



## NOTICE OF PROPOSED CHANGES TO WACO Bylaws

October 4, 2017

TO: All WACO Members

The WACO Board has reviewed and is submitting to the WACO Membership TWO proposed Bylaws Amendments. **WACO Members will vote on these proposals at the WACO Business Meeting during the Annual Conference.**

Proposal #1:

Background: Currently, votes by WACO Membership must be conducted in person. Voting by members is limited by statute to in-person voting unless specifically authorized in the entity's Articles of Incorporation or Bylaws. RCW 24.03.085 – full text copied below. That authorization is absent from WACO corporate documents.

The proposal would provide the WACO Board of Trustees the necessary authority to utilize alternate voting methods such as email or other electronic means for WACO Membership votes and to align the quorum definition with RCW 24.03.085(3). Proposed changes are underlined.

(new section) 9.4 Membership voting by alternative means. Whenever matters are to be voted on by the membership, the Board may authorize that the vote may be taken by mail or electronic means as allowed in RCW 24.03.085.

10.3 During any annual or special meeting of the Association, those members attending shall constitute a quorum. If voting by alternate means is authorized under section 9.4, members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

Proposal #2:

Background: There are six WACO Trustees at Large that represent groups of counties based on population. The proposal would modify the population thresholds for Trustee Position 2 and Position 3 to 400,001 to 1,000,000 and 100,001 to 400,000 respectively (effective January 1, 2018). The net

effect is to move Spokane and Clark counties from Group III to Group II. (see included informational chart) The proposed change does not change the number of Trustees nor impact any currently serving Trustee. Proposal changes are indicated below:

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 a population ~~500,001~~ 400,001 – 1,000,000;
- (c) III - Counties with a population 100,001 – ~~500,000~~ 400,000;
- (d) IV - Counties with a population 50,001 – 1,00,000;
- (e) V – Counties with a population 20,000 – 50,000;
- (f) VI - Counties with a population less than 20,000.

Should you have questions please feel free to contact WACO or any of your WACO Board members.

Monty Cobb  
Deputy Director and General Counsel

#### Referenced materials for Bylaws Proposals

#### **RCW 24.03.085**

#### **Voting.**

(1) The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified in the articles of incorporation or the bylaws. Unless so limited, enlarged or denied, each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote of members.

(2) A member may vote in person or, if so authorized by the articles of incorporation or the bylaws, may vote by mail, by electronic transmission, or by proxy in the form of a record executed by the member or a duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

(3) If specifically permitted by the articles of incorporation or bylaws, whenever proposals or directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. If the bylaws provide, an election may be conducted by electronic transmission if the corporation has designated an address, location, or system to which the ballot may be electronically transmitted and the ballot is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

(4) The articles of incorporation or the bylaws may provide that in all elections for directors every member entitled to vote shall have the right to cumulate his [or her] vote and to give one candidate a number of votes equal to his [or her] vote multiplied by the number of directors to be elected, or by distributing such votes on the same principle among any number of such candidates.

**WACO TRUSTEE GROUPS  
(proposed reconfigured Group II/III)**

Trustee Group	Population groups	County	2017 OFM est. population
I	Over 1 million	King	2,153,700
II	400,001-1,000,000	Pierce Snohomish Spokane Clark	859,400 789,400 499,800 471,000
III	100,001 – 400,000	Thurston Kitsap Yakima Whatcom Benton Skagit Cowlitz	276,900 264,300 253,000 216,300 193,500 124,100 105,900
IV	50,001 – 100,000	Grant Franklin Island Lewis Chelan Clallam Grays Harbor Mason Walla Walla	95,630 90,330 82,790 77,440 76,830 74,240 72,970 63,190 61,400
V	20,000 – 50,000	Whitman Kittitas Stevens Okanogan Douglas Jefferson Asotin Klickitat Pacific	48,640 44,730 44,510 42,110 41,420 31,360 22,290 21,660 21,250
VI	Under 20,000	Adams San Juan Pend Oreille Skamania Lincoln Ferry Columbia Wahkiakum Garfield	19,870 16,510 13,370 11,690 10,700 7,740 4,100 4,030 2,200