

# ELIOT INSTITUTE BOARD MANUAL

## ELIOT INSTITUTE BYLAWS

[Amended January 2024]

- I. **NAME:** The name of this organization shall be **ELIOT INSTITUTE**, hereinafter referred to as the Institute.
- II. **PURPOSE:** The purpose of this organization shall be to hold camps in the Pacific Northwest region where programs shall be provided to fit the needs of Unitarian Universalists, their families and friends.
- III. **MEMBERSHIP:** The membership of the Institute shall consist of the Institute Board of Directors.
- IV. **ANNUAL MEETING** The Annual Meeting of the Institute shall be scheduled in January near Seattle, Washington.
- V. **CONDUCT OF BUSINESS:**
  - A. Where not otherwise provided by these Bylaws or U.S. Federal or State law, the latest edition of "Robert's Rules of Order Newly Revised" apply to the conduct of all meetings of the Institute.
  - B. If Directors are unable to be present in person they will be deemed present and may participate and vote in a meeting by means of a conference call provided that all persons participating in the meeting can hear their remarks simultaneously
  - C. The quorum (which includes any Director participating by conference call) to carry out the business of the Board shall be greater than 50% of the active Directors. If a quorum is not available, those present may formulate and vote on motions, subject to ratification at the subsequent Board meeting when a quorum is present. Alternatively, in urgent matters and in the absence of a quorum such motions may be referred to the Executive Committee. The Executive Committee consists of all officers named in Section VIII.
  - D. Between the regular meetings of the Board the business of the Board may be conducted by the Executive Committee subject to Board ratification at the next regular meeting.
- VI. **INSTITUTE BOARD OF DIRECTORS:** The Board shall consist of six general Directors plus the Director Officers, selected by election as identified in Section VIII.
- VII. **ELECTION OF DIRECTORS:**
  - A. All Directors will be elected to three year terms with a limitation of six years continuous service on the Board, except that appointment to fill a vacancy of one year or less shall not be counted in this limitation. A break in service must be at least two years in duration.
  - B. A five member Nominating Committee shall seek candidates for vacancies on the Board and the Nominating Committee. Each year the Board shall appoint one of its following-year members to serve on the Nominating Committee, and one non-Board member shall be elected by the campers to the Nominating Committee for a three year term. All terms of service on the Nominating Committee begin October 1 and end September 30.

- C. During the period from July 1 through the last day of the last summer camp each year two general Directors plus those officers for whom the rotation is due shall be elected for three-year terms. The term of office shall begin at the next annual meeting following the election.
- D. The Nominating Committee will seek a slate of candidates each year to run for those positions vacant by regular rotation. The Committee's slate of recommended candidates will be publicized on or before May 1.
  - 1. Any candidate for Director must have attended at least one camp during the prior year and two camps in the prior four years.
  - 2. The primary criteria to be sought by the Nominating Committee shall relate to the skills and abilities offered by a candidate who has demonstrated ongoing commitment to providing high quality experiences for individuals and families in the camp setting.
  - 3. The Nominating Committee shall also seek a diversity of Directors with regard to age, gender, geographic residence, sexual orientation, and any other characteristics which seem pertinent to obtaining a representative Board.
- E. Anyone wishing to run for a Director position in an election may petition the Nominating Committee for inclusion on the published ballot. A valid petition must:
  - 1. include a statement of desire to serve on the Institute Board and at least ten affirming signatures of campers who attended any camp during the prior twelve months. At least one of those signatures must be by a member of a Pacific Northwest or British Columbia UU congregation; at least one other must be from a person not a member of the same congregation.
  - 2. include all items noted under Section VII (F) 1. for printing on the ballot.
  - 3. be delivered to the Nominating Committee before June 1. All petitioners will be included on the ballot provided that the Nominating Committee ascertains that they qualify as candidates under the attendance criteria established in Section VII (D) 1.
- F. The Nominating Committee will present a slate of candidates to be voted on at a time during every summer camp deemed most suitable by the Board Representative of that camp. Eligible voters are those who have attended any camp during the twelve months prior to September 1 of the election year as either a youth or an adult.
  - 1. The presentation of the slate shall include a picture of each candidate, a brief biographical summary of interests and qualifications, a statement outlining the recent camps attended and the candidate's non-binding intention with regard to camp attendance during the term of office.
  - 2. For other camps of the prior twelve months the Registrar shall search the records for other eligible voters and during the voting period mail or email them a ballot prepared by the Nominating Committee. All ballots returned or postmarked prior to midnight the last day of the last summer camp will be counted.
- G. No contracted Board staff member shall serve on the Institute Board. Former staff members become eligible for Board service no sooner than 3 years after their contract expires.

**VIII. OFFICERS OF THE BOARD:** The officers of the Board shall consist of the Directors who are titled President, President-Elect, Vice President - Communications & Marketing, and Secretary/Treasurer, selected or elected as follows:

- A. The President shall be elected in even numbered years, the first regular election occurring in 2004. During the first year of the three year term, they shall be designated "President-Elect." The President shall preside over all Board meetings and shall assure the ongoing business of the Institute is carried out. In the absence of the President, the President-Elect or the Vice President - Communications & Marketing may conduct the Board meeting.
- B. The Vice President - Communications & Marketing shall be elected to a three year term, the first election occurring in 2003. The Vice President – Communications & Marketing shall develop and oversee an ongoing communications and marketing program between the Institute and those who have attended or might be interested in attending its camps.
- C. The Secretary/Treasurer shall be elected to a three year term, the first regular election occurring in 2005. The Secretary/Treasurer shall oversee the development of the annual budget for the Institute, the keeping of all financial records of Institute business, and the safe and prudent preservation of Institute assets.

**IX. APPOINTMENTS AND REPRESENTATIVES:**

- A. The Board shall appoint such staff, both paid and volunteer, as it finds necessary to carry out the mission of the organization. All staff serve at the pleasure of the board, though as a general rule appointments will be for the calendar year and renewable by the Board at the annual meeting.
- B. There shall be committees of the Board to assist in administering the camp programs and managing the business of the Institute. These committees shall be composed of at least one Director and others appointed by the Board for two year terms. The Board shall name a Board liaison for each committee.
- C. Other temporary committees and task forces may be appointed by the Board as particular needs arise.

**X. VACANCIES:**

- A. If personal circumstances change, preventing a Director from full participation so that during any twelve month period they miss more than 2 of the regular Board meetings, or do not participate in the email work of the Board, or are unable or unwilling to participate in committee work, or are unwilling or unable to participate fully in regular Board meetings, or repeatedly fail to follow established Board and committee procedures, that member will be deemed resigned from Board service by the President with the concurrence of the Executive Committee.
- B. In the event that a Board position becomes vacant as a result of dismissal, resignation or some other cause the Nominating Committee, with the concurrence of the Board, will appoint a person to fill out the remainder of the term.

- XI. AMENDMENTS:** The Bylaws may be amended only by a two-thirds vote of those present at a duly constituted board meeting at which a quorum is present and for which there has been at least one month notice given regarding the proposed change.
- XII. NON-PROFIT:** No part of the net earnings of the Corporation shall inure to the benefits of or be distributed to its members, campers, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:
- A. by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal 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 Internal Revenue Law).
- XIII. LIQUIDATION:** Upon the dissolution of the Corporation, the Directors shall, after making provision for the payment of all the liabilities of the Corporation, dispose of the remaining assets to the Seabeck Conference Center or its successor organization, if existing at the time of dissolution. Otherwise, assets go to Cascadia Growth Fund, if existing at the time of dissolution, or to the Pacific Western Region of the Unitarian Universalist Association or its successor organization. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine which are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

These Bylaws of Eliot Institute were amended by the Board of Directors on

January 21, 2024

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Eliot Institute Secretary/Treasurer