

WASHINGTON STATE PROCESS SERVERS ASSOCIATION

Association Bylaws

Revised 10/20/2018

Contents

ARTICLE I.....	4
Name.....	4
ARTICLE II.....	4
Objectives and Purposes.....	4
ARTICLE III.....	4
Members	4
A. Applications, Approval, and Disciplinary Actions.....	4
B. Qualifications, Good Standing, and Classes.....	4
C. Suspension.....	5
D. Termination and Revocation	6
ARTICLE IV.....	6
Dues and Finances.....	6
A. Membership Dues.....	6
B. Finances and Budget.....	6
ARTICLE V.....	7
Election of Officers	7
A. Officers and Qualifications	7
B. Nomination, Election, and Term of Office	7
C. Recall and Replacement of Recalled Officer	8
D. Vacancy in Office and Appointment of Replacement.....	8
Article VI.....	9
Authority and Duties of the Board, Duties of Officers.....	9
A. Authority of the Board of Directors	9
B. Duties of Officers	9
ARTICLE VII.....	10
Meetings.....	10
A. Annual Conference	10
B. Special Meetings	10
C. Regular Meetings of the Board of Directors	10
D. Emergency Meetings of the Board of Directors.....	11
E. Miscellaneous Meetings of the Board of Directors	11

ARTICLE VIII.....	11
Bylaws and Policies & Procedures	11
A. Bylaws	11
B. Bylaw Amendments	12
C. Policies & Procedures.....	12
ARTICLE IX.....	12
Office of the Association	12
ARTICLE X.....	13
Committees	13
ARTICLE XI.....	13
Dissolution.....	13
ARTICLE XII.....	13
Miscellaneous.....	13
A. Parliamentary Authority.....	13
B. Proxy Voting	14
C. Debts Incurred	14

Bylaws of the
Washington State Process Servers Association

ARTICLE I
Name

The name of this Association shall be **Washington State Process Servers Association**, hereinafter referred to as WSPSA or Association.

ARTICLE II
Objectives and Purposes

- A. In order to promote and improve the process serving profession in Washington State, the objectives and purposes of the WSPSA shall be to:
1. Educate its membership to increase professional knowledge, skills, and standing;
 2. Promote state legislation, and through the National Association of Professional Process Servers promote federal legislation, which will benefit the profession and the public;
 3. Combat state legislation, and through the National Association of Professional Process Servers combat federal legislation, which may harm the profession and the public;
 4. Improve existing and develop new relations with members of the legal community, and with the general public;
 5. Foster the development and continuation of the WSPSA;
 6. Create, maintain, and enforce to the greatest extent possible, a Code of Ethics for the process serving profession in the State of Washington; and,
 7. Create, maintain, and enforce to the greatest extent possible, a set of Professional Conduct Requirements for the process serving profession in the State of Washington.

ARTICLE III
Members

A. Applications, Approval, and Disciplinary Actions

1. The Board of Directors shall establish policies and procedures for the handling of membership applications, membership approval, and the discipline of members.

B. Qualifications, Good Standing, and Classes

1. A member in Good standing shall:
 - a. Be directly or indirectly affiliated with the profession of process serving in the State of Washington;
 - b. Agree to support and further the purposes and objectives of the Association as

defined in these bylaws and interpreted by the Board of Directors or the membership;

- c. Be current on the payment of any dues as established by the membership or the Board of Directors for his or her class of membership;
 - d. Not have had his or her membership terminated, suspended, or revoked as described in these bylaws; and,
 - e. Have met the qualifications for a class of membership as established in these bylaws.
2. Any person meeting all of the qualifications as described in paragraph B1 of this Article shall be welcome to join WSPSA.
 3. A member who is in Good standing has all of the rights and privileges of his or her membership class.
 4. No person shall be denied membership because of their race, color, religion, gender, sexual orientation, or ethnicity.
 5. The Board of Directors may establish, merge, or remove various classes of membership so long as any such class does not conflict with these bylaws.
 6. Requirements for membership in any class shall be set by the Board of Directors so long as such requirements do not conflict with these bylaws.
 7. No person may simultaneously be in more than one class of membership at any one time.

C. Suspension

1. Membership shall be suspended for any member who fails to pay his or her annual dues within thirty (30) days of the due date. Such suspension shall be automatic and shall not require any action on the part of the Board of Directors. Both the due date and the suspension date shall be clearly shown on the dues renewal notice.
2. A suspended membership, which has been suspended for less than one year, shall be reinstated upon reapplication and payment of all dues by the member for that year. For matters of longevity in the Association such a reinstatement shall be as though the suspension had not occurred. No action on the part of the Board is needed to reinstate the membership.
3. A suspended membership, which has been suspended for one year or more, shall not be eligible for reinstatement. However, such a person may apply as a new member. All longevity in the person's previous membership shall be lost.
4. A suspended member shall have none of the rights of a member in Good standing.

D. Termination and Revocation

1. Upon due cause being shown, the Board of Directors may terminate or revoke a member's Good standing status as defined in B(1) of this Article.
2. The time period during which the reason for the termination or revocation occurred shall not be a consideration in determining the validity of such action.
3. No membership shall be terminated for a time period exceeding one year from the date of termination.
 - a. A person whose membership has been terminated shall have none of the rights and privileges of his or her membership class.
 - b. A person whose membership has been terminated shall be automatically reinstated at the end of the time period specified by the Board of Directors in its original decision so long as the person agrees to:
 - i Pay the dues appropriate for his or her class of membership during the termination period; and,
 - ii Agree in writing to accept a loss of longevity in the Association.
4. A member whose membership has been revoked shall never be reinstated except by action of the Board of Directors.
5. The Board of Directors shall establish policies and procedures to handle disputes and complaints between members.
6. Any ruling of the Board of Directors regarding termination or revocation shall be final.

ARTICLE IV **Dues and Finances**

A. Membership Dues

1. The membership year shall be January 1 through December 31 of each year.
2. Dues for the ensuing year, for all classes of membership, shall be set by a simple majority vote of the membership present at the Annual Conference.
3. In the event the Board of Directors creates a new class of membership during a year then it shall set the dues for that class which shall remain in effect until the next Annual Conference at which time they shall be set as prescribed in A(2) of this Article.
4. Dues shall not be refunded except by the Board of Directors.

B. Finances and Budget

1. The fiscal year shall be January 1 through December 31 of each year.
2. Except as set forth in these bylaws, the Board of Directors shall establish policies and

procedures for the proper and legal accounting of all matters concerning the finances of the Association.

3. The Board of Directors shall propose a budget to the membership in good standing present at the Annual Conference.
 - a. The budget so proposed may be amended by majority vote of the membership present at the Annual Conference.
 - b. The membership present at the Annual Conference shall set the budget for the ensuing year.

ARTICLE V **Election of Officers**

A. Officers and Qualifications

1. The officers of the Association shall be the President, Vice-President, Secretary, Treasurer, and Immediate Past President and Director at Large (if needed).
2. The office of immediate past President is automatically filled by the outgoing President at the close of his or her term. In the event the outgoing President is elected to another position on the Board of Directors, or is otherwise unable to serve, then the membership shall elect a Director at Large.
3. Officers must be voting members in good standing. The position of any officer, who loses his or her good standing status through resignation, suspension, termination, revocation, or recall, shall be considered vacant and shall be filled as provided for in these bylaws.
4. The President and Vice President must have been a member of this Association for at least 1 year prior to their election.
5. The officers comprise the Board of Directors.

B. Nomination, Election, and Term of Office

1. Majority vote by the membership present at the Annual Conference shall elect the officers of this Association. Voting is by secret ballot unless there is only one nominee in which case, and upon motion duly made and seconded, the nominee shall be elected by acclamation.
2. Nominations are taken from the floor and a second of the nomination is required. A member need not be present in order to be nominated and elected.

3. Nomination and election of each officer shall occur in the following order:
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Immediate Past President
 - f. Director at Large (if needed)
4. In the event that no individual receives a majority of the votes cast, a second vote shall be taken between the two candidates receiving the largest number of votes on the first ballot. In the event of a tie on the second ballot the winner will be drawn by lot by a member who is not a candidate in this contest.
5. Officers shall assume their duties at the close of the Annual Conference at which they are elected.
6. Officers shall serve for a term of one year or until their successors are elected.

C. Recall and Replacement of Recalled Officer

1. Any officer is subject to recall by the membership.
 - a. Upon receipt of a petition signed by at least 2/3 of voting members in Good standing, the President shall schedule a special meeting of the membership not more than 30 days and not less than 20 days from the day on which the petition is received.
 - b. Notification to the membership of said meeting shall be made in the manner prescribed in these bylaws.
2. Upon motion duly made and seconded an officer is recalled by at least a 2/3 vote of the members in good standing present at the special meeting.
 - a. Upon passage of the motion the officer is immediately recalled from office.
 - b. The election of a replacement officer shall be held immediately.

D. Vacancy in Office and Appointment of Replacement

1. In the event an office becomes vacant for reasons other than recall, it shall be filled by the remaining members of the Board of Directors by the appointment of a voting member in Good standing to hold and serve in such office until the end of the following Annual Conference.
2. The Board of Directors may determine an officer to have resigned his or her position if the officer misses two consecutive Board meetings and does so without valid reason or explanation as determined by the Board of Directors. The Board of Directors shall then fill the position as provided for in D(1) of this Article.

Article VI
Authority and Duties of the Board, Duties of Officers

A. Authority of the Board of Directors

1. The Board of Directors has the authority to do any and all things they may deem necessary so long as such things are legal under the laws of the State of Washington and of the United States and further the objectives and purposes as defined in Article II of these bylaws.

B. Duties of Officers

1. Officers shall perform the duties provided in these bylaws and such other duties as are prescribed for the office as directed by the Board of Directors.
2. The President shall:
 - a. Preside at meetings of the Association and the Board of Directors;
 - b. Appoint committee chairs;
 - c. Be the official spokesperson of this Association; and,
 - d. Fulfill such other duties as prescribed in these bylaws, in various policies and procedures adopted by the Board of Directors, and as may be assigned by the membership or the Board of Directors.
3. The Vice President shall:
 - a. Perform the presiding duties of the President in the absence of or at the request of the President;
 - b. Fill the unexpired term if a vacancy occurs in the office of President for reasons other than recall; and,
 - c. Fulfill such other duties as may be assigned by the membership, the Board of Directors, or the President.
4. The Secretary shall:
 - a. Cause to be recorded the minutes of all meetings of the Association and the Board of Directors;
 - b. Be custodian of all documents, with the exception of financial records, including these bylaws and any policies and procedures as created by the Board of Directors; and,
 - c. Fulfill such other duties as may be assigned by the membership, the Board of Directors, or the President.
5. The Treasurer shall:
 - a. Provide oversight of all funds and assets of the Association;
 - b. Work with the Executive Board to present a financial statement at each Association meeting and as requested by any member in good standing;
 - c. Be custodian of the financial records of the Association; and,
 - d. Fulfill such other duties as may be assigned by the membership, the Board of Directors, or the President.

6. The immediate past President or Director at large shall:
 - a. Act as a liaison with out of state members; and,
 - b. Fulfill such duties as may be assigned by the membership, the Board of Directors, or the President.

ARTICLE VII **Meetings**

A. Annual Conference

1. The Annual Conference is the general meeting of the membership and shall be held in September or October.
2. The exact date and location of the Annual Conference shall be determined by the Board of Directors.
 - a. The Board of Directors will consider the diverse geographic locations of the members when setting the venue.
3. The agenda for the Annual Conference shall be disseminated to the membership at least two weeks before the beginning of the Annual Conference.
4. A quorum at the Annual Conference shall consist of those members in good standing present.

B. Special Meetings

1. A special meeting of the Membership may be called by the President, a majority of the Board of Directors, or by petition signed by at least a two thirds majority of the members in good standing of the Association and presented to the President.
2. The purpose of any special meeting of the Membership shall be clearly stated in the announcement of the meeting to the membership.
3. Notification of any special meeting of the Membership shall be distributed to the members in good standing in the same manner as is used to distribute other Association communications, e.g. email, regular mail, the newsletter. This notification must be transmitted at least 20 days before the date the meeting is scheduled to begin. The meeting shall be held at a location set by the board.
4. A quorum for the conduct of business at a special meeting of the Membership shall consist of those members in good standing present.

C. Regular Meetings of the Board of Directors

1. The Board of Directors shall meet in open session at least five times per year as follows:
 - a. Prior to the beginning of the Annual Conference.
 - b. Immediately after the close of the Annual Conference.

- c. During the months of November, December, or January.
 - d. During the months of March, April, or May.
 - e. During the months of June, July, or August.
2. All meetings of the Board of Directors, with the exception of meetings in executive session, are open to all members of the Association.
 3. Attendance at any such meeting may be held by any means reasonably calculated to allow interaction and discussion by all members of the Board of Directors. This may include, but is not limited to, in person, telephonic or other audio link, or video and audio link.
 4. The Board of Directors may meet in executive session only for the purpose of discussing personnel, pending litigation, or litigation of which the Association is a party.
 5. A quorum for the conduct of business at a meeting of the Board of Directors shall consist of at least half of the members of the Board of Directors.

D. Emergency Meetings of the Board of Directors

1. An emergency meeting of the Board of Directors may be called by the President at any time.
2. At least 24 hour notice must be given to all members of the Board of Directors. Notice may be given by any method reasonably calculated to inform each of the members of the Board of Directors.
3. Attendance at any such meeting may be held by any means reasonably calculated to allow interaction and discussion by all members of the Board of Directors. This may include, but is not limited to, in person, telephonic or other audio link, or video and audio link.

E. Miscellaneous Meetings of the Board of Directors

1. All meetings of the Board of Directors shall be conducted in a businesslike manner with reasonable deference given to and the powers accorded to the President or other presiding officer.
2. Minutes shall be recorded for all meetings of the Board of Directors.

ARTICLE VIII
Bylaws and Policies & Procedures

A. Bylaws

1. These bylaws shall govern the Association and establish the structure through which the Association carries out its functions and operations harmoniously to achieve the objectives and purposes in Article II and benefit the members collectively.

B. Bylaw Amendments

1. No amendment to these bylaws may be considered at any meeting unless the membership was informed of its contents and nature at least 15 days prior to any meeting at which such amendments are to be acted upon.
2. These bylaws shall be amended only by at least a two-thirds (2/3) vote of the members in good standing present at a special meeting of the Membership or at the Annual Conference.
3. An emergency may be declared by at least a three-fourths (3/4) vote of the members in good standing present at a special meeting of the Membership or at the Annual Conference, but only for a single meeting.
4. Any bylaw of this Association may be suspended after an emergency is declared pursuant to VIII.B.3 by at least a two-thirds (2/3) vote of the members in good standing present at a general meeting of this Association, but only for a single meeting.

C. Policies & Procedures

1. The Board of Directors shall create Policies & Procedures to guide the conduct of day-to-day operations of the Association. All Policies & Procedures so created shall be consistent with and subordinate to these bylaws.
2. The Board of Directors may adopt, revoke, or amend any Policy or Procedure at any open meeting of the Board of Directors or the Association.
3. Any Policy & Procedure adopted, revoked, or amended by the Board of Directors shall be subject to re-adoption, revocation, or amendment by a majority vote of the members in good standing present at the Annual Conference or at a special meeting of the membership.
4. The Board of Directors shall ensure the Association's proper adherence to the Policies & Procedures.
5. Policies & Procedures adopted, revoked, or amended under this Article shall be published in the Association newsletter in the issue following the action.
6. The complete set of Policies & Procedures shall be published annually and distributed or otherwise made available to the membership.

ARTICLE IX **Office of the Association**

- A.** The principal office of the Association shall be located at the office of the President, or as designated by the President with the consent of the Board of Directors.
- B.** The registered agent of the Association shall be the President or such other individual as may be designated by the President with the consent of the Board of Directors.

ARTICLE X **Committees**

- A.** The WSPSA shall maintain the following standing committees:
1. Legislative.
 2. Grievance & Arbitration.
 3. Membership
 4. Technology/Website
- B.** Except as otherwise provided for in the Bylaws or in the Policies and Procedures enacted by the Board of Directors:
1. The President shall appoint all committee chairs.
 2. The President may remove and replace a committee chair at any time and for any reason.
 3. The President is an ex-officio member of all committees.
 4. Membership on committees is open to all WSPSA members in good standing.
 5. There is no restriction on the number of committees on which a member may serve.
 6. The President may appoint such ad-hoc committees as are necessary to carry out the purposes of this Association.
 - a. The chair of each ad-hoc committee shall report regularly to the President and shall be responsible to the President for the work and progress of his or her committee.
 7. The President may terminate any ad-hoc committee at any time and for any reason. The chair of each committee may establish such sub-committees as are needed to further the ends of that committee.
 8. The chair of each committee shall, with the approval of the President, appoint or remove the members of the committee.

ARTICLE XI **Dissolution**

- A.** In the event of the dissolution of the Association and after paying all duly owed obligations, the assets shall be liquidated and distributed to the National Association of Professional Process Servers (NAPPS) in accordance with government regulations. No funds or assets of the Association shall inure to the benefit of any member. The Association charter shall be returned to NAPPS Headquarters.

ARTICLE XII **Miscellaneous**

A. Parliamentary Authority

1. The current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of this Association so long as they are not inconsistent with these bylaws, any special rules of order the Association may adopt, or any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

B. Proxy Voting

1. Proxy voting is not allowed.

C. Debts Incurred

1. This Association shall not be responsible for any debt incurred by any member or agent without prior authorization by the Board of Directors and consistent with the budget and the Association's bylaws.