

Washington Animal Control Association

By-Laws

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I. Name

1. The name of the corporation shall be Washington Animal Control Association, hereinafter known as WACA

II. Offices:

1. The principal office of WACA shall be the address of the registered agent. WACA may have such other temporary or permanent offices as the Membership may designate or as business may require from time to time.

III. Purpose:

1. The first purpose of WACA is to improve, promote, and professionalize the profession of animal control, while promoting justice and equity in the enforcement of animal control laws.

2. The second purpose of WACA is to advance the health, morale, welfare, legislative advocacy, training, and knowledge of animal control personnel and associations, while providing education for and communications with animal control organizations within the State of Washington.

IV. Policies:

1. No partisan or commercial use of name- the name WACA, or name of any person in their official capacity with WACA, shall not be used in connection with any partisan interest or any commercial concern.

2. Provide assistance to animal control agencies- WACA and its members will cooperate with local, state and federal authorities, and will support and otherwise assist animal control agencies and associations without interfering with the sworn duties and internal working of said authorities, agencies and associations.

3. Individual commitments on behalf of WACA- WACA and its members may cooperate with other organizations and agencies concerned with animal control, but individuals may make no prior commitments binding WACA without approval from the Membership.

4. Annual Meeting- an annual meeting shall be held for the purpose of induction of new members, planning for the following year, and other WACA business as required a. Yearly election of the Board of Directors will occur during this meeting.

5. Non-discrimination- WACA does not discriminate on the basis of age, race, creed, color, national origin, or sexual orientation.

6. Fiscal Year- the fiscal year of WACA shall begin of the first day of January and end on the thirty-first day of December each year.

V. Membership:

1. Membership in WACA is open to any organization or adult who is actively working in, retired from, or affiliated with animal control work may be granted membership in WACA providing the following requirements are met.

- a. Dues are current
- b. Qualification under the requirements one of the two types of members as described herein are met, and
- c. Member agrees to adhere to the Constitution and By-Laws of WACA.

2. Types of Membership

a. Individual- Any individual person who otherwise qualifies for membership based on Article V, Section 1 of these by-Laws.

b. Agency- Any business organization (Agency) with one or more employees who otherwise qualify for individual memberships, may enroll as an agency member. All eligible employees within the Agency are granted privileges of individual Membership. The Agency will designate the eligible employees at the time of enrollment.

3. Member Duties and Responsibilities- The duties and responsibilities of the members shall be to promote the purposes of WACA.

4. Member Voting Rights- the general membership of WACA shall elect a minimum of four (4) but not exceeding twelve (12) Board Members at the annual meeting. Individual Members shall be entitled to one (1) vote per member. To be eligible to vote, a member must be in good standing with dues paid in full.

5. Attendance Recording- Attendance at any WACA meeting shall be recorded providing said Member's dues are current and paid in full. Should any Member pay current dues at any time during the meeting, that meeting shall be deemed to have been a regularly attended meeting by said Member.

6. Removal of Member- Any Member may be removed from WACA for just cause by a majority vote (50% or greater) of the membership present at any regular or special meeting called for that purpose; providing however that any such action must first be presented to the Board of Directors for review and approval, and that recommendation for the removal be presented to the membership.

VI. Dues:

1. Fees and Dues- Fees and dues shall be set by the Board of Directors. Dues will be paid in full annually. Those initiating membership during the annual fall meeting and training conference will be granted full membership status in WACA immediately and continuing through the following calendar year.

VII. Meetings and Quorum:

1. Annual Meeting- End of year meeting to review what has been accomplished for the year, plan for the following year and other WACA business as needed. Will typically be held in the fourth quarter of the calendar year unless voted to be moved for that year.

2. Meeting- WACA holds a minimum of one quarterly meeting, which includes the annual meeting. These can be suspended for the calendar year with a majority vote by the board.

3. Special Meetings- Special meetings of WACA may be held at the call of the President, by a majority vote of the Board, or upon a written petition of one-fourth (1/4) of the current membership.

4. Quorum- A quorum shall be necessary to conduct any WACA voting. For Annual or General Membership Meetings, a quorum consists of a majority of the Board and any membership voting (50% or greater).

5. Review meeting- In the event a member needs to be removed a meeting will be called. This can coincide with a quarterly meeting but cannot solely count as a meeting on its own.

VIII. Board of Directors:

1. Role- The Board of Directors (Board) is responsible for the overall policies and direction of WACA and may delegate responsibility for day-to-day operations to such individuals or committees as the Board deems advisable. A minimum of four (4) but not exceeding twelve (12) members (hereafter called Director or Directors) shall be elected annually.

2. Compensation- Directors shall not receive any salary or fee for their services, with the exception of the Conference and Academy Coordinators. Directors may receive reimbursement for reasonable, authorized expenses incurred in the performance of WACA duties.

3. Elections and Term of Office

a. Number and Election- Boards members and their positions are elected by the general membership at the Annual Meeting and service for ONE (1) year or until a successor is elected.

b. Term- the term of office shall begin at the close of the meeting at which they are elected. Anyone exiting office must turn over all materials to the new or current board member immediately.

c. Eligibility- To be eligible for nomination to the Board of Directors, an individual must be an active member in good standing. d. Nominations¹. Nominations shall be submitted to the nominating committee chairperson at a minimum of seven (7) days prior to the first day of the annual meeting.

4. Regions Represented- The state is divided into the following regions for the purpose of representing the membership of that region.

a. Northwest Region- Includes all counties north of and including Jefferson, Kitsap, and King to the Cascade Mountains on the east and the Canadian border on the north.

b. Southwest- Includes all counties south of and including Grays Harbor, Mason, and Pierce, to the Cascade Mountains on the east and the Oregon border on the south.

c. Eastern Region- Includes all counties east of and including Okanogan, Chelan, Kittitas, Yakima, and Klickitat to the Oregon border on the south, the Idaho border on the east, and the Canadian border on the north.

5. Meetings- In addition to attendance at the Annual Meeting outlined in Section 8.1, Directors are expected to participate in an annual board retreat and quarterly board meetings during the year. The quarterly meetings shall be scheduled at the discretion of the President. The board retreat should be scheduled to occur during the third or fourth quarter of the year but prior to the annual meeting.

6. Quorum- A quorum shall be necessary to conduct any WACA voting; a quorum consists of a majority of the Board.

7. Vacancies- When a vacancy on the Board exists, nominations for new members may be received from present Directors by the Secretary at least two weeks in advance of the next scheduled Board or Annual Meeting. These nominations shall be given to Directors for review and voted on at the first available Board or Annual Meeting after such review. Vacancies will be filled only to the end of a particular Director's term.

8. Resignation, Absences, and Termination

a. Removal- Failure of any Director to attend two (2) called, consecutive, regularly scheduled business meetings may result in the removal of such Director. A Director may be removed for absences or other reasons by quorum vote of all current Directors, save the Director under review.

b. Resignation- Resignation from the Board must be in writing and received by the Secretary and/or President.

IX. Officers:

1. Officers and Duties- The Board is responsible for electing the executive officers including, but not limited to- President, one-two Vice-Presidents, Secretary, and

Treasurer. A vacancy in an elective office may be filled by a majority vote of the Directors.

a. President- The President shall be elected by the Board and shall preside at all the meetings of WACA; shall have the power to act on behalf of WACA with the consent of the membership; shall act as spokesperson for WACA; shall be a non-voting member on all committees; shall act as liaison between WACA and all other organizations; shall be responsible for seeing that all amendments to the Constitution and By-Laws are properly recorded with the Secretary; shall make appointments and delegate such duties to other members and officers of WACA as necessary unless otherwise provided herein; shall participate in the annual budget process; and shall perform such additional duties as may be incident to the Office of the President or as deemed necessary by the membership.

b. Vice-President(s) - The Vice-President(s) shall be elected by the Board and shall perform any other duties the President and Membership may designate; shall act as spokesperson for WACA; shall, in the absence of the President, perform the duties of the President; shall have the authority, with Board approval, to be signatory for WACA contracts, checks, or other documents; shall promote and oversee the Membership and shall participate in the annual budget process. When two VicePresidents are elected, committees will be split between the two.

c. Treasurer- The Treasurer shall be elected by the Board and shall be responsible for all funds belonging to WACA; sign all checks upon authorization of the Membership; keep adequate books of account; give full written financial reports to the Board at each board meeting and to the Membership annually; shall receive and give receipts for monies due and payable to WACA from depositories approved by the Board; shall participate in the annual budget process; and in general perform all duties incident to the Office of Treasurer and such other duties as the President may deem necessary, unless provided herein. The Executive Board shall have the power to request an audit of the books at any time deemed necessary, in addition to required audits taking place when Treasurer duties change hands and when required by law. The Treasurer shall, upon terminations of office, immediately turn over electronic access to all financial records, and within 30 days return all records to the incoming Treasurer, or Executive Board Member if no

Treasurer has been elected. Lastly, be removed from being able to access financial accounts.

d. Secretary- The Secretary shall be elected by the Board and shall keep the minutes of the proceedings of all meetings of WACA; shall maintain a permanent record of such proceedings; shall keep a record of attendance at all meetings; shall have custody of the original copy of the Constitution and By-Laws and all other WACA records not specifically assigned to other offices; shall maintain a file of correspondence to the President and WACA; shall furnish literature to individuals upon request; shall participate in the annual budget process; and shall perform other duties incident to the Office of Secretary as the President and Membership may designate.

X. Committees:

1. Standing Committees- The Board shall appoint standing committees including, but not limited to, the following: Executive and Finance.

a. Executive- The Executive Committee consists of the four (4) to five (5) officers listed in Article IX, Section I- President, Vice-President(s), Secretary and Treasurer. Except for the power to amend the Articles of Incorporation or By-Laws, the Executive Committee shall have all the power of the Board of Directors in the intervals between meetings of the Board of Directors. The President chairs the Executive Committee.

b. Finance- The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budgets- all with input from the other Directors. The Board must approve the budget. Any major changes to the budget must be approved by a quorum of the Board or by the Executive Committee. Annual reports are required to be submitted to the Board showing income (including pending and current) and expenditures (including pending and current). The financial records of the organization are public information and shall be made available through whatever method the Board deems reasonable and appropriate. The Treasurer chairs the Finance Committee.

c. By-Laws- The By-Law Committee's purpose is to review the By-Laws at a maximum of every 3-5 years and make recommendations to the Board when corrections or amendments need to be made. If neither of these need to be made, this will also be reported to the board.

d. Nominations- the Nomination Committee's purpose is to ensure a full and effective slate of Board Members.

e. Programs- The Programs Committee is composed of three or more members who shall act as coordinators for the following programs:

1. Academy- Develop an annual schedule, responsible for registration, fee collection, scholarship awards.
2. Communications- Newsletter
3. Conference- Develop and annual schedule, responsible for registration, fee collection and scholarship awards.
4. Federation Liaison- Coordinate with the Federation, HSUS, AHA
5. Special- Special Committees may be formed by the President from time to time as deemed necessary.

XI. Contracts or Loans:

1. Contracts or Instruments- The Board must authorize any officer or agent(s) to enter into any contract or execute and deliver any instrument in the name of or on behalf of WACA.
2. Loans or other Indebtedness- No loans shall be contracted for or on behalf of WACA, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board.

XII. Parliamentary Authority:

1. Proceedings- Robert's Rules of Order, Newly Revised, shall govern all proceedings, except when inconsistent with these By-Laws.
2. Record of Special Rules- Any special or standing rules shall be maintained by the Secretary

XIII. Amendments:

1. Proposed amendments shall be submitted to the board at least seven days prior to any board meeting to give board members time for review. But with a motion this timeline can be waived by a majority vote. These By-Laws may be amended by a majority vote of the Membership present and voting at the Annual Meeting.

XIV. Indemnification of Officers and Members:

1. No member of WACA shall be personally liable for any of WACA's debts, obligations or acts.
2. Each officer of WACA, whether or not in office, and his heirs, executors, and administrators shall be, and hereby is, indemnified by WACA against any and all costs and expenses (including but not limited to counsel fees), reasonably incurred

from an action, suit or proceedings to which they may be a party by reason of being or having been and officer of WACA, including costs and expenses paid in connections with the settlement or compromise of any such action, suit, or proceedings, provided however that nothing herein contained shall protect or be deemed to protect any such member of the officers of WACA.

XV. Dissolution:

1. If WACA should dissolve, all remaining funds after payment of all debts and expenses should go to another similar organization for continuous training of animal care and control officers.

XVI. Adoption, Amended and reformatted dates:

1. Adopted January 22. 1983
2. Amended February 12, 1994; October 30, 1995; August 16, 1997; October 2, 1998; December 4, 1998; September 16, 1999; September 23, 2004; November 28, 2007; May 23, 2023, November 24, 2024
3. Reformatted March 19, 2007; October 12, 2013; May 23, 2023, November 24, 2024