



Bylaws Summary

Legal Name: Humanities Washington

Tax Exempt Determination Year: October 1, 1975

Maximum and Minimum # of Board Members: 12 – 30

of gubernatorial appointees? Not to exceed 25% of total board membership.

How many years in terms: One term equals three years.

Are there term limits? If so, how many terms? Trustees are elected at the Annual Meeting in October for a term of three years to begin January 1 of the following year. Trustees may be re-elected for a second term with a two thirds majority vote. Trustees who have served two full terms of three years each shall not be eligible for re-election to a full term until one year has elapsed.

Is there a procedure for removal of a board member? Yes – Executive Committee makes a recommendation to the full board and removal requires a 60% vote of the full board.

What are the officer positions? Chair(s), Chair(s)-elect, Secretary/Treasurer, two Officers-At-Large

What are the terms for officer positions? One officer term equals two years. Trustees who are elected to officer positions in which the term exceeds their second consecutive trustee term will automatically have their trustee terms extended for the amount of time necessary to fulfill their officer duties. In the case of co-chair(s), terms will be extended to enable him/her (them) to remain on the board to fulfill the duties of chair plus one year as immediate past chair.

What are the standing board committees? Executive, Finance/Investment/Audit, and Nominating. The chair may, in consultation with the Executive Committee, designate additional committees as it deems necessary to carry on the business of Humanities Washington.

What is the percentage or number for quorum? A majority of the trustees in office shall constitute a quorum for the transaction of business.

How can the bylaws be changed? Bylaws may be altered, amended or repealed by the affirmative vote of 60% of all trustees in office.

When were the bylaws last amended? October 24, 2019

Are board members indemnified? Yes

BYLAWS OF HUMANITIES WASHINGTON

ARTICLE I. NAME

The name of this organization shall be Humanities Washington.

ARTICLE II. PURPOSE

The purpose of Humanities Washington is to promote the humanities in the state of Washington by creating and delivering programs and services. Humanities Washington seeks to enhance the quality and depth of public discourse and to cultivate a reflective and informed life for all citizens.

ARTICLE III. MEMBERS

Humanities Washington shall have no members.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. Numbers and Qualifications. Humanities Washington's board shall consist of 12-30 trustees who are residents of the State of Washington. Of this number, up to six trustees shall be appointed by the Governor, except that in no event may the number of gubernatorial appointees exceed 25 per centum of the total board membership of Humanities Washington. Trustees shall be selected with a view to balanced representation of geographies, gender, ethnicities, individuals who represent the general public, and individuals known for their accomplishments in the humanities. Trustees shall serve in an individual capacity and not as any representative of any agency, institution, association, constituency or point of view.

Section 2. Powers. Each trustee shall perform the duties of a trustee, including the duties as a member of any committee of the board upon which the trustee may serve, in good faith, and in a manner that such trustee believes to be in the best interest of Humanities Washington, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. In addition to the powers and authorities expressly conferred upon it by these Bylaws, the Board of Trustees may exercise all such powers of the corporation and do all such lawful acts and things.

Section 3. Term. Trustees are elected at the Annual Meeting for a term of three years to begin January 1 of the following year. Trustees may be re-elected for a second term if the candidate receives a two thirds majority vote. Trustees who have served two full terms of three years each shall not be eligible for re-election to a full term until one year has elapsed.

Section 4. Election. Any person, including trustees of Humanities Washington, may recommend candidates to Humanities Washington. The names and vitae of candidates to be nominated for trustees by the Nominating Committee shall be circulated to all trustees at least one week prior to the annual meeting. Any trustee may nominate from the floor any person who has been recommended to and considered by the nominating committee. A majority vote of the trustees shall be necessary to approve the nomination.

Section 5. Gubernatorial Appointments. Each time a new Governor is elected, Humanities Washington will request the new Governor for ratification of the following agreement between the Governor and Humanities Washington: (a) gubernatorial appointee vacancies will be announced through the soliciting process of the governor's office; (b) Humanities Washington shall present the Governor with a list of duties and a list of selection criteria for trustees; (c) Humanities Washington shall present the Governor for his/her consideration a prioritized selection of candidates based on the criteria.

Section 6. Resignation. Any trustee, including gubernatorial appointees, may resign at any time by delivering written notice to the chair (email is acceptable), or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or, if time is not specified, upon delivery thereof. If a trustee misses three consecutive meetings without notifying the chair of an intention to take a leave of absence, the trustee will be asked for his/her resignation.

Section 7. Vacancies. Except for the provisions made for gubernatorial appointments in Section 5 above, trustees shall have the power to fill any vacancy by a majority vote.

Section 8. Removal. The status of any trustee whose removal is considered to serve the best interests of Humanities Washington shall be reviewed by the executive committee which may recommend to the trustees, or to the governor in the case of a gubernatorial appointment, that the position be declared vacated. A 60% vote of the total number of trustees shall be necessary to approve the recommendation.

Section 9. Leave of Absence. A trustee may request a leave of absence with the chair. The date of the expiration of the term of a trustee who receives a leave of absence shall not be changed by the duration of the absence.

Section 10. Remuneration. No compensation shall be paid to trustees for their service. Expenses associated with the conduct of Humanities Washington business may be reimbursed in accordance with Humanities Washington travel policies, but shall not be considered compensation.

Section 11. Chief Executive Officer. The Board shall appoint a chief executive officer and establish the terms and conditions of employment. The chief executive officer shall have full authority for direction of the employees of the corporation. The chief executive officer may be compensated for his/her services in that capacity in such amount and manner as the executive committee shall determine. The chief executive officer shall not serve as a member of the board. The chief executive officer's employment may be terminated upon a recommendation of the executive committee and a 60% majority vote of the total number of trustees in office.

Section 12. Loans, Grants & Gifts. No loans or grants shall be made by the corporation to any current or former trustee or his/her immediate family. No gifts valued at more than \$250 shall be made by the corporation to any current or former trustee or his/her immediate family.

ARTICLE V. OFFICERS

Section 1. Enumeration. The officers of Humanities Washington shall be (a) chair(s), (a) chair(s)-elect, a secretary/treasurer and two officers-at-large. These officers will make up the executive committee.

Section 2. Election and Term. All officers shall be elected by the trustees at the annual meeting in October, to serve one term of two years and until their successors are elected and qualified. The slate of officers shall be formulated by the nominating committee and based on solicited input from other trustees. Officer terms will begin January 1 of the year following the annual meeting at which elections take place. Trustees who are elected to officer positions [(co-)chair(s), chair-elect, secretary-treasurer or executive officer] in which the term exceeds their second consecutive trustee term will automatically have their trustee terms extended for the amount of time necessary to fulfill their officer duties. In the case of (co-)chair(s), terms will be extended to enable him/her (them) to remain on the board to fulfill the duties of chair plus one year as immediate past chair. A trustee who serves on the board of the Federation of State Humanities Councils (the Federation) may also have his/her Humanities Washington trustee term extended for the amount of time necessary to fulfill his/her duties on the Federation board.

Section 3. The Chair(s). The chair shall serve subject to the guidance, direction and consent of the trustees and shall:

- (a) preside over meetings of Humanities Washington and the executive committee;
- (b) call meetings, set and submit agendas in consultation with the chief executive officer;
- (c) serve as ex-officio, non-voting member of all standing and special committees except the nominating committee;
- (d) have the authority to sign official and contractual correspondence on behalf of Humanities Washington;
- (e) supervise the work of the chief executive officer;
- (f) represent Humanities Washington to the public, the National Endowment for the Humanities and federal, state and local government.
- (g) cast the deciding vote in cases where she/he is acting as presiding officer and a majority vote is required.

Section 4. The Chair(s)-Elect. The chair(s)-elect shall assist the chair in such ways as the chair(s) shall direct. In the absence or disability of the chair, the chair(s)-elect shall preside at meetings and perform the duties of the chair.

Section 5. The Secretary/Treasurer. The secretary/treasurer shall:

- (a) supervise the care and custody of all funds and investments of Humanities Washington, and shall cause to be kept regular books of account;
- (b) examine and present the budget prepared by the chief executive officer;
- (c) devise procedures for the signing of all checks issued by Humanities Washington;
- (d) serve as chair of the finance/investment/audit committee.

Section 6. Resignation. An officer may resign at any time by delivering written notice to the chair (chair-elect in the event of the chair's resignation) at the registered office of the corporation or by email. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof.

Section 7. Removal. Any officer may be removed by a 60% majority vote of all of the trustees in office whenever, in their judgment, the best interests of Humanities Washington will be served thereby.

Section 8. Delegation. If any officer of the corporation is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the chair(s) may from time to time delegate the powers or duties of such officer to any other officer or trustee.

ARTICLE VI. COMMITTEES

Section 1. Appointment. The chair(s) shall appoint standing committees beyond those detailed in Section 2 in consultation with the executive committee and shall have the power to appoint ad hoc committees as he/she deems necessary. The executive committee shall be elected by the trustees.

Section 2. Committee Structure. There shall be three standing board committees: executive, finance/investment/audit, and nominating. The chair(s) may, in consultation with the executive committee, designate additional committees as it deems necessary to carry on the business of Humanities Washington. Committees shall have such authority as shall be designated by the board. Committee members may be trustees or non-trustees, but committees executing the business of the board must have at least two trustees as members. The chair(s) shall appoint the committee chairs for all committees with approval from the board. The board may adopt a policy manual which delineates the responsibilities of the aforementioned committees, so long as they are in agreement with the bylaws and articles of incorporation, and may be amended by the board at any time.

Section 3. Executive Committee. There shall be an executive committee which shall consist of the chair(s), the chair(s)-elect, secretary/treasurer, and two elected officers-at-large. No trustee shall be eligible to serve more than two consecutive elected terms in one and the same office. Meetings of the executive committee may be called by the chair(s). The executive committee, subject to the guidance, direction and control of the trustees and the limitations set forth in section 6 of this article, shall have and exercise the authority of Humanities Washington in the management of Humanities Washington's business which includes:

- (a) overseeing the affairs of Humanities Washington between its meetings, provided that any action taken by the executive committee be reported to Humanities Washington at its next meeting;
- (b) authorizing emergency action;
- (c) calling Humanities Washington meetings when necessary;
- (d) making recommendations to Humanities Washington board;
- (e) conducting an annual evaluation of the work of the chief executive officer and setting his/her annual compensation.

Section 4. Finance/Investment/Audit Committee. The finance/investment/audit committee shall be a standing committee. It shall be chaired by the board treasurer and consist of at least two additional trustee members.

Section 5. Nominating Committee. The nominating committee shall be a standing committee. It shall consist of a chair and at least two additional trustee members. The committee shall nominate candidates for positions as trustees and the executive committee.

Section 6. Limitations on Power and Authority. No committee shall have the authority of Humanities Washington in reference to:

- (a) amending, altering or repealing the bylaws;
- (b) electing, appointing or removing any members of any such committee or any trustee or officer of Humanities Washington;
- (c) amending the articles of incorporation;
- (d) adopting a plan of merger or adopting a plan of consolidation with another corporation;
- (e) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of Humanities Washington;
- (f) authorizing the voluntary dissolution of Humanities Washington or revoking proceedings therefore;
- (g) adopting a plan for the distribution of the assets of Humanities Washington;
- (h) amending, altering or repealing any resolution of Humanities Washington which, by its terms, provides that it shall not be amended, altered or repealed by such committee.

ARTICLE VII. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Annual Meeting. Unless otherwise decided by the trustees or the executive committee, the annual meeting of the trustees shall be held in October.

Section 2. Meetings. (a) Humanities Washington shall schedule a minimum of three regular meetings per year of which one shall be the annual meeting. (b) Special meetings of the trustees may be held at any place, at any time, whenever called by any trustee by a request made to the chair(s). (c) The chair(s) must honor requests for special meetings, presented in writing by any five trustees.

Section 3. Notice of Meetings. Notice of the time and place of annual, regular and special meetings of the trustees shall be given by the chief executive officer in writing at least ten days prior to the date on which the meeting is to be held.

Section 4. Quorum. A majority of the trustees in office shall constitute a quorum for the transaction of business. The act of the majority of the trustees present at a meeting at which a quorum is present shall be the act of the trustees except as otherwise provided in these bylaws. At any meeting of the trustees at which a quorum is present, any business may be transacted, and Humanities Washington may exercise all of its powers except as otherwise provided in these bylaws.

Section 5. Voting and Registering Dissent. Each trustee present at a meeting of the trustees shall have one vote. There shall be no voting by proxy. Votes to remove trustees and officers of Humanities Washington may be by secret ballot. A trustee who is present at a meeting of the Board of Trustees at which action on a corporate matter is taken shall be presumed to have assented to such action unless the trustees dissent or abstention is entered in the minutes of the meeting or unless the trustee shall deliver a dissent or abstention to such action with the person acting as chair of the meeting before the adjournment thereof.

Section 6. Unanimous Written Consent in Lieu of a Meeting. The board may take action without a meeting if written consent, setting forth the action so taken, is signed and dated by all of the trustees entitled to vote with respect to the subject matter. Such action shall be effective when the consent is signed and dated by all trustees as of the latest the consent is signed by any trustee. This consent may be executed in counterparts, each of which shall be an original, but all of which together shall constitute the

same document. Delivery of an originally executed signature page, a counterpart signature page, or a photocopy transmitted by electronic or telephone facsimile transmission, shall be as effective as delivery of a manually signed counterpart of the chair's written consent.

Section 7. Attendance via Communications Equipment. Members of the Board of Trustees may participate in a meeting of the Board by means of any communications equipment that enables all persons participating in the meeting to hear each other simultaneously during the meeting. A trustee who participates in a meeting by such means is deemed to be present at the meeting.

ARTICLE VIII. INDEMNIFICATION OF OFFICERS, TRUSTEES AND EMPLOYEES

The corporation shall indemnify its officers, trustees, employees and agents to the greatest extent permitted by law or as otherwise provided in the Articles of Incorporation. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the corporation or who is or was serving at the request of the corporation as an officer, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article. The provisions of this paragraph shall not apply unless such person acted in good faith and in a manner he or she reasonably believed to be lawful, and the provisions of this paragraph shall not apply if such person shall be duly and finally adjudged to be guilty of willful misconduct of bad faith in the performance of his or her duties on behalf of Humanities Washington.

ARTICLE IX. CONFLICT OF INTEREST

Members of the Board of Trustees are required to sign the organization's Code of Ethics Policy on an annual basis, which includes the organization's Conflict of Interest and Whistleblower Policies.

ARTICLE X. ADVISORY BOARD

The Board of Trustees may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a trustee of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as trustees of the corporation. The Board of Trustees may determine by separate resolution the operational rules that shall govern the Advisory Board. The Board may remove Advisory Board members at any time, with or without cause.

ARTICLE XI. OFFICE

Section 1: Registered Office and Registered Agent. The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

Section 2: Other Offices. The corporation may have other offices within the state of Washington at such place or places as the Board of Directors may from time to time determine.

ARTICLE XII. AMENDMENT OF BYLAWS

These bylaws may be altered, amended or repealed by the affirmative vote of 60% of all trustees in office. Notice of the proposed changes must be circulated to all trustees at least ten days prior to the meeting at which the changes are to be voted on.

Adopted as amended by resolution of the corporation's Board of Trustees on October 24, 2019.

<signed> Debra Holland, Chair

1. Perfected & approved March 22, 1974
2. Amended October 10, 1975
3. Amended December 31, 1979
4. Amended October 1, 1981
5. Amended October 1, 1982
6. Amended October 1, 1983
7. Amended October 10, 1986
8. Amended December 5, 1987
9. Amended February 27, 1988
10. Amended February 23, 1990
11. Amended October 20, 1990
12. Amended December 7, 1991
13. Amended February 20, 1993
14. Amended October 1, 1993
15. Amended June 17, 1994
16. Amended October 14, 1994
17. Amended December 9, 1994
18. Amended October 13, 1995
19. Amended January 26, 1996
20. Amended October 24, 1996
21. Amended October 17, 1997
22. Amended May 15, 1998
23. Amended October 9, 1998
24. Amended January 29, 1999
25. Amended June 2, 2000
26. Amended October 20, 2000
27. Amended October 26, 2001
28. Amended February 7, 2003
29. Amended January 21, 2004
30. Amended October 14, 2006
31. Amended October 2, 2009
32. Amended June 13, 2011
33. Amended June 2, 2016
34. Amended October 24, 2019