meeting through such means in anticipation of and for the duration of an emergency is considered present in person at the meeting.

(5) Action taken by OCA in good faith during an emergency to further its purposes and ordinary affairs:

- (a) Binds OCA; and
- (b) May not be used to impose liability on a director, officer, employee, or agent.

#### **ARTICLE XIV – DISSOLUTION OF ORGANIZATION**

The board has the authority, under its normal voting procedures, to dissolve OCA by filing with the secretary of state articles of dissolution, accompanied by a revenue clearance certificate issued pursuant to RCW **82.32.260**. OCA shall deliver notice of the proposed dissolution to all members at least ten days before the meeting at which the board is to vote on the dissolution. If OCA dissolves while still possessing any net assets after all known liabilities and obligations are paid and all property requiring reconveyance is reconveyed, those assets shall be donated to a nonprofit organization with similar concerns, interests, and geographic scope, as selected by the board and in accordance with applicable laws.

#### **ARTICLE XV– FISCAL YEAR**

OCA's fiscal year shall run from July 1 through June 30 of the following year.