

# Bylaws of the Community Residential Services Association

## A Non-Profit Business League

Community Residential Services Association exists to represent and support Washington's residential service providers and advocate for quality supports so that people with developmental disabilities have opportunities to fulfill their life choices.

### Article I: Offices

The Association's registered office is located in Bellevue in King County. The address of the registered office shall remain the same as the registered agent and may be changed from time to time by a vote of the membership.

### Article II: Fiscal Year

The fiscal year shall be the calendar year.

### Article III: Members

Section 1: Membership shall be open to organizations who operate community residential services for people with developmental disabilities in Washington and who share the values and adhere to the Code of Ethics of the Association.

Section 2: Associate membership in the Association shall be open to any individual or entity whose objectives support the work of the Association and individuals with developmental disabilities. Associate members shall have all the rights of membership except those of holding office and voting. Associate members may serve on standing and ad-hoc committees. Associate member dues shall be established annually by the Executive Committee.

Section 3: The affairs of the Association shall be the responsibility of the voting members.

Section 4: Voting members and associate members shall be only those whose dues are current (no more than two quarters in arrears). Notification of past-due status and possible revocation of voting privileges will be sent to the member agency by the Treasurer or their designee prior to any regular and/or specially-convened meetings of the membership.

#### Article IV: Dues

The dues structure maybe revised from time to time with the approval of the voting members. Exceptions for individual members may be made, with the approval of the Executive Committee.

#### Article V: Meetings

- Section 1: All members shall receive no less than 10 days formal notice of all regular and specially-convened meetings and calls for vote of the membership.
- Section 2: Meetings shall be scheduled as needed to conduct the business of the Association, but not less than quarterly.
- Section 3: Members shall determine the location of meetings to attempt to ease the burden of travel for members.
- Section 4: There shall be an annual meeting of the membership to elect officers.

#### Article VI: Committees

- Section 1: Committees will develop and carry out strategies that reflect the policy direction chosen by the voting members. Standing and ad-hoc committees report to the membership. All committee meetings, including the Executive Committee, are open to the full membership.
- Section 2: The Standing committees shall include:
- Contract Affairs
  - Governmental Affairs
  - Membership
  - Education
  - Executive
- Chairs/Co-Chairs of Standing Committees are appointed by the Chair of the association. A Chair/Co-Chair of a Standing Committee may also be removed from his/her position by the Chair of the association.
- Section 3: Ad hoc and other committees shall be formed as deemed necessary by the membership and/or the Chair. Ad Hoc chairs do not vote on the Executive Committee.
- Section 4: (a) The Executive Committee shall consist of all officers, the immediate past chair, standing committee chairs, and up to six (6) at large members of the Association. The Executive Committee shall represent the diversity, large and small, profit and nonprofit, and a regional mix of the Association's member organizations.

(1) For the purpose of decisions made by the Executive Committee, each member of the Executive Committee will have one vote. The exception is

in the case of Standing Committees that have co-chairs. The committee shall cast one (1) vote.

(b) Executive Committee Meetings:

- (1) The Executive Committee will meet at least quarterly to oversee the business affairs of the Association.
- (2) All Association members will be notified at least 48 hours in advance of the meeting.
- (3) Minutes of the Executive Committee meetings will be made available to all members.

(c) Any member of the Executive Committee may be removed from his/her position by 2/3 majority vote of a quorum of the membership.

Section 5: When any member learns of a need for CRSA representation on a committee or work group, that member shall notify the Chair of the association. The Chair of the association should request volunteers from the membership. The Chair will consult with the Executive Committee. The Chair makes the final appointment. The above process can take place via e-mail. Governmental Affairs, Contract Affairs, Membership, and Education representation will be assigned by the chairs of those committees.

#### Article VII: Decision-making

Section 1: The voting members shall approve the annual budget, Strategic Plan, major policy decisions, election of officers and at large members.

Section 2: Each member agency shall have one (1) vote.

Section 3: The Secretary may poll and accept votes on specific motions of the general membership via phone, fax, and/or e-mail, in addition to those of members physically present at the time the vote is called. All those members who respond will be considered present for establishing a quorum.

Section 4: A majority of the members present is needed to pass a motion.

Section 5: A quorum shall consist of 15 percent of the voting membership.

Section 6: Committee Decision-making:

(a) Committees shall make decisions that, in the best judgment of its members, represent the will of the membership and are consistent with the vision, mission and values of the association.

(b) A quorum of the Committee shall be 50 percent of its membership.

(c) A quorum is required for the Committee to entertain a motion.

(d) A simple majority vote is required to pass a motion.

(e) All motions that would change policy direction or result in expenditures exceeding the gross annual approved budget must be voted upon by the membership.

#### Article VIII: Officers

- Section 1: Officers shall consist of a Chair, Vice-Chair, Secretary and Treasurer. Other officers or positions may be established and elected as needed.
- Section 2: Officers shall be elected for one year terms by a vote of the membership. Elections will be held during the Association's annual meeting. New Officers will assume the duties of their office upon the close of the annual meeting.
- Section 3: The incumbent Vice-Chair will automatically be placed on the ballot for the position of the Chair the following year. Other qualified members may be added to the ballot by the nominating committee.
- Section 4: Vacancies in offices shall be filled by nomination and vote of the Association's membership. All nominees must be voting members.
- Section 5: A nominating committee comprised of voting members shall select candidates for consideration by the full membership.
- Section 6: Vacancies shall not hinder the association from conducting its business.
- Section 7: Duties of officers shall be outlined in operating policies established by the Association's membership.

#### Article IX: Disbursal of Funds

- Section 1: The Association shall keep accurate and complete records of all receipts and disbursements and shall file all required state and federal reports.
- Section 2: Funds will be collected and/or disbursed to further the mission of the association as set forth from time to time by the voting membership and/or their elected and appointed representatives. The association will have a membership-approved annual budget.
- Section 3: Financial statements shall be made available to the membership quarterly.

#### Article X: Amendment

Bylaws may be amended by a two-thirds vote of the membership voting at any regular meeting. Notice of proposed amendment shall be sent to each member in advance of meetings.