

Articles of Incorporation of the Hispanic Roundtable of South Sound

We the undersigned, acting as the incorporators of a corporation under the provisions of the Washington Non Profit Corporation Act (Chapter 24.03 of the RCW), hereby sign and verify the following Articles of Incorporation for such Corporation.

Article I:

The name of the corporation shall be The Hispanic RoundTable of South Sound (hereinafter referred to as the "Corporation").

Article II:

The Corporation shall have perpetual existence.

Article III:

The address of the corporation shall be P.O. Box 6368 Olympia WA 98507. The name of the initial registered agent of the Corporation at such address shall be Board President Jose L. Diaz.

Article IV:

Section 1. Purposes The purposes for which this corporation is formed are exclusively charitable and educational and consist of the following:

- A. Improving access to education for the Hispanic population in South Sound.
- B. Improving access to community resources and services for the Hispanic population in South Sound.
- C. Improving opportunities for economic development among the Hispanic community of South Sound.
- D. Improve/assist in improving employment opportunities for the Hispanic population.
- E. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable/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.
- F. To do any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the forgoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others.

Section 2. Powers

In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the corporation's Articles of Incorporation or Bylaws, the conferred by law upon a corporation organized for the purposes set forth above, or are necessary or

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

Article V: Limitations

All of the purposes and powers of the Corporation shall be exercised exclusively for charitable, scientific and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Contributions to the Corporation shall be deductible under Section 170 (c)(2) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law. The Corporation shall not participate in, or intervene in (including publishing or distribution of any statements) any political campaign of behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

- (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law, or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization is authorized or empowered to pay reasonable compensation of services rendered and to make payments and distributions in furtherance of its purposes.

Upon the dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law, and used to accomplish the purposes for which this Corporation is organized.

Article VI: Members

Qualifications, application, voting and other rights and privileges of members shall be set forth in the Bylaws.

Article VII: Directors

The number of Board Members contributing to the initial Board of Directors of the Corporation shall be 9 directors. The names and addresses of the [persons who are to serve as the initial Board Members] of the Corporation are as follows:

Jose L. Diaz, Olympia, WA
Selina Gomez-Beloz, Rochester, WA
Sara Peté, Olympia, WA
Bill Fishburn, Lacey, WA
Ivan Rodriguez, Lacey, WA
Paul Gallegos, Olympia, WA
Theresa Kimball, Lacey, WA
Eileen Yoshina, Olympia, WA
Katherine Baros Friedt, Olympia, WA
Alejandro Rugarcia, Olympia, WA
Emilio Vela, Jr., Olympia, WA

The powers and duties, number, qualifications, terms of office, manner of election, time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

Article VIII: Director Liability Limitations

A Board member shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, 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. If the Washington Nonprofit Corporation Act is further amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminate or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Repeal or modification of this Article shall not be retroactive.

Board Members of the Corporations shall not be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a Board Member or a knowing violation of the law by a Board Member, where the Board Member votes or assents to a distributions which is unlawful or violates the requirements of these articles of incorporation, 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.

Article IX: Indemnification

All those who serve or have served on the Board of Directors shall be indemnified by the Corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceedings to which Officers have been made parties by reason of their being or having been an Officer of the Corporation, except in relation to matters in which they are found to have acted illegally or outside he scope of their duties,

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

or where they are adjudged to have been personally liable for gross negligence or misconduct in the performance of their duties.

Article X: Bylaws

By laws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the board of directors and may be exercise at any regular or special meeting of the board of directors.

Article XI: Incorporators

The name and address of the incorporators of the Corporation are as follows:

NAME	ADDRESS
JOSE L. DIAZ	OLYMPIA, WA
SELINA GOMEZ-BELOZ	ROCHESTER, WA
SARA PETÉ	OLYMPIA, WA
BILL FISHBURN	LACEY, WA
IVAN RODRIGUEZ	LACEY, WA
PAUL GALLEGOS	OLYMPIA, WA
THERESA KIMBALL	LACEY, WA
EILEEN YOSHINA	OLYMPIA, WA
KATHERINE BAROS FRIEDT	OLYMPIA, WA
ALEJANDRO RUGARCIA	OLYMPIA, WA
EMILIO VELA, JR.	OLYMPIA, WA

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation this _____ day of _____, _____.

(Signature)

(Signature)

(Signature)

(Signature)

(Signature)

(Signature)

(Signature)

(Signature)

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

(Signature)

(Signature)

BYLAWS of The Hispanic Roundtable of South Sound

Article I: OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors (“Board”) may designate. The corporation may have other offices within or without the state of Washington, as the board may designate or as the business may require.

Article II: MEMBERSHIP

2.1 Classes of Members

The corporation shall have Board Members and regular members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership

In order to qualify for membership, a member shall be limited to the following:

- Any individual who is willing to pay an annual membership fee of \$25.00, or \$500 lifetime membership.
- Any agency, business or institution that is willing to pay an annual membership of \$100.00.
- Continued membership is contingent upon being up-to-date on membership dues.

Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3 Voting Rights

2.3.1 All members in good standing are eligible to vote.

2.3.2 Each member is allowed to cast one vote for each position open for election.

2.4 Annual Meeting

There will be an annual meeting in January for the purpose of electing Board Members and transacting such other business as may come before the meeting.

2.5 Special Meetings

The President, or not less than two thirds of the Board Members are entitled to vote at such a meeting and may call special meetings of the members for any purpose.

2.6 Place of Meetings

Meetings will be held at various locations throughout South Sound.

2.6.1 Definition of South Sound

See definitions – Article VIII

2.7 Notice of Meetings

A minimum of ten (10) and a maximum of 50 days notice will be given for meetings. Email or phone contacts are also means of communicating about meetings that may be used.

2.8: Waiver of Notice

There will be no waiver of notice. Ten (10) day minimum notice must be provided for all meetings.

2.9 Quorum

51% of board members will constitute a quorum.

2.10 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person (or by proxy) at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of incorporation or these Bylaws.

2.11 Proxies

A member may vote by proxy executed in writing or by email. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. The issue to be voted on will be posted on the website prior to meeting. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after final adjournment thereof.

2.12 – Action by Members without a Meeting

There shall be no action by members without a meeting.

2.13 –Methods of Meeting

There shall be meetings allowed in person, via conference calls, and electronically.

ARTICLE III: BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number

The board shall consist of no less than eight (8) members and no more than thirteen (13) members. The number of Board Members may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Board Member.

3.3 Qualifications

Board Members shall be members of the corporation in good standing. Board Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Board Members

Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate, for eight (8) to thirteen (13) available positions each year.

Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Board Members will be elected by a quorum of members present at the annual meeting. The positions of President and Secretary shall be elected in even-numbered years, and the positions of Vice President and Treasurer shall be elected in odd-numbered years.

3.4.1 Initial Board Members

The initial Board Members named in the Articles of Incorporation shall serve until the first annual meeting of members.

3.4.2 Successor Board Members

Board Members shall be elected every two years as their term expires at the annual January meeting of members. Board Members can serve up to five (5) consecutive two year terms, given they are in good standing through consistent participation and payment of membership dues.

3.4.3 Definition of Good Standing

See definitions – Article VIII

3.5 Term of Office

Unless a Board Member dies, resigns or is removed, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected, whichever is later.

3.6 Annual Meeting

The annual meeting of the Board shall be held without notice immediately following and at the same place as the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

3.7 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8 Special Meetings

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

Special meetings may be called by the President, the Executive Committee, or a simple majority of Board Members.

3.8.1 Definition of Executive Committee of Board Officers

See definitions – Article VIII

3.8.2 Definition of Committee Chairs

See definitions – Article VIII

3.9 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment as long as all members participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held within South Sound.

3.10.1 Definition of South Sound

See definitions – Article VIII

3.11 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Board Member in writing or by personal communication with the Board Member not less than ten (10) days before the meeting. Notices in writing may be delivered or mailed to the Board Member at his or her address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail the notice shall be deemed effective when deposited in the official government mail properly addressed with proper postage.

3.12 Waiver of Notice

There shall be no waiver of notice for meetings.

3.13 Quorum

51% of Directors Board Members shall constitute a quorum for the transaction of business at any board meeting. If a quorum is not present at a meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

3.14 Manner of Acting

The act of the majority of the Board Members present at a meeting at which there is a quorum shall be the act of the Board; unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

A Board Member of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless such Board Member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. The dissent or abstention may be sent by registered mail to the Secretary of the corporation after the meeting has adjourned. Such right to dissent or abstain shall not apply to a Board Member who voted in favor of such action.

3.16 Action by Board without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Board Members. Any such written consent shall be inserted into the minute's book as if it were the minutes of a meeting.

3.17 Resignation

Any Board Member may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, through electronic mail (e-mail) to the President or the Secretary, or by giving oral or written notice at any meeting of Board Members. Any such resignation shall take effect at the time specified therein, or if the time is not specified upon delivery of the letter and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

At a meeting of members called expressly for that purpose, one or more Board Members (including the entire Board (may be removed from office), with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Board Members represented in person or by proxy at a meeting of members at which a quorum is present.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Board Members through less than a quorum of the Board. A Board Member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Board Committees

Board committees shall follow the same procedural guidelines as the Board.

3.21 Compensation

The Board Members shall receive no compensation for their service as Board Members but may receive reimbursement for expenditures incurred on behalf of the corporation.

Article IV: OFFICERS

4.1 Number and Qualifications

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers or assistant officers may be elected or appointed by the Board. These other officers or assistant officers may hold office for a time period and perform such duties as provided in these Bylaws or by the Board. Any officer may be assigned by the Board any additional title that the board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election and Term of Office

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary or the Board, 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 upon delivery thereof. The acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights if any of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or to her cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

It will be the duty of the President to preside at all meetings of the corporation and of the Board, to appoint all committees, to be an ex-officio member of all committees, with the right to debate and to vote, and to interpret all rules of parliamentary procedures. The President will be a voting member of the Board.

The president shall preside at all regular and special business meetings of the corporation or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice president, secretary, treasurer. In conducting meetings of the Association, the President's decision shall be final unless otherwise provided for by this Constitution. The President's decision may be reversed by a two-thirds vote of the membership present at any business meeting of the Association.

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

The President shall appoint all pro-tem officers in case of absentees. If in the opinion of the President an occasion or circumstance should arise to warrant the calling of a special business meeting of the Executive Board, the President shall have the authority to call such a meeting and shall notify the board members of the date, time, and place of such meeting and purpose of the meeting.

The President shall be Chairman of the Executive Board.

The president shall appoint the members of all Committees not otherwise provided for.

The President shall be a member of all Committees.

4.7 Vice President

The Vice-President shall perform all duties for the good of the organization required by the President and shall chair committees on special subjects as designated by the board.

4.8 Secretary

The Secretary shall serve as Secretary to the Executive Board and perform such other duties as directed by the President. The Secretary shall be responsible to maintain a record of all corporation correspondence and membership directories and serve as chapter historian.

4.9 Treasurer

The Treasurer shall collect all dues, make timely deposits of chapter funds and make an accounting of all funds annually. The Treasurer shall have the authority to disburse such monies as required in keeping with policies established by the Executive Board and debts incurred by corporation business.

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.

The Treasurer shall maintain records to support income and disbursements for not less than 7 years. Corporation financial records shall be available for inspection by any chapter member upon notification to the Treasurer.

4.10 Salaries

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority. No officer shall be prevented from receiving a salary by reason of the fact that he or she is a Director of the corporation.

Article V: COMMITTEES

5.1 Committee formation: The board may create committees as needed, such as fundraising, web, youth education, mentoring, public relations, data collection, etc. The President appoints all committee chairs.

5.2 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.

5.3: Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the 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 the membership, board members, and the public.

Article VI: ADMINISTRATIVE PROVISIONS

6.1 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes of which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Board Member, and of the name and post office address of each officer; and such other records as may be necessary of advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or a representative of more than five percent of the membership.

6.2 Accounting Year

The accounting year of the corporation shall be the twelve months ending January.

6.3 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Article VII: AMENDMENTS

Hispanic RoundTable of South Sound - Articles of Incorporation and Bylaws

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Board Members fixed by or in the manner provided by these Bylaws.

Article VIII: DEFINITIONS

7.1 South Sound

South Sound is defined as Thurston, Mason, Grays Harbor, Pacific, and Lewis counties.

7.2 Good Standing

A Board Member in good standing is defined as having no more than three (3) unexcused consecutive absences from Board Meetings during a single term of office and having paid membership dues for the year.

7.3 Executive Committee of Board Officers

The Executive Committee of Board Officers is defined as the President, Vice-President, Secretary, and Treasurer.

7.4 Committee Chairs

Committee Chairs are appointed by the President for committees created by the Board on an as-needed basis for projects such as fundraising, web, youth education, mentoring, public relations, data collection, etc.

The foregoing Bylaws were adopted by the Board of Directors on _____,
_____.

(Secretary)