

Washington Coalition of Sexual Assault Programs (WCSAP)

Bylaws Revised and adopted by the membership

June 2015

Changes proposed for review at April 27, 2021 annual membership meeting

I. Name and Purpose

A. The name of the corporation is Washington Coalition of Sexual Assault Programs.

B. Adopted Mission Statement

THE MISSION OF THE WASHINGTON COALITION OF SEXUAL ASSAULT PROGRAMS IS TO UNITE AGENCIES ENGAGED IN THE ELIMINATION OF SEXUAL VIOLENCE, THROUGH EDUCATION, ADVOCACY, VICTIM SERVICES, AND SOCIAL CHANGE.

C. Adopted Philosophy Statement

The Washington Coalition of Sexual Assault Programs (WCSAP) views sexual assault as a means of power, control, and manipulation of others and as a social phenomenon which adversely affects adults and children. WCSAP supports efforts to create an atmosphere of nonviolence through social change. We are committed to empowering survivors and eliminating sexual assault.

WCSAP supports the rights of people to have access to quality information, advocacy, crisis intervention, treatment, education, and prevention services. We support the right of a victim to make choices about reporting, prosecution, healthcare, future safety, and other issues raised by the experience.

WCSAP provides information, training and expertise to program and individual members who support victims, family and friends, the general public, and all those whose lives have been affected by sexual assault.

WCSAP values the importance of addressing issues of racism, homophobia, able-bodyism, and other issues of oppression in order to make services accessible to all individuals regardless of race; gender; sexual orientation; religion; age; ethnic background; social, economic, immigration, marital, physical and/or mental status.

D. The purposes for which the corporation is formed are as follows:

1. The corporation is organized exclusively for charitable and educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of a future United States Revenue Code.

2. To prevent sexual assault, to promote the healing of victims and survivors, and to improve services to all victims and potential victims of sexual assault.
3. To establish an accessible forum for sexual assault programs to exchange information, training, and expertise.
4. To promote change of attitudes concerning sexual assault among citizens of Washington.
5. To promote the change of public policy in the direction of the improved institutional responses to sexual assault victims and the continued movement toward prevention of sexual violence in the State of Washington.

II. Membership

The purpose of membership in WCSAP is to bring together a diversity of experience, expertise, perspective, and commitment to ending sexual violence. By creating a united voice, we believe WCSAP to be a catalyst for social change, aimed at ending sexual violence and other forms of oppression. Membership in WCSAP shall consist of two categories, Voting Member and Supporting (Non Voting) Member.

A. Voting Membership.

1. Qualifications
 - a. Shall be open to all agencies, programs or non-profits who:
 1. Provide sexual assault victim services or sexual assault prevention education, and
 2. Whose beliefs are consistent with WCSAP's philosophy and mission, and
 3. Are committed, in mission and action, to honoring a victim's choice in all aspects of that victim's experience
2. Application
 - a. The WCSAP Board of Directors shall establish a Membership Committee made up of members from the board to include the Vice Chair. The WCSAP Board of Directors Membership Committee will forward a recommendation to the full board for approval or rejection of new voting membership applications.
 - b. The WCSAP Membership Committee must have at least three board members to review and recommend approval or rejection of any application.
 - c. The WCSAP Board of Directions shall vote to approve or reject by a simple majority.
 - d. The Membership Committee may meet in any format that allows for the free interchange of ideas and discussion, such as conference call, face-to-face meetings, or other electronic format.

3. Dues
 - a. Each voting member shall pay dues, as determined by the membership.
 - b. Members paid in full are afforded all of the benefits of membership.
4. Representation
 - a. Each voting member shall appoint a representative to represent their organization at membership meetings.
 - b. Representatives shall be accountable to their own member organization. Each organization shall take responsibility for insuring continuity of representation.
 - c. Representatives of voting member organizations shall have no prescribed term of office, as their services are at the discretion of the member organization.
 - d. Voting member agencies shall be divided, geographically, into three regions, as approved by the voting membership.
5. Voting
 - a. Each member agency shall have a single vote on all matters before the membership.
 - b. An absentee voting process shall be made available to all voting members not able to attend the annual meeting.
6. Termination of Voting Membership:
 - a. A 2/3 majority of the WCSAP Board of Directors may terminate a member for any of the following: felonious activity, unauthorized representation of WCSAP, misuses of grants, contracts, scholarships, or other financial awards received from WCSAP, a philosophy or mission that diverges from WCSAP's.
 - b. Upon ninety days written notice of the intent to propose such action, any member may propose to the WCSAP Board of Directors the removal of another member for cause.
 - c. A terminated voting member may re-apply for membership, but only after at least one year has elapsed from date of termination.

B. Supporting membership (non voting) shall be open to individuals and organizations whose concerns are consistent with the philosophy and purposes of WCSAP. A Supporting member has no voting rights.

1. Qualifications
 - a. An agency is eligible for a supporting membership if its beliefs are consistent with the mission and philosophy of WCSAP. Organizations do not necessarily need to provide services to sexual assault victims and/or provide sexual assault prevention education within the State of Washington.

- b. An individual is eligible for a supporting membership if that individual has expressed a commitment to ending sexual violence and whose beliefs are consistent with the mission and philosophy of WCSAP.
- 2. Application
 - a. The Board of Directors shall be notified of all new supporting members.
- 3. Dues
 - a. Supporting members shall pay dues, as defined by the membership.
 - b. Renewal dues must be paid within 60 days, or will be considered lapsed. Re-application will be required.

III. Board of Directors

The Board of Directors is the governing body of the corporation.

A. Membership

- 1. The Board of Directors shall consist of no fewer than 11 but not more than 15 members. There shall be three representative positions from each of the three (3) regions. There shall be up to six at-large representatives.

B. Qualifications

- 1. The nine regional representatives to the Board of Directors shall be affiliated with a Voting Member Program.
- 2. Each at-large representative shall be a member of WCSAP at any level of membership.

C. Vacancies

- 1. If a regional representative position is vacated due to loss of membership or resignation, the region may choose to elect a representative or the Board of Directors can fill the vacancy.
- 2. If an at-large position is vacated due to loss of membership or resignation, the Board of Directors can fill the vacant position.

D. Term of Office

- 1. The term of office for members of the Board of Directors shall be three years.
- 2. An individual may not serve more than two (2) consecutive terms.

E. Roles and Responsibilities

1. To act in accordance with the corporation's philosophy, objectives, purposes and policies.
2. To bear the legal and financial responsibility for the corporation pursuant to Chapter 1 Revised Code of Washington, including approving budgets and responsibility for adequate funding.
3. To Determine organizational and program goals.
4. To determine policies by which the agency shall operate.
5. To employ and supervise an Executive Director.
6. To periodically review and recommend changes in the by-laws, any such proposed changes shall be approved by the membership.
7. To determine on an annual basis the signature on agency accounts.
8. To work in the best interest of the organization and the membership.

F. Board Meetings

1. There shall be at least one regular Board meeting held quarterly.
2. Written reasonable notice of meetings of the Board of Directors shall be given to all Board members at least 14 days prior to the date of the meeting.
3. Board meetings shall be open to membership, and comply with the Public Meetings Act.
4. A quorum shall consist of a majority of the Board of Directors.
5. No business shall be transacted at the Board meeting without a quorum.
6. All action, unless designated otherwise in these bylaws, shall be taken by two-thirds (2/3) of the quorum present.
7. A special meeting may be called by the Board Chair or any two Board members. A notice of at least 24 hours shall be given each Board member in advance of any special meeting.

Commented [1]: There are many times when the board may have to convene before 14 days have passed. The purpose of this change is to enable the board to meet upon reasonable notice, as needed.

Commented [2]: The Public Meetings Act has very strict legal requirements. Complying with the Act would place significant operational and governance restraints that would inhibit the efficient operations of the Coalition. In addition, the Coalition would need to retain counsel on a regular basis, to advise on compliance issues.

G. Proxy Voting

A Board member that is not present for a Board vote is able to provide their proxy to another Board member.

1. A proxy is only valid for one board meeting.
2. Board members are required to provide their proxy in writing to the designated Board Member and the Board Chair or Executive Director.
3. Board Members may hold a maximum of two proxies at any given time.

4. Board business can only be conducted when the number of Board members present is more than the number of proxies provided.
5. By discretion the Executive Committee can disallow proxies on voting issues before the vote has been conducted.
6. Only two Executive Committee members at any given time may proxy their his or her vote.

H. Officers

The purpose of electing officers of the Board is to establish leadership and to determine division of responsibility within the Board.

1. The corporation shall have a Chair, Vice Chair, Secretary, and Treasurer. Officers will serve until the next set is dually elected.
2. Officers of the Board shall be elected at a scheduled board meeting and shall serve a term of one year.
- 2-3. Officers of the Board shall serve a maximum of two consecutive terms in the same position.
- 3-4. The Board shall declare a position vacant upon the resignation, departure, or removal of that officer.
5. A vacant position shall be filled by a majority vote of the current Board, in accordance with the election policy.
- 4-6. The position of Secretary and Treasurer may be fulfilled by the same individual.
- 5-7. Duties of Officers

a. Chair

- i. Responsible for regular liaison with WCSAP Executive Director.
- ii. Responsible for scheduling and chairing Board meetings.
- ~~iii. Responsible for Act as chair of~~ Executive Committee.

b. Vice Chair

- i. In the absence of the Chair, ~~shall be responsible for prepare agenda and chairing~~ Board ~~and, Executive C~~ommittee, meetings.
- ii. Act as chair of the Membership Committee.

c. Secretary

- i. Record and maintain the proceedings of Board and membership meetings.
- ii. Oversee the proper distribution of the minutes to the

Commented [3]: This is a common provision to provide relief when there are not enough Directors who can fill officer positions.

- membership.
- iii. Act as chair of the Personnel Committee.
- iv. Oversee the maintenance of the official records of the corporation.
- d. Treasurer
 - i. Oversee~~ing~~ financial management and act as a liaison between the fiscal manager and the Board.

IV. Elections

- A. Regional Representatives
 - 1. Shall be elected at the Annual Meeting of the corporation by voting members of their respective regions.
 - 2. Representatives from region 1 shall be elected in three year cycles starting with 2003.
 - 3. Representatives from region 2 shall be elected in three year cycles starting with 2004.
 - 4. Representatives from region 3 shall be elected in three year cycles starting with 2005.
- B. Representatives-At-Large
 - 1. At-Large positions shall be elected by the membership to increase the diversity of the Board of Directors.
 - 2. Positions 1 and 2 shall be elected in three year cycles starting with 2003.
 - 3. Positions 3 and 4 shall be elected in three year cycles starting with 2004.
 - 4. Positions 5 and 6 shall be elected in three year cycles starting with 2005.

V. Committees

- 1. The Board of Directors shall have the power to create such Committees as they may deem appropriate for the governing of the affairs of the Corporation. The committees shall consist of such number and have such power as may be fixed from time to time by the Board of Directors.
- 2. The following committees are considered to be standing committees of the organization: Membership, ~~Diversity, Bylaw and Policy, Fundraising,~~ Personnel, and Executive. ~~Each standing committee shall have at least one board member in its membership.~~
- 3. ~~Board members shall identify committee preference at the first board meeting after annual elections. Committee chairs shall be selected by the committee~~

Commented [4]: Fewer bylawed committees are preferred to allow the Board the flexibility to establish committees to support the changing organization.

~~participants unless outlined in these by laws.~~

~~3-4.~~ The Membership Committee members shall be selected at the first Board meeting after annual elections. The Membership Committee chair can appoint non-board membership to all committees except the Executive Committee and Personnel Committees. Committee members must be affiliated with a member agency or supporting member of the Coalition. Each committee chair shall ensure a broad representation of perspective in committee membership.

~~4-5.~~ The Board shall determine the charter of each ~~standing and ad hoc~~ committee.

VI. Meetings

~~There are four different types of meetings of the corporation: Membership, Regional, Board, and Annual. The general purpose of all meetings is to gather and share expertise, experience, knowledge, and support to further the work of the corporation. Robert's Rules of Order shall be used as the guide in the conduct of Board, Annual, and Membership meetings.~~

A. Annual Meetings

1. The corporation shall hold an annual meeting each year.
2. Written notice of the annual meeting shall be given to all members at least ~~fourteen days~~ ~~one month~~ prior to the date of the meeting.
3. The annual meeting agenda shall include election of board members, action on proposed changes to the bylaws, and goal setting for the next fiscal year.
4. A quorum of the membership is the majority of the voting membership.
5. No business may be transacted at the Annual Meeting without a quorum.
6. Action taken requires a vote of majority of the quorum present.

Commented [5]: This meeting structure has not been used for some time and is now irrelevant. We are proposing a single annual membership meeting.

VII. Fiscal Year

- A. The fiscal year of the corporation shall be from July 1-June 30.

VIII. Amendments

- A. Revision to the by-laws may be proposed by a member or the Board of Directors.
- B. There shall be 30 days written notice of a proposal to amend these by-laws. The notice shall include the current bylaw and the proposed language for the revision. A second reading of the proposal shall be made at any membership meeting of the corporation.
- C. A quorum for bylaw revision proposals shall be the majority of the voting membership.
- D. Action taken to revise bylaws requires a vote of two-thirds of the quorum present.

IX. Indemnification

- A. Each officer now or hereafter serving the corporation and each person, who at the request of or on behalf of the corporation is now serving or hereafter serves as a trustee or director shall be indemnified by the corporation against expenses actually and necessarily incurred by that person in connection with the defense of any action, suit, or proceedings in which that person is made party by reason of having been or being an officer or director of the corporation, except in relation to matters in which that person is found to be acting outside the scope of the duties of the corporation, or where that person be adjudged as liable for negligence or misconduct in the performance of ~~his or her~~ their duties.