

**WASHINGTON ASSOCIATION OF PROFESSIONAL GUARDIANS  
BYLAWS  
Adopted November 5, 2007**

**ARTICLE I: OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices within the State of Washington as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE II: MEMBERSHIP**

Membership shall be available to Certified Professional Guardians who are currently certified as a professional guardian by The Supreme Court of the State of Washington and pay the dues approved by the Board of Directors.

**ARTICLE III: ANNUAL BUSINESS MEETING AND ELECTIONS**

Board meetings: The regular meeting of the Board shall occur as needed to meet the legal responsibilities of the organization.

General membership meeting: The general membership shall meet annually in May. Sixty percent of the membership shall constitute a quorum; a simple majority of any quorum shall determine the outcome of any vote. Special general membership meetings may be called at the discretion of the Board and/or five voting members. Notice of a special meeting must be mailed to all members not less than fifteen days prior to the intended meeting. The agenda for the special meeting must be included with the notice of meeting and the meeting will be limited to the items on the agenda.

Nominating process: In addition to the usual and customary business, an election for members to the Board of Directors shall be held at the General Membership Meeting. At least thirty (30) days prior to the general meeting, the President shall appoint a Nominating Committee consisting of two persons. Every effort shall be made to maintain Board functional continuity. Election shall be by secret ballot; a simple majority of the active members voting shall determine the outcome.

Voting rights: All members in good standing are eligible to vote. In accordance with state law, 60% of the members shall constitute a quorum.

Electronic meetings: The Board may hold meetings by electronic media using the

WAPG list serve to communicate the agenda and voting issues as well as progress during the meeting allowing members to provide input electronically.

Proxies: A member may vote by proxy executed in writing by the member. Such proxy shall be filed with the Secretary of the Corporation before the scheduled meeting. Such proxy shall be valid only for the meeting specified.

## **ARTICLE IV. BOARD OF DIRECTORS**

General Powers: The affairs of the corporation shall be managed by a Board of Directors. The Board is the legal entity charged with the management and responsibility for the organization. The Board shall establish the objectives of the organization and determine the policy for the development of such objectives.

Number: The Board shall consist of not less than four nor more than six Directors. The number may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

Qualifications: Directors shall be members of the corporation and the officers of the organization shall make up the Board of Directors.

Meetings: The regular meeting of the Board of Directors shall be held at a date, time and place to be determined by the Board members.

Board Quorum: The quorum of the Board of Directors shall be defined as a simple majority of Board membership. The acts of such quorum shall be the acts of the Board.

## **ARTICLE V: DUTIES OF THE OFFICERS**

### **PRESIDENT:**

- a) Convene and preside over meetings of the Board; the President shall have a vote only as necessary to break a tie.
- b) Convene and preside over the membership meeting;
- c) Represent the organization to the community in a manner consistent with the goals and directions as determined by the Board and the general membership. Reports/relates to the Board and general membership as appropriate.
- d) Appoint committee chairpersons for all special committees.
- e) Monitor the timely filing of required federal income tax and other state and federal returns and reports and be the designated officer to sign such forms.

**VICE PRESIDENT:**

- a) Serves as the President in the absence of the President;
- b) Responsible for planning and preparation for the annual general membership meeting.
- c) Sign federal and state reports and tax returns in the absence of the President.

**SECRETARY:**

- a) Maintains a membership directory complete with phone numbers, addresses, fax numbers, and e-mail addresses of all guardian members.
- b) Provides annually a current membership directory to each member, identifying current officers.
- c) Records the minutes of each Board and general membership meeting; and maintains a permanent record of all such minutes;
- d) Maintains a permanent record of Articles of Incorporation and Bylaws a copy of which will be available at each Board and general membership meeting;
- e) Maintains a record of attendance at all Board and general membership meetings and is responsible for determining and recording the presence or lack of presence of a quorum;
- f) Distributes to all members minutes of each Board meeting not later than 15 days following Board meetings;
- g) Distributes to the general membership minutes of the annual meeting not later than 60 days following same;
- h) Distributes notice of Board and/or membership meetings as appropriate not later than 15 (Board) and 60 (general membership) days prior to said meeting or in the event of an emergency Board meeting, not later than 3 days prior to the meeting;
- i) Maintains an organizational calendar which includes standing dates and/or known and routinely scheduled commitments requirements and/or events. This calendar to be available for review at each Board meeting;
- j) Receives correspondence on behalf of the organization. Distributes same in a timely fashion to the appropriate individual or committee chairperson;

**TREASURER:**

- a) Collect all monies received by the organization and records same giving all monies to the Vice President to prepare deposit forms and deposit the monies;

- b) Disburse all monies on behalf of the organization as directed by the Board or general membership;
- c) Maintain all bank accounts of the organization;
- d) Maintain a permanent record of all financial accounts and activity of the organization;
- e) Maintain a current list of membership, based on the collection of dues, complete with phone numbers, addresses and fax numbers;
- f) Provide an updated list of the membership to the Secretary as new members pay dues;
- g) Provide a written financial report of the organization at each meeting of the Board. This report must reflect calendar month activity on a month to month basis as well as cumulative activity for the dues /membership year. It must clearly present the beginning and ending balances of all monies belonging to the organization. Records of same covering at least six months shall be available at each Board meeting.
- h) Prepares and presents a budget for the review and approval of the Board at least four months prior to the end of the organization s fiscal year.
- i) Presents the budget and previous year's financial report to the general membership at the annual meeting.
- j) Prepare in a timely manner all federal tax forms and other required state and federal forms and reports.

## **ARTICLE VI: COMMITTEES**

The Board shall appoint a Committee when three members express an interest in creating or serving on a Committee.

## **ARTICLE VII: PARLIAMENTARY AUTHORITY**

The rules of procedure at meetings of the Board and committees of the Board and Annual Membership Meetings shall be rules contained in the latest edition of Roberts' Rules of Order, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## **ARTICLE VIII: ACCOUNTING YEAR**

The **WASHINGTON ASSOCIATION OF PROFESSIONAL GUARDIANS** and its Board of Directors shall operate on an accounting year from January 1 to December 31.

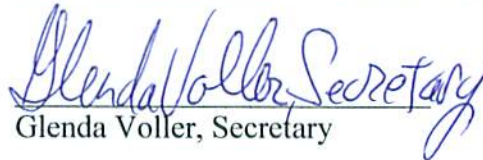
## **ARTICLE IX: AMENDMENTS AND CHANGES**

These bylaws can be amended or changed at any regular or special meeting by a majority vote of the Board of Directors, provided the amendment or change has been submitted in writing at the previous regular or special meeting.

## **ARTICLE X: NONDISCRIMINATION POLICY**

It is the policy and practice of the Washington Association of Professional Guardians to offer equal opportunity for employment, membership, and participation in all activities and services consistent with its purpose, without regard to race, color, creed, national origin, sex, sexual orientation, marital status, age, or handicap.

The foregoing Bylaws were adopted by the Board of Directors on November 5, 2007.

  
Glenda Voller, Secretary