

## **Chapter Bylaws : Washington Chapter**

### **Article I. Name and Purpose**

The name of the organization shall be the Washington Chapter of the Earthquake Engineering Research Institute, hereafter called the Washington Chapter. The purpose of the Washington Chapter shall be to reduce earthquake risk in Washington by creating an interdisciplinary organization in which relationships are built and information is shared, by advancing the science and practice of earthquake engineering, by improving understanding of the impact of earthquakes on the physical, social, economic, political and cultural environment and by advocating comprehensive and realistic measures for reducing the harmful effects of earthquakes. The operations of the Washington Chapter shall be consistent with the provisions set forth in the Bylaws of the Earthquake Engineering Research Institute, hereafter called the Institute.

### **Article II. Area and Membership**

The area of the Washington Chapter shall include the area commonly considered Washington as clarified by the Board of Directors. Categories of membership, specifying voting privileges and eligibility for elected and appointed offices, shall be established by the Board of Directors of the Washington Chapter with the approval of the Institute

### **Article III. Officers and Directors**

The Officers of the Washington Chapter shall be a President, a Secretary/Treasurer, and a Past-President or a President Elect. The Officers and six Directors at-large shall constitute a Board of Directors in which the government of the Chapter shall be vested. The Officers and Directors shall be elected by Members eligible to vote. The President-elect shall serve a term of one year. In addition, the President-elect shall serve a two-year term as President and a one-year term as Past-President. The elected Secretary/Treasurer shall serve a term of two years. The Secretary/Treasurer is eligible to serve one additional two-year term. Each elected Director at-large shall serve a term of two years. Directors at-large are eligible to serve one additional two-year term. All terms start at the opening of the Board of Directors meeting immediately following the election and continue until successors are elected and assume offices. Terms of office shall be staggered in order to assure continuity within the Board of Directors. An Officer Succession Plan that show the terms of all Officers and Directors shall be maintained by the Secretary/Treasurer and shall be approved annually at the Board of Directors meeting immediately following the election. The President-elect shall automatically become President in the event of a vacancy in the office of President. Time served as President in this event will not affect the length or start date of the two-year term as President to which the President-elect would otherwise succeed. When there is no President-elect, an Acting President shall be chosen by the Board of Directors from among the currently elected Board members for the duration of the presidential term. The position vacated by the selected Board member shall be filled in accordance with these Bylaws. In the event of a vacancy in the office of Secretary/Treasurer, an Acting Secretary/Treasurer shall be chosen by the Board of Directors from among the Directors at-large for the duration of the term. The

Director at-large position vacated shall be filled in accordance with these Bylaws. In the event of a vacancy before the end of term of a Director at-large, the vacancy shall be filled for the duration of the term by an appointment made by the Board of Directors. An Acting Director will serve as a voting member of the Board of Directors. An Acting Director remains eligible to serve two two-year terms as an elected Director. Ex officio (non-voting) Directors may be appointed by the Board of Directors to head specific activities for specified terms not to exceed two years unless reappointed by the Board of Directors. The Board of Directors shall oversee the preparation of an Annual Report that shall be submitted to the Institute. At meetings of the Board of Directors, a majority of the Officers and voting Directors shall constitute a quorum. The terms of two at-large board members elected in 2012, will be extended to a three-year term to achieve the stagger in the at-large director positions intended by these Bylaws. These terms will be revised to end in 2015. These two Directors at-large will remain eligible to serve one additional two-year term. The two at-large directors chosen to have an extended three year term will be determined at random from amongst the five at-large directors elected in 2012. The remaining three directors elected in 2012 will have a typical two year term that will end in 2014.

#### **Article IV. Nomination and Election of Officers**

The Nominating Committee shall consist of not less than three individuals in eligible membership categories. Officers and voting Directors are not eligible to serve on the Nominating Committee. Members of the Nominating Committee are eligible for nomination for elected positions. The Nominating Committee shall choose one or more candidates for election to each office and obtain the consent of each nominee to serve if elected. The Secretary shall send a ballot, containing the list of official nominees and a space for a write-in vote for another candidate for each office, to each eligible voter at least 20 days previous to the day in October established as the deadline for receiving ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted by three tellers appointed by the President. For each office the candidate receiving the highest number of votes cast shall be declared elected.

#### **Article V. Board of Directors' Meetings**

The Board of Directors shall hold at least four meetings per year. Notice of call for a Board of Directors meeting shall be given to Board members not less than seven days in advance of the meeting date. All meetings of the Washington Chapter Board of Directors shall be governed by Robert's Rules of Order, Revised, except as provided by these Bylaws. Either the President or a quorum of the Board of Directors can call special meetings.

#### **Article VI. Committees**

1. The Board of Directors shall appoint the Nominating Committee.
2. The President shall appoint other committees deemed necessary by the Board of Directors.

#### **Article VII. Bylaw Amendments**

1. Bylaws may be adopted or amended only by the following procedures:

- a) Any Member may propose an amendment to the Bylaws.
  - b) The Board of Directors shall approve the proposal for balloting, revising it as needed for consistency with related Bylaws.
  - c) The Secretary shall send a ballot showing the approved proposal to each eligible voter at least 20 days previous to the day established as the deadline for receiving ballots.
  - d) To become effective the Bylaws or amendments thereto shall receive an affirmative vote of not less than a majority of the responding voters.
2. Operations of the Washington Chapter not specifically addressed by the current Bylaws shall be at the discretion of the Board of Directors.

#### **Article VIII. Dues, Finances, and Assets**

1. Activities of the Washington Chapter shall be financed by annual Chapter dues collected by the Institute, expense allocations from and as approved by the Institute, net proceeds from Chapter-sponsored activities, and grants received by the Chapter.
2. The Board of Directors shall determine the amount of the dues at a meeting prior to October of each year.
3. The Washington Chapter shall establish bank accounts, or participate in Institute accounts, as necessary for conducting business.
4. The Washington Chapter's fiscal year shall be from January 1 to December 31, or as established by the Institute.
5. The property of the Washington Chapter is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code, and no part of the net income or assets of this organization shall inure to the benefit of any private persons.
6. Upon dissolution of the Washington Chapter, after paying or adequately providing for all of its debts and obligations, the remaining assets, if any, are irrevocably dedicated to the Institute.