

Board Standards in Washington State

Introduction

This document provides an overview of key standards for **charitable, nonprofit, non-membership boards** under **state law**, the Washington Nonprofit Corporation Act, effective January 1, 2022. It is intended to provide general guidance about requirements for self-electing boards. It also focuses on charitable nonprofits: nonprofits that are operated primarily or exclusively for one or more charitable purposes that would qualify the organization for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. This document does not address membership nonprofits or federal law (see the [Washington Nonprofit Handbook](#) for more information).

Read more:

The Washington Nonprofit Corporation Act: [RCW \(24.03A\)](#)

Definitions: [RCW 24.03A.010\(5\)&\(6\)](#)

This information is provided so that all nonprofit leaders can understand the key state legal requirements for nonprofit boards. Some readers may be surprised that some conventions which they assumed to be legal requirements are actually optional. For boards interested in innovating or distributing leadership more broadly within their organization, it may be freeing to learn that some responsibilities can be delegated to staff or advisory committees, or that the law does not mandate the use of a specific decision-making method. This information can be used to determine what work the board must do, and what can be delegated, shared, or done by others. For more information on alternative leadership, see the [Alternative Leadership Toolkit](#).

Disclaimer

This document is for educational purposes only. It is not meant to be comprehensive, and in no way will this content be considered legal, business, or professional advice or counsel. It also does not create an attorney-client relationship. For legal advice, please contact a licensed attorney. In general, state law defines the parameters of board standards, and bylaws can be tailored within the parameters. If a nonprofit's bylaws are silent on an issue, the Washington Nonprofit Corporation Act will provide the default standard. This document uses the terms "board members" and "directors" interchangeably.

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**Board Members/
Directors**

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**Revised Code of
Washington
Section (link)**

- Board members/directors must be individuals and do not need to be residents of Washington State. Bylaws can add additional qualifications as agreed upon by the current board members.

[24.03A.500](#)

- 501(c)(3) public charities must have at least 3 board members.

[24.03A.505\(2\)](#)

- Youth under the age of 18 may serve on a board. A board may have either 3 youth directors, or 1/3 of the total number directors on the board may be youth – whichever number is fewer.

[24.03A.505\(3\)](#)

- The default board term length is 1 year, unless bylaws state differently. The maximum board term length for board members elected by other board members is 5 years.

[24.03A.515\(1\)](#)
[24.03A.515\(1\)](#)

- The law does not have a maximum or ceiling for the number of terms a director can serve. Bylaws may specify term limits.

- A board member may resign at any time orally at a board meeting or in writing to the president, secretary or another designated officer, as stated in the organization's bylaws.

[24.03A.525\(1\)](#)

- If a director's term has expired, the director with the expired term serves until their successor is chosen, unless bylaws state differently

[24.03A.515\(6\)](#)

- The procedure for removing a board member does not need to be included in bylaws. See the law for specific information.

[24.03A.530](#)



Officers

Officers

- Required officers are president, secretary and treasurer. The office of vice president is not required.

[24.03A.585\(1\)](#)

- Two offices may be held by the same individual, except the offices of president and secretary must be held by different people.

[24.03A.585\(3\)](#)



Committees

Committees

- Board committees may have delegated authority from the board to make decisions, for example, an Executive Committee. There must be a minimum of 2 board members, and only board members may serve as voting committee members. [24.03A.575\(1\)&\(4\)](#)
- There are many things a board committee cannot do: authorize distributions, change bylaws or articles, make decisions on who is a board member or board committee member, authorize a substantial change to the organizational structure (such as merger, selling a substantial amount of assets, dissolution, etc.), or change a board resolution unless allowed by a board resolution. [24.03A.575\(5\)](#)
- Advisory committees do not have delegated authority from the board and cannot make a decision on behalf of the board. They make recommendations and provide information to the board or do work not required to be done by the board, such as organizing an event, recruiting volunteers, or developing a program evaluation. Anyone from the community may serve on such a committee, unless otherwise stated in the bylaws. [24.03A.575\(7\)](#)



Decision-Making

Decision-making

- If not included in bylaws, a quorum is a majority of board members in office before a meeting starts. Bylaws can provide for a higher quorum requirement (like consensus), but bylaws cannot allow for a quorum to be fewer than $\frac{1}{3}$ of the number of directors on the board. A quorum is required to make decisions. [24.03A.565\(1\)](#)
[24.03A.565\(2\)](#)
- The law does not allow board members to appear by proxy (allowing someone else to act for them). [24.03A.565\(5\)](#)
- A written vote by email or other written record can only happen if there is 100% participation of all non-conflicted board members, and every board member affirmatively agrees to the proposed action. [24.03A.570](#)
- A board may conduct meetings through the use of one or more means of remote communication (such as Zoom or conference call software) through which all of the directors may simultaneously participate with each other during the meeting. [24.03A.550](#)



Fiduciary

Fiduciary Duties or Standards of Conduct

- When serving on a nonprofit board, board directors and officers have duties of care, obedience, and loyalty to the nonprofit. Directors and officers must act 1) in good faith (doing what's honest, fair, and legal), 2) with the care an ordinarily prudent person in a similar position would take under similar circumstances, and 3) in a way that the director or officer reasonably believes to be in the nonprofit's best interests. [24.03A.495\(1\)](#)
[24.03A.590\(1\)](#)
- Both board directors and officers, in taking board action, may rely on the advice of or information provided by experts such as a CPA, attorney, qualified staff, or other professionals. [24.03A.495\(3\)](#)
[24.03A.590\(3\)](#)
- Board officers also have a duty to tell their superiors or the board as a whole information that is known to be material (important), and information about violations of law or breaches (violations) of duty. [24.03A.590\(2\)](#)

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