

# BY-LAWS

<i>Approved March 5, 1968</i>	<i>Revised November 13, 1969</i>
<i>Revised November 15, 1974</i>	<i>Revised November 14, 1975</i>
<i>Revised November 18, 1977</i>	<i>Revised May 8, 1981</i>
<i>Revised May 6, 1983</i>	<i>Revised May 3, 1985</i>
<i>Revised May 5, 1989</i>	<i>Revised May 19, 1992</i>
<i>Revised May 14, 1993</i>	<i>Revised May 11, 1995</i>
<i>Revised May 9, 1996</i>	<i>Revised May 14, 1998</i>
<i>Revised June 30, 1999</i>	<i>Revised May 6, 2004</i>

## ARTICLE I ORGANIZATION

Section 1. NAME. The name of this organization shall be the Washington Association of School Business Officials

Section 2. EMBLEM AND SEAL. The Board of Directors of the Association shall regulate the use of the emblem and the official seal.

Section 3. AFFILIATION. The Association shall be the organization in Washington affiliated with the Association of School Business Officials International.

Section 4. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of July and end on the last day of June.

Section 5. AUDIT AND FINANCIAL REPORTS

- (a) The Treasurer shall render such financial reports as may be directed by the Board of Directors.
- (b) The Board of Directors shall appoint a certified public accounting firm to audit the financial records of the Association each fiscal year.
- (c) The Executive Director shall publish the auditor’s annual financial statement summary for the membership.

Section 6. CODE OF ETHICS

The Washington School Business Official acknowledges that the schools belong to the public they serve for the purpose of providing educational opportunities to all. The Washington School Business Official’s actions will be viewed and appraised by the community, professional associates and students.

Therefore, the Washington Business Official shall maintain standards of exemplary conduct. To these ends, the Washington School Business Official subscribes to the following statements of standards code of ethics:

The Washington School Business Official:

- Makes the well-being of students the fundamental value in all decision making and actions.
- Supports the principle of due process and protects the civil and human rights of all individuals.
- Obeys local, state and national laws and will adhere to the Code of Conduct, Chapter 180-87 Washington Administrative Code.
- Exhibits commitment to implementing the policies, rules and regulations of the governing board.
- Pursues stewardship of the District’s resources, full disclosure of relevant information, and refrains from using the position for personal gain.
- Pursues appropriate measures to correct misuse of school funds, property or authority.
- Fulfills professional responsibilities with honesty and integrity.

## **ARTICLE II PURPOSES**

The purpose for which the corporation is formed is to engage only in educational, scientific, charitable and lobbying activities within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or as Section 501(c)(3) may be amended. To accomplish this exclusive purpose, the Association may engage in the following:

- (a) Provide the means whereby those engaged in the business administration and operations of the schools of the State of Washington can meet and discuss and study all phases of school business administration.
- (b) Cooperate with any organization for the betterment of education.
- (c) Strive constantly for the highest standards of ethics, efficiency and economy in business methods and practices.
- (d) Serve in an advisory and consultant capacity in school districts and other organizations in matters relating to school business administration.
- (e) Work for the improvement of skills and abilities of school business officials.
- (f) Conduct, sponsor, or join with others in conducting or sponsoring research or training in all areas of school business management and administration of schools and operations.
- (g) The foregoing purposes shall be construed as both objects and powers.
- (h) To communicate with any member or employee of a legislative body or with any government official or employee who may participate in the formulation of legislation.

## **ARTICLE III MEMBERSHIP**

Section 1. Membership in the organization shall consist of:

- (a) Active Members - A voting active membership shall be open in the categories listed below.
  - 1. School employees directly concerned with the business administration and operations of schools, public or private, in the State of Washington.
  - 2. Officials and employees of Educational Service Districts, State Auditors Office, Washington School Information Processing Cooperative, Office of State Superintendent of Public Instruction, and other organizations who are particularly concerned with the business administration and operations of the schools in the State of Washington.
  - 3. Employees of the colleges and universities in the State of Washington who are particularly concerned with the business administration and operations of schools.
- (b) Associate Members - A non-voting associate membership shall be open in the categories listed below. Annual membership application is required
  - 1. Retired WASBO Members - Annual dues to be one-half of the active member amount.
  - 2. College Student - Currently enrolled in business administration. Annual dues are to be one-fourth of the active member amount.
  - 3. Vendor affiliate - Annual dues to be in an amount determined from year to year by the Board of Directors and shall coincide with the fiscal year.
  - 4. Honorary Members - Retired past presidents may remain a member of WASBO with all dues requirements waived.

Section 2. Members shall be admitted to membership as follows:

- (a) By meeting the qualifications stated in Article III, Section 1, and
- (b) By payment of dues as prescribed in Article X.

## **ARTICLE IV OFFICERS**

### Section 1.

- (a) Effective with the swearing-in of the 1997-98 Board of Directors, the officers of the Association shall be a President, a President-Elect, and a Secretary-Treasurer.
- (b) The President-Elect shall serve for three (3) years; the first year as President-Elect, second year as President, and third as Immediate Past President.
- (c) The Secretary-Treasurer shall be elected for a two (2) year term in May 1999, followed by terms of three (3) years thereafter, beginning with the May 2001 election.

### Section 2.

- (a) The term of office shall be from the adjournment of one annual meeting to the adjournment of the next succeeding annual meeting, except as herein before provided; or until their successors have been elected.

### Section 3.

- (a) The President shall be the executive officer of the Association, shall preside over all business meetings, shall be an ex-officio member of all committees and shall perform such other duties as usually pertain to the office of the President.
- (b) The President-Elect shall assume the duties and responsibilities of the President in the President's absence and shall assume all other duties as usually pertain to the office of the President-Elect.
- (c) The Immediate Past President shall serve as the chair of the nominating committee; receive nominations for the Outstanding Service Award; assure the Board follows Roberts Rules of Order, and prepare By-Laws and Policy changes for presentation to the membership and Board of Directors.
- (d) The Secretary-Treasurer shall oversee the collection of all monies due the Association, and the depositing of the same in the official depository of the Association to be named from year to year by the Board of Directors. The Secretary-Treasurer shall ensure an accurate accounting of all revenues and expenditures that the association incurs, shall make an annual report of the same to the membership, and shall serve on the Association Audit Committee. In addition, the Secretary-Treasurer shall monitor the maintenance of the membership records, the proceedings of all annual meetings, special meetings of the Association and the minutes of all meetings of the Board of Directors and shall perform the usual duties that pertain to the office of the Secretary-Treasurer.

### Section 4.

- (a) In such case as the office of the President-Elect is vacated, an election must be conducted by the current nominating committee, by mail, for the vacated position, within thirty (30) days after the date of vacancy.
- (b) If time does not allow for completion of an election by mail prior to sixty (60) days before the annual meeting, the election will be held at the annual meeting.

## **ARTICLE V BOARD OF DIRECTORS**

### Section 1.

- (a) The Board of Directors shall consist of the officers stated in Article IV, the Immediate Past President, five (5) members-at-large who shall be elected for three (3) year terms and the Executive Director (non-voting member).
- (b) On a triennial schedule the members-at-large from each region shall be elected in the following rotation, beginning with the election in May 1999:
  - 1999: Puget Sound Region - Inland Empire Region
  - 2000: Southwest Region - Central Cascades Region
  - 2001: West Central Region

This cycle will repeat itself in the above rotation.

- 1. A member-at-large must be employed in the region from which he/she is elected.
- 2. If a member-at-large terminates employment in the region he/she represents, the member's tenure on the Board of Directors will be terminated, the position declared a vacancy, and the vacancy filled according to Article V, Section 2 (c).

(c) The Puget Sound Region shall consist of Whatcom, Skagit, Snohomish, King, Kitsap, Clallam, Jefferson, San Juan and Island Counties.

- (d) The West Central Region shall consist of Pierce, Thurston, Mason and Grays Harbor Counties.
- (e) The Southwest Region shall consist of Lewis, Skamania, Clark, Cowlitz, Wahkiakum and Pacific Counties.
- (f) The Central Cascades Region shall consist of Okanogan, Chelan, Douglas, Grant, Kittitas, Adams, Yakima, and Klickitat Counties.
- (g) The Inland Empire Region shall consist of Benton, Franklin, Walla Walla, Columbia, Garfield, Asotin, Whitman, Lincoln, Spokane, Pend O'Reille, Stevens and Ferry Counties.

Section 2.

- (a) Five (5) voting members of the Board of Directors shall constitute a quorum.
- (b) Members-at-large shall represent areas of the State delineated in Section 1 (c) through (g) and shall act as liaison between members in the area represented and the State Organization.
- (c) The Board of Directors shall have the power to fill, by appointment, any vacancies in its membership with the exception of the office of President-Elect, heretofore provided for in Article IV, Section 4, which may occur or exist between annual elections. An officer or a member-at-large appointed or elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 3.

The Board of Directors shall determine the activities of the Association, approve all expenditures, set all fees deemed appropriate and advise the President in matters of general management of the Association.

Section 4.

The Board of Directors shall be vested with the power to act in the name of the Association between annual meetings on all matters pertaining to the welfare of the organization. The Board of Directors may remove any officer and/or director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

Section 5.

It shall be the duty of the Board of Directors each year to review possible candidates for the "Outstanding Service Award", and it is empowered, though not required, to select a recipient of the "Award".

Section 6.

The Board of Directors shall have the authority to appoint an Executive Director and other staff. The Board of Directors shall assign specific responsibilities and delegate appropriate authority. The Board of Directors shall establish job descriptions, evaluate performance on an annual basis, establish compensation, and provide funds for the operation.

Section 7.

Board Indemnification

- (a) **Limitation of Liability of an Officer or a Director:** No Officer or Director of the Association shall be personally liable to the Association or its Members for monetary damages for any conduct as an Officer or Director provided, however, that this section shall not eliminate or limit the liability of a Director for acts or omissions that involve intentional misconduct by a Director of a knowing violation of law by a Director or for any transaction from which the Director will personally receive a benefit in money, property, or services to which a Director is not legally entitled.
- (b) **Indemnification:** Each officer or Director shall be indemnified by the Association against all expenses reasonably incurred by him or her in connection with an action, suit or proceeding to which he or she may be a party defendant or with which he or she may be threatened by reason of his or her having acted pursuant to a resolution of the Board of Directors. An Officer or Director shall not be indemnified for any matter for which he or she is held liable for intentional misconduct in the performance of his or her duties. The term "Expenses" includes legal fees, the amount paid in satisfaction of a judgment or in the settlement of a claim if the settlement is approved by a majority of the Members of the Association who are not officers or Directors so involved appointed by the President, subject to the approval of the Board. The right of indemnification under this article shall not exclude any other right to which an Officer or Director may be entitled nor restrict the Association's right to indemnify or reimburse an Officer or Director in a proper case even though not specifically provided for herein.

## **ARTICLE VI PROFESSIONAL CERTIFICATION GOVERNING BOARD**

### Section 1.

The Board of Directors shall appoint a Governing Board to administer the Professional Certification Program. Consistent with WASBO policies and procedures, this Board shall establish policies, rules, regulations, and committees which pertain to the Professional Certification Program.

### Section 2.

The Board of Governance shall consist of:

1. Voting Members
  - (a) Four (4) WASBO members appointed by the WASBO Board of Directors. These members shall fill three-year overlapping terms. All four shall be WASBO certified.
  - (b) One (1) member from the current WASBO Board of Directors
  - (c) One (1) Superintendent member of the Washington Association of School Administrators, appointed by WASA for a three-year term.
  - (d) One (1) member of the Washington State School Directors Association, appointed by WSSDA for a three-year term.
2. Non-Voting Ex-Officio Members:
  - (a) One (1) representative from the contracting agency.
  - (b) The President of WASBO
  - (c) The Executive Director of WASBO

### Section 3.

A Continuing Education Committee comprised of members of the Board of Governance, shall develop or cause to be developed curriculum and the tracks. The WASBO Executive Director shall serve as an ex-officio member of the committee.

## **ARTICLE VII COMMITTEES**

### Section 1.

- (a) The President of the Association shall be empowered and instructed to appoint and perpetuate standing committees of at least three (3) members as is deemed necessary for the proper functioning of the Association.
- (b) Leadership of each committee shall be so designated as to ensure continuity and continuance of the committee.

### Section 2.

It shall be the duty of each committee appointed to perform the duties as prescribed by the Board of Directors.

## **ARTICLE VIII MEETINGS**

### Section 1.

Unless otherwise ordered by the Association or by the Board of Directors, one annual meeting shall be held at such time and place as shall be determined by the Board of Directors. It shall be for the purpose of election of officers, receiving reports of officers and committees, and for any other business that may arise.

### Section 2.

The Board of Directors shall have regular meetings on the call of the President, such call to be in writing at least ten (10) days before the date of the meeting.

Section 3. The President or the Board of Directors shall be vested with the power to call special meetings of the Association and to designate the date, time and place of any such meeting, together with the reason for calling such a special meeting.

Section 4. A majority of those enrolled in attendance at the annual meeting or at any special meeting of the Association shall constitute a quorum.

## **ARTICLE IX NOMINATIONS AND ELECTIONS**

Section 1. The officers and board members-at-large shall be elected at the annual meeting of the Association. Only active members are eligible to vote.

Section 2. The President shall appoint a Nominating Committee of five (5) members which shall submit a slate of two names for each vacancy to be filled. Nominations shall also be accepted from the floor.

## **ARTICLE X ANNUAL MEMBERSHIP DUES**

Section 1. Membership dues shall automatically be included with conference fees when members register for the annual conference. Those dues will apply to the next fiscal year (July 1 through June 30) and will be a mandatory requirement.

Section 2. Invoices for membership dues will be issued to all members who do not attend the annual conference, and said dues shall be payable upon receipt of the invoice.

Section 3. Annual membership dues shall be in an amount as determined by the Board of Directors from year to year.

## **ARTICLE XI RULES OF ORDER**

Section 1. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws.

## **ARTICLE XII AMENDMENTS**

Section 1. An amendment of or alteration in the By-Laws of the Association may be adopted by a two-thirds vote of the members present at any annual meeting.

## **ARTICLE XIII DISSOLUTION**

Section 1. The Association is not organized for the pecuniary profit of its directors, officers, or members nor may it issue stock nor declare nor distribute dividends, and no part of its net income shall inure to the benefits of any director, officer, or member; and any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be disbursed per Article VI, Article of Incorporation, as amended July 15, 1977. Adopted at the Board of Directors meeting of the above named corporation, this fifth day of March, 1968.

## SUMMARY OF AMENDMENTS:

Article IV, Section 1 (b), (f) and (g). Revised November 13, 1969, by resolution at the annual meeting.

Article VII, Section 2. Revised November 15, 1974, by unanimous vote of the membership at the annual meeting.

Article II (b). Revised by Resolution No. 1 receiving a unanimous vote at the annual meeting on November 14, 1975.

Article II (d). Revised by Resolution No. 2 receiving a unanimous vote at the annual meeting on November 14, 1975.

Article VIII, Section 2. Revised November 18, 1977, by unanimous vote of the membership at the annual meeting.

Article VIII, Section 2. Revised May 8, 1981, by unanimous vote of the membership at the annual meeting. Change to be effective January 1, 1982.

Article IV, Section 1 (a) and add new Section 8. Revised May 6, 1983, by two-thirds vote of the members present at the annual meeting.

Article II, Section 1 (d). Revised May 6, 1983 by two-thirds vote of the members present at the annual meeting.

Article II, Section 1 (d) 3. Revised May 3, 1985 by two-thirds vote of the members present at the annual meeting.

Article VIII, Section 1. Revised May 3, 1985 by two-thirds vote of the members present at the annual meeting.

Restructure/Revision of organization and By-Laws May 5, 1989 by two-thirds vote of the members present at the annual meeting.

Article IV, Section 3 (c) plus all references to Executive Secretary changed to read "Executive Director", May 19, 1992 by two-thirds vote of the members present at the annual meeting.

Article III, Section 1 (b) 3. (Membership Dues) and

Article VI, Section 1 (a) 15 and 16. (Committees) Revised May 14, 1993 by two-thirds vote of the members present at the annual meeting.

Article II, Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article IV, Section 1 (b), Section 3 (c), (d), Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article V, All references to "Executive Committee" changed to read "Board of Directors", Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article VI, Changed to "**Professional Certification Governing Board,**" Sections 1, 2, and 3, Added by unanimous vote of the membership at the annual meeting May 11, 1995.

Previously numbered Articles changed as follows, by unanimous vote of the membership at the annual meeting May 11, 1995.

Article VI - Committees	<i>changed to</i>	Article VII - Committees
Article VII - Meetings	<i>changed to</i>	Article VIII - Meetings
Article VIII - Nominations and Elections	<i>changed to</i>	Article IX - Nominations & Elections
Article IX - Revenue	<i>changed to</i>	Article X - Revenue
Article X - Rules of Order	<i>changed to</i>	Article XI - Rules of Order
Article XI - Amendments	<i>changed to</i>	Article XII - Amendments
Article XII - Dissolution	<i>changed to</i>	Article XIII - Dissolution

Article VII - Committees, Section 1 (a); Section 2 Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article VIII - Meetings, Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article X - Revenue, Section 1, Section 2, Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article I - Section 6 - Code of Ethics - added by unanimous vote of the membership at the Annual Meeting May 9, 1996.

Article IV - Section 1(a), Section 1(c) and Section 3(d) modified and Section 3(e) deleted by unanimous vote of the membership at the Annual Meeting May 9, 1996.

Article V - Section 2(h) modified by unanimous vote of the membership at the Annual Meeting May 9, 1996.

Article V – Section 2(a) modified by unanimous vote of the membership at the Annual Meeting May 14, 1998.

Article V – Section 3 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article V – Section 6 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article V - Section 9 added by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article VI – Section 2 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article VII – Section 1 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article IV - Section 1(c) modified by majority mail vote of the members, concluded on June 30, 1999.

Article IV - Section 1(a) modified by majority mail vote of the members, concluded on June 30, 1999.

Article V - Section 1(b) modified by majority mail vote of the members, concluded on June 30, 1999.

Article V – Section 3 modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 4 – replaced by Article VIII, Section 3 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 5 – replaced by Article VIII, Section 2 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 6 – renumbered to Article V, Section 4 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 7 – renumbered to Article V, Section 5 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 8 – renumbered to Article V, Section 6 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 9 – renumbered to Article V, Section 7 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article VII – Section 1 – modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article VIII – Section 2 - modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article VIII – Section 3 – renumbered to Article VIII, Section 4 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X retitled from Revenue to Annual Membership Dues by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X – Section 1 modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X – Section 2 modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X – Section 3 added by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Attest:

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Secretary-Treasurer

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Date