

THE BYLAWS
OF THE
WASHINGTON ASSOCIATION
OF SCHOOL ADMINISTRATORS

A Not-for-Profit Washington Organization

ARTICLE I
Name and Purposes

SECTION 1: NAME

The organization shall be named the Washington Association of School Administrators, hereinafter, commonly referred to as WASA.

SECTION 2: PURPOSES

The primary purpose of WASA shall be to promote the instruction and training of school administrators for the improvement and advancement of education and public interest in schools by:

- A. Providing programs specifically designed to train administrators at all levels, preschool through adult education.
- B. Developing programs that will enable Washington State school administrators to become more effective in their roles as educational leaders.
- C. Cooperating and working with teachers, students, and the public so that the needs of learners in the community may be best served.
- D. Disseminating information about the profession of school administration through a communications system of publications, conferences, and various field services.
- E. Providing a unified organization to represent the needs of its membership to the other publics with whom school administrators interact.
- F. Working with the other Washington State administrative organizations as part of the Educational Leadership Team (Washington State School Directors' Association, Association of Washington School Principals, and WASA).
- G. Collaboration with educational policy-making bodies and agencies through training and educational leadership to ensure the continued development of appropriate legislation and adequate fiscal support for the common schools.

ARTICLE II Membership

SECTION 1: ACTIVE MEMBERS

Eligibility to become a WASA Active Member shall be on the basis of active professional involvement and leadership responsibility in education, to include persons whose assignments identify them as performing administrative and/or supervisory responsibilities for at least fifty percent of their assignment. Except for supervisory/administrative employees, no person shall be eligible for Active Membership who is represented by an exclusive bargaining representative.

SECTION 2: SPECIAL MEMBERS

Special Members shall have no voting privileges, nor shall they be eligible to serve as WASA officers, directors, or committee members. Special categories of memberships shall be established by the Board of Directors and include:

A. ASSOCIATE MEMBERS

1. Professors and teachers of school administration or related fields in accredited Washington colleges and universities.
2. Persons who have administrative or supervisory responsibilities, which constitute less than fifty percent of their assignment.
3. Persons whose active status is terminated through a change in job assignment may remain Associate Members for two years.
4. Out-of-state administrators.
5. Executives or representatives of corporate partner businesses that provide education related products or services to WASA and/or member districts.
6. The Executive Director may authorize and grant Associate Memberships to members and employees (directors and assistant directors) of other education associations.

B. DISPLACED MEMBERS

Eligibility for Displaced Membership includes former WASA Active Members who become involuntarily unemployed may receive a special, non-voting membership, without fee for a maximum of two years. Displaced Members may receive a waiver of conference registration fees, assistance with job placement, and other benefits of WASA membership.

C. LIFE MEMBERS

Life Members include individuals who have been WASA Active Members and are drawing a retirement allowance from the state of Washington.

D. HONORARY LIFE MEMBERS

Individuals who have made an outstanding contribution to education in Washington State may be awarded an Honorary Life Membership. WASA Past Presidents and Past Executive Directors are automatically given Honorary Life Membership.

E. STUDENT/INTERN MEMBERS

This membership category includes college graduate students and interns preparing for administration not otherwise eligible for active membership.

SECTION 3: ELIGIBILITY AND TERMINATION

A. ELIGIBILITY DECISIONS

The Board of Directors shall have the sole authority and discretion to determine all questions of eligibility for and termination of individual membership consistent with these Bylaws.

B. GROUNDS FOR TERMINATION

Individual members may be terminated for ineligible membership, failure to pay dues in a timely or approved manner, unprofessional conduct, and such other stipulated causes the Board of Directors may deem sufficient. "Sufficient cause" may include, but not be limited to, conduct or activities tending to undermine the policies, programs, or activities of WASA, or which tend to discredit the entire organization.

C. NOTICE AND HEARING

In the event membership is to be terminated, the Board may refer the case to the Professional Standards and Ethics Committee for review and recommendations prior to taking such action. If the decision is to terminate membership, the Board of Directors shall give written notice to the member setting forth in specific language that the Board intends to terminate membership and the reason(s) for such action. If, within ten days of the mailing or other delivery of the Board's notice, the active member makes a written request through the Executive Director, a hearing shall be granted before the Board within a reasonable period of time. The Board shall determine matters of procedure and evidence. If, at the conclusion of said hearing, the Board deems that sufficient cause exists or if no hearing is requested, the Board may terminate the membership and the Board's decision shall be final.

D. DUES REFUND

In the event of termination of membership, the member shall be entitled to the refund of the unused portion of his/her annual dues prorated to the nearest calendar month.

ARTICLE III Membership Dues

SECTION 1: AMOUNT

- A. Active Members' dues will be three-fourths of one percent (0.75 percent) of the members' annual salary for the preceding year except for first-time members. First-time members' dues will be based on their current salary. For those who become eligible during the membership year, dues shall be prorated based on membership application received from January 1 to June 30.
- B. Associate Members' dues will be twenty-five percent (25 percent) of the average active membership dues for the preceding year rounded to the nearest dollar.
- C. Displaced Members may have dues waived for a maximum of two years with the approval of the Executive Director.
- D. Life Members are retired members who may pay a one-time payment of \$199.00.
- E. Student Interns shall pay ten percent (10 percent) of the average annual dues per year.
- F. Dues for WASA Presidents will be waived during the year they are in office.
- G. Retirees or Honorary Life Members who rehire to full or part-time service must return to Active Membership. They receive all benefits, and dues are calculated at three-fourths of one percent (0.75 percent) of the current year's salary.
- H. Associate Members' dues—for members, executives, and employees of other education associations—may be waived by the Executive Director.

SECTION 2: PAYMENT

Active Members may pay dues in installments. Delinquent dues must be paid before membership can be approved for a subsequent year.

SECTION 3: MEMBERSHIP YEAR

The membership year will date from July 1 to June 30.

SECTION 4: DUES COLLECTION

The WASA organization shall collect all WASA dues, assessments, or fees.

ARTICLE IV Organization

SECTION 1: STATE ASSOCIATION

WASA shall be a statewide association, incorporated in the state of Washington, with membership as prescribed in these Bylaws and shall be governed as provided in these Bylaws.

SECTION 2: REGIONS

- A. WASA shall be divided into eleven regions within the state of Washington, the geographical boundaries in numerical designations of which shall be recorded in the Standing Rules and Policies of WASA. New regions may be created and changes in region boundaries may be approved by the Board of Directors.
- B. The Bylaws of each region shall be consistent with the WASA Bylaws.
- C. Each region shall have a leadership team which shall include at least one representative from each component and the elected region officers as provided in the region's bylaws. Unless provided an exception by the WASA Executive Committee, each member of the leadership team shall be a WASA Active Member. It shall be the responsibility of the leadership team to:
 - 1. Plan and coordinate the region's meetings and activities including reports from WASA Board members, standing committee representatives, and components.
 - 2. Develop and maintain a communications network throughout the region and with WASA.
 - 3. Elect and/or appoint representatives to WASA committees and taskforces.
- D. The functions of each region shall be to promote within the region the purposes of WASA as stated in these Bylaws. Additional responsibilities may be adopted by the Board of Directors and recorded in the Standing Rules and Policies.

SECTION 3: COMPONENTS

- A. WASA shall be divided into five components:
 - 1. Business and Personnel Administrators
 - 2. Instructional Program Administrators
 - 3. Principals
 - 4. Special Education Administrators
 - 5. Superintendents

Each WASA member will select a component consistent with current or anticipated professional responsibilities.

- B. New components will be approved by the Board of Directors upon petition from 100 or more WASA Active Members desiring to affiliate with the proposed component.
- C. Each component shall elect a chair and chair-elect.
- D. The function of each component shall be to promote within the group the purposes of WASA as stated in these Bylaws. Additional responsibilities may be adopted by the Board of Directors and recorded in the Standing Rule and Policies.

ARTICLE V Governing Bodies

SECTION 1: BOARD OF DIRECTORS

A. RESPONSIBILITIES

The Board of Directors, hereinafter called the Board, shall have administrative responsibility for the programs as stated in these Bylaws and for developing processes to determine goals and priorities for the organization.

B. COMPOSITION

The Board shall consist of the following:

1. The President, President-elect, and immediate Past President.
2. Elected representatives from the five components, with each component entitled to one representative for every 100 members. Component membership as of January 15 will determine the number of representatives.
3. One elected representative from each region.
4. To be eligible to fill these roles, each of the preceding officers and representatives must be a WASA Active Member.
5. Liaison, non-voting representatives, may be appointed by the Board from the Office of State Superintendent of Public Instruction, the State Board of Education, Educational Service Districts, American Association of School Administrators, higher education, and retired WASA members. Washington Interscholastic Activities Association, and the Professional Educators Standards Board.
6. Substitutes for absent Board members are not allowed.

C. TRANSITIONS

1. A component that increases its membership past an increment of the next 100 members by January 15 shall be entitled to an additional member on the Board starting on July 1. Should membership decrease by January 15, the component will lose a member on the Board beginning July 1.

2. Length of term for a new Board member filling an unexpired term will be determined by the Board based on the unexpired term of the member replaced.

D. NOMINATION AND ELECTION

1. Each component shall elect officers no later than April 1 of each year. The elected chair or chair-elect of a component will automatically serve on the WASA Board and, therefore, must be a WASA Active Member.

E. TERMS OF OFFICE

1. Regional members who serve as Directors shall serve three-year terms with approximately one-third expiring annually.
2. Directors representing components with up to 100 members serve two years as members of the Board of Directors and as component chairs.
3. Directors representing components with 200 members serve as members of the Board of Directors for two years, one year as chair-elect and one year as chair.
4. Directors representing components with 300 members serve as members of the Board of Directors for three years, as chair-elect, chair, and past chair.
5. The term of office for regularly elected Officers and Directors shall begin July 1, following the date of their election, and no Officer or Director shall be elected to serve consecutive full terms in the same office without the approval of the Board of Directors.
6. Liaison representatives will serve three-year terms.

F. VACANCIES

Director vacancies for unexpired terms shall be filled by the regions as authorized in their bylaws.

G. MEETINGS IN QUORUM

The Board shall hold not less than three meetings per year. Other meetings of the Board shall be held upon the call of the President or by a majority of the Board. A majority of the current Board membership constitutes a quorum and shall have the power to act.

H. DUTIES

The Board shall be the administrative body of WASA. The Board shall exercise all powers, duties, and rights of corporate directors, subject to the limitations and restrictions provided by these Bylaws. Duties shall include:

1. Employing an Executive Director and establishing his/her term of employment.
2. Setting and implementing policies and approving resolutions.
3. Developing processes to determine goals and priorities for WASA.

4. Acting on policy matters related to WASA activities.
5. Ratifying changes in the Articles of Incorporation or Standing Rules and Policies.
6. Considering and acting on all recommendations and proposals brought before it.
7. Approving dues increases and creating/terminating categories of membership.
8. Performing such other responsibilities as may be prescribed elsewhere in these Bylaws and in the Standing Rules and Policies.

I. EXECUTIVE COMMITTEE

The Executive Committee, composed of the Officers of WASA in conjunction with the Executive Director, is vested with the authority to take appropriate action on behalf of WASA between meetings of the Board of Directors. Any action taken by the Executive Committee will be reported at the next regularly scheduled board meeting and included in the board minutes.

ARTICLE VI **Officers**

SECTION 1: OFFICERS

The Officers of WASA must be Active Members and shall include:

President
President-elect (First Vice President)
Past President (Second Vice President)
Secretary
Treasurer

The President and Vice Presidents shall be elected by the members of WASA as provided in the Bylaws. The Secretary and Treasurer shall be elected by and from the Board of Directors. The Executive Committee shall consist of the President, President-elect, Past President, Secretary, Treasurer, and the Executive Director.

SECTION 2: PRESIDENT

The President shall be a member of the Executive Committee and the chief elected official of WASA and shall administer its affairs under the direction of the Board of Directors. The President shall preside over all meetings of the Board of Directors and the membership, shall call meetings of the Board of Directors as necessary or upon request by a majority of the members of the Board, and shall perform such other duties as may be prescribed in these Bylaws and the Standing Rules and Policies of WASA.

SECTION 3: PRESIDENT-ELECT (First Vice President)

The President-elect shall be a member of the Executive Committee, shall assist the President and shall perform the duties of the President during his/her absence. (See Section 9)

SECTION 4: IMMEDIATE PAST PRESIDENT (Second Vice President)

The immediate Past President shall be a member of the Executive Committee, shall serve as chairperson of the President-elect Election Committee, and shall assist the President as necessary.

SECTION 5: SECRETARY

The Secretary shall be a member of the WASA Board who has the responsibility of supervising the taking of minutes. The Secretary will sign the official copy of minutes after formal approval of the minutes by the Board.

SECTION 6: TREASURER

The Treasurer shall be a member of the Board who has the responsibility of reviewing and verifying financial documents of the Association.

SECTION 7: NOMINATIONS AND ELECTIONS

Each year, WASA puts forward nominees for President-elect to be voted on by the membership. Nominees will alternate from east to west of the Cascade Mountains annually.

A. The President-elect shall automatically become President the following term.

B. ELECTION COMMITTEE

1. Membership

Members of the Election Committee shall be the immediate Past President and the Executive Director.

2. Responsibilities

- (a) Seek nominations from eligible Active Members.
- (b) Present slate of nominees to WASA Board of Directors.
- (c) Provide official rules and regulations to each candidate.
- (d) Brief candidates on rules and regulations and provide a copy of updated rules and timelines.
- (e) Set structure for candidates to seek clarification of rules or unique methods in campaigning. Unique approaches are to be shared with all candidates.
- (f) Monitor election and develop processes to handle any extraordinary situations.
- (g) Develop annual election timelines.

C. CAMPAIGN

1. The election campaign begins with the Board's acceptance of nominees and ends at the conclusion of the Summer Conference in June.
2. Candidates will make an official presentation at the Summer Conference in June.
3. Campaign will be conducted in accordance with official "Rules and Regulations Governing Annual Campaign for Office of President-elect."

D. BALLOTING PROCEDURES

1. The integrity of the ballots is assured through a secure online voting system. A ballot will be emailed to each WASA Active Member to the email address on file

in the WASA Office by August 1. The ballots shall be due in the WASA office no later than August 15.

2. A three-member Board of Tellers, appointed by the President, will review, confirm, and certify the online, secured electronic ballot results.
3. In a case where there are more than two candidates and no individual candidate receives a majority of the votes cast, a run-off election will be held between the two candidates with the highest number of votes.

E. RUN-OFF ELECTION

1. Confidential run-off ballots will be sent to active members immediately following the primary election.
2. The balloting process described in Section D, Balloting Procedures, will be utilized.

SECTION 8: TERM OF OFFICE

Each officer shall serve a one-year term or until a successor shall have been qualified.

SECTION 9: VACANCIES

- A. In case a vacancy occurs in the office of President, the President-elect shall succeed to the office of President and shall serve the remainder of the unexpired term as well as the subsequent elected term.
- B. In case a vacancy occurs in the office of President-elect, a nomination shall be made by the current Election Committee, with additional nominations allowed from the Board. Candidates shall be those nominees approved by a majority vote of the Board. An election will then be held by emailing ballots to all WASA Active Members. Ballots will designate a specific date for the receipt of the ballots in the WASA Office.
- C. In the case of a temporary vacancy in the office of the President-elect or a vacancy in the office of the Past President, the Board of Directors shall appoint a former officer for the duration of the term.

**ARTICLE VII
Committees**

SECTION 1: DEFINITION AND PURPOSE

- A. A list of the standing committees shall be included in the Standing Rules and Policies.
- B. Special committees or taskforces may be authorized by the Board.
- C. The purpose and suggested activities of any committee or taskforce are determined by the Board. The Board shall review the achievements of all committees annually. Standing committees shall report as needed to the Board.

SECTION 2: MEMBERSHIP

- A. Standing committees shall have at least one WASA Active Member from each region.
1. The President-elect shall appoint the vice-chairpersons for each standing committee from the committee membership. The vice-chairpersons shall assume the chair of each of the standing committees the following year during the term of the President.

However, the President-elect shall have the flexibility to appoint a non-committee member as vice-chairperson of the standing committee if it can be demonstrated the outside appointment would more clearly meet the goals of the committee, provide adequate experience, and maintain adequate representation of the various components on each of the standing committees.
 2. All appointments are subject to approval by the Board of Directors.
- B. Members of standing committees shall serve two-year terms unless otherwise approved by the Board.
- C. Members of special committees and taskforces shall serve terms to be designated at the time of appointment.
- D. Voting members on standing committees shall be one WASA Active Member from each region, plus any committee member designated as a voting member by the WASA Board. Ad hoc committee members have non-voting status.

SECTION 3: RESPONSIBILITY TO REGIONS

Committees shall have the responsibility to develop a close working relationship with regional counterparts.

SECTION 4: POWERS AND DUTIES OF COMMITTEES

Powers and duties of committees are set forth in the Standing Rules.

ARTICLE VIII

Fiscal

SECTION 1: BUDGET

- A. The Executive Director, under the direction and approval of the Board, shall be responsible for the preparation and maintenance of an annual operating budget. This entails requiring and supervising proper accounting procedures. The annual budget shall be adopted by the Board of Directors. Financial reports shall be made at each regular meeting of the Board of Directors.
- B. A board-designated operating reserve of at least 25 percent of annual operating expenses shall be maintained unless expenditures from that reserve are authorized by the Executive Committee or a vote of the Board.
- C. In addition to the board-designated operating reserve, the Executive Director shall

maintain a facilities reserve fund and a vehicle reserve fund. The Board of Directors may authorize the creation of other reserve funds for specific purposes. The amount set aside in the reserve funds shall be part of the annual budget adoption. The Executive Committee shall be authorized to approve the transfer between reserve funds and the general operating budget as deemed appropriate.

- D. Any unreserved fund balance remaining at the end of the fiscal year shall be considered uncommitted cash. Should the uncommitted cash balance exceed 25 percent of the annual operating expense, the Board of Directors will decide how best to allocate any amount in excess of 25 percent to best serve the needs of the Association.

SECTION 2: EXPENDITURES

- A. Expenditures shall be authorized according to the annual budget as developed by the Executive Director and approved by the Board of Directors.
- B. The Executive Director may authorize expenditures to exceed a specific budget line item. However, any significant increase in a specific expenditure item must be reported to the Board of Directors with an explanation.
- C. Within each of the operating reserve funds, except the board designated operating reserve, the Executive Director may approve expenditures of up to \$100,000 without prior authorization from the Board of Directors, as long as the use is consistent with the purpose of the fund. Such reserve fund expenditures shall be reported to the Board of Directors at their next meeting.

SECTION 3: FISCAL YEAR

The Fiscal Year shall be July 1 through June 30.

ARTICLE IX

Affiliation

SECTION 1: PURPOSE AND PROCEDURE

- A. It is recognized that other organizations may exist with similar purposes and goals. Positive relationships should exist between and among such organizations to aid and assist each in achieving common goals. WASA may affiliate or ally with or accept affiliations or alliances with other state or national professional organizations which share mutual interest and/or concerns.
- B. Procedures for such relationships shall be established and approved by the Board. They shall be included in the Standing Rules and Policies.

ARTICLE X Rules of Order

SECTION 1: STANDING RULES AND POLICIES

All rules, policies, and positions, adopted by the Board in accordance with these Bylaws, but not specifically covered therein, shall be recorded in the Standing Rules and Policies of WASA.

SECTION 2: PARLIAMENTARY PROCEDURES

Robert's Rules of Order, Newly Revised, shall control parliamentary procedure.

SECTION 3: AMENDMENTS TO THE BYLAWS

- A. Proposals to amend the Bylaws may be introduced at any regular meeting of the Board.
- B. These Bylaws may be amended at any regular or special meeting of the Board of Directors.

ARTICLE XI WASA Office

WASA shall maintain its principal office, and such other offices as may be necessary, at such place or places as the Board of Directors shall determine.

ARTICLE XII Dissolution or Liquidation

No part of any income, revenue, and grant of or to WASA shall accrue to the material or pecuniary benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes); and no member, officer or private individual shall be entitled to share in the distribution of any of the assets of WASA on its dissolution or liquidation.

In the event of such dissolution or liquidation, the assets of the Association, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of WASA as designated by the final Board of Directors of the Association.

Revised—Adopted by WASA Board of Directors 9/17/93
Revised 7/27/94, 9/20/94—Adopted by WASA Board of Directors 10/15/94
Revised—Adopted by WASA Board of Directors 6/20/98
Revised 11/17/00—Adopted by WASA Board of Directors
Revised 7/29/05—Adopted by the WASA Board of Directors 8/16/05
Revised 4/02/07—Adopted by the WASA Board of Directors 4/18/07
Revised 1/23/08—Adopted by the WASA Board of Directors 2/10/08
Revised 1/10 —Adopted by the WASA Board of Directors 2/7/10
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