

RESOLUTION

RE: FORMATION/RE-FORMATION OF THE WASHINGTON STATE ASSOCIATION OF COUNTY AND REGIONAL PLANNING DIRECTORS; AUTHORIZATION TO SUBMIT DOCUMENTS TO THE INTERNAL REVENUE SERVICE RELATED TO ACHIEVING NON-PROFIT STATUS.

WHEREAS, the Washington State Association of County and Regional Planning Directors (Association) was established on May 16, 1967 for the following stated purposes:

1. Improve the practice of planning and foster the application of sound planning concepts throughout all County government and regional agencies;
2. Develop liaison with other organizations on matters of mutual concern;
3. Encourage the exchange of planning information and experience; and
4. Develop and present recommendations to the Washington State Association of Counties on legislative matters.; and

WHEREAS, the Association has remained active, fulfilling the above purposes on a continuing basis since its formation 1967; and

WHEREAS, the officers of the Association, including the Secretary/Treasurer, are volunteers, serving without compensation, who's full-time jobs are as county land use planning professionals; and

WHEREAS, the records of the Association include the Articles of Association adopted in 1967 and subsequently amended in 1974, 1977, 1978, 1985, 1987, 1994, 1997 and 2011; and

WHEREAS, the Association has operated continuously in conformance with the Articles of Association since their original adoption and with subsequent amendments making the Articles of Association, in essence and in reality, the only recognized Articles of Association of the Washington State Association of County and Regional Planning Directors; and

WHEREAS, the Internal Revenue Service issued to the Association an Employer Identification Number (91-1067149) on May 15, 1979 and this number was re-confirmed by the Internal Revenue Service on June 19, 2008; and

WHEREAS, previous IRS rules did not requiring the filing of tax returns by organizations such as the Association where the organizational assets are less than \$25,000. At some point in time this exemption may have changed, although no notice of the change was received by the Association. Moreover, access to the online Internal Revenue Service portal for the purposes of filing Form 990-N (e-Postcard) was not allowed in 2008 when filing was attempted. This access denial was the catalyst for seeking the

2008 re-confirmation of the Employer Identification Number, which required the assistance of the office of a US Congressman; and

WHEREAS, the Association, on November 30, 2011, made application to the Internal Revenue Service for non-profit status under section 501(c)(6) under the rules of the Internal Revenue Service; and

WHEREAS, the Internal Revenue Service, in correspondence dated June 6, 2012 advised the Association that the Internal Revenue Service could not, at this time, grant non-profit status unless:

1. An officer, director, trustee or other member of the governing body signs a declaration affirming that the Association was not required to file annual information returns because gross receipts were below established thresholds but was eligible to file Form 990-N (e-Postcard); and
2. A complete copy of the Articles of Association or other creating document is submitted with documentation/evidence that the organization was formed by more than one person, that the document be dated and that it be signed by at least two officers; and

WHEREAS, the Executive Committee officers believe it is in the best interest of the Association to pursue non-profit status.

NOW, THEREFORE, BE IT RESOLVED, that the undersigned hereby declares the establishment/re-establishment of the "Washington State Association of County and Regional Planning Directors" and adopts the Articles of Association attached as Exhibit A and by this reference are fully incorporated herein; and

BE IT FURTHER RESOLVED,

1. That the officers of the Association are:

President:	Martin L. Snell, AICP, Clark County
President-elect:	Karen Witherspoon, AICP, Skamania County
Western Vice President:	Gary R. Christensen, AICP, Skagit County
Eastern Vice President:	Mike Shuttleworth, Benton County
Secretary/Treasurer:	Mark D. Kulaas, FAICP, Douglas County
Immediate Past President:	Clay White, Snohomish County;

2. The officers of the Association, together with the immediate past president, shall be the Executive Committee of the Association. The immediate past president is Clay White, Snohomish County.
3. The officers/Executive Committee shall serve until the election of 2012-2014 officers that will be held during the September 14, 2012 annual meeting of the Association in accordance with the Articles of Association;

4. The President and the Secretary/Treasurer are authorized to sign the Articles of Association on behalf of the Executive Committee, attesting to their adoption;
5. The Secretary/Treasurer is authorized to submit a copy of this resolution and the signed Articles of Association to the Internal Revenue Service and to any other agencies or organizations as necessary to the interests and purposes of the Association;
6. The Secretary/Treasurer is authorized to execute a statement, on behalf of the Executive Committee and members of the Association, affirming that the Association was not required to file information returns with the Internal Revenue Service because annual gross receipts of the Association were less than \$25,000; and
7. The Secretary/Treasurer is authorized to execute the "Penalties of Perjury" statement, on behalf of the Executive Committee and members of the Association, in substantially the same form provided by the Internal Revenue Service in their June 6, 2012 correspondence.

Adopted this 14th day of September 2012.

WASHINGTON STATE ASSOC. OF COUNTY & REGIONAL PLANNING DIRECTORS



 Martin L. Snell, AICP
 President



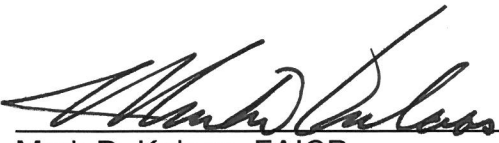
 Karen Witherspoon, AICP
 President-Elect




 Gary R. Christensen, AICP
 Western Vice President

Absent

 Mike Shuttleworth
 Eastern Vice President



 Mark D. Kulaas, FAICP
 Secretary/Treasurer



 Clay White
 Immediate Past President

**ARTICLES OF ASSOCIATION
of the
WASHINGTON STATE ASSOCIATION
OF COUNTY AND REGIONAL PLANNING DIRECTORS**

(An affiliate of Washington State Association of Counties)

ARTICLE I - NAME

The name of this organization shall be the Washington State Association of County and Regional Planning Directors hereinafter referred to as the "Association."

ARTICLE II - PURPOSE

The purposes of this Association are to:

1. Improve the practice of planning and foster the application of sound planning concepts throughout all County government and regional agencies;
2. Develop liaison with other organizations on matters of mutual concern;
3. Encourage the exchange of planning information and experience; and
4. Develop and present recommendations to the Washington State Association of Counties on legislative matters.

ARTICLE III - MEMBERSHIP

A. Membership Categories

The membership of the Association shall consist of two (2) categories as follows:

1. Member

A duly appointed planning director/manager of a county or a regional planning agency which includes a county, in the State of Washington. Members shall have the right to participate in and vote on all matters of Association business subject to Section B of this Article. However, each County/Regional Agency shall have one vote regardless of the number of members from that jurisdiction.

2. Affiliate Member

A professional planner engaged by a federal or state agency or professional organization whose duties involve continuous contact with county or regional planning offices. Affiliate members shall only have the right to attend meetings and participate in discussion subject to Section B of this Article. Affiliate members shall not be entitled to vote in the Association elections or on Association matters. Affiliate membership and participation shall be subject to determination by the Executive Committee.

B. Dues

Dues for members and affiliate members shall be established by the Executive Committee in conjunction with the preparation and adoption of an annual budget. All members and affiliate members shall be current in dues in order to vote and participate in Association activities. Dues collected shall be expended as the Executive Committee and the membership determine in keeping with the purpose of the Association and in accord with the budget, and may include payment toward expenses for the President to attend a planning conference of national scope.

ARTICLE IV - OFFICERS

A. Officers and Terms

The officers of the Association shall consist of the President, President Elect, two Vice Presidents, (one from the east side of the Cascade Mountains and one from the west side of the Cascade Mountains) who shall be elected to two-year terms by the membership, and a Secretary/Treasurer, who shall be appointed by the President. The office of the President should rotate from the east and west sides of the Cascade Mountains. The President Elect should be from the opposite side of the Cascade Mountains as the President and succeed to the Presidency.

B. President

The President shall preside at all meetings of the Association and the Executive Committee, create, appoint and discharge all special committees, prepare an annual budget for approval by the Executive Committee, represent the Association at meetings with other organizations, serve as the representative of this Association on the Executive and Legislative Steering committees of WSAC, and perform other duties prescribed by these Articles customary to the office.

C. President Elect

The President Elect shall assist the President in Association business and represent the President in his/her capacity in his/her absence. The President Elect should be elected from the opposite side of the state as the current President.

D. Vice Presidents

Vice Presidents shall serve as nominal presidents of the east and west side of the Cascade Mountains. Vice Presidents shall be responsible for the organization of programs at WSAC District meetings as appropriate and assist the President in conducting and promoting the affairs of the Association.

E. Secretary/Treasurer

1. The Secretary/Treasurer shall perform the following duties of Secretary:
 - a) Maintain an accurate list of the membership of the Association and distribute updated lists to the membership as appropriate;
 - b) Notify members, affiliate members and Executive Committee members of meetings, prepare and report brief minutes of Annual, Executive Committee and other meetings;
 - c) Submit to the President proposed amendments to these Articles as may be required by Article VIII; and
 - d) Perform other duties required by these Articles or customary to the office.

2. The Secretary/Treasurer shall perform the following duties of Treasurer:
 - a) Receive and disburse Association funds, including dues;
 - b) Assist the President in preparing an annual budget for review by the Executive Committee;
 - c) Maintain accounts which shall be open to inspection by the Executive Committee;
 - d) Transmit invoices for dues and other charges;
 - e) Prepare for each meeting of the membership and of the Executive Committee a financial report which may be oral to include a current balance and an income/expense statement reflecting Association operations since the most previous report; and
 - f) Perform other duties required by these Articles or customary to the office.

ARTICLE V - EXECUTIVE COMMITTEE

A. Composition

The Executive Committee shall consist of the officers of the Association and the immediate past President. In the event of a vacancy, the Executive Committee shall appoint a replacement. Such replacement should maintain the representation of the east and west sides of the Cascade Mountains.

B. Duties

The Executive Committee shall:

1. Manage the affairs of the Association;
2. Adopt a budget for the Association, amendments to the adopted budget and a schedule for member and affiliate member dues;
3. Report to the membership on all business which it has considered or acted upon between annual and general meetings;

4. Implement actions and policies approved by the Association;
5. Authorize expenditures consistent with the budget;
6. Arrange the program for the Annual Meeting; and
7. Perform other duties required by these Articles or delegated by the members of the Association.

C. Meetings and Quorum

Meetings of the Executive Committee shall be called by the President or by a majority of the Executive Committee, members. There shall be at least two (2) meetings of the Executive Committee in each calendar year. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business.

D. Electronic Meetings

The Executive Committee may meet electronically (telephone, Internet, etc.) provided a quorum of the Executive Committee participates. The Executive Committee may take action by recorded vote during such meetings as long as the respondents constitute a majority of the quorum.

E. Vacancies

In the event of a vacancy for any reason in the office of President, the President Elect shall succeed to said office. Any vacancy in the office of President Elect or Vice President shall be filled by action of the Executive Committee. Appointees to any office shall serve the unexpired term of the predecessor in that office.

F. Compensation

Executive Committee members shall serve without compensation. Direct expenses, such as mileage, and for the President to attend a planning conference of national scope, will be reimbursed upon submittal of written documentation.

G. Elections and Voting

The election of officers shall occur in even numbered years and shall be held at the Annual Meeting of the Association. The candidate for each office receiving the largest number of votes shall be declared elected. Those eligible to vote shall be members defined in Article III, Section A.I and B of these Articles.

ARTICLE VI - MEETINGS

A. Annual Meeting

There shall be an Annual Meeting of the membership which shall be held in conjunction with the autumn planning directors' joint conference. The Secretary/Treasurer shall transmit to the membership in a reasonable manner the place, date, time and agenda of the Annual Meeting at least twenty (20) days prior to the meeting.

B. Other Meetings

Other meetings shall normally be held in conjunction with Annual and Legislative conferences of the Washington State Association of Counties. Special meetings may be called by the President, a majority of the executive Committee or by a petition signed by at least twenty-five percent (25%) of the Association members. Notice of other meetings shall be given to the membership as in Section A of this Article and shall include a statement of the purpose(s) of the meeting.

C. Quorum Requirements

Twenty-five percent (25%) of the voting members defined in Article III, Section A.1 of these Articles, including two (2) members of the Executive Committee, shall constitute a quorum for the conduct of business and elections at all membership meetings of the Association.

D. Presiding Officer

The hierarchy for presiding over meetings of the Association and the Executive Committee shall be as follows:

1. President
2. President Elect
3. Vice President of one of the two sides of the Cascade Mountains
4. Secretary/Treasurer
5. Past President

ARTICLE VII - COMMITTEES

A. Nominating Committee

The President shall appoint, on or before the first day of July of each state biennium, a Nominating Committee consisting of, at a minimum the immediate past President, President Elect, and the Vice Presidents. The immediate past President shall serve as Chair of the Nominating Committee. It shall be the

responsibility of the nominating Committee to present a slate of officers at the Annual Meeting that will conduct elections.

B. Other Committees

The President shall have the authority to establish other committees as deemed appropriate.

ARTICLE VIII - FINANCIAL

- A. The members shall approve the depository of Association funds during the annual meeting during even-numbered years. Authorized signatories on the accounts of the Association shall be the President, the President Elect and the Secretary/Treasurer.
- B. Should the Association dissolve and cease to function, the assets of the Association, after all liabilities have been discharged, shall be distributed as follows:
1. Fifty percent (50%) shall be distributed to the Eastern Washington University Foundation for donation to the Frank Schadegg Planning Scholarship.
 2. Fifty percent (50%) shall be distributed to the University of Washington Foundation for donation to the Urban Design and Planning Scholarship Fund.
 3. The student scholarship program of the Washington Chapter, American Planning Association is designated the successor recipient if either or both of the above scholarship funds do not exist or are not accepting contributions at the time of dissolution of the Association.

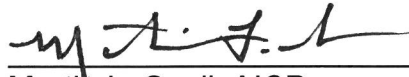
ARTICLE IX - REVISIONS

Amendments to these Articles may be proposed by the Executive Committee, or by petition signed by at least twenty-five percent (25%) of the voting membership. A summary of proposed revisions shall be transmitted to members for comment at least twenty (20) days prior to the Executive Committee meeting scheduled for taking any action on proposed amendments. The Executive Committee may amend these Articles by a majority vote of those Executive Committee members present at the meeting, with a quorum requirement as specified in Article V, Section C.

ARTICLE X – Approval and Effective Date

These Articles of Association shall be in effect immediately upon adoption by the Executive Committee. Adopted by the Executive Committee of the Washington State Association of County and Regional Planning Directors this 14th day of September 2012.

ATTEST:



Martin L. Snell, AICP
President



Mark D. Kulaas, FAICP
Secretary/Treasurer