



UNIVERSITY DISTRICT

ECUMENICAL CAMPUS Coalition

UDECC Corporate Documents

May 12, 2007



MISSION STATEMENT
OF
UNIVERSITY DISTRICT ECUMENICAL CAMPUS COALITION

The mission of the University District Ecumenical Campus Coalition (UDECC) is to enable the development in Seattle's University District of an ecumenical home for several Christian congregations - a capital facility that will:

- House the ministries of multiple worshiping communities, as well as other compatible organizations and businesses
- Provide urban amenities such as public open space and community assembly facilities
- Accommodate well-coordinated services to disadvantaged populations

STATEMENT OF PURPOSE

The mission of UDECC will be furthered through the completion of a detailed Feasibility Study, which will develop and test the concept of the proposed facility, to include the following program elements:

1. Separate worship facilities for multiple Christian worshiping communities.
2. Shared facilities for fellowship, Christian education, and church administration.
3. Welcoming and distinctive facilities for campus Christian ministry.
4. Public amenities to serve the surrounding community, including public open space, a gracious pedestrian environment, excellent connections to public transportation, and assembly facilities available for community use.
5. Generous facilities designed to accommodate a range of human service organizations, to enable the integration and coordination of services to disadvantaged populations.
6. Accommodations for other complementary institutional and/or commercial enterprises, to help capitalize the project, and to provide long-term revenue to support the missions and ministries of the partner institutions.

The whole to be a notable achievement in fine architecture: Spiritually uplifting, fully accessible, durably constructed, economically and environmentally sustainable.

ARTICLES OF INCORPORATION
OF
UNIVERSITY DISTRICT ECUMENICAL CAMPUS COALITION

The undersigned, acting as incorporators under the provisions of the Washington Nonprofit Corporation Act (Revised Code of Washington Chapter 24.03), adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation is the University District Ecumenical Campus Coalition (“the Corporation”).

ARTICLE II
DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE III
PURPOSES

The purposes for which the Corporation, a nonprofit charitable corporation, is organized are:

- (a) To assess the feasibility of the development of a facility that will house the ministries of multiple worshiping communities and other compatible organizations and businesses, to be located in the neighborhood known as the University District of the City of Seattle; and
- (b) To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Trustees; provided, however, that the purposes for which the Corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the “Code”), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code.

ARTICLE IV
POWERS

The Corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III, which are consistent with the Washington Nonprofit Corporation Act and Section 501(c)(3) of the Code.

ARTICLE V
INFLUENCE LEGISLATION

No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI
REGISTERED OFFICE

The address of the initial registered office of the Corporation is 1415 N.E. 43rd Street, Seattle, Washington 98105, and the name of its initial registered agent at such address is Donna Dockter. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII
BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees (the “Board”). The number of Board members, and the method of selecting Board members, shall be fixed by the Bylaws of the Corporation; provided, that the initial Board members shall be twelve (12) in number and their names, affiliations, and addresses are as follows:

Name of Board Member	Institutional Affiliation	Residential Street Address	City, State	Zip Code
G. Franklin Shirbroun	Christ Episcopal Church	7352 - 15th Avenue NE	Seattle, WA	98115
Dan Peterson	University Baptist Church	3025 NE 137th Street Apt. 405	Seattle, WA	98125
Lynn Huff	University Christian Church	17670 SE 45th Court	Bellevue, WA	98006
Judy Lightfoot	University Christian Church	1326 NE 62nd Street	Seattle, WA	98115
Julie Reed	University Christian Church	1314 NE 75th Street	Seattle, WA	98115
Ann Berner	University Lutheran Church	5631 - 20th Avenue NE	Seattle, WA	98105
John Gienapp	University Lutheran Church	12055 Lakeside Place NE	Seattle, WA	98125
Van Hutton	University Lutheran Church	4217 - 216th Street SW	Mountlake Terrace, WA	98043
Donna Dockter	University Temple United Methodist Church	7515 - 18th Avenue NW	Seattle, WA	98117
Dale Hoff	University Temple United Methodist Church	5015 - 37th Avenue NE	Seattle, WA	98105
Michael Shaw	University Temple United Methodist Church	11338 - 34th Avenue NE	Seattle, WA	98125
Graham Whitehouse	Campus Ministry in Higher Education	524 NE 80th Street	Seattle, WA	98115

The initial Board of Trustees shall serve until the first meeting of the members, at which time their successors will be appointed or elected by their respective institutions.

ARTICLE VIII
BYLAWS

The Board is authorized to make, alter, amend, or repeal the Bylaws of the Corporation, and members shall have the authority to make, alter, amend, or repeal such Bylaws only as provided therein.

ARTICLE IX
LIMITATIONS

The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, Board member or other individual having a personal or private interest in the activities of the Corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code or (b) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X
TRANSACTIONS INVOLVING BOARD MEMBERS

1. No contracts or other transactions between the Corporation and any other corporation, and no act of the Corporation shall in any way be affected or invalidated by the fact that any Board member of the Corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation.
2. Any Board member, individually, or any firm of which any Board member may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation; provided, that the fact that such Board member or such firm is so interested shall be disclosed to or shall have been known by the Board or a majority thereof.
3. The Corporation shall not lend any of its assets to any member of the Corporation, nor to any Board member, nor guarantee to any person or organization the payment of a loan by a Board member or staff of the Corporation.

ARTICLE XI
DISTRIBUTION UPON DISSOLUTION

Upon any dissolution of the Corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board which are qualified as

exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the Corporation's assets be distributed to the officers or Board members of the Corporation.

ARTICLE XII
AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of two-thirds (2/3) of the Board of Trustees, which vote must be ratified by a two-thirds (2/3) vote of the members of the Corporation upon thirty (30) days' written notice to each member of the Corporation. If any member of the Corporation does not vote on ratification of the proposed amendment within 45 (forty-five) days, then that member is presumed to be voting in approval of the proposal.

ARTICLE XIII
MEMBERS

The Corporation shall have members as defined in the Bylaws.

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator is:

Name: Clint Pehrson

Address: 216 Highland Drive, Seattle, WA 98109

Dated 6/9/07 . /s/ Clint Pehrson .
Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Donna Dockter, hereby consent to serve as the Registered Agent, in the State of Washington, for the University District Ecumenical Campus Coalition. I understand that as agent for said Corporation, it will be my responsibility to receive service of process in the name of said Corporation; to forward all mail to said Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent.

Dated 6/9/07 . /s/ Donna M. Dockter .
Registered Agent

BYLAWS
OF
UNIVERSITY DISTRICT ECUMENICAL CAMPUS COALITION

ARTICLE I
NAME

The name of this corporation is the University District Ecumenical Campus Coalition (“the Corporation”).

ARTICLE II
PURPOSE

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it and its powers are stated in Article III of the Articles of Incorporation dated May 12, 2007.

ARTICLE III
MEMBERS

Section 1: Membership. Membership (“voting member organizations”) shall consist of the Christian congregations and other faith-based organizations that choose to covenant with one another and agree to the provisions of the Corporation’s Articles of Incorporation and Bylaws. All voting member organizations shall be nonprofit corporations registered in the State of Washington, organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 2: New Members. Additional Christian congregations and other faith-based organizations may join the Corporation as voting member organizations, upon approval by a two-thirds majority vote of the Board of Trustees (the “Board”). Such additional voting member organizations shall appoint or elect their representative(s) to the Board. The number of seats on the Board allocated to a new voting member organization shall be determined by the Board based generally on the financial commitment of the new voting member organization.

Section 3: Fees. Each voting member organization shall make a financial commitment to the Corporation.

Section 4: Resignation. Should a voting member organization elect to withdraw from the Corporation, it may do so through the resignation of all Board members representing that voting member organization. In this event, funds pledged or committed by the voting member organization are not refundable.

ARTICLE IV OFFICERS

Section 1: Officers. There shall be 4 officers of the Board consisting of a President, Vice President, Secretary and Treasurer. The 4 officers shall be elected from the representatives of no fewer than 2 voting member organizations.

Section 2: Duties. The duties of the officers are as follows:

a. President. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary and Treasurer.

b. Vice-President. The Vice-President will chair committees on special subjects as designated by the Board.

c. Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member in a timely manner, and assuring that records of the Corporation are maintained.

d. Treasurer. 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 to voting member organizations upon request.

Section 3: Term of Office. The officers shall serve for a term of 1 year, or until their successors are elected.

Section 4: Nominations and Elections. Election of new officers will occur at the annual meeting of the Corporation. Officers will be elected by a majority vote of the current Board members.

ARTICLE V MEETINGS

Section 1: Regular Meetings. The Board shall normally meet monthly.

Section 2: Annual Meeting. The annual meeting shall be for the purpose of seating the Board, electing the officers, setting the schedule for regular meetings, and transacting such other business as may come before the annual meeting. The date of the next annual meeting shall be set by the Board, who shall also set the agenda, time and place.

Section 3: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board.

Section 4: Notice. Notice of each meeting shall be given to each Board member according to the provisions of Article VI, Section 5.

Section 5: Waiver of Notice. Whenever any notice is required to be given to a Board member under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, or under the provisions of the Washington Nonprofit Corporation Act, 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 deemed equivalent to the giving of such notice.

ARTICLE VI **BOARD OF TRUSTEES**

Section 1: Composition. The Board of Trustees (the “Board”) is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the President, committees, and staff. The Board shall have up to 25 and not fewer than 5 members. Board members receive no compensation other than reasonable expenses.

Each voting Board member shall be appointed or elected by the voting member organization he/she represents. Voting member organizations must appoint or elect their representatives prior to the annual meeting. Each Board member shall participate substantially in the activities of the Board. Board members will normally attend the meetings of the Board unless excused, in advance, for reasonable cause. Board members shall serve 1 year terms, and are eligible to serve a maximum of 6 consecutive terms.

Each voting member organization making a financial commitment to the initial budget shall have a minimum of one seat on the Board. The number of additional seats allocated to each voting member organization shall be proportional, based generally upon the financial commitment to the initial budget by each voting member organization. No voting member organization shall have majority control of the Board.

The Board, at its discretion, can add non-voting members to the Board.

Section 2: Powers. In its role the Board shall have all powers of the Corporation, within the limits defined in the Articles of Incorporation, and shall keep the voting member organizations informed of its plans and its actions in a timely manner.

Section 3: Vacancies. When a vacancy on the Board exists, a replacement Board member shall be provided by the voting member organization represented by the departing Board member. Such appointments must be received by the Secretary no later than 45 days from the time the vacancy occurred. The Secretary shall notify all Board members of changes in Board representation. These vacancies will be filled only to the end of the particular Board member’s term.

Resignation from the Board must be in writing and received by the Secretary. The Secretary shall notify a voting member organization if one of its representatives has 3 unexcused absences from Board meetings in a 12 month period.

Section 4: Voting. Voting shall be conducted on the basis of “one seat, one vote.” Should a Board member be unable to attend a meeting of the Board, the voting member organization represented by that Board member may, at its discretion, assign that Board member’s vote to an alternate representative of that voting member organization, or to another sitting Board member. Such proxy must be in writing, and shall be presented when the meeting is called to order. A proxy assigned to another sitting Board member, while acceptable as an additional vote, does not accrue toward a quorum.

Section 5: Notice. An official Board meeting requires that each Board member be notified not less than 10 days before the meeting. Except as may otherwise be required by law, any such notice may be delivered in person, by mail, telegram, fax, or email. Oral notification alone is not sufficient. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his/her last known address in the records of the Corporation, with postage prepaid. If emailed via the Internet or similar vehicle, the notice shall be deemed to have been delivered when transmitted to the Internet, addressed to the addressee at the email address provided by the intended recipient to the Secretary for purposes of receiving notices permitted or required under these Bylaws.

Section 6: Quorum. A quorum shall consist of at least one-third of the Board members (but no fewer than 3 Board members) before business can be transacted or motions made or passed. A quorum must consist of Board members affiliated with no fewer than 2 voting member organizations.

ARTICLE VII **COMMITTEES**

Section 1: The Board may create standing or temporary committees as needed. Each committee shall consist of no fewer than 2 Board members. The President appoints all committee chairs. Committee chair appointments shall be confirmed by majority vote of the Board.

Section 2: Executive Committee. The 4 officers serve as the members of the Executive Committee. The President is chair of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board in the intervals between meetings of the Board, subject to the directions and control of the Board.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which shall include no fewer than 2 other Board members. The members of the Finance Committee shall be representatives of no fewer than 2 voting member organizations. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. 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 Corporation shall be made available to the Board members, and to the voting member organizations upon request.

Section 4: Records. The Board and all standing or temporary committees shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose. Such books shall be kept at the Corporation's registered office, its principal office in this state, or at its Secretary's office in this state. Such books shall also include current Articles of Incorporation and Bylaws, correct and adequate records of accounts and finances, and a record of officers' and Board members' names, addresses, and contact information. Records may be written, or electronic if capable of being converted to writing.

ARTICLE VIII **EXECUTIVE DIRECTOR**

Section 1: Employment. The Board may employ an Executive Director to manage the activities of the Corporation.

Section 2: Duties. The Executive Director shall be subject to the control and direction of the Board, shall have general charge and direct the day-to-day affairs and business of the Corporation, and shall be its general manager and authorized agent. The Executive Director shall report on a regular basis to the Board, and shall serve as a non-voting member of the Board.

Section 3: Position Description. The Board shall provide a written position description for the Executive Director.

ARTICLE IX **PERSONAL LIABILITY**

No voting member organization, Board member, or officer of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the voting member organizations, Board members, or officers be subject to the payment of the debts or obligations of the Corporation.

ARTICLE X **INDEMNIFICATION AND INSURANCE**

The Corporation will defend, indemnify, and hold harmless the Board members from any loss, claim, or damage arising out of the negligent acts or omissions of the Corporation, its Board members, or staff. The Corporation agrees to provide directors and officers liability coverage for Board members, and, on request, to deliver a certificate or other evidence of such coverage to the voting member organizations.

ARTICLE XI **ACTION BY BOARD OF TRUSTEES WITHOUT A MEETING**

Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Board members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE XII
PARLIAMENTARY AUTHORITY

When possible, decision making shall be by consensus. In matters where there is no apparent consensus, majority voting shall be conducted according to Robert's Rules of Order, Newly Revised, latest edition, which shall govern parliamentary procedure of all meetings of the Board.

ARTICLE XIII
AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be amended by a two-thirds majority vote of the Board, which must be ratified by two-thirds of the voting member organizations upon 30 days' written notice to each voting member organization. If any voting member organization does not vote on ratification of the proposed amendment within 45 days of notice, then that voting member organization is presumed to be voting in approval of the proposal.

These Bylaws were approved at a meeting of the Board of Trustees of University District Ecumenical Campus Coalition on June 30, 2007.