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ARTICLE I. NAME

Section 1.1 – Name
The name of this organization shall be Society for Design Administration, hereinafter referred to in these Bylaws as the Corporation, National, or SDA.

ARTICLE II. PURPOSE

Section 2.1 – Purpose
The purpose of the Society for Design Administration (SDA) is to promote the professional and educational advancement of persons engaged in professional administrative services to design firms and related disciplines.

ARTICLE III. OFFICES

Section 3.1 – Business Office
The Corporation’s principal office shall be physically located at the discretion of the Executive Committee. Nevertheless, the Corporation’s most current Annual Report, filed with the State of Washington Secretary of State, shall identify the location of the principal office. The Executive Director of the Corporation shall maintain a copy of the records required by Article IV at the principal office. The date of incorporation is April 15, 1975.

Section 3.2 – Registered Office
The Corporation’s registered office shall be located within the State of Washington at the address of the Corporation’s registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within the State of Washington. The Executive Committee may change the registered agent and the address of the registered office from time-to-time, upon filing the appropriate statement with the Secretary of State.

Section 3.3 – Organization
3.3.1 Federal Identification Number of the Corporation is 23-7070549. Federal Tax Exempt Status as a 501(c)6 organization was granted as of December 28, 1976, Seattle, Washington 98112.

3.3.2 Fiscal Year of SDA: Shall be January 1 through December 31.

3.3.3 SDA is self-governing, non-profit corporation, non-partisan, non-sectarian and non-discriminatory. SDA shall function throughout the United States of America and/or its possessions and territories, and other countries as deemed appropriate, through its component Chapter organizations or through International Affiliates. Subsidiary regional and/or state organizations may be formed by SDA as intermediate functioning agencies.

ARTICLE IV. RECORDS

Section 4.1 – Corporate Records
4.1.1 Minutes and Accounting Records. The Corporation shall keep a permanent record of the minutes of all meetings of its Board of Directors, and a record of all actions taken by the Executive Committee on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. A copy of the Annual Meeting Minutes shall be distributed to the Board of Directors within ninety (90) days from Meeting. The National Budget shall be distributed to the Board of Directors within thirty (30) days of the beginning of the fiscal year.

4.1.2 Form. The Corporation shall maintain its records in written and/or electronic format.

4.1.3 Other Records. The Corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:

(1) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect;

(2) Its Bylaws or restated Bylaws and all amendments to them currently in effect;

(3) Resolutions adopted by its Board of Directors;

(4) The financial statements for the past three years as approved by the Board of Directors;

(5) A list of the names and business addresses of its current Directors and Officers; and,

(6) its most recent annual report delivered to the Secretary of State of the state wherein the organization is registered.

ARTICLE V. MEMBERS

Section 5.1 – Membership
Membership of SDA shall be accorded only to such persons who fulfill the requirements and qualifications set forth in these Bylaws and the adopted standards of the Corporation.

5.1.1 Classifications: National membership classifications are as follows:

(1) Professional: An individual who is currently employed as a professional in the A/E/C industry including related educational institutions and industry associations, or who has been classified as a Professional member during the prior dues year. Membership belongs to the individual member and may only be transferred at termination of employment and at the member’s discretion.

(2) Associate: Those persons whose products or services support the design profession. They shall pay Chapter and National dues.

(3) Emeritus: Those members in good standing at time of retirement from professional life in the design profession for a minimum of twelve (12) years and SDA for a minimum of ten (10) years. Retirees shall be assessed National dues. Local dues may be assessed as designated by the individual chapter. They shall have all the rights and privileges of membership afforded them prior to retirement, except the right to hold the office of National President-Elect or President. If an Emeritus member is certified at the time of retirement, she/he shall maintain that status without the need to renew certification.
(4) **Member-at-Large:** Member-at-Large is an individual member of SDA when there is no existing chapter in the same area. A Member-at-Large shall pay National dues.

(5) **Student:** Those persons who are currently enrolled as full-time students in an accredited program leading to a certificate or degree in architecture, engineering, interior design, or related design profession, or with a professed interest in applying their studies to the professional administration of such businesses. They shall pay Chapter and National dues. They shall have the right to attend all meetings of SDA, to speak and take part in the discussions thereat, and to serve as committee members. They shall not have the right to vote, to serve as a committee chair, or to hold Chapter or National office.

(6) **Honorary:** Those persons of esteemed character who are not otherwise eligible for membership but who have rendered distinguished service to SDA or the design profession. Nominations for honorary membership may be proposed by any Chapter or by three (3) or more individual members, in writing, addressed to the President, accompanied by a detailed statement of nominee’s qualifications for the honor. They shall be elected by a two-thirds (2/3rds) vote of the Board. Honorary members shall be privileged to attend all meetings of SDA, to speak and take part in discussions, but they shall not have the right to vote nor to hold office. Honorary members of a Chapter do not automatically become Honorary members of National. They may be nominated as outlined above.

(7) **Chapters:** at their discretion, may offer other membership options at reduced or regular Chapter dues.

**ARTICLE VI. CHAPTERS**

**Section 6.1 – Establishment and Accords**
SDA shall have Chapters, which may be designated by city, state, or region. Chapters shall be required to adopt and maintain Bylaws and Standing Rules that are in compliance with National Bylaws and are submitted electronically for approval by the Bylaws Committee of the Corporation.

Chapters shall follow the affiliation procedures adopted by the Board of Directors. The Chapter will adopt the name SDA along with the Chapter’s name.

**Section 6.2 – Governance**
The members of each Chapter shall elect the governing Board and Officers of such Chapter. Each Chapter is subject to the authority of the National Bylaws, Standards and Code of Ethics, the Chapter Affiliation Agreement, the Board of Directors, and ExCom.

**Section 6.2.1 Voting Privileges:** Chapters must be in good standing per Article 6.5.1 in order to maintain voting privileges.

**Section 6.3 – Chapter Membership**
Every Chapter member shall be a member in good standing of the National SDA.

**Section 6.4 – New Chapters**
6.4.1 **Application for Admission:** A proposed new Chapter shall be sponsored by a Chapter of SDA or National Officer. Application shall be made in accordance with written procedures.

6.4.2 **Chartered:** A proposed new Chapter shall not use the National name or otherwise imply membership in National until it has been chartered.

6.4.3 **Acceptance:** Acceptance or rejection of a proposed new Chapter shall be by a majority vote of ExCom, and it shall advise the applicant of its findings within thirty (30) days of the date application is made.
Section 6.5 – Existing Chapters
6.5.1 Established: Once established, in accordance with Section 6.4.1, a National Chapter shall remain in good standing so long as it abides by the rules established in these Bylaws and maintains a current Chapter Bylaws and Standing Rules document that is in conformance with the National Bylaws and Standing Rules and an annually executed Chapter Affiliation Agreement.

Section 6.6 – Ethics and Standards of Conduct
6.6.1 Standards of Conduct: Each member agrees to abide by the Society’s Articles of Incorporation, Bylaws, and Standing Rules and to exhibit and uphold ethical and professional standards of conduct as stated in the Code of Ethics.

6.6.2 Violations:
(1) A chapter member believed to be in violation of the ethics and standards of this organization shall be investigated by the member’s Chapter Board of Directors in accordance with Robert’s Rules of Order Newly Revised. The decisions of the Chapter Board in accordance therewith shall prevail. Only if the Chapter Board fails to reach agreement shall they solicit assistance from or intervention by the National Executive Committee.

(2) A Member-at-Large believed to be in violation of the ethics and standards of this organization shall be investigated by the National Executive Committee in accordance with Robert’s Rules of Order Newly Revised. The decisions of the Executive Committee in accordance therewith shall prevail.

(3) Any Chapter believed to be in violation of the ethics and standards of this organization may be investigated by the National Executive Committee in accordance with Robert’s Rules of Order Newly Revised. The decisions of the National Executive Committee in accordance therewith shall prevail.

ARTICLE VII. DUES AND FEES

Section 7.1 – Annual Dues and Fees
7.1.1 Amount: Each member shall pay annual dues in an amount as determined by the Executive Committee. Dues are non-refundable. Any member who fails to pay the applicable dues by the date the membership expires shall be terminated from membership and may not vote.

7.1.2 Renewing Members: National Headquarters shall annually provide a list of members in good standing, their classification of membership, and contact information.

ARTICLE VIII. EXECUTIVE COMMITTEE AND DIRECTORS

Section 8.1 – Executive Committee
8.1.1 The Officers of SDA National: The Executive Committee (ExCom or Officers) shall be comprised of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, and Immediate Past-President/Director, except as described in Section 8.1.5, Vacancies.

8.1.2 Eligibility: All candidates for National Office shall be a member in good standing for at least three (3) years, have served on a National SDA committee for at least one (1) year, have served on the Board of a professional or business organization for at least one (1) year,
(qualifications for the office for which they are nominated to be validated by the Nominating Committee), and have attended at least one (1) SDA Annual Meeting and attended at least one (1) SDA Annual Convention prior to the annual meeting at which they are nominated. All candidates shall be in attendance at the Annual Meeting/Annual Convention at which they are proposed for election to office. Candidate for President-Elect shall have served on National ExCom for one (1) term or be currently serving on National ExCom.

8.1.3 Term: Officers shall serve one-year terms, and shall be elected at the Annual Meeting of the Board of Directors. Each Officer shall hold office for a specified term of one (1) year, or until removed in accordance with Section 10.1.6. In the year following his/her term as President-Elect, the President-Elect shall succeed to the office of President for a one- (1) year term.

8.1.4 Tenure: Officers shall take office at the conclusion of each Annual Meeting and serve through the following Annual Meeting or until successors have been elected. Once elected, such Officer may remain in office for that period. The President, President-Elect and Immediate Past-President/Director shall not serve more than one (1) consecutive term of one (1) year in the same office unless necessitated by the absence of a qualified successor candidate. In years when both a President and President-Elect are elected at the Annual Meeting: the President may be elected to a second consecutive year. The other Officers shall be eligible to serve two (2) consecutive terms if nominated and elected. No Officer shall serve more than seven (7) consecutive years on ExCom. Past President may not run for National Office within three (3) years of serving a term as National President.

8.1.5 Vacancies: If a vacancy occurs in the Office of President, the President-Elect shall serve as President for the unexpired term. If a vacancy occurs in the Office of President-Elect, it shall not be filled until the next Annual Meeting, at which time a President and President-Elect shall be elected. In the event vacancies exist in both Offices of President and President-Elect, the Board of Directors shall vote for a President from among the remaining Officers to fill the remaining term. If a vacancy exists in any of the other elective positions, it may be filled by appointment by the President and ratified by a majority vote of ExCom. Assuming any Office and completing the unexpired term for a period of fewer than six (6) months shall not affect eligibility to run for that Office in the succeeding year.

8.1.6 Removal of Officers: An Officer may be removed, with or without cause, if a majority of the Board of Directors present at a duly constituted meeting votes for the removal. Notice shall be sent to all Board of Directors giving more than two (2) weeks’ notice of the meeting and that the purpose of the meeting is for removal of that Officer. Removal is effective only if it occurs at a meeting called for that purpose.

Section 8.2 – Compensation, Loans to, or Guarantees for Officers

8.2.1 Officer Compensation: The Officers shall not be paid compensation, salary, or fee of any kind for their contribution to SDA or for attendance at any meetings. An Officer may not serve the Corporation as an employee or receive compensation.

8.2.2 Loans to or Guarantees for Officers: The Corporation may not lend money to or guarantee the obligation of an Officer or employee of the Corporation.
Section 8.3 - Executive Director: ExCom may retain an Executive Director of the Corporation, and shall fix the terms and conditions of the Executive Director’s contract. The Executive Director shall be a member ex-officio of ExCom without the right to vote, but with the privileges to comment and make recommendations on the business of ExCom. Shall serve as a non-voting, ex-officio member of the Board.

Duties described herein as assigned to the Executive Director may be performed by members of ExCom in the absence of or inability to perform by the Executive Director.

Section 8.4 - Board of Directors: Shall be comprised of all National Officers, all Past National Presidents who are members in good standing, all Chapter Presidents of Chapters in good standing, and the National President or equivalent of each International Affiliate of SDA.

Section 8.5 - International Affiliate(s) of SDA: Shall be comprised and structured similar to the National SDA Corporation. The National President or equivalent of each International Affiliate of SDA shall be a member of the Board of Directors.

Section 8.6 - Registered Agent in the State of Washington: Inasmuch as the State of Washington requires a non-profit incorporated organization name a Registered Agent for the State of Washington, the “Registered Agent” shall be a member ex-officio of ExCom without the right to vote.

ARTICLE IX. OFFICERS

Section 9.1 – President
The President shall be the principal executive officer of the Corporation. The President shall be subject to the control of the Board of Directors and ExCom, and shall in general oversee, in good faith, the affairs of the Corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors and ExCom, and shall be the principal spokesperson for the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation those documents that the Board has authorized, (Corporation deeds, mortgages, bonds, contracts, or other Board-authorized instruments). At the end of his/her one-year term, the President shall automatically remain on the Board of Directors and ExCom for a one-year term as Immediate Past President/Director.

Section 9.2 – President-Elect
The President-Elect shall perform the President’s duties if the President is absent, dies, is unable, or refuses to act. If the President-Elect acts in the absence of the President, the President-Elect shall have all Presidential powers and be subject to all the restrictions upon the President. The President-Elect shall perform any other duties that the President or Board may assign to the President-Elect. The President-Elect shall succeed to the office of President upon the expiration of the term of office of the President.

Section 9.3 – Vice-President
The Vice-President shall perform the President’s and/or President-Elect’s duties if the President and President-Elect are absent, die, are unable or refuse to act. If the Vice-President acts in the absence of the President, the Vice-President shall have all Presidential powers and be subject to all the restrictions upon the President. The Vice-
President shall perform any other duties that the President, President-Elect, or Board may assign to the Vice-President.

**Section 9.4 – Secretary**
The Secretary shall: (1) create and maintain the minutes of the proceedings of the Executive Committee and Board of Directors; (2) provide that all notices are served in accordance with these Bylaws or as required by law; (3) when requested or required, authenticate records of the Corporation; (4) create and maintain current register of the mailing address of each Officer; and (5) in general perform all duties incident to the office of Secretary, and any other duties that the President or the Board may assign to the Secretary.
Section 9.5 – Treasurer
The Treasurer shall: (1) oversee and be responsible for all funds and securities of the Corporation; (2) chair the Finance Committee; (3) oversee the receiving and giving of receipts for monies due and payable to the Corporation from any source, and oversee the deposit of all monies in the Corporation’s name in banks, trust companies, or other depositories that the Board shall select; (4) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (5) in general perform all of the duties incident to the office of Treasurer and any other duties that the President or Board may assign to the Treasurer.

Section 9.6 – Immediate Past-President/Director
The Immediate Past-President/Director shall: (1) act in an advisory capacity to the President; (2) chair the Resolutions Committee; (3) serve as liaison between ExCom and Past Presidents’ Council, and (4) perform such other duties as the President or Board may designate.

ARTICLE X. MEETINGS

Section 10.1 – Meetings of the Board of Directors
10.1.1 Annual Meeting: The Board of Directors shall hold an annual meeting, herein referred to as “Annual Meeting,” generally incorporated within the National Convention. This meeting shall be designated as the Board’s annual business meeting. The Executive Committee may provide, by resolution, the date, time and place of the Annual Meeting. Regular Board of Directors and ExCom meetings may be held by conference telephone, if convened in accordance with Section 10.3.

10.1.2 Postponement: In event of an emergency, ExCom may by a two-thirds (2/3) vote, postpone the Annual Meeting. All members shall be notified of the postponement in a manner determined by ExCom to be fair and reasonable under the circumstances.

10.1.3 Agenda: The Meeting Agenda for the Annual Meeting shall be made available thirty (30) days prior to the Annual Meeting.

10.1.4 Delegates: Delegates to the Annual Meeting shall be the members of the Board as described in Article VIII, Section 8.4. Chapter Presidents, as members of the Board, may designate an alternate from the same Chapter. Delegates shall submit their voting credentials to National Headquarters on the appropriate form as provided to them prior to the Annual Meeting. The form shall be submitted in accordance with directions provided by National Headquarters. Each Delegate shall have one (1) vote on all business transacted at the Annual Meeting. The National President or equivalent of each International Affiliate of SDA shall have one (1) voting seat on the Board of Directors. They shall have the privilege of the right to make comments and recommendations on the business of the Corporation. Non-delegates may attend any meeting of the assembly, but may speak only by recognition of the Presiding Officer.

Section 10.2 – Special Meetings of the Board of Directors and/or ExCom
The National President or two-thirds (2/3) of the Board of Directors then in office may call and give notice of special meetings of the Board of Directors or ExCom. Those authorized to call special meetings may fix any place as the special meeting place. Full disclosure of said meeting shall be sent to the full membership of SDA. Special Board of Directors or
ExCom meetings may be held by telephone conference or other electronic means, if convened in accordance with Section 10.3. The voting strength shall be the Delegates present. Each shall be entitled to one (1) vote.

Section 10.3 – Board of Directors and/or ExCom Meetings by Telephone Conference and/or Electronic Equipment
The Board of Directors, ExCom, or any designated committee of the Corporation may participate in a meeting by means of a telephone conference or similar communications equipment (computer email, fax, video conference, etc.), provided all persons entitled to participate in the meeting receive proper notice of the meeting in accordance with Section 9.4, and provided all persons participating in the meeting can hear each other at the same time or can verify electronic voting. A Delegate participating in a conference meeting via telephone and/or electronic equipment is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone and/or electronic equipment. The chairperson of the meeting shall appoint a person to take minutes and attendance of the meeting before any issues at hand are dealt with.

Section 10.4 – Notice of and Waiver of Notice for Special Meetings

10.4.1 Notice: The Corporation’s Executive Director shall give written notice or send an electronic transmission of any special meeting at least fifteen (15) business days before the meeting. The notice shall include the meeting place, day and hour, and business to be addressed at the meeting to take place, and the Executive Director shall receive written confirmation of receipt of meeting notice. If the meeting is to be held by telephone conference (regardless of whether it is regular or special), the Executive Director shall provide instructions for participating in the telephone meeting.

10.4.2 Effective Date: If mailed or issued electronically, notice of any meeting shall be deemed to be effective at the earlier of:

1. the day of electronic issue, or
2. five (5) days after deposited in the United States mail, addressed to the Board of Director’s member’s business office with postage prepaid; or
3. the date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the member of the Board of Directors); or
4. the date when received.

10.4.3 Waiver of Notice: Any member of the Board of Directors may waive notice of any meeting. The waiver shall be in writing, signed by the Board Member entitled to the notice, and filed with the minutes or corporate records. A Board Member’s attendance at a meeting waives the Board Member’s right to object to lack of notice or defective notice of the meeting. This shall be true unless the Board Member, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or agree to take action at the meeting. The Executive Director or Board Member needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special meeting.

Section 10.5 – Quorum

10.5.1 Voting Strength: A majority of the voting strength shall constitute a quorum for ExCom and Board of Directors.
Section 10.6 – Manner of Acting
10.6.1 Required Number to Constitute Act: The act of a majority of the Officers/Delegates present at a meeting at which a quorum is present shall be the act of the Board of Directors. If no quorum is present at a meeting of Officers, the Officers may not take action on any Board matter other than to adjourn the meeting to a later date.

10.6.2 Officer/Delegate Approval: The Corporation shall deem an Officer/Delegate to have approved of an action taken if the Officer/Delegate is present at a meeting of the Board unless:

(1) the Officer/Delegate objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or

(2) the Officer’s/Delegate’s dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) the Officer/Delegate delivers written notice of dissent or abstention to the presiding Officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to an Officer/Delegate who votes in favor of the action taken.

Section 10.7 – Officer Action Without a Meeting
The National Officers may act on any matter generally required or permitted to be resolved by ExCom without actually meeting if all the Officers take the action, and the consent is filed with the records of the Corporation. Action taken by consent is effective immediately, unless the consent specifies a different effective date.

ARTICLE XI. COMMITTEES

Section 11.1 – Committees
11.1.1 Creation of Committees: The National President, with the approval of ExCom, shall appoint the Chair of each committee with the exception of the Nominating and Finance Committees and the Past Presidents’ Council. An ExCom liaison to these committees shall be assigned. Each Committee Chair shall report to the designated ExCom liaison.

11.1.2 Standing and Special Committees:
(1) Annual Meeting Subcommittees: Shall include governance subcommittees, which includes at least:
   a. Minutes Approval Subcommittee: Shall consist of a chair appointed prior to the Annual Meeting and two (2) other members.
   b. Tellers Subcommittee: Shall consist of a chair appointed prior to the Annual Meeting and two (2) other members.

(2) Awards Committee: Shall consist of Awards Chair and at least one (1) other member.

(3) Bylaws Committee: Shall consist of Bylaws Chair and other members as determined by the Committee Chair and ExCom.

(4) Certification Committee: Shall consist of the Chair and other members as determined by the Committee Chair and ExCom.
(5) **Education Services Committee (ESC):** Shall consist of ESC Chair and other members as determined by the Committee Chair and ExCom.

(6) **Finance:** The Chair of this committee shall be the National Treasurer by virtue of the office they hold, and two members.

(7) **Membership Committee:** Shall consist of Membership Chair and other members as determined by the Committee Chair and ExCom.

(8) **Nominating:** The Chair shall be the Immediate Past President and other members as determined. The Executive Director(s) and the President-Elect shall serve as non-voting, ex-officio members of the committee.

(9) **Past Presidents' Council:** The Chair of the committee shall be the Immediate Past President. This committee shall consist of all National Past Presidents who remain a member of SDA in accordance with Article VII.

(10) **Other Committees:** The National President shall appoint Standing or Special Committees as ExCom shall from time-to-time deem necessary and approved by all members of ExCom, to carry on the work of SDA.

11.1.3 **Selection of Members:** Chairs shall appoint members to their committees and shall report respective members’ names to National Headquarters within thirty (30) days following the Annual Convention.

11.1.4 **Required Procedures:** Sections 10.1, through to Section 10.7, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board of Directors, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings, report monthly to ExCom and annually to the Board of Directors. The committees are subject to all the procedural rules governing the operation of the Board itself.

11.1.5 **Authority:** Each committee may exercise only the authority as directed by the Board of Directors. A committee may not:

1. approve the dissolution, merger, sale, pledge, or transfer of all or substantially all of the Corporation’s assets

2. elect, appoint, or remove Officers or fill vacancies on the Board of Directors

3. adopt, amend, or repeal the Articles of Incorporation or Bylaws.

**ARTICLE XII. DISSOLUTION, DISCONTINUANCE (SUSPENSION)**

**Section 12.1 – Notification of Secretary of State**
The Secretary of the Corporation shall notify the Secretary of the State of Washington when dissolution, indemnification, merger, removal of Directors, or the sale of assets (as defined in the State of Washington Nonprofit Corporation Act RCW 24.03.245) occurs. The Executive Director shall deliver notice in the manner required by each event and cooperate with the Secretary of State in providing necessary information.

12.1.1 **Final Dissolution of the Corporation:**

1. In the event of final dissolution in accordance with RCW 24.03.220 of the Washington Nonprofit Corporation Act, ExCom shall adopt a resolution recommending that the Corporation be dissolved, and directing that question of such dissolution be
submitted to a vote at a meeting of the Board of Directors. Notice of such meeting shall be in the form of a record stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the Corporation, shall be given to each member entitled to vote at such meeting, with the time and date of the meeting. A resolution to dissolve the Corporation shall be adopted upon receiving at least a two-thirds (2/3) vote, of which members present at such meeting are entitled to vote.

(2) Upon the adoption of such resolution by the Board of Directors, the Corporation shall cease to conduct its affairs except insofar as may be necessary for the winding down thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Corporation, to the Attorney General with respect to assets subject to RCW 24.03.225.(3) to the Department of Revenue, and to the Washington Secretary of State for the filing of the Article of Dissolution, and shall proceed to liquidate its assets and apply and distribute the proceeds as provided in these Bylaws.

(3) The Executive Director shall file with the Washington Secretary of State the Articles of Dissolution. If the Corporation intends to dissolve at or before the time the Executive Director delivers Articles of Dissolution to the Secretary of State. The notice shall include a copy or summary of the plan of dissolution.

(4) The Corporation shall not transfer or convey assets as part of the dissolution process until twenty (20) days after the Executive Director has given the written notice to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.

(5) Upon dissolution of the Corporation, any funds or other assets remaining after payment of all obligations of SDA shall be distributed to accomplish its purposes, to any other allied trade or professional association or society that is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or for charitable purposes, or to any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

12.1.2 Indemnification: The Executive Director of the Corporation shall give the Attorney General written notice of its proposed indemnification of the Officers and Director(s). The Corporation may not indemnify the Officers and Director(s) until twenty (20) days after the effective date of the written notice.

12.1.3 Removal of Directors: The Executive Director of the Corporation shall give written notice to the Attorney General if the Corporation commences a proceeding to remove any Director by judicial proceeding.

12.1.4 Sale of Assets: The Executive Director of the Corporation shall give written notice to the Attorney General twenty (20) days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the Corporation a written waiver of this subsection.

12.2 Procedure for Dissolution or Discontinuance (Suspension) of an Existing Chapter: Written notice from the President or authorized acting Officer or Member of an existing Chapter shall be mailed to the members of ExCom and National Headquarters of the
Chapter’s intent to temporarily suspend operations or dissolve. Satisfactory explanation of reasons for such action shall be contained in the notice. ExCom shall, within thirty (30) days of receipt of such notice, consider the request and notify the Chapter either of its pending agreement with the request, or state reasons for denial of the request along with suggestions for remedial action in order to preserve the Chapter, either as an entity or by absorption of its members into another Chapter.

Upon receipt of notice from ExCom, the existing Chapter shall consider this notice, both on a Board level and membership level. Within sixty (60) days of receipt of notice from ExCom, the Chapter will hold an election to temporarily suspend operations or dissolve. If such election results in a two-thirds (2/3) vote of members in good standing voting to temporarily suspend operations or dissolve, the Chapter shall again notify all members of ExCom and National Headquarters.

12.2.1 Temporary Suspension:
(1) If the proposed action is to suspend the Chapter temporarily (a period not exceeding three (3) years), the Chapter shall render an annual financial report of assets and liabilities and satisfactory proof of their having satisfied obligations to the Internal Revenue Service and local State taxing authorities. The remaining funds shall be surrendered to National for deposit in a custodial account pending reactivation of the Chapter. ExCom shall be notified of the Chapter’s Interim Custodian and address so that periodic contact may be maintained. The Chapter’s Minute Books and official documents shall be delivered to SDA National Headquarters for safekeeping until reactivation occurs.

(2) Upon the Chapter having satisfactorily discharged all suspension processes, ExCom shall grant said Chapter a suspension notice, and the SDA National Headquarters shall notify the membership of said action, including name and address of temporary Chapter Custodian.

(3) Reactivation shall be handled the same as a new Chapter applying for membership in the organization (Section 6.4) and in addition, said Chapter shall be on a probationary period of at least one (1) year or more as determined by ExCom. Upon having approved reactivation, funds in the custodianship of SDA National shall be remitted to the reactivated Chapter.

12.2.2 Dissolution
(1) If the proposed action is to dissolve the Chapter, the Chapter shall include in its notice to ExCom and National Headquarters the results of voting, along with its program for dissolution, a financial report of assets and liabilities and its proposed program for distribution of said remaining funds and assets to a non-profit organization in accordance with its approved Bylaws.

(2) The Chapter shall furnish satisfactory proof of their having satisfied obligations to the Internal Revenue Service (having filed final return, discontinued Federal Identification Number) and to the State taxing authority, if any. If incorporated in the State, proper notice shall be given to State authorities of dissolution, as well as to SDA National Headquarters.

(3) Upon dissolution of the Chapter, any funds or other assets remaining after payment of all obligations of the Society shall be distributed to accomplish its purposes, to any other allied trade or professional association or society that is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or for
charitable purposes or to any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

(4) Chapter Minute Books and official records shall be surrendered to the SDA National Headquarters for safekeeping. The Chapter shall return to the SDA National Headquarters all National guides, programs and data of whatever nature distributed by National to the Chapter. Upon the Chapter having satisfactorily discharged all dissolution processes, ExCom shall grant said Chapter a discharge notice. SDA National Headquarters shall notify the membership of said action.

12.2.3 Membership Disposition
Members of a dissolved or discontinued Chapter may request transfer to a Member-at-Large status or request assignment to another Chapter.

12.2.4 Absorption of Members Into Another Chapter: Any members requesting assignment to another Chapter shall pay to said Chapter required additional dues and fees applicable to the Chapter’s current fiscal year. Proper notice of transfer of said members shall be made to SDA National Headquarters.

12.2.5 Merger: Due to the complexity of tax regulations, no Chapter mergers shall be allowed.

12.2.6 A Chapter in Process of Suspension or Dissolution:
Relinquishes the vote of its President as Director of SDA although it may have a member in attendance at the Annual Convention as an observer, but not as a voting delegate participant.

12.2.7 ExCom Request for Suspension:
(1) ExCom may have the option to suspend or dissolve a Chapter for good cause, if the proposed Chapter has not held a yearly Chapter election before the end of the fiscal year, no new members are joining said Chapter, or existing members are not renewing, or the Chapter Affiliation Agreement obligations are not being met. ExCom shall vote to confirm its decision; a two-thirds (2/3) affirmative vote being required to confirm said action.

(2) National Headquarters shall advise the Board of Directors and Committee Chairs concerning status of said Chapter to effect revisions of all records and mailings of all kinds.

ARTICLE XIII. INDEMNIFICATION OF NATIONAL DIRECTOR(S), OFFICERS, AGENTS, AND EMPLOYEES

Section 13.1 – Indemnification
The Corporation shall indemnify the National Director(s), Officers, Agents and Employees of the Corporation in the manner and to the full extent in the Washington Nonprofit Corporation Act RCW 24.03.035(14), as now exists or hereafter amended. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any written agreement, recorded vote of ExCom or any provision of these Bylaws. The National Director(s), Officers, Agents and Employees of the Corporation shall be fully indemnified individually in making or refusing to make any
payment or in taking or refusing to take any other action under this Article XIII in reliance upon the advice of counsel.

ARTICLE XIV. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 14.1 – Contracts
The Executive Committee of SDA may authorize the Executive Director, any national Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instruments with approval of ExCom.

Section 14.2 – Loans
The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless ExCom authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation’s indebtedness unless ExCom authorizes the issuance by resolution. The authorization may be general or specific.

Section 14.3 – Checks, Drafts, Etc.
ExCom shall authorize by resolution, which Officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes, or other evidence of indebtedness. ExCom shall also determine by resolution the manner in which these documents will be signed and issued.

Section 14.4 – Deposits
The Executive Director of the Corporation shall oversee the deposit of all funds of the Corporation in banks and other depositories; ExCom shall authorize by resolution the exact location of the banks and depositories.

ARTICLE XV. PROHIBITED TRANSACTIONS

Section 15.1 – Prohibited Transactions
15.1.1 Prohibition Against Sharing in Corporation Earnings: No Director, Officer, employee, committee member, or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this shall not prevent the Corporation’s payment to any person reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as determined by ExCom.

15.1.2 Other Prohibitions: Neither the Corporation, nor its Director(s), nor its Officers have any power to cause the Corporation to do any of the following with Related Parties:
   (1) make any substantial purchase of securities or other property for more than an adequate consideration in money or money’s worth;
   (2) sell any substantial part of its assets or other property for less than an adequate consideration in money or money’s worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a Corporation directly or indirectly controlled by the person giving.
Section 15.2 – Prohibited Activities
Notwithstanding any other provisions of these Bylaws, no Director, Officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

Section 15.3 – Corporate Funds Used For Indemnification
Corporate funds may be used to benefit Officers and Director(s) by way of indemnification, but only if such indemnification is authorized by Article XIII of these Bylaws.

ARTICLE XVI. PARLIAMENTARY AUTHORITY

Section 16.1 Parliamentary Authority
Robert’s Rules of Order Newly Revised shall govern the proceedings of SDA in all cases not provided for in these Bylaws or Standing Rules. A Registered or Certified Parliamentarian may be retained for the Annual Meeting at the discretion of ExCom.
ARTICLE XVII. AMENDMENTS

Section 17.1 – Amendments
These Bylaws may be amended at any Annual Meeting where a quorum is present and any Special Meeting of the Board of Directors in accordance with Section 10.2.

Section 17.2 – Amendment with Notice Before the Annual Meeting
By a two-thirds (2/3) vote, provided the proposed amendment shall have been submitted to the Board of Directors forty-five (45) days prior to the vote.

Section 17.3 – Amendment with No Notice Before the Annual Meeting
By a three-fourths (3/4) vote, provided fewer than forty-five (45) days’ previous notice has been given to the Board of Directors.

Section 17.4 – Amendment at a Special Meeting of the Board of Directors
By a three-fourths (3/4) vote, provided previous notice and waiver of notice has been given in accordance with Section 10.4.

ORIGINAL BYLAWS ADOPTED: May 14, 1975

Bylaws Amendments Adopted:
May 21, 1975
May 5, 1976
June 8, 1977
June 6, 1979
June 1, 1980
May 17, 1981
June 9, 1982
May 25, 1983
May 9, 1984
June 12, 1985
June 9, 1986
June 22, 1987
May 16, 1988
May 8, 1989
May 21, 1990
May 20, 1991
June 20, 1992
June 19, 1993
May 14, 1994
May 6, 1995
May 11, 1996
May 16, 1998
May 8, 1999
May 6, 2000
May 19, 2001
May 12, 2002
June 12, 2004
May 20, 2005
June 10, 2006  
May 5, 2007  
May 17, 2008  
September 24, 2009 (per phone conference Board of Directors meeting 9-24-09)  
December 10, 2009 (per phone conference Board of Directors meeting 12-10-09)  
April 16, 2010 (per phone conference Board of Directors meeting 4-16-10)  
February 1, 2011 (per online Board of Directors vote 1-31-11)  
May 3, 2012  
May 16, 2013  
May 8, 2015  
May 14, 2016  
May 19, 2018 Seriatim