



Bylaws

As amended and approved by the Board of Directors on April 21, 2022

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Mission Statement

To promote excellence in governmental finance through leadership, education, and communication for the public benefit.

Purposes and Objectives

The purposes of this corporation are primarily educational. The objectives are to:

- a) Promote the value and improvement of government finance.
- b) Facilitate the cooperation and interchange of information among finance professionals.
- c) Support and emphasize best practices in financial management.
- d) Support the development and sustainability within government of finance professionals.
- e) Develop and support training programs for finance professionals.
- f) Collaborate with other organizations concerned with public finance to promote matters of mutual interest.
- g) Cooperate with the state of Washington and Washington state local government entities in participating (as lessor, lessee, purchaser, or seller) in financings of such entities pursuant to Section 39.94, et seq. of the revised code of Washington.

Article I Membership and Dues

Section 1. Membership

- a) ACTIVE membership: All elected and appointed officials and public employees having responsibility for or employed in any aspect or function of governmental finance in the State of Washington, shall be eligible for membership. The term "public employee" may also include one or more representatives of the municipal research and services center of Washington (MRSC) and employees of city or county associates of the state. Active memberships may be transferred to the successor of an active member. If an active member separates employment from their public employer, their membership may be considered active up to nine months.
- b) AFFILIATE membership: Any person not eligible for active membership shall be eligible for affiliate membership.
- c) HONORARY memberships:
 - 1. Active members or affiliate members who have made an outstanding contribution to the Washington finance officers association whose efforts deserve public recognition shall be eligible for honorary membership. A request to grant honorary membership to such a person must be submitted in writing describing the reasons and presented to the board of directors for its consideration.
 - 2. Retiring charter members and past presidents retiring from active employment in governmental service in the State of Washington may be awarded honorary membership.
 - 3. Honorary membership shall be elected by the board of directors.
- d) STUDENT membership: All university and college students shall be eligible for membership.
- e) RETIREE membership: retired elected and appointed officials and public employees having had responsibility for or employed in any aspect or function of governmental finance in the State of Washington, shall be eligible for retiree membership.

Section 2. Dues

- a) Dues shall be payable at the times and in the amounts set forth in the standing rules adopted by the board of directors. Members who are delinquent shall be automatically dropped from membership in the association. Reinstatement within the fiscal year may be granted upon payment of the full year's dues.
- b) Students enrolled in the WFOA internship program shall receive a free membership for the calendar year in which he / she was first accepted in the program.

Section 3. Voting

Active and honorary members in good standing are entitled to vote on each matter submitted to a vote of the members.

Article II Officers

Section 1. Officers

The executive officers of the association shall be a president, president-elect, vice president, treasurer, secretary, and the immediate past-president.

Section 2. Term of Office

- a) All officers shall be elected for a period of one year.

- b) All officers shall take office at the close of the annual meeting of the association, with the exception of subsections c), d) and e) below.
- c) The President-Elect will transition into the President's position at the opening of the annual conference.
- d) The outgoing treasurer will continue as treasurer until the books and records are closed for the fiscal year.
- e) The incoming treasurer will transition into the treasurer's position until the outgoing treasurer closes the books and records for the fiscal year at which time the incoming treasurer will serve solely as the treasurer.

Section 3. President.

- a) The president shall:
- b) Preside at all meetings of the association, board of directors and executive committee.
- c) Call executive committee meetings when deemed necessary.
- d) Be an ex-officio member of all committees except the nominating committee and shall have the power to appoint such committees as may, from time to time, deemed necessary.
- e) Attend and represent the association at the annual conferences of the government finance officers association (GFOA), and the Alaska, British Columbia, California, and Oregon finance associations, and any in-state conference approved by the board of directors. The president may appoint another officer to act as his/her representative at such meetings.
- f) Write a letter of commendation to the entity whose employee has been elected as an officer or director, if requested.
- g) Select locations for board of directors' meetings in their presidential year.
- h) Perform other duties as appropriate.

Section 4. President Elect.

The president elect shall:

- a) Serve in the absence of the president.
- b) Be responsible for planning the following year's annual conference.
- c) Be responsible for planning the following year's goals and committee assignments.
- d) Facilitate for a representative of the association to attend at least one meeting of each regional finance association in the state of Washington.
- e) Attend and represent the association at the annual conference of the government finance officers association (GFOA).
- f) Perform other duties as deemed necessary by the president.
- g) Review and approve bank reconciliations in the absence of the Vice President and/or Secretary.

Section 5. Vice President.

- a) The vice president shall:
- b) Serve in the absence of the president and president-elect.
- c) Be responsible for the annual conference advance site selection including the reporting of the responsiveness and willingness of the host cities finance office to support.
- d) Coordinate with contracted personnel to arrange facilities for board of directors' meetings and executive committee meetings.
- e) Perform other duties as assigned by the president.
- f) Be responsible for the audit contract.
- g) Review and approve bank reconciliations monthly.

Section 6. Treasurer.

The treasurer shall:

- a) Coordinate with the municipal research and services center of Washington (MRSC) to have notices of dues sent to all members in their last known position or last known address thirty days before due.
- b) Post collected dues and other income.
- c) Disburse money as authorized by the board of directors.
- d) Report the quarterly financial condition of the association at each board meeting and release the audited financial statements to the membership prior to the annual conference.
- e) Be the custodian of all funds of the association.
- f) Be responsible for preparing the budget.
- g) Perform other duties as assigned by the president.
- h) Reconcile the bank statements monthly.

Section 7. Secretary.

The Secretary shall:

- a) Keep accurate account of all meetings of the association, board of directors, and executive committee.
- b) Handle correspondence as directed by the president, executive committee, or board of directors.
- c) Notify all members of the date and time of the annual meeting at least thirty days before the meeting and give notice of all other meetings as provided in the bylaws.
- d) Maintain files of the minutes and post them to the administrative and public sections of the website.
- e) Perform other duties as assigned by the president.
- f) Attest to the board of directors' action when required.
- g) Prepare all resolutions to be considered by the WFOA membership.
- h) Recommend selection of the site for the annual conference in the secretary's presidential year.
- i) Coordinate insurance services.
- j) Review the bylaws, propose amendments for the executive committee's consideration, and after an amendment is approved by the board of directors, post the updated bylaws to the administrative and public sections of the website.
- k) Review and approve bank reconciliations monthly.

Section 8. Past President.

The past-president shall:

- a) Perform duties as assigned by the president.
- b) Facilitate past president events.
- c) Chair the nominating committee.

Article III Board of Directors

Section 1. General Duties

The board of directors shall be the governing body to act for the association between annual meetings and shall have the power to exercise all of the authority of the association not inconsistent with action taken at annual or special meetings of the association.

The board of directors shall:

- a) Adopt a set of standard rules to include but not be limited to dues, conference, travel, meal expenses, and special recognition awards.
- b) Approve the annual budget.
- c) Make the final determination of the convention site.
- d) Nominate honorary members.
- e) Promote regional meetings.
- f) Perform other functions as appropriate.

Section 2. Board Positions

The board of directors shall consist of the six executive officers, eight elected members, and three members: one each to represent the office of the state auditor, the office of the state treasurer, and the municipal research and services center of Washington. All board members (officers, elected directors, and ex-officio) are entitled to vote on all board matters.

Section 3. Term of Elected Directors

The elected director positions shall become effective following the election to the office of director, at the close of the annual meeting of the association. The elected director positions shall be for three-year terms except for realignment proposals or unexpired terms. One of the director positions elected each year shall represent the conference site two years hence.

Section 4. Vacancies

A vacancy in any unexpired term of an elected board position shall be appointed by the president upon approval, by majority vote of the board of directors, until the next annual election. At the next annual election, the election for the unexpired term position will be for the remainder of the unexpired term.

Section 5. Quarterly Meetings

The board of directors shall hold meetings at least quarterly at times determined by the president.

Section 6. Special Meetings

Special meetings of the board of directors may be called at any time by the president or at the request of six members of the board of directors, upon one business days' notice to the members of the board. Means of the meeting may be in person, by telephone, or by e-mail. If by e-mail, the president sets the timeframe for the meeting where e-mails will be considered. At special meetings, only matters specified in the call may be considered.

Section 7. Quorum

A quorum shall be equal to one-half the number of the board of directors, plus one, rounded down to the nearest whole number.

Section 8. Ex-Officio Positions

Ex-Officio representatives are appointed by the head of the respective agency.

- a) The State Auditor representative partners with WFOA to inform and educate members regarding changes in standards prescribed by the State Auditor's Office
- b) The State Treasurer representative partners with WFOA to inform and educate members regarding bonding, investments, debt, legislative issues, and other pertinent issues that impact local government. This position also assists in the management of the lessor program.
- c) The MRSC representative partners with WFOA to provide administrative services and to educate members regarding legal financial topics.

Article IV Election of Officers and Directors & Appointments to the Board

Section 1. Eligibility.

- a) Only active members in good standing are eligible to serve on the board of directors.
- b) Officers: Only a person who has previously served as an elected member of the board of directors of the association shall be eligible to serve as an executive officer.

Section 2. Election.

- a) The president shall succeed the past president without further election.
- b) The president-elect shall succeed the president without further election.
- c) Election of the president-elect, vice president, treasurer, secretary, and elected directors shall be held at the annual meeting of the association.
 1. Election shall be by voice vote. If there is more than one nomination per office, the election may be by ballot in ascending order as may be necessary beginning with the director position representing the conference site two years hence. Any active member in good standing is entitled to vote.
 2. Newly elected officers and directors shall be installed at the close of the annual meeting.

Article V Meetings of the Association

Section 1. Annual Meeting

The annual meeting of the association shall be held at the annual convention of the association, or at a time and place to be determined by the board of directors. Notice of the time and place of the annual meeting, if other than at the annual conference, shall be given to active members at least thirty days in advance of such meeting.

Section 2. Special Meetings

Special meetings of the association may be held upon call of the president or upon the approval of the majority of the board of directors at such times as deemed advisable for the general welfare of the association; provided, however, that written notice of the time and place of special meetings shall be given to active members at least three days in advance of such meeting. At special meetings, only those matters specified in the call may be considered.

Section 3. Quorum.

Those active members present at the annual or special meeting shall constitute a quorum.

Article VI

(Reserved)

Article VII Committees

Section 1. Standing Committees

Standing committees shall be: conference, education, executive, legislative / professional standards, member communications / scholarship, professional development and sustainability and nominations.

Section 2. Executive Committee

The executive committee shall be composed of the executive officers and chaired by the president.

Section 3. Nominations Committee

The nominations committee shall be composed of the president, past president, and president elect and chaired by the past president.

- a) A vacancy on this committee shall be filled by the president with the board of directors being advised.
- b) Annually, at least one newsletter shall include solicitation of the membership for suggested names to the nominating committee to fill open board and advisory committee positions.
- c) Board membership and advisory committee recommendations, whenever possible, should be representative of all geographical areas of the state, size of organization, and types of government entities.
- d) The nominations committee shall present a written report of proposed officers and directors to the board of directors no later than the summer board meeting. The report shall be published in the newsletter prior to the annual meeting.
- e) Other nominations for open board positions may be made from the floor at the annual meeting, provided consent of the nominated member has been obtained.
- f) Nominations to serve on the board of directors should primarily be based on prior service to the Washington finance officers association.
- g) Nominations to serve on advisory committees should primarily be based on anticipated commitment to continue a high level of service to the association.

Section 4. Conference, Professional Rules and Operational Standards, Member Communications/Scholarship, and Professional Development and Sustainability Committees

The conference, legislative / professional standards, member communications / scholarship, and professional development and sustainability committees shall be chaired by the person elected to those positions.

- a) Each committee shall be governed by their respective charter.
- b) The chair of each committee shall keep the committee charter current. The chair shall solicit input from the committee members pertaining to charter amendments. Proposed charter amendments shall be presented to the board for approval. The chair shall post the updated charter to the administrative and public sections of the website.
- c) The respective chairperson shall select members of the committees.
- d) The conference chair shall have his / her conference registration fee waived.

Section 5. Education Committee

The education committee shall be chaired by the people elected to the two co-chair positions.

- a) The committee shall be governed by the committee's charter.
- b) The co-chairs shall keep the committee charter current. The co-chairs shall solicit input from the committee members pertaining to charter amendments. Proposed charter amendments shall be presented to the board for approval. The co-chairs shall post the updated charter to the administrative and public sections of the website.
- c) One co-chair shall be responsible to coordinate, develop, implement, and execute the pre-conference and conference training opportunities.
- d) One co-chair shall be responsible to coordinate, develop, implement, and execute the non-conference training opportunities.
- e) Members of the committee shall be selected by the co-chairs.

Article VIII Indemnification of Directors, Officers, Employees, and Agents

Section 1. Right of Indemnification

Each person who was, or is threatened to be, made a party to or is otherwise involved (including, without limitations, as a witness) in any actual or threatened action, suite or proceeding, whether civil, criminal, administrative or investigative, by reason of the act that he or she is or was a director, officer, employee, or agent of the corporation or, while a director or officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, employee retirement income security act (ERISA) excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in section 2 of the article with respect to proceedings seeking solely to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors. The right to indemnification conferred in this section 1 shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however that the payment of such expenses in advance of the final disposition of the proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director officer is not entitled to be indemnified under this section 1 or otherwise. The term "agent" in this article shall mean the municipal research and services center of Washington and its directors, officers, employees, and representatives performing services for the corporation pursuant to agreement.

Section 2. Right of Claimant to Bring Suit.

If a claim for which indemnity is required under section 1 of the article is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except

in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this article upon submission of a written claim (and in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement of advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its members) that the claimant is not entitled to indemnification or the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of rights.

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in the article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the articles of incorporation, bylaws, agreement, vote of the members or disinterested directors or otherwise.

Section 4. Insurance, Contracts and Funding.

The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability, or loss, whether or not corporation would have the power to indemnify such person against such expense, liability, or loss under the Washington business corporation act, as it has been made applicable to nonprofit corporations. The corporation in furtherance of the provisions of this article and may create a trust fund, grant a security interest, or use other means (including without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this article.

Section 5. Indemnification of Employees and Agents of the Corporation.

The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of the proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporations or pursuant to rights granted pursuant to, or provided by, the Washington business corporation act, as made applicable to non-profit corporations, or otherwise.

Article IX Books and Records

The corporation shall keep correct and complete books, records of account, and minutes of the proceedings of its members, board of directors, committees having and exercising any of the authority of the board of directors; and shall keep at the principal office a record giving the names and addresses of directors, officers, and members. All books and records of the corporation may be inspected by any member, or a member's agent or attorney, for any proper purpose at any reasonable time.

Article X Fiscal Year

The fiscal year of the corporation shall begin on January 1 of each year and end at midnight on the 31st day of December.

Article XI Amendment of the By-Laws

These bylaws may be amended at any regular or special meetings of the board of directors by a two-thirds vote of the board members present.

Article XII Parliamentary Authority

Rules contained in the current edition of Robert's rules of order shall govern the association in all cases to which they are applicable and in which they are not inconsistent with the bylaws and special rules of order the association may adopt.

Article XIII Notice

Section 1. US Mail.

All notices to members required to be given in these bylaws, if mailed, shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member's address as it appears on the records of the corporation, with postage prepaid.

Section 2. E-Mail.

All notices to members required to be given in these bylaws, if e-mailed, shall be deemed to be delivered when sent to the member's e-mail address as it appears on the records of the corporation.