

CONSTITUTION AND BYLAWS
of the WASHINGTON STATE ASSOCIATION of
COUNTY OFFICIALS

206 Tenth Avenue SE Olympia, Washington 98501

Originally adopted in King County on November 17, 1959 and last amended in King County on October 4, 2013.

ARTICLE I -- Name and Purpose

Section 1.1. The operating name of this organization shall be the Washington Association of County Officials (WACO), herein referred to as "the Association." The legal corporate name of this Association is the Washington State Association of County Officials.

Section 1.2. The purpose of the Association is to support, as described in Article II of the Articles of Incorporation, each county official as he/she executes the constitutional and statutory duties and responsibilities of his/her office. The Board of Trustees shall be responsible for establishing a strategic plan to further identify the Association's support of county officials. The Board of Trustees shall be responsible for updating the strategic plan as necessary.

ARTICLE II -- Membership

Section 2.1. The membership of the Association shall consist of the following county elected and/or appointed officials:

- Assessor,
- Auditor,
- Clerk,
- Coroner/Medical Examiner,
- Prosecuting Attorney,
- Sheriff, and
- Treasurer

The Board of Trustees shall be responsible for establishing criteria to maintain membership in good standing.

Section 2.2. In the event that a county shall have officials with similar responsibilities but with other titles or designations than those listed in Section 2.1 of this Article, then those officers, whether elected or appointed, shall be members in the Association.

Section 2.3. In case of any question of eligibility for membership or question of good standing, the Board of Trustees shall have the authority to determine the eligibility or standing.

ARTICLE III – Government

Section 3.1. The governing authority of the Association shall be vested in the membership thereof, except as otherwise provided herein.

Section 3.2. The control and management of the property, finances and general supervision of all of the affairs of the Association shall be under the supervision of the Board of Trustees answerable to the membership. The Board of Trustees shall be comprised of:

- (a) President,
- (b) Vice-President,
- (c) Second Vice-President,
- (d) Secretary-Treasurer,
- (e) Trustees, one for each affiliate group identified in Article IV, Section 4.2 of these ByLaws,
- (f) Trustees-At-Large, one for each county category defined in Article IV, Section 4.1 of these ByLaws, and
- (g) the two most recent Past Presidents.

Section 3.3. No loans shall be made by the corporation to any Trustee or Officer.

ARTICLE IV -- Terms of Office

Section 4.1. Six Trustees-at-Large shall be elected from each county category listed below:

- (a) I - Counties with population above 1,000,000;
- (b) II - Counties with population 500,001 through 1,000,000;
- (c) III - Counties with population 100,001 through 500,000;
- (d) IV - Counties with population 50,001 through 100,000;
- (e) V - Counties with population 20,000 through 50,000;
- (f) VI – Counties with population less than 20,000.

Each county's designation to a county category is determined by the most recent population estimate by the state Office of Financial Management.

The terms of office for the six Trustees-at-large shall be for two years and start on the date of their election to the Board of Trustees and continue until their successors have been elected or appointed. Trustees-at-Large representing counties in categories II, IV, and VI shall be elected in odd numbered years; Trustees-at-Large representing counties in categories I, III, and V shall be elected in even numbered years.

Section 4.2. Trustees. The Association recognizes the following affiliate groups:

- (a) The Washington State Association of County Assessors;
- (b) The Washington State Association of County Auditors;
- (c) The Washington State Association of County Clerks;
- (d) The Washington Association of Coroners and Medical Examiners
- (e) The Washington Association of Prosecuting Attorneys
- (f) The Washington State Sheriffs' Association; and
- (g) The Washington State Association of County Treasurers.

The Trustees selected to represent these affiliate groups will be elected or appointed in a manner determined by each respective affiliate group.

Section 4.3. Executive Officers.

The Executive Officers shall be:

- (a) President;
- (b) Vice President;
- (c) 2nd Vice-President;
- (d) Secretary/Treasurer; and
- (e) Immediate Past President.

The terms of office for the Executive Officers shall be for one year, starting on the date of the election of those officers and continuing until their successors have been elected or appointed.

All Executive Officers, Trustees-at-Large and Trustees will serve without compensation except for reimbursement of costs and travel expenses awarded pursuant Article VII, Section 7.2.

Section 4.4. Delegation. If any Executive Officer is absent or unable to act and no other person is authorized to act in such Officer's place by the provisions of these ByLaws, the Board of Trustees may from time to time delegate the powers or duties of such Officer to any other officer, Board member, or any other person it may select.

Section 4.5. Removal. The Executive Officers and Trustees-At-Large may be removed at any time, with cause, by the affirmative vote of two-thirds (2/3) of the Board of Trustees. Affiliate Trustees are subject to removal by action of their respective affiliate organization in accordance with the rules of that organization.

Section 4.6. Vacancies. Vacancies for Trustees-At-Large and Executive Officers shall be filled by the Board of Trustees for the remainder of the term, except as otherwise provided herein.

An appointment to fill a vacancy shall occur within 120 days from the position becoming vacant.

Article V. Duties of the Executive Officers

Section 5.1. The President shall:

- (a) Preside at all meetings of the Association;
- (b) Call special meetings of the Board of Trustees as needed;
- (c) Appoint and remove all standing and special committee members and name the chair thereof, except as otherwise provided herein;
- (d) Appoint and remove members of the Association to represent the Association on boards, commissions, committees, etc. convened outside the Association;
- (e) Preside at meetings of the Board of Trustees;
- (f) Be an ex-officio member of all standing committees and special committees which he or she appoints, except for the Audit Committee as specified in Sec. 8.1 and
- (g) Shall only cast a ballot to break a tie vote within the Association, Board or Committee.

Section 5.2. The Vice President shall:

- (a) Perform the duties of the President in the absence of the President;
- (b) Automatically become President in the event of a vacancy in the office of President, unless the Board of Trustees, with the consent of the Vice President and the Immediate Past President, chooses to have the Immediate Past President fill the vacancy; and
- (c) Serve as co- chair of the WACO Legislative Committee.

Section 5.3. The 2nd Vice President shall:

- (a) Perform the duties of the Vice President in the absence of the Vice President;
- (b) Automatically become Vice President in the event of a vacancy in the office of Vice President, and
- (c) In the event of vacancies in the offices of both the President and Vice President, shall automatically become the President.
- (d) Chair the Education Committee

Section 5.4. The Secretary-Treasurer shall:

- (a) Review for approval the minutes of the annual meeting and special meetings of the Association;
- (b) Review for approval the minutes of all meetings of the Board of Trustees; and
- (c) Review for approval a record of the finances of the Association from the certification by the Executive Director, as provided in Article VI, Section 6.1, Subsection (c);
- (d) Chair the Audit Committee;
- (e) Shall compose, with the assistance of the other executive officers, the annual performance evaluation of the Executive Director.
- (e) Automatically become 2nd Vice President in the event of a vacancy in the office of 2nd Vice President; and
- (f) In the event of vacancies in the offices of the President, Vice President and 2nd Vice President, shall automatically become the President.

ARTICLE VI -- Board of Trustees

Section 6.1.

- (a) The Board of Trustees shall establish guidelines for regularly scheduled meetings of the Board;
- (b) Special meetings of the Board of Trustees may be held at any time upon the call of the President, or upon the request of a majority of the Board of Trustees; and
- (c) The attendance of 10 members of the Board of Trustees constitutes a quorum.

All members of the Board of Trustees shall have the powers to vote in the Board of Trustees meetings except for the President, who shall vote only to break a tie.

Section 6.2. The Board of Trustees shall:

- (a) Have general governance over the affairs of the Association and may formulate such policies as it determines necessary;
- (b) Appoint or terminate at any time, with or without cause, the Executive Director. The Board shall maintain a job description for the position of Executive Director;
- (c) Have the power to do any and all things necessary to accomplish the purposes of the Association;
- (d) Adopt an annual budget for the Association; and
- (e) Establish a Strategic Plan as specified in Article 1.

The membership may overturn any Board of Trustees' decision at any special meeting or annual meeting with a majority vote where a quorum is present at such meeting.

Section 6.3. The Executive Director shall:

- (a) Act as secretary of the Board of Trustees, the Legislative Committee, and such other committees as the Board of Trustees may determine;
- (b) Represent the Association before any federal or state legislative body, or other body or hearing upon the direction of the Board of Trustees;
- (c) Prepare, or cause to be prepared, data and reports as required;
- (d) Have sole responsibility for direction and supervision over the office and employees of the Association, and shall have the power to hire, discipline, evaluate, and dismiss personnel at any time, with or without cause, consistent with any personnel policy adopted by the Board;
- (e) Take other actions which are necessary to the successful execution of his or her duties herein; and
- (f) Perform duties as assigned by the Board for the smooth operation of the Association.

ARTICLE VII -- Finances

Section 7.1. The Board of Trustees shall establish a financial policy to ensure that all financial operations are conducted in an accurate, accountable, transparent, and efficient manner. The funds of the Association shall be handled as follows:

- (a) No financial obligation outside of the adopted budget may be incurred for the Association without the approval of the Board of Trustees; and
- (b) Not later than the fifteenth day of each month, the Executive Director shall make available to the Secretary-Treasurer a complete list of deposits and disbursements of the preceding month, and a duplicate copy of the preceding monthly bank statement.

Section 7.2. The Board of Trustees and any member of the Association, while attending any authorized meeting other than the annual meeting of the Association membership, are eligible to be reimbursed for travel expenses, which may include lodging, meals or other costs, consistent with a policy established by the Board of Trustees.

Section 7.3. The Board of Trustees shall establish a formula to apportion the costs of reimbursement to the Association for professional services rendered to counties, and adopt an amount to be collected from counties in the annual Association budget. The Association shall prepare an invoice and submit the request for reimbursement to each county consistent with the

adopted budget and the approved apportioned formula. Nothing in this section shall be interpreted to prohibit the Association from generating revenues in addition to reimbursements for professional services from counties.

Section 7.4. The fiscal year of the Association shall start January 1 and end December 31 of each year.

ARTICLE VIII -- Committees

Section 8.1 Member Selection

It shall be the duty of the President to make appointments of all committees deemed necessary, and to name the chair or co-chair thereof. The President shall be an ex officio member of all committees, except for the Audit Committee. The Board may adopt a policy or policies describing the specific duties and responsibilities of the standing or special committees as required.

Section 8.2 Terms

Duration of appointments to all committees shall extend past the appointing Presidents term up to the first quarterly association meeting following the annual meeting of the association.

Section 8.3 Committee Types

Standing committees shall be as follows:

- (a) Audit Committee
- (b) Budget Committee
- (c) Education Committee
- (d) Legislative Committee
- (e) Nominating Committee
- (f) Personnel Committee

Special Committees

The President, at his or her pleasure, may create additional special committees.

ARTICLE IX -- Elections

Section 9.1. An election shall be held for President, Vice President, 2nd Vice President, Secretary-Treasurer and Trustees-at-Large at each annual meeting of the Association.

Section 9.2. The Nominating Committee shall establish written policies and procedures approved by the Board of Trustees addressing the solicitation, nomination and election of Association officers and Trustees-at-Large and arrange in advance for the immediate installation of the duly elected officers and Trustees-at-Large whose terms are specified herein.

Section 9.3. Proxy voting is prohibited.

ARTICLE X – Meetings of the Association Membership

Section 10.1. The annual meeting of the Association shall be held each year at a time and location to be determined by the Association membership.

Section 10.2. Special meetings of the Association may be called:

- (a) by the President,
- (b) upon the request of a majority of the Board of Trustees, or
- (c) by a minimum of four affiliate groups; provided, that sufficient notice is given to the members of the Association.

Requests made under Section 10.2 (b) or (c) of this Article shall be made to the President and may be submitted in hard copy, electronic format or by any other means. Upon receipt of a request made under Section 10.2 (b) or (c) of this Article, the President must call a special meeting.

Section 10.3. During any annual or special meeting of the Association, those members attending shall constitute a quorum.

Section 10.4. The meetings and special meetings of the Board of Trustees and the annual meeting of the Association shall meet all the requirements set forth in the Open Public Meetings Act. The Board may establish such rules and procedures as it deems necessary for conduct of such meeting, supplemented as necessary by reference to Robert's Rules of Order.

Section 10.5. Annually there shall be four scheduled meetings of the Board of Trustees and one meeting of the Association membership.

Section 10.6. Meetings of the Board of Trustees. Unless otherwise deemed appropriate, and with proper notice, meetings of the Board of Trustees will be held at the WACO office, currently located at 206 Tenth Ave SE, Olympia, WA, except that one meeting shall be held at the location of, and in conjunction with, the annual meeting of the membership.

ARTICLE XI -- Amendments

Section 11.1. Any and all amendments to this Constitution and Bylaws must be approved by majority vote of the general membership of the Association in attendance at any annual meeting or properly called special meeting; provided, however, that sufficient notice is given to the membership of the Association.

Section 11.2 The Board may adopt a policy describing the procedures for amending the Bylaws