

WSSRA BYLAWS
BYLAWS DOCUMENT GUIDE
AMENDED JUNE 2023

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WASHINGTON STATE SCHOOL RETIREES' ASSOCIATION BYLAWS (amended June 2023)

ARTICLE I – NAME AND LOCATION

Section 1: The name of this Association shall be the Washington State School Retirees' Association, often referred to as WSSRA, formerly known as the Washington State Retired Teachers Association, referred to as WSRTA.

Section 2: The location of the principal office of the Washington State School Retirees Association (WSSRA) shall be determined by the Executive Board.

ARTICLE II – VISION/MISSION/PURPOSE

WSSRA, a non-profit Association, is dedicated to preserving, protecting, and improving the benefits of educational retirees.

The Association's Vision will provide leadership and promote action relevant to all retired and active school personnel.

The Association's Mission is to...

- Develop, propose, and implement actions that will benefit all school retirees.
- Propose legislation and legislative action that will enhance school retirees' lives.
- Provide the support necessary to strengthen Local Units of WSSRA.
- Foster involvement by school retirees in educational and community activities and organizations.
- Communicate to Local Units the activities and priorities of NRTA, AARP and other entities that affect retired school personnel.
- Represent all present and future Washington State school retirees, both classified and certificated.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. The Membership classifications are defined as follows:

- A. Regular Membership: All retired or active state certificated or non- certificated school personnel and/or their spouses are eligible for Membership upon payment of dues.
- B. Honorary Membership:
 1. This is a class of Membership granted by specific action of the Executive Board to persons deserving of special recognition. All the rights and privileges of regular Membership are granted without payment of dues.

2. Upon request of Local Units, Honorary Memberships may be extended to WSSRA Members of long standing who have attained the age of ninety. (90) years. Such honored Members shall keep all rights and privileges of regular Membership without the payment of State and Local Unit Dues. (Qualifying criteria found in the Policies and Procedures, Article XX - Membership).
3. Honorary Lifetime Memberships are given to all Former State Presidents of the Association with all rights and privileges of regular Membership granted without payment of dues. They do, however, have the option to maintain regular Membership. [DA 6/2016]

Section 2. Membership in the Local Unit, State Association, and the National Retired Teachers Association Division/AARP is encouraged for all members.

Section 3. State Association annual dues shall be proposed by the Executive Board and established by the Delegate Assembly. The dues amount so established shall remain in effect until a change is proposed by the Executive Board and established by the Delegate Assembly.

Section 4. Notice of any proposed dues change shall be published in the Association's next **JOURNAL** after March 1.

ARTICLE IV – OFFICERS

Section 1. The elected officers of this Association shall be a President, a President-elect, and an Immediate Past President. The President-elect shall automatically become the President for the ensuing year.

Section 2. Appointees: The Executive Board shall appoint/hire a Secretary and appoint a Treasurer as officers for continuing service.

Section 3. The term of office for officers shall be one (1) year, commencing immediately following installation. Elected officers shall be limited to one term. Exception: After three (3) years of not holding an office, a former officer may serve a new term. [DA 6/2023]

Section 4. Officers' duties shall be specified as follows:

A. The President shall:

1. Be the official spokesperson of the Association and be guided and limited by the Association's Bylaws.
2. Preside over all meetings of the Association, all meetings of the Executive Board and all regular meetings of the Council of State Committee Chairs.
3. Serve as an ex-officio member of all Committees.
4. Work with the President-elect, the State Committee Chairs, the Treasurer, and the Executive Director in preparing the annual budget.
5. Have responsibility for Convention arrangements and shall serve as Chair of the State Convention Committee.

6. With the Executive Director, make an oral report of the Association activities at the Annual Convention. The content of that report shall be included in the Convention Delegate Handbook.
 7. Communicate with Local Units and members regularly.
 8. Be responsible for the administration of the Association.
 9. Conduct an orientation workshop annually for Board Members.
- B. The President-elect shall:
1. Serve as a Member of the Executive Board and the Council of State Committees.
 2. Work with the President, the State Committee Chairs, the Treasurer, Fiscal Officer, and the Executive Director in preparing the annual budget.
 3. Appoint the Committee Chairs and Committee Members specified in these Bylaws for the ensuing year. [DA 6/2016]
 4. Act in the place of the President when the President is unable to serve.
 5. Contact Local Units and Coordinating Councils for the purpose of communication and representation.
 6. Oversee such Association duties as are assigned by the President.
 7. Automatically become the President for the following year after being installed at the Delegate Assembly.
- C. The Immediate Past President shall:
1. Serve as a Member of the Executive Board and perform such duties as requested by the President.
- D. The Secretary shall:
1. Perform all the duties incidental to the office of Secretary or cause those duties to be performed in conjunction with the responsibilities of the Executive Director as listed in his/her Job Description.
 2. Serve as a non-voting ex-officio Member of the Rules and Resolutions Committee to ensure that actions of the Executive Board are reflected in current Policies and Procedures.
- E. The Treasurer shall:
1. Perform all the duties incidental to the office of Treasurer or cause those duties to be performed in conjunction with the responsibilities of the Fiscal Officer and Executive Director as listed in their Job Descriptions.

Section 5. Nomination & Election of President-elect:

- A. The President-elect shall be elected by the delegates at the Delegate Assembly.
- B. With the Executive Director, the Nominating and Review Committee member from the region which is entitled by the presidential sequence to have a candidate for President-elect shall poll the Coordinating Councils in the eligible Districts and obtain nominees.
- C. Each Coordinating Council in the eligible region may submit one candidate for President-elect to the Nominating Committee who shall report the candidates to the Spring Executive Board meeting each year.

Section 6. Vacancies

- A. An officer vacancy shall be filled for the remainder of the term by the action of the Executive Board.
- B. In the event of a vacancy in the office of the President-elect, the nominating region shall submit the name or names of one or more nominees. The names of these nominees along with biographies shall be submitted to each Coordinating Council for vote. The vote must be taken within thirty (30) days of notification and may be by telephone or e-mail. If the vacancy occurs after April 1, it shall be the first order of business at the next Delegate Assembly to elect a new President-elect who shall become President for the following year.
- C. Any other vacancy in the Executive Board shall be referred to the Coordinating Council within the nominating region wherein the vacancy occurred for recommendations to the Executive Board.

ARTICLE V - EXECUTIVE BOARD

Section 1. The Executive Board shall consist of elected and appointed Members. The elected Members are the President, President-elect, immediate Past President, and District Representatives. The appointed members are the Secretary, Treasurer, Historian, and *JOURNAL* Editor who shall be non-voting but have the right of debate.

Section 2. District Representatives

One District Representative shall be elected to the Delegate Assembly by the Delegates from the respective Coordinating Council District, and he/she shall be a Member of a Local Unit included in the respective District he/she represents. The term of office shall be three (3) years. District Representatives shall be limited to serve one term.

Exceptions: Filling an unexpired term, or after three (3) years of not holding an office, a former officer may serve a new term. [DA 06/2023]

- A. The rotation schedule for electing District Representatives shall be specified in the Bylaws.
- Elected in June 2024, and every 3 years thereafter: NW-2, E-7
 - Elected in June 2025, and every 3 years thereafter: SW 4, E-6, E-8.
 - Elected in June 2026 and every 3 years thereafter: NW-1, SW-3, E-5
- B. Each Coordinating Council District shall submit one or more candidate(s) for District Representative to the Association's Nominating Committee. In addition, nominations may be made on the floor at the Delegate Assembly by any Delegate from a Local Unit within that Coordinating Council District provided approval has been made by the Nominating and Review Committee.
- C. If a vacancy should occur during a District Representative's term of office on the Executive Board, the affected Coordinating Council District shall recommend an interim District Representative. Upon approval of the Board, the new District Representative shall serve for the remainder of the term.
- D. A vacancy shall be declared by the Executive Board if any elected representative is absent without an official excuse from two consecutive meetings of the Executive Board.
- E. District Representatives shall serve as Members of the Executive Board. In the event a Representative is unable to attend an Executive Board meeting, the District Representative shall appoint an alternate who shall have full rights and privileges of that office and vote at that meeting. The order of alternate appointees is (a) Coordinating Council Chair, (b) a Local Unit President, (c) a Local Unit Officer.
- F. District Representatives shall function as a liaison between the Executive Board and Coordinating Council, assigned Committees, and Units.
- G. District Representatives shall attend meetings when requested to do so by the President to represent the Association.
- H. District Representatives shall attend at least one meeting of each Local Unit within the District each year and **ALL** meetings of the District Coordinating Councils they represent.
- I. District Representatives shall attend other meetings in the District that are of value to the Association.
- J. District Representatives shall assist and work with members of the State Committees within their respective Districts.
- K. District Representatives shall be responsible for the selection of scholarship recipients from their districts, following the guidelines established by the Scholarship Committee.

Section 3. Duties of the Executive Board

- A. Be the governing body of the Association between Delegate Assemblies.

- B. Assist in determining and conducting the Association's policies.
- C. Act in an advisory capacity to the President.
- D. Assist and advise committees in performing their duties.
- E. Resolve interim problems and detail the work of the Association.
- F. Appoint for continuing employment the Executive Director; hire/appoint the Secretary and appoint the Treasurer. The services of the Secretary and/or Treasurer may be discontinued by either the Appointee or the Board by written notice to the other party thirty (30) days prior to an effective termination date. Vacancies in these positions shall be filled by the Executive Board.
- G. In consultation with the Staff Personnel Committee, ratify the Staff Personnel Committee recommendations regarding salaries and expense allowances.
- H. Approve the dates and sites for future Conventions.
- I. Approve the purchase of fidelity bonds to cover signatories of deposits and withdrawals of association funds.
- J. Identify the persons and organizations to which the Association **JOURNAL** shall be distributed.

Section 4. There shall be a minimum of six (6) meetings of the Executive Board per year. One meeting will be held in conjunction with the annual Delegate Assembly, one in conjunction with the Executive Board Orientation Session, one preceding the convention and the remaining three (3) at the discretion of the President. Executive Board Members shall be given at least fourteen (14) days' notice of the time and place of such meetings. A meeting called because of an emergency shall only require forty-eight (48) hours' notice.

Section 5. A meeting is defined as onsite, online/hybrid using remote technology (e.g., Zoom) that provides live visual pictures of members, full discussion, and debate opportunities and can replace one or more of the six required face-to-face Executive Board meetings. In virtual/hybrid meetings all regular voting procedures (e.g., agenda approval) shall continue to be in effect as though the meeting were held face-to-face. [DA 6/2021]

Section 6. A quorum shall consist of a majority of the voting Board Members present.

Section 7. Appointees - the Board shall appoint and/or reaffirm annually the following:

- A. **JOURNAL** Editor: The Editor of the Washington State School Retirees' Association **JOURNAL** shall:
 1. Edit and publish the **JOURNAL**.
 2. Serve as a liaison to enhance communication between Officers, Committee Members, Association Members, and the Executive Board.
 3. Attend Executive Board meetings but shall not have a vote.

B. Historian: The Historian shall:

1. Write a narrative history for those years for which none has been published.
2. Facilitate the preparation by the immediate Past President of a narrative account of the Association's activities during his/her term of office, which, when approved by the Delegate Assembly, will become a permanent part of the Association's official history.
3. Attend Executive Board meetings but shall not have a vote.

Section 8. Fiduciary Relations: Officers and elected representatives shall be deemed to stand in a fiduciary relation to the Association and shall discharge the duties of their respective positions in good faith and with that diligence, care, and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.

ARTICLE VI - COORDINATING COUNCIL DISTRICTS AND NOMINATING REGIONS

Section 1. The State shall be divided into Coordinating Council Districts for administrative and communication purposes and for the election of District Representatives at the Delegate Assembly:

District 1 - Whatcom, Snohomish, Skagit, San Juan, Island, and part of King Counties

District 2 - King County

District 3 - Clallam, Jefferson, Mason, Kitsap, Pierce Counties

District 4 - Thurston, Lewis, Cowlitz, Clark, Wahkiakum, Grays Harbor, Pacific Counties

District 5 - Kittitas, Yakima, Skamania, Klickitat Counties [BD 6/6/2019]

District 6 - Grant, Chelan/Douglas, Okanogan Counties

District 7 - Ferry, Stevens, Pend Oreille, Lincoln, Whitman, Spokane Counties

District 8 - Adams, Benton, Franklin, Walla Walla, Columbia, Garfield, Asotin Counties

Section 2. For the purpose of rotating the nomination within the Presidential sequence, these Districts shall be combined into the following Nominating Regions:

Northwest Region Districts 1 and 2

Southwest Region Districts 3 and 4

Eastern Region Districts 5, 6, 7, and 8

Section 3. For the purpose of facilitating communications and actions among Local Units and with the Executive Board, a District number shall designate each Coordinating Council District. Any variation in this pattern must be with the concurrence of the Executive Board.

- A. Each Coordinating Council District shall:
1. Elect its officers from its Local Unit members.
 2. Set a minimum of two (2) meeting dates and locations per year. [DA 6/2019]
 3. Determine its agenda, financing and voting procedures.
 4. Recommend to the Nominating and Review Committee candidates for the office of President-elect and District Representatives as well as replacements for vacancies in these positions when necessary.

ARTICLE VII - ANNUAL CONVENTION

- Section 1. A convention shall be held annually. Programmed meeting times shall be provided for:
- A. The Executive Board, which meets prior to the Convention and immediately after the conclusion of the Convention.
 - B. The Delegate Assembly to conduct Association business sessions.
- Section 2. The Delegate Assembly shall convene after the Annual Convention Executive Board meeting and will conclude the afternoon of the next day.
- Section 3. The Convention expenses of all elected and appointed State Officers; District Representatives; **JOURNAL** Editor; Historian; WSSRA Past State Presidents; State Committee Chairs; Working Committees--Awards, Nominating and Review, and Rules and Resolutions Committees--and necessary staff shall be paid by the Association. [DA 6/2016]
- Section 4. A registration fee shall be required for all Delegates and Members who attend the Convention.
- Section 5. The Convention registration fee for all participants in attendance shall be determined by the Executive Board after consultation with the Convention Planning Committee.
- Section 6. Convention badges shall be of distinct colors, one for voting delegates and one for all other Convention participants.
- Section 7. The annual Convention shall be located within the boundaries of the State of Washington.

ARTICLE VIII - DELEGATE ASSEMBLY

- Section 1. A Delegate Assembly shall be held annually as a part of the Association's Annual Convention. The purposes of the Delegate Assembly are:
- A. To give Local Units through their Delegates a voice in the Association's business.
 - B. To elect the Association President-elect and District Representatives.
 - C. To set dues and to adopt an annual budget.
 - D. To give directions to Association Officers and Executive Board for the ensuing year.

- E. To adopt Policies and Procedures.
- F. To adopt Resolutions expressing the positions of the Delegate Assembly.
- G. To act upon any proposed Amendments to the Bylaws.

Section 2. The privilege of voting at the Delegate Assembly shall be limited to Association Members who are Association Officers, District Representatives, the Historian, State Standing Committee Chairs and the State Legislative Committee Chair, Past State Presidents, and Local Unit delegates. Other Association Members may attend the Delegate Assembly meetings as observers.

Section 3. The number of Local Unit delegates shall be apportioned based on three (3) delegates for a Local Unit with forty-nine (49) or fewer State Members. In addition to the above three (3) delegates, each Local Unit is entitled to one (1) delegate for each additional forty-nine (49) State Association Members or major fraction thereof. The Association's March 15 Membership Count will determine the number of Delegates allowed.

Section 4. The majority of registered delegates present at the Delegate Assembly constitutes a quorum.

Section 5. Local Units and/or Members of Local Units wishing action by the Delegate Assembly shall present their proposals to the appropriate Committee or the Executive Board for its information, consideration, and evaluation. The Committee or the Executive Board shall present the proposal in the form of a motion to the Delegate Assembly with any recommendations. (See WSSRA.org for proposal form)

Section 6. A delegate may also present a motion for action at the Delegate Assembly.

Section 7. The Agenda of the Delegate Assembly shall include time for debate and decision upon all matters presented by the Executive Board, the Association Committees, Local Units, or Delegates.

Section 8. Nominations may be made on the floor at the Delegate Assembly by any Delegate from a Local Unit provided prior approval has been given by the Nominating and Review Committee.

ARTICLE IX – COMMITTEES

Section 1. Four (4) types of Committees are authorized. The Committee Chairs and Liaisons shall be appointed annually by the Incoming President with the concurrence of the Executive Board. Resource people may be appointed. Except for the Chairs of the Revolving Committees, the President may select as Chair a person who may be assigned to the same Coordinating Council. [DA6/2016] At their first meeting following installation of the new President, the Executive Board shall confirm the appointments of the Committee Chairs and Committee Members which are designated by these Bylaws. [DA 6/2016]

They are:

- A. **Revolving Organization Committees.** (Awards, Nominating and Review, Rules and Resolution Committees) - One Member shall be appointed to a three-year staggered term from each of the three Nominating Regions. Service shall be limited to one (1) term of three (3) years. Should a Coordinating Council District fail to recommend a candidate, the incoming President may reappoint a willing Member who would otherwise be ineligible because of serving three prior years. [DA 06/2023]
- B. **Service Committees.** Three of which are Health Services, Membership, Retirement Planning which comprise the **Council of State Committees**. One Member shall be appointed for a one-year term from each of the Coordinating Council Districts and may be selected from among the names submitted by Coordinating Councils. Committee Members may be re-appointed to serve for a total of three (3) years. Should a Coordinating Council District fail to recommend a candidate, the incoming President may reappoint a willing Member who would otherwise be ineligible because of serving three prior years.
 - a. Meetings: The Council may hold two meetings each year. Notice of the time, place, and agenda of said meeting must be given to the Members at least two weeks prior to the meetings. Additional meetings may be held at the request of the President. [DA 6/2016]
- C. **Special/Select Committees.** (Budget, Convention, Finance, Legislative, Scholarship, Staff Personnel Committees) - All Members shall be appointed for a one-year term (exception Scholarship Committee). The President shall determine the number and distribution of Members to be appointed to a **Special/Select Committee**.
- D. The **Budget Committee** shall consist of the President, President-elect, who shall serve as Chair, Treasurer, Fiscal Officer, and Executive Director.
- E. The **State Convention Committee** shall include the Association President, who shall serve as Chair, the Executive Director, who shall coordinate all activities, a Local Unit Chair chosen from the hosting Local Unit, and other Members as the Association President deems necessary. [DA 6/2016]
- F. The **Finance Committee** shall be comprised of the Treasurer, and three other Members with demonstrated knowledge and experience in investment portfolios, one of whom shall be appointed Chair. These three Committee Members shall be appointed for a three-year, staggered term and may be reappointed. The Executive Director and Fiscal Officer shall be non-voting members.
- G. The **Legislative Committee** shall have one Member from each WSSRA District representing eight Legislators (or less) and one additional Member for each additional eight legislators or major fraction thereof, plus one additional Member term and may be re-appointed. The formula for this composition is shown as follows:

Northwest 1	27	Legislators divided by 8 = 3.37	3	Committee Members
Northwest 2	42	Legislators divided by 8 = 5.25	5	Committee Members
Southwest 3	24	Legislators divided by 8 = 3.00	3	Committee Members
Southwest 4	21	Legislators divided by 8 = 2.63	3	Committee Members
East 5	6	Legislators divided by 8 = .75	1	Committee Member
East 6	6	Legislators divided by 8 = .75	1	Committee Member
East 7	15	Legislators divided by 8 = 1.88	2	Committee Members
East 8	6	Legislators divided by 8 = .75	1	Committee Member
Total	147		19	

- H. **Scholarship Committee** – District Representatives shall **all** serve as members of the WSSRA State Scholarship Committee. [DA 6/2023]
- I. **Staff Personnel Committee** – Consists of the President, who shall serve as Chair, the President-elect, and the Immediate Past President.
- J. **Special/Select Committees**
 - 1. May be appointed for special purposes and shall be dissolved upon completion of the assigned task or at the end of the fiscal year in which the Committee was appointed. [DA6/2016]
 - 2. The President shall determine the number and distribution of members to be appointed to a Select Committee.
- K. **Forming New Committees**
 - 1. Establish as a Select Committee.
 - 2. Present to the Executive Board the rationale for the formation and type of Committee.
 - 3. The Executive Board presents proposals for such a committee with its recommendations to the Delegate Assembly for their consideration.

Section 2.

- A. With the concurrence of the Executive Board with representation as follows: Conflict of Interest:
 - 1. Any Member of the Association who profits financially from providing a service to the Association shall be ineligible to serve on a Committee or hold office where his/her vote could affect such compensation.
 - 2. Board Members may serve only in liaison capacities to the State Standing Committees but shall not be appointed to serve on State Committees except for the Budget, Finance, Scholarship, Staff Personnel and Select Committees.
- B. No meetings of the State Committees shall be scheduled during the time of Executive Board meetings.
- C. All written reports to be presented to the Executive Board must be mailed or sent by electronic transmission to the WSSRA Office at least fourteen (14) days prior to the Board meeting.

- D. Committees shall report findings and proposed actions to the Executive Board for its information prior to presentation to the Delegate Assembly.
- E. Committees shall function within the Policies and Procedures adopted by the Executive Board.
- F. All State Committee and Coordinating Council Chairs shall submit a budget proposal for the next fiscal year prior to the Spring Executive Board meeting.

ARTICLE X - AFFILIATIONS AND ALLIANCES

Section 1. The Association is affiliated with the AARP through its Division of The National Retired Teachers Association (NRTA).

Section 2. The achievement of national and state goals for the betterment of school retirees is dependent upon active vigorous Local Units. To promote such goals, the State Association will take an active part in organizing Local Units, which will affiliate with it under conditions set forth in the Bylaws.

Section 3. Affiliation with other organizations shall be the prerogative of the Executive Board. Based upon approved guidelines established by the Executive Board, the Association may form temporary alliances with other organizations for mutual benefits on specific issues.

Section 4. Forming Local Units

- A. A group of retirees desiring affiliation with the State Association shall notify the Association of its desire.
- B. A Local Unit shall be recognized and declared as such by the Executive Board when it shall have:
 - 1. Completed organization under the guidance of the Membership Committee.
 - 2. Selected a name.
 - 3. Adopted Bylaws consistent with this Association's Bylaws.
 - 4. Established boundaries.
 - 5. Elected officers.
 - 6. Provided for a minimum of four (4) business meetings a year.
 - 7. Provided for representation to the Delegate Assembly.
- C. The procedure outlined in Section "B" (Article X. Section 5.B) shall be followed if a merger between two or more existing Local Units is proposed or if a split of a Local Unit is proposed.

Section 5. Dissolution of a Unit [DA 6/2021]

- A. Upon notification from Unit leadership that a Unit intends to dissolve, the Executive Director shall meet with that Unit's leaders to identify challenges to attempt to formulate a plan for continuation. If those efforts fail and a Unit dissolves, Unit leaders shall be encouraged to send the Unit's treasury balance to the WSSR Foundation.
- B. Upon dissolution, the Executive Director shall notify all members of the dissolved Unit of affiliation choices with other WSSRA Units. If members of the dissolved Unit do not choose a new Unit, the Executive Director shall assign those members to the Unit closest geographically to the members' home address, or for those living out of state, to the Unit closest to the members' last place of K-12 employment.

Section 6. Forming a New District

If two or more Units, with a combined minimum Membership of eight hundred (800), desire to form a new District, they may request approval of the WSSRA Executive Board to do so, providing the following criteria are met:

- A. The formation of the district would not reduce the Membership in the affected District or Districts below eight hundred (800) Members.
- B. Demonstrate evidence of willingness to provide leadership for a new District.
- C. Provide a statement of need.
- D. Submit rationale for the formation of a new District and how this would benefit the State Association.
- E. The request must be approved by the affected District(s) prior to making the application to the WSSRA Executive Board.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised current edition shall govern this Association in all instances to which they are applicable and in which they are inconsistent with its Bylaws.

ARTICLE XII - FISCAL YEAR

The fiscal year shall begin July 1 and end the following June 30.

ARTICLE XIII - AMENDMENTS TO THE BYLAWS

Section 1. Amendments to the Bylaws may be proposed by the Executive Board, the Rules and Resolutions Committee, any Local Unit, Coordinating Council District or State Committee. Amendments initially proposed at the Delegate Assembly shall follow the procedures as identified in Sections 3-6 which follows.

- Section 2. Proposed Amendments to the Bylaws shall be sent to the Chair of the Rules and Resolutions Committee by March 1, stating reasons for the Amendments.
- Section 3. After study by the Rules and Resolutions Committee, the proposed Amendments and the Committee's recommendations shall be forwarded to the Executive Board prior to its next meeting.
- Section 4. The Executive Board shall return proposed Amendments to the Rules and Resolutions Committee with recommendations as to passage.
- Section 5. Any proposed Bylaw Amendments forwarded from the Executive Board to the Rules and Resolutions Committee shall be put in final form, verified by the President, and transmitted to the Editor of the **JOURNAL** for publication in the next issue of the **JOURNAL** after April 1.
- Section 6. Proposed Amendments to the Bylaws shall be published in the Delegate Handbook and shall be presented by the Rules and Resolutions Committee to the Delegate Assembly for its consideration and action. A two-thirds vote of the Delegate Assembly is required for adoption.

ARTICLE XIV - INDEMNIFICATION OF BOARD MEMBERS AND JOURNAL EDITOR

Each Member of the Board and the **JOURNAL** Editor shall be indemnified by the Members against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a Member of the Board or the **JOURNAL** Editor, or any settlement thereof, whether or not he/she is a Member of the Board or the **JOURNAL** Editor at the time such expenses are incurred, except in such cases wherein the Member of the Board or the **JOURNAL** Editor is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interests of the Association.

ARTICLE XV - GUIDELINES FOR USE OF ATTORNEY

Any Board Member, State Committee Chair or the Executive Director who needs the advice of an attorney in the conduct of Association business shall immediately contact the President by telephone, mail, or electronic transmission. The reason for the consultation must be fully explained. The Executive Board will be apprised of the situation by telephone, mail or electronic transmission, and approval or disapproval relayed as soon as possible.

BYLAW ADOPTION AND AMENDED DATES

Adopted at the 53rd Delegate Assembly,
June 7, 2000

Amended at the 54th Delegate Assembly
June 6, 2001

Amended at the 56th Delegate Assembly
June 11, 2003

Amended at the 57th Delegate Assembly
June 9, 2004

Amended at the 58th Delegate Assembly
June 7, 2005

Amended at the 59th Delegate Assembly
June 6, 2006

Amended at the 60th Delegate Assembly
June 5, 2007

Amended at the 61st Delegate Assembly
June 10, 2008

Amended at the 67th Delegate Assembly
June 10, 2014

Amended at the 69th Delegate Assembly
June 7, 2016

Amended at 71st Delegate Assembly
June 5, 2018

Amended at 72nd Delegate Assembly
June 4, 2019

Amended at 74th Delegate Assembly
June 9, 2021

Amended at 76th Delegate Assembly
June 6, 2023