

BYLAWS
OF
UNIVERSITY OF WASHINGTON
PROFESSIONAL STAFF ORGANIZATION

(A nonprofit corporation incorporated under the
Washington Nonprofit Corporation Act, RCW chapter 24.03)

PART 1

Membership

1.1 **Requirements.** Members shall be, at minimum, employees whose employment status comes under the provisions of the University of Washington professional staff program and who have not declined membership in the University of Washington Professional Staff Organization (the "Corporation"). All Members may be required to pay dues as required under these Bylaws, shall abide by these Bylaws and any Code of Ethics of the Corporation, and shall uphold the best interest of the Corporation.

1.2 **Classes of Members.** The Corporation shall have one class of Members.

1.3 **Voting.** Members shall be entitled to vote on all matters subject to vote by the membership, and shall be eligible to serve as a Director, serve as an officer, serve on and chair a committee, and attend events sponsored by the Corporation.

1.4 **Voting Rights.** Each Member shall be entitled to one vote on each matter coming before any meeting of such Members. Members have voting rights with respect to the election or removal of Directors and officers as set forth herein. The vote of any Member at any meeting of Members may be exercised either in person or by written proxy by an authorized agent thereof.

1.5 **Membership.** The membership of the University of Washington Professional Staff Organization shall include all University of Washington employees whose employment status comes under the provisions of the University of Washington professional staff program and who have not declined membership in the Corporation. Upon request by the President, the Secretary, or the Board of Directors, a list of the names and addresses of all Members shall be provided, and such list may be relied on and shall be conclusive for all purposes for which a determination of Members is relevant, except to the extent otherwise determined by the Board of Directors before such reliance.

1.6 **Dues and Assessments.** Membership dues may be established from time to time by the Board of Directors. Payment of dues shall be in advance and shall be a condition

precedent to membership in good standing. Dues shall be used solely in furtherance of the business of the Corporation.

1.7 Resignation, Suspension, and Termination of Membership.

a. Resignation of Membership. Any Member may resign by submitting a written resignation to the Corporation. Such a resignation shall be effective as of the date received or at a future date as stipulated in said resignation. Any Member who resigns shall forfeit any and all dues paid and any and all rights and privileges with respect to the Corporation, and shall remain liable for any dues or other charges due and owing at the time of such Member's resignation.

b. Suspension or Termination of Membership. The Board of Directors or a duly appointed committee thereof shall suspend the membership of any Member whose dues are not paid in full within 60 days after the due date. Suspended Members shall not be entitled to any rights or benefits of membership, including voting. The Treasurer will give notice to the Member in question by personal or electronic communication 15 days before suspension. The delinquent Member shall have the right to reply with payment or reasons not to be suspended at any time up to the date of suspension. Reinstatement of suspended Members is at the discretion of the Board of Directors. The Board of Directors, by resolution, may terminate the membership of any Member due to nonpayment of dues or failure to abide by the Bylaws, or if a Member's conduct is deemed by the Board to be detrimental to the best interest of the Corporation. Termination for reasons of conduct will require the Board of Directors to give notice to the Member in question, followed by an opportunity for the Member to be heard. After hearing from the Member, or should the Member fail to reply within two weeks of the date of notice, the Board of Directors can act to terminate the Member. Any Member whose membership is terminated shall forfeit any and all dues paid and any and all rights and privileges with respect to the Corporation, and shall remain liable for any dues or other charges due and owing at the time of such termination. Failure to pay dues will result in suspension, as provided herein, and, if not remedied in the time provided, in termination.

1.8 Annual Meeting. The annual meeting of the Members shall be held each year on May 18 at 11:30 a.m. at such place as the Board of Directors shall determine, or at such other date and time as may be designated by the Board. The purposes of the annual meeting shall be to elect Directors and officers and to transact such other business as may properly come before the meeting.

1.9 Special Meetings. Special meetings of the Members for any purpose or purposes permitted hereunder or by law may be called at any time by the President or the Board of Directors to be held at such time and place as the President or the Board may prescribe. Upon the request of 10 percent of the Members, it shall be the duty of the Secretary to call a special meeting of the Members for any purpose or purposes permitted hereunder or by law, such meeting to be held at such place and at such time as the Secretary may fix, not less than 10 nor more than 35 days after the receipt of said request; if the Secretary shall neglect or refuse to issue such call, those making the request may do so.

1.10 Notice of Meetings. Written notice of the place, day, and hour of the annual membership meeting and written notice of the day, place, hour, and purpose or purposes of special membership meetings shall be delivered not less than 10 days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail, addressed to the Member at his or her address as it appears in the records of the Corporation, with postage thereon prepaid.

1.11 Waiver of Notice. Except when expressly prohibited by law or the Articles of Incorporation, notice of the day, place, hour, and purpose or purposes of any meeting of the Members may be waived in writing by any Member at any time, either before or after the meeting, and attendance at the meeting in person or by proxy shall constitute a waiver of such notice of the meeting unless before or upon commencement of such meeting such Member in attendance asserts that proper notice was not given.

1.12 List of Members. At least 10 days before a meeting of Members, the Secretary, in conjunction with the Board of Directors or a committee thereof, shall compile a complete list of the names and addresses of the Members entitled to vote at such meeting or adjournment thereof. Such list shall be open for examination by any Member during usual business hours at the principal or registered office of the Corporation or the office of the Secretary for a period of at least 10 days before any such meeting. Such list shall also be produced and kept open for examination at the time and place and during the course of any such meeting.

1.13 Quorum. At any meeting of Members, the presence in person or by proxy of a majority of all the Members in good standing shall constitute a quorum for the transaction of business, and the vote of a majority of the Members present in person or by proxy at a meeting at which there is a quorum shall be the act of the Corporation, except as otherwise provided herein, by law or by the Articles of Incorporation. The Members present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

1.14 Adjourned Meetings. Whether for failure to obtain a quorum or otherwise, an adjournment or adjournments of any meeting of Members may be taken to such time and place as the majority of the Members present (in person and by proxy) may determine without any other notice than announcement at such meeting being given.

1.15 Proxies. A proxy must be executed in writing by a Member or his or her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy. Revocation of a proxy shall not be effective until written notice thereof has actually been received by the Secretary.

1.16 Action by Members Without a Meeting. Any action that could be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the actions so taken is signed by all Members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same

document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Members.

PART 2

Powers

The Corporation shall have all powers granted by the Washington Nonprofit Corporation Act, as amended (including any additional powers granted by amendments to such act after the formation of the Corporation), and chapter 24.03 of the Revised Code of Washington that are consistent with the qualification of the Corporation under section 501(c)(5) of the Internal Revenue Code.

PART 3

Board of Directors

3.1 Number and Qualification. The business affairs and property of the Corporation shall be managed by a Board of Directors, currently consisting of 15 Directors, that may include representatives from the following occupational areas:

<u>Occupational Area</u>	<u>No. of Representatives</u>
Principal Assistants to Executive Heads/Managers	3
Counseling/Continuing Education/Extension	1
Research/Engineering	3
Computer & Network Systems	2
Other (At-Large Representatives)	3
Bothell Campus	1
Seattle Campus	1
Tacoma Campus	1

The Board of Directors, by amendment of these Bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director, or reducing the number of Directors to less than one.

3.2 Powers. The Board of Directors shall have sole voting power with respect to all matters relating to the Corporation, including, without limitation, any alteration of, amendment to, or repeal of the Bylaws or the adoption of new Bylaws; any amendment to the Articles of Incorporation; any merger or consolidation involving the Corporation; any sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; the adoption of any plan providing for the distribution of assets; or any dissolution of the Corporation.

3.3 Election – Term of Office. The initial Directors shall hold office until the initial election of Directors by the Members and until their respective successors are elected and qualified. No more than two consecutive terms may be served by any Director. Terms shall be

staggered so that one-half of the Directors on the initial Board of Directors will only serve a one-year term. The Directors shall be elected at each annual membership meeting, to hold office for a two-year term and until their respective successors are elected and qualified, unless removed in accordance with the laws of Washington. In the event of failure to elect Directors at any such annual meeting, or in the event of failure to hold any such annual meeting as provided by these Bylaws, Directors may be elected at a special meeting of Members called for that purpose.

3.4 Qualifications. Directors of the Corporation must be Members.

3.5 Vacancy and Removal. Any vacancy, other than a vacancy occurring because of the natural expiration of a Director's term of office or an increase in the number of Director positions on the Board, shall be filled for the remainder of said term. The Board shall have the authority to fill any such vacancy at any time by the affirmative vote of a majority of the remaining Directors. Any Director may be removed as a Director (a) with or without cause, by the affirmative vote of two-thirds of the Directors who are in office and are entitled to vote at the time the vote is held; (b) if he or she is no longer a current Member; (c) by voluntary resignation; or (d) if absent from three consecutive Board meetings. The Board may take action to remove a Director at any meeting of the Board, provided that notice of such proposed action is contained in the notice of such meeting.

3.6 Quorum and Voting. At any meeting of the Board of Directors, the presence in person of a majority of the Directors fixed by, or in accordance with, these Bylaws, shall constitute a quorum for the transaction of business. If a quorum is present, the act of a majority of the Directors present at such meeting shall be the act of the Board of Directors and of the Corporation, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. The Directors present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum. Abstention from voting on a motion by a Director present at a meeting at which there is a quorum shall be counted as a vote against the motion.

3.7 Annual Meeting. The annual meeting of the Board of Directors shall be held at such time, date, and place as fixed by the Board. Any business proper for consideration by the Directors may be considered at the annual meeting, whether or not such business is specified in the notice of annual meeting.

3.8 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place, day, and hour as shall from time to time be fixed by resolution of the Board.

3.9 Special Meetings. Special meetings of the Board of Directors may be held at any place and at any time, whenever called by the President or any two or more Directors.

3.10 Notice of Meetings. Notice of the time and place of all meetings of the Board of Directors shall be given by the Secretary, or by the person calling the meeting, by mail, telegram, or personal communication over the telephone or otherwise, at least two days before the day on which the meeting is to be held. However, no notice of any meeting need be given if the time and place thereof shall have been fixed by resolution of the Board of Directors and a copy of

such resolution mailed to every Director at least three days before the first meeting held pursuant thereto. Notice of any meeting of the Board of Directors may be waived in writing by any Director at any time, either before or after such meeting, and attendance at such meeting in person shall constitute a waiver of notice of the time, day, place and purpose or purposes of such meeting, except when a Director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

3.11 Directors' Action Without a Meeting. The Board of Directors may take any action that it could properly take at a meeting without such a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors. Such consent shall have the same effect as a unanimous vote.

3.12 Compensation. Directors shall receive no compensation for their services as Directors, except that they may be reimbursed for actual expenses incurred because of their position, upon approval of the Board of Directors.

3.13 Establishment and Authority of Board Committees. By resolution adopted by a majority of the Directors in office, the Board of Directors may establish one or more committees of the Board consisting of two or more Directors, which committees shall have and exercise the authority of the Board of Directors, to the extent provided in their establishing resolutions, except that no committee shall have the authority to (a) take any action contrary to law; (b) approve any proposal that the Corporation borrow money or become a maker on a promissory note or other evidence of indebtedness for borrowed money; (c) amend, alter, or repeal these Bylaws; (d) elect, appoint, or remove any Member of any other committee of the Board or any Director or officer of the Corporation; (e) amend the Articles of Incorporation; (f) adopt a plan of merger or consolidation with another corporation; (g) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (h) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (i) adopt a plan for the distribution of the assets of the Corporation; or (j) amend, alter, or repeal any resolution of the Board that by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed on it, him, or her by law.

PART 4

Officers

4.1 Officers Enumerated – Election; Powers. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, the immediate Past President, and such other officers as the Board of Directors may designate, all of whom shall be elected by the Members at each annual meeting of Members, to hold office for a one-year term, if not removed earlier by a vote of the Directors. The officers shall have the powers described in this Part 4, but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Qualifications. Officers of the Corporation need not be Directors, but they must be Members of the Corporation.

4.3 President. The President shall exercise the usual executive powers pertaining to the office of President and shall perform such other duties as the Board of Directors may from time to time designate. Without limiting the foregoing, the President shall preside at all meetings of the Board of Directors; have general and active management of the affairs of the Corporation; see that all orders and resolutions of the Board are carried into effect; execute all documents requiring a seal, under the seal of the Corporation; and be ex-officio a Member of all committees; all subject, however, to the right of the Directors to delegate any specific powers, except as may be by statute exclusively conferred on the President to any other officer or officers of the Corporation.

4.4 Vice President. The Vice President shall act as President in the absence or disability of the President and shall perform such other duties as the Board of Directors may from time to time designate. The Vice President shall assist the President in managing and operating the Corporation, and perform all necessary duties of the President when the President is unable to do so.

4.5 Secretary. The Secretary, personally or with the assistance of others, shall keep records of the proceedings of the Directors, committees, and Members; attest all deeds, bonds, contracts, and other obligations or instruments in the name of the Corporation; keep the corporate seal, if any, and affix the same to proper documents; and perform such other duties as the Board of Directors may from time to time designate. The Secretary shall keep a record of all meetings of the Members and the Board of Directors, and maintain the official correspondence of the Corporation. If the Secretary is absent from a meeting of record, the presiding officer shall designate an individual to record the minutes of the meeting.

4.6 Treasurer. The Treasurer shall have the care and custody, and be responsible for, all funds and securities of the Corporation, and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors. In general, he or she shall perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. The Treasurer shall prepare the annual budget, and disburse, maintain, and account for all financial transactions of the Corporation.

4.7 Vacancies. Vacancies in any office arising from any cause may be filled as follows:

a. Past President. If a vacancy arises in this position, the office of Past President shall not be filled until the renewal of the next term of such office.

b. President. If a vacancy arises in the office of President, then the office shall be filled by approval of the Board of Directors.

c. Vice President. If a vacancy arises in the office of Vice President, then the office shall be filled by approval of the Board of Directors.

d. Treasurer. If a vacancy arises in the office of Treasurer, then the office shall be filled by approval of the Board of Directors.

e. Secretary. If a vacancy arises in the office of Secretary, then the office shall be filled by approval of the Board of Directors.

PART 5

Books, Records, and Reports

5.1 Records of Meetings. The Corporation shall keep current and complete records of all proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

5.2 Copies of Resolutions. Any person dealing with the Corporation may rely on a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors, when certified by the President or Secretary.

5.3 Books of Account. The Corporation shall keep appropriate and complete books of account.

PART 6

Fiscal Year

The fiscal year of the Corporation shall end June 30.

PART 7

Corporate Seal

The corporate seal of the Corporation, if any, shall be in such form as the Board of Directors may approve from time to time.

PART 8

Miscellaneous

8.1 Loans. No loans shall be made by the Corporation to any officer or Director.

8.2 Approval of Expenditures. Expenditures greater than \$100 per transaction require approval by a majority of the Board of Directors; expenditures of \$100 or less per transaction must be approved by the Treasurer.

8.3 Rules of Order. The rules contained in the most recent edition of *Robert's Rules of Order, Revised*, shall govern all meetings of Members, Directors, and committees, when those rules are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of order of the Corporation.

8.4 Amendment. These Bylaws may be altered, amended, or repealed by the Board of Directors.

8.5 Dissolution. In the event the Board of Directors determines that the Corporation no longer serves to fulfill its purpose, a meeting of the Members shall be called. A majority vote of those Members in attendance shall be required to dissolve the Corporation.

8.6 No Political Affiliation. The name of the Corporation shall not be used to take a position on a political issue or to either endorse or oppose candidates for political office. The Directors shall not take positions on political issues or endorse or oppose candidates for political office, unless such issues affect the operation or support of public higher education institutions or their staffs, facilities, or students.

8.7 Membership Confidentiality Provision. The Corporation's information on Members, if any, will not be shared with outside individuals or organizations for any political or commercial purpose.

8.8 Nondiscrimination Policy. No one shall be denied membership and involvement in the Corporation because of race, color, religion, national origin, age, disability, veteran status, sex, or sexual orientation.

Amendment to PSO By-Laws that would raise the maximum number of non-officer board members from 15 to 17

Adopted by PSO Board of Directors on May 22, 2011

Amendment to the Professional Staff Organization Bylaws
Part 3, section 3.1, Number and Qualification.

The Board of Directors hereby amends the Bylaws to increase the number of Directors to as many as 17. Additional directors can be drawn from any occupational area and be numbered among the 'Other (At-Large Representatives)' category listed in section 3.1. Vacancies on the Board of Directors will be filled if the total number of directors falls below 15.