



Pacific Northwest Parkour Association Bylaws

Revised 2021.01

MISSION STATEMENT

Helping people overcome barriers through movement and play.

ARTICLE I. STATEMENT OF PURPOSE

1.1 Name

The name of the organization is the Pacific Northwest Parkour Association (DBA **Parkour Visions**).

1.2 Purpose

Parkour Visions (PKV) was originally formed to promote the intelligent practice of parkour and the transformative benefits of play and movement. Today we work as a community based organization whose mission is to help others overcome their barriers through movement and play. PKV hopes to achieve our mission by:

- Increasing access and opportunity to participate in play, movement, and parkour programs by providing free and affordable programs and online learning to diverse communities.
- Increasing access to and awareness of spaces for intergenerational play through design and public advocacy.
- Supporting the growth of student participation in community by facilitating community events
- Developing community-wide leadership through coach education, open source curriculums, and events.

1.3 PKV is organized exclusively for charitable, educational and scientific purposes, including for those purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law (referred to as “exempt organizations” in the Bylaws).

1.4 Solely for the above purposes, Parkour Visions is empowered to exercise all rights and powers conferred by the laws of the state of Washington upon non-profit corporations, including, but without limitation on those rights and powers, to receive gifts, bequests, and contributions, in any form, to collect dues and to use, apply, invest, and reinvest the principal and/or income from those assets or distribute them for the above purposes.

1.5 Location

Unless changed by Resolution of the Board of Directors of PKV, the principal offices of PKV shall be



in the State of Washington, located at _____, Shoreline, WA 98155. PKV may have other offices within the State of Washington designed by the Board of Directors as required by the business if PKV.



ARTICLE II. Board of Directors

2.1 General Powers

Parkour Visions shall be administered, managed and governed by a Board of Directors (the “Board”) which shall have all of the usual powers of Directors of a business corporation. The Board shall make all rules and regulations which it deems necessary of proper governance of PKV, and for the due and orderly conduct of its affairs and the management of its assets not inconsistent with the Articles of Incorporation or the Bylaws of PKV. In addition to the powers and authority expressly conferred upon the Board by these Bylaws and the Articles of Incorporation, the Board may exercise all powers of PKV and do all lawful acts and things not prohibited by statute, by the Articles of Incorporation or by these Bylaws or prohibited to be done by an exempt organization or by a nonprofit corporation incorporated under R.C.W. Chapter 24.03.

2.2 Board Duties

The Board must exercise proper oversight and accountability of the organization's operations, policies, and procedures per these D's:

- **Duty of care:** Board members are expected to actively participate in organizational planning and decision-making and to make sound and informed judgments. This involves ensuring prudent use of assets, including facility, people, and good will; and providing oversight for all activities that advance the organization’s effectiveness and sustainability.
- **Duty of loyalty:** When acting on behalf of the organization, board members must put the interests of the organization before any personal or professional concerns and avoid potential conflicts of interest.
- **Duty of compliance:** Board members must ensure that the nonprofit obeys applicable laws and acts in accordance with ethical practices; that the nonprofit adheres to its stated corporate purposes, and that its activities advance its mission.
- **Duty of financial oversight:** The Board acts in a fiduciary role by maintaining oversight of the organization’s finances. Board members must evaluate financial policies, approve annual budgets, and review periodic financial reports to ensure that the organization has the necessary resources to carry out its mission and remains accountable to its donors and the general public.
- **Duty of Diversity:** The Board will review policies (~~brought up via staff update at Board meetings~~) to ensure that the organization exhibits non-discriminatory practices in all interactions with Board members, organization staff, customers, and visitors. The board may encourage, initiate, or mandate training programs or events that promote cultural competency and awareness. Both voting and non-voting members may seek internal and external resources to facilitate such activities.

2.3 Size

The Board shall have no fewer than **five (5) Directors, no more than 20 Directors**. Directors need not be residents of the State of Washington. The Executive Director is a non-voting member of the Board. The Board must include at least one voting member who is a parkour practitioner.



The number of Directors may at any time be increased or decreased by amendment of the Bylaws or by election of additional Directors within the number provided for in the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

2.3 Adding Directors

Election of a new Director shall be decided by an **absolute two-thirds** vote of the current board. Nomination of a new board member must be seconded by another Board member, followed by an introduction given by the nominee and nominator, and finished with a vote. Additional procedures may be set forth by the Governance Committee, with the approval of the Board.

2.4 Tenure

Directors shall be elected by the affirmative vote of a majority of those Directors present and voting at the annual meeting of the Board, or as needed to fill vacancies as described in section 3.6. Board members shall serve a three-year term which may be renewed for two additional three-year terms upon the recommendation of the Board Development Committee and with majority approval by the Board as above. Any Board member may be re-nominated to the Board after at least one year off.

2.5 Removal of Directors

2.5.1 For Absences. In the event that any Director has missed three consecutive meetings of the Board without the Board having excused the absences, his or her office may be declared vacant by the Board; provided, however, that the Board may, in its sole discretion, vote to waive this provision with respect to any Director.

2.5.2 By the Board.

The Board may, at any meeting, by a sixty percent (60%) vote of the entire Board, remove from office any Director for any reason, other than as provided in paragraph 2.4.1, which, in its sole discretion, the Board deems adequate. At least ten (10) days before removal, the Director shall receive written notification of the proposed removal and the reasons for the proposed action, and be granted an opportunity to be heard at the meeting of the Board.

2.6 Resignation

Any member of the Board may resign by written notice to the President of the Board, and the resignation shall be effective on the date stated in the notice, and if no effective date is stated in the notice shall be effective upon receipt.

2.7 Non-Discrimination

PKV does not discriminate on the basis of race, color, creed, religion, sexual orientation, gender, disability, use of service animals, national or ethnic origin, or any other trait or characteristic protected by law in admission of otherwise qualified students; in providing access to students to all the rights, privileges, programs, and activities generally accorded or made available; or in its administration of educational policies, admission policies, or otherwise.



2.8 Compensation

Directors shall not be paid compensation for their services as Directors.

Directors shall not be precluded from serving PKV in any other capacity and receiving reasonable compensation for services rendered in that other capacity. The Board may further authorize the payment of reasonable compensation to any officer or agent who performs substantial services for PKV in carrying out management functions.

Reimbursement for reasonable expenses may be allowed for attendance at regular and special meetings of the Board or for other activities or expenditures engaged in by Board members on behalf of PKV.



ARTICLE III. Board Officers

3.1 Designations

The officers of PKV shall be a President, a Vice President, a Secretary and a Treasurer, who shall be appointed or elected by the Board. The Board may also from time to time appoint or elect an Assistant Secretary and an Assistant Treasurer. The officers shall be appointed or elected for a term of two years by the Board at its Annual meeting, and shall hold office until their successors are elected and qualified. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3.2 President.

The President shall be the chief executive officer of PKV, shall preside at all meetings of the Board, shall have general supervision of the affairs of Parkour Visions, and shall perform all other duties normally incident to the office or properly required by the Board.

The President shall be available as a point of contact for HR issues that volunteers or employees may not be willing or able to bring up within PKV management structure, and may serve as a mediator to any disputes or conflicts within the organization.

The President may execute on behalf of Parkour Visions any contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of Parkour Visions.

3.3 Vice President

During the absence or disability of the President, the Vice-President shall carry out all functions of the President. The Vice-President shall have the powers and discharge the duties assigned from time to time by the Board. During the absence or disability of the President, the execution by the Vice-President on behalf of PKV of any instrument will have the same force and effect as if it were executed on behalf of PKV by the President.

3.4 Secretary.

The Secretary shall issue notices for all board meetings, shall keep minutes of all meetings of the Board, and shall make all reports and perform all other duties normally incident to the office, or properly required by the Board. The Assistant Secretary, if any, shall perform all of the duties of the Secretary during the absence or disability of the Secretary, and at other times may perform any other duties properly directed by the Board.

3.5 Treasurer.

The Treasurer shall have general oversight of the finances of Parkour Visions.

When necessary and proper, the Treasurer will endorse on behalf of PKV all checks, drafts, notes, and other obligations and evidences of the payment of money to PKV and will deposit the same, together with all other funds of PKV coming into his or her possession, in the depository or depositories selected by the Board.



The Treasurer may disburse the funds of PKV in payment of the just demands against Parkour Visions or as ordered by the Board, taking proper vouchers for all disbursements, and shall render to the Board from time to time as required, an account of all his or her transactions as Treasurer and of the financial condition PKV.

The Treasurer may perform all other duties normally incident to the office or that are properly required by the Board. The Assistant Treasurer, if any, shall perform all of the duties of the Treasurer during the absence or disability of the Treasurer, and at other times may perform any other duties directed by the Board.

3.6 Delegation

In the case of absence or inability to act of any officer of PKV and of any person authorized in the Bylaws to act in their place, the Board may from time to time delegate the powers or duties of that officer to any other officer or any director or other person whom it may select.



ARTICLE IV. Board Meetings

4.1 Annual Meeting

The annual meeting of the Board at which the members of the Board are elected shall be held in the month of January each year. The Board shall set the dates, time and place within the State of Washington for the annual meeting.

4.2 Regular Meetings

The Board shall meet at least **once per calendar quarter**, at an agreed upon time and place. Meetings may be in person or virtual.

4.3 Communication

Regular communication will be through email. Board members are responsible for keeping their email addresses up to date with the President and the Executive Director.

4.4 Notice of Meetings

Dates and times of Board Meetings are set during the Annual Meeting. Notice of time and place of all meetings of the Board shall be given to each Director by electronic means of written communication at least five (5) days prior to the meeting.

4.5 Quorum

One third (1/3) of the members of the Board shall constitute a quorum. If less than a quorum is present at a meeting a majority of the Directors present may adjourn the meeting from time to time and shall give notice of the continuation of the meeting to the members of the Board not then present.

Attendance may include the use of a conference call or other means whereby the board members can hear or understand each other in real time.

4.6 Manner of Acting

Unless otherwise required by law, or by the Articles of Incorporation or Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Voting shall proceed according to standard parliamentary procedure. Except as provided for elsewhere in these Bylaws, all motions shall require a simple majority of votes present to pass.

4.6.1 Proxy

No Board member shall be permitted to vote by proxy at a Board meeting.

4.6.2 Method of Attending

A Board member may attend a Board meeting by means of video conference or telephone as long as all persons participating in the meeting can hear each other at the same time.

4.6.3 Private Voting: Any board member may request that voting on a particular motion, amendment, or other issue be conducted privately. If such a request is made and seconded,



voting shall occur by each board member writing his vote down on paper, and delivering it to the Secretary who shall be responsible for determining the final count.

4.6.4 Abstaining from Voting: Any board member may abstain from a vote for any reason. Board members wishing to abstain must notify the President prior to the commencement of voting. Board members are required to abstain in the event of a conflict of interest.

4.6.5 Registering Dissent

A Director who is present at a meeting of the Board at which action on a matter is taken shall be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting, or unless he or she files his or her written dissent to the action with the person acting as the secretary of the meeting before the adjournment of the meeting.

4.7 Action By Board without a Meeting

Any action that can be validly taken at a meeting of the Board, can also be taken through unanimous written consent of the entire voting board.

4.7 Scope of Authority (What Needs A Vote)

Any change that affects the ability of the organization to execute its mission requires a vote by the board. This includes, but is not limited to substantive changes to the budget, location of facilities, entry of the organization into partnership with other organizations, or any material transaction like a significant change in finances.

4.8 Board Meeting Minutes

Minutes shall be kept of all meetings of the Board. Minutes shall be placed in the cloud drive and emailed to all Directors within fifteen (15) days following the day of the meeting.



ARTICLE V. Committees

5.1 Creation

The Board may designate one or more standing or temporary committees, each of which will consist of at least one committee chair and two or more committee members. The chair of the committee will be appointed by the President of PKV, who will act with the Board's approval.

5.2 Authority

The Board may from time to time invest committees with any reasonable powers the Board chooses, subject to any conditions prescribed by the Board.

5.3 Participation

Committee members may be members of the Board, Members of PKV, or other interested individuals.

5.4 Responsibilities & Conduct

All committees appointed by the Board shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the offices of PKV. Committees may adopt appropriate rules for the conduct of business not inconsistent with these Bylaws, the Articles of Incorporation, or federal or state law. The designation of any committee and the delegation of authority to that committee, shall not relieve the Board, or any member of the Board, of any responsibility imposed by law.

5.5 Limits of Authority

Committees cannot be given any authority that would supersede the controls and voting requirements established in these Bylaws. Specifically, no committee shall have the authority to:

- a. amend, alter, or repeal these Bylaws
- b. elect, appoint, or remove any member of any other committee or any director or officer of PKV
- c. amend the Article of Incorporation
- d. adopt a plan of merger or consolidation with another corporation
- e. authorize the sale, lease, or exchange of all or substantially all of the property and assets of PKV or revoke proceedings therefor
- f. adopt a plan for the distribution of the assets of PKV
- g. amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee

5.6 Standing Committees

5.6.1 Executive Committee

The Executive Committee shall be chaired by the President and shall consist of the officers of Parkour Visions, plus any additional members which the Board may from time designate from among its members. The Executive Committee will serve as the central planning group for PKV and as an advisory group to the Board and the executive director, if any. They will



also be responsible for overseeing the performance of the Executive Director and approving compensation.

Except as limited in this paragraph or by law, the Executive Committee shall have and may exercise all the authority of the Board in managing the affairs of PKV during the intervals between Board meetings. The Executive Committee shall not have the authority of the Board in reference to amending the Articles of Incorporation, adopting a plan of merger or consolidation, approving the sale, lease, exchange, or other disposition of all or substantially all the property and assets of PKV otherwise than in the usual and regular course of its business, approving a voluntary dissolution of PKV or a revocation of that voluntary dissolution, or amending the Bylaws of PKV.

All actions of the Executive committee shall be subject to review by the Board. The designation of an Executive committee and the delegation to that committee of authority shall not operate to relieve the Board or any member of the Board of any responsibility imposed by law.

5.6.2 Finance Committee

As set forth in the 2021.01 Bylaws Revision, PKV shall have a standing Finance Committee, chaired by the Treasurer.

5.6.3 Governance Committee

As set forth in the 2021.01 Bylaws Revision, PKV shall have a standing Finance Committee, chaired by the President.



ARTICLE V. Membership

1. **Voting Members:** PKV is not a member driven organization and does not maintain voting members apart from the Board of Directors.



ARTICLE VI. Executive Director

6.6 Responsibilities and Authority

The Board shall appoint an Executive Director to oversee the management of Parkour Visions. The Executive Director shall conduct day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties prescribed by the Board.

The Executive Director shall serve at the pleasure of the Board and shall be an ex- officio non-voting member of the Board.

Unless the Board directs otherwise, the Executive Director is authorized to execute on behalf of Parkour Visions all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board for the proper and necessary transaction of the business of Parkour Visions

The Executive is charged to keep a full and accurate account of all receipts and disbursements of PKV in books belonging to PKV, which will be open at all times to the inspection of the Board.

The Executive Director shall be custodian of all books, correspondence, and papers relating to the business of PKV.

6.2 Performance

The Executive Committee is responsible for supervising and assessing the performance of the Executive Director. If the Executive Director is not performing duties, violating procedures, or otherwise hindering the organization in its mission, the Board is responsible for implementing disciplinary procedures, up to and including termination. The procedure for such is outlined below and is to be carried out by the Executive Committee:

- a. Annual Performance Evaluation every January.
- b. Notification in writing of violations or failures to perform.
- c. Written plan of action for changing behavior, including reasonable deadlines, clear goals, etc. signed off on by both the Executive Board and by the Executive Director.
- d. If ED continues in violation, refuses to agree to a reasonable action plan, or fails to perform per the written action plan, The Executive Committee can move to terminate the ED's employment. Must pass by an absolute two-thirds majority vote of eligible voting members of the Board.



ARTICLE VII. Financial and Legal Controls

7.1 Fiscal Year

Parkour Visions financial year shall be the 12 months from Jan. 1 to Dec. 31.

7.2 Contracts

The Board may authorize the Executive Director, any officer or officers or any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of PKV, and that authority may be general or confined to specific instances.

7.3 Loans

No loans shall be contracted on behalf of PKV, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board or the Executive Committee if that authority is delegated by the Board. The authority may be general or confined to specific instances. No loans shall be made to officers, Directors or Members except in furtherance of the exempt purposes of PKV.

7.4 Checks

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of PKV shall be signed by the President, Treasurer, or Executive Director of PKV and in the manner determined by resolution of the Board as from time to time.

7.5 Deposits

All funds of PKV shall be deposited to the credit of PKV in federally insured banks, trust companies, or other depositories designated by the Board.

7.6 Legal Title

Legal and record title to all assets of PKV, whether real or personal, shall be held in the name of PKV.

7.7 Tax Returns

After the end of PKV's fiscal year the Board shall cause all necessary or required tax returns and reports to be prepared and filed with the Internal Revenue Service in a timely manner before they are due.

7.8 Right to Inspection

Any Board member shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of account, minutes, and records of PKV. Upon written request of any Member, PKV shall mail to that Member a copy of the most recent balance sheet and revenue and disbursement statement. If the request is received by PKV before the financial statements are available for its last fiscal year, PKV shall mail the financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the fiscal year.

Additionally, balance sheets and revenue and disbursement statements shall be filed in the principal



office of PKVI, shall be kept for at least seven (7) years, and shall be subject to inspection during business hours by any Member, in person or by agent.



ARTICLE VIII. Conflict of Interest Policy

Parkour Visions shall maintain an up to date Conflict of Interest Policy for the Board of Directors, to be reviewed and signed by every Director annually by January 31st. This policy must be made available upon request and may be requested by any member of the public.

The Governance Committee shall review, amend if necessary, and distribute the policy annually.



ARTICLE IX. Prohibition Against Specified Activities

No part of the net earnings of PKV shall inure to the benefit of, or be distributable to its Members, Directors, officers, or other private persons, except that PKV 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 1 of these Bylaws.

No substantial part of the activities of PKV shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of PKV shall consist of participating in, or intervening 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 Bylaws, PKV shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under 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 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (c) by a corporation organized under the Washington Nonprofit Corporation Act.



ARTICLE X. Identification (NEW)

PKV shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of PKV against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of PKV; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between PKV and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.



ARTICLE XI. Amendments

These Bylaws may be amended when necessary by an **absolute two-thirds** vote of the current Board. Proposed amendments must be submitted to the Secretary for distribution to Board members in advance of voting.

When Amended, these Bylaws shall be updated by the Secretary to reflect the amended language, revision date, and other duly approved changes, and distributed to each Board member. In addition, the Secretary is responsible for identifying and updating other organization documentation impacted by changes to the Bylaws, including, but not limited to, information contained on the organization's website.

IN WITNESS WHEREOF, the President and the Secretary of Parkour Visions certify that these Bylaws were duly adopted with revisions by the Board of Directors in the manner provided herein on the 22nd of February 2021.