**Career Path Services**

**Corporate Bylaws**

**Revised July 30, 2020**

These are the Bylaws of Career Path Services, a non-profit 501(c) 3 incorporated in the State of Washington. The Articles of Incorporation are on file with Washington’s Secretary of State, since May 13, 1982.

Bylaw I - Locations

1. Corporate headquarters:

10 N. Post Street, Suite 200

Spokane, Washington, 99201

509-326-7520

The corporation operates in the State of Washington.

Bylaw II - Purposes

The purposes of this corporation are in the Articles of Incorporation.

1. Mission – definition of our organization:

*Career Path Services is a workforce development and human services nonprofit corporation.*

1. Vision – what we do now, will do in the future, and how we do it:

*Empowering People…Enhancing Workforce…Enriching Community.*

1. Purpose – why we exist: *Breaking the spirit of poverty through the dignity of work.*

Bylaw III – Board of Directors

1. Structure
	1. The Board of Directors shall consist of no more than eleven and not less than five members.
	2. Current Board of Directors-See Addendum A Board of Director Positions
2. Elections
	1. All members serve for a three-year term, or until their successor is elected.
	2. Current members ending a three-year term may choose to renew their service on the Board for another term in perpetuity.
	3. Members may serve two consecutive terms, or until their successor is elected.
	4. Terms begin July 1, unless an election occurs before the end of a term.
	5. If a position becomes vacant before the end of the term, the replacement will finish the rest of that term, and then may serve two terms.
	6. Any Board member and the Chief Executive Officer (CEO) may recommend an applicant for Board membership.
3. Removal of a Board member
	1. A quorum and majority vote is required to remove a Board member when all members receive reasonable advance notice.
	2. A quorum and two-thirds majority vote is required to remove a Board member when members do not receive advanced notice.
	3. A meeting to remove a Board member will include Board members, the CEO, and others deemed necessary to aid the Board in making a decision. Attendance at the meeting by the member in question is not required, and is subject to the judgment of the Board.
4. Officers
	1. Officers of the Board of Directors are a Chairperson and a Secretary.
	2. The Chairperson serves for a two-year term. A Chairperson may serve a second two-year term. The current Chairperson’s term expires on June 30, 2021. Election of the new Chairperson will occur at the April 29, 2021 Board meeting, and that term begins July 1, 2021, or when the Board selects a successor.
	3. The Board will select a Secretary to serve for two years. A Secretary may serve a second two-year term. The current two- year term ends June 30, 2021, and Board vote is required to renew a term.
5. Committees
	1. The Executive Committee includes the last Chairperson, the current Chairperson, and the Secretary.
	2. The Audit Committee includes one of the Executive Committee members, and two other Board members. There is no term limit to the Audit Committee.
	3. The Board may vote to establish other committees to work on a project. The committee disbands when the project is over.
6. Indemnification

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| * 1. Professional Liability coverage held by the corporation includes Errors and Omissions and Employment Practices Insurance that protects our Board from personal liability. See Career Path Services Policy #40 – Risk Management; see our current insurance policy.
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1. Conflict of Interest
	1. The Career Path Services Policy #27 – Standards of Ethical Conduct and Conflict of Interest govern conflict of interest matters.
2. Operations of the Organization
	1. The Board delegates the day-to-day, quarter-to-quarter, and year-to-year operations to the CEO.
	2. The Board conducts an annual appraisal of the CEO performance, which includes setting the CEO salary level. See Career Path Services Policy #9 – Employee Performance Appraisal.
	3. Career Path Services Global Policies establish CEO authorities and spending levels. Changes to CEO authority levels only occur with Board approval.

Bylaw IV - Meetings

1. Schedule – The Board meets on the last Thursday of January, April, July, and October (the Annual meeting).
2. Meeting location – Meetings are at locations convenient to its purposes, and the agenda publishes the location.
3. Quorum – A majority (51%) of Board members present at a Board meeting.
4. Attendance
	1. Members commit to attending a majority of meetings.
	2. The Board Chairperson and CEO determine whether nonmembers are included or excluded from meetings.
5. Order of Business – Agenda items may include:
	1. Introductions.
	2. Action Items, including approval of Board meeting minutes from previous meetings.
	3. Corporate, Program, and Fiscal Reports.
	4. Items for discussion and information.
	5. Other.
6. Voting
	1. Each member has one vote when a quorum is present.
	2. A vote by email or written ballot is acceptable when a special vote without a meeting is expedient to accomplishing the Board’s purposes. An email vote requires E-votes require an option for a phone call to provide a forum to ask questions and discuss. E-votes require all Board Members vote by a reply all response. All e-votes will be entered into the minutes of the next board meeting.
7. Electronic meeting participation
	1. Board members may attend a meeting via electronic means, including tele, audio, and video conferencing.
	2. Members participating electronically have equal access to discussions, documents, and presentations, unless a participant waives their right to such access.
	3. Attendees have an equal opportunity to vote.
	4. Proper equipment and software are required to participate electronically.
	5. Reference Career Path Services Policy #31 – Technology and Social Media/Networking.
8. Executive Committee and its meetings
	1. The Executive Committee is comprised of the current Chair, the past Chair, and the Secretary.
	2. The Committee meets six weeks after the regularly scheduled Board meetings at the corporate headquarters, as needed.
9. Special meetings
	1. At a regularly scheduled Board meeting, or at another time when conditions warrant it, any Board member or the CEO may request a special meeting.
	2. A Board vote may be required before holding a special meeting.
	3. At the discretion of the Board Chair and the CEO, a special meeting may be held when it is expedient to accomplishing the Board’s purposes.

Bylaw V - Fiscal Year

1. The Fiscal Year of the corporation is July 1 through June 30.

Bylaw VI - Books and Records

1. All corporate records and Board minutes reside at the corporate headquarters.

Bylaw VII - Compensation and Ownership

1. Participation on the Board is voluntary and there is no compensation for membership.
2. No Director, Officer, or any other person hold rights or interests in assets or properties of the Corporation, including those distributed or liquidated.
3. Upon liquidation of the Corporation, all assets shall, to the extent allowed, be donated by the Board to a successor corporation(s) with a similar mission to Career Path Services.

Bylaw VIII – Bylaw Amendments

1. Bylaw changes may occur by majority vote at any Board meeting.

Bylaw IX - Expenditures

1. Board-related expenditures will follow Career Path Policy policies. Reference policies include:
	1. #19 - Internal Procurement Cost Control, Signature Authority
	2. #22 - Accounting Policy Manual
	3. #36 – Corporate Compliance, and Fraud and Abuse Prevention and Reporting

Bylaw X - Rules of Order

1. Parliamentary procedures for all meetings follow the current edition of ‘Robert’s Rules of Order Newly Revised’ (currently the Robert’s Rules of Order, 11th Edition, 2011).

Bylaw XI - Miscellaneous

1. These Bylaws conform to the Career Path Services Articles of Incorporation, and to the requirements of Section 501 (c) (3) of the Internal Revenue Code.

Bylaw XII – History of Bylaw revisions

1. Revised July 30, 2020
2. Revised July 25, 2019, correction January 30, 2020
3. Revised July 2018
4. Revised April 27, 2017
5. Revised July 30, 2015
6. Revised May 15, 1997
7. Revised November 20, 1995
8. Revised March 21, 1991
9. September 16, 1982

The revised Bylaws of Career Path Services was approved by majority vote of the Board of Directors at the July 30, 2020, meeting.

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John Bumgarner, Board Chair

Career Path Services Board of Directors Position Assignments-Addendum A

Position assignments stagger the terms of all Board members so that each end evenly over any three-year period. At the end of a term, that current member may choose to continue service on the Board for another term without a vote.

Directors serve a maximum of two full terms of three years each. If a Position is inherited mid-term, that Director will finish the term, and then is eligible to serve an additional two terms.

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| Board member/Position | Term dates |
| John BumgarnerPosition 2 | -Inherited position, which ends June 30, 2019 -First term: July 1, 2019 - June 30, 2022-Second term: July 1, 2022 - June 30, 2025 |
| Jason Gray Position 2 | -Inherited position, which ends June 30, 2019 -First term: July 1, 2019 - June 30, 2022-Second term: July 1, 2022 - June 30, 2025 |
| Greg SypoltPosition 2 | –Grandfathered; no term limit. |
| Rebecca Coufal Position 3 | –Grandfathered; no term limit. |
| Ted LanePosition 3 | -Inherited position, which ends June 30, 2020 -First term: July 1, 2020 - June 30, 2023-Second term: July 1, 2023 - June 30, 2026 |
| Stephanie Wall-SecretaryPosition 3 | -First term: July 1, 2019 - June 30, 2022-Second term: July 1, 2022 – June 30, 2025 |
| Russell BurtnerPosition 1 | –Grandfathered; no term limit. *Currently recruiting replacement 2020* |
| West-side vacancyPosition 1 | -Inherited position, which ends June 30, 2021-First term: July 1, 2021 - June 30, 2024-Second term: July 1, 2024 - June 30, 2027 |
| David Olsen Position 1 | -Inherited position, which ends June 30, 2021-First term: July 1, 2021 - June 30, 2024-Second term: July 1, 2024 - June 30, 2027 |