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## **ASSOCIATION BY-LAWS**

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### **ARTICLE I**

#### **Name of the Organization.**

The name of the organization shall be Washington Association of Maintenance and Operations Administrators (hereinafter referred to as WAMOA or the Association.)

### **ARTICLE II**

#### **The Purposes of the Organization.**

WAMOA has the following purposes:

1. Promoting and fostering the highest degree of professionalism in the maintenance and operations of educational facilities.
2. Assisting the members of the Association by promoting the exchange of ideas, technical data and other information, and finding solutions to common problems so as to raise the standards of educational facility maintenance and operations throughout the State of Washington.
3. Provide an organization within the State of Washington to further encourage, develop and promote methods, materials and procedures leading to increased efficiency in the field of educational facility maintenance and operations.
4. Collect, organize, publish and distribute educational materials and statistical data to promote the effective maintenance and operation of educational facilities within the State of Washington.
5. Stimulate, encourage and foster new and innovative procedures or practices which are or may prove to be advantageous to statewide programs, local education institutions and school districts and/or members of the Association.
6. Encourage and assist in passage of legislation.
7. Engage in the dissemination of the information to members of the Association, their administrations, local, state and federal officials, and members of the legislative departments as appropriate.

### **ARTICLE III**

#### **Management of the Organization.**

##### **Section A**

The affairs of the Association shall be managed by a Board of Directors.

1. The Board of Directors is composed of
  - a) President,

- b) Vice President
- c) Immediate Past President
- d) Secretary/Treasurer,
- e) One active member representative from each of the following regions:

**Region 1** - Adams, Ferry, Stevens, Pend Oreille, Lincoln, Spokane and Whitman counties.

**Region 2** - Kittitas, Yakima Counties, Royal, Wahluke School Districts in Grant County; Bickleton, Goldendale School Districts in Klickitat County.

**Region 3** - Clark, Cowlitz, Skamania, Wahkiakum Counties, part of Klickitat County, part of Pacific County.

**Region 4** - Grays Harbor, Lewis, Thurston Counties and parts of Mason and Pacific Counties

**Region 5** - Kitsap County; North Mason County, Peninsula SD, Jefferson County, Clallam County

**Region 6 North** - North King County .

**Region 6 South** - Pierce County and South King County.

**Region 7** - Asotin, Columbia, Garfield, Walla Walla, Franklin and Benton Counties; Othello School District in Adams County.

**Region 8** - Chelan, Douglas, Grant and Okanagan Counties.

**Region 9** - Island, San Juan, Skagit, Snohomish and Whatcom Counties.

Members may attend any monthly region meeting regardless of where they reside.

- f) The President, Vice President, Immediate Past President, Secretary/Treasurer and additional Board Members approved by the Board of Directors shall serve a one-year term of office.
- g) All members of the Board shall be entitled to vote as active Board Members on Board actions.

2. The Officers of the Board of Directors shall be the President, Vice President, Immediate Past President and Secretary/Treasurer.

3. The Board of Directors shall have the power, but may not delegate the power to:

- a. Purchase or otherwise acquire, lease, sell, convey, transfer or assign any property, right, interests or privileges of the Association upon such terms and conditions and for such prices as the Board sees fit.

- b. Authorize the President and Secretary/Treasurer to pay bills for expenditures having prior Board approval. Secretary/Treasurer will report all transactions at the next Board meeting.

- c. Employ an Executive Coordinator, elect or appoint assistants to the officers, and to employ such servants or agents upon such terms and conditions as said Board may see fit, with power to remove or suspend any of the said Board Directors, Executive Coordinator, assistants or agents of the Association by majority vote of the Board.
- d. Authorize the borrowing of money for the Association and for that purpose to execute or cause to be executed in the name of the Association such bills, notes or other evidence of indebtedness as may be expedient or desirable.

### **Section B**

The Executive committee of the Board of Directors shall be composed of: President, Vice President, Secretary/Treasurer and four members of the Board appointed by the President, three of whom shall be representatives of the area regions.

### **Section C**

The Executive committee shall be vested with authority and powers of the Board of Directors when the Board of Directors is not in session and shall report to the Board of Directors any action taken at the next succeeding regular meeting. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of any business. Meetings may be called at any time by the President or upon the call of four (4) members of the Executive Committee. Provided that if 2/3 of the membership of the Board of Directors, upon notice of an executive committee meeting, desire to have the entire Board of Directors meet on the proposed agenda, then the entire Board of Directors shall meet to transact such business.

### **Section D**

The entire Board of Directors shall have the opportunity to approve an annual budget prepared by the Secretary/Treasurer.

## **ARTICLE IV**

### **President**

The President shall manage and operate the Association pursuant to the policies of the Board of Directors in a manner such as to fulfill the purposes and aims of the Association and the membership thereof. The President shall be the Chairperson of the Board and the Executive Committee.

## **ARTICLE V**

### **Vice President**

The Vice President shall be empowered with the office of the President when the President is incapacitated, unavailable or when the office of the president is vacated. The vice President shall serve as President for the balance of the unexpired term.

## **ARTICLE VI**

### **Immediate Past President**

Duties as assigned by the President.

## **ARTICLE VII**

### **Secretary/Treasurer**

#### **Section A**

The Secretary/Treasurer shall be responsible for recording and accounting of all financial transactions of the Association, its accounts, liabilities and financial condition and shall see that all expenditures are duly authorized and are evidenced by proper receipts and vouchers. The Secretary/Treasurer shall generally have supervision of the finances of the Association. He/she shall supervise the accounting records of the association, according to standard accounting practices.

#### **Section B**

The Secretary/Treasurer also shall make a full report of the financial condition of the Association as may be required by the Board of Directors or by the laws of the State.

#### **Section C**

The Secretary/Treasurer shall keep a complete and permanent record of all proceedings of the Board of Directors.

## **ARTICLE VIII**

### **Standing Committees**

The Association shall have Standing Committees: see item 3010 in the Policy and Procedures. The Chairperson of the standing committees shall be appointed by the President to serve a one-year term. Committee chairperson shall select, appoint, and replace committee members and administer their budget. The chairperson of these committees shall continue to serve during the year and until their respective successors have been appointed or they have been relieved of service by order of the President. The President shall have the power to remove the chairperson of these committees if he/she deems it expedient in his/her discretion.

## **ARTICLE IX**

### **Compensation**

Directors and general officers shall not be compensated for their services, except that upon approval by the Board of Directors, ordinary and necessary expenses incurred in the conduct of the Association business may be reimbursed to Directors and/or Officers.

## **ARTICLE X**

### **Membership of the Organization**

#### **Section A**

That person who has program management level authority and/or responsibility for one or more M&O programs in an educational facility within the State of Washington. (Includes construction programs.)

Program Management Level Authority and/or Responsibility definition:

1. Administrative Oversight of the Program(s).
2. Exempt from Fair Labor Management Rules.

#### **Section B**

1. **ACTIVE MEMBER:** Persons regularly employed in a position of program management level authority and/or responsibility for maintenance operations, and facilities in an educational institution as defined in the Policies and Procedures. This is a voting membership and in-state employment is required.
2. **EDUCATIONAL ASSOC. MEMBER:** Those persons regularly employed in the field of maintenance, operations and facility programs related to an educational institution, but do not meet the definition of an Active Member. This is a non-voting membership and state residency is not required.
  1. Subject to Fair Labor Management Rules.
3. **NON-EDUCATIONAL ASSOCIATE MEMBER:** Those persons regularly employed in a position of administrative, managerial, or supervisory responsibility in the field of maintenance, operations, and facility programs not related to an educational institution. This is a non-voting membership and state residency is not required.
4. **EDUCATIONAL PARTNER MEMBER:** Supplier, contractor representative, or other agency or association who offers or provides membership, products, goods or 'services for a fee' to maintenance and operations departments in educational institutions. This is a non-voting membership which is non-transferable and state residency is not required.
5. **HONORARY MEMBER:** Honorary non-voting membership in this Association may be extended to any person who the Association shall elect to honor by majority vote of those members present at a regular or special meeting of the Board of Directors.
6. **RETIRED MEMBER:** Active members in good standing may retain a nonvoting membership in the Association upon retirement.

### **Section C**

Application for Membership: WAMOA has equal membership for all persons regardless of race, creed, sex, age, nationality, marital status, or disabilities. The Office Coordinator may, if the applicant for membership is found to be engaged in the occupation described in Article X, Section B, assign such applicant to active or associate membership. The Board of Directors may, in considering any application for membership, take into account the degree to which the applicants past conduct is consistent with the Code of Ethics of the Association and may provide for appropriate procedures by which interested parties, including the applicant, may address any alleged inconsistencies of conduct. An applicant may appeal a membership denial to the Board of Directors. The vote of the Board of Directors as to the granting or denial of any application shall be final and not subject to review.

### **Section D**

The membership of any member shall be terminated by death, resignation or non-payment of dues or by action of the Board of Directors.

1. The vote of a majority of the Directors shall be required to suspend or expel a member.
2. All rights, title and interest in the assets, properties, franchise and privileges of this Association shall cease upon the termination of membership, but any obligation or indebtedness to this Association shall continue until discharged.

### **Section E**

Suspension or Expulsion: Any member may be suspended or expelled for causes including breach of terms or conditions of these By-Laws, or violations of a provision or provisions of the Code of Ethics of the Association, which, by reference is made a part of these By-Laws. Such cause shall be determined by a vote of the Board of Directors, such vote being taken only pursuant to an investigation and recommendation on such a matter by the Ethics Committee of the Association. The vote of the Directors shall be final and not subject to review.

## **ARTICLE XI**

### **Dues and Assessments**

#### **Section A**

Dues of all categories of members of the Association shall be reviewed periodically and approved by majority vote of the Board of Directors at a regular or special meeting.

Special Assessment. At any special meeting of the Board of Directors, called for the purpose of making an assessment, the two-thirds vote of the entire Board shall be required to approve such assessments for this purpose. The members of the Board may vote in person or by ballot.

## **ARTICLE XII**

### **Nominations and Elections**

#### **Section A**

All nominees for the offices of President, Vice President, Secretary/Treasurer, and Region Chairs shall be active members in good standing.

#### **Section B**

Elections for these offices shall be conducted by official ballot from active members in good standing at the Annual Meeting. Absentee ballots must be requested by members and submitted to the Membership chair prior to the Annual Meeting according to procedures outlined in the WAMOA Policies and Procedures. Ballots will be counted and results will be presented to the membership. A majority ballot will elect to office in each case. In case of a tie vote, balloting among active members will proceed until a decision is reached. Absentee ballots shall be counted in each of the ballots. In the event of an uncontested slate of candidates, a vote of affirmation shall be taken at the Annual Business Meeting. Only Active members shall be entitled to vote.

#### **Section C**

Active members shall, by region, elect a Regional Chair, who will also serve on the Board of Directors as a voting member. Vacancies in the Board of Directors among representatives of regions shall be filled at the next regional chapter meeting by election among active members from within the region. The newly elected representative shall immediately take office and shall hold office for the balance of the unexpired 2 year term.

#### **Section D**

Vacancies in the office of the Vice President and Secretary/Treasurer shall be filled for the remainder of the term by action of the Executive Committee. Nominees shall be active members in good standing.

### **Section E**

Nominations for Founder Award and Honorary membership shall come from the general membership and be submitted by the Regional Chairs to the Board of Directors.

## **ARTICLE XIII**

### **Meetings**

#### **Section A**

Special meetings of the Association may be held upon the call of the President or upon the direction of the majority of Directors or upon written petition signed by a majority of active members qualified to vote. The Secretary shall give at least thirty (30) days notice of any such meeting.

#### **Section B**

The Secretary/Treasurer and Executive Coordinator shall act as recorders at all meetings and conferences. After approval by the Secretary/Treasurer minutes will be sent out by the Executive Coordinator to the Board of Directors. If not present, this function may be performed by any of the members present, as chosen by those in attendance.

#### **Section C**

**Order of Business:** The President shall preside at all meetings of the membership. In his absence the next officer in due order who may be present shall preside. For purposes of these By-Laws, the due order shall be as follows: President, Vice President, Immediate Past President, Secretary/Treasurer.

#### **Section D**

The regular order of business shall be:

1. Call of the roll
2. Reading of minutes of previous meetings
3. Reports of officers and committees
4. Unfinished business
5. New business

At the appropriate conference, the election of officers and the election or appointment of committees shall follow new business in the order of business.

## **ARTICLE XIV**

### **Rules of Order**

Robert's Rules of Order shall be the parliamentary authority of this Association.

## **ARTICLE XV**

### **Code of Ethics**

Each member of the Association shall by virtue of application agree to abide by the provisions of the Code of Ethics, which by reference is made a part of these By-Laws.

## **ARTICLE XVI**

### **Fiscal Year**

The fiscal year of the Association shall be January 1 through December 31.

## **ARTICLE XVII**

### **Mode of Amendment**

Amendments to the By-Laws shall be proposed by a signed petition from a majority of active members in good standing, or a two-thirds vote of Board of Directors present at a board meeting. Such a petition shall be sent to the President to verify authenticity and assigned to the By-Laws and Ethics Committee for study and recommendation. These proposed amendments may be adopted through an affirmative vote of two-thirds of the members of the Board of Directors at any annual or regular meeting, provided notice of such proposed amendment or amendments, together with the name or names of the member or members proposing the same shall be given to each active member at least sixty (60) days prior to the annual or regular board meeting at which such proposed amendment or amendments shall be considered.

## **ARTICLE XVIII**

### **Non-Profit Character of Association**

- A. The Association is organized for non-profit purposes only and no money or other property of the Association shall ever benefit any member or other individual except for the reimbursement of actual expenses incurred in carrying out the purposes of the Association and as authorized by the Board of Directors except those paid positions defined by the WAMOA By-Laws.
- B. The Executive Committee shall direct an audit to be performed a minimum of once every biennium by a certified accounting firm. The scope of the audit shall include a review of our financial records and to verify non-profit status of our organization and report their findings to the executive committee. The Executive Committee will then report the findings to the Board of Directors.

## **ARTICLE XIX**

### **Official Address**

The official address of the Association shall be as designated by the Board of Directors.

## **ARTICLE XX**

### **Distribution of Assets upon Termination**

The Association shall use its full funds only to accomplish the objectives and purposes specified in the By-Laws, and no part of such funds shall be distributed to the Directors of the Association. The Association may elect voluntarily to dissolve by a majority vote of its Directors. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors. In the event the



Board of Directors is unable to agree on a disposition of said assets, the Superior Court of the county wherein the offices of the Association exist shall be petitioned and requested to distribute said assets.