



# BY-LAWS OF THE WASHINGTON ASSOCIATION OF SCHOOL BUSINESS OFFICIALS

## ARTICLE I ORGANIZATION

Section 1. NAME. The name of this organization shall be the Washington Association of School Business Officials (hereinafter "Association").

Section 2. EMBLEM AND SEAL. The Board of Directors of the Association (hereinafter "Board") shall regulate the use of the emblem and the official seal.

Section 3. AFFILIATION. The Association shall be the organization in Washington affiliated with the Association of School Business Officials International.

Section 4. FISCAL YEAR. The fiscal year of the Association shall begin on the first day of July and end on the last day of June.

Section 5. AUDIT AND FINANCIAL REPORTS

- (a) The Secretary-Treasurer shall render such financial reports as may be directed by the Board of Directors.
- (b) The Board of Directors shall appoint a certified public accounting firm to audit the financial records of the Association each fiscal year.
- (c) The Executive Director shall publish the auditor's annual financial statement summary for the membership.

Section 6. CODE OF ETHICS

The Washington School Business Official acknowledges that the schools belong to the public they serve for the purpose of providing educational opportunities to all. The Washington School Business Official's actions will be viewed and appraised by the community, professional associates, and students.

Therefore, the Washington Business Official shall maintain standards of exemplary conduct. To these ends, the Washington School Business Official subscribes to the following code of ethics:

The Washington School Business Official:

- Makes the wellbeing of students the fundamental value in all decision making and actions.
- Supports the principle of due process and protects the civil and human rights of all individuals.
- Obeyes local, state, and national laws and will adhere to the Code of Conduct, Chapter 181-87 Washington Administrative Code.
- Exhibits commitment to implementing the policies, rules, and, regulations of the governing board.

- Pursues stewardship of school resources, ensures full disclosure of relevant information, and refrains from using the position for personal gain.
- Pursues appropriate measures to correct misuse of school funds, property, or authority.
- Fulfills professional responsibilities with honesty and integrity.

## **ARTICLE II PURPOSES**

The purpose for which the corporation is formed is to engage only in educational, scientific, charitable, and lobbying activities within the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or as Section 501(c)(3) may be amended. To accomplish this exclusive purpose, the Association may engage in the following:

- (a) Provide the means whereby those engaged in the business administration and operations of the schools of Washington State can meet and discuss and study all phases of school business administration.
- (b) Cooperate with any organization for the betterment of education.
- (c) Strive constantly for the highest standards of ethics, efficiency, and economy in business methods and practices.
- (d) Serve in an advisory and consultant capacity in school districts and other organizations in matters relating to school business administration.
- (e) Work for the improvement of skills and abilities of school business officials.
- (f) Conduct, sponsor, or join with others in conducting or sponsoring research or training in all areas of school business management and administration of schools and operations.
- (g) To communicate with any member or employee of a legislative body or with any government official or employee who may participate in the formulation of legislation.
- (h) The foregoing purposes shall be construed as both objects and powers.

## **ARTICLE III MEMBERSHIP**

### Section 1.

Membership in the organization shall consist of:

- (a) Active Members - A voting active membership shall be open in the categories listed below.
  1. School employees directly concerned with the business administration and operations of schools, public or private, in Washington State.
  2. Officials and employees of educational service districts, the Office of the Washington State Auditor, the Washington School Information Processing Cooperative, the Office of Superintendent of Public Instruction, and other organizations who are particularly concerned with the business administration and operations of schools in Washington State.
  3. Employees of the colleges and universities in Washington State who are particularly concerned with the business administration and operations of schools.
- (b) Associate Members - A non-voting associate membership shall be open in the categories listed below. Annual membership application is required.
  1. Retired Association members. Annual dues will be waived.
  2. College student currently enrolled in business administration. Annual dues are to be one-fourth of the active member amount.
  3. Vendor affiliate. Annual dues will be in an amount determined from year to year by the Board of Directors and shall coincide with the fiscal year.
  4. Honorary members. Retired past presidents may remain a member of the Association with all dues requirements waived.

- Section 2. Members shall be admitted to membership as follows:
- (a) By meeting the qualifications stated in Article III, Section 1; and
  - (b) By payment of dues as prescribed in Article X.

## **ARTICLE IV OFFICERS**

- Section 1. (a) The officers of the Association shall be a President, a President-Elect (who shall be Vice President of the Association), an Immediate Past President, and a Secretary-Treasurer.
- (b) The President-Elect shall serve for three (3) years: the first year as President-Elect, the second year as President; and the third year as Immediate Past President.
- (c) The Secretary-Treasurer shall be elected for a three (3) year term.
- Section 2. (a) The term of office shall be from the adjournment of one annual meeting to the adjournment of the next succeeding annual meeting, except as herein before provided; or until their successors have been elected.
- Section 3. (a) The President shall be the executive officer of the Association, preside over all business meetings, be an ex-officio member of all committees, and perform such other duties as usually pertain to the office of the President.
- (b) The President-Elect shall be a Vice-President of the Association. The President-Elect shall assume the duties and responsibilities of the President in the President's absence and assume all other duties as usually pertain to the office of the President-Elect.
- (c) The Immediate Past President shall serve as the chair of the Nominating Committee, receive nominations for the "John Jenft Outstanding Service to K-12 Education Award," ensure that the Board follows Roberts Rules of Order, and prepare By-Laws and policy changes for presentation to the membership and Board of Directors.
- (d) The Secretary-Treasurer shall oversee the collection of all monies due the Association and the depositing of the same in the official depository of the Association, which will be named from year to year by the Board of Directors. The Secretary-Treasurer shall ensure an accurate accounting of all revenues and expenditures that the Association incurs, make an annual report of the same to the membership, and serve on the Association Audit Committee, which committee's responsibilities will be defined by Association policy. The Secretary-Treasurer will have monthly financial oversight duties as defined by Association policy. The Secretary-Treasurer will ensure that the Board receives an accurate report of the investment portfolio at every Board meeting and will be responsible to review the Board minutes and agenda for all Board meetings for accuracy. In addition, the Secretary-Treasurer shall monitor the maintenance of the membership records, the proceedings of all meetings of the Association, and the minutes of all meetings of the Board. The Secretary-Treasurer shall also perform the usual duties that pertain to the office of the Secretary-Treasurer.
- Section 4. (a) In such case as the office of the President-Elect is vacated, an election must be conducted by the current Nominating Committee by mail and email or other method of electronic voting for the vacated position, within thirty (30) days after the date of vacancy. Any electronic voting shall be subject to the provisions of Article IX, Section 3.
- (b) If time does not allow for completion of an election by mail prior to sixty (60) days before the annual meeting, the election will be held at the annual meeting.

## **ARTICLE V BOARD OF DIRECTORS**

- Section 1. (a) The Board of Directors shall consist of the officers stated in Article IV, nine (9) members-at-large who shall be elected for three (3) year terms, and the Executive Director (a non-voting member).
- (b) Each member-at-large of the Board shall represent Association members of one of the nine educational service district regions.
- (c) On a triennial schedule, the members-at-large from each region shall be elected in the following rotation:
- 2019 – ESD 113, ESD 114, ESD 121
  - 2020 – ESD 101, ESD 123, ESD 189
  - 2021 – ESD 105, ESD 112, ESD 171

This cycle will repeat itself in the above rotation.

- (i) A member-at-large must be employed in the region from which he/she is elected.
- (ii) If a member-at-large terminates employment in the region he/she represents, the member's tenure on the Board of Directors will be terminated, the position declared a vacancy, and the vacancy filled according to Article V, Section 2(c).
- Section 2. (a) Seven (7) voting members of the Board shall constitute a quorum.
- (b) Board members may participate in meeting of the Board or a committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- (c) The Board shall have the power to fill, by appointment, any vacancies in its membership with the exception of the office of President-Elect, heretofore provided for in Article IV, Section 4, which may occur or exist between annual elections. An officer or a member-at-large appointed or elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 3. The Board shall determine the activities of the Association, approve all expenditures, set all fees deemed appropriate, and advise the President in matters of general management of the Association.

Section 4. The Board shall be vested with the power to act in the name of the Association between annual meetings on all matters pertaining to the welfare of the organization. The Board may remove any officer and/or director for cause by an affirmative two-thirds vote of the Board present at any regular or special meeting.

Section 5. It shall be the duty of the Board each year to review possible candidates for the "John Jenft Outstanding Service to K-12 Education Award," and it is empowered, though not required, to select a recipient of said award.

Section 6. The Board shall have the authority to appoint an Executive Director and other staff. The Board shall assign specific responsibilities and delegate appropriate authority to the Executive Director. The Board shall establish staff job descriptions, evaluate staff performance on an annual basis, establish staff compensation, and provide funds for the operation.

Section 7. Board Indemnification

- (a) **Limitation of Liability of an Officer or Director:** No officer or director of the Association shall be personally liable to the Association or its members for monetary damages for any conduct as an officer or director provided, however, that this section shall not eliminate or limit the liability of a director for acts or omissions that involve intentional misconduct by a director, a knowing violation of law by a director, or any transaction from which the director will personally receive a benefit in money, property, or services to which a director is not legally entitled.
- (b) **Indemnification:** Each officer or director shall be indemnified by the Association against all expenses reasonably incurred by him or her in connection with an action, suit, or proceeding to which he or she may be a party defendant or with which he or she may be threatened by reason of his or her having acted pursuant to a resolution of the Board of Directors. An officer or director shall not be indemnified for any matter for which he or she is held liable for intentional misconduct in the performance of his or her duties. The term “expenses” includes legal fees, the amount paid in satisfaction of a judgment, or the amount paid in the settlement of a claim if the settlement is approved by a majority of the members of the Association who are not officers or directors so involved, subject to the approval of the Board. The right of indemnification under this article shall not exclude any other right to which an officer or director may be entitled nor restrict the Association’s right to indemnify or reimburse an officer or director in a proper case even though not specifically provided for herein.

## **ARTICLE VI PROFESSIONAL CERTIFICATION PROGRAM GOVERNING BOARD**

- Section 1. The Board of Directors shall appoint a Board of Governance to administer the Association’s Professional Certification Program (“Program”). Consistent with Association policies and procedures, the Board of Governance shall establish policies, rules, regulations, and committees that pertain to the Program.
- Section 2. The Board of Governance shall consist of:
  - (a) Voting Members:
    - (i) Four (4) Association members appointed by the Association’s Board of Directors. These members shall fill three (3) year overlapping terms. All such Association members shall be professionally certified by the Association.
    - (ii) One (1) member from the current Association Board of Directors, who shall serve a one (1) year term.
    - (iii) One (1) school district superintendent member of the Washington Association of School Administrators (“WASA”) appointed by WASA for a three (3) year term.
    - (iv) One (1) member of the Washington State School Directors Association (“WSSDA”), appointed by WSSDA for a three (3) year term.
  - (b) Non-Voting Ex-Officio Members:
    - (i) One (1) representative from the contracting agency.
    - (ii) The President of the Association.
    - (iii) The Executive Director of the Association.
- Section 3. A Continuing Education Committee composed of members of the Board of Governance shall develop or cause to be developed curriculum and tracks for the specialist certifications. The Association’s Executive Director shall serve as an ex-officio member of the Continuing Education Committee.

## **ARTICLE VII COMMITTEES**

- Section 1. (a) The President of the Association shall be empowered and instructed to appoint and perpetuate standing committees of at least three (3) Association members as is deemed necessary for the proper functioning of the Association.  
(b) Leadership of each committee shall be designated so as to ensure continuity and continuance of the committee.
- Section 2. It shall be the duty of each committee appointed to perform the duties as prescribed by the Board of Directors.

## **ARTICLE VIII MEETINGS**

- Section 1. The Board shall have regular meetings according to a schedule for the subsequent fiscal year established by the Board after the annual meeting of Association members. The Board may also have special meetings on the call of the President, such call to be in writing at least ten (10) days before the date of the meeting.
- Section 2. Unless otherwise ordered by the Association or the Board of Directors, one annual meeting of Association members shall be held at such time and place as shall be determined by the Board. The meeting shall be for the purpose of election of officers, receiving reports of officers and committees, and for any other business that may arise.
- Section 3. The President or the Board of Directors shall be vested with the power to call special meetings of the Association and to designate the date, time, and place of any such meeting, together with the reason for calling such a special meeting; provided, however, that notice of the special meeting to each member entitled to vote at such meeting will occur at least ten (10) days prior to the meeting and will designate the date, time, place, and purpose of the meeting.
- Section 4. A quorum shall be satisfied at any annual or special meeting of the Association when members holding one-tenth of the votes entitled to be cast are present at the meeting. The vote of a majority of the votes entitled to be cast by the members present at a meeting of Association members at which a quorum is present will be necessary for the adoption of any matter voted upon by the members.

## **ARTICLE IX NOMINATIONS AND ELECTIONS**

- Section 1. The officers and Board members-at-large shall be elected at the annual meeting of the Association. Only active members are eligible to vote.
- Section 2. A Nominating Committee consisting of the Immediate Past President, President, and President-Elect shall submit a slate of candidates, including at least one name for each vacancy to be filled.
- Section 3. Active members may vote on candidates for officers or Board members or proposal in person at a regular or special meeting, by mail, or by email or other approved form of electronic transmission, provided that 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. The Board shall authorize a means of email or other electronic voting only if the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized balloting, and in the event that the Association has designated an address, location, or system to which the ballot may be transmitted and

the ballot is transmitted 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, provided that the mail or electronic vote is received during the regular or special meeting or an appropriate voting time window established by the Board.

**ARTICLE X  
ANNUAL MEMBERSHIP DUES**

- Section 1. Annual membership dues shall be in an amount as determined by the Board of Directors from year to year.
- Section 2. Membership dues shall automatically be included with conference fees when members register for the annual conference. Those dues will apply to the next fiscal year (July 1 through June 30) and will be a mandatory requirement.
- Section 3. Invoices for membership dues will be issued to all members who do not physically attend the annual conference, and said dues shall be payable upon receipt of the invoice.

**ARTICLE XI  
RULES OF ORDER**

- Section 1. Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the By-Laws.

**ARTICLE XII  
BY-LAW AMENDMENTS**

- Section 1. An amendment or alteration of the By-Laws of the Association may be adopted by a two-thirds vote of the Association members present at any annual meeting. Members voting by mail or electronic transmission are present for an annual meeting, as specified in Article IX, Section 3.

**ARTICLE XIII  
DISSOLUTION**

- Section 1. The Association is not organized for the pecuniary profit of its directors, officers, or members. The Association may not issue stock or declare or distribute dividends. No part of the Association's net income shall inure to the benefits of any director, officer, or member. Any balance of money or assets remaining after the full payment of corporate obligations of all and any kinds shall be disbursed per Article VI, Articles of Incorporation, as amended July 15, 1977.

Adopted at the Board of Directors meeting of the above named corporation, this fifth day of March, 1968.

**HISTORY OF AMENDMENTS:**

<i>Approved March 5, 1968</i>	<i>Revised November 13, 1969</i>
<i>Revised November 15, 1974</i>	<i>Revised November 14, 1975</i>
<i>Revised November 18, 1977</i>	<i>Revised May 8, 1981</i>

<i>Revised May 6, 1983</i>	<i>Revised May 3, 1985</i>
<i>Revised May 5, 1989</i>	<i>Revised May 19, 1992</i>
<i>Revised May 14, 1993</i>	<i>Revised May 11, 1995</i>
<i>Revised May 9, 1996</i>	<i>Revised May 14, 1998</i>
<i>Revised June 30, 1999</i>	<i>Revised May 6, 2004</i>
<i>Revised May 3, 2007</i>	<i>Revised May 10, 2018</i>
<i>Revised May 29, 2020</i>	

**SUMMARY OF AMENDMENTS:**

Article IV, Section 1 (b), (f) and (g). Revised November 13, 1969, by resolution at the annual meeting.

Article VII, Section 2. Revised November 15, 1974, by unanimous vote of the membership at the annual meeting.

Article II (b). Revised by Resolution No. 1 receiving a unanimous vote at the annual meeting on November 14, 1975.

Article II (d). Revised by Resolution No. 2 receiving a unanimous vote at the annual meeting on November 14, 1975.

Article VIII, Section 2. Revised November 18, 1977, by unanimous vote of the membership at the annual meeting.

Article VIII, Section 2. Revised May 8, 1981, by unanimous vote of the membership at the annual meeting. Change to be effective January 1, 1982.

Article IV, Section 1 (a) and add new Section 8. Revised May 6, 1983, by two-thirds vote of the members present at the annual meeting.

Article II, Section 1 (d). Revised May 6, 1983 by two-thirds vote of the members present at the annual meeting.

Article II, Section 1 (d) 3. Revised May 3, 1985 by two-thirds vote of the members present at the annual meeting.

Article VIII, Section 1. Revised May 3, 1985 by two-thirds vote of the members present at the annual meeting.

Restructure/Revision of organization and By-Laws May 5, 1989 by two-thirds vote of the members present at the annual meeting.

Article IV, Section 3 (c) plus all references to Executive Secretary changed to read "Executive Director", May 19, 1992 by two-thirds vote of the members present at the annual meeting.

Article III, Section 1 (b) 3. (Membership Dues) and

Article VI, Section 1 (a) 15 and 16. (Committees) Revised May 14, 1993 by two-thirds vote of the members present at the annual meeting.

Article II, Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article IV, Section 1 (b), Section 3 (c), (d), Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article V, All references to "Executive Committee" changed to read "Board of Directors", Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article VI, Changed to "**Professional Certification Governing Board,**" **Sections 1, 2, and 3,** Added by unanimous vote of the membership at the annual meeting May 11, 1995.

Previously numbered Articles changed as follows, by unanimous vote of the membership at the annual meeting May 11, 1995.

Article VI - Committees <b>changed to</b>	Article VII - Committees
Article VII - Meetings <b>changed to</b>	Article VIII - Meetings
Article VIII - Nominations and Elections <b>changed to</b>	Article IX - Nominations & Elections
Article IX - Revenue <b>changed to</b>	Article X - Revenue
Article X – Rules of Order <b>changed to</b>	Article XI - Rules of Order
Article XI - Amendments <b>changed to</b>	Article XII - Amendments
Article XII- Dissolution <b>changed to</b>	Article XIII - Dissolution

Article VII - Committees, Section 1 (a); Section 2 Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article VIII - Meetings, Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article X - Revenue, Section 1, Section 2, Revised by unanimous vote of the membership at the annual meeting May 11, 1995.

Article I - Section 6 - Code of Ethics - added by unanimous vote of the membership at the Annual Meeting May 9, 1996.

Article IV - Section 1(a), Section 1(c) and Section 3(d) modified and Section 3(e) deleted by unanimous vote of the membership at the Annual Meeting May 9, 1996.

Article V - Section 2(h) modified by unanimous vote of the membership at the Annual Meeting May 9, 1996.

Article V – Section 2(a) modified by unanimous vote of the membership at the Annual Meeting May 14, 1998.

Article V – Section 3 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article V – Section 6 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article V - Section 9 added by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article VI – Section 2 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article VII – Section 1 modified by unanimous vote of the membership at the Annual Meeting May 14, 1998

Article IV - Section 1(c) modified by majority mail vote of the members, concluded on June 30, 1999.

Article IV - Section 1(a) modified by majority mail vote of the members, concluded on June 30, 1999.

Article V - Section 1(b) modified by majority mail vote of the members, concluded on June 30, 1999.

Article V – Section 3 modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 4 – replaced by Article VIII, Section 3 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 5 – replaced by Article VIII, Section 2 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 6 – renumbered to Article V, Section 4 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 7 – renumbered to Article V, Section 5 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 8 – renumbered to Article V, Section 6 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article V – Section 9 – renumbered to Article V, Section 7 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article VII – Section 1 – modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article VIII – Section 2 - modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article VIII – Section 3 – renumbered to Article VIII, Section 4 by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X retiled form Revenue to Annual Membership Dues by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X – Section 1 modified by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article X – Section 2 modified by unanimous vote of the membership at the Annual Meeting, May 6, Article X – Section 3 added by unanimous vote of the membership at the Annual Meeting, May 6, 2004

Article IV – Section 3(c) modified by majority vote of the members attending the Annual Meeting, May 3, 2007. Effect: Renames the Outstanding Service Award

Article V – Section 5 modified by majority vote of the members attending the Annual Meeting, May 3, 2007. Effect: Renames the Outstanding Service Award

Article IX – Section 2 modified by majority vote of the members attending the Annual Meeting, May 3, 2007. Effect: Authorizes a slate of candidates rather than two nominations for each position.

Article V – Section 1 modified by unanimous vote of the membership at the Annual Meeting May 10, 2018. Effect: Authorizes Board Director Region alignment with ESD Regions.

Article V – Section 2 modified by unanimous vote of the membership at the Annual Meeting May 10, 2018.

Restructure/Revision of By-Laws May 7, 2020, by two-thirds vote of the members present at the annual meeting.

Attest:

\_\_\_\_\_  
Secretary-Treasurer

\_\_\_\_\_  
Date

Print Name