



# **PROPOSED CHANGES TO WACO Bylaws**

**The WACO Board has reviewed and is submitting to the WACO Membership TWO proposed Bylaws Amendments.**

**Proposal 1 (page 2) addresses alternate voting methods for WACO membership votes.**

**Proposal 2 (page 3) addresses a change in Trustee at Large categories.**

**Additional reference materials are included on pages 4 and 5.**

**Required Notice of the proposed Bylaw changes were sent to all WACO members by email in early October.**

# 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.**

**Effective date: If passed, this proposal takes effect immediately.**

## **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.

**Effective date: If passed, this proposal takes effect January 1, 2018.**

## **Referenced materials for Bylaws Proposals**

### ***Materials for Proposal 1:***

**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.

***Materials for Proposal 2 are on following page***

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