KITSAP APPLIED TECHNOLOGIES

4195 Wheaton Way
Bremerton, WA. 98310

BY-LAWS

ARTICLE I – The Corporation

Section 1. The name of the Corporation shall be Kitsap Applied Technologies, hereafter referred to as the corporation.

Section 2. The purpose of this Corporation is as follows. To provide vocational training, employment and community access opportunities to individuals with physical, mental and/or sensory disabilities. These services will be age appropriate and consistent with the capacity and ability of each person while recognizing that person as an individual entitled to respect, privacy, personal choice and the opportunity to be a contributing member of our community.

To provide supportive services and training in the areas of self-help, communication and social skills as needed for participation in a vocational program.

To practice the principles of normalization and provide services in the least restrictive, most appropriate environment possible.

Section 3. The Office of Corporation shall be at such a place or places in Kitsap County, State of Washington, as the Corporation from time to time may designate by resolution.

Section 4. The corporation will have no members other than the Board of Directors.

Section 5. No employee shall be a member of the Board of Directors.

ARTICLE II – Board of Directors

Section 1. The affairs of this Corporation shall be managed by a Board of Directors numbering not less than five or more than twelve members. All efforts shall be made to insure that membership of the Board of Directors is broadly representative of the community to include members such as consumers, elected officials, business and industrial leaders, legal and financial authorities, medical, social and educational specialists, and other interested and concerned citizens. Board members should represent the various geographic areas of the county and the socio-economic groups in the community with a nearly equal male/female ratio and wide distribution of ages.

Section 2. After the establishment of the first Board of Directors, members of the Board of Directors shall be elected at the an annual meeting and take office on June 1 in the year of their election. The term of office of the board members shall be for two years.

1. Except that the first Board of Directors shall serve as follows: Half the Directors shall serve for a term of two years and half of the Directors shall serve for a term of three years. The determination of which Directors serve which terms shall be made by lot.

Section 3. A nominating committee shall be appointed and shall nominate one or more persons to fill both expiring terms and unexpected vacancies on the Board of Directors. In the case of unexpected vacancies, elections shall be held at the next regular Board meeting and a plurality of votes cast, provided a quorum is in attendance, shall determine the election. Such elections shall be for the unexpired term of the said position(s).

Section 4. 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, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(1) One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matter presented;
(2) Counsel, public accountants, or other persons as to matter which the Director believes to be within such person's professional or expert competence; or
(3) A committee of the board upon which the Director does not serve, duly designated in accordance with the provisions in the articles of incorporation or bylaws, a to matters within its designated authority, which committee the Director believes to merit confidence; so long as, in any such case, the Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance unwarranted.

Section 5. The duties and responsibilities of the Board of Directors shall include:

1. Setting the policies of the Corporation, annually adopting a plan of action in which the general purpose, objectives, authority and means are specified.

2. Ensuring sufficient funds to carry out the goals and objectives of the organization.

3. Employing an Executive Director to administer the programs in accordance with policies established by the Board of Directors.

4. Formally stating the Executive Director's relationship to the Board of Directors and

delegating such authority and responsibility necessary to administer the programs.

5. Monitoring the relevance, quality and effectiveness of the programs.

6. Adopting an annual budget, establishing policies for administration of funds, and regularly reviewing the financial status of Kitsap Applied Technologies.

7. Selecting the corporation's auditor and approving the audit report thereof.

8. Periodically reviewing the Affirmative Action and Personnel Policies.

9. Assisting in the corporation's fundraising activitie in both public and private sectors, as deemed necessary.

10. Participating in training to remain informed and current in areas of board responsibilities and organizational administration.

Section 6. If a Board member is absent three or more successive regular meetings of the Board of Directors, without prior notification to the Secretary, or the Board President, the Board may declare the office vacant, and a successor may be elected as soon as practical.

Section 7. A Director may resign by submitting written notice of such intent to the Secretary of the Board. Unless specified therein, such notice shall be effective upon delivery.

ARTICLE III – Officers

Section 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The officerss shall be elected at an Annual meeting of the Corporation by the Board of Directors and hold office for a period of one year or until their successors are elected.

Section 2. Duties and responsibilities:

1. The President shall:

    a. Preside at all meetings of the Corporation.

    b. Except as otherwise authorized by resolution of the Corporation, the President shall be authorized to sign all contracts, deeds, and other legal instruments of the Corporation.

c. Represent the Corporation as its spokesperson whenever it is in the best interest of the Corporation to be represented.

d. Submit such recommendations and information as he or she may consider proper concerning the business affairs and policies of the Corporation.

e. Appoint chairpersons and members of all special and standing committees with Board approval.

f. Serve as an ex-officio member of all committees with the exception of the nominating committee.

g. Closely work with and supervise the Executive Director.

2. The Vice President shall:

a. Preside at all meetings when the President is unable to attend.

b. In the absence or incapacity of the President and in case of the resignation or death of the President, the Vice President shall perform such duties as are imposed on the President until such time as the Board of Directors shall elect a new President.

c. Oversee the functioning of such committees of the Corporation and other groups as the President shall direct.

3. The Secretary shall:

a. Maintain a secretary's book of meetings minutes and attendance records of all official meetings of the Board of Directors.

b. Have available copies of the Articles of Incorporation, Bylaws, standing rules, and other pertinent records of the Corporation at all meetings.

c. Give notifications of meetings of the Corporation in accordance with the Bylaws.

4. The Treasurer shall:

a. Have the oversight responsibility of the funds and fiscal matters of the Corporation.

b. Ensure that the fiscal policies of the corporation are in accord with the appropriate accounting standards and practices, and that the corporation staff are adhering to those policies and practices.

c. Present the budget and financial reports to the Board at their official meetings.

Section 3. All officers shall agree to accept other responsibilities usually inherent to their respective positions. Failure to accept and administer effectively the responsibilities of the individual positions may result in removal from office by a two-thirds vote of the Board of Directors.

Section 4. An Executive Board shall consist of the elected officers of the Corporation. The Executive Board is delegated the authority and responsibility for carrying out the policies of the Corporation between meetings, and for making recommendations on matters of policy and procedure to the Board of Directors.

ARTICLE IV – Meetings and Notices

Section 1. The Board of Directors shall meet monthly, unless otherwise determined.
a. An annual schedule will be published for these meeting and no additional no
additional notice shall be given.

Section 2. A minimum of one meeting per quarter is required.

Section 3. Special Board meeting may be called by the President or upon written request to the President.

Section 4. Notice hall be in writing and mailed or sent by electronic transmission and include the date, time, location and business of the meeting. No business shall be conducted other than as designated in the written notice unless all members of the Board of Directors are present.

1. Mailed Notices:
    a. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addresses to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.
2. Electronic Notices:
    a. A notice to be provided b electronic transmission must be electronically transmitted.
    b. Notice to Directors in electronic transmission is effective only with respect to Directors who have consented, in the form of a record, to receive electronically transmitted notices.
        i. Notice to Directors includes materials that accompany the notice.
        ii. A Director who provides consent, in the form of record, to receipt of electronically transmitted notices shall designate in the consent the address, location or system to which these notices may be electronically transmitted.

iii. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record.
iv. The consent of any Director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the Board or other person responsible for giving the notice. The inadvertent failure of the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

c. Notice to the Directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
d. Notice provided in an electronic transmission is effective when it (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 5. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 6. At any regular meeting of the Board, an attending member may vote in person or a non-attending member may vote by email, electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. Such proxy authorizations may be in writing or verbal and will authorize the President or acting President to case a vote on his or her behalf. No proxy shall be valid after eleven months from the date of it's execution, unless otherwise provided in the proxy. Before voting on any matter, the President, or acting President shall first announce to the Board the identity of all such person for whom a proxy has been granted.

Section 7. A Director of the Corporation who is present at a meeting of its Board of Directors at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless the Director shall deliver his or her dissent or abstention shall be entered into the minutes of the meeting or unless the Director shall deliver his or her dissent or abstention to such action to the person acting as the

Secretary of the meeting before adjournment thereof, or shall deliver such dissent or abstention to the Secretary of the Corporation immediately after the adjournment of the meeting which dissent or abstention must be in the form of record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 8. One third of the Board of Directors shall constitute a quorum at any meeting of the Board.

Section 9. All meetings are open to the public unless otherwise designated by the Board of Directors.

ARTICLE V – Financial Accountability

Section 1. The fiscal year of the Corporation shall be from July 1 through June 30.

Section 2. Except as otherwise authorized by a resolution of the Board of Directors, all orders and checks shall be signed by the Executive Director and countersigned by an Officer of the Board of Directors or staff member. All Officers of the Board of Directors shall be authorized to countersign. Staff members may be authorized to countersign by a resolution of the Board of Directors.

Section 3. Board members and designated staff shall be bonded to protect against loss to the Corporation. The amount of the bond shall be established by the Board of Directors and the premium for the bond shall be paid for by the Corporation.

Section 4. The accounts of the Corporation shall be audited annually, or at the discretion of the Board of Directors, more frequently.

ARTICLE VI– Committees

Section 1. Committees of the Board of Directors shall be designated as standing committees or special committees. Standing committees are permanent committees intended to consider matters pertaining to a designated subject on a continuing basis. Special (ad hoc) committees shall be appointed to investigate, report, or act in unique matters.

Section 2. Committees shall consist of a chairperson and a minimum of two other members. Chairpersons and committee members, with the exception of the nominating committee, shall be appointed by the President and approved by the Board

of Directors. Standing committee members shall serve for a period of one year or until their successors are appointed. Special committees shall be disbanded upon completion of their assigned tasks.

Section 3. Committee chairpersons shall be prepared to report, either verbally or in writing, at the regular monthly meetings of the Board of Directors.

Section 4. The nominating committee shall be chaired by the President. Three members plus an alternate shall be elected at an Annual Meeting and serve for a period of one year. The nominating committee shall be responsible for nominating one or more candidates for each office of the Corporation and for any vacancies which may occur.

ARTICLE VII – Executive Director

Section 1. The Board of Directors shall employ, on such terms and conditions as it deems reasonable and appropriate, an Executive Director.

Section 2. The Executive Director shall be responsible for the day-to-day operations of the Corporation, subject to the general direction and supervision of the President and the Board of Directors. The Executive Director shall, among other duties, perform the following:

1. Responsibly manage the day to day finances of the Corporation and work with the Treasurer to report monthly to the Board of Directors regarding the financial status of the Corporation.

2. Recruit and hire all permanent, part-time and on-call employees, including volunteers, as required to best meet and fulfill the obligations and mission of the Corporation. Provide a summary report of these actions to the Board of Directors at the next regular Board meeting.

3. Positively supervise and evaluate all employees, and take disciplinary action as required, in accordance with personnel policies established by the Board of Directors.

4. Design and develop programs and assign work to staff, whether salaried or volunteer, so as to carry out the mission and vision of the Corporation.

5. Propose policies to the Board of Directors.

6. Be accountable to the Board of Directors for all programs.

7. Effectively carry out all policies and procedures of Kitsap Applied Technologies.

Section 3. The Executive Director serves at the will of the Board of Directors and may be terminated by a majority vote of the Board provided there is a quorum.

ARTICLE VIII – Restriction of Political Activity

This Corporation shall be non-political. There shall be no political or lobbying activities allowed on the premises of Kitsap Applied Technologies, or at any regular or special meetings of the Corporation or Board of Directors.

ARTICLE IX – Parliamentary Procedure

Parliamentary procedure not contained herein shall be governed by Roberts Rules Revised.

ARTICLE X – Amendment

Bylaws of this Corporation may be amended at any regular or special meeting of the Board of Directors, provided ten days notice of intent to amend has been given. A two-thirds affirmative vote of the Board, provided a quorum is in attendance, is required for approval of the amendment. No changes shall be made in the Bylaws which would conflict with the Articles of Incorporation.

ARTICLE XI – Board Policies and Standing Rules

In addition to the Articles of Incorporation and Bylaws, the Corporation shall maintain a record of policies and standing rules adopted by majority vote at any regular meeting of the Board of Directors, provided a quorum is in attendance.

ARTICLE XII – Director Indemnity

Section 1. Every person who is a Director of this Corporation shall be indemnified and held harmless by the Corporation from and against all costs and expenses which may be imposed upon or reasonable incurred by the Directors in connection with or arising out of any claim, action, suit, or processing in which the Director may be involved by reason of being or having been a Director of the Corporation, except as this section may be limited by law.

Section 2. Costs and expenses as used herein, shall include, but shall not be limited to, attorney's fees and amounts of judgment against, and amounts paid in settlements by or on behalf of any such Director other than the amounts paid to the Corporation itself.

Section 3. The private property of the Directors of the Corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this Corporation.

Section 4. The foregoing rights and indemnification shall not be exclusive of other rights to which and such Director shall be entitled as a matter of law.

Section 5. No loans shall be made by the Corporation to its Directors or Officers. The Directors of the Corporation who vote for or assent to the making of a loan to a Director or Officer of the Corporation, and any Officer or Officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof.

Section 6. These provisions shall not eliminate or limit the liability of a Director foe acts or omissions that involve intentional misconduct by a Director or a knowing violation of the law by a Director, or for conduct violating RCW 23B.08.310, or for any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. No such provision shall eliminate or limit the liability of a Director for any act or omission occurring prior to the date when such provision becomes effective.

ARTICLE XIII – Dissolution

In the event of the dissolution of this Corporation, the procedure shall be carried out in accordance with the Articles of Incorporation and the Washington Non-Profit Corporation Act or the successors thereof.

ADOPTED the 1st day of November, 1984 at Bremerton, Washington.

REVISED this 26th day of June, 2008 at Bremerton, Washington.

REVISED this 22nd day of October, 2009 at Bremerton, Washington.

_____President

_____Vice President

_____Secretary

_____Treasurer