

BYLAWS OF
The HUB – Youth Central
EIN: 46-1823910

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be **The HUB – Youth Central**. It shall be a nonprofit organization incorporated under the laws of the State of Washington.

Section 2 – Purpose: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. Notwithstanding anything herein to the contrary, the purposes of this corporation are limited to exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and consist of the following:

- a) To provide youth with essential social, academic, individual and environmental supports, especially through The HUB After School, a drop-in after school center for middle and high school aged students, where healthy interaction, fun and food are shared in a safe, supervised, uplifting, and supportive atmosphere;
- b) To place emphasis on supporting homeless, displaced, disadvantaged, and questioning teens.
- c) The HUB – Youth Central prohibits discrimination in providing member services or hiring on the basis of sexual orientation, gender identity, marital status and political ideology, as well as on the basis of race, gender, national origin, religion, and disabling condition. We adhere to The Washington Law Against Discrimination (the “WLAD”) which prohibits discrimination on the basis of marital status and sexual orientation.
- d) To invite youth to engage in challenging, enriching, and creative activities in partnership with peers, adults and the wider community.
- e) To empower youth to develop self-advocacy, leadership, and life skills which create pathways to healthy decision making and meaningful community engagement.
- f) To assist the work of schools and other community agencies/organizations who provide resources for the prevention of youth substance abuse and violence.
- g) To promote peace, unity and tolerance through the use of intercultural dialogue in learning programs and other educational efforts, including providing information and resources, for teachers, students and the general public.
- h) To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation. Such grants will be unsolicited, initiated by our Directors, and will require a majority vote of Directors.
- i) To do any and all lawful activities which 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.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of two classes. Directors are granted voting rights. Middle and High school aged students comprise the second class of members, and have no voting rights.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. A director shall perform the duties of a director, including the duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care and loyalty, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The board shall have up to 15, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: All board members shall serve two-year terms, but are eligible for re-election without limitation. Each term shall commence immediately following the annual meeting.

Section 3 — Meetings and notice:

- a) The board shall meet at least annually, at an agreed upon time and place. A special meeting of members may be called by the President or members having one-third of the votes entitled to be cast at the meeting. Directors and any committee of members of the corporation may participate in a meeting by conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time. Participation by that method constitutes presence in person at a meeting.
- b) Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each Director with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member.
- c) If notice is provided in a tangible medium, it may be transmitted by: mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.
- d) Notice to members or directors in an electronic transmission that otherwise complies with the requirements of RCW 24.03.009 is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter. A member or director who provides consent shall designate in

the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.

Section 4 — The number required for a quorum: Members holding one-third of the votes entitled to be cast represented in person or by proxy shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the Directors present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Board.

Section 5 — Board elections: At the annual meeting of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 6 — Election procedures: New directors shall be elected by a majority of directors present at the annual meeting, provided there is a quorum present. Directors so elected shall serve a term beginning immediately after the annual meeting.

Section 7 — Officers and Duties: There shall be four officers of the board, consisting of a President, Vice-President, Secretary and Treasurer. Their duties are as follows:

- a) The President shall convene regularly scheduled board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, and Treasurer.
- b) The Vice-President shall chair committees on special subjects as designated by the board.
- c) The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting agenda announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- d) The Treasurer shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 — Bonding: All officers or other persons authorized to handle or disburse the funds of the corporation shall be bonded, at the expense of the corporation, in such amounts as the board shall determine to be adequate for the protection of the corporation.

Section 11 — Indemnification: Each director, officer and employee of the corporation now or hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as director, officer, and/or employee, or by reason of any action alleged to have been taken, omitted, or

neglected by such director, officer and/or employee, and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with such claim or liability, provided however, that no such person shall be indemnified against, or be reimbursed for any expense in connection with any claim or liability arising out of his/her own willful misconduct, gross negligence and/or criminal act. The amount paid to any officer, director and/or employee by way of indemnification shall not exceed his/her actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right to indemnification herein above provided for shall not be exclusive of any rights to which any director, officer and/or employee of the corporation may otherwise be entitled by law.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, program development, public relations, data collection, etc. The board President appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The Treasurer is the chair of the Finance Committee, which includes at least two board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

Section 2 — Alternate Purpose: The purposes for which this corporation has been created may be altered, modified, enlarged or diminished by the vote of a majority of directors present, at any Annual Meeting or at any special meeting duly called for that purpose.

ARTICLE VII — CONFLICT OF INTEREST POLICY
(Adoption of <http://www.irs.gov/instructions/i1023/ar03.html>)

Section 1 — Purpose: The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 — Definitions:

- a) **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, sub-section b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 — Procedures:

- a) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement
- b) **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest:** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - 1. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

2. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d) Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 — Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 — Compensation:

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d) Decisions regarding compensation will be recorded in writing in Board meeting Minutes, including each Director's name and their vote. Supporting documentation for each decision will also be recorded. Compensation arrangements will be based on information about compensation paid by similarly situated tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers by similarly situated organizations.

Section 6 — Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 — Periodic Reviews: To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8 — Use of Outside Experts: When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATION

These bylaws were approved at a regularly scheduled meeting of the board of directors by a unanimous vote of Directors on February 12, 2013.

Secretary

Date