

Date of last revision: 1 May 2011

## **WASHINGTON STATE ARCHERY ASSOCIATION CONSTITUTION**

### **ARTICLE I: NAME**

The name of this association shall be Washington State Archery Association, hereinafter referred to as WSAA.

### **ARTICLE II: PURPOSE**

#### **Mission:**

To promote and encourage the sport of archery with adults and youth by providing education, support and fostering statewide and national sports competition while working in cooperation with various national archery associations, wildlife conservation organizations and related governmental agencies.

#### **Vision:**

The Washington State Archery Association strives to:

- Promote the sport of archery among adults and youth by providing education, and skills development, while advocating safety and encouraging good sportsmanship ,
- Foster the development of the National Archery in Schools Programs(NASP) and other youth / beginner archery programs throughout Washington State,
- Provide an avenue for sports competition by holding various types of statewide tournaments for adults and youth,
- Support bowhunting for all legal game working in cooperation with wildlife conservation organizations and related government agencies.
- Increase adult and youth membership in the WSAA.

#### **Statement:**

- A. The Washington State Archery Association is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE III: MEMBERSHIP**

Membership shall be granted to anyone, regardless of race, creed, color, sex or national origin, who meets the below requirements:

Classes of membership shall include Complimentary, Honorary Life, Paid Life, Spouse Life, Adult (head of household), Spouse, Junior, Independent Junior, Club, and Commercial.

1. A. Complimentary membership without payment of fees and dues may be granted to a WSAA member for exceptional or meritorious service for one or more years as determined by the Board of Directors.
- B. This membership will not grant honorary member privilege to hold office or be used as a delegate for

voting strength.

2. Honorary Life Membership, without payment of fees and dues, with regular membership privileges may be granted upon recommendation of the Board of Directors.
3. Honorary Life Membership, with exemption from regular fees and dues, shall be bestowed upon the recipients of the Al Chrisman, Irl Stamps and Bob Adams awards, and individuals selected by the Honors Hall of Fame Committee.
  - A. An Honorary Life Membership ends upon the death of the recipient.
  - B. An Honorary Life Membership may not be sold.
  - C. The association shall carry a maximum of twenty active Honorary Life Memberships.
  - D. An Honorary Life Membership is not a family membership. Family members will pay regular fees and dues.

All present Life Members will continue to receive the privileges of their membership. No refunds will be made to current life members receiving an Honorary Life Membership.

4. Life Membership, or Spousal Life Membership, with exemption from regular fees and dues, shall be granted to anyone upon proper application, and payment of prescribed fee.
6. Spousal Life Memberships
  - A. May only be purchased in conjunction with a purchased Life Membership.
  - B. If the holder of a purchased Life Membership dies;
    - 1) Existing Life Membership benefits will be transferred only to an existing Spousal Life Membership.
    - 2) These benefits to terminate upon this spouse's death.
    - 3) No other Spousal Life Membership may be purchased in conjunction with this membership.
  - C. If the holders of a Life Membership and a Spousal Life Membership divorce;
    - 1) The Life Membership shall remain as it exists, unless divorce decreed otherwise.
    - 2) The Spousal Life Membership shall have two options;
      - a. Pay the additional remaining to become a full Life Member (65% of current rates).
      - b. Revert back to an annual membership without refund.
6. Life Membership, or Spousal Life Membership, with exemption from regular fees and dues, shall be granted to any WSAA member who has maintained a regular WSAA membership for 50 continuous years.
  - A. Identification / verification of continuous membership shall be performed by the Membership / Year Pins Chairman.
  - B. Presentation of said Life Membership shall take place at the WSAA Annual Convention, during presentation and award of WSAA Year Pins.
  - C. This award shall include the presentation of WSAA standard Life Membership identification card.
  - D. Members shall be carried on the rolls as "Paid Life" members, and therefore not subject to the limitation on Honorary Life Memberships.
7. Adult membership shall be granted to anyone who has attained his or her eighteenth (18<sup>th</sup>) birthday, upon application and payment of regular fees and dues.
8. Spousal membership shall be granted to anyone upon application and payment of spousal fees and dues when an Adult (head of household) membership is purchased.
9. Junior members under eighteen (18) years of age may be added to their parent's or guardian's membership upon payment of applicable Junior fees and dues. Upon reaching their eighteenth birthday, the individual must apply for regular adult membership
10. Independent Junior membership shall be granted to anyone under eighteen (18) years of age upon application and payment of regular fees and dues upon approval of parent or legal guardian. Upon reaching their eighteenth

birthday, the individual must apply for regular adult membership

11. Club membership shall be granted to any group forming a club with at least seven (7) WSAA adult members, upon application for charter and payment of prescribed fees, submission of membership roster and a copy of their club constitution and/or by-laws, and upon approval by a majority of the Board of Directors.
12. Commercial membership shall be granted to any archery dealer, pro shop, or archery lanes, upon application and payment of annual fees and dues, submission of a copy of their State Of Washington Department Of Revenue registration certificate, and upon approval by a majority of the WSAA Board of Directors. All WSAA chartered shops shall have one vote per WSAA charter at WSAA conventions.
13. Fees and dues under this article shall imply membership fees and dues.

#### **ARTICLE IV: GOVERNING BODY**

The governing body shall be the delegates of the clubs and WSAA trustees attending the annual convention or special meeting called to conduct affairs of this association.

#### **ARTICLE V: FISCAL YEAR**

The fiscal year shall commence January 1st each year.

#### **ARTICLE VI: AMENDMENTS**

1. This constitution may be amended by a two-thirds vote of the governing body at the annual convention.
2. A special meeting may be called for this purpose, with ratification by sixty percent of the member clubs required. Ratification shall be accomplished within 45 days from date of receipt. Failure to respond within the prescribed time shall be considered a vote for ratification.

#### **ARTICLE VII: DISSOLUTION**

- a. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
- b. Upon dissolution, after all financial obligations have been satisfied in full, all assets shall be distributed equally to the National Field Archery Association Foundation and USA Archery.

END CONSTITUTION

## **BY-LAWS OF THE WASHINGTON STATE ARCHERY ASSOCIATION**

### **ARTICLE I: OFFICERS, TRUSTEES AND DUTIES**

#### **EXECUTIVE COMMITTEE:**

1. The Executive Committee of the Board of Directors shall control the activities and property of the Association, subject only to the provisions of the Constitution, By-Laws and Standing Rules and such actions as may be taken by the governing body.
2. The Executive committee shall be comprised of President, Executive VP, Hunting VP, Tournament VP and Executive Trustee at Large.

#### **BOARD OF DIRECTORS:**

1. The Board of Directors shall form policies and review the actions of the executive Committee, subject only to the provisions of the Constitution, By-Laws and Standing Rules and such actions as may be taken by the governing body.
2. Members of the Board of Directors shall serve without salary.
  - A. **PRESIDENT**  
The President, or in his absence the Executive Vice-President, Vice-President Hunting, or Vice-President Tournament, in the order listed, shall preside at all meetings, or special meetings of the Board of Directors and of the governing body, and perform such other duties as are incident to the office.
  - B. **EXECUTIVE VICE-PRESIDENT**  
Shall chair the Honors and Hall of Fame Committee. In the absence or disability of the President, the Executive Vice-President shall perform the duties of President, and shall have such other powers and duties as from time to time may be prescribed by the President.
  - C. **VICE-PRESIDENT HUNTING**  
The Vice-President Hunting shall be responsible for bowhunting activities of the WSAA, and chair the hunting committee following the structure, and policies in the standing rules regarding said committee.
  - D. **VICE-PRESIDENT TOURNAMENT**  
The Vice-President Tournament shall be responsible for WSAA tournament activities.
  - E. **SECRETARY**  
The Secretary shall be responsible for all secretarial duties of WSAA.
  - F. **TREASURER**  
The Treasurer shall be responsible for all fiscal/financial duties of WSAA.
  - G. **IMMEDIATE PAST PRESIDENT**
  - H. **TRUSTEES**  
See By-Laws Article VI

### **ARTICLE II: FINANCES**

1. The President and the Vice Presidents, incumbent and/or elect, the Treasurer, and such others as the President shall specify, shall serve as the Finance Committee. The committee shall meet as soon as possible following the annual convention to prepare a budget for the following fiscal year.
2. The complete budget shall be submitted by the Finance Committee to the Board of Directors for approval at their first meeting following the fiscal year end.

**ARTICLE III: FEES AND DUES**

1. Fees and dues shall be proposed by the Board of Directors and sanctioned by the governing body.  
 Dues for membership shall be as follows:  
 Individual Adult (Head of Family) \$30.00/Year  
 Spouse \$10.00/Year  
 Each Additional Junior Family Member [Under 18] \$2.00/year  
 (There will be no charge for additional Junior Family Members in excess of two)  
 Individual Junior Member [Under 18] \$10.00/Year  
 Life Membership [Payable 25%/Quarter] \$300.00  
 Spousal Life Membership [31% of Life] \$93.00  
**Initial** Club Membership (Charter) \$20.00  
 Club Membership (Charter) \$15.00  
**Initial** Commercial Membership (Charter) \$20.00  
 Commercial Membership (Charter) \$15.00  
 (No Club Charter shall be issued or renewed in the name of a commercial archery establishment.)
2. Two (2) dollars of each annual Individual Adult membership dues and two dollars of each spouse membership dues shall be deposited into the Bowhunter and Sportsmen's Defense Fund.

**ARTICLE IV: MEETINGS**

1. Meetings of the Board of Directors shall be held at least quarterly, and be called at such time and places where the attendance of a quorum can be secured with a minimum of inconvenience or expense to the members of the Board of Directors. At all other times, action of the Board of Directors may be decided by mail except as noted in By-Laws Article XI, Paragraph 5.
2. The governing body shall meet annually and when special meetings are called.
3. Special meetings may be called by the Board of Directors, or by any three [3] affiliated clubs. A signed petition must be presented, or submitted by mail to the WSAA Secretary, stating the reasons for requesting the special meeting.
4. The Board of Directors shall meet at the request of the President, or by written request to the Secretary, by three [3] members of the Board of Directors.
5. NOTIFICATION
  - A. Notification of meetings of the Board of Directors shall be given each member of the Board of Directors at least four [4] days prior to the meeting.
  - B. Written notification of the date, time and place of the annual or special meeting shall be given all member clubs at least thirty [30] days prior to the meeting. Notification shall also include an agenda and such information deemed necessary by the Board of Directors.
  - C. Notification of the date, time and place of the annual or special meetings shall be provided to the membership through the official WSAA publication known as the "Quiver". Included shall be such information as deemed necessary by the Board of Directors
6. A WSAA board member may appoint another WSAA member in good standing as his/her representative at a regularly called board meeting, except the annual convention, with full powers to act in his/her stead. Written notice, signed by the absent board member, must be presented to the Secretary prior to being seated at the meeting.
7. Members of the Board of Directors may not represent a club for the purposes of the annual convention or special meetings.

**ARTICLE V: ELECTIONS AND TERMS OF OFFICERS**

The annual election of officers shall be held at the annual convention by the governing body.

1. Nominations may be made by:
  - A. The Board Of Directors
  - B. A Nominating Committee
  - C. A Chartered Club and/or Chartered Shop
  - D. Any WSAA adult member in good standing.
2. All nominations must be accompanied by a letter of acceptance and statement of qualifications.
3. All nominations must be in the hands of the recording secretary by the opening of the last scheduled day of the annual convention.
4. The elections shall be last in the order of business the second day. Only Delegates and Officers that are eligible to vote will be presented a ballot, and must be present to vote. Voting will be by means of an official ballot, listing the names of candidates for each position. The Secretary will provide each Delegate and voting Officer with a ballot, and collect completed ballots for tallying. Count will be performed by a three-person committee appointed by the President. Ballots will be retained until the close of business on the last day, at which time they will be destroyed.
5. Officers will be elected to a one-year term. In case of the failure to elect an officer at the annual convention because of the lack of a quorum or for any other reason, the officer then in office shall hold over until their successor is elected or appointed, except the position of Immediate Past President, which will become vacant.
6. Officers shall be, at all times, members in good standing of WSAA and NFAA, and residents of Washington State.

**ARTICLE VI: TRUSTEES- NOMINATION, ELECTION AND TERMS OF OFFICE AND DUTIES**

1. One Executive Trustee at Large shall be elected by the governing body at the annual convention. Nominations will be accepted from the floor following the election of officers.
2. Two Trustees at Large shall be elected by the governing body at the annual convention. Nominations will be accepted from the floor following the election of officers.
3. District Trustees will be elected by the delegates of the member clubs of the WSAA located in their respective districts, said election to be held at the annual convention of the WSAA. Only one vote shall be cast for Trustee for each voting member club of the WSAA. One Trustee shall be chosen from each of the eight districts named in the standing rules. They shall be, at all times, members in good standing of the WSAA. If the delegates from any such districts shall fail for any cause to elect a Trustee at the annual convention, then such trustee may be appointed by the President of WSAA upon the advice and consent of a majority of the Trustees duly elected at the annual convention.
4. Trustees will be elected to a one-year term subject to reelection. In case of the failure to elect trustees at the annual convention because of the lack of a quorum or for any other reason, the trustees then in office shall hold over until their successors are elected, or appointed.
5. DUTIES OF THE WSAA DISTRICT TRUSTEES AND TRUSTEES-AT-LARGE:
  - A. Trustees shall attend all meetings called by the association president unless a reasonable excuse for the absence can be justified. When an absence cannot be avoided a written report of the Association's business in his/her area shall be submitted to the president prior to the called meeting.
  - B. Trustees shall be reasonably well informed of the Association's current Constitution, By-Laws and Standing Rules.
  - C. Trustees shall keep up to date on the Association's dues structure and the procedure to direct prospective new members into the Association.
  - D. Trustees shall keep current names and locations of clubs chartered with the Association and shall be in a position to contact, or advise others how to contact, the President, and Secretary of the Association's chartered clubs.
  - E. Trustees shall keep well informed as to the qualifications of the Association's members relative to their potential for officers, and to make recommendations to the President prior to elections.

- F. Trustees are to consider themselves as an extension of the Association's President in the field to assist in timely communications relative to the Association's business.
- G. District Trustees shall attempt to attend meetings of clubs in their district at least once semi-annually and keep the clubs current as to the Association's activities.
- H. Trustees At-Large shall be required to accomplish all of the above duties [a through f] except g, and take advantage of every opportunity to communicate and advise Association and potential new members of the Association's goals for archery.

#### **ARTICLE VII: GOVERNING BODY**

1. At annual or special meetings each chartered club shall be entitled to:
  - 1 vote for 7 thru 14 WSAA adult members in good standing
  - 2 votes for 15 thru 24 WSAA adult members in good standing
  - 3 votes for 25 thru 34 WSAA adult members in good standing
  - 4 votes for 35 thru 44 WSAA adult members in good standing
  - 5 votes for 45 thru 54 WSAA adult members in good standing
  - 6 votes for 55 thru 64 WSAA adult members in good standing
  - 7 votes for 65 thru 74 WSAA adult members in good standing
  - 8 votes for 75 thru 84 WSAA adult members in good standing
  - 9 votes for 85 thru 94 WSAA adult members in good standing
  - 10 votes for 95 or more WSAA adult members in good standing
  - Maximum 10 votes
  - A. Members-at large (WSAA adult members not belonging to a chartered club) shall be entitled to the same distribution of voting strength as listed above for the chartered clubs.
  - B. Each prospective delegate must provide the Secretary a list of the members-at-large he/she will be representing. For the first delegate, seven adult WSAA members, for the second delegate eight additional names (total 15), for the third delegate ten additional names (total 25), and ten for each additional delegate, up to a maximum of ten votes. List must be received by the Secretary by 1 September. List must be in writing, and signed by the members-at-large to be represented. Lists will be recorded in the order the Secretary receives them.
  - C. No member of a WSAA Chartered club can vote for the members-at-large.
2. Commercial WSAA chartered shops will each have 1 (one) vote
3. Initial voting strength shall be determined at the time of charter.
4. Prior to August first, the Secretary of WSAA shall provide each club with a notice of tentative voting strength for the Annual Convention. Clubs may request revision of voting strength by application to the Secretary, via the Membership Chairman, no later than September first. Application will include a list of current club members. The Membership Chairman will verify current WSAA status of club members listed.
5. Final voting strength shall be assigned by the Board of Directors as of October first (1st).
6. No one delegate may cast more than one vote on any given business.

#### **ARTICLE VIII: CLUB CHARTER**

1. New Club charter shall be granted to any club complying with the following:
  - A. Filing of an application with a copy of the club constitution and/or by-laws.
  - B. Submitting a roster of all members, with those affiliated with WSAA so designated.
  - C. Duplication of WSAA members for more than one club application shall not be legal. Members may belong to more than one club, but not for chartering application.

- D. Any club must have seven (7) adult WSAA members to apply or hold a charter in this association.
  - E. Charter Fee is due with charter application or renewal.
  - F. Clubs are to include maps and club patches, if available, with charter renewals.
2. Renewal of Club Charter shall be granted to any club complying with Renewal form provided by NFAA (for NFAA affiliated clubs) or the WSAA Secretary (for WSAA only clubs). If changes in patch or map occur in a club, the updated version shall be provided to the Secretary of WSAA upon renewal of charter.

#### **ARTICLE IX: ANNUAL CONVENTION**

1. The annual convention shall be a meeting of the governing body for the purpose of conducting affairs pertaining to WSAA.
2. This meeting shall be held annually, as hereinafter set forth in the standing rules.
3. The annual convention shall be open to all members of WSAA in good standing, and their guests; however, only registered delegates, officers, trustees, and chartered shops may cast votes. Members attending shall be allowed the privilege of debating and discussing those items complimentary to the agenda.
4. Proposed resolutions, constitution changes, or amendments must be sponsored by a chartered club, chartered shop or WSAA committee and submitted to the WSAA Secretary by August first (1<sup>st</sup>).
5. Emergency resolutions, not pertaining to the Constitution or By-Laws, must be submitted to the recording secretary by noon of the opening day for board approval.

#### **ARTICLE X: COMMITTEES**

The President shall appoint committees as he deems necessary to maintain and promote stable conditions and relations within this Association.

#### **ARTICLE XI: RESIGNATIONS, EXPULSIONS AND SUSPENSION**

1. Any resignation or vacancy on the Board of Directors occurring after the annual convention shall be filled by appointment by the remaining members of the Board of Directors.
2. The Board of Directors may suspend or expel any member for conduct unbecoming a member of WSAA after due notice of the charge and an opportunity for defense has been given the accused. Notice of suspension or expulsion of a member shall originate from the President's office.
3. Any expelled or suspended member wishing to reinstate membership in WSAA must present an application to the Board of Directors.
4. Any elected official, or appointed committee chairman, may be removed from their respective positions if not performing the duties of the office to the satisfaction of the Board of Directors.
5. Approval for appointments to fill vacancies on the Board of Directors may, if necessary to expedite the business of this association, be by mail ballot or by telephoning the current Board of Directors.
6. The appointment to fill the vacancy shall be for the remainder of the unexpired term.

#### **ARTICLE XII: QUORUM**

1. One-fifth (1/5) of the voting strength of the member clubs shall constitute a quorum for the transaction of business at any annual convention or special meeting of WSAA.
2. One-third (1/3) of the Board of Directors shall constitute a quorum at any meeting of the board.

#### **ARTICLE XIII: INSTALLATION OF BOARD OF DIRECTORS**

Newly elected members of the Board of Directors shall be formally installed in their respective offices immediately before adjournment of the annual convention. The newly elected Board of Directors shall take office as of January 1 of the following year.

**ARTICLE XIV: INTERPRETATION OF CONSTITUTION AND BY-LAWS**

1. Interpretations of the Constitution and/or By-Laws shall be referred to the Board of Directors for decision.
2. All matters not provided for in the Constitution and/or By-Laws will be referred to the Board of Directors for decision.

**ARTICLE XV: AMENDMENTS**

These By-Laws may be amended by a two-thirds (2/3) vote of the governing body at the annual convention or special meeting called for that purpose.

# **STANDING RULES OF THE WASHINGTON STATE ARCHERY ASSOCIATION**

## **ARTICLE I: MEMBERSHIP**

1. Upon payment of initial dues each member may be provided with:
  - A. Membership card
  - B. Tournament Calendar
  - C. Archery/Bowhunting annual
  - D. Subscription to the official publication "Quiver"  
Note: Items A through D apply to Life and Adult memberships.  
Items A through D apply to Independent Junior membership.  
Item A applies to Complimentary, Spouse, and Junior memberships.
  - E. Eight dollars (\$8.00) of each of these memberships eligible to receive the Quiver (item D above) shall be set aside and earmarked to cover the costs of providing this publication to them.  
Note: Patches and decals are to remain a "sale" item.
2. Year pins are awarded on the following basis for uninterrupted length of membership; 10 years, 15 years, 20 years, 25 years, 30 years, etc. in 5 year increments or for life memberships.
3. Cost of replacement of a lost tenure pin will be the cost of the pin and engraving.
4. Memberships taken in at WSAA sponsored events shall be forwarded with payment to membership services within five (5) days following the close of registration. This requirement shall be stated in information provided to clubs hosting or bidding on tournaments.

## **ARTICLE II: BOARD OF DIRECTORS**

1. Members of the Board may receive (subject to item #3 limit) reimbursement of 15 cents (\$.15) per mile for use of their vehicle in conducting state business.
2. Each member of the Board may draw a \$15.00 petty cash fund for miscellaneous expenses [i.e.: phone, postage, office supplies, etc.]. This fund may be replenished by resending receipts to the Treasurer in the amount of the request. A signed receipt for the original draw will be required.
3. Expenditures in item #1 and other than those in item #2 may be authorized as follows:
  - A. To a maximum of \$50.00 by the president.
  - B. Over \$50.00 by pre-approval of the board.
4. The Board of Directors shall comply with the guidelines set forth in the WSAA Conflict of Interest policy when conducting all fiscal activities including but not limited to; quarterly budget reviews and establishing the association's annual budget for the upcoming year. See Attachment – "Conflict of Interest".

## **ARTICLE III: SECRETARY**

1. Shall be responsible for all secretarial duties of WSAA
2. Shall be responsible for keeping such records as deemed necessary by the President and/or the Board of Directors.
3. Shall maintain records of WSAA Chartered Clubs and Shops and provide notice of renewal of charter.
4. Shall provide a notice of Tentative Voting Strength of Chartered Clubs annually by August first, and provide a notice to each Club for verification.
5. Shall prepare written minutes of proceedings at the Annual Convention and Quarterly Board of Directors' Meetings. Shall provide a copy to each member of the Board of Directors and to each Chartered Club.
6. Shall be a voluntary position, no monthly salary, with the exception of certain allowable expenses as contained herein.

7. Shall have an expense account for meetings requiring attendance.
8. Shall be allowed expenses incidental to conducting business of the WSAA subject to A and B of Item 3, Article II of the Standing Rules.

#### **ARTICLE IV: TREASURER**

1. Shall be responsible for keeping such records and monies as deemed necessary by the President and/or the Board of Directors.
2. Shall have the authority to pay those bills that are necessary for the general daily operation of the WSAA.
3. Shall prepare a quarterly income and expense statement and provide a copy to each Board member.
4. Shall prepare a quarterly balance sheet, and provide copies to each Board member.
5. Shall be a voluntary position, no monthly salary, with the exception of certain allowable expenses as contained herein.
6. Shall have an expense account for meetings requiring attendance. (Expense checks shall require the signature of the WSAA president).
7. Shall be allowed expenses incidental to conducting business of the WSAA subject to A and B of Item 3, Article II of the Standing Rules. (Subject to same signature requirements as Item 6, Article III of the Standing Rules.)
8. Shall be bonded by an authorized bonding company, bonding fees to be paid by WSAA.
9. Shall be granted a family membership while in office.

#### **ARTICLE V: MEMBERSHIP SERVICES**

1. Shall be an independent contractor hired with approval, by contract of the board of directors.
2. Shall work closely with the Secretary and the Treasurer to maintain records appropriate to membership and dues.
3. Shall be paid a set monthly fee as approved by the Board of Directors.
4. Shall be responsible for all monies as generated through the association's yearly dues structure and deposit said funds in designated bank as prescribed by the Board of Directors.
5. Shall provide a quarterly membership and income report to the Secretary, Treasurer and President.
6. Shall submit monthly an updated membership file to the Publisher of the association newsletter, the Quiver. The update shall be complete and submitted no later than the 20<sup>th</sup> of each month.

#### **ARTICLE VI: CLUB / SHOP CHARTERS**

1. Initial Club Charter fee shall be twenty dollars (\$20.00). Initial Shop Charter fee shall be twenty dollars (\$20.00). Term will be one calendar year from its approval date by the WSAA Board of Directors.
2. Renewals are due annually on the initial charter date, and shall be fifteen dollars (\$15.00). Those charter renewals received sixty days or more after that date shall be considered lapsed, and a new charter must be applied for.
3. Renewal of club or shop charter shall be automatic upon compliance with Article VIII of the By-Laws.
4. Submittal of club constitution and/or by-laws shall be waived for renewals unless changes have occurred since last filing.

**ARTICLE VII: PARLIAMENTARY PROCEDURE**

Shall be "Robert's Rules of Order" for all meetings.

**ARTICLE VIII: ANNUAL CONVENTION**

1. Shall be held the fourth weekend in October.
2. Site and host club shall be determined at the previous Annual Convention.
3. Registration fee for members attending shall be eight dollars (\$8.00), excluding board members.
4. Net proceeds of registration shall accrue to the host club.
5. Voting delegates must be WSAA members in good standing.

**ARTICLE IX: SPECIAL MEETINGS**

1. Date and site shall be determined by the President.
2. Registration fee for members attending shall be two dollars (\$2.00).
3. Voting delegates must be WSAA members in good standing.

**ARTICLE X: PUBLIC RELATIONS COMMITTEE**

1. Shall be chaired by the President or by a Chairman appointed by the President and confirmed by a majority vote of the Board of Directors.
2. Shall consist of no less than five (5) members in good standing with the WSAA
3. Shall advise and assist the chair in all matters related to public and internal WSAA and club relations.

**ARTICLE XI: HUNTING COMMITTEE**

1. The Hunting Committee shall consist of the following structure (as possible):
  - A. Executive Hunting Committee
    - Hunting VP/Chairman (elected at Convention)
    - Vice Chairman (1-year term, appointed by hunting VP)
    - Executive Assistant (1 year term, appointed by hunting VP)
    - Executive Secretary (1 year term, appointed by hunting VP)
  - B. Hunting Committee
    - Regional coordinators (2 year term, elected by the clubs at convention, or appointed by the Executive committee)
    - Committee Advisors (Three positions appointed by the WSAA Board of Directors)
    - Bowhunter Education Coordinator (appointed by W.S.B.H.ED. Committee, approved by VP)
    - Emergency Response Information Network Coordinator (2 year term, appointed by VP)
    - Legislation Coordinator (2 year term, appointed by Committee)
    - Dept. of Fish and Wildlife Coordinator (2 year term, appointed by committee)
    - Hunting Awards Banquet Chairperson (appointed by committee)
    - Big Game Awards Chairman (appointed by committee)
    - Awards Banquet Chairman (appointed by committee)
    - WSB Liaison (appointed by the WSB)
    - TBW Liaison (appointed by TBW)
  - C. Voting members of the committee (All voting members must be a member in good standing with WSAA)
    - All of the Executive Committee
    - All Coordinators
    - All Advisors
2. The Committee shall use the following Policies
  - A. Meetings will be run by Robert's Rules. (As possible)
  - B. Meetings shall be open to the public. (No public input allowed, except as on the agenda, or if the Chair deems it pertinent to a specific topic).

- C. Budget proposals by December 31<sup>st</sup> of each calendar year, to be presented for approval at the January board meeting.
3. The Committee Directives:
  - A. We are to be a leader in wildlife conservation, while protecting and enhancing the sport of Bowhunting in the state of Washington.
  - B. This committee is designed for the bowhunters of Washington State to have input on the direction that the WSAA pursues regarding hunting issues, publications, and events.

#### **ARTICLE XII: TOURNAMENT COMMITTEE**

1. Shall be chaired by the Vice President – Tournament
2. Shall be chosen by the Vice President - Tournament from members in good standing with WSAA
3. Shall insofar as possible include:
  - A. A West Side and an East Side coordinator of tournament activities to assist the Vice President - Tournament.
  - B. At least one member from each district
4. Shall advise and assist the Vice President - Tournament in all matters related to tournaments.
5. Shall designate one member to serve on the Public Relations committee.

#### **ARTICLE XIII: HONORS AND HALL OF FAME COMMITTEE**

1. Shall be chaired by the Executive Vice President, who shall have no vote on the committee.
2. Shall consist of the members of the Hall of Fame.
3. Shall meet at least once, prior to the Annual Convention, to advise and consent to any other petitions for induction into the Hall of Fame, other than the Al Chrisman, Irl Stamps or Bob Adams awardees, which are automatic.
4. Shall make any arrangements for the induction ceremony at the Annual Convention banquet.
5. Shall maintain a set of procedures, rules and applications for the Hall of Fame, allowing petitions for other than the recipients of the Al Chrisman, Irl Stamps and Bob Adams awards.
6. Shall cause to be built, and maintained, a portable display of the Hall of Fame, to be placed in the custody of the WSAA Secretary, and available for display at association functions and other occasions.
7. The WSAA shall place in its budget enough funds to build and maintain the display.

#### **ARTICLE XIV: TRUSTEE DISTRICTS**

Districts are established as per the outline map attached to the Standing Rules, along with a listing of clubs by district.

#### **ARTICLE XV: NATIONAL ARCHERY ASSOCIATION**

1. The NAA Coordinator / Director shall be elected by a vote at the Annual WSAA Convention:
  - Election will be by a simple majority of votes cast by the end of the annual convention.
  - Votes may be cast in person, at the annual WSAA Convention.
  - A ballot listing the slate of candidates will be published in the September issue of The Quiver and will be posted on the WSAA Website.
2. Nominations may be made by any Washington adult member in good standing. All nominations must be accompanied by a letter of acceptance and statement of qualifications. Nominations for consideration must be received by the recording secretary no later than August 1<sup>st</sup> in order for the final list of candidates to be included in the September Quiver

3. The term of the NAA director will be of 2 years, starting on April 1 in odd years and leaving office on March 31.
4. The NAA Director must be a member at all times of WSAA and of NAA.
5. The NAA Director will advise and assist the Tournament Committee in administering NAA Sanctioned WSAA Championship tournaments, solicit matters which should be Agenda Items for the NAA meeting, brief the membership on the Agenda items proposed by other states and determine the stance the WSAA desires. Inform and advise the members and chartered clubs / shops on the availability of NAA Junior programs.
6. Expenses may be allowed as in Article II of the Standing Rules.
7. The NAA Director is NOT a voting member of the Board of Directors of WSAA.

#### **ARTICLE XVI: NATIONAL FIELD ARCHERY ASSOCIATION**

1. The NFAA Director shall be elected by a vote of the active NFAA Members who claim the state of Washington as their NFAA affiliated state.
  - Election will be by a simple majority of votes cast at the annual convention.
  - Votes may be cast in person, at the annual WSAA Convention.
  - The slate of candidates will be published in the September issue of The Quiver and will be posted on the WSAA Website.
2. Nominations may be made by any WSAA/NFAA adult member in good standing. All nominations must be accompanied by a letter of acceptance and statement of qualifications. Nominations for consideration must be received by the recording secretary no later than August 1<sup>st</sup> in order for the final list of candidates to be included in the September Quiver
3. The term of the NFAA director will be of 2 years, starting on April 1 in even years and leaving office on March 31.
4. The NFAA Director must be a member at all times of WSAA and of NFAA.
5. The NFAA Director will advise and assist the Tournament Committee in administering NFAA Sanctioned WSAA Championship tournaments, solicit matters which should be Agenda Items for the NFAA meeting, brief the membership on the Agenda Items proposed by other states and determine the stance the WSAA desires. Establish a list of approved Range Inspectors, and designate who will perform those inspections that the Director doesn't do personally.
6. Expenses may be allowed as in Article II of the Standing Rules.
7. The NFAA Director is NOT a voting member of the Board of Directors of WSAA.

#### **ARTICLE XVII: INSURANCE**

1. The WSAA will at all times require that chartered clubs hosting any state sanctioned or championship shoot have adequate insurance coverage to protect all parties.
2. The WSAA will at all times have adequate insurance to cover itself.

#### **ARTICLE XVIII: QUIVER POLICY**

1. Editing standards - the Quiver Editor shall have complete authority on the following: punctuation, spelling, deletion of objectionable words, or to shorten an article, without changing its meaning, for the purpose of fitting such article within available space; and otherwise "editing". This is defined in Webster's Unabridged New Twentieth Century Dictionary of the English Language, as follows: "to superintend the publication of; to prepare as a book or paper, for the public eye, by writing, correcting or selecting the matter; to conduct or manage, as a periodical." The editor has the authority to select articles for publication by time lines and space available.

2. Entire articles (rejection thereof) - the WSAA Quiver Editor shall be bound by Article II of the WSAA Constitution to judge articles submitted for publication. If an article is found to be in conflict with Article II of the WSAA Constitution, the Editor is to return a copy of the article, with notations, to the author, including a written explanation of the objections to the article and informing the author of his/her right to take the article in front of the WSAA Board of Directors meeting for a hearing or submit for a mail ballot if timeliness is of the essence. The final judgment to be left up to the WSAA Board of Directors.
3. Portions of articles (article to be published with portion(s) deleted) -the Quiver Editor shall use the same guidelines as set forth in the section "entire article". An exception to be made that an optional verbal contact with the author may be used for explanation. If time is a factor, the Editor shall contact the WSAA President for an immediate decision. In the event the President of WSAA is the author in question, and no immediate decision can be reached by the President and the Editor, the Board of Directors must be contacted for a decision.
4. Procedures for submitting articles to the Editor
  - A. Club News. All clubs chartered with WSAA are entitled to submit a monthly Club News article. It should pertain to previous, present, or future club news items, election of officers, banquets, special awards and winners of club tournaments and invitational tournaments (limited to first place winners).
  - B. Editorials. Editorials must be constructive criticism or rebuttal, no personal attacks on individuals or groups of individuals.
  - C. Submission Requirements. Deadline is the due date listed in the contract, prior to the month of publication. Articles should be typed or printed with double spacing. Headline shall be included at the top of each article. Each letter and/or article will be on a separate sheet of paper. This includes notes to the editors accompanying letters and/or articles. Photographs should be black and white glossy prints. Some good quality color pictures can be used. If they need to be returned to the sender, a self-addressed, stamped envelope should accompany the photo.
  - D. Advertising rates (for chartered clubs). Current advertising rate schedule shall be used for all clubs wishing to advertise in the Quiver, including clubs hosting a state championship. This same rate schedule shall pertain to any club hosting the annual WSAA convention. Advertising costs shall not be submitted back to WSAA as convention expenses.

#### **ARTICLE XIX: TOURNAMENT RULE CHANGES**

The only tournament rules required to be published in the Quiver to be valid shall be those changes enacted through the WSAA Tournament Committee, including NFAA rules. Said rules must be submitted by current Quiver deadline for publication at least 30 days prior to the State Championship to be held that year, under a separate article titled "Tournament Rule Changes".

#### **ARTICLE XX: REIMBURSEMENT PROCEDURE**

All bills shall be submitted to the Treasurer for payment within sixty (60) days of being incurred. Bills submitted after that time period will be submitted to the Board of Directors for payment approval.

#### **ARTICLE XXI: SPECIAL BANK ACCOUNTS**

1. All special bank accounts shall be established by the Treasurer at the direction of the Board of Directors.
2. Special bank accounts shall be defined as a sub-paragraph to this article and shall be briefly described as to purpose.
  - A. Bowhunter and Sportsmen's Defense Fund. Money shall be deposited in this account as directed by Bylaws Article III and from donations so directed. These funds are to be used to further the cause of bowhunting and assist in all bowhunters defenses in accordance with the budget. Budget shall be developed by the Hunting Vice President, with concurrence of the Hunting Committee, and approved by the Board of Directors.
  - B. Life Membership Fund. Monies in this account are only drawn to pay for services to Life Members, i.e. the Quiver.

**ARTICLE XXII: CHARTERS**

1. Upon payment of initial Club or Shop Charter, or annual renewal of Charter, each Club or Shop may be provided with:
  - A. Charter Certificate
  - B. Tournament Calendar
  - C. Archery / Bowhunting Annual
  - D. Subscription to the official publication, The Quiver.
  - E. Exclusive privilege of listing tournaments or events in the WSAA Calendar
  - F. Exclusive privilege of bidding to host a WSAA Championship Tournament
  - G. Exclusive privilege of serving as host site for WSAA members participating in the Indoor Multi-Color Mail-in and Indoor Blue-Face Mail-in
  - H. Privilege to advertise tournaments, events, facilities, services, or products in The Quiver at the Chartered Club / Shop rate

**ARTICLE XXIII: WSAA AWARDS**

WSAA shall maintain the following system of awards to honor our members.

1. Irl Stamps Award - Created by the Bowhunting Vice-President in 1973 during the term of Dick Smethurst. This award shall be awarded at the discretion of the WSAA Bowhunting Vice-President, to an outstanding person in the hunting field. The intent of this award is to honor an individual for his or her unselfish devotion and dedication to the WSAA and its hunting program.
2. Bob Adams Award - Created by the Tournament Committee in 1975 to recognize the dedicated work and talents of outstanding individuals in the Tournament area of archery. The recipient will be chosen by the Tournament Committee, and a perpetual trophy will be awarded.
3. Al Chrisman Award - This award was created in 1985 by Pat Rowland. This award shall be awarded at the discretion of the WSAA Board of Directors. The intent of this award is to honor an individual for his or her unselfish devotion and dedication to the WSAA and its programs, including support to the Board and service to the Membership.
4. President's Award - This award was created by President John Stone in 1973 to honor outstanding service to WSAA. Recipient is selected by the President.

**ARTICLE XXIV: AMENDMENTS**

Standing rules may be amended by two-thirds (2/3) majority of the Board of Directors or by a simple majority of the voting delegates convened at the Annual Convention.



MAY 2011

## ADDENDUM

### DATES OF CHANGES TO WSAA CONSTITUTION, BY-LAWS, AND STANDING RULES

CONSTITUTION	ORIGINAL DATE APRIL 16, 1970		
ARTICLE II	PURPOSE	RESOLUTION 2009-1 <b>RESOLUTION 0311-1</b>	7-1-09 <b>3-1-11</b>
ARTICLE III	MEMBERSHIP	RESOLUTION 1079-2, 6 RESOLUTION 1084-1 RESOLUTION 1086-3 RESOLUTION 1090-2 RESOLUTION 1091-3 RESOLUTION 1095-1 RESOLUTION 1096-1 RESOLUTION 1006-2 RESOLUTION 1007-1	10-07-79 10-21-84 10-18-87 10-28-90 10-27-91 10-29-95 10-27-96 10-29-06 10-24-07
ARTICLE VI	AMENDMENTS	RESOLUTION 1096-2	10-27-96
ARTICLE VII	DISSOLUTION	RESOLUTION 1079-1 RESOLUTION 1090-1 <b>RESOLUTION 0311-1</b>	10-07-79 10-28-90 <b>3-1-11</b>
<b>BY-LAWS</b>	<b>ORIGINAL DATE APRIL 16, 1970</b>		
ARTICLE I	OFFICERS, TRUSTEES AND DUTIES.	RESOLUTION 1092-1 RESOLUTION 2009-2	10-92 7-1-09
ARTICLE II	FINANCES	RESOLUTION 1079-8	10-07-79
ARTICLE III	FEEES AND DUES	RESOLUTION 1079-6 CONVENTION RESOLUTION 1085-1 RESOLUTION 1088-1 RESOLUTION 1090-2 RESOLUTION 1091-1 RESOLUTION 1096-3 RESOLUTION 1001-2 RESOLUTION 1002-2	10-07-79 10-16-81 10-20-85 11-23-88 10-28-90 10-27-91 10-27-96 10-27-01 10-27-02
ARTICLE IV	MEETINGS	RESOLUTION 1091-2	10-27-91
ARTICLE V	ELECTIONS OF OFFICERS SECTION 3, NOMINATIONS SECTION 4 SECTION 5 SECTION 4 BALLOTS	CONVENTION RESOLUTION 1089-1 RESOLUTION 1092-1 RESOLUTION 1090-3 RESOLUTION 1002-3	10-16-81 10-22-89 10-92 10-28-90 10-25-03
ARTICLE VI	ELECTIONS AND TERMS OF TRUSTEES SECTION 1 SECTION 2	RESOLUTION 1089-1 RESOLUTION 2009-2 RESOLUTION 1095-3	10-16-81 7-1-09 10-29-95

	SECTION 4	RESOLUTION 1090-3	10-28-90
ARTICLE VII	GOVERNING BODY	RESOLUTION 1075-2 RESOLUTION 1002-1	10-05-75 10-27-02
ARTICLE IX	ANNUAL CONVENTION SECTION 3 OFFICERS VOTE AT CONVENTION	RESOLUTION 1075-2	10-05-75
ARTICLE XI	RESIGNATIONS, EXPULSIONS AND SUSPENSION TELEPHONING TO FILL VACANCIES	RESOLUTION 1086-2	10-19-86
ARTICLE XII	QUORUM 1/3 OF BOD IS A QUORUM	RESOLUTION 1006-1	10-29-06
ARTICLE XIII	INSTALLATION OF BOARD	RESOLUTION 1078-1 RESOLUTION 1089-1	10-08-78 10-22-89
<b>STANDING RULES ORIGINAL DATE APRIL 16, 1970</b>			
ARTICLE I	MEMBERSHIP	BOARD MEETING BOARD MEETING BOARD MEETING	01-92 04-25-92 08-15-92
ARTICLE II	BOARD OF DIRECTORS CONFLICT OF INTEREST STATEMENT	BOARD MEETING RESOLUTION 1010-1	04-11-80 10-24-10
ARTICLE III	SECRETARY	BOARD MEETING BOARD MEETING	04-11-80 01- -99
ARTICLE IV	TREASURER	BOARD MEETING BOARD MEETING	01-13-90 01- -99
ARTICLE V	MEMBERSHIP SERVICES (Previously, Article III addressed Secretary / Treasurer, and also covered the Membership Services contract. Action of Board in January 1999 split the Secretary and Treasurer positions)	BOARD MEETING	01- -99
ARTICLE VI	CLUB / SHOP CHARTERS	CONVENTION	10-26-91
ARTICLE VIII	ANNUAL CONVENTION  CHANGED TO 4TH WEEKEND	CONVENTION CONVENTION CONVENTION CONVENTION	10-08-78 10-06-81 10-18-87 10-26-91
ARTICLE X	PR COMMITTEE	CONVENTION	10-05-80
ARTICLE XI	HUNTING COMMITTEE	CONVENTION	10-05-80
ARTICLE XII	TOURNAMENT COMMITTEE	CONVENTION	10-05-80
ARTICLE XIII	HONORS & HALL OF FAME ADD AL CHRISMAN AWARD	CONVENTION CONVENTION	10-18-87 10-29-07
ARTICLE XII	(Old numbering system) DELETED		

	WASHINGTON STATES SPORTSMAN COUNCIL	BOARD MEETING	08-27-89
ARTICLE XV	NAA COORDINATOR	BOARD MEETING	01-13-90
	TERM	BOARD MEETING	10-29-95
	ELECTION OF NAA COORDINATOR	CONVENTION	10-25-09
ARTICLE XVI	NFAA DIRECTOR	BOARD MEETING	01-13-90
	TERM	BOARD MEETING	10-29-95
	ELECTION OF NFAA DIRECTOR	CONVENTION	10-25-09
ARTICLE XXIII	WSAA AWARDS ADDS DEFINITION OF IRL STAMPS BOB ADAMS, AL CHRISMAN AND PRESIDENT'S AWARDS	CONVENTION	10-29-06
ARTICLE XXIV	AMENDMENTS (Re-numbered from XXIII to maintain its position as last in the Standing Rules)	CONVENTION	10-29-07
ARTICLE XVI	(Old numbering system) MEMBERSHIP MOVED TO ARTICLE I	CONVENTION BOARD MEETING	10-03-76 04-25-92
ARTICLE XVII	(Old numbering system) YOUTH ARCHERY COMMITTEE	DROPPED	77
ARTICLE XVIII	QUIVER POLICY	CONVENTION BOARD MEETING BOARD MEETING	10-08-78 01-17-81 04-18-81
ARTICLE XIX	TOURNAMENT RULE CHANGE	CONVENTION BOARD MEETING	10-05-75 01-06-82
ARTICLE XX	REIMBURSEMENT PROCEDURE	BOARD MEETING	04-11-80
ARTICLE XXI	SPECIAL BANK ACCOUNTS	CONVENTION CONVENTION	10-05-80 10-27-02
ARTICLE XXII	CHARTERS	CONVENTION	10-26-01
ARTICLE XXIII	AMENDMENTS	CONVENTION	10-05-80

# Washington State Archery Association Conflict of Interest

## Article I

### Purpose

The purpose of the conflict of interest policy is to protect the Washington State Archery Association (WSAA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Article II

### Definitions

#### 1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Article III

### Procedures

#### 1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV**

##### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article V**

##### **Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

##### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Article VII**

##### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII**

##### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.