

# THE BYLAWS OF THE COMMUNITY TRANSPORTATION ASSOCIATION OF THE NORTHWEST (CTANW)

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# **THE BYLAWS OF THE Community Transportation Association of the Northwest (CTANW)**

## **ARTICLE I GENERAL**

### **1.1 Office of Record.**

The Board of Directors shall determine the location of the office of CTANW. The initial office of record shall be: 120 State Avenue NE, #303, Olympia, WA 98501.

### **1.2 Purpose.**

CTANW is formed and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"). Working with its Members, state and local governments, the business community, and the public, CTANW will bring together organizations, agencies, groups and individuals engaged in providing, developing and sustaining community transportation programs to enhance mobility and equalize opportunity for people with a variety of specialized transportation needs.

CTANW is committed to making community transportation more effective and efficient by:

1. Providing education and technical assistance to CTANW Members and related organizations, agencies, and groups;
2. Promoting professional growth by establishing and maintaining professional practices among specialized transportation service providers;
3. Promoting coordination among CTANW Members and related organizations, agencies and groups, and;
4. Advocating for adequate resources to meet the mobility needs of riders.

### **1.3 Mission Statement.**

The mission of Community Transportation Association of the Northwest is to bring together organizations, agencies, groups and individuals engaged in providing, developing and sustaining community transportation programs to enhance mobility and equalize opportunity for people with a variety of specialized transportation needs.

## **ARTICLE II MEMBERSHIP**

### **2.1 Membership.**

The Corporation shall have Members. Membership in CTANW is open to any organization providing specialized transportation services, organizations or individuals interested in

specialized transportation, Government/State agencies, and organizations providing equipment and/or supplies for specialized transportation providers. Providers are defined as urban and rural public transportation systems, contractors and brokers, including publicly funded, for-profit and non-profit entities that directly operate or contract for the operation of vehicles engaged in the delivery of specialized transportation services.

## **2.2 Classes.**

The Corporation shall initially have two classes of Members, designated Regular, and Associate Members. Membership shall be conferred upon application and on compliance with the standards and requirements set forth below. The classes of Membership may be changed from time to time by resolution of the Board of Directors.

## **2.3 Approval.**

Applications for Membership shall be in writing, on forms provided for that purpose, and signed by the applicant (electronic signatures are acceptable). An applicant shall become a Member:

- upon payment of the regularly scheduled dues and fees and,
- approval according to review conditions established by these Bylaws or as established by resolution of the Board of Directors from time to time.

## **2.4 Qualifications and Voting Rights of Member Classes.**

The specific qualifications for and voting rights, if any, of each class of Members are as follows:

**2.4.1 Regular Members.** Regular Membership shall consist of those Members described under **2.1 Membership** which are current with annual dues for a voting Member as set per **2.6 Member Dues and Fees**. Members in good standing, both organizations and individuals not representing an organization, will receive one vote for any Association business. Each organization that is a Member of the Association shall appoint, by name, a representative and an alternate of that organization to cast the Member organization's vote in any matters pending before the Association. If neither representative can attend, the President, if informed prior to the call to order, may authorize a temporary representative to act on behalf of the Member organization for the business before the Association that day. Any Member or Member's proxy may request a roll call vote by communicating the request to the President at the time a vote is called.

**2.4.2 Associate Members.** Associate Membership shall consist of those Members described under **2.1 Membership** which are current with annual dues for a non-voting Member as set per **2.6 Member Dues and Fees**. Associate Members do not have voting privileges and may hold Ex Officio Director seats and non-voting positions of office.

The qualifications and voting rights of Members may be changed from time to time by resolution of the Board of Directors.

### 2.4.3 Member Rights

All Members shall be recognized at regular and/or special meetings to question, propose, and recommend action on any issues concerning the Association.

Regular (Voting) Members shall vote on the following:

- a) Adoption of the annual budget;
- b) Adoption of amendments to the by-laws;
- c) Election or removal of Members of the Board of Directors;
- d) Ratification of additional Members added to the Board of Directors;
- e) Approval of dues structure (categories and rates); and
- f) Such other business as may be brought before the Association by the Board of Directors.

## 2.5 **Nondiscriminatory Policy.**

CTANW welcomes and admits Members of any age, income or economic status, race, color, national or ethnic origin, religion, gender identity, gender or sexual orientation, or physical or mental ability, and accords to all Members the rights, privileges, programs, and activities generally made available to Members. CTANW does not discriminate on the basis of age, income or economic status, race, color, national or ethnic origin, religion, gender identity, gender or sexual orientation, or physical or mental ability in administration of its employment practices, contract negotiation, policies, programs, services or activities.

## 2.6 **Member Dues and Fees.**

Each Member shall pay dues within the time and on the conditions established by these Bylaws.

The Board of Directors shall annually review the dues structure for all Membership categories to ensure CTANW's financial obligations and programmatic goals align with the annual budget and can be achieved. Recommendations to change the dues structure or amounts will be presented to the Membership at a general meeting for adoption by a majority vote of those attending said meeting. Voting may also take place via email or by other electronic means.

2.6.1 Annual Dues. Each Member shall pay annual dues in an amount set periodically by the Board of Directors, and as approved by the Membership. Dues are payable annually, no later than the first quarter business meeting of the calendar year. The Treasurer, or designee, will prepare and distribute dues statements for all prior year's Members by January 1 of each year.

2.6.2 Proration of Dues. CTANW shall not pro-rate dues in the first year of Membership, but will pro-rate in the second year of Membership. For example: a new Member joining in July would pay the full price of Membership; however, that Member's dues for the following year would be reduced by fifty (50) percent.

2.6.3 Refund of Dues. Resignation of a Member does not constitute a refund of dues.

## **2.7 Good Standing.**

Any Member who shall be in arrears in the payment of any dues, fees, or assessments more than ninety (90) days after the date due shall not be in good standing and shall not be entitled to vote as a Member.

## **2.8 Termination.**

A Membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member (resignation of a Member does not constitute a refund of dues);
- (b) The Member's failure to pay dues, fees or assessments as set by the Board of Directors within ninety (90) days after they become due and payable;
- (c) Any event that renders the Member ineligible for Membership, or failure to satisfy Membership qualifications; or
- (d) The good faith determination by the Board of Directors, by resolution adopted by a majority of the Directors in office, that the Member has failed in a material degree to observe such disciplinary rules or ethical guidelines as may be established by CTANW, or has engaged in conduct materially or seriously prejudicial to the CTANW's mission, purposes and interests including, without limitation, conviction of a felony or unethical conduct.

## **2.9 Non-transferable.**

Memberships are not transferable or assignable.

## **2.10 Voting**

Members may vote by electronic transmission on any matter called for herein.

## **2.11 Consent to Electronic Transmission.**

To reduce costs and to benefit from the other efficiencies of technology, each Member, as a condition of Membership, automatically consents to receive Notices by Electronic Transmission and to provide CTANW with an e-mail address for said transmission.

### **2.11.1 Responsibility for Keeping Information Current.**

It shall be the responsibility of the Member to keep contact information and other details current with CTANW.

## **ARTICLE III**

## **MEETING OF MEMBERSHIP**

### **3.1 Annual Meeting & General Meetings**

CTANW shall host an Annual Meeting at which the Board of Directors are elected and the annual budget is approved. The annual meeting of the Membership shall be held at a time and place designated by the Board of Directors.

The general Membership shall meet up to three other times during the calendar year. Meeting times, dates and locations shall be determined by the Board of the Directors with consideration given to business before the Association, geographic representation, cost of travel and the potential to schedule conjointly with other statewide transportation activities.

Notice of Annual and other general meetings shall be sent to the entire Membership not less than fourteen (14) days before the meeting date. Notice can be by electronic means (e.g.: email, telephone call, or on-line) or mail..

### **3.2 Special Meetings.**

The Board of Directors, the President, or 20 percent (20%) or more of the Members having a right to vote may call a special meeting of the Members for any lawful purpose at any time.

### **3.3 Procedure for Calling Special Meetings.**

A special meeting called by Members pursuant to Section 3.2 shall be called by written request, specifying the general nature of the business proposed to be transacted and signed by the required number of Members, and submitted to the Secretary or any Director of CTANW. CTANW's President and/or Secretary shall cause notice of any special meeting to be given promptly to the Members entitled to vote stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least seven (7) but no more than one hundred and twenty (120) days after receipt of the request. Nothing in this article shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the President or the Board of Directors. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

### **3.4 Place of Meetings.**

Meetings of the Members shall be held at any place designated by the Board of Directors, and may include teleconferencing and/or virtual meetings.

### **3.5 Notice.**

Whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Section 3.6 of these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the

meeting. For the annual meeting, the notice may generally state the matters, if any, that the Board of Directors, at the time notice is given, intends to present for action by the Members. However, the failure of the notice to set forth a particular matter shall not preclude the Board of Directors from presenting that matter or resolution to the Members for action at the annual meeting or general meetings. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

Approval by the Members of any of the following proposals is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing an officer or Member of the Board of Directors unless proposed by the Board of Directors;
- (b) Amending the articles of incorporation or these Bylaws unless proposed by the Board of Directors; or
- (c) Electing to merge the Corporation with another entity, electing to dispose of all or substantially all of the Corporation's assets, or electing to dissolve the Corporation.

### **3.6 Time and Manner of Notice.**

Notice of any meeting of the Members shall be delivered, either personally or by mail or via electronic transmission, to each Member not less than seven (7), nor more than one hundred and twenty (120) days before the date of such a meeting. In case of a special meeting, or when required by statute or by these Bylaws, the place, date, and hour and purpose or purposes for which the meeting is called shall be stated in the notice.

### **3.7 Voting Rights.**

Each Member in a class of Members entitled to vote shall have the right to vote on any resolution properly brought before the Members for action pursuant to Section 3.5 of these Bylaws, and on any other matter required by law or these Bylaws to be voted on by the Members. Each Member entitled to vote shall be entitled to one vote on each matter submitted to a vote of the voting Members. Members who are not in good standing or whose Memberships have been suspended or terminated under these Bylaws shall not be entitled to vote on any matter.

**3.7.1 Voting.** Each Member shall have one vote on each matter submitted to a vote of the Members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the Members, unless the vote of a greater number is required by law.

**3.7.2 Action by Written Ballot.** Any action that may be taken at any annual meeting, general meeting or special meeting of Members may be taken without a meeting and without notice, if a written ballot is distributed to every Member entitled to vote on the

matter on the day that the first written ballot is distributed or solicited. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of Members. The written ballot shall (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of any proposal, (iii) provide fourteen (14) days' time within which to return the ballot, (iv) indicate the number of responses needed to meet the quorum requirement, (v) state the percentage of approvals necessary to pass the measure submitted, and (vi) specify the time by which the ballot must be received to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received may not be revoked. All written ballots shall be filed with the Secretary or designee and maintained in the records. The results of the written ballot shall be stated in the next transmittal to Members.

### **3.8 Quorum.**

The presence of twenty (20) percent of the total voting Membership constitutes a quorum for the transaction of business at a meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

### **3.9 Proxy.**

At any meeting of the Membership, a Member entitled to vote may vote by proxy executed in writing by the Member or their duly authorized attorney-in-fact. Members may submit electronic proxies. No proxy shall be valid for more than three (3) months subsequent to the date of its execution, unless otherwise provided in the proxy.

## **ARTICLE IV BOARD OF DIRECTORS**

### **4.1 General Powers.**

The affairs of CTANW shall be managed by a Board of Directors. The Board of Directors, at its discretion, may delegate the administration and implementation of the organization's programs, services and affairs listed herein or otherwise to a staff or contract agency, but may not delegate the oversight and governance of the agency.

### **4.2 Number and Type.**

The Board shall consist of not less than five (5) nor more than ten (10) Directors. Ex Officio Directors shall not be included in the total count of seated Directors.

4.2.1 Ex Officio, Non-Voting. The Board of Directors may also include not more than five (5) Ex Officio, non-voting Directors, who may be appointed by a majority of the voting Directors. Ex Officio Directors are those who have served as a previous Board Member or in a Leadership Role within CTANW, and are intended to provide advisory council to the current Board of Directors. Ex Officio Directors may not serve as Officers of the Corporation and are non-voting positions, but are invited to each board meeting and are available to the Board for consultation.

4.2.2 Diverse and Inclusive Representation. The Board of Directors and Membership shall strive in its selection of candidates and election processes to include:

- (a) one (1) private, for-hire provider
- (b) one (1) broker or representative of Medicaid Transportation services
- (c) one (1) driver
- (d) one (1) passenger or passenger advocate
- (e) one (1) mobility management or travel training professional
- (f) one (1) nonprofit entity
- (g) one (1) government entity

While the Board and Membership shall strive to ensure these specific types of representation, the Board of Directors and Membership are not considered out of compliance if these goals are not met.

### **4.3 Term of Directors.**

Unless a Director or Ex Officio Director dies, resigns or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is seated, whichever is later. For purposes of position designation and election cycles, all terms shall begin July 1, and end two (2) years later, effective at the regularly scheduled July Board Meeting at which time the new Board of Directors is seated. A Director may serve no more than two (2) consecutive terms.

4.3.1 Successor Directors. Successor Directors shall be elected to staggered terms. Successor Director position designations shall be assigned by lottery or by voluntary commitment.

### **4.4 Qualifications.**

Directors shall be Members and have such additional qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

At minimum, the qualification to serve on the Board is Membership in the Association and a commitment to the Association's stated mission and purpose.

#### **4.5 Election of Directors.**

No later than May 31 of each year, the Board of Directors shall prepare a slate of candidates from among the Members in good standing to fill each Director position that will be open the following year.

4.5.1 Slate of Candidates/Ballot. The Board shall solicit the Membership to identify interested candidates. The Board shall review each application, and hold a formal vote to determine the final slate of candidates. The Board shall then notify the Membership of the names of persons nominated as candidates for directors.

4.5.2 Additional Candidates. At the meeting at which the Board of Directors will be elected, any Member may nominate any additional candidate to the slate before the vote occurs. The candidate may be added to the Ballot with concurrence of a majority vote of the Members present at such meeting.

4.5.3 Election. The election shall take place at the Annual Meeting.

4.5.5 Seating. All newly-elected Directors shall be seated at the regular meeting of the Board of Directors in July, or the first regular meeting of the Board of Directors following the declaration of election of the candidates, whichever is earlier, and shall be participating Members thereafter.

4.5.6 Ex Officio. The Board of Directors may, at any time and by resolution, elect Ex Officio Directors.

#### **4.6 Regular Meetings.**

Regular Meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Vice President, or any two (2) directors. The Board of Directors shall meet at least four times per calendar year.

#### **4.8 Special Meetings.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, the Vice President, or any two directors.

#### **4.9 Meetings by Electronic Means.**

Members of the Board or any Committee designated by the Board may participate in a Meeting of such Board or Committee by means of a conference telephone or similar electronic communications equipment by means of which all people participating in the Meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a Meeting.

#### **4.10 Place of Meetings.**

All Meetings shall be held at the principal office of the Corporation or at such other place within or without the state of Washington designated by the Board, by any persons entitled to call a Meeting or by a waiver of notice signed by all Directors. Meetings may take place electronically or virtually.

#### **4.11 Notice of Special Meetings.**

Notice of Special Board or Committee Meetings shall be given to a Director either personally or by mail or via electronic transmission not less than seven (7) days before the Meeting, or by consent of a majority of the Board to host a Special Meeting within a shorter time period. Neither the business to be transacted at, nor the purpose of any Special Meeting need be specified in the notice of such Meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official governmental mail properly addressed with postage thereon prepaid.

#### **4.12 Waiver of Notice.**

4.12.1 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, signed by the person or persons entitled to receive such notice, whether before or after the time state 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.

4.12.2 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.

#### **4.13 Quorum.**

A majority of the number of voting Directors in office shall constitute a quorum for the transaction of business at any Board Meeting. Ex Officio Directors do not count toward the establishment of a quorum for the transaction of business at any Board Meeting.

#### **4.14 Proxy.**

Directors may not vote by proxy.

#### **4.15 Manner of Acting.**

The act of a 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.

#### **4.16 Presumption of Assent.**

A Director present at a Board Meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the Meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the Meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the Meeting. Any such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.17 Action of Board Without a Meeting.**

Any action which could be taken at a Meeting of the Board may be taken without a Meeting if the action is approved by all Members of the Board. The approval of the action must be evidenced by one or more consents describing the corporate action being approved, executed by each director either before or after the corporate action becomes effective, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, each of which consents shall be set forth either (a) in an executed record or (b) by electronic transmission to the designated address, location, or system of the CTANW, provided that the transmission provides sufficient information to determine the sender's identity. All such consents, taken together, shall constitute one and the same document, and such consent shall be inserted in the records.

#### **4.18 Resignation.**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, 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.

#### **4.19 Absences.**

A Member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be dropped from Membership on the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting of the Board. A Member of the Board of Directors who shall be absent from more than six (6) regular meetings of the Board during one year shall be automatically dropped from Membership on the Board.

#### **4.20 Removal.**

At a Meeting of the Board called expressly for that purpose, one or more Directors may be removed from office, with or without cause, by two-thirds (2/3) of the vote cast by Directors then in office.

#### **4.21 Vacancies & Member Transfers**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

If a Director was part of a specific Member organization when elected, the Director may remain in office for the remainder of the Director's term providing the Director is part of another Member organization and/or becomes a Regular Member independently prior to the next regularly scheduled board meeting.

#### **4.22 Compensation.**

Directors shall not receive any stated salary for their services; however, nothing herein contained shall be construed to preclude any Director from serving CTANW in any other capacity and receiving compensation therefor. No loans shall be made by the corporation to any Director.

#### **4.23 Business Relationships Between CTANW and Directors.**

CTANW may enter into contracts or otherwise transact business as a vendor, purchaser, or otherwise, with directors and officers or with organizations or businesses they are involved with; provided, that the fact that such director, firm or entity so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof prior to the Corporation's entering into the contract, as long as full disclosure is given of such a transaction or relationship. The affected directors shall abstain from voting on any matter relating to their own business or any organization/business they are involved in and may be asked to absent themselves from the discussion of such a transaction.

#### **4.24 Conflict of Interest.**

At all times, prudent behavior shall dictate actions taken or board appointments made where a potential conflict of interest is evident. Board Members must make any potential conflicts of interest known to the other Members of the board. In the event of a situation where a conflict of interest could influence decision making, board Members must excuse themselves from the situation. A board Member's absence from a meeting due to conflict of interest issues should be noted in the minutes.

4.24.1 Conflict of Interest Policy. The Board shall adopt by resolution and may update from time to time a Conflict of Interest Policy.

4.24.2 Annual Conflict of Interest Statements. Any CTANW Director, officer, or Member of a committee with governing board-delegated power shall annually sign a Conflict of Interest Statement.

4.25.3

## **ARTICLE V OFFICERS**

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

The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary/Treasurer or a Secretary and Treasurer, each of whom shall be elected by the Board. Other Officers may be elected or appointed by the Board, such Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws, or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

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

Officer terms are for two years. The Officers of the Corporation shall be elected every other year by the Board at the first meeting of the Board following the election of new directors by the Membership. Unless an Officer dies, resigns or is removed from office, he or she shall hold office until the next election of Directors or until his or her successor is seated.

### **5.3 Resignation.**

Any Officers may resign at any time by delivering written notice to the President, a Vice President, the Secretary, 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 therein, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Resignation as an Officer does not automatically include resignation from the Board or from Membership.

### **5.4 Removal.**

Any Officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the person so removed.

### **5.5 Vacancies.**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **5.6 Duties.**

The Officers of the Corporation shall be responsible for the day-to-day management of CTANW. The Officers and the immediate Past President, acting as the Executive Committee (EC), may acquire the services of an Association Administrator, Executive Director, or other professionals as needed to manage the day-to-day activities of the Corporation. Such services may be provided by at-will employees or contractors. The Officers retain the responsibilities for setting policy, overseeing the general activities of the CTANW, and providing fiscal and operational review.

#### **5.7 President.**

The President shall preside at all meetings of the general Membership and of the Board of Directors. The President shall represent the Association to the public at the direction of the Board of Directors. The President shall, with the Treasurer, have authority to disburse funds in accordance with established accounting procedures for non-profit organizations. The President shall work with staff to ensure that the business of the Association is conducted in the best interests of the Membership. In the event there is no paid staff or administrative service providers, the president shall be the Chief Executive Officer of the Corporation and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over Meetings of the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer, staff or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### **5.8 Vice President(s).**

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing Officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts, or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

#### **5.9 Secretary.**

The secretary shall, in partnership with staff or other designees, ensure all Board and Membership meetings are recorded, proper notice of such meetings are provided, and all required business paperwork is completed and properly filed, including articles of incorporation, bylaws, and state, local and federal documentation. The secretary shall review records and present minutes to the Board and Membership for adoption.

#### **5.10 Treasurer.**

The Treasurer, with the President or Vice President, shall have the authority to disburse Association funds in accordance with established accounting procedures for non-profit organizations. The Treasurer shall keep or cause to be kept adequate and correct accounts of the financial transactions of this Corporation in cooperation and coordination with administrative services providers when present. The Treasurer shall direct the preparation of the budget each year.

### **ARTICLE VI COMMITTEES**

#### **6.1 Standing or Temporary Committees.**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary Committees, each of which shall consist of two (2) or more persons, one of which shall be a Director. Such Committees shall have and exercise the authority of the Directors in management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no Committee shall have the authority to:

- (a) amend, alter or repeal these Bylaws;
- (b) elect, appoint or remove any Member of any other Committee or any Director or Officer of the Corporation;
- (c) amend the Articles of Incorporation;
- (d) adopt a plan of merger or consolidate with another corporation;
- (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business;
- (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor;
- (g) adopt a plan for the distribution of the assets of the Corporation; or
- (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a Committee.

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

## **6.2 Quorum and Manner of Acting.**

A majority of the number of Committee Members composing any 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.

## **6.3 Resignation.**

Any Member of any Committee may resign at any time by delivering written notice thereof to the President, the Secretary 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.

## **6.4 Removal of Committee Member.**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any Member of any Committee elected or appointed by it.

## **6.5 Staff/Operational Committees**

The Board may allow staff or assigns to develop and implement operational, non-governance committees to further CTANW's strategic plan and allow staff or assigns to set implementation standards and selection of committee Members outside of these Bylaws.

# **ARTICLE VII ADMINISTRATIVE PROVISIONS**

## **7.1 Books and Records.**

The Corporation 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 the Board, and any Minutes which may be maintained by committees of the Board; records of the name and address of each Director, and each Officer, and such other records as may be necessary or advisable. The minutes and the books and records of accounts shall be kept either in written form or in any other form capable of being converted to written form. The minutes and books and records of account

shall be open to inspection upon approval by the Board of written demand of any Member for a purpose reasonably related to the Member's interest as a Member.

## **7.2 Registered Office and Agent.**

The Corporation shall maintain a registered office and a registered agent within the State of Washington in accordance with the requirements of the Washington Nonprofit Corporation Act. The location of the registered office and the designation of the registered agent shall be set by resolution of the Board of Directors.

## **7.3 Finances.**

The Corporation shall keep at its principal or registered office correct and adequate records of accounts and finances.

7.3.1 Funds. All money paid to CTANW shall be placed in a general operating fund except when designated by the Board of Directors to be set aside in a separate account.

7.3.2 Accounting Year. The accounting year of the Corporation shall be set by resolution of the Board of Directors. The initial accounting year of the Corporation shall be the twelve months ending June 30.

7.3.3 Disbursements. Upon approval of the budget, the President and Treasurer are authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. When the agency has a staff or Executive Director, the Board of Directors may assign the staff or Executive Director to initiate disbursement and allocations on behalf of the organization in line with the budget and upon approval of the President and/or Treasurer.

7.3.4 Budget. The Executive Committee shall submit a budget for the coming accounting year to the Board of Directors for approval at a regular meeting during the last quarter of the accounting year. The budget will then be submitted to the Membership for formal approval at the Annual Meeting.

## **7.4 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 VIII AMENDMENTS**

## **8.1 Amendments.**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office and then by a majority of the Members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments or alterations and they shall be submitted to the Board or the Members in writing at least ten (10) days in advance of the meeting at which they are to be acted upon.

## **8.2 Notice.**

Notice and copies of the proposed Bylaw amendments shall be written or transmitted electronically, and shall be delivered no less than ten (10) days before the meeting at which the same shall be considered.

# **ARTICLE X MISCELLANEOUS**

## **10.1 Dissolution of Corporation.**

Upon dissolution of the corporation, the Board shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law). Any such assets not so disposed shall be disposed of by the District in whose jurisdiction the registered office and registered agent may be located, exclusive for such purpose or to such organization or organizations as such Court shall determine, which are organized for such purposes.

## **10.2 Liability Insurance.**

The Corporation shall maintain directors and officers liability insurance at all times.

## **10.2 Severability.**

Any Article, Section or provision of these Bylaws, which if construed in the manner expressed herein, should be contrary to or inconsistent with any applicable provision of the law, shall be served from the remainder of these Bylaws, and shall not be in force so long as such revision of the law shall remain in effect without affecting the validity of the remainder of these Bylaws.

The foregoing Bylaws were adopted and approved by the Board of Directors on this \_\_\_\_\_ day of \_\_\_\_\_, 2017.

APPROVED BY:

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

- Approved, March 27, 1980*
- Amended, February 12, 1982*
- Amended, December 9, 1983*
- Amended, July 11, 1986*
- Amended, March 31, 1988*
- Amended, March 23, 1990*
- Amended, September 7, 1990*
- Amended, November 9, 1995*
- Amended, May 28, 1998*
- Amended, June 11, 2003*
- Amended, November 4, 2005*
- Amended, December 13, 2012*
- Amended, June 12, 2014*
- Amended, December 2014*
- Amended June 8, 2017*