

Emergency Assistance for Seattle Employees-- BYLAWS (Nov 2006)

ARTICLE I: NAME

The name of this organization shall be Emergency Assistance for Seattle Employees (EASE).

ARTICLE II: MEMBERS

The corporation shall have no members.

ARTICLE III: PURPOSES

Section 1: Section 501(c)(3) Purposes. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The Corporation may receive property by gift, contribution or otherwise, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, religious, scientific, literary or educational purposes, and engage in any lawful activity that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.

Section 2: Specific Objectives & Purposes. The specific objectives and purposes of this corporation shall be:

- (a) To provide support and resources to City of Seattle employees or their immediate family who are in need.
- (b) To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Powers and Number. The Board of Director shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Articles of Incorporation. The number of Directors constituting the entire Board shall consist of no less than seven (7) Directors. The majority of the Board shall be current City of Seattle employees.

Section 2: Election and Term of Office. The Directors shall hold office for two-year terms or until a successor has been elected. Directors will be elected to serve staggered terms. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by a current Director and elected by a majority of the Board. Any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors.

Section 3: Removal & Resignation. Any Director may be removed, with or without cause, at any time by a vote of a majority of the Board. A Director's resignation shall be effective upon giving written notice to the President or orally at a Board meeting.

Section 4: Vacancies and Newly Created Directorships. Any newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, regardless of their number.

Section 5: Meetings. The Board shall meet at least 4 times year or as established by the Board. The date, time, place, and purpose of the meetings shall be established by the President and adequate notice shall be given to the Directors (at least 7 days prior to the Board meeting). Notice may be by email, fax, telephone, mail, or other reasonable transmission of information. The annual meeting of the Board of Director shall be held at a time and place fixed by the Board.

Section 6: Special Meetings. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President of the Board at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7: Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with an agenda stating matters upon which action is proposed to be taken, and, to the extent possible, copies of all documents on which the action is proposed to be taken, shall be sent to each Director, (electronic or otherwise) at least seven days before the day on which the meeting is to be held.

Notice of special meetings to discuss matters requiring prompt action may be sent to the Board by email, fax, telephone, mail, or other reasonable transmission of information, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours.

Section 8: Quorum and Voting. Unless the greater proportion is required by law, one-half of the Board shall constitute a quorum for the transaction of business. Except as otherwise provided by the statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 9: Action by the Board. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if the majority of the Board or the committee consent in writing to authorize the action. The written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V: OFFICERS, EMPLOYEES AND AGENTS

Section 1: Officers. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other Officers, including one or more Vice President, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. The President shall be a member of the Board of Directors. The other officers may, but need not, be members of the Board of Directors. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2: Election and Term of Office. The Officers of the Corporation shall be elected for a two year term at the annual meeting of the Board of Directors immediately following the election of the Directors, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3: Other Agents and Employees. The Board of Directors may from time to time appoint such agents and employees as it shall deem necessary, each of whom shall hold office at the pleasure of the Board of Directors, and shall have such authority, perform such duties [and receive such reasonable compensation], if any, as a majority of the Board of Directors may from time to time determine. No such other Officer or agent

need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4: Removal. Any Officer, employee, or agent of the Corporation may be removed by a vote of the majority of the entire Board of Directors.

Section 5: Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6: President: Powers and Duties. The President shall preside at all meetings of the Board of Directors. The President shall have general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. This person shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties incident to the office of the President, and shall perform such other duties from time to time as may be assigned by the Board of Directors.

Section 7: Vice President: Powers and Duties. A Vice President shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President(s), in order designated by the Board of Directors, shall perform the duties of the President.

Section 8: Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. This person shall be responsible for the giving and serving of all notices of the Corporation, and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties from time to time as assigned by the Board of Directors.

Section 9: Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all monies, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. This person shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board of Directors, and shall, when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Board comprises the President, Vice President, Secretary, Treasurer, and chair of Fund Committee as voting members. All other appointed members of any standing committees shall serve on the Executive Board as non-voting members.

Section 2. Duties. The Executive Board shall have general supervision of the affairs of the Corporation and Board of Directors between meetings provided that none of its acts conflict with action taken by the Board of Directors. It may act upon routine questions in carrying out established policies, but shall not determine policy, authorize projects or donations, or adopt the budget. It may make recommendations to the Board of Directors, receive reports of committees, and perform other such duties as required by these Bylaws.

Section 3. Meetings. The Executive Board shall hold regular meetings or as determined by the President. Special meetings may be called by the President. A majority of the elected voting members shall constitute a

quorum for any regular or special meeting. A simple majority vote of those present and voting is required to conduct business unless otherwise specified in these Bylaws.

ARTICLE VII: COMMITTEES

Section 1: Committee of the Board. The Board may establish and appoint an executive and other standing committees. The President of the Board of Directors shall appoint the Chair of each committee. Special Committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or any committee;
2. the amendment or repeal of the by-laws or the adoption of new bylaws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the directors for serving on the Board or any committee;

Section 2: Fund Committee. The Board may establish and appoint a standing committee of at least three directors known as the Fund Committee and shall have the authority to review and make decisions on grant/funding applications for City employees. The Fund Committee may evaluate employee requests and make decisions regarding disbursement of funds for emergency financial assistance. The Committee may take other actions as it deems necessary in response to unusual circumstances.

ARTICLE VIII: Contracts, Checks, Bank Accounts and Investments

Section 1: Checks, Notes, and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents.

Section 2: Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other securities, as the Board of Directors may deem desirable.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31 of each year.

ARTICLE X--LIMITATIONS

Section 1. Activities Consistent with Limitations of Section 501(c)(3).

Notwithstanding any other provisions of these bylaws and the Articles of Incorporation, the Corporation shall not carry on any activities which are prohibited for (a) a corporation exempt from federal income taxes under Section 501(c)(3) of the Code or a successor provision thereof or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or a successor provision thereof.

Section 2. Political Activity. No substantial part of the activities of the Corporation shall be activities that, within the meaning of the Code, would constitute lobbying, the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or an successor provision. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

ARTICLE XI: INDEMINIFICATION

The Corporation may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by applicable law and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or her, his or her testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XII: RULES OF ORDER

The rules found in the Robert's Rules of Order (revised) shall govern the procedure of this Corporation in all cases where they are applicable

ARTICLE XIII: DISTRIBUTION OF ASSETS

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as determined by the Board , or to similar nonprofit organization for which this Corporation is organized.

ARTICLE XIV: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

ARTICLE XV: AMENDMENTS OF BYLAWS

These by-laws may be amended or repealed by the affirmative vote of the majority of the entire Board at any meeting of the Board of Directors.

Adopted by the EASE Board of Directors on November 6, 2006.

Signed by:

