

To: AWC Voting Delegates
From: AWC Board of Directors
Date: June 20, 2023
RE: Proposed *substantive* amendments to the Bylaws for AWC membership consideration, ***reflecting AWC Board action on June 20, 2023***

The AWC Board of Directors took action at their June 20 meeting to forward to the AWC membership substantive Bylaws amendments for consideration at the AWC Business Meeting. The proposed changes are attached in a red-line format.

The AWC Bylaws provide guidance by setting forth how AWC is governed and establishes qualifications and rights of voting members and representation on the Board of Directors. The last Bylaws review was completed in 2020, with membership adoption of changes related to Board qualifications requirements for achievement of Certificate of Municipal Leadership (CML) and formalizing the Bylaws Review Committee at the June 25, 2020 AWC Business Meeting.

The Bylaws Review Committee is a temporary committee that reviews the AWC Bylaws typically at five-year intervals. The Committee reviews Board districts, as well as compliance with modern governance methods, legal, procedural, and operating policies and practices.

At their May 24, 2023, meeting, the Bylaws Review Committee reviewed and discussed possible Bylaws amendments with substantive changes for the terms of officers and directors, the position of Past President, the Nominating Committee, the Statement of Policy, and Bylaws Amendments. Proposed amendments are summarized below. After review and discussion, the AWC Board of Directors took action to forward the substantive amendments to the membership for consideration at the AWC Business Meeting on June 22, 2023.

As provided in Bylaws Article 6, changes in the powers, duties, number, qualifications, terms of office, manner of elections, and criteria for removal of directors shall only be altered, amended or repealed by the affirmative vote of the voting members.

Substantive amendments for member consideration at the Business Meeting:

- A. **3.2 Number, 3.20.5 Executive Committee, 4.1 Number and Qualifications, 4.2 Election and Term of Office, 4.10 Immediate Past President; Past President, 4.12 Compensation:** Eliminates the position of “Past President” and renames “Immediate Past President” to retain one Past President position on the Board and officers. The Past President position was created in bylaw amendments in 2009. Bylaw Sec. 3.2 provides that changes to the number of directors do not take effect in a current director’s term if a decrease in the number of directors shortens the term of any incumbent director. This proposed change would be effective after the conclusion of the term of the incoming Past President in January 2024.
- B. **3.2 Number:** Eliminates the dual service of Secretary as a district director, effective June 2024.
- C. **3.3 Qualifications (4.10 Past President):** A Past President may not run for office until two years after their service on the Board has ended.
- D. **3.5 Term of Office/Director:** Amends language to limit district elected and ex-officio board director officials to three consecutive terms (six years) unless moving into an officer position. Terms of directors appointed to fill vacancies will not be counted towards the term limits.

- E. **3.20.7 Nominating Committee:** Changes the composition of the Nominating Committee specified in AWC Bylaws, from the *“proportionate incorporated population east and west of the Cascade Mountain Range”* to *“the proportionate Board districts east and west of the Cascade Mountain Range.”*
- F. **3.20.8 Statement of Policy:** Changes the frequency of member approval of the State & Federal Statement of Policy from *“at least every six years”* to *“at least every four (4) years.”* The most recent State & Federal Statement of Policy was approved by members in 2020, and under this proposed change the next committee process and updates will take place in 2024. Also requires amendments to be submitted in writing 24 hours prior to the meeting to be considered. The timing would be the same as the Nominating Committee’s report to the membership with the final list of board candidates.
- G. **4.2 Election and Term of Office/President, 4.7 Vice President:** Clarifies the term for succession of the Vice President to President in the event of a mid-term vacancy of the President. Allows the President to serve a full term following the partial term created by a vacancy.
- H. **Article 6. Amendments:** The proposed language adds a requirement that amendments to the Bylaws at the membership meeting be submitted in writing 24 hours prior to the meeting to be considered.

DRAFT PROPOSED SUBSTANTIVE CHANGES FOR MEMBERSHIP APPROVAL
PROPOSED AMENDED (06/20) BYLAWS
OF
ASSOCIATION OF WASHINGTON CITIES

ARTICLE 1. OFFICES

The principal office of the corporation shall be located in such place in the State of Washington as the Board of Directors (the "Board") may determine from time to time.

ARTICLE 2. MEMBERSHIP

2.1. CLASSES OF MEMBERS. The corporation shall initially have one class of voting members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2. QUALIFICATIONS FOR VOTING MEMBERSHIP. Every municipality incorporated under the provisions of State of Washington RCW 35 or 35A shall be eligible for voting membership and shall become a voting member, entitled to participate in member meetings and affairs and to receive the corporation's services, during such fiscal years as the municipality shall pay the current annual voting membership and service fees. Voting members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3. VOTING MEMBERSHIP FEES AND LEVIES. The Board shall fix from time to time the annual voting membership and service fees; provided, however, that no increase in such fees shall become effective until the following calendar year, and in no event sooner than one (1) month following such change. Voting membership fees shall be set on a population basis, using population figures as determined by the Washington State Office of Financial Management for use in allocating state funds to cities and towns as established by June 30 of the previous year. Special levies for capital purposes may be assessed on the same proportional basis as is voted by a majority of present voting members at the annual membership meeting.

2.4. QUALIFICATIONS FOR ASSOCIATE MEMBERSHIP. Any person, business, other public entity, commercial or civic club, or other organization having a public service interest in city and town government shall be eligible to apply for associate membership, provided the applicant agrees to the terms and conditions of associate membership, as determined from time to time by Board policy.

2.5. ASSOCIATE MEMBERSHIP DUES AND FEES. Associate members shall pay membership dues and fees as fixed by the Board from time to time; provided, however, that no increase in such fees shall become effective until the following calendar year.

2.6. ASSOCIATE MEMBERSHIP PRIVILEGES & BENEFITS. If approved as an Associate Member, the associate member shall be entitled to attend certain member meetings and affairs and to receive certain corporation services, during the fiscal year in which the current annual associate membership dues and fees are paid. Associate members are not voting members but are entitled to certain benefits and privileges as determined from time to time by Board policy.

2.7. VOTING RIGHTS.

2.7.1. Designation of Delegates. Each voting member, prior to the annual membership meeting, shall designate up to three delegates who shall be duly elected or appointed officials or employees of such voting member to represent the voting member in the affairs of the corporation, and shall file with the corporation's Chief Executive Officer certificates of such designation prior to the annual membership meeting. Voting members' delegates may be changed at any time, provided the

Chief Executive Officer receives notice of such change prior to the start of the annual membership meeting.

2.7.2. Voting. Each delegate shall be entitled to one vote upon each issue submitted to membership vote at the annual membership meeting and one vote for each officer or director to be elected. In no event shall delegates be entitled to have cumulative votes. Each vote shall be cast in person by the delegate in attendance at the annual membership meeting. Voting by the general membership shall be by viva voce of the delegates, except in the election of officers and directors for which there is more than one nominee for the office where the vote shall be by separate ballot. Upon the demand of any five delegates, a division may be demanded.

2.8 ANNUAL MEETING. The annual meeting of the voting members shall be held on such date as the Board may determine, for the purpose of electing officers or directors and transacting such other business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient. The Board shall arrange for the program of all annual meetings and all other meetings as it determines.

2.9 SPECIAL MEETINGS. Special meetings may be called for any purpose by (1) the Board, (2) majority vote at the annual membership meeting, or (3) request signed by twenty-four (24) or more duly designated delegates.

2.10 PLACE OF MEETINGS. All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington selected by the Board. Special meetings shall be held at places as may be determined by (1) the majority vote at the annual membership meeting, (2) the Board, or (3) request signed by twenty-four (24) or more duly elected delegates.

2.11 NOTICE OF MEETINGS. The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, in an electronic transmission, or by mail, not less than ten (10) nor more than fifty (50) days before the meeting, written or electronic notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than twenty-four (24) duly designated delegates, it shall be the duty of the Secretary to ensure that notice is given of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten (10) nor more than thirtyfive (35) days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail, properly addressed to the member at its address as it appears on the records of the corporation with postage thereon prepaid.

2.12 WAIVER OF NOTICE. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.13 QUORUM. Twenty percent of the designated voting delegates of voting members of the corporation, represented in person, shall constitute a quorum at a meeting of the members. If less than a quorum of the voting members is represented at a meeting, a majority of the voting members so represented may adjourn the meeting from time to time without further notice.

2.14 MANNER OF ACTING. The vote of a majority of the votes entitled to be cast by the duly designated delegates represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the voting members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

2.15 ACTION BY VOTING MEMBERS WITHOUT A MEETING. Any action that could be taken at a meeting of the voting members may be taken without a meeting if a consent in the form of a record setting forth the action so taken is signed by all voting members entitled to vote with respect to the subject matter thereof. Such consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such consent in the form of a record shall be inserted in the minute book as if it were the minutes of a meeting of the voting members.

2.16 MEETINGS BY TELEPHONE. Voting members of the corporation may participate in a meeting of voting members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 3. BOARD OF DIRECTORS

3.1. GENERAL POWERS. The Board of Directors shall have general control and supervision over the corporation and shall be empowered to determine all questions of policy that may arise in all intervals between annual membership meetings. All matters that call for extraordinary action shall be submitted to the Board for consideration, accompanied by proper explanations and recommendations.

3.2. NUMBER. The Board shall be composed of twenty-five (25) directors, consisting of ~~four (4)~~five (5) officers (the President, Vice President, Secretary, ~~and Immediate Past President, and Past President~~ of the corporation), fifteen (15) district representative directors, four (4) at-large directors elected without regard to representative districts (one of which of the district representative or at-large directors shall also be the Secretary of the corporation), and two (2) ex officio directors (the President and Immediate Past President of the Washington City/County Management Association). Effective the term beginning June 2024, the Secretary elected by the Board will not retain the district representative or at-large director position. The number of directors may be changed from time to time by an amendment to these Bylaws, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The Board shall review the size, make-up and structure of the Board beginning two (2) years following the federal decennial census and at least once every five (5) years thereafter through the Bylaws Review Committee provided in Sec. 3.20.10.

3.3. QUALIFICATIONS. In addition to the specific qualifications set forth below, each director must hold an elective office of some city or town within the state for a minimum of one year or hold an elective office from a single-city district or be an ex officio director. Each director, other than a single-city district representative or an ex officio director, must have met the requirements for Certificate of Municipal Leadership (CML) status. In the event a director ceases to be an elected official, the director's position on the Board shall become immediately vacant. A Past President shall not be eligible for a director position until two years after the Past President's term ends. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.3.1. District Representative Directors. The fifteen district representative directors shall be chosen from and be a representative of each of the fourteen (14) representative districts; three of which shall be "single-city" districts and shall be limited to the corporate city limits of the three most populous cities of the state, and the remaining eleven (11) districts shall be "multi-city" districts composed of the remaining cities and towns of the state. The multi-city representative districts shall be divided so as to group cities and towns with similar interests and as equally in number as practicable. The boundaries of the eleven multi-city representative districts shall be determined, from time to time, by the Board.

One representative from each of the multi-city representative districts, two representatives from the single-city district of the most populous city of the state, and one representative from each of the single-city districts of the second and third most populous cities of the state shall fill the fifteen district representative director positions. The nominee or nominees for any single-city district shall be chosen by the legislative body of that city, which shall report its selection to the corporation's Nominating Committee, which shall neither add to nor subtract therefrom. No further nominations for the single-city districts shall be allowed from the voting membership floor. Candidates for each multi-city district

position shall be nominated by the corporation's Nominating Committee. Additional candidates for multi-city district positions may be nominated in accordance with the procedures set forth in Section 3.20.7.

3.3.2. At-Large Directors. The four at-large director positions shall be numbered consecutively. Any qualified official of a city or town located west of the crest of the Cascade Mountain Range may be nominated by the Nominating Committee or by the delegates for at-large position number one in accordance with the procedures contained in Section 3.20.7. In addition to these requirements, "at-large" position number two nominees must represent a city or town of less than 5,000 population. Any qualified official of a city or town located east of the crest of the Cascade Mountain Range may be nominated by the Nominating Committee or by the delegates for at-large position number three in accordance with the procedures contained in Section 3.20.7. In addition to these requirements, "at-large" position number four nominees must represent a city or town of less than 5,000 population.

3.3.3. Ex Officio Directors. The two ex officio directors shall consist of the President and Immediate Past President of the Washington City/County Management Association. The two ex officio director positions shall be voting positions.

3.4. ELECTION OF DIRECTORS.

3.4.1. Initial Directors. The initial directors named in the Articles of Incorporation shall serve until the next annual membership meeting that coincides with the end of each director's respective term as set forth in Section 3.4.2.

3.4.2. Successor directors. At-large directors shall be elected every two years at the annual membership meeting. Odd-numbered at-large directors shall be elected every two years at the annual membership meeting on odd-numbered years; and even numbered at-large directors shall be elected every two years at the annual membership meeting on even-numbered years.

Representatives of even-numbered districts shall be elected every two years at the annual membership meeting on even-numbered years. Representatives of odd-numbered districts shall be elected every two years at the annual membership meeting on odd-numbered years.

In the event that more than two candidates are nominated for any position, the candidate receiving the majority of votes entitled to be cast by the duly designated delegates represented in person at a meeting at which a quorum is present shall be elected. In the event no candidate receives a majority of all votes cast in the first ballot, the position shall be filled by the candidate who receives the majority of ballots cast in a run-off election between the two candidates receiving the highest number of votes on the first ballot.

Nominations for all positions shall be closed before balloting on any position or office is undertaken. The presiding officer may call for a simultaneous vote upon all offices in which there is no contest.

3.5. TERM OF OFFICE. Unless a director dies, resigns, is removed, or is no longer qualified to serve as a director, the director shall hold office until the next applicable annual membership meeting or until the director's successor is elected. Successor director terms shall commence immediately after conclusion of the annual meeting at which they are elected, except as provided for single-city districts and filling vacancies of unexpired terms by the board. Multi-city and single-city district directors, at-large directors, and ex officio directors are not eligible to serve more than three (3) consecutive terms on the board, except that, for directors appointed to fill vacancies for the remainder of an unexpired term, partial terms shall not be considered terms for the purposes of this limitation.

3.6. ANNUAL MEETING. The annual meeting of the Board shall be held without notice following and at the same place as the annual membership meeting for the purpose of electing the Secretary and transacting such business as may properly come before the meeting.

3.7. REGULAR MEETINGS. By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

3.8. SPECIAL MEETINGS. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two directors, or, in the case of a committee meeting, by the chairperson of the committee.

3.9. MEETINGS BY TELEPHONE. Directors or any committee designated by the Board may participate in and hold a meeting of the Board or committee by means of conference telephone or similar communications equipment provided all persons participating in the meeting can hear or communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

3.10. PLACE OF MEETINGS. All meetings shall be held at the principal office of the corporation or at such other place within or without of the State of Washington designated by the Board, by any person entitled to call a meeting or by waiver of notice executed by all directors.

3.11. NOTICE OF SPECIAL MEETINGS. Notice of Board meetings shall be given to a director in writing, by electronic transmission, or by personal communication with the director not less than five (5) days before the meeting. Notices in writing may be delivered or mailed to the director at the director's address shown on the records of the corporation. Neither the business to be transacted at, nor the purpose of, any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice should be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

3.12. WAIVER OF NOTICE.

3.12.1. In Writing or by Electronic Transmission. Whenever any notice is required to be given to any director under the provision of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing or by electronic transmission, executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2. By Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

3.13. QUORUM. A majority of the directors then in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

3.14. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law. Each director, including the President, Immediate Past President, Past President, Vice President, and ex-officio directors shall be entitled to debate and vote upon all issues properly before the Board.

3.15. PRESUMPTION OF ASSENT. A director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent or abstention is entered into the minutes of the meeting, or unless such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before adjournment thereof, or forward such dissent or abstention by registered mail to the Secretary of the corporation with a copy to the Chief Executive Officer immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

3.16. ACTION BY BOARD WITHOUT A MEETING. Any action that can be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record setting forth the action so taken is executed by all of the directors then in office. Such consents in the form of a record may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such consent shall be inserted in the minute book as if it were the minutes of the Board meeting.

3.17. RESIGNATION. Any director may resign at any time with written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the directors. Any such resignation shall take effect at the time specified therein, or if a time it is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18. REMOVAL. Any director may be removed with or without cause, and the director's successor elected, at any time during the director's term at any meeting of the Board, by a two-thirds vote of the directors then in office.

If a director is absent from two meetings of the Board in a term year, the Board shall declare the position vacant, unless the director has been excused by the Board, whose determination as to the reasonableness of such excuse shall be final.

A removed director's successor may be elected by the remaining directors at any meeting of the Board to serve the unexpired term.

3.19. VACANCIES. Any vacancy occurring in the membership of the Board shall be filled as voted upon by the voting members during the next annual membership meeting; provided, however, if the directors determine that it is in the best interest of the corporation to fill the position prior to the next annual membership meeting, the remaining directors shall fill such vacancy for the remainder of the unexpired term by a representative from the appropriate representative district, if any.

3.20. BOARD COMMITTEES.

3.20.1. Standing or Temporary Committees Generally. The Board, by resolution duly adopted by a majority of the directors present at a meeting at which a quorum is present, may create one or more standing or temporary committees, the members of which shall be appointed by the President. Such committees shall have and exercise the authority of the directors in the management of the corporation, subject to such limitations as may be specified in these Bylaws, prescribed by the Board, and/or stated in the Policies and Procedures ratified by the Board; except, that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize a sale, lease or exchange of all or substantially all of the property and assets of the corporation not within the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the corporation; and (h) amend, alter or repeal any resolution of the Board or membership that by its terms provides that it shall not be amended, altered or repealed by a committee. The designation or appointment of any such committee and delegation thereto of authorities shall not operate to relieve the Board or any individual director of any responsibility imposed upon it, him or her by law.

3.20.2. Quorum; Manner of Acting. The majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3. Resignation. Any member of any committee may resign at any time by delivering notice to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation will take effect at the time specified therein, or if a time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4. Removal of Committee Member. The Board, by resolution adopted by a majority of the directors in office, may remove from office any member of any committee elected or appointed by it.

3.20.5. Executive Committee. There shall be an Executive Committee of the Board, composed of the President, ~~Immediate~~ Past President, ~~Past President~~, Vice President, Secretary, and Large City Representative. The Executive Committee shall be authorized to exercise such powers as may be delegated to it by the Board, shall act as the Budget and Finance Committee, and shall annually submit a budget to the Board.

3.20.6 Legislative Priorities Committee. There shall be a Legislative Priorities Committee consisting of a varying number of representatives of voting members and other affiliated organizations, which shall be appointed by the President to a two-year term in even-numbered years. The Legislative Priorities Committee shall review and evaluate the State & Federal Statement of Policy and recommend to the Board state legislative policy positions. The President or their appointee shall serve as the chairperson of the committee.

3.20.7. Nominating Committee. There shall be a Nominating Committee appointed by the President not less than forty-five (45) days in advance of the first day of the annual membership meeting. The President shall appoint a committee of not less than seven and not more than eleven voting members, such voting members to be split based upon the proportionate ~~incorporated population~~ Board districts east and west of the Cascade Mountain Range. The Committee shall include no more than two voting members from any one Board district. The President shall only appoint current city officials who have been serving in an elected city position for at least two years. Notice of such appointments and the date of the place of the first meeting of the Nominating Committee shall be given to each voting member immediately following said appointments. Members of the Nominating Committee shall not be eligible to run for a Board of Director position during the year in which they serve on the Nominating Committee.

The Nominating Committee shall meet not less than thirty (30) days in advance of the annual membership meeting and shall compile a list of potential candidates for the following positions: (a) at least one elected official of a Washington municipality, at-large, for each of the offices of President and Vice President of the corporation, respectively, as a slate, (b) at least one elected official of a Washington municipality located in each multi-city representative district for each representative or at-large position that has been or shall become vacant at the annual membership meeting under the terms of Section 3.4.2. In the event a vacancy in the Board is anticipated because a current director has indicated an interest in running for an officer position and such director's current term does not expire by the time such director would assume the officer position, the Nominating Committee shall compile a list of potential candidates for such director's position which shall be reported to all voting members.

The Nominating Committee shall report its final list of candidates to the delegates not later than twenty-four (24) hours prior to the annual membership meeting. The President shall invite additional nominations for positions other than President, Vice President, and single-city positions to be made from the floor by any delegate after reading an acceptance of the Nominating Committee's final report; provided, however, that nominations from the floor, which must be seconded, shall designate the office or represented position to be filled.

3.20.8. Statement of Policy Committee. There shall be a Statement of Policy Committee comprised of elected city or town officials representing voting members, from each representative district, two at-large voting members from cities or towns located west of the Cascade Mountain Range, two at-large voting members from cities or towns located east of the crest of the Cascade Mountain Range, and two chief administrative officers which are defined as a city manager, city supervisor, or city administrator. These members shall be appointed by the President. In addition, each of the three single-city districts shall appoint one designee to represent its district on the Statement of Policy Committee. The Vice President shall serve as the chairperson of the committee.

At least once every ~~four~~ four (4) six-years, the Statement of Policy Committee shall draft the State & Federal Statement of Policy, which shall be submitted to the voting delegates prior to the beginning of

the annual membership meeting in that year. When the State & Federal Statement of Policy has been duly agreed upon and adopted at the annual membership meeting, it shall be the basis upon which decisions shall be made for the ensuing years. The voting membership shall adopt the State & Federal Statement of Policy at least once every four (4) six-years. No revision to the State & Federal Statement of Policy may be made unless the amendment is submitted in writing twenty-four hours prior to the meeting and, in alternate years, approved by the vote of 60% of the votes entitled to be cast by the duly designated delegates represented in person at a meeting at which a quorum is present, ~~approve a revision to the State & Federal Statement of Policy.~~

3.20.9 Audit Committee. There shall be an Audit Committee comprised of at least three but no more than five members of the Board of Directors and such consultants as may be necessary. The Audit Committee chair and members are appointed by the President to two year terms; however one or more of the initial members shall serve a one year term so as to create a stagger in the terms of membership. All members shall have the financial competency to understand financial statements, evaluate auditing company bids, and make sound financial recommendations. The Audit Committee shall report directly to the Board of Directors and is charged with assisting the Board in fulfilling its financial oversight responsibilities.

3.20.10 BYLAWS REVIEW COMMITTEE. There shall be a Bylaws Review Committee comprised of at least three (3) but no more than five (5) elected city or town officials representing voting members. Committee member terms shall be for no more than one year. At least once every five (5) years, the Bylaws Review Committee shall review the size, make-up, and structure of the Board and the bylaws for consistency with modern practices, legal requirements, and efficient parliamentary actions, which shall be submitted to the board or voting delegates prior to the beginning of the annual membership meeting in that year as provided in Article 6.

3.21. COMPENSATION. The directors shall receive no compensation for their service as directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 4. OFFICERS AND CHIEF EXECUTIVE OFFICER

4.1. NUMBER AND QUALIFICATIONS. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, ~~an Immediate Past President,~~ and a Past President. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, has such authority and perform such duties as provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board and any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except for the offices of President and Secretary. Each officer must hold an office of some city or town within the state. In the event an officer ceases to be an elected official, the officer's position shall immediately become vacant. The Secretary must serve as a district representative director or an at-large director on the Board. The Large City Representative must serve as a "single-city" district representative director on the Board representing one of the three most populous cities of the state and be an elected official from a city in a "single-city" district.

4.2. ELECTION AND TERM OF OFFICE. The President and Vice President of the corporation shall be elected each year by the voting members at the annual membership meeting as a slate of candidates. The Secretary of the corporation shall be elected each year by the Board from its own members. At the end of the officer's term as President, the President shall serve as ~~Immediate Past President. At the end of the officer's term as Immediate Past President, the Immediate Past President shall serve as Past President.~~ The Large City Representative shall be elected each year by the Board from its own members.

Unless an officer dies, resigns, is removed from office, or is no longer qualified to serve as an officer, the officer shall hold office until the next annual meeting of members or the Board (as applicable), or until the officer's successor is elected.

4.3. RESIGNATION. Any officer may resign at any time by delivering written notice to the President, Vice President, Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if a time is not specified, upon delivery thereof, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

4.4. REMOVAL. Any officer or the Chief Executive Officer elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the corporation would be served thereby by a two-thirds vote of the directors then in office, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5. VACANCIES. A vacancy in any office created by the resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired term.

4.6. PRESIDENT. The President, subject to the Board's control, shall exercise general supervision and control all of the assets, business and affairs of the corporation. The President shall preside at all meetings of the members and the Board and at all meetings of the Executive Committee. The President may sign contracts or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties assigned to him or her by the Board from time to time.

The President shall be responsible for appointing members to standing or temporary committees as provided by these bylaws or requested or directed by the Board.

4.7. VICE PRESIDENT. In the event of the death or removal from office of the President, the Vice President shall succeed to the office of ~~become~~ President to complete the unexpired term of the vacancy in addition to being eligible to complete their full term the following year. In the event of the disability of the President, the Vice President shall perform the duties of the President, except as may be limited by the resolution of the Board, with all the powers of and subject to all restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or the Board.

Prior to the issuance of the report of the Nominating Committee, the AWC Board of Directors shall forward the name of the AWC Vice President to the Nominating Committee for nomination to the position of President unless by a two-thirds vote of the directors then in office, the AWC Board of Directors chooses to forward a different name.

If prior to the issuance of the report of the Nominating Committee, the then Vice President shall decline to seek the position of President, the AWC Board of Directors shall forward the name of the AWC Secretary to the Nominating Committee for nomination to the position of AWC President. If such shall occur, the AWC Board of Directors shall also forward the name of one of its directors for nomination to the position of Vice President. A director so selected shall not seek reelection at that time for the position of director if nominated for the position of Vice President.

4.8. SECRETARY. In the event of the death or removal from office of the Vice President, the Secretary shall become Vice President. In the event of the disability of the Vice President, the Secretary shall perform the duties of the Vice President except as may be limited by resolution of the Board, with all the powers of and subject to all restrictions upon the Vice President. The Secretary shall: (a) ensure that the minutes of the meetings of the members and the Board, and minutes which may be maintained by committees of the Board, are kept in a manner consistent with the association's document retention policy; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) ensure that records of the post office address and class, if applicable, of each member and director and of the name and post office address of each officer are kept; (e) sign with the President or other officer authorized by the President or the Board contracts or other

instruments; and (f) in general, perform all duties incident to the Secretary and such other duties as may from time to time be assigned to him or her by the President or the Board.

Prior to the issuance of the report of the Nominating Committee, the AWC Board of Directors shall forward the name of the AWC Secretary to the Nominating Committee for nomination to the position of Vice President unless by a two-thirds vote of the directors then in office, the AWC Board of Directors chooses to forward a different name.

If prior to the issuance of the report of the Nominating Committee, the Secretary shall indicate to the AWC Board of the Secretary's intent not to seek the position of Vice President, the AWC Board shall select from amongst its Board of Directors an individual to be forwarded to the Nominating Committee for consideration for nomination for the position of Vice President. A director so selected by the Board shall not seek reelection at that time for the position of director if so nominated for the position of Vice President.

4.9. TREASURER; CHIEF EXECUTIVE OFFICER. There shall be a Chief Executive Officer who shall be selected and appointed by the Board and who shall also be elected by the Board to act as Treasurer of the corporation. Such Chief Executive Officer shall have charge of the day-to-day operations of the corporation and principal office of the corporation and attend all correspondence. The Chief Executive Officer shall deposit all moneys received from municipalities or officers on account of the corporation in a bank account approved by the Board to the credit and in the name of the corporation. The Chief Executive Officer shall give a bond and such as may be required by the Board for the faithful performance of the Chief Executive Officer's duties and the faithful accounting of all moneys received and deposited. The Chief Executive Officer shall submit an annual report and financial statement at each annual membership meeting, showing all receipts and expenditures of the corporation for the previous year. The Chief Executive Officer shall submit an annual budget to the Executive Committee for the coming fiscal year.

4.10. ~~IMMEDIATE PAST PRESIDENT; PAST PRESIDENT.~~ Upon expiration of the President's term as President, the President shall serve as ~~Immediate~~ Past President. ~~Upon expiration of the term as Immediate Past President, the Immediate Past President shall serve as Past President.~~ In addition to their duties as a director and a member of the Executive Committee, the ~~Immediate~~ Past President ~~and Past President~~ shall perform such duties assigned to the officer by the Board from time to time.

4.11. LARGE CITY REPRESENTATIVE. The Large City Representative shall be a board member and be an elected official from a city in a "single-city" district, representing one of the three most populous cities in the state. In addition to the officer's duties as a director and a member of the Executive Committee, the Large City Representative shall perform such duties assigned to the officer by the Board from time to time.

4.12 COMPENSATION. The President, Vice President, Secretary, ~~Immediate Past President~~, Past President, and Large City Representative shall receive no compensation for their services as officers but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1. FINANCES. The finances of the corporation shall comprise of membership fees of the members and other moneys as may be received from other sources. All membership fees and other moneys shall be paid to the corporation, which shall deposit all such moneys in an approved financial institution. All expenditures of the corporation shall be made in accordance with the annual budget adopted or as amended by the Board.

5.2. BOOKS AND RECORDS. The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes that may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be opened at any reasonable time for inspection by any voting member of three months standing or to a representative of more than 5% of the membership.

5.3. ACCOUNTING YEAR. The accounting year of the corporation shall be twelve (12) months ending December 31 of each year.

5.4. RULES OF PROCEDURE. The rules of procedure at meetings of the members, Board and committees of the Board shall be governed by rules contained in Robert's Rules of Order on Parliamentary Procedure, newly revised 11th Edition, so far as applicable when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any meeting of the Board by the affirmative vote of two-thirds of the directors then in office; provided, however, the powers, duties, number, qualifications, terms of office, manner of elections, and criteria for removal of directors shall only be altered, amended or repealed by the affirmative vote of the voting members in accordance with Section 2.14. Except as provided in Sec. 3.20.10, no amendment to the Bylaws may be made by the voting members unless the amendment is submitted in writing to the voting delegates twenty-four hours prior to the beginning of the membership meeting.

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CERTIFICATE OF ADOPTION

The undersigned, being the Secretary of the Association of Washington Cities, hereby certifies that the foregoing is a true and correct copy of the Amended Bylaws adopted by affirmative vote of the voting members at their annual meeting on June 22, 2023.

Secretary, Amy Ockerlander