

**AMENDED BYLAWS of THE DIOCESE OF OLYMPIA, INC.
(Amended December 19, 2024)**

Section 1

Meetings of Members

- A. The annual meeting of the Convention of the Diocese of Olympia shall also constitute the annual meeting of the corporation without further notice thereof.
- B. Every special meeting of the Convention shall also constitute a special meeting of the corporation, without further notice thereof.
- C. Other special meetings of the corporation may be held at any time upon call of the President or the Secretary of the corporation or of a majority of the members of the Board. The notice shall be addressed to all clergy and to the clerk of every parish and mission in the Diocese. Such notice shall be provided at least 30 days in advance and may be sent by electronic transmission or mail. Presence at a meeting shall constitute a waiver of notice, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- D. Meetings shall be held at such place as shall be designated by the officer or body calling the meeting.
- E. One-third (1/3) of the clergy having regularly assigned congregations, with or without stipend, as determined by the Ecclesiastical Authority, together with at least one delegate from one-third of the congregations at any time duly assembled, shall constitute a quorum for the transaction of business, except that a smaller number may adjourn the meeting from time to time.
- F. Unless otherwise provided, the clergy and lay members shall deliberate in one body and vote as individuals on all matters coming before Convention, and a majority of the votes shall be decisive. Each member present shall be entitled to only one vote. The vote of a majority of the votes entitled to be cast by the members present 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

Section 2

Board of Directors

- A. The affairs of the corporation shall be managed by a Board of Directors (the "Board").
- B. The Board shall be constituted as set forth in the Articles of Incorporation.

Section 3

Meetings of Directors

- A. All meetings of the Board shall be held at a place to be stated in the notice of such meeting. Regular meetings shall normally be held on a monthly basis. The first meeting of the Directors following the annual Convention shall be the annual meeting of the Board.
- B. The President or Secretary, or any three members of the Board, may require the calling of a special meeting of the Board, for such purpose as they may designate. Presence of any Director at a meeting of Directors shall constitute a waiver of notice of such meeting on the part of such Director, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- C. Except in case of an emergency as determined by the President, notice of each regular or special meeting shall be mailed by the Secretary or given by facsimile or other electronic transmission at least seven (7) days prior to the meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.G. of these Bylaws. In an emergency, the notice may be given in the most expedient manner as the President shall determine.
- D. A quorum of the Board shall consist of a majority of its members in office. The act of the majority of the Directors 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.

- E. Consent Agenda: The Steering Committee may prepare a consent agenda for any meeting of the Board of Directors . The consent agenda may include only routine or non-controversial items that do not require individual discussion and vote. Any items to be included on the consent agenda must be listed in the meeting notice. The consent agenda will be presented during the meeting as a single item and may be approved in one motion. A member may ask questions regarding items on the Consent Agenda, but debate will be limited unless the item is removed. Any director may request that an item be removed from the consent agenda for Board debate and vote.
- F. 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 executed by each of the Directors entitled to vote. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, “executed” means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity.
- G. The Corporation may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.
- H. Members of the Board may participate in a meeting of the Board by means of a conference telephone or other remote communications equipment by means of which all persons participating in the meeting can simultaneously participate with each other at the same time during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 4

Officers

- A. The officers of this corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be Board members. The Board may also add an Assistant Secretary and an Assistant Treasurer/Comptroller. Any two of said offices may be held by the same person except that of President.

The Bishop of the Diocese shall be President of the corporation, the Treasurer of the Diocese shall be the Treasurer of the corporation, and the Secretary of the Convention shall be the Secretary of the corporation. The remaining officers of the corporation shall be elected by the Board at its annual meeting or at another meeting designated by the Board. The officers so elected shall serve until their successors are elected and qualified.

Officers shall have the following duties and such additional duties as the President or the Board may, from time to time, require.

- B. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Board and shall have the general powers and duties of supervision and management usually incident to the office of president of a corporation. The President may delegate the role of chair to the Vice President or other designated person.
- C. The Vice-President shall, in the absence or incapacity of the President, exercise the rights and perform the duties of that officer and all such other duties as may be required by the President or by the Board.
- D. The Secretary of the corporation shall keep or cause to be kept the minutes of all meetings of the Board, which minutes shall be preserved in the records of the corporation. The Secretary shall (i) attend to the giving and serving of all notices of the corporation and of the Board, (ii) be custodian or secure safe custody of the corporation's records, and (iii) perform such other duties as are usually incident to the office of the secretary of a corporation.
- E. The Treasurer shall (i) receive and disburse the funds of the corporation, subject to such rules as the Board may prescribe; (ii) keep regular books of account; (iii) submit such books, together with all other records and papers to the Board when required to do so and (iv) perform all such other duties as are usually incident to the office of treasurer of a corporation.

- F. The Assistant Secretary shall, in the absence or incapacity of the Secretary, perform the duties of that office.
- G. The Assistant Treasurer/Comptroller shall, in the absence or incapacity of the Treasurer, perform the duties of that office.
- H. The Board may require a bond of any of its officers and, when so required, such bond shall be procured at the expense of the corporation.
- I. Vacancies in elected officer positions shall be filled for the balance of their terms by the Board.
- J. Any officer elected by the Board may be removed from office by a majority of the members of the Board in office whenever in the judgment of the Board the best interests of the corporation would be served thereby.

Section 5

Committees

The Board may appoint permanent or temporary committees, which shall report to and be responsible to the Board. The Board, by resolution adopted by a majority of Directors in office, may designate and appoint one or more standing or temporary committees, which shall have and exercise the authority of the Board in the management of the corporation, subject to such limitations as may be prescribed by the Board or Washington law. Such committees shall consist of two or more Directors.

Section 6

Annual Audit

The Board shall select a Certified Public Accountant to make an annual audit of all corporate financial records and transactions.

Section 7

Execution of Instruments

- A. All checks, drafts, or orders for payment of money shall be signed in the name of the corporation by such individuals as the Board shall from time to time designate for that purpose.

B. All written contracts made on behalf of the corporation and all conveyances of property by the corporation shall be executed by the President and the Secretary in the name and on behalf of the corporation, or by such other officers as shall be designated in these Bylaws to act in their place or are authorized by the Board.

Section 8

Rules

At Board meetings, the latest edition of *Robert's Rules of Order, Newly Revised* shall determine questions of procedure that are not otherwise provided for in these Bylaws or the Articles of Incorporation.

Section 9

Amendments


These Bylaws may be amended by a majority of the Directors in office at any meeting of the Board. Such proposed amendment shall be included in the notice of any such meeting.

Section 10

Corporate Seal

The corporation shall have a corporate seal, of which the following is an impression:

The foregoing Bylaws were adopted by the Board of Directors at a regular meeting held on July 20, 2023, at which a quorum was present.

DocuSigned by:

FE8848C8685D42E... _____
Marda Steedman Sanborn, Secretary