

**BY-LAWS
of the
WASHINGTON STATE ASSOCIATION OF COUNTY ENGINEERS**

**ARTICLE I
Name and Objectives**

Section 1. The name of this Association shall be the Washington State Association of County Engineers – an affiliate of the Washington State Association of Counties.

Section 2. The Association shall be incorporated as a non-profit organization under the laws of the state of Washington.

Section 3. The objectives of the Association are to enhance leadership effectiveness of the membership by providing opportunities for professional development, building professional relationships between and among members and all other agencies and parties engaged in the betterment of public facilities, and advocating stewardship of the environment and infrastructure with which we have been entrusted.

Section 4. Definitions:

Association - The organized body of County Engineers, Directors of Public Works, and or other individuals who serve in a capacity significantly engaged in the management and engineering of public works activities for a county of the State of Washington.

Annual Ballot - The ballot that is prepared annually at the direction of the Executive Board for the election of Officers and the NACE Director-at-Large, and may include listing proposed amendments to the By-Laws, that is distributed to the Voting Members.

Annual Meeting - The meeting of the Washington State Association of County Engineers that is held annually at the time and location as determined by the Board of Directors for the purposes of electing officers, adopting a budget, and conducting other regular business of the Association.

Board of Directors - Those Officers and Ex-Officio members of the Association.

County in Good Standing - A county who has no less than conditional compliance with the Standards of Good Practice as established by the CRAB and who have paid Association membership dues for the current year.

CRAB - The County Road Administration Board.

Managing Director - The person appointed by the Board of Directors to coordinate the day-to-day affairs of the Association.

Executive Board - The four positions of the Board of Directors – President, President-Elect, Past President and Secretary-Treasurer.

Ex-Officio - A position on a board or committee that is occupied by virtue of another position held. Ex-officio membership comes with the full participation and voting rights of the board or position, unless otherwise noted.

General Ballot - A ballot that is prepared at the direction of the Executive Board for listing proposed amendments to the By-Laws that is distributed to the Voting Members.

Member - Any one of the five grades of members. The use of the term Member identified in uppercase refers to the grade “Member”.

Membership - All categories of members of the Association or District as referenced.

NACE - The National Association of County Engineers.

Voting Member - That category of Members that have voting privileges as determined by these By-Laws and generally refers to a single Member per county that submits votes for elections and amendments. The Past President and the NACE Director-at-Large are voting members of the Board of Directors and may or may not be their county’s Voting Member.

WSAC - the Washington State Association of Counties.

WSACE - the Washington State Association of County Engineers.

ARTICLE II
Membership

The membership of the Association shall consist of five (5) grades having the rights and privileges listed below.

Member – The County Engineer, Director of Public Works, or an individual who serves in a capacity significantly engaged in the management and engineering of public works activities in a county of the state of Washington. There will be two categories of Members – Voting and Non-Voting. It will be the responsibility of the County Engineer from each respective county to determine the Voting Member, with the exception that the President, President-Elect, and Secretary-Treasurer of the Association will automatically be designated as their county's Voting Member. Non-voting Members shall have all the rights and privileges of a Member except the right to vote. All other persons eligible to be a Member will be considered Non-Voting Members. Only one vote is permitted from each of the 39 counties of the State. In the event that a Voting Member is not present at a meeting, that Voting Member may designate a Non-Voting Member from their county to cast that county's vote by proxy.

Associate Member - An individual who is significantly engaged in the management and engineering of public works activities in a county of the State of Washington. An Associate Member shall have all the rights and privileges of a Member except the right to vote or to hold office. In the event that a Voting or Non-Voting Member is not present at a meeting, the Voting Member may designate an Associate Member from their county to cast that county's vote by proxy.

Affiliate Member – Any individual engaged in management and engineering who is employed by a federal, state, city, or local agency, whose agency interests and policies, and whose individual training, education, vocation, or experience will further the objectives and needs of the Association and the Executive Director of the County Road Administration Board (CRAB). Affiliate Members shall have the right to attend meetings, participate in discussion, and serve on Association committees, but will not have the right to vote or hold office.

Corporate Member - Any individual from a corporation or business engaged in management and engineering whose training, education, vocation, or experience will further the objectives and needs of the Association. Corporate Members shall have the right to attend meetings, participate in discussion, and serve on Association committees, but will not have the right to vote or hold office.

Life Member – The Board of Directors of the Association may elect any individual of any grade of membership, as a Life Member, who has contributed significant service toward the Association, has been in good standing for a minimum of 10 consecutive years and has retired from active county employment. Life Members shall have the right to attend meetings, participate in discussion, and serve on Association committees, but will not have the right to vote or hold office, unless reinstated as noted below. Life Members will be carried on the

active membership register at their request. Any Life Member who returns to work with a county, consultant, or associated employment shall be carried as a member of the grade as noted above and shall be required to pay dues, as specified herein, to maintain active membership. Life Member status will be reinstated upon retirement. All persons receiving Honorary Memberships prior to June 23, 2005, will be grandfathered in as Life Members but will not be required to pay annual dues if they return to active engineering employment.

Eastern and Western Districts - The Eastern District membership shall consist of those members whose primary business address is located in one of the 20 counties east of the Cascade Range. The Western District membership shall consist of those members whose primary business address is located in one of the 19 counties west of the Cascade Range.

ARTICLE III
Board of Directors and Executive Board

Section 1. The Board of Directors of the Association shall consist of the following:

Officers

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| President | President-Elect |
| Secretary-Treasurer | Past President |
| Eastern District Representative | Western District Representative |

Ex-Officio

| | |
|-------------------------|--------------------------|
| NACE Director-at-Large | Executive Director, CRAB |
| NACE Officer from WSACE | |

Officers, the NACE Director-at-Large and any NACE Officer from WSACE shall be voting members of the Board of Directors and shall be counted in the quorum. The Executive Director of the CRAB shall be non-voting and will not be counted in the quorum.

Section 2. The Board of Directors shall establish the policies of the Association and shall advise and assist the President in executing them. The Board of Directors shall be empowered to transact business and represent the Association during the interim between regular Association meetings. All members of the Board of Directors shall serve without compensation. The Board of Directors shall at a minimum:

- Maintain the By-Laws for the orderly operation of the Association. These documents shall be available to each member.
- Meet no less than once annually. All meetings, except during the Annual Meeting and Fall conference, can be in person or by electronic means.
- Authorize the President or Managing Director to enter into agreements, contracts, and other relationships that further the objectives of the Association.
- Establish policies and procedures for conducting the business of the Association.

Section 3. The Executive Board of the Association, also referred to as the State Officers, shall consist of the Past President, President, President-Elect, and the Secretary-Treasurer, whose duties shall be to conduct the business of the Association between Board of Directors meetings. All matters not specifically herein reserved for the Board of Directors shall be the responsibility of, and within the purview and jurisdiction of, the Executive Board.

Section 4. The President shall preside at all meetings of the state Association and shall act as chair of the Board of Directors and the Executive Board. The President is charged with administering and executing the policies of the Association and shall represent the Association in any capacity as specified by the Board of Directors. In the event of a vacancy in the office of the President, the President-Elect shall immediately succeed to the office of

President and fill the remaining term and serve as President during the next term of office unless action by the Board of Directors shall determine otherwise.

Section 5. The President-Elect shall automatically serve as President during the next term of office. The President-Elect shall perform all the duties of the President as they relate to the Association and its Board of Directors in the absence of the President at any meeting of the Association or the Board of Directors. The President-Elect shall coordinate the activities and work programs of the committees. In the event of a vacancy in the office of President-Elect, the Secretary-Treasurer shall immediately succeed to the office of President-Elect and fill the remaining term and serve as President-Elect during the next term of office unless action by the Board of Directors shall determine otherwise.

Section 6. The Secretary-Treasurer shall keep the records of the regular meetings of the Association and of the Board of Directors. In the event of a vacancy in the office of Secretary-Treasurer, the Board of Directors shall fill the position by appointment until the next Annual Meeting of the Association. A Secretary-Treasurer who has been appointed will be required to run for the position of Secretary-Treasurer on the next Annual Ballot if it is their desire to retain the position. The Secretary-Treasurer and/or Managing Director will maintain all files and records of the Association. The location of the files and records of the Association will be in the office of WSAC.

Section 7. The Past President shall be the most recent past president of the Association eligible to hold a position on the Board of Directors.

Section 8. The NACE Director-at-Large shall represent the Association in all matters concerning NACE including attendance at NACE meetings deemed to be in the best interest of the Association by the Board of Directors. In the event of a vacancy in the office of NACE Director-at-Large, the Board of Directors shall fill the position by appointment and the appointee shall serve until the next Annual Meeting. A NACE Director-at-Large who has been appointed within the first three years of the term shall be required to run for the position on the next Annual Ballot if it is their desire to retain the position for the remainder of the term.

Section 9. There shall be an Eastern and Western District Representative of the Association. The District Representatives shall be Members. In the event of a vacancy in the position of District Representative, the district membership shall recommend a candidate to the Board of Directors for appointment to serve until the next Annual Meeting. A District Representative who has been appointed within the first year of the term shall be required to run for the position on the next Annual Ballot if it is their desire to retain the position for the remainder of the term.

Section 10. The Board of Directors may appoint a Managing Director to conduct the day-to-day affairs of the Association. The Managing Director shall be an ex-officio member of all committees.

ARTICLE IV
Elections

Section 1. The Board of Directors shall nominate each year, not less than thirty (30) days prior to the Annual Meeting, at least one candidate for the position of President-Elect and at least two candidates for the position of Secretary- Treasurer. The candidates shall be Members of the Association, and if elected, may not concurrently serve as a member of the Board of Directors in another position. Nominees shall be included on the Annual Ballot distributed by the Managing Director to all voting Members not less than fourteen (14) days prior to the Annual Meeting. The President and President-Elect shall be ineligible to succeed themselves in the same office except in the event that the President- Elect has been appointed to serve out a vacancy in the office of the President. The Secretary-Treasurer may be re-elected to the same position.

Section 2. The Eastern District membership shall nominate every other odd year, not less than thirty (30) days prior to the Annual Meeting, at least one candidate for the position of Eastern District Representative. The Western District membership shall nominate every other even year, not less than thirty (30) days prior to the Annual Meeting, at least one candidate for the position of Western District Representative. The candidates shall be Members of the Association, and if elected, may not concurrently serve as a member of the Board of Directors in another position. Nominees shall be included on the Annual Ballot distributed by the Secretary-Treasurer to all voting Members not less than fourteen (14) days prior to the Annual Meeting. District Representatives will be eligible to succeed themselves in the same office.

Section 3. The Board of Directors shall nominate in every other even numbered year (every four years – beginning in 2006), not less than thirty (30) days prior to the Annual Meeting, two candidates for the position of the NACE Director-at- large to serve a four-year term. The candidate shall be a Member or an Associate Member of the Association, and if elected, may not concurrently serve as a member of the Board of Directors in another position. Nominees shall be included on the Annual Ballot distributed by the Managing Director to all Voting Members not less than fourteen (14) days prior to the Annual Meeting. The NACE Representative will be eligible to succeed them self in the same office.

Section 4. Only Members from a County in Good Standing will be eligible to vote on the Annual Ballot. Completed ballots must be returned to the Managing Director prior to the Annual Meeting. A committee of tellers appointed by the President will receive and count the ballots. A majority of votes cast by qualified voting Members shall constitute election for each position. The results of the election shall be announced at the business meeting. In the event of a tie vote for any position, a coin toss before the membership at the Annual Meeting shall determine the winner of the election. Newly elected members of the Board of Directors shall begin their terms of office taking their oath of office at the Engineer's Banquet at the Annual Meeting and shall hold office until the next Annual Meeting that constitutes the end of their respective term.

ARTICLE V
Budget

Section 1. The fiscal year shall be from January 1 to December 31 of each year.

Section 2. The Secretary-Treasurer and the Director shall prepare a proposed annual budget for the fiscal year for the Association business and present it to the Board of Directors for review and approval prior to the Business Meeting at the Annual Meeting. The Secretary-Treasurer will then present the proposed budget, approved by the Board of Directors, to the membership at the Annual Meeting for adoption.

Section 3. The Board of Directors may authorize changes in, or additions to, the budget as the finances of the Association permit or justify. Changes in the budget shall be presented to the membership for approval at the next general meeting of the Association. Where the budget changes cannot be approved by the membership prior to expenditure, the Board of Directors shall have authority to expend funds they deem appropriate.

Section 4. The Board of Directors shall establish the procedures for authorizing the payments of expenses incurred by the Executive Board or other authorized persons while engaged in Association business.

Section 5. The Secretary-Treasurer or the Director, as determined by the Executive Board, shall deposit all receipts in a depository approved by the Board of Directors, and verified claims shall be paid by a check bearing the signature of any of the four eligible signers. All depository records, passbooks, check books, and expenditure records shall be kept with either the Secretary-Treasurer or the Director.

Section 6. The Association shall assist in the payment of the expenses associated with sending Association members to the conferences and meetings as identified below:

NACE Annual Conference:

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| President | Full expenses |
| President Elect | Conference registration |
| Secretary-Treasurer | Conference registration |
| NACE Director-at-Large | Full expenses |

NACO Annual Conference:

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|------------------------|--------------------------------------|
| NACE Director-at-large | Full expenses exc. NACO registration |
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Expenses associated with attending approved conferences and meetings may be adjusted as determined by the Board of Directors. Officers and members of the Association may receive payment for some or all of the expenses for attending conferences and meetings as provided in the Association budget and subject to approval by the Board of Directors.

Section 7. The Board of Directors shall secure a bi-annual audit of the Associations accounts in even numbered years and report the financial condition of the Association at the Annual Meeting.

ARTICLE VI
Meetings

Section 1. The Annual Meeting of the Association shall be held annually at a time and location as determined by the Board of Directors for the purposes of electing officers, adopting a budget, and conducting other regular business of the Association. The Board of Directors may establish and hold additional meetings for the Board of Directors and the general membership as determined appropriate.

Section 2. District meetings may be held at such times and locations as determined by the district representatives.

Section 3. Five members of the Board of Directors shall constitute a quorum at any Board of Directors meeting. Members representing twenty (20) counties shall constitute a quorum of the Association.

Section 4. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 5. The order of business shall be as follows:

1. Call to order by the President
2. Roll call
3. Approval of the minutes of last meeting
4. Report of the President
5. Report of the Managing Director
6. Report of the President-Elect including Committee Reports
7. Report of the Secretary-Treasurer
8. Report of the Eastern District Representative
9. Report of the Western District Representative
10. Report of the NACE Director-at-Large
11. Unfinished business
12. New business
13. Nominations, elections, and appointments
14. Matters for the good of the Association
15. Adjournment

Section 6. Voting by electronic ballot may occur for any Board Meeting where scheduling prohibits a quorum of the Board and the topic has been discussed in a meeting where a quorum has been met.

ARTICLE VII
Committees

Section 1. Standing Committees shall be created, altered, or discontinued by the membership. The President-Elect shall appoint the committee members and the committee chair prior to the Annual Meeting at which the President-Elect assumes the office of President. The President shall assign duties and provide direction to the committees with the incoming President-Elect coordinating the committees work programs. The President, President-Elect, and Director, are ex-officio members of all committees.

Section 2. Standing Committees of the Association include the following:

- Past President's Committee
- Legislative Committee
- Professional Development Committee Membership Committee
- By-Laws Committee
- Study Committee

Section 3. Ad Hoc, Special, or Temporary Committees may be created, altered, or discontinued by the President. These committees shall serve for a period not to exceed the appointing President's term but may be reappointed by the next President.

Section 4. The Board of Directors shall make appointments and provide nominations of Association members to those non-WSACE boards, committees, and technical panels that have an ex-officio position for a WSACE member, that are required, that have requested support, or otherwise serve the best interests of the Association.

ARTICLE VIII

Dues

Section 1. Annual Association dues shall be established by the Board of Directors and approved by the Membership for each of the categories noted in the Membership article of these By-Laws and as noted below:

Member - Annual dues are based upon an assessment to each of the 39 counties of the State. The assessment for the approved annual budget will be based on three parts. One third of the budget will be assessed in equal parts to all counties. One third will be assessed at a ratio of the county's total system mileage to the statewide total system mileage. The final third will be assessed at a ratio of the county's unincorporated population to the statewide unincorporated population. The Association will collect and pay the NACE dues on behalf of each county.

Associate Member - Associate Member dues are not required if the dues for a Member from the same county are paid in full.

Affiliate Member - Additional payment for the NACE dues for Affiliate Members is optional.

Corporate Member - Dues for a corporation or business will include the first corporate membership. Each additional Corporate Member thereafter from the same corporation or business shall have membership dues set at one-half of the initial corporate membership rate.

Life Member – None unless reinstated to active member status or as otherwise exempt from dues.

Section 2. The dues retained by the Association shall be expended as determined to be in the best interests of the Association by the membership and the Board of Directors in accordance with Article V – Budget, of these By-Laws.

Section 3. The total dues collected shall increase 5% percent annually unless otherwise approved by the Membership during adoption of the annual budget.

ARTICLE IX
Amendments

Section 1. These By-Laws may be altered, amended, or repealed and new By-Laws adopted by a favorable vote of at least two-thirds (2/3) of all of the eligible Voting Members. Proposed modifications to these By-Laws may be placed on either the Annual Ballot or a General Ballot distributed at the direction of the Executive Board to all Voting Members. Voting Members will have thirty (30) days from the issuance of the ballot to return the ballot to the location as determined by the Executive Board.

Section 2. These By-Laws and any future modifications shall take effect upon adoption by the Association and approval by the Board of Directors of the Washington State Association of Counties.

ARTICLE X
Dissolution

If it becomes necessary to dissolve the Washington State Association of County Engineers, the Board of Directors shall transfer all assets to the Washington State Association of Counties or to such other non-profit organization that will, in their opinion, further the objectives of the Washington State Association of County Engineers. In no event shall any member or other individual directly profit from such dissolution.

ADOPTED by the membership of the Washington State Association of County Engineers June 23, 2005, at the Whitman Hotel, City of Walla Walla, Washington. REVIEWED AND APPROVED by the Washington State Association of Counties Board of Directors August 12, 2005, at the Davenport Hotel, City of Spokane, Washington.

AMENDED by the membership of the Washington State Association of County Engineers August 1, 2007, by mail-in ballot. REVIEWED and APPROVED by the Washington State Association of Counties Board of Directors September 21, 2007, at the Bavarian Lodge, City of Leavenworth, Washington.

AMENDED by the membership of the Washington State Association of County Engineers June 20, 2017, by electronic ballot. REVIEWED and APPROVED by the Washington State Association of Counties Board of Directors June 21, 2017 at Leavenworth, Washington.