

BY-LAWS OF THE WASHINGTON STUDENT ASSOCIATION

This document shall serve to provide guidance to the operations of the Washington Student Association, in accordance with the Constitution of the Washington Student Association. At no time shall any part of this document, nor the operations of the Washington Student Association, its Board of Directors, or the General Assembly contradict the Articles of Incorporation or Constitution of the Washington Student Association.

100.00 Washington Student Association Board of Directors

- 101.00 In addition to the provisions set forth in the Articles of Incorporation and Constitution of the Washington Student Association, the Washington Student Association Board of Directors shall:
- 101.01 Hold no fewer than eight meetings per year; including one meeting per month while the legislature is in session, September through June. Special meetings of the Board of Directors shall be held at the call of one-third of the board members or at the call of the President.
- 101.02 Approve a legislative agenda no later than December 15 of each year.
- a. The legislative agenda shall be forwarded by the General Assembly prior to the December meeting of the Board of Directors.
 - b. If the General Assembly cannot approve a draft, then the Board of Directors shall approve the previous year's legislative agenda.
 - c. Member associations are encouraged to submit their individual legislative agenda to the President or designee no later than seven days prior to the General Assembly meeting.
- 101.03 Committees may be created by the Board. In addition to ad-hoc committees, there shall be these standing committees: Executive, Research, and Outreach.
- a. The Executive Committee shall include the President, the Vice-Presidents, and one representative from each institution not represented in WSA Leadership. The Executive Director shall be an ex-officio member of the Executive Committee but shall have no vote. The Executive Committee shall have and exercise all of the authority of the Board, except in reference to amending the Articles of Incorporation; adopting a plan of merger or consolidation; recommending the sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the corporation other than in the usual and regular course of business;

recommending a voluntary dissolution of the corporation or a revocation thereof; amending the WSA Legislative Agenda; or, amending these By-Laws.

A quorum for the Executive Committee shall consist of two-thirds of members. Members of the Executive Committee may not designate proxies. The Executive Committee shall keep regular minutes of their meetings and shall cause them to be recorded in the office of the corporation.

b. The Research Committee shall be chaired by the Vice-President of Legislative Affairs, and shall be responsible for research of current and potential legislative policy. Membership of the research committee shall include one representative from each member institution and others as the President may appoint.

c. The Outreach Committee shall be chaired by the Vice President of Recruitment and Retention, and shall be responsible for the creation and implementation of an annual membership recruitment plan. Membership of the committee shall include one representative from each member institution and others as the President may appoint.

200.00 Washington Student Association General Assembly

201.00 In addition to the provisions set forth in the Constitution of the Washington Student Association, the Washington Student Association General Assembly shall:

201.01 Convene two meetings per calendar year.

a. The General Assembly shall convene once at least two (2) weeks prior to December Board of Directors meeting to draft the legislative agenda for the following calendar year and a budget for the following fiscal year, and once in the spring prior to the June Board of Directors meeting to approve the budget and receive an update from the elected officers on the outcome of the legislative session.

b. Special meetings of the General Assembly shall be held at the unanimous call of the elected officers and 3/4 of the Board of Directors.

202.00 A two-thirds vote of quorum is required to approve, or accept revisions and recommendations to, the legislative agenda and budget during consideration by the General Assembly.

203.00 Voting proxies shall be limited to one proxy for each representative student attending, and proxies shall be held only by students of the same

member association.

- 204.00 For institutions with student populations represented by numerous recognized student associations, the number of votes per association shall be divided by proportional population benchmarks established by the institution.

300.00 Executive Positions within the Washington Student Association

- 300.01 The Washington Student Association General Assembly shall elect, from the eligible membership of the organization, a President, Vice President of Legislative Affairs, Vice President of Finance, Vice President of Communications, and a Vice President of Recruitment and Retention.

a. To be eligible for consideration candidates shall have attended two General Assembly meetings and be a current member student of a member association.

b. Nominations for candidacy shall be opened at the preceding Board of Directors meeting, and shall continue up until the General Assembly meeting convenes.

c. A majority of quorum is required to be elected; if more than two candidates are running for the same office, a runoff of the top two candidates may be required if an initial majority is not achieved.

d. Executives-Elect shall assume their elected office at the conclusion of the meeting in which they were elected.

e. In the event that an executive position is vacant or an executive is unable to fulfill the requirements of his/her position for any reason, the Board of Directors may appoint an interim executive for that position by a majority vote of quorum. Candidates must be a current member student of a member association to be eligible for appointment. If more than two candidates are interested in the appointment, a runoff of the top two candidates may be required if an initial majority is not achieved. The candidate appointed by the Board of Directors shall remain an interim appointment until the next General Assembly meeting.

- 301.00 Duties of the President of the Washington Student Association shall include:

301.01 To Chair the meetings of the Washington Student Association

a. If the President is unable to chair any meeting, he/she shall designate

another executive officer, or the chair shall follow the chain of command: VP of Legislative Affairs, VP of Finance, VP of Communication, VP of Recruitment and Retention.

- 301.02 To negotiate and execute contracts on behalf of the Washington Student Association and supervise the duties and activities of employees and contracted services.
- 301.03 Authorize budgeted expenditures up to \$500 or up to \$5000 in the case of budgeted travel expenditures.
- 301.04 To prepare the agendas of the Washington Student Association
 - a. The agenda shall be distributed electronically to each officer and member association at least five business days prior to the scheduled meeting.
- 301.05 To perform any other duties delegated by the Washington Student Association Board of Directors.
- 302.00 Duties of the Vice President of Legislative Affairs shall include:
 - 302.01 In the absence of the President or in the event of his/her inability to act, the Vice President of Legislative Affairs, shall perform the duties of the President and when so acting shall have the powers of and be subject to all restrictions placed upon the President.
 - 302.02 Drafting a recommended Legislative Agenda, and associated principles for consideration by the General Assembly.
 - 302.03 Monitoring and reporting on relevant Legislative and Agency actions.
 - 302.04 In the event that staff or an advisor is unavailable, the Vice President of Legislative Affairs shall train legislative liaisons prior to the legislative session.
 - 302.05 Planning and implementation of an annual statewide lobby day.
 - 302.06 Chairing the Research Committee and performing all necessary duties associated with the committee.
- 303.00 Duties of the Vice President of Finance shall include:
 - 303.01 Acting as the treasurer and chief financial officer of the Washington Student Association.

- 303.02 Tracking and providing periodic reports on the finances of the Washington Student Association.
- 303.03 Creating a draft budget for consideration by the General Assembly.
- 303.04 Serving as the liaison between the WSA Board of Directors and WSF Board of Directors.
- 304.00 Duties of the Vice President of Communication shall include:
 - 304.01 Acting as the clerk and secretary of the Washington Student Association meetings.
 - 304.02 Maintaining the active and inactive rosters of members and membership associations.
 - 304.03 Preparing correspondence with member institutions and the press.
 - 304.04 Coordinating all activities with media.
 - 304.05 Maintaining WSA pages in online social media.
- 305.00 Duties of the Vice President of Recruitment and Retention shall include:
 - 305.01 Creating and maintaining collaborative relationships with new and prospective members.
 - 305.02 Assisting new and existing members in enhancing student advocacy on campus.
 - 305.03 Assisting new members with budget planning and implementation.
 - 305.04 Working with the Executive Director in facilitating the process of becoming new WSA members for interested student government associations.
 - 305.05 Chairing the Outreach Committee and performing all necessary duties associated with the position.
- 306.00 Each officer shall perform other duties as assigned by the Board of Directors.
- 306.01 Each officer shall be elected for one year term, beginning no later than July 1 and ending no later than June 30, or until his/her successor is elected and

qualified.

400.00 Staff and Contracted Services

- 400.01 The Board may employ an Executive Director by an affirmative vote of at least two-thirds of the Directors of the whole Board. The executive Director shall be responsible for the administration and conduct of the business and affairs of the corporation pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of other staff or agents of the corporation. The Executive Director shall be a non-voting ex-officio member of the Board.
- 400.02 The Board may authorize additional staff or contracted services, including a contract lobbyist if budgeted for the same. The job description and compensation of the contract lobbyist shall be reviewed annually by the Board. Any contract shall be supervised by the Executive Director and report regularly to the Board through the Executive Director.
- 400.03 In the event of an open position the President shall appoint a search committee to recruit, evaluate, and recommend candidates for the open position. The Board may establish by resolution qualifications and procedures to be used by such a search committee.
- 400.04 Each employee or contracted service provider of the association will have an employment contract which states the term, responsibilities, benefits, and termination procedures which exist between the individual and the association. The President shall be responsible for the completion of contracts, as well as the review of said documents in a timely fashion.

500.00 Policies

501.00 Meetings

- 501.01 General meetings of the Washington Student Association State Board shall be open to the public, unless the Board of Directors, upon a two-thirds vote closes the meeting.

502.00 Rules of the Meetings

- 502.01 The Washington Student Association shall adhere to Robert's Rules of Order is during all general meetings of the Washington Student Association, unless otherwise state in this document or upon a two-thirds (2/3) vote of the membership to adopt alternative rules.

503.00 Quorum

503.01 A quorum for the Board of Directors shall be 2/3 of the active association members.

503.02 A quorum for the General Assembly shall be 2/3 of the active association members.

503.03 A quorum as defined above, must be present in order for the Washington Student Association to take any official or binding action.

504.00 Voting

504.01 Members of the Washington Student Association shall be prohibited from casting a vote on any matter in which they have a conflict of interest, as determined by the President.

a. In the case of an abstention, each abstention shall be considered a temporary suspension of the abstaining voters seated membership for the duration of the specific vote at hand, therefore the total number of possible votes shall be decreased by one.

505.00 Proxy Votes

505.01 Any voting member of the Washington Student Association may designate a proxy vote for a meeting which he/she is not able to attend. Said members that wish to proxy their vote to another must inform the President prior to the meeting of who will hold said proxy vote.

600.00 Endorsements and Contributions

601.00 The Washington Student Association shall not endorse any candidate wishing to hold either an appointed or elected office, but may endorse candidates for state agency, committee, board, or task force positions which are directly related to the WSA mission.

602.00 The Washington Student Association, upon a unanimous vote, may support or oppose statewide initiatives or referenda.

603.00 The Washington Student Association, upon a unanimous vote, may participate in forming and operating a lawfully registered Political Action Committee.

700.00 Indemnification

701.00 Each Contracted Service Provider, Staff, and Officer of the corporation

now and hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which (s)he has or shall become subject to by any reason of serving or having served as such contracted service provider, or officer or by reason of any action alleged to have taken, omitted, or neglected by him/her as such contracted service provider or officer; except for such contracted service provider's or officer's criminal conduct, willful misconduct or gross negligence.

702.00 The corporation shall reimburse each such person for all legal expenses reasonably incurred by him/her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his/her criminal conduct, willful misconduct or gross negligence.

800.00 Amendments

800.01 These By-Laws of the Washington Student Association may be amended by a two-thirds vote of quorum by the Board of Directors. By-Law amendments must be submitted for review at least one meeting prior to action being taken.

These By-Laws adopted June 2006.

These By-Laws amended May 2009.

These By-Laws amended the 17th day of October 2009.

_____ Date: _____

Richard Lum, President