

RESPONDERS FIRST NORTHWEST

BY-LAWS

Article I Establishment

Section 1 - Name

The Corporate name of this group is:

“Responders First Northwest”

herein after referred to as the “Organization.” This organization is governed by all applicable laws and ordinances of the State of Washington and the United States of America.

Article I Purpose of the Organization

A) Responders First Northwest is a non-profit corporation and shall be operated exclusively as a referral, education, and outreach program for Washington State active or retired first responders, public safety employees, EMS, corrections, and their families.

B) The types of referral and education that are the focus of the program include medical, mental health, alcohol, drug, domestic abuse, family, financial, gambling, and other similar problems.

Article II Compensation of Directors

Directors of Responders First Northwest are volunteers and are not paid or otherwise compensated for time spent executing the duties of their position.

Article III Composition and Election of the Board of Directors

A) The Board of Directors, herein the “Board” shall be comprised of three (3) special positions and four (4) regular positions, including those board positions that serve as elected Officers.

B) Election of Directors. Directors shall be selected by standing members of the Board through a majority vote of a quorum present at the time of nomination, consideration and selection. Any standing director may nominate a new director to fill a vacancy or projected vacancy on the Board. While any citizen in good standing with the community may serve as a regular member of the Board, certain positions will require specialization as indicated in subsection (D) below. All elected board members shall serve two (2) year terms of office which shall open on even years with the even-numbered Board of Director positions and odd-numbered Board of Director positions on odd-numbered years as follows:

Position 1	President and CEO
Position 2	Vice President
Position 3	Secretary/Treasurer
Position 4	SP – FF/EMS
Position 5	SP – LE
Position 6	SP – Mental Health
Position 7	At large

C) Election of Officers. The Board of Directors shall elect Officers through a simple majority vote of the full Board. Officers shall serve for a term of two (2) years. Any regular member of the Board in good standing may be nominated and elected as an officer. The officers of organization shall be a President and Chief Executive Officer (CEO), a Vice-President, a Secretary/Treasurer, and a member-at-large.

D) Composition of the Board – Special Positions. Three of the seven positions on the board are considered special positions, where the board member has one of the special qualifications listed in subparagraphs (1) - (4). Members of the board in a special position listed below may not serve concurrently as an officer of the organization.

(1). A member of the emergency medical services who is currently licensed by the State of Washington as an EMT-B, or EMT-P. Also, a member of the first responder community who is currently serving as an active full-time firefighter.

(2). A member of the first responder community who is currently serving as an active full-time or reserve law enforcement officer.

(3). A mental health professional who is currently registered with the State of Washington.

Article IV
Continuity of Officers and the Board

A) In the event of vacancy in the position of President due to impeachment, resignation, death, or mental/physical incapacity, the Vice-President shall assume the office of President and shall serve the remainder of the unexpired term. In the event the Vice President is incapacitated or otherwise unable to perform duties as President, the Secretary shall assume duties as President for the remainder of the President’s term.

B) In the event of a vacancy in a position other than President, the President or any member of the Board in good standing shall appoint a replacement, who may fill the vacancy immediately, but is subject to approval of the majority of the Board of Directors

at the next full meeting of the Board. The replacement will serve the remainder of the term for that position.

C) Involuntary Removal Due to Absence. Any board member who fails to participate in three or more consecutive board meetings without prior notice and reasonable cause for each absence shall be involuntarily removed from the Board position. At the next scheduled board meeting, the resigned officer may appeal in person to the board to be reinstated.

D) Involuntary Removal Due to Malfeasance. Any executive officer or board member deemed to be acting against the interests of the organization or willfully engaging in misconduct relating to his or her duties as an Officer or Board member may be expelled from the Board by a majority vote of a quorum present. Evidence of malfeasance can be provided by any member of the Board to the Board. Wherever possible, the accused shall have the opportunity to provide statements or evidence in their defense prior to a vote by the Board. Should the Board vote to expel a Board member, the expelled member may appeal the decision at the next scheduled Board meeting.

E) Vacancies under this section or by resignation shall be filled as described above in Article IV, Continuity of Officers and the Board.

Article V Duties and Authorities of Officers

Section 1 - Duties of the President

A) The President shall be the Chief Executive and Administrative Officer of the organization. The President shall conduct the affairs of the organization in accordance with its By-Laws and the policy decisions of the Board. The President shall report the actions at regular or special meetings to the Board.

B) The President shall have the signature authority to encumber or bind the organization into financial arrangements, to make legal and regular business agreements such as contracts and purchases. The President may delegate this authority to the Treasurer in accordance with Article VII - Finances.

C) The President shall provide direct supervision over any contingent staff hired for the purpose of administering offices, accounting and bookkeeping or meeting organization services.

D) The President shall have the authority, after necessary due diligence, to add a provider, recovery facility, or treatment organization to a referral list as is necessary to support the organization's purpose.

E) The President is responsible for the financial standing of the company and shall have

the authority to seek funding, donations or other means of sustaining the organization.

F) The President shall oversee the preparation and presentation of public information, training, counseling and outreach efforts and ensure adequate quality and consistency necessary to sustain the organization's purpose.

G) The President shall provide an annual plan and budget for the organization for the Board and present it at the annual meeting of the Full Board.

Section 2 - Duties of the Vice-President

The Vice-President shall assist the President with duties as assigned and, in the absence of the President, perform all duties otherwise assigned to the President.

Section 3 - Duties of the Secretary

A) The Secretary shall be responsible for all records of the organization for all proceedings, meetings or actions of the Board.

B) The Secretary will also be responsible to send out all correspondence to agencies as is necessary to support outreach and training efforts.

C) At the direction of the President, or as is consistent with these By-Laws, the Secretary shall organize and convene Board meetings. The Secretary shall provide minutes of the prior meeting and an agenda prior to a planned meeting.

D) The Secretary is responsible for the maintenance of these By-Laws.

Section 4 – Duties of the Treasurer

A) The Treasurer shall oversee all financial activity of the organization under policies established in these By-Laws and by the Board of Directors. The Treasurer may disburse funds consistent with budgets approved by the President and Board of Directors.

B) The Treasurer shall submit a detailed financial report at each quarterly Officer's meeting.

C) The Treasurer shall prepare annual budgets consistent with Article VII – Finances, and present such budgets to the Board with projections for revenue and expenditures. The Treasurer will also provide reports of expenditures for Board review at the annual meeting of the Full Board.

Section 5 - Duties of the Board of Directors

The Board of Directors shall be the governing body of the organization. Each member of the Board is responsible for establishing and maintaining policies to guide the strategic priorities of the organization, to ensure the ethical administration of activities, and to ensure the growth and fiscal solvency of the organization.

Article VI Meetings

Section 1 - Rules of Order

All meetings shall be conducted in an orderly and business-like manner under the direction of the President or meeting chair. Robert's Rules of Order, revised, shall be the guide in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and By-Laws of Responders First Northwest. No non-Board member may attend or participate in any special meeting unless approved by a majority of the members present.

Section 2 - Board Meetings

A) General. Board members are entitled to adequate notice of 2 weeks prior to any meeting. Special meetings may be convened with 72 hours notice. Members may participate and vote in person or via a teleconferencing method. Members may also give their proxy vote to another member of the Board in good standing.

B) Quarterly Officer Meetings. The Officers of the Board of Directors shall meet at least once a quarter at a time mutually agreeable for a simple majority of the members. For all meetings of the Board, three (3) Officers present shall constitute a quorum necessary to conduct business. When action is required between quarterly meetings, a vote may be taken electronically with the results of the vote reported in the minutes prepared by the Secretary at the next scheduled Meeting.

C) Annual Meeting of the Board of Directors (Full Board). The Full Board shall meet at least once annually to review reports, plans and finances presented for approval by the Full Board. The Board shall provide direction and input to plans as is required to enhance the performance of the organization. The Board shall have the authority to approve all plans and projected financial budgets provided by the Officers.

D) Special meetings. The President or a simple majority of the Board of Directors may convene a special meeting. Special meetings shall be limited to the topic or topics the meeting was convened to address. A minimum of seventy-two (72) hours' notice must be given to all Board members prior to the meeting.

E) In a situation with exigent circumstances, the President may act on behalf of the Board as necessary, prior to calling a special meeting. However, the President must notify the Board as soon as practical after taking action. For the purposes of this section, exigent circumstances are defined as a sudden, unexpected and serious occurrences demanding immediate action.

Article VII Finances

Section 1 – Fiscal Year

The fiscal year for Responders First Northwest shall commence each year on January 1, and end on December 31 of the same year.

Section 2- Budget and Authorization

The Treasurer, in conjunction with the President and Vice President shall prepare an annual budget for the Board of Directors detailing the planned finances of Responders First Northwest for the upcoming fiscal year. The Board shall review, revise and/or approve the budget. All funding authorized within the budget shall only be expended on legitimate purposes of Responders First Northwest.

Section 3 - Expenditures

A) All funds dedicated toward daily operating expenses shall be prepared for dispersal under the direction of the Treasurer. All monies in dedicated categories shall be expended only on items falling within those categories. Any funds expended shall require approval by the President and be available for review by the Board of Directors.

B) The Treasurer shall make payments only for bills consistent with budgeted amounts and purposes approved by the Board. All checks shall bear the signature of the Treasurer and one additional Board member.

C) The President is required to check all bank statements on a monthly basis.

Section 3 - Emergency Expenses

The Treasurer and any two (2) of the Executive Board members may determine that an emergency expense is necessary and may authorize expenditures, which shall be reviewed later by the Board of Directors for final approval. For the purposes of this section, an emergency is defined as a sudden, unexpected and serious occurrence demanding immediate action.

Section 4 - Discretionary Expenses.

Those excess funds not allocated for expenditure in approved budgets may be held in prudent reserve or may be dispersed at the discretion of the Board of Directors by a majority vote in accordance with all Internal Revenue Service rules and laws applicable to 501(c)(3) corporations.

Section 5 – Audits and Tax Preparation

A) Monthly Reconciliation. The Treasurer shall review bookkeeping and reconcile bank statements monthly. The Treasurer shall at all times ensure that the chart of accounts is maintained in accordance with generally accepted accounting principles.

B) The Treasurer shall engage annually with a certified tax preparer or public accountant to review accounts and prepare annual tax statements. With cause or if recommended by the tax preparer or public accountant, and at the personal direction of the President, an audit may be performed in order to reconcile or find cause of inconsistencies within accounts. Any audit results shall be reported to the Board of Directors and be made available to any organization or individuals that request a copy.

Article VIII Amendments

Section 1 – Amending the By-Laws

A) The By-Laws of the Organization may be altered, amended or repealed at any regular or special meeting of the Board of Directors.

B) A simple majority vote of the Board of Directors shall be necessary for adoption of the proposal. The Board of Directors will give notification to all members of the Board, of any altering, amending or repealing all or any part of these By-Laws no later than one (1) calendar week after the meeting.

Article IX Indemnification

Section 1 – Board of Directors

The Responders First Northwest shall indemnify its Officers of the Board and its volunteers to the greatest extent permitted by law. The corporation shall be required to purchase and maintain liability insurance on behalf of the Board of Directors. This liability insurance shall have a minimum cap of \$1,000,000.00. The volunteers will operate under the protection of this liability insurance as permitted by Washington State law.

