

BYLAWS OF REFUEL WASHOUGAL

ARTICLE I. NAME OF ORGANIZATION

Friends of Refuel Washougal; henceforth referred to as Refuel Washougal.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

Refuel Washougal is organized exclusively for charitable purposes.

Section 2. Specific Purpose

To build sustainable funding, provide support, and organization to activities related to Refuel Washougal by building partnerships with individuals, groups, and the greater community.

The specific objectives and purpose of this organization shall be:

- 1) Contact citizens and organizations in the community to contribute funds and resources to support the Refuel Friday meal program.
- 2) Work together to improve the effectiveness of the fund raising efforts, by expanding and coordinating fundraising efforts throughout our community.
- 3) Conduct targeted fund raising efforts to help feed low-income community members, families in need, the homeless, and needy seniors.

ARTICLE III: BOARD OF DIRECTORS

Section 1.1 Eligibility

Persons that live or work within the Washougal community are eligible to serve on the Refuel Washougal Board.

Section 1.2 Voting

Each board member shall be eligible to vote in decisions, with the exception of the association's treasurer and liaison to the City of Washougal.

Section 1.3 Resignation and Termination

Any board member may resign by filing a written resignation with the secretary. A board member can have their board membership terminated by a majority vote of the membership.

Section 1.4 General Powers

The affairs of Refuel Washougal shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of Refuel Washougal.

Section 1.5 Number, Tenure, Requirements, and Qualifications

The number of board members shall be fixed at eight (8) members, six (6) of which shall be voting members and inclusive of the following officers: the Chair, the Co-chair, the Secretary, the Treasurer (non-voting member), and the City of Washougal liaison (non-voting member).

The board aims to be comprised of:

- City of Washougal Mayor or designee
- Washougal School District Superintendent or designee
- Washougal Business Owner
- Two - Washougal Faith Community Leaders or designee
- Community/Social Service Organization that serves Washougal
- Washougal Community Volunteer

The two non-voting members are appointed positions and are not subject to term limits.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the active members present and voting. (An active member is defined as a volunteer that has actively participated in the ReFuel Program for at least one year and who has attended a minimum of three board meetings within the past twelve months) No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be an active member of Refuel Washougal and shall hold office for up to a three-year term.

No two members of an immediate family or organization can serve on the board at the same time.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least one-half (1/2) of the regularly scheduled meetings per year.

Section 1.6 Regular Meetings

Notice of meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date. The Refuel Washougal Board will usually hold monthly meetings. No meeting will be held in December.

Section 1.7 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two members of the Board of Directors.

Section 1.8. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone or electronic notice.

Section 1.9. Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. Four (4) of six (6) voting members shall be required for a quorum to exist.

Section 1.10. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 1.11. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors. Board members' service is voluntary.

Section 1.12. Informal Action by Directors

Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing (including email), setting forth the action so taken, shall be approved by two-thirds (2/3) of all of the voting Directors following notice of the intended action to all members of the Board of Directors.

Section 1.13. Confidentiality

Directors shall use discretion and good business judgment in discussing the affairs of Refuel Washougal with third parties.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 1.14. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chair by referencing Robert's Rules of Order.

Section 1.15. Removal.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of five (5) of the six (6) voting members of the Board of Directors if in their judgment the best interest of Refuel would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE IV: OFFICERS

The officers of this Board shall be the Chair, Co-Chair, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 2.1. Chair

The Chair shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings.
- b. He/She shall have general and active management of the business of the Board.
- c. He/She shall see that all orders and resolutions are brought to the Board.
- d. He/She shall have general superintendence and direction of all other officers of this Board and see that their duties are properly performed.

Section 2.2. Co-Chair

The Co-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. The Co-Chair duties are:

- a. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

Section 2.3. Secretary

The Secretary shall attend all meetings of the Board and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Chair shall make the arrangements for all meetings of the Board.
- b. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board.

Section 2.4. Election of Officers

The three (3) officer positions will be selected from and by the six (6) sitting board members.

Section 3: Appointed Positions

There will be two (2) appointed positions and they will serve as ex-officio positions of the board.

Section 3.1. Treasurer

The Treasures duties shall be:

- a. He/She shall submit all expenditures of funds raised by the Board.
- b. He/She shall present a complete and accurate report of the finances raised by this Board and at any other time upon request to the Board.
- c. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall perform such other duties as may be prescribed by the Board under whose supervision he/she shall be.
- e. He/She shall be bonded at all times.

Section 3.2. City of Washougal Liaison

Section 3.3. Removal of Officer

Any officer of the Board of Directors may be removed with or without cause, at any time, by a vote of five (5) of the six (6) voting members of the Board of Directors if in their judgment the best interest of Refuel would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed may also be removed from the Board of Refuel Washougal.

ARTICLE V: COMMITTEES

Section 4.1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs.

ARTICLE VI: IDEMNIFICATION

Section 5.1. General

To the full extent authorized under the law, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such

member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 5.2. Expenses

Expenses (including reasonable attorneys' 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 5.3. Insurance

Refuel Washougal will purchase and maintain insurance on behalf of any person who is or was a board member, officer, employee, or agent against any liability asserted against such person and 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 the power or obligation to indemnify such person against such liability under this Article.

ARTICLE VII: BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE VII: AMENDMENTS

Section 7.1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment shall require the affirmative vote of an absolute majority (defined as all voting members – 1) of directors then in office.

Section 7.2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the seven preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 20th day of April, 2017.

Chair: Refuel Washougal

ATTEST: Secretary – Friends of Refuel Friday