

ARTICLES OF INCORPORATION  
TRI-CITIES AREA MERIT EMPLOYMENT COUNCIL

We, the undersigned natural persons of the age of twenty-one years or more and citizens of the United States, acting as incorporators of a corporation under the provisions of the Washington Nonprofit Corporation Act (RCW 24.04), adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be the "Tri-Cities Area Merit Employment Council."

ARTICLE TWO

The corporation shall have perpetual existence.

ARTICLE THREE

The purposes for which this corporation is formed are:

1. To encourage the active participation of employers in the Tri-Cities area in providing employment opportunities to qualified applicants regardless of race, creed, color, sex or national origin.
2. To provide information through communications media to:
  - a. Assist employers in implementing their equal employment policies and in complying with state and federal equal opportunity laws and regulations.

- b. Acquaint the employers with the quantity and quality of the labor pool available to fill job openings.
  - c. Acquaint the disadvantaged with the opportunities for training and employment available to them.
3. To promote, sponsor or engage in affirmative action programs designed to:
- a. Provide training for the disadvantaged to enhance their employment potential.
  - b. Revise jobs and minimize entry level qualifications to permit initial employment for the disadvantaged.
  - c. Encourage labor, management, and educational leaders to cooperate in establishing programs which would lead to entry employment for the disadvantaged.
  - d. Sponsor or initiate curricula to develop and upgrade employees' skills for employment advancement.
4. To work cooperatively with other community organizations on appropriate activities, such as education and housing, to promote equal employment opportunity for the disadvantaged.
5. To coordinate activities of employers in promoting equal employment opportunity.
6. To function as a coordinating agency for Plans for Progress companies who are members of the corporation, and to stimulate interest in such programs.

ARTICLE FOUR

The corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes, and no part of any net earnings thereof shall inure to the benefit of any member or other individual.

ARTICLE FIVE

The principal place of business and registered office of the corporation shall be 636 N. Beech, Pasco, Washington 99301. The registered agent of the corporation is Arthur A. Fletcher, whose address is 636 N. Beech, Pasco, Washington 99301.

ARTICLE SIX

The names and places of residence of the incorporators are as follows:

<u>Names</u>	<u>Residences</u>
John Schultz	
Raymon W. Hallet. Jr.	
Calvin Thimsen	
Arthur A. Fletcher	
Eadris Phillips	

#### ARTICLE SEVEN

The corporation shall have all powers conferred as provided by any statute of the State of Washington, and any amendments thereto.

#### ARTICLE EIGHT

The management of the corporation will be vested in a Board of Directors, and in such standing committees as the Board of Directors shall from time to time establish, provided that standing committees shall be composed of two or more Directors. The number of Directors shall not be less than three; and the number, qualifications, terms of office, manner of election, time and place of meeting, and powers and duties of Directors and of the Chairman of the Board of Directors, shall be such as are prescribed by the By-laws of the corporation. Any Director may be removed from office by the written petition of twenty-five percent (25%) of all the members of the corporation, and upon the affirmative vote of two-thirds of the members of the corporation voting at a meeting at which a quorum is present. The procedure for the removal of a Director shall be as prescribed in the By-laws of the corporation.

#### ARTICLE NINE

The authority to make, alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the membership. The

adoption of the initial By-laws of the corporation shall be by a majority vote of all members of the corporation; but any alteration, amendment, repeal or re-enactment of such By-laws shall be by a majority of members voting at a meeting at which a quorum is present.

#### ARTICLE TEN

The names and residences of the initial Directors who shall first manage the affairs of the corporation until the first annual election, but in any event for a period of not less than two months nor more than six months from the date of formation of the corporation, shall be as follows:

Names

Residences

ARTICLE ELEVEN

In the event of dissolution of this corporation, all of its existing assets shall be applied and distributed in accordance with the laws of the State of Washington.

ARTICLE TWELVE

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members of the corporation herein are granted subject to this reservation.

In witness whereof, we, the aforementioned incorporators have hereunto set our respective hands and seals this \_\_\_\_\_ day of \_\_\_\_\_ 1968.

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BY-LAWS  
TRI-CITIES AREA MERIT EMPLOYMENT COUNCIL

ARTICLE ONE - MEMBERSHIP

Section 1. QUALIFICATION FOR MEMBERSHIP. The following persons shall be eligible for membership in the Tri-Cities Area Merit Employment Council:

- a. Employers having a place of business in the Tri-Cities area. The term "place of business" shall include branch offices and educational institutions.
- b. An employee designated by a member employer to serve in lieu of such employer.
- c. A representative of each labor organization resident in the Tri-Cities area.

Membership shall be limited to one representative of each organization.

Section 2. CLASSES OF MEMBERS. The Tri-Cities Area Merit Employment Council shall have only one class of members.

Section 3. MEETINGS OF MEMBERS. The following meetings may be attended by the general membership:

- a. REGULAR MEETINGS. Meetings of the general membership may be called by the President or the Board of Directors, as required.

- b. ANNUAL MEETINGS. The Annual Meeting of the general membership shall be held on the 3rd Monday in May of each year, or if such Monday shall be a legal holiday, then on the next following secular day. The meeting shall be called for the election of Directors and the Chairman of the Board of Directors, and the transaction of such other business as may properly be brought before the meeting.
- c. SPECIAL MEETINGS. Special meetings of the general membership may be called from time to time at the discretion of the President or the Board of Directors; provided, that upon receipt of a Petition for Special Meeting signed by twenty-five (25) percent of all of the members, a special meeting shall be called within a period of ten (10) days.

Section 4. QUORUMS AND VOTING. At least ten (10) members of the Council must be present to constitute a quorum for the conduct of business at any meeting of the general membership. Each member so present shall be entitled to one vote. The act of a majority of the members present at a meeting at which a quorum is present shall constitute the act of the members unless the act of a greater number is required by these By-laws or the Articles of Incorporation.

Section 5. PLACE OF MEETING. Meetings of the general membership shall be held at any appropriate location within the Tri-Cities area as determined by the President

Section 6. NOTICE OF MEETINGS. Written notice stating the place, day, and hour of any meeting of the general membership shall be sent by ordinary mail to each member entitled to vote at such meeting at least ten (10) days before the date of such meeting. In case of a special meeting or when required by these By-laws, the purpose for which the meeting is called shall be stated in the notice.

Section 7. TERMINATION OF MEMBERSHIP. The Board of Directors may, by majority vote of those present at any regularly constituted meeting of the Directors, terminate the membership of any member who ceases, for a period of at least three months, to meet the requirements of Section 1. hereof for qualification for membership. Notice of such proposed termination must be given to the affected member prior to the meeting at which the question is to be voted upon, and he shall be afforded an opportunity to appear before the Board of Directors and make a statement prior to the termination vote.

Section 8. RESIGNATION. Any member may resign by filing a resignation with the Secretary. Such resignation shall be effective when filed and shall not require acceptance.

Section 9. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by an affirmative vote of two-thirds of the Directors, reinstate such former member to membership.

Section 10. INTEREST IN ASSETS. No member of the corporation shall have any right, title or interest in any property of the corporation. No person whose membership in the corporation is terminated, whether by death, resignation, removal, or any other means, shall have any right, title or interest in any asset or property of the corporation.

ARTICLE TWO - BOARD OF DIRECTORS  
AND MANAGEMENT

Section 1. GENERAL POWERS. The affairs, business, and property of the Tri-Cities Merit Employment Council shall be managed by a Board of Directors.

Section 2. NUMBER AND QUALIFICATIONS. The Board of Directors shall be composed of twelve (12) Directors, including the Chairman, who shall be members of the corporation and shall be elected by a majority of the membership at an annual meeting at which a quorum is present. At the first annual meeting of the corporation, which shall be held not less than two nor more than six months from the date of incorporation, six Directors shall be elected for a term of one (1) year, and six Directors shall

be elected for a term of two (2) years. The Chairman of the Board of Directors shall be elected by the membership for a term of one (1) year, from those who are candidates for director for a term of one (1) year. At the second annual meeting of the membership, and at each annual meeting thereafter, six (6) Directors shall be elected for two-year terms. A Chairman of the Board of Directors shall be elected by the membership at each annual meeting, from the Directors elected at such meeting or from the Directors remaining in office.

The President shall solicit nominees from the membership and shall prepare a list of willing candidates for presentation and election at the Annual Meeting. Such a list of candidates shall be mailed to the membership with the Notice of Annual Meeting. Nomination of willing candidates may be made from the floor. Such notice shall designate those candidates who are also candidates for Chairman of the Board of Directors.

Section 3. REGULAR AND SPECIAL MEETINGS. The Board of Directors shall hold regular meetings every three months at such time and place as the Chairman shall designate and such special meetings as the Chairman shall deem necessary for the competent management of the affairs of the Council.

Section 4. NOTICE OF MEETINGS. Written notice stating the place, day, and hour of any meeting of the Board of Directors

shall be sent by ordinary mail to each Director at least ten (10) days before the date of such meeting. In the case of a special meeting, or when required by these By-laws, the purpose for which the meeting is called shall be stated in the notice.

Section 5. QUORUM AND VOTING. A majority of the number of Directors shall constitute a quorum for the conduct of business at any Directors' meeting. Each Director so present shall be entitled to one vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors unless the act of a greater number is required by these By-laws or the Articles of Incorporation.

Section 6. REMOVAL FROM OFFICE. Any Director, including the Chairman of the Board of Directors, may be removed from office by the written petition of any twenty-five percent (25%) of the members of the Council and by the two-thirds affirmative vote of the membership present at a meeting at which a quorum is present. Notice of the proposed removal of a Director must be given to the affected Director prior to the meeting at which the question is to be voted upon, and he shall be afforded an opportunity to appear and make a statement prior to the removal vote. Such notice to the Director must state the cause for the proposed removal. Without limiting other grounds for removal, an unexcused

absence from two consecutive meetings of the Board of Directors shall be due cause for removal of a Director.

Section 7. RESIGNATION. A Director may resign his office by filing a resignation with the Secretary. Such resignation shall be effective when filed and shall not require acceptance.

Section 8. VACANCY. Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a Director shall be filled by appointment of a willing member by the Chairman of the Board of Directors. Such appointee shall serve for the unexpired term of the Director whose position has become vacant.

Section 9. APPOINTMENT OF EXECUTIVE COMMITTEE. The Directors may, by resolution, appoint an Executive Committee to manage the corporation, as hereinafter provided. The Executive Committee shall consist of two or more Directors, and may be comprised only of officers of the corporation; provided, however, that the Board of Directors shall not be members of the Executive Committee.

Section 10. DUTIES OF THE EXECUTIVE COMMITTEE. During the intervals between meetings of the Board of Directors, the Executive Committee shall have and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the Council: Provided, that the Executive Committee shall not have authority to make, amend, alter or repeal the By-laws or the Articles of Incorporation; elect, appoint, or remove any

such Committee members or any director or officer of the Council; adopt a plan of merger or consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Council; authorize voluntary dissolution of the Council or revoke proceedings therefor; adopt a plan for the disposition of the Council's assets upon dissolution; or amend, alter, or rescind any action previously taken by the Board of Directors.

Section 11. APPOINTMENT OF OTHER COMMITTEES. The Board of Directors may appoint one or more permanent committees to perform such functions as may be deemed necessary and proper for the conduct of the business of the Council, subject to the limitations set forth in Section 10 hereof. All members of standing committees, other than the Executive Committee, need not be members of the corporation; provided, however, that a majority of such committees are members of the corporation. At least two of the members of all standing committees shall be Directors.

#### ARTICLE THREE - OFFICERS AND DUTIES

Section 1. DESIGNATION OF OFFICERS. The officers of the corporation shall be the Chairman of the Board of Directors, the President, the Vice-President, the Secretary, the Treasurer, and such other assistant officers as may be deemed necessary and proper for the conduct of the business of the Council.

Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. ELECTION AND TENURE. The Chairman of the Board of Directors shall be elected by the members of the corporation as provided in these By-laws. The other officers shall be designated by the Board of Directors. All officers shall be members of the corporation and of the Board of Directors.

All officers of the Council shall hold office for a term of one year.

Section 3. REMOVAL FROM OFFICE. Any officer, other than the Chairman of the Board of Directors, may be removed from office by the majority vote of all the Directors of the Council.

Section 4. RESIGNATION. Any officer may resign his office by filing a resignation with the Secretary. Such resignation shall be effective when filed and shall not require acceptance.

Section 5. VACANCY. With the exception of the Chairman of the Board of Directors, any officer vacancy occurring by reason of the death, resignation, or removal of an officer, shall be filled by appointment of a willing Director by the Chairman

of the Board of Directors. Such appointee shall serve for the unexpired term of the officer whose position has become vacant. If a vacancy occurs in the office of Chairman of the Board, a special meeting of the membership shall be called by the President, at which meeting a willing member of the Board of Directors shall be elected to serve as Chairman of the Board of Directors for the unexpired portion of the term. Such election shall be accomplished in the manner prescribed in these By-laws.

Section 6. DUTIES OF OFFICERS. The duties of the officers of the Council are as follows:

- a. Chairman of Board of Directors. The Chairman shall preside at all meetings of the Board of Directors attended by him and may call special meetings of the Board of Directors. He shall appoint members to fill the unexpired term of any office or directorship, other than his own office, in which a vacancy may occur. The Chairman also serves as a functioning member of the Board of Directors.
- b. President. The President shall be the principal executive officer of the Council and shall generally supervise and direct the business affairs and activities of the Council; preside at all meetings of the Board of Directors, in the absence of the Chairman; preside at all meetings of the general membership;

call such meetings of the membership as may be deemed necessary; appoint ad hoc committees to perform special assignments; execute all instruments on behalf of the Council, except where the signing and execution thereof shall be expressly delegated or limited by the Board of Directors, or by these By-laws, or by statute, to some other officer or agent of the Council; and, in general, perform such other duties as are usually inherent in the office.

- c. Vice-President. In the absence of the President, or in event of his inability to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He shall perform such other duties as from time to time the President may direct.
- d. Secretary. It shall be the duty of the Secretary to keep the minutes of the meetings of the Board of Directors, the Executive Committee, and the general membership; ensure that all notices are duly given in accordance with the provisions of these By-laws; be custodian of all Council records not required by these By-laws or by statute to be kept in some other manner; maintain a register of

the post office address of each member of the Council; and perform such other duties as are incident to the office of Secretary and as the President may from time to time direct.

- e. Treasurer. The Treasurer shall have charge and custody of and be accountable for all funds and securities of the Council; receive and give receipts for monies due and payable to the Council from any source whatsoever; pay all obligations incurred by the Council when payment is authorized by the President; maintain bank accounts in the name of the Tri-Cities Merit Employment Council in such banks, trust companies, or other depositories as may be directed by the Board of Directors; render periodic financial reports; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President. If required by the Board of Directors, the Treasurer shall give the Council a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office and for the restoration to the Council, in case of his death, resignation, or removal from office,

of all books, papers, vouchers, money, and other property of whatever kind in his possession or under his control belonging to the Council.

Section 7. LIMITATIONS. Neither the Officers, Directors, nor the Executive Committee shall be empowered to:

- a. Publish or publicize the name of any member endorsing or sponsoring any project or activity without the express consent of such member.
- b. Commit the Council to the expenditure of funds exceeding the balance in the Council's treasury or to a loan of money without the approval of the membership by vote of a majority of the members present at a meeting for which a quorum is present and which is called for such a purpose.

#### ARTICLE FOUR - AD HOC COMMITTEES

Section 1. APPOINTMENT. Special committees may be appointed by the President to engage in limited activities for a limited duration. Members of special committees need not be members of the corporation.

Section 2. RULES. Each committee may adopt rules for its own government, provided they are not inconsistent with these By-laws.

ARTICLE FIVE - CHECKS, DEPOSITS,  
FUNDS, AND GIFTS

Section 1. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Tri-Cities Area Merit Employment Council, shall be signed by such officers or agents of the Council and in such manner as may be determined by the Board of Directors. In the absence of such determination, such instruments shall be signed by the Treasurer or Secretary and countersigned by the President or Vice-President of the Council. The President, Vice-President, Treasurer and Secretary, or such other persons as the Directors shall authorize to issue or endorse drafts, checks, or other commercial instruments, shall be bonded in amounts determined by the Directors. Such bonds shall be for the benefit of the corporation, and shall be purchased from a licensed corporate surety at the expense of the corporation.

Section 2. DEPOSITS. All funds of the Council shall be deposited, from time to time, to the credit of the Tri-Cities Area Merit Employment Council in such banks, trust companies, or other depositories as the Board of Directors may designate. The Directors shall determine by resolution the person or persons authorized to endorse any check, draft or other instrument to the accounts of the corporation.

Section 3. GIFTS. The Board of Directors may accept on behalf

of the Council any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Council.

#### ARTICLE SIX - BOOKS AND RECORDS

The Council shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees. It shall maintain at its registered office a record of the names and postal mailing addresses of its members entitled to vote. The books and records of the Council shall be open to inspection by any member, or his agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE SEVEN - FISCAL YEAR

The fiscal year of the Tri-Cities Area Merit Employment Council shall begin on the first day of January and end on the last day of December of each year.

#### ARTICLE EIGHT - DUES

Dues for the Tri-Cities Area Merit Employment Council may be established as authorized by the two-thirds affirmative vote of the membership at any meeting at which a quorum is present. Recommendations for the establishment or modification of dues may be made to the membership from time to time by the Board of Directors.

ARTICLE NINE - AMENDMENTS TO BY-LAWS

Amendments to these By-laws may be made by a majority vote of the membership at any meeting at which a quorum is present; provided, ten days' written notice of the proposed amendment is furnished each member prior to such meeting.