

**FOURTH AMENDED BYLAWS  
OF  
WEST SEATTLE HIGH SCHOOL ALUMNI ASSOCIATION**

SECTION 1  
NAME

This nonprofit, tax-exempt, charitable organization shall be known as WEST SEATTLE HIGH SCHOOL ALUMNI ASSOCIATION (hereinafter "Association"), incorporated in the State of Washington.

SECTION 2  
PURPOSES

The purposes for which the Association is formed are:

2.1 To have and exercise all of the rights and general powers conferred upon nonprofit corporations pursuant to RCW 24.03.035 and elsewhere in the Washington Nonprofit Corporation Act, as such Act may be amended from time to time.

2.2 To foster the welfare and preserve the history of West Seattle High School, and to organize the Alumni of West Seattle High School to those ends.

2.3 To fund educational scholarships for the benefit of recent graduates of West Seattle High School.

2.4 **PROVIDED, HOWEVER,** that nothing herein contained shall be deemed to authorize or permit the Association to carry on any business, to exercise any power, or to do any act which would be in violation of the Washington Nonprofit Corporation Act, Section 501 (c) (3) of the Internal Revenue Code of 1986, or any amendment thereto or substitute therefor.

SECTION 3  
NON-DISCRIMINATION

West Seattle High School Alumni Association shall not directly or indirectly discriminate against any person or organization for reason of race, color, gender, age, religion, disability, national origin, ancestry, marital status, sexual orientation, parental status, military discharge status, or income status.

SECTION 4  
OFFICES

4.1 Registered Office and Registered Agent: The Association shall have and continuously maintain in the State of Washington a registered office which shall be located at such place as may be fixed from time to time by the Board of Directors and a registered agent whose business office is identical with the registered office. A registered agent shall not be appointed without having given prior written consent to the appointment. The registered agent shall be appointed and the registered office

shall be designated and any change in either the registered agent or registered office, or both, shall be made by filing such notices as may be required by law.

## SECTION 5 MEMBERSHIP

5.1 The voting members of the Association shall be those class representatives who have been elected by their respective graduating classes as set forth in subsection "5.2" below (and hereinafter referred to as "Class Representatives"). Each graduating class shall elect one Class Representative (and one alternate). Each Class Representative shall cast, on behalf of his or her class, one vote for each Director position to be voted upon.

5.2 Nonvoting members of the Association shall consist of all former students of West Seattle High School. Each graduating class shall annually elect its respective Class Representative (and one alternate) during the All-School Reunion, which shall be held annually. Each class shall elect its Class Representative by a majority vote of those class members present. Once elected, the Class Representatives shall become the "Members" of the Association, with authority to vote for the Directors of the Association.

There shall be Class Representatives meetings which may be held as frequently as is decided by the Class Representatives. Class Representatives meetings are open to all alumni. The purpose of such meetings shall be to disseminate information by the Board of Directors to the Class Representatives, to communicate information and develop camaraderie among the different graduating classes, and to promote the good of the order. These meetings shall be fashioned similarly to the annual membership meeting as described in subsection 6.2 below, and shall be conducted by the Board of Directors. Any issues requiring approval of the Class Representatives at such meetings shall be affirmed by a simple majority of Class Representatives present, assuming that a quorum is present at the time of the vote. In the event that an elected Class Representative is unable to attend a Class Representatives meeting, one member of that class may vote in the absence of the elected representative.

## SECTION 6 ANNUAL MEETING OF ASSOCIATION

6.1 The Association shall hold an annual meeting, the date of which is to be determined by the Board of Directors.

6.2 At such annual membership meeting, the order of business shall proceed as follows, unless the Class Representatives agree to vary such order:

- (a) Calling the meeting to order.
- (b) Proof of notice of meeting (or filing waiver).
- (c) Announcement of a quorum.
- (d) Recording of, or waiver thereof, and approval of minutes of the previous meeting.
- (e) Announcements.
- (f) Reports of officers.
- (g) Reports of committees (if applicable).

- (h) Election of Directors and Officers.
- (i) Old or unfinished business.
- (j) New business.
- (k) Adjournment.

6.3 The annual membership meeting, and the Board of Directors and Executive Committee meetings, shall be conducted in accordance with Robert's Rules of Order, Revised.

## SECTION 7 BOARD OF DIRECTORS

7.1 Powers, Number, and Terms: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of the Board of Directors. There shall be no more than eleven (11) directors who shall hold office for two year terms, or until their successors are elected and qualified.

7.3 Removal of Directors: At any annual or special meeting of the Board of Directors, any board member may be removed by a two-thirds (2/3) vote of all directors.

7.4 Regular Meetings: Regular meetings of the Board of Directors may be held without notice at such other place or places, either within or without the State of Washington, as the Board of Directors may from time to time designate. The annual meeting of the Board of Directors shall take place immediately following the annual membership meeting, unless otherwise agreed by the Board of Directors.

7.5 Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or by any one director, to be held at such place as the Board of Directors or the person or persons calling such meeting may from time to time designate. Notice of all special meetings of the Board of Directors shall be given to each director by two days' service of the same by telephone, letter, facsimile, e-mail, personally, or other generally accepted means. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

7.6 Quorum: A majority of the whole Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of business.

7.7 Voting: The act of the majority of the directors present at a Board 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 the Washington Nonprofit Corporation Act.

7.8 Waiver of Notice: Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

7.9 Registering Dissent: A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall

forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

7.10 Executive and Other Committees: The Board, by resolution adopted by a majority of the full Board, may designate from among its members an Executive Committee and one or more other standing or special committees. The terms of Executive Committee officers shall run concurrently with those of the Board of Directors. The Executive Committee shall have and may exercise all the authority of the Board, except as otherwise provided by these Bylaws. However, any standing or special committees shall not be vested with Board or Executive authority, but shall solely act to assist and report back to the Board or Executive Committee on specific items assigned to the standing or special committee.

7.11 Remuneration: No salary shall be paid directors, as such, for any service; provided, that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

7.12 Action by Directors Without a Meeting: Any action required or which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the action so taken or to be taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote.

7.13 Action of Directors by Communications Equipment: Any action required or which may be taken at a meeting of directors, or of a committee thereof, may be taken 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.

7.14 Duties of Directors: A director of the Association shall perform the duties of a director, including the duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Association, and with such care including reasonable injury, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director a director shall be entitled to rely on the information, opinion, reports, or statements, including financial statements and other financial data, in each case prepared or presented by legal counsel, public accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence.

7.15 Board Communication to Class Representatives: The Board of Directors shall keep the Class Representatives informed of any important decisions reached by the Board of Directors at the Class Representatives meetings. Copies of the Board of Director meeting minutes shall be made available to Class Representatives upon request.

## SECTION 8 EXECUTIVE COMMITTEE

8.1 Appointment: The Executive Committee members shall be decided upon and appointed by the Board of Directors at the annual membership meeting immediately following the selection of the Directors by the Class Representatives. Unless otherwise specified, the Executive Committee shall be comprised of all the members of the Board of Directors.

8.2 Designations: The Executive Committee shall be made up of the Directors, and shall include the following positions: a President, a Secretary, a Treasurer, and a number of vice presidents sufficient to accomplish the work of the Association. Such offices may include, but are not limited to: VP–Historian, VP–Membership, VP–Chinook, VP–Program, VP–Scholarship, VP–Merchandise, VP–Hall of Fame, and VP–Communications. Executive Committee members shall hold office for two year periods, or until their successors are elected and qualified. The term of office for Executive Committee members shall commence as of the first meeting after Labor Day. There shall be no term limits. Any two or more offices may be held by the same person. The duties of each vice president are described separately and may be revised by the Board of Directors as often as may be required to facilitate the work of the Association.

8.3 The President: The President shall preside at all Board of Directors and Class Representative meetings, shall have general supervision of the affairs of the Association, and shall perform all such other duties as are incident to his or her office or are properly required of him or her by the Board of Directors.

8.4 Vice Presidents: During the absence or disability of the President, one vice president, in the order designated by the Board of Directors, shall exercise all the functions of the President. Each vice president shall have such powers and discharge such duties as may be assigned to him or her, from time to time by the Board of Directors.

8.5 Secretary: The Secretary shall issue notices for all meetings, except for notices for special meetings of the directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the corporate books, and shall make such reports and perform such other duties as are incident to his or her office, or are properly required of him or her by the Board of Directors.

8.6 Treasurer: The Treasurer shall have the custody of all monies and securities of the Association and shall keep regular books of account. The Treasurer shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him or her, an account of all his or her transactions as Treasurer and of the financial condition of the Association. All Association disbursements by the Treasurer may only be made with the approval of either the Secretary or the President. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

8.7 Delegation: In the case of absence or inability to act of any officer of the Association, and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers of duties of such officer to any other officer or director.

8.8 Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

8.9 Other Officers: Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8.10 Term Removal: The officers of the Association shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the vote of a majority of the whole Board of Directors.

## SECTION 9 BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Directors. Any books, records, and minutes may be in written form, or any other form capable of being converted into written form within a reasonable time.

## SECTION 10 BYLAW AMENDMENTS

10.1 By Directors: The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this Association.

10.2 Emergency Bylaws: The Board of Directors may adopt emergency Bylaws, which shall be operative during any emergency in the conduct of the business of the Association.

## SECTION 11 FISCAL YEAR

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in each year.

## SECTION 12 STANDING RULES

Standing rules of the Association may be adopted at the annual Association meeting. Such rules shall be administrative in nature, and must not conflict with the Bylaws and Articles or Incorporation of the Association.

Adopted by Resolution of the Association's Board of Directors on the 12th day of January, 2015.

By: Mary Toal  
Mary Toal  
Association Secretary