

May 21, 2025

TO: AWC Voting Delegates
FROM: Ad Hoc Bylaws Review Committee
SUBJECT: Proposed amendments to the AWC Bylaws

The AWC Bylaws provide guidance by setting forth how AWC is governed and establishing qualifications and rights of voting members and representation on the AWC Board of Directors. The Bylaws also provide for the AWC Board to review the size, make-up, and structure of the Board at least once every five years through the Bylaws Review Committee.

Powers of the AWC Board of Directors

Under Bylaw Article 6, any changes to the powers, duties, number, qualifications, terms of office, manner of elections, and criteria for removal of board members must be adopted by the membership.

Ad Hoc Bylaws Review Committee recommendations

An Ad Hoc Bylaws Review Committee met throughout 2024 to review and evaluate the structure and districts of the AWC Board. The process included opportunities for member feedback at an online session in May 2024 and at district meetings last fall. At its final meeting on January 29, 2025, the Ad Hoc Bylaws Review Committee took action to recommend two bylaws amendments related to the Secretary and Ex officio (Washington City/County Management Association (WCMA)) positions of the AWC Board:

- **Secretary**
 - 1) Sec. 3.2 removing references to the first year the Secretary no longer held the dual positions of Secretary and district representative, and
 - 2) Sec. 4.8 and 3.6 updating the process by which the Secretary is nominated by the AWC Board, then elected by the membership at the Annual Meeting to make it consistent with the elected process for Vice President and President.
- **Ex officio positions**
 - 1) Sec. 3.3 requiring the Ex officio (WCMA) representatives to be a current appointed official in a city, and
 - 2) Sec. 3.2. and 3.3.3 allowing WCMA flexibility to appoint a qualified member to serve a one-year term if the WCMA President or Past President is unable to serve.

The draft proposed changes are attached in a red-line format.

Because these changes impact the qualifications of board representatives, Article 6 of the Bylaws provides that these changes must be approved by the AWC membership, as represented by the voting delegates, at the Annual Meeting. The AWC Board reviewed the recommendations at its February 20, 2025, meeting and forwards them with their recommendation for membership approval.

Ad Hoc Committee Charter

By recommendation of the AWC Bylaws Review Committee that worked throughout spring 2023, the AWC Board of Directors created an independent ad hoc committee to conduct a thoughtful process to evaluate the districts of the AWC Board in 2024-2025.

Below is the committee charter as adopted by the AWC Board at its June 20, 2023 meeting.

Committee make-up: The ad hoc committee will be comprised of a diverse group of 14 engaged AWC members. Preference will be given to those who do not currently represent an AWC board district. The President will appoint a Chair and Vice Chair from among the ad hoc committee members. The Chair will preside over the meetings and the Vice Chair will preside in the Chair's absence.

Positions are to be filled by elected officials appointed by the President for a one-year term or until the ad hoc committee's work concludes, whichever is less. When making appointments, the President will consider the size of the jurisdiction and geographic location to ensure that a good mix of cities are represented.

Scope: The ad hoc committee will work within the following parameters:

- Preserve strengths of the Board composition by ensuring representation from cities across the state, of a variety of sizes.
- Evaluate whether to modify existing structure, or whether there is a need for a wholesale change in districts and seats.
- Strive for geographically equitable representation of 281 cities and towns.
- Strive to work within the framework of current Board size (25 members or less).
- Utilize an equity lens to evaluate different scenarios before a decision is made.

Proposed amendment – Secretary

The 2023 Bylaws Review Committee reviewed officer positions of the AWC Board of Directors and recommended changes including that, beginning June 2024, the Secretary would no longer hold a district position.

To facilitate the timing of that vacancy in the district representation, the Board's decision to select a secretary moved from the June Board meeting following the Annual Meeting at Annual Conference to the Board meeting held in conjunction with City Action Days, with the Secretary term beginning following the Annual Meeting. Given this timing, the committee recommended that it would be more transparent to have the Board forward the name of the Secretary for election by the membership at the Annual Meeting, consistent with the process for electing the Vice President and President. For those positions, the Board takes action at the meeting in conjunction with City Action Days to forward the names of the current Secretary as Vice President and the Vice President as President to the Nominating Committee, and those positions are elected by the membership as a slate at the annual meeting, with no nominations from the floor allowed.

In addition, the committee recommendation makes technical changes to delete outdated language implementing the 2023 change.

Bylaws 3.2 Number. The Board shall be composed of twenty-five (25) directors, consisting of four (4) officers (the President, Vice President, Secretary, 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.

3.6 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.

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 the Secretary 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.

Prior to the issuance of the report of the Nominating Committee, the AWC Board of Directors shall select from amongst its Board of Directors district and at-large representatives an individual to be forwarded to the Nominating Committee for nomination to the position of Secretary.

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 or Secretary.

Proposed amendment – Ex Officio positions (city manager)

Sections 3.2 and 3.3.3 of the Bylaws provide that two ex officio directors shall consist of the President and Immediate Past President of the Washington City/County Management Association (WCMA). The current bylaw provision does not provide flexibility if the President or Past President is unable to serve or require that the WCMA representative to be an appointed official from a city.

With consultation and support from WCMA's leadership, the proposed amendment would provide WCMA additional flexibility if the President or Past President is not able to serve or in the case of a county manager serving in a WCMA leadership position.

Bylaws 3.2 Number. The Board shall be composed of twenty-five (25) directors, consisting of four (4) officers (the President, Vice President, Secretary, 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 if available to serve, or an appointed city official WCMA member selected by the WCMA board to serve for that ex officia position's term) ...

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 serving as an appointed official in a city or town within the state. 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.

Bylaws 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 (WCMA), or, if the WCMA President or Immediate Past President is not available to serve, an appointed city official WCMA member selected by the WCMA board to serve for that ex officio position's term. The two ex officio director positions shall be voting positions.