

# ASSOCIATION BYLAWS

*As Approved by the Membership*

*11/19/09*

| <b>Date Adopted</b> | <b>Action</b> | <b>Description</b>   |
|---------------------|---------------|--|
| 11/20/2014          | Updated       | Legislative Agenda adoption process  |
| 11/17/2016          | Updated       | Changes to: place of meeting, notice of meetings and special meetings, general powers, restructure of officers (and related edits), resignation, vacancies, evaluations, association policies and rules of procedures.   |
| 11/15/2018          | Updated       | Changes to: Affiliated Organizations; Board of Directors' composition, number, meetings, quorum, manner of acting; NACo Board of Directors; Other personnel; Association Policies; Budget.   |
| 11/16/2023          | Updated       | Changes to: Active Member, Non-Active Member, Voting Rights, BOD General Powers, Legislative Steering Committee Membership, Legislative Steering Committee Co-chairs, LSC Quorum, LSC Operating Policies and Procedures, NACo BOD, NACo BOD WIR, Dues and Assessments<br>Addition of: Designated Member<br>Removal of: Action by Board without a Meeting |
| 6/26/2024           | Updated       | Changes to: Non-Active Member, Special Meetings, Manner of Acting, Board of Directors-General Powers & Composition, Quorum; Manner of Acting, Number and Qualification<br>Addition of: 2.6.1 Proportional Voting   |

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## **BYLAWS**

### **ARTICLE 1. OFFICES**

The principal office of the Association shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Association may have such other offices as the Board may designate or as the business of the Association may require from time to time.

### **ARTICLE 2. MEMBERSHIP**

#### **2.1 Active Member**

Active Members of the Association shall be those duly elected or appointed county commissioners, county council members, county councilors, or county executives, or the equivalent office in any county operating under a home rule charter, whose county is current in paying all annual dues and assessments in accordance with a schedule of dues and assessments adopted by the Board of Directors and ratified by the Membership. Active Members shall be entitled to all services offered by the Association.

##### **2.1.1 Designated Member**

An elected County Executive, who is an Active Member, may designate in writing to the Executive Director, a county staff or elected county official who is an Active Member from their county to serve as their representative. This designated member may participate, as provided for within these bylaws, as an "Active Member" representing the County Executive.

#### **2.2 Non-Active Member**

Non-Active Members of the Association shall be those duly elected or appointed county commissioners, county council members, county councilors or county executives, or the equivalent office in any county operating under a home rule charter, whose county has not paid its current i General Dues or other annual dues and assessments by June 30<sup>th</sup> of each year, in accordance with a schedule of dues and assessments adopted by the Board of Directors and ratified by the Membership. A county paying at least 50% of its dues by June 30<sup>th</sup> shall be granted an extension of active membership status through November 30<sup>th</sup>. Non-Active Members may attend conferences, meetings, and activities of the Association, but are not entitled to:

- (a) the right to vote within the Association;
- (b) maintain a leadership position for any Association committee;
- (c) be an officer of the Association;
- (d) be nominated, recommended, or appointed by the Association to represent counties on Boards and Commissions; or
- (e) other services offered by the Association.

#### **2.3 Affiliate Partner**

Any statewide association whose voting membership consists primarily of county department directors, administrators, managers, or supervisors, who plan, lead, and direct departments and functions supervised by members of the Board of County Commissioners, County Council Members, County Councilors, and/or County Executives may be an Affiliate Partner subject to the approval of the Board of Directors of this Association.

The review of each request for affiliation shall be conducted according to policies as established for affiliation. No affiliation shall be granted unless ratified by the Board of Directors. Each affiliate association shall be allowed one ex-officio, nonvoting member on the Board. The Board shall adopt separate policies to govern affiliation of organizations of county officials.

## **2.4 Organizational Partner**

Any state and federal agencies, non-profit or for-profit organization, or other entity whose mission and organizational activities may be furthered by the establishment of a mutually beneficial relationship with the Association may be accepted as an "Organizational Partner."

## **2.5 Business Partner**

Any individual, businesses, or organizations that have a bona fide interest in the aims and goals of the Association may be accepted as a "Business Partner."

## **2.6 Voting Rights**

Only Active Members or Designated Members of the Association are entitled to vote.

The Officers and Regional Representatives of the Association shall be elected each year by the Active Members of the Association. Ballots shall be distributed to each active member in advance of the Annual Meeting via US Mail and/or electronic mail and must be received by the Association at or prior to the Annual Meeting to be considered and counted. The WSAC Board of Directors shall approve and maintain voting policies and procedures, to include timelines to receive nominations and distribute and receive ballots.

Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next Annual Meeting or until his or her successor is elected.

### **2.6.1 Proportional Voting**

For the purposes of proportional voting, each county shall make known its County Voting Designee, who shall be an Active Member (2.1) or Designated Member (2.1.1) prior to the start of each meeting. Upon the motion, and second, of a request for proportional voting, no vote is required to sustain the call for proportional voting.

The following dues based tiered proportional voting formula shall be utilized to establish the number of proportional votes each county is provided when proportional voting is requested:

- Each county shall be provided with one vote for its share of general dues paid up to the value of the average of total general dues paid. Every county shall be provided with at least one vote.
- The average general dues paid is determined by the formula: total general dues paid/number of paying members.
- Counties are provided with one additional vote for each \$10,000 in additional general dues paid above the average, beginning at \$40,000 and ending at \$300,000.
- A county may split its proportional vote.

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The Board of Directors shall develop and maintain a Proportional Voting Implementation Policy.

### **2.7 Annual Meeting**

The Association shall hold an annual meeting of the Active Members to carry out the business authorized in these Bylaws.

### **2.8 Special Meetings**

The Board may call special meetings for the purpose of handling emergency matters that arise between the dates of general membership meetings and may include any and all actions that may also be considered at the annual meeting (2.7). Any issue requiring legislative action to be considered at such special meeting must be presented to the Board and the members not less than ten days prior to the date of such special meeting.

### **2.9 Place of Meetings**

Each annual meeting shall be held at the time and place determined by the Board. The Board may entertain multi-year proposals from venues to reduce costs. The Board should rotate meetings between the east and west side of the state as frequently as is reasonable.

### **2.10 Notice of Meetings**

The President, independently or through the Executive Director or the Board, shall cause to be delivered to each Active Member entitled to notice of or to vote at the meeting not less than ten days before the meeting, written or electronic notice stating the place, date, and time of the meeting. In the event the meeting is called for the purpose of reviewing legislative action, adoption of Association policies, amendment of the Bylaws, or is a meeting at which the annual operating budget is to be reviewed, the minimum notice for those meetings shall be as set forth elsewhere in these Bylaws. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be set forth in the notice of the meeting. An electronic email notice shall be deemed delivered when sent to the Active Member's official government electronic mail address as it appears in the Association's records. If notice is delivered by mail, the notice shall be deemed effective when deposited in official government mail properly addressed with postage thereon prepaid. Notices required by these Bylaws to be delivered to counties shall be deemed given to the Active Members, and the counties receiving such notices shall be responsible for the delivery of such notices to Active Members representing such counties.

### **2.11 Quorum**

Fifty of the Active Members of the Association registered or attending a membership meeting to vote shall constitute a quorum at a meeting of the Active Members.

### **2.12 Manner of Acting**

During an Annual Meeting or a Special Meeting, the vote of a majority of the votes entitled to be cast by the Active Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Active Members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

An Active Member may request a proportional vote as provided for in Proportional Voting (2.6.1) on every question put before the membership at an Annual Meeting (2.7) or Special Meetings (2.8).

## **BYLAWS**

### **ARTICLE 3. BOARD OF DIRECTORS**

#### **3.1 General Powers**

- (a) The Board shall have general supervision over the affairs of the Association in accordance with policies established by vote of the membership at general meetings.
- (b) All interim policy decisions arising between the meetings shall be made by the Board in the name of the Association, but such policies shall be subject to change by the next general meeting of the Association except as provided in Section 3.18 relating to establishment of policies by the Legislative Steering Committee.
- (c) Fundraising for the Association may occur only with prior authorization by the Board.
- (d) The Board shall review and approve nominations to state boards and commissions as required by law or when requested to do so by the State of Washington, NACo, or other organizations, or may delegate such authority to the Executive Committee. All vacancies will be announced in the Association publications prior to action. Interested Active Members may submit their names and resumes for any position. The Board shall adopt and maintain a Boards and Commission Policy to guide the appointment and nomination process.
- (e) The Board shall adopt a Comprehensive Policy Manual to guide the operations, administration, and governance of the Association, including, but not limited to:
  - Personnel policies for the Association staff.
  - Member policies, including a travel policy, for all activities of the Association.
- (f) The Board, by resolution adopted by at least two-thirds of the members present at a regular meeting (3.7.1) or a special meeting (3.7.2) called for said purpose, may remove WSAC members from representing the Association on any Committees, Commissions, Task Forces, or Work Groups, internal and external to the Association and appointed by it, when in its judgment the best interests of the Association would be served thereby.

#### **3.2 Qualifications**

Directors shall be Active Members of the Association. Directors may have such other qualifications as the members may prescribe by amendment to these Bylaws.

#### **3.3 Composition**

The Board shall be composed of the following persons:

- (a) President, 1<sup>st</sup> Vice President, and 2<sup>nd</sup> Vice President, who shall be elected by the general membership as prescribed by these bylaws and Association policies;
- (b) All Past Presidents who are Active Members;
- (c) Four Western Region Representatives and two alternates selected by the Active Members of the following Western Region counties: Clallam, Clark, Cowlitz, Grays Harbor, Island, Jefferson, King, Kitsap, Lewis, Mason, Pacific, Pierce, San Juan, Thurston, Skagit, Snohomish, Wahkiakum, and Whatcom;



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- (d) Four Eastern Region Representatives and two alternates selected by the Active Members of the following Eastern Region counties: Adams, Asotin, Benton, Chelan, Columbia, Douglas, Ferry, Franklin, Garfield, Grant, Kittitas, Klickitat, Lincoln, Okanogan, Pend Oreille, Skamania, Spokane, Stevens, Walla Walla, Whitman, and Yakima;
- (e) One representative and an alternate, who is an Active Member, from each county of 180,000 population or greater; and
- (f) The county executive, who is an Active Member, or their Designated Member, from each county in the State of Washington with more than 750,000 in population.
  
- (g) Active members may only seek or hold one position on the WSAC Board of Directors at a time.

The composition of the Board of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number of members shall have the effect of shortening the term of any incumbent Director.

### **3.4 Ex-Officio Members of the Board and Committees**

Each Affiliate Partner shall be allowed one ex-officio, nonvoting member on the Board of Directors.

The Executive Director shall be an ex-officio, nonvoting member of all committees appointed by the Board or the President.

### **3.5 Term of Office**

Unless a Director dies, leaves office, or resigns, he or she shall hold office for a term of one year ending on the last day of the next Annual Meeting or until his or her successor is elected.

### **3.6 Meetings**

Meetings of the Board shall be open to all members of the Association, except for personnel matters or consideration of an emergency that requires otherwise.

#### **3.6.1 Regular Meetings**

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

#### **3.6.2 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or two-thirds of the Directors in office, or, in the case of a committee meeting, by the chairperson of the committee. The person or persons authorized to call special meetings may fix any place as the place for holding any special Board or committee meeting called by them.

### **3.7 Meetings via use of Teleconferencing or Video Conferencing**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of teleconferencing, video conferencing, webinar or other accepted technologies or similar communications systems 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.

### **3.8 Place of Meetings**

All meetings shall be held at the principal office of the Association or at such other place designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### **3.9 Notice of Special Meetings**

All meetings of the Board of Directors shall be announced in Association publications. Notice of special Board or committee meetings shall be given to a Director in writing, electronically or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered by mail, or e-mailed, to the Director at his or her address shown on the records of the Association. If notice is delivered by mail, the notice shall be deemed effective when deposited in official government mail properly addressed with postage thereon prepaid. An electronic email notice shall be deemed delivered when sent to the Active Members' official government electronic mail address as it appears on the records of the Association.

### **3.10 Waiver of Notice**

#### **3.10.1 In Writing**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing or electronically, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **3.10.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **3.11 Quorum; Manner of Acting**

A majority of the Directors shall constitute a quorum.

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

Two-thirds majority of the Directors present must vote in the affirmative for the Association to act as a plaintiff or intervene in a legal action.

Any Director may request a proportional vote as provided for in Proportional Voting (2.6.1) on every question put before the Board of Directors. When executing Proportional Voting for the Board of Directors, the following is stipulated:

## **BYLAWS**

- Executive Committee Members and past presidents are not a voting member for the purposes of Proportional Voting unless they are from a county greater than 180,000 in population and they are their counties voting designee.
- Counties with multiple members must designate their voting member. Votes may be split.
- Each of the counties above 180,000 in population will have one designated voter and have an assigned vote consistent with proportional voting.
- The four Regional Representatives will evenly split the remaining votes from their respective regions. Regional remaining votes are calculated by adding all possible votes from a region, and subtracting counties whose population is above 180,000 that are within the region or voted by either an Executive Committee member or past president. Each Regional Representative will possess 1/4th off their respective remaining region's votes.

### **3.12 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Executive Director at the registered office of the Association, or by giving oral or written notice at any meeting of the 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.

### **3.13 Vacancies**

A vacancy in the position of Director (other than those Directors elected by the Eastern or Western Region) may be confirmed by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

When a vacancy occurs in the position of Director, or Alternate Director, among those elected by the Eastern or Western Region the President shall make recommendations for vacancies subject to confirmation of the Executive Committee. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.14 Board Committees**

#### **3.14.1 Standing or Temporary Committees, Task Forces, and Caucuses**

The Board, by resolution duly adopted by a majority of the directors present at a meeting at which a quorum is present, may designate and appoint one or more standing or temporary committees, task forces, or caucuses. The authorizing resolution of the Board shall stipulate the purpose, term, duties, and scope of authorities of the committee, task force, or caucus.

The authorizing resolution of the Board should stipulate the purpose, duties, and scope of authorities for each committee, task force, and caucus. Each committee, task force, or caucus may have a liaison to the Legislative Steering Committee or the Board of Directors as determined by the authorizing resolution.

Such committees, task forces, or caucuses shall have and exercise the authority granted, subject to the limitations as may be prescribed by the Board, except that no committee shall have the authority to:

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- (a) Amend, alter, or repeal these bylaws;
- (b) Elect, appoint, or remove any member of any other committee or any Director or office of the corporation;
- (c) Amend the Articles of Incorporation;
- (d) Adopt a plan of merger or consolidation with another corporation or Association;
- (e) Authorize a sale, lease, or exchange of all or substantially all of the property and assets of the corporation not within the ordinary course of business;
- (f) Authorize the voluntary dissolution of the corporation or revoke proceedings therefore;
- (g) Adopt a plan for the distribution of assets of the corporation;
- (h) Amend, alter, or repeal any resolution of the Board or membership that by its terms provides that it shall not be amended, altered, or repealed by a committee; and
- (i) Independently establish policy or propose legislation.

The designation or appointment of any such committee and delegation thereto of authorities shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

The President may appoint temporary committees and task forces, but they shall have no authority.

### **3.14.2 Executive Committee**

The Executive Committee shall be composed of the Association Officers (Article 5): President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, and the most immediate Past President. The Executive Committee shall have only those powers granted to it by the Board for whatever purpose and period of time is specified. The Executive Committee shall approve the sites and programs for the general membership meetings and, if requested by the Board, shall review and approve nominations to state boards and commissions as required by law or when requested to do so by the State of Washington, NACo, or other organizations.

The Executive Committee shall have no 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 the Association;
- (c) Amend the Articles of Incorporation;
- (d) Adopt a plan of merger or consolidation with another corporation or Association;
- (e) Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business;
- (f) Authorize the voluntary dissolution of the Association or revoke proceedings therefore;
- (g) Adopt a plan for the distribution of the assets of the Association; or
- (h) Amend, alter, or repeal any resolution of the Board that, by its terms, provides that it shall not be amended, altered, or repealed by a committee.

### **3.14.3 Bylaws Committee**

The President shall appoint, as needed, a Bylaws Committee to initiate, review, or recommend passage, modification, or other action relating to the Bylaws prior to submission of the proposed amendment to the membership.

### **3.14.4 Audit, Investment & Finance Committee**

The Board of Directors shall appoint an Audit, Investment, and Finance Committee from those names presented by the President. The primary function of the Audit, Investment, and Finance Committee is to assist the Board of Directors in fulfilling its fiduciary, financial, investment, and compliance oversight responsibilities as defined in the Audit, Investment, and Finance Committee Charter. The 2<sup>nd</sup> Vice President shall Chair the Audit, Investment, and Finance Committee.

### **3.14.5 Quorum; Manner of Acting**

A majority of the members of a committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

### **3.14.6 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary-Treasurer, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. 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.

## **3.15 Legislative Steering Committee**

The Legislative Steering Committee is responsible for preparing and recommending a proposed legislative agenda for the review and approval of the Active Members. The WSAC Board of Directors shall approve and maintain policies and procedures for a review and approval process.

The Legislative Steering Committee shall monitor events of each legislative session and shall be empowered to adopt policy relating to legislation, executive branch policies and operation, and the activities of other organizations and associations.

### **3.15.1 Legislative Steering Committee Membership**

- (a) The Legislative Steering Committee shall be comprised of Active Members and Designated Members;
- (b) Each County Legislative Authority with Active Members shall appoint in writing by October 31<sup>st</sup> of each year to the Executive Director, one Active Member to serve on the Legislative Steering Committee;
- (c) Each County Legislative Authority with Active Members may appoint, in writing by October 31<sup>st</sup> of each year to the Executive Director, an Active Member to serve as an alternate on the Legislative Steering Committee;
- (d) Each Active Member that serves as an elected County Executive shall be eligible to serve on the Legislative Steering Committee and may appoint a Designated Member in writing to the Executive Director by October 31<sup>st</sup> of each year to serve as their alternate;

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(e) A County Legislative Authority and elected County Executives may change their appointments, in writing to the Executive Director, at any time.

### **3.15.2 Legislative Steering Committee Co-Chairs**

Each year, the President shall appoint one of two Co-Chairs to the Legislative Steering Committee. Legislative Steering Committee Co-Chairs shall be appointed for two-year terms. A Co-Chair of the Legislative Steering Committee cannot be a current member of the Executive Committee as defined in 3.17.2. One Co-Chair shall be from Western Region as defined in 3.3(c) and one Co-Chair from the Eastern Region shall be from the Eastern Region as defined in 3.3(c).

### **3.15.3 Legislative Steering Committee Quorum**

The Legislative Steering Committee quorum is set at 15. The Legislative Steering Committee shall not adopt any policy relating to legislation unless two-thirds of the vote approve of the position.

### **3.15.4 Legislative Steering Committee Operating Policies and Procedures**

Consistent with these bylaws, the WSAC Board of Directors and/or the Legislative Steering Committee may adopt operating and voting procedures and policies to further guide policy development, committee and sub-committee structure, and principles for member engagement and participation in policy development and advocacy.

## **3.16 Conflict of Interest**

No director or other officer of the Association shall receive, directly or indirectly, any salary, compensation, or emolument from the Association unless authorized by the bylaws of the Association or by the affirmative vote of two-thirds of all other Directors at a duly held meeting. No Director or other officer of the Association shall be interested, directly or indirectly, in any contract or transaction relating to the operations conducted by the association, nor in any contract or transaction for furnishing supplies thereto, unless the Director or officer has disclosed the Director's relationship or interest in the contract or transaction, the contract or transaction is fair to the association, and the contract or transaction is authorized by the bylaws of the association or by the affirmative vote of two-thirds (2/3) of all other Directors.

## **ARTICLE 4. NATIONAL ASSOCIATION OF COUNTIES**

### **4.1 National Association of Counties – Board of Directors**

The Board positions on the National Association of Counties (NACo) to which the counties of Washington State are entitled shall be appointed as follows:

**Automatic Position:** The Automatic Position shall be available to any Active Member of the Association whose county is also a member of the National Association of Counties. The term shall be for three years, limited to 6 years or two terms.

Appointments shall be made by the WSAC Board of Directors consistent with Bylaw 3.1(d).

**Top 12 Position:** If available to the Association, the Top 12 Position shall be available to any Active Member of the Association whose county is also a member of the National Association of Counties. The term shall be for three years, limited to 6 years or two terms.

Appointments shall be made by the WSAC Board of Directors consistent with Bylaw 3.1(d).

**100 Percent State:** If available, the 100 Percent State position shall be the WSAC President if the county is also a member of the National Association of Counties. The term shall be for one year.

If the WSAC President is unable or unwilling to serve in this position, the WSAC 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, or Immediate Past President shall serve.

#### **4.2 National Association of Counties – Board of Directors Western Interstate Region**

There shall be up to two representatives to the Board of Directors of the Western Interstate Region (WIR), as allowed by the WIR bylaws.

One member shall be an Active Member from a county with a population greater than 180,000 in population. The term shall be for three years, limited to 9 years or three terms.

Appointments shall be made by the WSAC Board of Directors consistent with Bylaw 3.1(d).

One member shall be an Active Member from a county with a population less than 180,000 in population. The term shall be for three years, limited to 9 years or three terms.

Appointments shall be made by the WSAC Board of Directors consistent with Bylaw 3.1(d).

### **ARTICLE 5. OFFICERS**

#### **5.1 Number and Qualifications**

The officers of the Association shall be a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, and the most Immediate Past President. All officers must be Active Members of the Association.

#### **5.2 Election and Term of Office**

The officers of the Association shall be elected each year by the Active Members at the Annual Meeting. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next Annual Meeting or until his or her successor is elected. Once elected as 2<sup>nd</sup> Vice President, it is the expectation of the Association that the 2<sup>nd</sup> Vice President shall serve in successive years as 1<sup>st</sup> Vice President, President, and Immediate Past President.

#### **5.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President, or the Board, or by giving oral or written notice at any meeting of the Board. 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.

#### **5.4 Removal**

Any officer may be removed from office by the affirmative vote of at least two-thirds the active members present at a special meeting, consistent with notice requirements described within Article 2.11, called for that purpose, whenever, in their judgment, the best interests of the Association would be served thereby.

#### **5.5 Vacancies**

If a vacancy occurs in the office of President, the 1<sup>st</sup> Vice President shall succeed to said office to complete the unexpired term of the vacancy in addition to being eligible to complete their full term the following year.

If a vacancy occurs in the office of 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall succeed to said office to complete the unexpired term of the vacancy in addition to being eligible to complete their full term the following year.

If a vacancy occurs in the office of 2<sup>nd</sup> Vice President, the following procedures shall apply:

- (a) If the vacancy occurs within sixty days of a regular general membership meeting, an election to fill the vacancy will be held at that meeting; and
- (b) If the vacancy occurs more than sixty days in advance of a regular general membership meeting, the Board shall appoint a successor to serve until the next regular general membership meeting, at which meeting an election shall be held.

Succession to an unexpired term shall not affect the officer's eligibility to be elected to a full term.

If the offices of President and 1<sup>st</sup> Vice President become vacant simultaneously, the Board shall, within two weeks, call a special meeting of the membership for the purpose of electing successors to these offices, said successors to serve until the next regularly scheduled membership meeting.

#### **5.6 Candidates for Office**

Any Active Member of the Association may declare himself or herself a candidate for one of the officer positions. Candidates for the office of 2<sup>nd</sup> Vice President must reside on the opposite side of the Cascade Mountains from the candidates for the office of 1<sup>st</sup> Vice-President. Candidates must declare their candidacy at least forty-five days in advance of the Annual Meeting so that it may be announced in the Association publications and ballots distributed.

#### **5.7 President**

The President shall preside over the meetings of the members, Board, and Executive Committee. The President, in consultation with the Executive Committee, shall appoint committees, which do not have the authority of the Board, as are necessary and advisable for accomplishing the purposes and goals of the Association. The President shall perform such other duties as are assigned to him or her by the Board from time to time.

The President may, in consultation with the Executive Committee, remove from office any member of any committee appointed by him or her when, in their judgment, the best interests of the Association would be served thereby.



### **5.8 1<sup>st</sup> Vice President**

In the event of the absence of the President or his or her inability to act, the 1<sup>st</sup> Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The 1<sup>st</sup> Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

### **5.9 2<sup>nd</sup> Vice President**

In the event of the absence of the 1<sup>st</sup> Vice President or his or her inability to act, the 2<sup>nd</sup> Vice President shall perform the duties of the 1<sup>st</sup> Vice President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the 1<sup>st</sup> Vice President. The 2<sup>nd</sup> Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

The 2<sup>nd</sup> Vice President shall Chair the Audit, Investment, and Finance Committee.

## **ARTICLE 6. ASSOCIATION PERSONNEL**

### **6.1 Appointment**

The Executive Director shall be appointed by the Board.

### **6.2 Duties**

The duties and authorities of the Executive Director shall be as determined by the Board of Directors for the efficient functioning of the Association. The Executive Director shall serve at the discretion of the Board.

The Executive Director shall be an ex-officio, nonvoting member of and, personally or through a designee, shall be secretary to all committees appointed by the President or the Board. The Executive Director shall serve, with the President and such other persons as the Executive Committee shall designate, as the official representative of the Association in carrying out the duties outlined for the Association in the Revised Code of Washington and in other proper Association activities. The Executive Director shall at all times be subject to the policies and directives adopted by the membership, the Board of Directors, and the Executive Committee.

The Executive Director or designee shall:

- a) Keep the minutes of meetings of the members and the Board, and minutes that may be maintained by committees of the Board;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be the custodian of the corporate records of the Association;
- (d) Keep records of the post office address of each member and Director and of the name and post office address of each officer; and
- (e) Have a report of the Association's fiscal affairs prepared for each regular general membership meeting.

### **6.3 Vacancies**

Whenever a vacancy occurs in the position of Executive Director, the Executive Committee shall recommend, and the Board shall appoint, an interim Executive Director and solicit applications by a process that will ensure notification of the vacancy to interested applicants. The Board shall devise a process to employ the applicant deemed best qualified. A new Executive Director shall be approved by majority vote of the Board of Directors. The attempted employment of any Executive Director in a manner other than that set forth in this section shall be null and void.

### **6.4 Removal**

The Executive Director may be removed from office at any time, with or without cause, by a vote of two-thirds of Directors or by a majority of the Active Members at a meeting of the Association. The President of the Association shall be required to call a special meeting to consider removal of the Executive Director upon petition by two-thirds of the counties with Active Members. Due notice must be given to all counties with Active Members and to the Executive Director of any meeting at which the removal of the Executive Director is to be voted on.

### **6.5 Other Personnel**

The Executive Director may employ other personnel or execute contracts and agreements to assist in the efficient functioning of the Association. Which personnel and/or contractors shall serve is at the discretion of the Executive Director. Said personnel may be terminated by the Executive Director at any time, with or without cause, consistent with Association Comprehensive Policy Manual.

### **6.6 Evaluations**

The evaluation of the Executive Director shall be made by the Executive Committee. The Executive Director shall assure that organization and/or individual evaluations occur and are available to the Board to review at their request.

## **ARTICLE 7. ASSOCIATION POLICIES**

Except as otherwise described in the duties of the Legislative Steering Committee and Board of Directors, the Association's public policy agenda shall be adopted by a majority vote of the Active Members present at any statewide meeting or as otherwise provided for herein. A proposed Association public policy may arise from any committee, task force, or caucus, an individual county with Active Members, an affiliate organization, or by co-sponsorship of ten Active Members. A proposed Association public policy shall be in writing and shall be signed by the chair of the committee, task force, or caucus, the chairperson of a county commission or council, the President of an Affiliate organization, or the sponsoring Active Members.

A proposed Association public policy shall be submitted to the Executive Director and shall be sent to each county with Active Members thirty days prior to the beginning of the meeting at which the proposed Association public policy will be discussed. The President or the Legislative Steering Committee Co-Chairs may appoint a committee from the Legislative Steering Committee to review policies proposed for adoption and to make a recommendation to the membership. Any exceptions to

these requirements to allow discussion and decision of emergent issues shall require a two-thirds vote of the Active Members present at a statewide meeting.

## **ARTICLE 8. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **8.1 Budget**

Annual budgets shall be prepared by the Executive Director and Executive Committee in detail and presented to the Board. The Board shall review, modify (if necessary), and present such budget to the general membership at the Annual Meeting for adoption. The budget shall be distributed to each Active Member at least two weeks prior to such meeting.

### **8.2 Dues and Assessments**

All counties will be assessed annual General Dues and other dues and assessments in accordance with a schedule of dues and assessments adopted by the Board of Directors and ratified by the Membership at the Annual Meeting.

The Board of Directors shall develop and maintain a dues and assessment policy to implement a dues and assessment structure to alleviate the concentration of risk from a population-based dependent dues structure. Each county will be assessed dues and assessments, that in most cases, shall include both a “base” amount and a “population” amount.

The target for “base” amount of dues and assessments is 25% of the total annual assessed dues and assessments. The remaining amount of the total annual assessed dues and assessments shall be a “population” amount based on each county’s percentage of the state’s population based on the most recent Office of Financial Management estimates issued according to RCW 43.62.030

### **8.3 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the Association to its officers or Directors.

### **8.4 Books and Records**

The Association shall keep at its principal or registered office: copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes that may be maintained by committees of the Board; records of the name and address of each member and Director and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Association shall be open to inspection at any reasonable time by any Active Member of three months standing or to a representative of more than five percent of the Active Members.

### **8.5 Accounting Year**

The accounting year of the Association shall be the twelve months ending December 31.

### **8.6 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.



## **ARTICLE 9. AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Active Members present at the Annual Meeting. Proposed amendments shall be distributed in writing to each county not less than ten days prior to any meeting at which the proposed amendments are to be voted upon.

*ADOPTED by the membership of the Washington State Association of Counties November 19, 2009 at the Doubletree Hotel, SeaTac, Washington.*