

**AMENDED BYLAWS  
OF  
THE EXECUTIVE NETWORK OF SEATTLE  
(Non-profit corporation)**

Approved by the Board on June 28, 2011

THE EXECUTIVE NETWORK OF SEATTLE (the “*Corporation*”) is a nonprofit corporation, incorporated under the Washington Nonprofit Corporation Act, , RCW 24.03 (the “*Act*”). The Corporation is qualified as a tax-exempt organization under Sections 501(c)(6) of the Internal Revenue Code of 1986, as amended (“*Code*”), and to conduct its business and affairs in compliance with the requirements for continued tax-exempt qualification under those provisions. These Bylaws superseded in their entirety the Bylaws adopted by the Board of Directors on December 18, 2009.

**Article 1 – PURPOSE**

To develop a network for organizational leaders and executives in the greater Seattle area for the mutual benefit of their personal and professional careers through means defined in the TENS Manifesto, and to conduct such business and to do such other acts as may be necessary to carry out these objectives and to perform the obligations imposed by law on the Corporation.

**Article 2 – MANAGEMENT**

**2.1 Board of Directors.** The Board of Directors (the “*Board*”) will manage the Corporation's affairs and property, in accordance with the Corporation’s Articles of Incorporation and these Bylaws. The size of the Board shall be not less than 7 or more than 10 directors. **Exhibit A** lists the Board positions and their respective terms. The Board of Directors may increase or decrease this number by resolution amending **Exhibit A**. A decrease in the number of directors shall not shorten the term of an incumbent director.

**2.2 Principal Officers.** The Principal Officers of the Corporation are the Co-Presidents, Co-Operating Officers, Co-Value Officers, Treasurer, and Secretary.

**2.2.1 Principal Officer Duties.** Only Principal Officers may have signing authority for the Corporation, except that other Directors may have limited signing authority as approved by the specific written approval of the Board. In the event that a Principle Officer cannot complete their term of office, the Board may nominate a candidate to fill the vacancy for election at the next member meeting, and may appoint an ‘Acting’ officer as needed.

**2.2.2 Co-Presidents.** The Co-Presidents are the chief executive officers of the Corporation, and, subject to the Board's supervision, have all of the usual powers and authority held by a chief executive officer. The Co-Presidents will preside at all Board meetings, Executive Committee Meetings, and member meetings, is responsible for carrying out the Board's plans and directives, and will report to and consult with the Board. The Co-Presidents will perform any other duties assigned by the Board.

**2.2.3 Co-Operating Officers.** The Operating Officers are responsible for carrying out the Board's plans and directives with respect to the Corporation’s financial, programs, meetings, membership, website, and other operational activities. The Co-Operating Officer(s) will serve as back-up for the Treasurer, Secretary, and Membership Chair.

**2.2.4 Co-Value Officers.** The Value Officers are responsible for carrying out the Board's plans and directives with respect to the development and implementation of the subject matter offered by the Corporation to the membership, and generating monthly meeting programs.

**2.2.5 Treasurer.** The Treasurer is responsible for the care and custody of the Corporation's funds and securities. The Treasurer will be responsible for (a) keeping, or supervising a bookkeeper in keeping, regular books of account, and depositing all funds and other valuable items in the name of the Corporation in the Corporation's depositories, and (b) pay bills and perform any other duties assigned by the Board. In case of emergency and for payables in excess of \$5,000 one of the Co-Operations chairs will be designated to co-sign.

**2.2.6 Secretary.** The Secretary is responsible for (a) keeping the records of all board of director's and any member meetings, (b) authenticating records of the Corporation, (c) conducting the Board elections, (d) maintaining the Corporation's business license, (e) serving as primary contact to the Corporation's registered agent, and (f) perform any other duties assigned by the Board.

**2.2.7 Membership Chair.** The Membership Chair operates under the Operations Officers and is responsible for (a) selecting and leading a membership committee, (b) maintaining and evaluating membership processes, (c) recommending changes to the Board, (d) serving as primary contact to the Corporation's registered agent, and (e) perform any other duties assigned by the Board.

**2.3 Nomination and Elections.** The persons nominated to serve as Principal Officers and any at-large directors will be elected by majority vote of the members present at each annual member meeting, or at a special member meeting called for that purpose, at which a quorum is present pursuant to section 3.6. Nominees must be members in good standing of the Corporation. The Board will present a slate of candidates to the membership at the Annual meeting held in March of each year. Nominations will be accepted from the floor, provided that the Board has received the following at least 30 days before the election: (a) name of the nominee, and (b) written agreement from the nominee indicating a willingness to serve.

**2.3.1 Nominating Committee.** The Nominating Committee will be led by one of the current Co-Presidents and will consist of 5 members to include 2 members of the current Board and two other members in good standing, selected by the Board, and who has actively participated in the organization for at least one year.

**2.3.2 Slate of Candidates.** The Nominating Committee will select a slate of qualified candidates for each Principal Officer and any at-large director position(s) to be filled for the coming year, and will present that slate to the Board for approval. All candidates must be members in good standing.

**2.4 Term of Office.** Term of office for the Board positions and other Principle officers are found in **Exhibit A**. Each term of office will begin on April 1 of the calendar year following the annual election. If the position was appointed to fill a vacancy, the term will follow that of the position as defined in **Exhibit A**, or until a successor is elected. Officers may, unless otherwise specified, serve consecutive terms.

**2.4.1 Principal Officers' Term.** The Co-Presidents may only hold that office for a maximum of one two-year term. The other Principal Officers may serve successive terms. However, upon expiration of, or resignation or removal from, their officer terms, these persons may, upon the desire of the Board, continue to serve any remaining portion their director terms as directors-at-large.

**2.4.2 Vacancies.** The Board may appoint any member in good standing to fill any vacancies on the Board for the remainder of the vacant position's term, by the majority vote of the

remaining directors, even if that number is less than a quorum. Any remaining Board member may nominate a replacement director. This section will also apply to vacant positions caused by amendment of these Bylaws to increase the number of directors.

**2.4.3 Resignation; Removal.** A director may resign at any time by delivering written notice to any Board member. The Board's acceptance of the resignation is not necessary to make it effective. The Board may remove any director, with or without cause, by the approval of two-thirds of the other directors.

**2.5 Meetings.** The Board will hold regular meetings at the place, date, and time specified by the Board, with at least 24-hours written notice, which may be by email, to all directors. The Board also may hold special meetings at any place and time called by any Principal Officer, or any two or more directors, after at least two-day's written notice to all directors that includes the meeting's purpose. Meetings may be conducted through conference telephone or other communications equipment, and participants will be considered present in person, if that equipment enables the participants to hear each other during the meeting.

**2.6 Quorum; Voting.** A majority of the directors present at a board meeting constitutes a quorum sufficient for the transaction of business. Once a quorum has been declared present at the beginning of a meeting, a majority vote of the directors present when the vote taken is the act of the Board and of the Corporation, even if there is less than a quorum at that time. Directors may not vote by proxy. A director who is present at a Board meeting when action is taken is deemed to have assented to that action unless affirmatively voting against the action. A director who votes in favor of an action is not entitled later to assert any right to dissent or abstain on that action.

**2.7 Director Action without a Meeting.** The Board or any Committee may take any action without a meeting that it could properly take at a meeting if a majority of the directors sign written consents or emails approving the action. Written consents are effective as of the date that the last director signs, unless the consent specifies a different effective date.

**2.8 Compensation.** The Corporation will not pay any compensation for service as a director or officer. The Corporation may reimburse directors for reasonable expenses actually incurred in performing their duties if the Board authorizes that reimbursement.

**2.9 Committees of the Board.** The Board may create, by majority vote, one or more permanent or *ad hoc* committees ("**Committees**"), composed of one or more directors appointed by and serving at the pleasure of the entire Board, to exercise the authority approved by the Board. Each Board committee will keep regular minutes of its proceedings and will report to the entire Board when requested to do so.

**2.9.1 Operations Committee.** The Operations Committee is a permanent Board Committee, led by the Co-Operating Officers and consisting of the Functional Coordinators, and the Treasurer. The Operations Committee shall hold regular meetings at a time and place of its choosing. The Operations Committee is responsible for carrying out the Board plans and directives with respect to the day-to-day operations of the Corporation, including monthly meeting operations.

**2.9.2 Values Committee.** The Values Committee is a permanent Board Committee, and is appointed by and led by the Co-Value Officers, and consisting of the Value Leaders. The Values Committee shall hold regular meetings at a time and place of its choosing. One or both Value Officers shall attend Values Committee meetings in an advisory role. The Values Committee will be responsible for (a) assisting the Value Officers in the development and implementation of the subject matter offered by the Corporation to the membership, and (b) identifying potential speakers from each of the Value Leaders respective areas, and (c) producing the monthly programs.

**2.9.3 Membership Committee.** The Membership Committee is a permanent Board Committee, led by the Co-Operating Officers and consisting of the Functional Coordinators, and the Treasurer. The Operations Committee shall hold regular meetings at a time and place of its choosing. The Operations Committee is responsible for carrying out the Board plans and directives with respect to the day-to-day operations of the Corporation.

### **Article 3- MEMBERSHIP**

**3.1 Members; Voting Rights.** The Corporation will have one class of members who will be entitled to vote for the Corporation's Board of Directors, Principal Officers, at-large directors, and on any other matters required by the Act. Membership in the Corporation is personal, will not survive a member's death, and may not be transferred by any means.

**3.2 Membership Qualifications and Dues.** In order to qualify for membership, a member must (a) be admitted by the Board after application for membership and (b) pay the required dues. The Board will determine the amount and frequency of any membership dues.

**3.3 Termination of Membership.** The Board may terminate the membership of any member who the Board determines, in its sole discretion, (a) is detrimental to the best interests of the Corporation, (b) has failed to actively support corporate purposes, or to actively participate in corporate activities, or (c) has failed to pay the required dues. Removal will require an affirmative majority vote of the Board. If the Board is considering terminating a membership, the Board will notify the member in writing of the reasons for the proposed action, and of the time and place of the Board meeting at which membership termination is to be determined. The member is entitled to attend that meeting and respond to the stated reasons, however, all decisions of the Board after hearing the member's response are binding and non-appealable.

**3.4 Meetings.** The Corporation will hold annual member meetings at the place, date, and time specified by the Board on the day specified in the attached **Exhibit**. Special member meetings may be called at any time by the Board, a Co-President, a majority of the Board or by a 50% majority of those entitled to vote at the meeting stated on **Exhibit A**.

**3.5 Notice.** The Corporation must deliver written notice of the place, date and time of each member meeting to each member entitled to vote at the meeting, not less than ten (or 20, if required by the Act) or more than 60 days before the date of the meeting. The notice for special meetings must include its purpose, including the full text of any Bylaws amendment proposed by a member under **Article 7**. A member may waive notice of any member meeting by (a) delivering signed written waiver to the Corporation for inclusion in the minutes, either before or after the meeting, or (b) attending or participating at a meeting. A member waives objection to consideration of business that is not described in a special meeting notice, unless the member objects to considering the matter when it is presented. No notice is required if a member meeting is adjourned to a different place, date or time, whether for failure to achieve a quorum or otherwise, if the new place, date, or time is announced at the meeting before adjournment.

**3.6 Quorum; Voting.** The presence of members holding the percentage of the votes entitled to be cast at a meeting (in person or by proxy) specified on **Exhibit A**, constitutes a quorum sufficient for the transaction of business. If a quorum is present at a meeting, the affirmative vote of a majority of the members present at the time of the vote is the act of the members and of the Corporation, unless the Articles of Incorporation, these Bylaws, or the Act provides otherwise. The members present at a meeting which has a quorum when it convenes may continue to do business until adjournment, even if enough members withdraw during the meeting so as to leave less than a quorum.

**3.6.1 Proxies.** A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form, either personally or by an agent. No appointment is valid after 11 months from the date of its execution unless the written proxy appointment expressly so provides. An appointment of a proxy is revocable unless the appointment is coupled with an interest. No revocation is effective until written notice of such revocation has actually been received by the Secretary of the Corporation or any other person authorized to tabulate votes.

**3.6.2 Telephone Meetings.** Member meetings may be conducted through conference telephone or similar communications equipment, and the participants will be considered present at the meeting, if that equipment that enables the participants to hear each other during the meeting.

**3.7 Member Action without a Meeting.** The members may take any action without a meeting that they could properly take at a meeting, if a minimum of 50% of the members approve the action at a meeting sign written consents or emails approving the action. Approval is effective on the date that the last member signs, unless the consent specifies a different effective date. A member may withdraw consent only by delivering a written withdrawal notice to the Corporation before the Corporation received the last required consent. All written consents should be delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

**3.8 Record Date.** The Board may fix in advance a record date for determining which members are entitled to notice of or to vote at any member meeting, adjournment of that meeting. The record date must not be more than 70 days and not less than ten days (or longer period if required by the Act) before the meeting date. If not fixed, the record date is the date before the day on which notice of the meeting is delivered.

#### **Article 4 - PROHIBITION AGAINST CERTAIN DISTRIBUTIONS**

**4.1 Distributions; Compensation.** No director, officer, agent, or member will receive any of the net earnings or pecuniary profit from the Corporation's operations, except for payment of commercially reasonable compensation for services rendered to the Corporation in effecting any of its purposes, and reimbursement for out-of-pocket expenses incurred in performing their duties, after Board approval.

**4.2 Distribution upon Dissolution.** The Corporation is prohibited from distributing any of its assets to any director, officer, agent, or member upon the Corporation's voluntarily or involuntarily dissolution or winding up. All directors, officers, agents and members are deemed to have expressly agreed and consented that upon the Corporation's dissolution or winding up, any of the Corporation's remaining assets, after all debts have been satisfied, will be distributed in accordance with the Articles of Incorporation.

#### **Article 5 - ADMINISTRATIVE MATTERS**

**5.1 Notices.** Meeting notices may be given personally, by email, facsimile, by mail, or in any other manner allowed by law, or by oral notice if a written record of that notice is included in the Corporation's minute book. Notice is effective on the earliest of: (a) receipt, (b) delivery to the director's most current contact information shown in the Corporation's records, or (c) three days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid.

**5.2 Loans; Borrowing.** The Corporation will not borrow money or become a maker or guarantor on any promissory note, or other evidences of indebtedness for borrowed money unless approved by at least two-thirds of all Directors.

**5.3 Fiscal Year.** The Corporation's fiscal year is specified on **Exhibit A**.

**5.4 Corporate Seal.** If the Corporation has a corporate seal, it is in the form affixed to **Exhibit A**.

**5.5 Rules of Procedure.** Any person rightfully in attendance may request the use of Roberts Rules of Order on Parliamentary Procedure. Any other person rightfully present may oppose such request by asking for a vote. Unless 75% percent or more of those present oppose the request, Roberts Rules of Order will apply, to the extent applicable and not inconsistent with the Act, the Articles of Incorporation, or these Bylaws.

## **Article 6 - INDEMNIFICATION OF DIRECTORS AND OTHERS**

**6.1 Indemnification Election.** If any Director is made a party to or is involved in any Proceeding (including as a witness) directly related to the conducting of the Corporation's business, the Corporation will indemnify and hold the Director harmless and fully cover the Director's expense, liability, and loss reasonably incurred or suffered in connection with that Proceeding (the "**Indemnification**") to the fullest extent permitted by applicable law, as then in effect. The expenses covered may include the Director's attorney fees, costs, judgments, fines, excise taxes, penalties, and amounts to be paid in settlement, and may include payments in advance of the Proceeding's final disposition.

**6.1.1 "Proceeding"** means any threatened, pending, or completed legal action, suit, or proceeding, whether formal or informal, civil, criminal, administrative or investigative, arising or in connection with any alleged action by a Director in an official or any other capacity with the Corporation while serving as a Director.

**6.1.2 "Director"** means (a) each past and present director of the Corporation, and (b) each past or present director of the Corporation who is serving or has served at the request of the Corporation as a director, officer, employee or agent of the Corporation, or another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan.

**6.2 Limitations on Indemnification.** Notwithstanding **Section 6.1**, the Corporation will not indemnify any Director if (a) the Act or other applicable law would prohibit that Indemnification, or (b) the Director seeking Indemnification initiated the Proceeding, unless that initiation was first authorized by the Board of Directors.

**6.3 Insurance and Other Security.** The Corporation may, but is not obligated to, maintain insurance to protect itself and any Director against any liability asserted against, incurred by, or arising from the person's status as, or acts in the capacity of, a Director, whether or not the Corporation would have the power to indemnify that person against that liability under the Act.

## **Article 7 - AMENDMENT OF BYLAWS**

The Board may adopt, amend, repeal and replace these Bylaws, by majority vote of the Board and without further approval of the membership, so long as all provisions of the Bylaws are at all times consistent with qualification under Code Section 501(c)(6), the Act, and the Articles of Incorporation. In addition, individual members may propose amendments to these Bylaws at any general meeting. In that case, if a quorum of the members (as defined in Exhibit A) present at that meeting request a vote by the general membership, then the proposed amendment will be submitted to a membership vote at the next general membership meeting. A favorable two-thirds vote of all members present at that meeting is required for approval of the amendment. Notice of a meeting at which the amendment(s) will be proposed must

include the full text of the proposed amendment. However, no proposed amendment will be adopted if it would adversely affect the non-profit status of the Corporation.

**EXHIBIT A**

Annual Meeting: **Third Monday in November**

Number of Directors: **7 - 10**

**Board Members:**

<b>Position:</b>	<b>Title:</b>	<b>Term:</b>
<b>1.</b>	<b>President (1)</b>	<b>expires in odd years</b>
<b>2.</b>	<b>President (2)</b>	<b>expires in even years</b>
<b>3.</b>	<b>Operating Officer (1)</b>	<b>expires in odd years</b>
<b>4.</b>	<b>Operating Officer (2)</b>	<b>expires in even years</b>
<b>5.</b>	<b>Value Officer (1)</b>	<b>expires in odd years</b>
<b>6.</b>	<b>Value Officer (2)</b>	<b>expires in even years</b>
<b>7.</b>	<b>Past President (1)</b>	<b>expires annually</b>
<b>8.</b>	<b>Past President (2)</b>	<b>expires annually (this position is optional)</b>

**Other Principal Officers:**

<b>1.</b>	<b>Treasurer</b>	<b>expires in even years (but no limit on term)</b>
<b>2.</b>	<b>Secretary</b>	<b>expires annually (but no limit on term)</b>
<b>3.</b>	<b>Membership Chair</b>	<b>expires annually (but no limit on term)</b>

Percentage of TENS Members that constitute quorum: **30%**

Majority vote shall be 66% of the quorum (2/3)

Fiscal Year: **April 1<sup>st</sup> annually**

Corporate Seal: **None**