**BYLAWS
OF
NAZARENE COMPASSIONATE ALLIANCE NORTHWEST**(a Washington nonprofit corporation without members)

**ARTICLE I. IDENTITY**

Section 1. General Purposes and Powers. The purposes and powers of the Nazarene Compassionate Alliance Northwest are set forth in its Articles of Incorporation.

Section 2. Other Names. In addition to its legal name, the Nazarene Compassionate

Alliance Northwest may be referred to as “NCA-NW,” the “Alliance,” or the “corporation.”

Section 3. Background. The Alliance is a network of affiliates joined together to improve and enlarge the Christian response to human need~~. particularly in the areas of special needs, new immigrants, emergency response and human trafficking~~.

Section 4. Affiliates. The Alliance may include affiliates, including churches, individuals, and other non-profits that meet such criteria as established by the board of directors. Affiliates are not members of the corporation for purposes of the Washington State Nonprofit Corporation Act (the “Act”). There are no members of the corporation for purposes of the Act.

Section 5. General Purpose of Organization. The alliance is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 6. Initial Areas of Focus. The Alliance should initially focus on the following

priority populations: (a) victims of human trafficking, (b) families and individuals with special needs, (c) refugees and new immigrants, and (d) preparing churches for local emergencies, (e) people in life crises such as poverty, joblessness, homelessness, detention.

Section 7. Specific Purposes. Subject to the general purposes in the Articles of Incorporation, some of the specific purposes of the Alliance include: (a) connecting programs of compassionate ministry to each other, (b) organizing trainings and awareness events, (c) raising awareness of volunteer opportunities, (d) researching fundraising possibilities, and (e) establishing partnerships for greater response.

Section 8. Political and Legislative Involvement. 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE II. BOARD OF DIRECTORS**

Section 1. Number. The governance of this corporation shall be by a self-perpetuating Board of Directors. The Board shall consist of not less than five nor more than thirteen directors, the specific number to be set by resolution of the Board. The number of directors may be changed from time to time by resolution of the Board, no decrease in the number shall have the effect of shortening the term of any director then in office.

Section 2. Qualifications. Directors shall meet such qualifications as the Board may prescribe by resolution or by amendment to these Bylaws.

Section 3. Election. The initial directors named in the Articles of Incorporation shall

serve until the first meeting of directors.

 Section 3.1 Ex-Officio Directors. As required by the Articles of Incorporation, the Superintendent of the Washington Pacific District of the Church of the Nazarene will automatically be an ex officio director. The Washington Pacific District President of Nazarene Ministries International will also automatically be an ex officio director.

 Section 3.2 At-Large Directors. The remaining directors shall be elected each year at the annual meeting of directors.

Section 4. Terms of Office. At-large directors shall serve terms of two-years each and until their successors are elected and qualified.

 Section 4.1 At-large directors may be re-elected to additional terms with no limit on number of terms.

 Section 4.2 Attention shall be given to the cycle of leadership such that no more than half of the Directors will be new each year.

Section 5. Committees.

Section 5.1 In General. The Board of Directors may designate and appoint by resolution adopted by majority of the directors one or more standing or temporary committees, each of which shall consist of two or more directors. Such committee or committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, subject to the limits of RCW 24.03.115 or similar statute. A majority of the number of directors composing any committee shall constitute a quorum, and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee. Any committee member may be removed from committee by a majority vote of the Board.

Section 5.2 Executive Committee. There will be a standing Executive Committee consisting of the Executive Director, the District Superintendent of Washington Pacific District of the Church of the Nazarene, and the corporate officers. The Executive Committee will advise the Executive Director and have other specific powers established by resolution of the Board of Directors.

Section 6. Resignation. Any at-large director may resign by delivering three-month advance written notice to the president or the secretary. Any member of any committee may resign by delivering one-month in advance of the next regular meeting notice thereof to the president, the secretary, or the chairperson of such committee. Any such resignation shall take effect at the time of the next meeting of the board or committee. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any one or more of the at-large directors may be removed at any time by a vote of two-thirds of the directors present at any regular meeting or at any special meeting called in whole or in part for that purpose. Ex-officio directors will be deemed automatically removed if they no longer serve in the above-listed offices.

Section 8. Vacancies. In the event of a vacancy of an at-large director position, the remaining directors, even if less than a quorum, may by majority vote elect a successor for each vacancy to fill the unexpired term. If all positions are vacant by reason of death or otherwise, the Washington Pacific District of the Church of the Nazarene, or its designated successor, shall have authority to appoint persons to fill three vacancies, such persons to be selected for their interest and ability to carry out the purposes of the corporation.

Section 9. Board Compensation. The directors shall receive no compensation for their service as directors but may receive reimbursement for expenditures incurred on behalf of the corporation. Directors may receive reasonable compensation for services in other capacities such as employee or contractor.

Section 10. Quorum. One-half of the members of the Board of Directors shall constitute a quorum.

Section 11. Annual Meeting. The annual meeting of the Board of Directors shall be held during of the month of October, beginning with the year 2016.. If in the judgment of the Board of Directors the meeting cannot be then held, it shall be held as soon as feasible thereafter. The Board of Directors may specify by resolution the time and place, either within or without the State of Washington, for holding any other regular meetings, which may be held without notice other than such resolution.

 Section 11.1 Reports. The business of the Annual Meeting shall include annual reports from the President, Treasurer and the Executive Director.

 Section 11.2 Nominations. The nominees for directors at large and officers shall be considered at the annual meeting and a nominating ballot set and approved.

 Section 11.3 Elections. Election of the directors at large and officers shall be conduction via electronic transmission by the end of November.

 Section 11.4. Organizational Meeting. The organizational meeting of the newly elected board shall be in January of the year following election.

Section 12. Special Meetings. Special meetings of the directors shall be held upon the call of the president or one-third of the Board of Directors. The notice of the meeting shall be in the form of a record and shall be sent at least two days prior to the meeting date. Notice of any meeting of the Board of Directors may be waived in a record by any director at any time or by a director’s presence at the meeting, except where the director attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors or any committee designated by the Board of Directors need be specified in the notice or waiver of notices of such meeting unless required by these Bylaws.

Section 13. Voting. Each director shall be entitled to cast one vote at any election or on any subject before any meeting of the Board.

Section 14. Participation by Telephone. Directors of the corporation may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which 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.

Section 15. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken via electronic transmission without a meeting in a physical place if a consent, in the form of a record, setting forth the action to be taken is executed by all of the directors. Any such consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 16. Loans to Directors Prohibited. No loans shall be made by the corporation to its directors. The directors who vote for or assent to the making of a loan to a director, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

Section 17. Earnings and Benefits. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, 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 Article Third hereof.

**ARTICLE III. OFFICERS**

Section 1. In General. The elected officers of the corporation shall be a president, a vice president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board of Directors. Each officer shall be annually elected by the Board at its annual meeting and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2. President. The president shall exercise the usual executive powers pertaining to the office of president, shall preside over meetings of the Board of Directors and shall perform other duties as assigned by the Board from time to time.

Section 3. Vice-President. In the absence or disability of the president, and except as may be limited by resolution of the Board of Directors, the vice-president shall act as president, with all the powers of and subject to all the restrictions upon the president. The vice president shall perform other duties as assigned by the Board or by the president from time to time.

Section 4. Secretary. The secretary shall perform all duties incident to the office of secretary and such other duties assigned by the Board of Directors or by the president from time to time. The secretary shall keep records of the proceedings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and act as custodian of the corporate records of the corporation.

Section 5. Treasurer. The treasurer shall perform all duties incident to the office of treasurer and such other duties assigned by the Board of Directors or by the president from time to time. 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 treasurer 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 Directors.

Section 6. Resignation. Any officer may resign at any time by delivering written notice to the president or the secretary, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Removal. Any officer may be removed by the majority vote of the Board of

Directors whenever in its judgment the best interests of the corporation will be served thereby. Removal by an officer who is also a director shall not have any effect on such person’s status as a director. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 8. Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

Section 9. Salaries. The salaries of officers and agents of the corporation shall be fixed by the Board of Directors.

Section 10. Checks. Checks from any bank account of the corporation shall be signed only by such officer or officers as the Board of Directors may from time to time appoint by an appropriate resolution.

Section 11. Loans to Officers Prohibited. No loans shall be made by the corporation to its officers. The directors who vote for or assent to the making of a loan to an officer, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the corporation for the amount of such loan until the repayment thereof.

**ARTICLE IV. STAFF**

Section 1. Executive Director. There shall be an Executive Director who is the principal executive officer of the corporation and, subject to the control of the Board of Directors, generally supervises and controls the business and affairs of the corporation. The Executive Director may be, but need not be, an officer or director.

Section 2. Other Staff. The Board of Directors shall from time to time by resolution set forth the authority of the Executive Director with respect to hiring, supervision, and termination of other staff.

**ARTICLE V. CONTROL OF FUNDS**

Section 1. Exclusive Control. The Board of Directors shall have exclusive control and power over all grants, contributions and other financial assistance made by the corporation, all of which must be in furtherance of the corporation’s purposes.

Section 2. Grants. The Board of Directors shall have the power to make grants,

contributions and otherwise render financial assistance to any organization organized and operated exclusively for exempt purposes set forth in Section 50l(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any further United States internal revenue law or successor statute, provided such assistance is in furtherance of the corporation’s purposes.

Section 3. Requests for Funds. The Board of Directors shall review all requests for funds from other organizations and require that such requests specify the use to which the funds will be put. Upon approval of the request, payment of the funds may be authorized to that organization.

Section 4. Accounting. The Board of Directors shall require that an organization which receives funds provide a periodic accounting to show that the funds were expended for the use as approved by the Board of Directors.

Section 5. Board Discretion. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

Section 6. Solicitation for Specific Purpose. Upon approval of any request as described in Section 3, the Board of Directors may solicit funds for that specific project or purpose, but may at any time exercise its right to withdraw approval and to use the funds received for other religious, charitable, or educational purposes. The Board of Directors shall refuse to accept any contribution which does not allow the corporation complete control and discretion to use funds in furtherance of the corporation’s purposes.

**ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

Section 1. Power to Indemnify. The corporation shall have the following powers:

 Section 1.1 Power to Indemnify. The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee, or in any other capacity of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

 Section 1.2 Power to Pay Expenses in Advance of Final Disposition. The corporation may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter “advancement of expenses”); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of: (a) a written affirmation of the director’s, officer’s, employee’s or agent’s good faith belief that he or she has met the standard of conduct described in RCW 23B.08.510; and (b) a written undertaking, by or on behalf of such director, officer, employee or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 1.3 Power to Enter Into Contracts. The corporation may enter into contracts with any person who is or was a director, officer, employee or agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

 Section 1.4 Expansion of Powers.If the Washington Business

Corporation Act or the Washington Nonprofit Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act and the Washington Nonprofit Corporation Act, as so amended.

 Section 1.5 Limitation of Powers. No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 2. Indemnification of Directors, Officers, Employees and Agents.

 Section 2.1 Directors. The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which the corporation is empowered.

 Section 2.2 Officers, Employees, and Agents. The corporation, by action of its Board of Directors, may indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the Board of Directors may determine.

 Section 2.3 Character of Rights. To the extent the rights of indemnification and advancement of expenses have been conferred by or pursuant to this Article, such rights shall be contract rights.

 Section 2.4 Enforcement. A director (“Claimant”) shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in Section 1.2 above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the Claimant is so entitled.

 Section 2.5 If a claim under this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty (20) days, the Claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the Claimant shall also be entitled to be paid the expense of prosecuting such claim. Neither the failure of the corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the Claimant is proper in the circumstances nor an actual determination by the corporation (including its Board of Directors or independent legal counsel) that the Claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the Claimant is not so entitled.

 Section 2.6 If the corporation elects to indemnify and hold harmless or advance expenses to its officers, employees or agents pursuant to Section 2.2, it may, in its sole discretion, provide the enforcement rights set forth in this Section 2.4.

 Section 2.7 Rights Not Exclusive. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the corporation, agreement, vote of disinterested directors, or otherwise.

Section 3. Insurance. The corporation may purchase and maintain insurance, at its

expense, to protect itself and any director, officer, employee or agent of the corporation or any person who, while a director, officer, employee or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Business Corporation Act.

Section 4. Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 5. Severability. If any provision of this Article or any application thereof shall

be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 6. Applicable Law. For purposes of this Article, “applicable law” shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.

**ARTICLE VII. ADMINISTRATIVE PROVISIONS**

Section 1. Definitions.

“Deliver” means: (a) mailing; (b) transmission by facsimile equipment, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers; (c) electronic transmission, in accordance with the director’s or officer’s consent, for purposes of delivering a demand, consent, notice, or waiver to the corporation or one of its directors or officers under Section 3.

“Electronic transmission” means an electronic communication: (a) not directly involving the physical transfer of a record in a tangible medium and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and recipient.

“Execute,” “executes,” or “executed” means: (a) signed, with respect to a written record or (b) electronically transmitted along with sufficient information to determine the sender’s identity, with respect to an electronic transmission.

“Record” means information inscribed on a tangible medium or contained in an electronic transmission.

“Tangible medium” means a writing, copy of a writing, facsimile, or a physical reproduction, each on paper or on other tangible material.

Any term not defined in these Bylaws shall have the definition in Chapter 24.03 RCW, as presently enacted or hereafter amended.

Section 2. Electronic Notice.

 Section 2.1 Consent to Electronic Notice. In order to consent to notice via electronic transmission, a director or officer must, in a record, designate in the consent the appropriate electronic format and the address or system to which notices may be electronically transmitted, for example, specify an email address to which such electronic transmission may be sent.

 Section 2.2 Revocation of Consent to Electronic Notice. A director or officer who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation, in the form of a record (sent to the attention of the secretary). Additionally, the consent of any director or officer is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

 Section 2.3 Effective Date of Delivery. If notice is mailed, it shall be deemed delivered when deposited in the mail properly addressed to the director or officer at his or her address as it appears on the records of the corporation with postage thereon prepaid. If the notice is by electronic transmission, it shall be deemed delivered when it is transmitted electronically in accordance with the consent of the director or officer. All other notice in tangible medium shall be deemed delivered upon receipt.

Section 4. Amendment of Bylaws. These Bylaws may be amended by a two-thirds vote of the directors present at any meeting of the Board, provided that the directors were notified before the meeting that an amendment or amendments would be considered at the meeting.

**ARTICLE VIII. Dissolution of the Alliance**

Section 1. Dissolution by vote. The board of directors may dissolve the Alliance at any time by a 2/3 vote. Prior notice of the vote must be given at least 14 days in advance of the vote.

Section 2. Distribution of Finances. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned, being the secretary of the corporation hereby certifies that these Bylaws consisting of twelve pages are the Bylaws of the corporation, adopted by resolution of the directors on January 17, 2016.

DATED this 01/17/2016

 Secretary Ian Kirk