

Bylaws

THE WASHINGTON CHAPTER OF THE MUNICIPAL TREASURERS ASSOCIATION OF THE UNITED STATES AND CANADA

ARTICLE I - ADOPTION

These By-Laws are adopted pursuant to the Washington Chapter of the Municipal Treasurers Association of the United States and Canada (hereinafter referred to as the "Corporation"), a non profit corporation organized in accordance with the laws of the State of Washington. The corporation is associated with the Municipal Treasurers Association of the United States and Canada.

ARTICLE II - MEMBERSHIP

Membership in the corporation shall be available to those persons duly elected or appointed to be treasurer or deputy or assistant treasurer of a political subdivision of Washington. Membership shall not be restricted to those persons holding offices having the above titles but shall be available to those officers of a political subdivision charged with the performance or supervision of one or more of the following principal responsibilities: collection, receipt, tabulation, custody, deposit, investment or disbursement of funds of a political subdivision.

The Board of Directors, in it's discretion, may establish as many different types of membership as deems desirable, having qualifications and characteristics as are set by the Directors. Using this authority, the Board hereby designates the following:

Section 1. Active Members. Municipalities whose representatives may be duly elected or appoint Municipal Treasurers, Deputy or Assistant Treasurers, or other Municipal Officers charged with the performance or supervision of one or more of the following fiscal responsibilities: collection, receipt, tabulation, custody, deposit, investment, or disbursement of municipal funds prescribed in this Constitution shall be a member in good standing and entitled to all rights and privileges accorded this Constitution.

- (a) Active members shall be from Cities, Counties, State Offices and Special Districts.
- (b) Each paid member is entitled to one vote.

Section 2. Associate Members. Institutions, organizations, authority and/or Special Districts whose operations are closely allied with or related to the functions of a municipal treasurer's office shall eligible for Associate Membership in the Association. All Associate Memberships shall be held by individuals, natural persons. Associate Members shall have no vote in the affairs of the Association.

Section 3. Honorary Life Members. Shall be designated by a two-thirds vote of the Members. Honorary life members shall pay no dues and shall have no vote in the affairs of the Association.

Section 4. Sustaining Members. Former active members of this Association shall, upon application and approval of the Board of Directors, become a Sustaining Member of this Association. Sustaining Members shall have no vote in the affairs of the Association. Any member who has paid their dues and is a member in good standing but has lost their eligibility due to a change of administration position shall automatically become a "sustaining" member until their dues elapse.

ARTICLE III - MEETINGS

Section 1. Annual Meeting. There shall be not less than one meeting of the membership per year,

which shall be the annual meeting. The time and place of the annual meeting of the members shall be determined by the Board of Directors. The Board may be elected thereat and such other business transacted as may be desired by those present.

Section 2. Other Meetings. In addition to the annual meeting, there shall be such other meetings conferences of members as the Board of Directors shall determine. The time and place of, and the business to be transacted at such meetings or conferences, shall be within the discretion of the Board.

Section 3. Notice of Meetings. Written notice of all meetings shall be give by mailing the same to each member, at his* address as it appears on the records of the Corporation, at least ten (10) days before the meeting.

Section 4. Quorum and Voting. A quorum shall consist of those members present at any meeting, and action may be taken only upon the affirmative vote of a majority of the members present.

ARTICLE IV - FINANCES

The activities of the Corporation shall be financed by the collection of annual membership fees or registration fees for attendance at meetings or conferences, or by gifts, donations, and grants, or by any combination thereof; the advisability and the amounts of the fees to be within the discretion the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Powers. Except as otherwise provided in these By-Laws, the Articles of Incorporation the Corporation, and the laws of the State of Washington, all of the corporate powers and the authority of the Corporation shall be exercised by the Board of Directors (also referred to as the Board), and all property, assets and business of the Corporation shall be subject to its discretion and control.

Section 2. Membership. The authorized number of Directors shall be determined and fixed by the Board, but at no time shall the authorized number be less than three (3). Further, no reduction in the authorized number of Directors shall have the effect of shortening the term of any incumbent Director. The Board shall have the authority to establish qualifications for being a Director and to different classes of Directors.

Section 3. Election: Term. The Directors shall be elected at the annual meeting of members, special meeting held in lieu thereof. The committee authorized to make nominations for Directors shall divide the Board into two classes which are as nearly as practicable equal in number, with a term of office of one class expiring each year. At the annual meeting of members in 1983, Directors of the first class shall hold office until the next succeeding annual meeting or until earlier death, resignation or removal; Directors of the second class shall hold office until the second succeeding annual meeting or until earlier death, resignation or removal, creating a staggering of terms held. At each annual meeting of members thereafter, the successors to the class of Directors whose terms shall then expire shall be elected to hold office for a term of two years. At such time as the Directors fix or change the total number of Directors comprising the Board, they shall also fix, or determine the adjustment to be made to, the number of Directors comprising the two classes of Directors. In case any increase in the number of Directors of any class, any additional Directors elected to such class shall hold office for a term which shall coincide with the term of such class. In the absence of resolution of the Board authorizing an existing committee to make nominations or creating a new committee for that purpose, nominations for Directors may be made from the floor by any member.

Section 4. Meetings. Meetings of the Board of Directors may be held at any time upon call by the President, or President-Elect, of the Board, or any two (2) members of the Board. Regular meetings of

the Board may be held at such times and places as may be determined by the Directors. Written notice of every meeting of the Board, stating the time, place, and in the case of special meetings, the purpose thereof, shall be sent to each member of the Board by mailing the same to the member's address appearing on the records of the Corporation at least five (5) days before any such meeting. At any meeting of the Board, a quorum shall consist of not less than fifty percent (50%) of the Directors then in office. No action may be taken by the Board except by the affirmative vote of majority of the Directors present at any meeting at which a quorum is present, and in no event can such a majority be made up of less than two (2) Directors.

Section 5. Removal. A Director may be removed from office with or without cause by a vote of no less than two-thirds (2/3) of the Directors then in office at a meeting of the Board called for that purpose.

Section 6. Vacancies. Whenever a vacancy exists in the office of a Director because of death, resignation, removal, or an increase in the authorized number of Directors, said vacancy may be filled for the remainder of the unexpired term by a majority vote of the Directors at a meeting of the Board called for that purpose.

ARTICLE VI - COMMITTEES

Section 1. Creation. The Board of Directors may at any time authorize the appointment of such standing and special committees as it desires. Members of such standing and special committees shall be appointed by the President of the Board.

Section 2. Duties. The duties, responsibilities and period of existence of such committee shall determined by the Board.

ARTICLE VII - OFFICERS

Section 1. Election. The general membership shall elect a President, a President-Elect, a Vice President-Secretary, and Vice President-Treasurer, and in their discretion, such other officers as the Directors authorize. Officers shall have same authority as Directors for the term of office, and any board member elected as an Officer must resign as Director.

Section 2. Term; Vacancy. The Officers of the Corporation shall hold office for a period of one year or until their successors are elected and qualify, except in the case of prior resignation, death or removal.

Section 3. President. The President shall act as Chairman of the Board and shall preside at all Board meetings. The President shall be the chief executive officer of the Corporation and shall perform the duties usually incident to such office, subject to the directions of the Board. He* shall have such other powers and duties as may be prescribed by the Board.

Section 4. President-Elect. The President-Elect shall perform all the duties of the President in absence or disability of the President and shall be responsible for the overall coordination of standing and special committees.

Section 5. Vice President-Secretary. The Vice President-Secretary shall attend and keep the minutes of all meetings of the Board. The Vice President-Secretary shall keep such books as may be required by the Board, shall have the charge of the seal of the Corporation and shall give notices of meetings of the Board; provided however, that any persons calling such meetings may, at their option themselves give such notice. The Vice President-Secretary shall have such other powers and duties may be prescribed by the Board.

Section 6. Vice President-Treasurer. The Vice President-Treasurer shall receive and have in charge all

money, bills, notes, bonds, stocks in other corporations and similar property belonging to the Corporation, and shall do with the same as shall be ordered by the Board. The Vice President-Treasurer shall keep accurate financial accounts, and hold the same open for inspection and examination of the Board. On the expiration of his* term of office, he* shall turn over to his* successor or the Directors, all property, books, papers and money of the Corporation in his* hands. He* shall have such other powers and duties as may be prescribed by the Board.

Section 7. Compensation of Officers. The Board may reimburse Officers and Directors for expenses which are reasonable and necessary to carry out the exempt purposes of the corporation.

Section 8. Security. Any officer or employee, if required by the Directors, shall give bond in such sum and with such security as the Directors may require for the faithful performance of his* duties.

ARTICLE VIII - PROVISIONS

These By-Laws are at all times subject to the provisions of the State Articles of Incorporation, and Constitution of the Municipal Treasurers Association of the United States and Canada.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended, altered, superseded or repealed by the affirmative vote of a majority of the members present at any meeting of the members, provided the notice of such meeting included a statement that acting on a proposed amendment to the By-Laws was one of the purposes thereof.

Adopted: April 28, 1983

Amended: April 14, 1989

**For brevity and clarity of reading, the masculine gender has been used. At all times it is meant to include the feminine gender.*