

**BYLAWS**

**OF**

**SUNRISE HAVEN**

(a nonprofit corporation)

Adopted April 6, 1970  
Amended and Restated January 23, 2006  
Last Amended February 25, 2006

*Appendix D*

## **MISSION STATEMENT**

Christian Science nursing  
inspiring, loving, and healing  
humanity

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OF  
SUNRISE HAVEN**

**ARTICLE 1  
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE 2  
BOARD OF TRUSTEES**

**Section 2.1 Powers and Qualifications.**

2.1.1. The affairs of the corporation shall be managed by the board of trustees in accordance with the laws of the State of Washington and of the United States of America, as amended and applicable (hereafter “the Law”), the Amended and Restated Articles of Incorporation, as amended (hereafter “Articles of Incorporation”), and these Amended and Restated Bylaws, as amended (hereafter “Bylaws”).

2.1.2. Trustees shall a) be members of The First Church of Christ, Scientist, in Boston, Massachusetts, b) be active members of a local Christian Science branch church or society, c) have had class instruction by an authorized teacher of Christian Science, and d) be available to attend board meetings regularly.

2.1.3. Employees of Sunrise Haven or individuals who have a business relationship with Sunrise Haven shall not serve as trustees. No more than two (2) members of the same branch church shall serve as trustees at the same time. Individuals who have a family member employed by, or in a business relationship with, Sunrise Haven shall not serve as trustees. No two members of the same family shall serve as trustees simultaneously. No two individuals who are in an employer/employee relationship shall serve as trustees simultaneously. For the purpose of this bylaw, a “family member” shall be defined as anyone directly related by birth, adoption, or marriage, that is, parents and children, siblings, or spouses. This definition does not include in-laws or other extended family members. If a trustee's circumstance changes so that he or she is ineligible due to the constraints above, that trustee shall resign from the board.

**Section 2.2 Number and Term.**

2.2.1. The number of trustees of the corporation shall be seven (7). The board of trustees, by amendment of these Bylaws, may increase or decrease the number of trustees, provided that no decrease in number shall have the effect of shortening the term of any incumbent.

2.2.2. The term of office of a trustee shall be three (3) years and shall begin immediately following the annual meeting. Following completion of a three-year term, a trustee shall be eligible for immediate re-nomination and re-election for one (1) additional three-year term. Having served six (6) consecutive years, a former trustee may again be nominated and elected after an absence of one (1) year from the board.

**Section 2.3 Election, Vacancies, and Removals.**

2.3.1. The board of trustees shall be self-perpetuating. The trustees shall have the power to fill any vacancy occurring on the board and any trusteeship to be filled by reason of an increase in the number of trustees by amendment of these Bylaws. The trustees shall strive to have one Christian Science practitioner, preferably Journal-listed, on the board at all times.

2.3.2. In the event that a majority of the positions on the board of trustees shall become vacant at the same time, the remaining trustees shall appoint a search committee consisting of a minimum of five (5) and no more than seven (7) individuals chosen from trustees and supporters of Sunrise Haven. Said committee shall nominate candidates and elect trustees for each vacant position.

2.3.3 Any person elected to fill a vacancy created by the resignation, death, removal, disappearance, or disability of a trustee shall be elected for the unexpired term of his or her predecessor in office. Said trustee may then be elected to a subsequent full three-year term, but shall be eligible to be elected to a second full three-year term only if the period of the initial unexpired term was equal to or less than one (1) year from the time he or she assumed office. No trustee shall be allowed to serve more than seven (7) consecutive years

2.3.4 A trustee may be removed for cause by a vote of two-thirds (2/3) of the entire board of trustees at any regular meeting or at a special meeting called for such purpose. Notification of such proposed action must be included in the notice of meeting.

**Section 2.4 Committees of the Board.** The board of trustees, by resolution adopted by a majority of the trustees in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more trustees and shall have and exercise such authority of the board of trustees in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of trustees to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any trustee or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefore; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of trustees. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of trustees or any individual trustee of any responsibility imposed upon it, him or her by the Law. Each such committee of the board shall appoint a chair who shall regularly report to the board of trustees.

**ARTICLE 3  
MEETINGS OF BOARD OF TRUSTEES**

**Section 3.1 Regular Meetings.** The board of trustees shall meet regularly, at least every two (2) months, and shall have the power to fix the date, time, and place of these meetings.

**Section 3.2 Special Meetings.** Special meetings of the board of trustees may be held at any place and time, whenever called by the president, or by any two (2) trustees.

**Section 3.3 Notice of Meetings.**

3.3.1 Notice of the date, time, place, and agenda of regular meetings of the board of trustees shall be given by the Executive Director either by regular mail or by electronic mail at least five (5) days prior to the date on which the meeting is to be held.

3.3.2 Notice of the date, time, place, and purpose of any special meeting of the board of trustees shall be given by the Executive Director, or by the trustees calling the meeting, by regular or express mail, electronic mail, facsimile, telegram, or by personal communication over the telephone or otherwise, at least five (5) days prior to the date on which the meeting is to be held. The purpose of the meeting and the nature of any business to be transacted at such meeting must be stated in the notice or any waiver of notice of such meeting. No other business may be transacted at such meeting.

3.3.3 Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where the trustee attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 3.4 Quorum.** A majority of the board of trustees shall constitute a quorum for the transaction of business except as otherwise provided by the Law. The act of the majority of trustees present at a meeting at which a quorum is present shall be the act of the board of trustees. At any regular meeting of the board of trustees at which a quorum is present, any business may be transacted, and the board may exercise all of its powers, except for such business and actions that require prior notification as per these Bylaws. A trustee who is present at a meeting, and who does not vote on an action, shall be presumed to have assented to the action taken at that meeting unless the trustee's dissent or abstention is entered in the minutes of the meeting or the trustee files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

**Section 3.5 Meetings Held by Telephone or Similar Communications Equipment.** Members of the board of trustees or committees of the board may participate in a meeting of the board or such board committees by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**ARTICLE 4  
ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of trustees (or its committees) of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote,

and may be described as such in the minutes of the next meeting.

## **ARTICLE 5 WAIVER OF NOTICE**

Whenever any notice is required to be given to any trustee of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **ARTICLE 6 OFFICERS**

### **Section 6.1 Officers Enumerated.**

6.1.1 The officers of the corporation shall be a president, one or more vice presidents, a secretary, a treasurer, an Executive Director, and such other officers and assistant officers as may be deemed necessary by the board of trustees. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of trustees may prescribe.

6.1.2 The president, vice president(s), secretary, and treasurer shall be elected annually by the board of trustees from among eligible trustees. Said election shall take place at the regular board meeting just prior to the annual meeting and shall be by written ballot. The elected officers shall take office immediately following the annual meeting. Any two (2) elective offices may be held by the same person, except the office of president, which shall not be combined with any other office. A trustee may not serve as president for more than two (2) consecutive years and shall have served on the board for at least one (1) year prior to election as president.

6.1.3 The Executive Director shall be employed at the discretion of, and subject to an annual review by, the board of trustees. The Executive Director shall be a non-voting participant in all meetings of the board of trustees except when specifically excused.

**Section 6.2 The President.** The president shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the board of trustees. The president shall have signature authority for all checks, deeds, bonds, contracts, and other obligations or instruments in the name of the corporation.

**Section 6.3 The Vice President.** In the absence of the president, the vice president shall act as president.

**Section 6.4 The Secretary.** The secretary shall keep records of the proceedings of the board of trustees and when requested by the president to do so, sign and execute with the president deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, and affix the corporate seal to such documents as required.

**Section 6.5 The Treasurer.** The treasurer shall work closely with the Executive Director to keep careful account of all funds and investments of the corporation. The treasurer shall have signature authority for all checks and investments.

**Section 6.6 The Executive Director.** The Executive Director shall manage the day-to-day operations of the corporation, subject to the control and supervision of the president and the board of trustees.

The Executive Director shall have signature authority for all checks and investments and shall have the authority to spend or encumber up to \$3,000 without prior approval from the board of trustees and to sign and execute such contracts and other instruments as may be required to carry out board resolutions to spend or encumber more than \$3,000.

The Executive Director, working with the president and the treasurer, shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The Executive Director shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of trustees. The Executive Director shall cause to be prepared monthly financial reports as requested by the board of trustees and shall prepare an annual budget for review by the trustees.

The Executive Director shall have custody of the corporate seal and be custodian of all corporate documents, legal instruments, evidences of title, contracts, insurance policies, licenses and such other papers, records and property as belong to the corporation, excepting such books, records, and other things as shall properly be in the custody of the secretary.

The Executive Director, working with the president, shall receive and file all communications, attend to correspondence, represent the corporation to all regulatory agencies, serve as registered agent, and help set the agenda for regular meetings of the board of trustees.

**Section 6.7 Vacancies.** Vacancies in any office arising from any cause may be filled by the board of trustees at any regular meeting or at any special meeting called for such purpose.

**Section 6.8 Salaries.** The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of trustees. Trustees shall serve without salary, but may be reimbursed for expenses incurred in carrying out board business.

**Section 6.9 Removal.** Any officer elected or appointed may be removed by a two-thirds (2/3) vote of the entire board of trustees whenever, in its judgment, the best interests of the corporation will be served thereby. Notification of such proposed action must be included in the notice of meeting.

## **ARTICLE 7 ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 7.1 Fiscal Year.** The last day of the corporation's fiscal year shall be September 30.

**Section 7.2 Financial Review.** A financial review of the books of the corporation shall be made at the end of each fiscal year by a certified public accountant independent of the board of trustees.

**Section 7.3 Annual Meeting for the Field.** The board of trustees shall report about its activities and present a financial statement to the field at an annual meeting to be held each year at such date, time, and place as the board shall designate. The Executive Director shall ensure that written notice of such meeting shall be mailed to the field at least fourteen (14) days prior to the meeting.

**Section 7.4 Committees.** In addition to committees of the board, the board of trustees may appoint other committees of the organization to support specific activities. Such committees may include trustees and non-trustees alike. The board shall designate one member as the committee chair. In the event that a committee does not include a trustee, a trustee shall be designated as "board contact" for the committee chair. Such committees shall make regular reports to the board of trustees.

**Section 7.5 Loans Prohibited.** The corporation shall make no loans to any officer, to any trustee, or to any employee.

**Section 7.6 Corporate Seal.** The board of trustees may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

**Section 7.7 Books and Records.** The corporation shall keep at its registered office, its principal office in this state, or at its secretary's office if in this state, the following: current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; a record of officers' and trustees' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. All books and records of the corporation may be inspected by any trustee, or his or her agent or attorney, for any proper purpose at any reasonable time.

**Section 7.8 Amendment of Bylaws.** These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the entire board of trustees at any regular meeting or at any special meeting of the board called for such purpose. A copy of the proposed alteration, amendment or repeal must be included in the notice of meeting.

**Section 7.9 Rules of Procedure.** The rules of procedure at meetings of the board of trustees of the corporation shall reflect democratic procedures including participation by all trustees in discussions and decisions of the board. The rules contained in *Democratic Rules of Order*, 7<sup>th</sup> edition, shall be used so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of trustees.

## **ARTICLE 8 DISSOLUTION**

In the event of the dissolution or disbandment of the corporation, in giving effect to the provisions of the Articles regarding distribution of assets, the board will, to the extent possible, distribute assets to Section 501(c)(3) organizations engaged in providing Christian Science nursing services in the western United States.

## **CERTIFICATION**

[Name of secretary], being Secretary of Sunrise Haven, hereby certifies that the foregoing Bylaws were duly adopted by the board of trustees on January 23, 2006.

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Nancy Martin  
Secretary