

**WASHINGTON COLLECTORS ASSOCIATION BY-LAWS**  
**as amended May 16, 2014**

**ARTICLE I**

MEMBERSHIP

Section 1 - **CLASSES OF MEMBERSHIP**

Unless otherwise provided by these By-laws, membership in any class shall be conferred by the Executive Board, and no class of Member other than Company Member and Branch Office Member shall be entitled to vote, but said Members shall be entitled to register for all meetings of the Association. There shall be the following classes of membership:

- (1) **COMPANY MEMBER:** Any person, partnership, joint venture, firm, corporation, or other entity operating from an office located in the State of Washington that performs services related to accounts receivable management, such as debt collection, asset buying or legal services, that is in full compliance with any applicable state licensing requirements, and who subscribes to and practices the Code of Ethics and Professional Responsibility and the Code of Operations adopted by the members of this Association in the State of Washington may become a Company Member of the WASHINGTON COLLECTORS ASSOCIATION. Concurrent membership in ACA International and the WASHINGTON COLLECTORS ASSOCIATION is a requirement of Company Membership.
- (2) **BRANCH OFFICE MEMBER:** Any person, partnership, joint venture, firm, corporation, or other entity that has at least one active membership in the WASHINGTON COLLECTORS ASSOCIATION and is a holder of a Branch Office license, if applicable, in the State of Washington. Concurrent membership in ACA International and the WASHINGTON COLLECTORS ASSOCIATION is a requirement of Branch Office Membership.
- (3) **CREDIT REPORTING MEMBER:** Any person, partnership, joint venture, firm, corporation, or other entity engaged in the business of providing consumer and/or commercial credit reports, but not engaged in the collection of past due accounts.
- (4) **HONORARY MEMBER:** A natural person, not currently affiliated with an active Member.
- (5) **ASSOCIATE MEMBER:** There shall be special categories of membership in this Association known as Creditors International Members, out-of-state ACA International Company Members, or any other recognized ACA International member category. Any person or entity who maintains a membership in ACA International as a Creditors International Member, a Company Member in

another state, or any other recognized ACA International member category may become a member of this category by making application which certifies:

(A) They are a member in good standing of ACA International as a Creditors International Member, a Company Member in another state, or any other recognized ACA International member category; and

(B) They agree to be bound by the Association's By-laws and Code of Ethics and Professional Responsibility.

- (7) **AFFILIATE MEMBER:** Any person, partnership, joint venture, firm, corporation or other entity wishing to join as an Affiliate Member.

## Section 2 –**COMPANY MEMBERSHIP, REPRESENTATIVE, REPRESENTATIVE WITH VOTING RIGHTS CONSTRUED:**

The company holds the Membership for Agency Members and Branch Office Members. A Representative of the Member may be the owner, partner, managing member or corporate officer. A Representative with voting rights may be appointed by the Member. There shall be only one such person for each membership, and a Representative can cast only one vote (i.e., a Company Member and a Branch Office Member cannot share a single Representative). The Representative may be changed between Annual Business sessions. Responsibility for notifying the WASHINGTON COLLECTORS ASSOCIATION of the Representative's identity lies with the Member either by writing to the secretary or notifying the secretary at the annual business meeting or any special meeting.

## Section 3 - **INTERNATIONAL AFFILIATION**

Means the Member is affiliated with the international organization known as ACA International.

## **ARTICLE II**

### DUES

#### Section 1 - **AMOUNT:**

Dues of Company Members and Branch Office Members shall be fixed by the Executive Board upon consulting with the Audit and Budget Committee and shall be subject to ratification of the Representatives at the Annual Business Meeting. A legislative assessment to the membership dues shall be added to WASHINGTON COLLECTORS ASSOCIATION Company Memberships (excludes Branch Office Members) and each employee (including employees of all Branch Office Members and all branch offices that are not Branch Office Members), as fixed by the Executive Board and ratified by the Representatives at the Annual Business Meeting. Dues of Associate Members and Affiliate Members shall be fixed by the Executive Board.

#### Section 2 - **PAYABLE:**

Dues and legislative assessments are payable together with ACA International dues, if applicable, ANNUALLY, IN ADVANCE, NO LATER THAN JANUARY 1 of each year upon presentation of a dues statement. Assessments not contained in the dues statement, investigation fees and delinquent fees are payable when billed.

Section 3 - **DEFINITION OF EMPLOYEE:**

For purpose of this section, an employee is one who works at least twenty (20) hours a week, and has worked for the Member sixty (60) or more hours for three weeks prior to January 1.

Section 4 - **NEW MEMBER DUES:**

New Members shall pay one full year's dues at the time of application. At the next renewal date following the effective date of membership, new Members that joined during the second or third quarter of the fiscal year shall pay an adjusted amount based on their effective date of membership:

- (1) Second quarter of fiscal year: 75% of annual dues of a Member of the same class.
- (2) Third quarter of fiscal year: 50% of annual dues of a Member of the same class.
- (3) Fourth quarter of fiscal year: 100% of annual dues of a Member of the same class. PROVIDED, said payment shall be construed as payment in full for the next fiscal year, but shall not exclude ACA International requirements and if dues are changed, the difference will be dealt with by the applicant and the WASHINGTON COLLECTORS ASSOCIATION.

Section 5 - **SPECIAL ASSESSMENTS:**

The general membership may by majority vote levy a special assessment at any Business Meeting. The Member must pay the assessment within thirty (30) days after being billed or risk expulsion.

Section 6 - **REFUND OF DUES:**

There shall be no refund of dues or fees.

**ARTICLE III**

**GOVERNING BODY**

Section 1 - **EXECUTIVE BOARD** (ALSO KNOWN AS THE "BOARD" OR THE "BOARD OF DIRECTORS"):

The officers of the Board are the President, Vice President, Secretary, Treasurer, Director at Large, Immediate Past President, ACA International Delegates, and National Legislative Representative. The officers of the Board with voting rights ranked in the following order shall be the President, Vice President, Secretary, Treasurer, Director at Large, Immediate Past President, and ACA International Delegates. The board shall consist of Company Members actively engaged in services related to accounts receivable management.

## Section 2 - **POWERS AND DUTIES:**

The Executive Board shall:

- (1) Have general supervision of the affairs of the WASHINGTON COLLECTORS ASSOCIATION between business meetings.
- (2) Fix the hour, place and time; the place and manner of calling; and the manner of conducting its meetings.
- (3) Make recommendations to the Membership to be addressed at the Annual Business Meeting.
- (4) Have general control over officers and standing committees.
- (5) Pass upon application for membership.
- (6) Suspend, or expel, any Member for due cause upon two thirds (2/3) vote of a quorum.
- (7) Hear and determine charges of the Grievance Committee.
- (8) Propose changes in the By-Laws, Articles of Incorporation, and Standard Operating Procedures (SOPs).
- (9) Present any question to the general Membership by electronic mail, mail or fax.
- (10) Make a detailed report of the Executive Board's activities at any business meeting and publish this in the WASHINGTON COLLECTORS ASSOCIATION Bulletin.
- (11) Hold a post-election meeting and other special meetings as called by the President with consent of three (3) additional Directors.
- (12) Perform such other duties as are set forth in the By-Laws, Articles of Incorporation and Standard Operating Procedures (SOPs).
- (13) Inform the general membership of meeting dates, places and times through the WASHINGTON COLLECTORS ASSOCIATION Bulletin.
- (14) Employ such persons as are necessary to perform the WASHINGTON COLLECTORS ASSOCIATION functions - PROVIDED: the employment contract for the lobbyist shall not exceed 2 years.
- (15) Direct authorized compensation of Officers, committee members or employees.
- (16) Address items that relate to Representatives.
- (17) Determine Annual Dues and all fees and assessments for Company Members and Branch Office Members, with consultation of the Audit and Budget Committee, and submit them to the membership at the Annual Business Meeting.
- (18) Waive investigation fees.
- (19) Make rules related to Administration of WAC-PAC.
- (20) Approve legislation before introduction by legislative committee.
- (21) Set advertising rates for WASHINGTON COLLECTORS Bulletin.
- (22) Set dues for Credit Reporting, Associate, and Affiliate Members.

## Section 3 - **PROHIBITIONS:**

The Board or any member thereof shall be subject to the orders of the Membership, and no act shall conflict with the body, the Articles of Incorporation, or the By-Laws. The Board shall make no loans or receive any compensation exclusive of authorized expenditures. Amending the Articles of Incorporation or By-Laws shall be only in the manner set forth herein.

## Section 4 - **ORDER OF BUSINESS:**

The order of business shall be:

- (1) Calling of the roll.
- (2) Reading of the minutes.
- (3) Receiving communications.
- (4) Reports of officers.
- (5) Reports of committees.
- (6) Unfinished business.
- (7) New business.

Any question as to the priority of business shall be decided by the chair. However, the order of business may be altered or suspended at the Executive Committee Meeting by majority vote. The action of the Executive Board between conventions shall be final and binding unless and until reversed at an annual business meeting or a special business meeting of the Membership.

Section 5 - **PAST PRESIDENT shall:**

- (1) Chair the Grievance Committee as set forth in ARTICLE VII.
- (2) Chair the Nominating Committee as set forth in ARTICLE VII.
- (3) Perform such other duties as authorized by the President, the Membership or the Board.

Section 6 - **PRESIDENT shall:**

Be the Chief Executive Officer. He/She shall be subject to the control of the Membership, the Board, the Articles of Incorporation, these By-Laws, and the laws of the State of Washington.

He/She shall:

- (1) Appoint all standing committees, but must have Board approval.
- (2) Be responsible for scheduling the publishing of the Bulletin.
- (3) Chair all meetings except Unit Meetings.
- (4) May appoint special committees with Board approval.
- (5) Perform duties incidental to the office.
- (6) Be ex-officio member of all committees except nominating committee, but has no committee voting rights.

Section 7 - **VICE PRESIDENT shall:**

- (1) Be the President Elect.
- (2) Conduct meetings in the absence of the President.
- (3) Perform other duties assigned by the Membership, the President, the Articles of Incorporation and these By-Laws.
- (4) Chair the Audit and Budget Committee, and the Membership Committee.

Section 8 - **SECRETARY shall:**

- (1) Conduct meetings in absence of President and Vice President.
- (2) Have charge of the records and correspondence.

- (3) Keep a membership record showing the name, address and Representative of each Member and enter this in the Minute Book.
- (4) Keep a record of termination of any Member including the date and cause of termination and enter this in the Minute Book.
- (5) Perform the duties of the President, Vice President and Treasurer in their absence.
- (6) Make records to any Representative, or attorney of a Member for inspection, for proper use at any time.
- (7) Upon retirement from office, turn over to the successor all records.
- (8) Give notice of, and attend all meetings of this organization and keep records of its doings, conduct all correspondence, and notify persons of committee appointments.
- (9) Furnish each Representative, new Member, officer, committee chairperson, ACA International or any Member upon request, a copy of the Articles of Incorporation and By-Laws.

Section 9 - **TREASURER shall:**

- (1) Have charge of the funds of the WASHINGTON COLLECTORS ASSOCIATION, and pay all debts approved by the Executive Board or the Membership.
- (2) Maintain a checking account. All funds from whatever source shall be deposited in this fund. All payments shall be made from this account upon permission of the Executive Board. PROVIDED: The Executive Board may authorize the investment in securities for the benefit of the Treasury.
- (3) Keep records of all receipts of funds, securities, statements and payments; make this information available to the Audit and Budget Committee; and publish his or her reports in the WASHINGTON COLLECTORS ASSOCIATION Bulletin.
- (4) Advise the Secretary of Default in dues or special assessments or penalties.
- (5) Collect dues by means provided by ACA International in accordance with its procedures.
- (6) Inform the Secretary of the names and offices of the Representatives.
- (7) Make an accounting to the Executive Board, upon request, and the Membership at the Annual Business Meeting.
- (8) Upon retirement from office, turn over to the successor all records after fiscal year end.

Section 10 - **DIRECTOR AT LARGE shall:**

- (1) Chair the Education Committee.
- (2) Have all the rights allowed to membership on the Executive Board.
- (3) Perform such other duties as assigned by the President, the membership, or the Executive Board.
- (4) Be responsible for publication of the Bulletin under the direction of the President.

Section 11 - **ACA INTERNATIONAL DELEGATES:**

- (1) Are in number the sum provided by ACA International.
- (2) Are empowered to represent the WASHINGTON COLLECTORS ASSOCIATION in all matters, including the right to vote at ACA International functions. In the

event any Delegate cannot attend ACA International business meetings, a proxy may, subject to the by-laws of ACA International, be given to another voting representative as appointed by the President, or in his or her absence, the Vice President. ACA International Delegates shall be members of the Executive Board with the right to vote. No ACA International Delegates shall serve more than four consecutive terms. From time to time they shall submit a report to the membership by publishing same in Bulletin.

- (3) Are Company Members actively engaged in services related to accounts receivable management.

Section 12 - **NATIONAL LEGISLATIVE REPRESENTATIVE shall:**

- (1) Represent the WASHINGTON COLLECTORS ASSOCIATION in national matters.
- (2) Propose and draft national legislation when so directed by the Executive Board, assert influence to oppose detrimental legislation, and keep the Membership informed.
- (3) Submit expenses for approval to the Executive Board.
- (4) Be an ex-officio member of the Executive Board without the right to vote.
- (5) Not serve more than four consecutive terms.

**ARTICLE IV**

**ELECTED POSITIONS**

Section 1 - **DESIGNATION:**

The elected positions shall be the President, Vice President, Secretary, Treasurer, Director at Large, ACA International Delegates, National Legislative Person, and WACPAC Chairperson.

Section 2 - **TERM OF OFFICE:**

The term of office shall be one year. All officers shall assume office when elected and duly installed and shall continue in office until the end of their term unless removed, or until a successor is elected and has taken the oath of office.

Section 3 - **VACANCY:**

If vacancy occurs in any office, the other officers, with their approval shall be elevated and the lower vacant office shall be filled by appointment of the President and approval of the Executive Board for the remaining portion of the term. Provided a vacancy in the office of Immediate Past President shall go unfilled until the next annual business session.

Section 4 - **REMOVAL OF ELECTED OFFICER:**

Any Elected Officer except the Immediate Past President may be removed at any time upon a two-thirds (2/3) vote of the Executive Board. The Membership, at any business meeting may remove from office any Director without cause. The Immediate Past President shall be subject only to elimination of voting rights and removal from committee functions.

Section 5 - **PROHIBITIONS:** The ACA International Delegates shall serve no more than four consecutive one-year terms. The agenda of the meeting shall rest with the board, but shall not conflict with the Articles of Incorporation or the By-Laws.

## ARTICLE V

### ELECTIONS

#### Section 1 – **NOMINATIONS AND ELECTIONS:**

Nomination and election of officers shall be at the annual business meeting, subject to the following provisions:

- (1) **VOTING RIGHTS:** Representatives with Voting Rights are only those who have registered and have paid the registration fee.
- (2) **TERM OF OFFICE:** Officers shall take office upon their election and installation, and shall serve until the next annual convention or until successors are elected.
- (3) **NOMINATIONS FROM THE FLOOR:** May be made by any Voting Representative.

#### Section 2 - **NOMINEES, DUTIES AND FUNCTIONS:**

The Nominees, and their duties and functions, shall be:

- (1) **PRESIDENT** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (2) **VICE PRESIDENT** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (3) **SECRETARY** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (4) **TREASURER** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (5) **DIRECTOR-AT-LARGE** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (6) **NATIONAL LEGISLATIVE REPRESENTATIVE** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (7) **ACA INTERNATIONAL DELEGATES** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (8) **WACPAC CHAIRPERSON** who shall be duly elected; shall be responsible to conduct the affairs of the corporate subsidiary in accordance with the laws of the State of Washington, the rules of the Public Disclosure Commission, and the rules of the Board; and shall make an annual report to the General Membership of the WASHINGTON COLLECTORS ASSOCIATION at the Annual Meeting. The WAC-PAC Chairperson is not a member of the Executive Board.

## ARTICLE VI

### INDEMNIFICATION



Every Officer, Committee Member or Employee of the Association shall be indemnified by the WASHINGTON COLLECTORS ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred upon his/her connection with any proceeding to which he or she may be made a party, or in which he/she may become involved by reason of being or having been an Officer, Committee Member, or Employee of the WASHINGTON COLLECTORS ASSOCIATION, or any settlement thereof, EXCEPT in such cases wherein the defendant is adjudged guilty of misfeasance, malfeasance, or dereliction in the performance of duties. Settlement of the indemnification herein shall apply only when the Executive Board approves such settlement in the best interest of the WASHINGTON COLLECTORS ASSOCIATION.

## ARTICLE VII

### COMMITTEES

#### Section 1 - **GENERALLY:**

- (1) **TYPES.** There shall be two types of committees and they shall be termed standing committees and special committees.

(A) **SPECIAL COMMITTEES:** Special committees may be created by resolution of the Executive Board or by a resolution adopted at any Business Meeting of the Membership. In case of emergency, special committees may be appointed by the President.

(B) **STANDING COMMITTEES:** Standing Committees are created by these By-laws and shall be filled through appointment by the President, with Executive Board approval, unless otherwise stated in these By-laws. Declaration of the committees shall be made at a Post Board Meeting immediately following the Annual Business Meeting.

- (2) **PROHIBITION:** There shall be only one Representative, or Representative with Voting Rights, from any Member on any single committee unless otherwise provided herein.
- (3) **TENURE:** Tenure of any committee shall be identical to that of the President, or when a specific function has been fully addressed.

#### Section 2 – **AUDIT AND BUDGET COMMITTEE:**

Shall consist of the Vice President, Treasurer and a Representative. The Vice President shall be the Chairperson. The committee is charged with the following:

- (1) Preparing an annual budget.
- (2) Proposing dues, fees, assessments and penalties for the next administration, provided there shall be no dues for Honorary Members.
- (3) Auditing books and investments of the current administration.
- (4) Making a report to the Board, with a proposal that the Board submit the findings to the Membership at the annual business session.

- (5) Publishing a report in the first WASHINGTON COLLECTORS ASSOCIATION Bulletin outlining its findings after the annual convention.

### Section 3 - **EDUCATION COMMITTEE:**

Shall consist of the Director at Large who will be the chairperson and up to two (2) additional Representatives. The committee shall be responsible for all educational schools including the setting of dates, places and times. It may acquire instructors, and provide programs. It shall submit expenses and remit tuition to the Treasurer. Education Committee may use schools other than ACA International.

### Section 4 - **GRIEVANCE COMMITTEE:**

- (1) **COMPOSITION:** Shall be the Immediate Past President and up to two (2) Representatives. The Immediate Past President shall be the chairperson.
- (2) **PURPOSE:** Is to consider complaints by any Member when the complaints are presented specifically and in writing.
- (3) **PROCEDURE:** A copy of the complaint shall be served by certified mail, return receipt requested, upon the Grievance Committee's chairman. Upon receipt of the complaint, the chairperson shall notify members of the committee, the adversary Member, and the President, and provide them with a copy of the complaint.
  - (A) The adversary shall be given by the Secretary thirty (30) days to answer the charges in writing and mail the same to the chairperson, who shall consult with the other members of the committee. A written memorandum of the findings shall be sent to the Executive Board by the chairperson. If the complaint cannot be satisfactorily disposed of, the Chairperson of the committee, together with the Executive Board shall hold a formal hearing, at time and place to be determined by the President. Parties shall have at least ten (10) days' notice. Either party may appear in person or by counsel.
  - (B) There shall be no prohibition against appointing a subcommittee to assist.
  - (C) The Committee, or the Executive Board, shall make every possible effort to resolve the matter.
  - (D) Minutes of all meetings, proceedings, and decisions shall become a permanent record of the WASHINGTON COLLECTORS ASSOCIATION.
  - (E) Any decision may be appealed to ACA International for final determination; however if the appeal is not made within thirty (30) days, the decision shall be final.

### Section 5 - **LEGISLATIVE COMMITTEE - STATE:**

- (1) **PERSONNEL:** Shall consist of a Chairperson and up to five 5 additional persons.
- (2) **PURPOSE:** Shall be to keep itself informed of all State legislation that may apply to the Members, and to advise the Membership. Shall supervise the drafting and enacting of such laws that will benefit the members and/or their clients. Shall oppose legislation that would be detrimental to the members.

- (3) **LOBBYIST:** Shall interview, and receive bids from one or more persons for the position of Lobbyist, and present a recommendation to the Executive Board for Lobbyist services.
- (4) **PARTISANSHIP:** Shall be nonpartisan and nonsectarian. No activities shall consist of supporting or defeating any candidate. The prohibition shall not apply to activities to support, compromise, or defeat legislation in the best interest of the WASHINGTON COLLECTORS ASSOCIATION.
- (5) **PROHIBITION:** Shall propose no legislation, either directly or indirectly, without first presenting it to the Board for approval.

Section 6 - **MEMBERSHIP COMMITTEE:**

- (1) **PERSONNEL:** Shall consist of the Vice President as Chairperson and up to two (2) additional Representatives.
- (2) **PURPOSE:** To process membership applications and terminations of membership.
- (3) **PROCEDURE:** The Membership Committee shall process all applications. Applications for membership shall be made on a form provided by ACA International. Completed applications are submitted to ACA International for initial processing and forwarded to the WASHINGTON COLLECTORS ASSOCIATION Membership Committee Chairperson. Each application shall be accompanied by proof of compliance with the membership requirements as provided in these By-laws, and by payment of one year's dues and assessments for ACA International and one year's dues and assessments for WASHINGTON COLLECTORS ASSOCIATION.
  - (A) Upon receipt of completed application forms, the investigation fees and dues and assessments, the Chairperson shall:
    - (i) Notify the members of the committee and the Executive Board of the application.
    - (ii) Notify ACA International if ACA is unaware of the new Member applicant.
    - (iii) Within twenty (20) days the committee shall complete its investigation and shall submit a report to the Executive Board, including its recommendation.
  - (B) Within twenty (20) days of receipt the committee's recommendation, the Executive Board shall approve or deny the application, and notify the applicant and ACA International in writing of membership approval or denial.
    - (i) If the Executive Board denies an application, the written notice shall specify the reason(s) for denial.
    - (ii) If the Executive Board approves an application, it shall instruct the Membership Committee Chairperson to mail or deliver a copy of the By-Laws, Articles of Incorporation and other pertinent information

about WASHINGTON COLLECTORS ASSOCIATION to the new Member.

- (4) **RESUBMITTING APPLICATION:** A rejected applicant for membership may resubmit an application after a waiting period of one (1) year, unless otherwise provided by the Executive Board.
- (5) **UNETHICAL CONDUCT:** Any prospective Member may be denied membership, if its/their conduct will be perceived to bring disrepute upon the WASHINGTON COLLECTORS ASSOCIATION or the collection industry in general, and/or if it/they have demonstrated the inability to comply with the Code of Ethics and Professional Responsibility and the Code of Operations of the WASHINGTON COLLECTORS ASSOCIATION.

(6) **TERMINATION OF MEMBERSHIP:**

When membership is terminated, the Chairperson will notify all members of the Executive Board and ACA International, if necessary. Terminations shall follow ACA International membership termination By-laws on the following conditions:

- (A) Upon discretion of the Executive Board.
- (B) When a company's license in the State of Washington, if applicable, has been revoked or suspended.
- (C) Upon resignation.
- (D) Upon non-payment of dues or assessments.
- (E) Honorary Members at their demise.
- (F) Upon change in ownership. Membership in this Association is not transferable. Upon change of ownership or controlling interest, the membership shall automatically terminate unless the Executive Board holds such termination in abeyance to permit the new owners to apply for membership. There shall be no refund of dues, fees or payments of any kind upon the termination of membership for this reason.

Membership may be conferred upon the new owner or upon a change in the controlling interest only by application as provided above. It shall not be deemed a change of ownership or a change in the controlling interest if a Member office continues to be operated by the spouse or children, immediately following the death, retirement or incapacitation of the family member who previously held controlling interest in the business.

- (G) Upon termination of membership by ACA International.

- (7) **APPEALS:** Any denial-of-membership decision may be reconsidered by the WASHINGTON COLLECTORS ASSOCIATION Executive Board, if a request is made by the unsuccessful applicant within thirty (30) days. Failure to so request shall make the decision final.

**Section 7 - NOMINATING COMMITTEE:**

Shall consist of the Immediate Past President and up to two (2) additional Representatives. The Immediate Past President shall be the chairperson. The committee shall select the nominees and shall publish a list in the WASHINGTON COLLECTORS ASSOCIATION Bulletin at least thirty (30) days, but no more than sixty (60) days, prior to the annual business meeting.

**Section 8 - WAC-PAC COMMITTEE:**

Shall consist of the WACPAC Chairperson and up to two (2) additional persons, and shall be responsible to conduct the affairs of the corporate subsidiary in accordance with the laws of the State of Washington, rules of the Public Disclosure Commission, WAC-PAC Bylaws and rules of the Executive Board. The Chairperson shall make a detailed report to the Membership at the annual business meeting.

**ARTICLE VIII**

**MEETINGS**

**Section 1 - ANNUAL BUSINESS MEETING:**

Shall be held in the months of April, May or June but not closer than fourteen (14) days prior to the ACA International Convention. The meeting shall among other items set the amount of the dues, fines and other penalties; receive reports from elected officials and the committees; and hold general elections for Vice President, Secretary, Treasurer, Director at Large, ACA International Delegates, National Legislative Representative, and WAC-PAC Chairperson.

Nominations shall be made by the Nominating Committee in the manner prescribed in the committee functions; nominations may also be made from the floor. Information relating to the meeting shall be published in the WASHINGTON COLLECTORS ASSOCIATION Bulletin at least thirty (30) days prior to the meeting. The term of office begins when the elected person is duly installed and shall continue until removed, or until a successor is installed at the next annual business meeting.

**Section 2 - SPECIAL BUSINESS MEETING:**

A special Business Meeting may be called by a two-thirds (2/3) vote of the Executive Board or by a petition signed by twenty percent (20%) of the Representatives with Voting Rights.

The Secretary of the Association shall give each Representative at least twenty (20) days' written notice of the time and place of such special session. The President shall call a special session that shall be no less than thirty-five (35) days nor more than ninety (90) days after he or she receives the petition.

NO BUSINESS shall be transacted at any special session except the business specified in the call thereof.

Section 3 - **EMERGENCY MEETING TELEPHONE CONFERENCE:**

The President, or a majority of the voting members of the Executive Board may call a special telephone conference. A quorum shall consist of two-thirds (2/3) of the voting members of the Executive Board and a two-thirds (2/3) vote of those in attendance is required to pass an issue.

Section 4 - **EXECUTIVE BOARD MEETINGS**

Regular meetings of the Executive Board shall be held each year prior to and following the Business Meeting of the membership at the annual convention and at the call of the President and a majority of the Executive Board with Voting Rights.

The President may also call for a vote via mail or other electronic means by giving seven (7) days' notice, and a majority vote shall prevail.

Notice of meetings of the Executive Board shall be published in advance of the date of the meetings.

Section 5 - **ACTION WITHOUT MEETING:**

Any other provisions of these By-Laws to the contrary notwithstanding and so far as may be permitted by law, any action required or permitted to be taken at any meeting of the Executive Board consisting of a quorum may be taken without a meeting if, prior to such action, consent (by voice, mail, facsimile, email or other electronic device) is given by a majority of the Executive Board.

**ARTICLE IX**

**VOTING RIGHTS AND QUORUM**

Section 1 - **VOTING RIGHTS:**

- (1) ANNUAL or SPECIAL BUSINESS MEETINGS. A Representative of a Member with Voting Rights as set forth in ARTICLE I, Section 2, who is duly registered and has paid the registration fee can vote.
  - (A) PROHIBITION. No Member Representative may vote on behalf of more than one membership office.
  - (B) VOTING. Voting by mail or proxy shall not be allowed.
  - (C) ABSENTEE BALLOTS. Absentee ballots will be allowed in accordance with the rules of the Executive Board, if the Representative with Voting Rights has been duly registered and paid the registration fee, but is unable to attend the meeting. The voting shall be limited to nominees only.
- (2) BUSINESS MEETINGS OF THE EXECUTIVE BOARD. Where a quorum is present, any Director in attendance with Voting Rights shall be entitled to one vote.

Section 2 - **QUORUM:**

- (1) At any meeting of the Annual Business Session, or a Special Business Session, no fewer than fifteen percent (15%) of the Representatives with voting Rights shall constitute a quorum.
- (2) Business meeting of the Executive Board shall have a quorum when a majority of the Officers having Voting Rights shall be in attendance unless otherwise stated.

## ARTICLE X

### AMENDMENTS

#### Section 1 - **BY-LAWS:**

- (1) By-laws may be amended at the Annual Business Meeting, or a Special Business Meeting at which a quorum is present, by a majority of Representatives with Voting Rights who are present and have paid the registration fee. PROVIDED: No proposed amendment shall be considered unless it shall first be published in at least one issue of the Bulletin. At least one such publication may not be more than three (3) months or less than thirty (30) days prior to the business meeting considering the proposed amendment(s).
- (2) A Representative with Voting Rights may move to change any part of the amendment(s), and the same shall be changed, providing that there is a second and two-thirds (2/3) of the representatives vote in favor. Said change in the amendment(s) shall not affect the remaining portion of the amendment(s).
- (3) A proposed change is to be presented in its entirety to the Membership showing the Section as it will read.

#### Section 2 - **ARTICLES OF INCORPORATION**

The Articles of Incorporation shall be amended in accordance with RCW 24.03.

## ARTICLE XI

### PARLIAMENTARY PROCEDURE

In all questions of order and parliamentary procedure not covered by these By-Laws, the latest edition of ROBERT'S RULES OF ORDER shall govern. The President may appoint the Parliamentarian.

## ARTICLE XII

### PROPRIETARY RIGHT

There is no means of estimating the value of membership in the WASHINGTON COLLECTORS ASSOCIATION and no Member has any proprietary right therein.

## ARTICLE XIII

## REPEALER

All previous By-Laws, Rules of Conduct, and Code of Ethics of the WASHINGTON COLLECTORS ASSOCIATION are here by repealed.

## **ARTICLE XIV**

### FISCAL YEAR

The fiscal year shall begin the first day of January and end the last day of December of each year.

## **ARTICLE XV**

### CODES OF ETHICS AND OPERATIONS

The WASHINGTON COLLECTORS ASSOCIATION adopts by reference the Code of Ethics and Professional Responsibility and the Code of Operations of ACA International, as amended from time to time and as published in its annual Membership Roster.

## **ARTICLE XVI**

### EFFECTIVE DATE

Effective Date of these revised By-Laws shall be May 16, 2014, upon ratification by the Membership.



## GLOSSARY

ARTICLES OF INCORPORATION (and "Articles"): Means the original Articles of Incorporation and all amendments thereto, and includes articles of merger and restated articles. RCW 24.03.005. This Association was incorporated under RCW 24.03 and the sections following. Where the Articles of Incorporation are inconsistent with a By-Law, the Articles of Incorporation shall be controlling.

BY-LAWS: Means the code or code of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names such rules are designated. RCW 24.03.005 (5). By-Laws, in effect, constitute contract between corporation and its members. Rodruck v. Sand Point Maintenance Comm, 48 Wn 2<sup>nd</sup> 565.

BOARD OF DIRECTORS: Is the another term for the EXECUTIVE BOARD.

CODE OF ETHICS AND STANDARD OPERATING PROCEDURES: Are as published by ACA International.

COMMITTEES: Committees usually do not have the authority of the Executive Board or the Membership and are limited to making recommendations, or executing directions. Robert's Rules of Order.

DELEGATION OF AUTHORITY: AS A GENERAL PRINCIPAL, the BOARD CANNOT DELEGATE ITS AUTHORITY - that is empower a subordinate group to act independently in its name - except as may be authorized in the By-Laws or Articles of Incorporation. Robert's Rules of Order.

EXECUTIVE BOARD: Also is designated as the Board of Directors. Its composition and duties are set forth in the Articles of Incorporation and the By-Laws.

GENERALLY: From Latin word "genus." It relates to the whole kind, class or order. Black's Law Dictionary.

HONORARY: Means an honor, dignitary or trust as distinguished from legal accountability. Black's Law Dictionary.

MALFEASANCE: Means any wrongful conduct that affects, interrupts, or interferes with performance of official duty. Additionally, "malfeasance" in office means commission of an unlawful act. RCW 29.82.010.

MISFEASANCE: Means any wrongful conduct that affects, interrupts, or interferes with the performance of official duty. Additionally, "misfeasance" means the performance of a duty in an improper means. RCW 29.82.010.

PARLIAMENTARIAN: An expert in the rules and usages of a deliberate society. Webster's New Collegiate Dictionary.

PROXY: A proxy is a power of attorney given by one person to another to vote in his stead. The term also designates the person who holds the power of attorney. Black's Law Dictionary.

REPRESENTATIVE: Is a fiction of the law, the effect of which is to put a representative in the place, degree of right of the person, or entity, represented. Black's Law Dictionary. If the Member is a corporation, the Representative must be an officer of the Member corporation. Articles of Incorporation IV.

RCW: Means the Revised Code of Washington.

SPECIAL COMMITTEES: Are committees appointed as the need arises, to carry out a specific task. Robert's Rules of Order.

STANDARD OPERATING PROCEDURES (SOPs): Shall be those as published by ACA International or as adopted by WASHINGTON COLLECTORS ASSOCIATION or its Executive Board from time to time, whether denominated Standard Operating Procedures, Operating Rules, or otherwise.

STANDING COMMITTEES: Are constituted to perform a continuing function and remain in existence permanently. Robert's Rules of Order.

WAC PAC: Is a wholly-owned subsidiary of WASHINGTON COLLECTORS ASSOCIATION, was created under RCW 19.80, and is a Political Action Committee.