

# **BY-LAWS OF THE WASHINGTON HOMESCHOOL ORGANIZATION**

## **Article I - Organization**

Section 1 The name of the Organization shall be “Washington Homeschool Organization” and shall be hereinafter called “Organization”, which may be abbreviated and known as “WHO”.

Section 2. The Organization shall be incorporated and shall have and continuously maintain in the state of Washington a registered office and a registered agent whose office is identical with the registered office, as required by the Washington Non-profit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

The Organization has qualified as a non-profit corporation under the Internal Revenue Code and will do nothing to interfere with such qualification.

## **Article II – Purpose**

Section 1. The mission of the Organization shall be to serve the diverse interests of home-based education in Washington State. WHO shall be non-partisan, non-sectarian, and non-discriminating in its views of homeschooling and participation in its activities.

Section 2. Specifically, the purposes of the Organization shall be:

- a. To promote the interchange of information and support among homeschooling families and support groups in Washington state.
- b. To keep abreast of legislative developments to ensure independence for the homeschooler.
- c. To facilitate an informed statewide awareness of homeschooling.
- d. To provide assistance to credible research about homeschoolers and homeschooling results and/or outcomes.
- e. To assist parents, who are considering homeschooling, to make an informed choice and to offer resource information and support to those who have chosen the homeschooling option.
- f. To encourage educational growth for homeschooling parents.
- g. To assist homeschoolers and support groups establish communication with local school officials when needed and offer support and assistance in maintaining homeschooling rights under the law.
- h. To assist and support local homeschool groups, and those wishing to form support groups, by offering counseling, guidance, and information on organization of such groups.
- i. To uplift all honest and sincere endeavors to promote homeschooling.

### **Article III – Membership**

Section 1. Membership shall be open to all persons supporting the mission of the Organization

Section 2. Members in good standing are individuals whose dues are paid for the current membership period, which shall be 12 (twelve) months following the receipt of those dues.

Section 3. A member in good standing of the organization shall have the right to vote in elections and membership meetings, and to hold office in this Organization. Each member shall have one vote.

Section 4. The Board of Directors may refuse an applicant membership or terminate a membership by a vote of two-thirds of the directors present at any regular meeting or at any special meeting called in whole or in part for that purpose.

Section 5. No person shall be denied membership in or the services of this Organization or denied the opportunity to hold office in this Organization on the basis of race, color, creed, sex, age, physical handicap, or political affiliation.

Section 6. All persons representing the Organization must be authorized to do so by the Board of Directors.

Section 7. A general membership meeting for members and others interested in homeschooling shall be held at least once during the calendar year.

### **Article IV – Dues**

Section 1. The dues of the Organization shall be assessed annually by the Board of Directors.

### **Article V – Officers**

Section 1. The officers of the Organization shall be Chair, Vice Chair, Secretary, and Treasurer, who shall be members in good standing of the Organization. For the purposes of the Nonprofit Code of Washington, the Chair and Vice Chair shall be designated the Corporate President and Vice President of the Organization.

Section 2. The terms of office for the Chair & Treasurer and Vice Chair & Secretary shall be 2 (two) years, with each set of office terms expiring on alternating years.

Section 3. Officers shall be elected as provided in Article VIII.

### **Article VI – Board of Directors**

Section 1. The Board of Directors shall consist of no less than six (6) nor more than ten (10) members in good standing and in the following positions:

- a. All elected Officers of the Organization.
- b. A minimum of two (2) members-at-large, elected as provided in Article VIII, each serving two (2) year terms with terms of office expiring on each year.
- c. Members-at-large, each serving two (2) year terms with terms of office expiring on alternate years, may be appointed by the Chair of the Organization with approval of the Board of Directors.

Section 2. The Chair of the Organization shall appoint Chairpersons for any advisory committees formed by the Organization with approval of the Board of Directors. These Chairpersons and the immediate past Board Chair shall be non-voting members of the Board.

Section 3. Any individual member may hold only one (1) elected office each term.

Section 4. The Board of Directors shall meet throughout the calendar year, with the schedule to be determined by the Board of Directors at the first meeting of the calendar year.

Section 5. Any vacancy occurring on the Board of Directors shall be filled by appointment by the Chair for the balance of the term, subject to confirmation by the existing Board of Directors. A member of the Board of Directors may be removed in accord with the following provisions of conduct injurious to the interests of homeschooling which may include the following: any illegal or criminal activity resulting in conviction of said person, mis-use or mis-appropriation of organization funds or materials, the utterance of false or deliberately misleading statements and/or any other areas of mis-conduct specified by RCW 24.03.103 referring to removal of Directors. Directors may be removed by a two-thirds (2/3) majority vote of the other Directors.

Section 6. A quorum is defined as a majority of the number of voting directors fixed by these by-laws. A quorum shall be necessary for the transaction of any business for the Organization, provided all voting directors have been notified in writing or some electronic format seven (7) days prior to such transaction. This correspondence shall include notification of date, time, and location of said meeting. Voting directors may submit a proxy form by which said board member may vote in absentia.

Section 7. Special meetings of the Board of Directors may be called by the Chairperson of the Board or by any two Directors, provided all voting directors have been notified in writing or some electronic format seven (7) days previous to such a meeting and the meeting takes place at the principle office of the Organization.

Section 8. Any action required, or permitted to be taken, by the Board of Directors may be taken without a meeting, if all voting members of the board shall consent in writing or some electronic format to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

Section 9. No voting member of the Board of Directors shall receive any salary for his/her duties on the Board.

#### **Article VII – Duties of Officers and Directors**

Section 1. The Board of Directors shall determine the plans, establish the operating policies, and govern the Organization, subject to referendum of the membership. The Board of Directors shall decide the general government of the Organization.

Section 2. It shall be the duty of the Chair to preside at all meetings of the Board of Directors and of the general membership. The Chair shall cause to be called regular and special meetings of the directors in accordance with these by-laws. The Chair shall oversee any books, reports, statements, and certificates required by law be properly kept, made, and filed. The Chair shall report to the directors all matters within his/her knowledge, which the interests of this Organization may require to be brought to their notice. In general, s/he shall perform all duties incident to the office. S/he shall turn over all files, papers, records, and all other materials pertaining to the operation of the office to his/her successor at the termination of the term of office.

Section 3. The Vice Chair shall assist the Chair in the discharge of his/her duties as requested and, in the absence or inability of the Chair to act, shall perform the Chair's duties. In general, s/he shall perform all duties incident to the office. S/he shall turn over all files, papers, records, and all other materials pertaining to the operation of the office to his/her successor at the termination of the term of office.

Section 4. It shall be the responsibility of the Secretary to keep records of all proceedings of the Organization and of the Board of Directors and to keep a file of documents, records, communication, and other matters connected with Organization business. In general, s/he shall perform all duties incident to the office. S/he shall turn over all files, papers, records, and all other materials pertaining to the operation of the office to his/her successor at the termination of the term of office. In the absence of the Secretary from any meeting, a secretary pro-tempore shall be chosen by the presiding officer.

Section 5. The Treasurer shall have the care and custody of and be responsible for all the funds, securities, evidences of indebtedness, and other valuable documents of the Organization, and direct the deposit of all such funds in the name of the Organization in such banks, trust companies, or other depositories, as the Board of Directors may designate. The Treasurer or the Treasurer's designees shall sign, make, and endorse in the name of the Organization all checks, notes, drafts, etc. for payment of money. The Treasurer shall render a statement of the condition of the finances of the corporation at each regular meeting of the Board of Directors. The Treasurer in office at the close of the fiscal year shall submit to the Board of Directors within thirty (30) days of that date, a full and complete financial report for the preceding fiscal year.

The Treasurer shall be responsible for the keeping of full and accurate books of account and shall authorize that the same be made available to any director of the Organization upon application therefore. In general, s/he shall perform all duties incident to the office. S/he shall turn over all files, papers, records, and all other materials pertaining to the operation of the office to his/her successor at the termination of the term of office.

### **Article VIII – Elections**

Section 1. A Nominating Committee of three (3) members, consisting of a member of the Board of Directors as committee chairperson and two (2) members in good standing, is to be appointed by the Board of Directors at the first meeting of the Board of Directors of the calendar year. The Nominating Committee shall select, from the members in good standing, other than members of the Nominating Committee, nominees at least equal to the number of positions to be filled on the Board of Directors, but not exceeding twice this number. The report of the nominating Committee shall be given to the Board of Directors sixty (60) days before the ballot deadline specified in Section 3 of Article VIII. The Board of Directors shall accept the list of nominees within the report of the Nominating Committee without modification.

Section 2. A Nomination meeting, open to members of the organization, shall be held sixty (60) days before the ballot deadline as specified in Section 3 of Article VIII. Members will be notified of the time, location, and purpose of the meeting 30 days prior to meeting date. At the Nomination meeting, the members present may nominate additional persons, with their prior consent, equal to the number of positions to be filled. If the total number of nominations from the floor exceed the number allowed, the members present shall ballot on the names so presented to reduce the list of additional nominees to the allowed number.

Section 3. Election of officers and directors shall be organized and monitored by the Nominating Committee Chairperson and shall be a ballot vote which will be mailed or some electronic format to members of the Organization thirty (30) days before ballot deadline.

Section 4. The Nominating Committee shall then act as “inspectors of the election” and shall receive the unopened ballots or electronic ballot format and shall determine their authenticity and qualifications, and preserving the right to secrecy, count the ballots and certify in writing to the Chair, the results of the election, which certification shall be physically affixed in the minute book of the Organization, not more than fifteen (15) days after receipt of the ballots by the inspectors. Any tie in the tally of ballots cast shall be broken by a vote of the Board of Directors.

Section 5. All records of the election may be inspected by any member or his/her agent or attorney for two (2) years following the election.

Section 6. Newly elected members of the Board of Directors shall be ready to assume all duties associated with the position in a timely manner.

### **Article IX – Committees and Organization**

Section 1. Committees may be established as necessary for the work of the Organization by the Chair with approval of the Board of Directors.

Section 2. Committees are responsible to and shall report to, the Chair. Committees shall have no decision-making authority independent of the Board of Directors. The number of members of any particular committee shall be determined by the Chair with approval of the Board of Directors.

Section 3. Committee Chairpersons shall be members in good standing and shall be appointed by the Chair of the Organization with the approval of the Board of Directors.

Section 4. Committee members shall be selected by the committee chairpersons from the membership.

#### **Article X – Fiscal Matters**

Section 1. The fiscal year of the Organization shall begin October 1<sup>st</sup> and end on September 30<sup>th</sup>.

Section 2. After the close of each fiscal year, an outside auditor shall receive the report of the Treasurer for the preceding fiscal year and shall audit the books and complete financial records of the Organization and make a report thereon to the Board of Directors within ninety (90) days after the end of the fiscal year.

#### **Article XI – Referendum of Decision**

Section 1. Referendum of action of the officers and the Board of Directors may be initiated by a petition, submitted to the Secretary by eight per cent (8%) of the members calling for a general membership meeting. The membership shall be notified of the date, time, place, and purpose of the meeting in writing or some electronic format thirty (30) days prior to any such meeting. A repeal of a decision, determination, or an action duly taken by the Board of Directors shall require two thirds (2/3) vote of the membership present at the meeting.

#### **Article XII – Books and Records**

Section 1. The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the business meetings and its members and its Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Organization may be inspected by any member, or his or her agent or attorney at any reasonable time.

#### **Article XIII – Amendments**

Section 1. These by-laws may be altered, amended, repealed or added to by an affirmative vote of all Board of Directors or three-fourths (3/4) of those members present at any regular or special meeting of the members of the Organization. No such action shall be taken without an affirmative vote of all Directors or on less than 10 (ten) affirmative member votes, and provided further, that due notice of the intention to consider any by-law change, amendment or repeal shall be specifically given to the general membership not less than sixty (60) days prior to the date of the meeting, that specific changes being considered are duly noted to members of the Organization, and space is available upon request within the Organization's publications or other public venues utilized by the Organization for discussion of changes being considered.

#### **Article XIV – Indemnification of Directors, Officers, Employees, and Agents**

Section 1. Power to Indemnify. The corporation shall have the following powers:

Section 1.1. The corporation may indemnify and hold harmless to the full extent permitted by applicable law each person who was or is made a party to or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter a "proceeding"), by reason of that fact that he or she is or was a director, officer, employee or agent of the corporation or, being or having been such a director, officer, employee or agent, he or she is or was serving at the request of the corporation as a director, officer, employee, agent, trustee, or in any other capacity of another corporation or as a partnership, joint venture, trust or other enterprise, including service respect to employee benefit plans, whether the basis of such proceeding is alleged action or omission in an official capacity or in any other capacity while serving as a director, officer, employee, agent, trustee, or in any other capacity, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes of penalties and amounts to be paid in settlement) actually or reasonably incurred or suffered by such person in connection therewith. Such indemnification may continue as to a person who has ceased to be a director, officer, employee or agent of the corporation and shall inure to the benefit of his or her heirs and personal representatives.

Section 1.2 Power to Pay Expenses in Advance or Final Disposition. The corporation may pay expenses incurred in defending any proceeding in advance of its final disposition (hereinafter "advancement of expenses"); provided, however, that any advancement of expenses shall be made to or on behalf of a director, officer, employee or agent only upon delivery to the corporation of an undertaking, by or on behalf of such director, officer, employee, or agent, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such director, officer, employee or agent is not entitled to be indemnified under this Article or otherwise, which undertaking may be unsecured and may be accepted without reference to financial ability to make repayment.

Section 1.3. Power to Enter Into Contracts. The corporation may enter into contracts with any person who is or was a director, officer, employee and agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest in property of the corporation, 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 1.4. Expansion of Powers. If the Washington Business Corporation Act is amended in the future to expand or increase the power of the corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this corporation, the powers described in this Article shall be expanded and increased to the fullest extent permitted by the Washington Business Corporation Act, as so amended.

Section 1.5. Limitation of Powers. No indemnification shall be provided under this Article to any such person if the corporation is prohibited by the Washington Business Corporation Act or other applicable law as then in effect from paying such indemnification. For example, no indemnification shall be provided to any person in respect of any proceeding, whether or not involving action in his or her official capacity, in which he or she shall have been finally adjudged to be liable on the basis of intentional misconduct or knowing violation of law by the person, or from conduct of a director in violation of RCW 23B.08.310, or that the person personally received a benefit in money, property or services to which the person was not legally entitled.

Section 2. Indemnification of Directors, Officers, Employees and Agents.

Section 2.1. Directors. The corporation shall indemnify and hold harmless any person who is or was a director of this corporation, and pay expenses in advance of final disposition of a proceeding, to the full extent to which corporation is empowered.

Section 2.2. Officers, Employees, and Agents. The corporation may, by action of its board of directors, indemnify and hold harmless any person who is or was an officer, employee or agent of the corporation, and provide advancement of expenses to the full extent to which the corporation is empowered, or to any lesser extent which the board of directors may determine.

Section 2.3. Character of Rights. The rights of indemnification and advancement of expenses conferred by or pursuant to this Article shall be contract rights.

Section 2.4. Enforcement. A director, officer, employee or agent ("Claimant") shall be presumed to be entitled to indemnification and/or advancement of expenses under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the undertaking in section 1.2. above has been delivered to the corporation) and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled.

If a claim under this 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 advancement of expenses, in which case the applicable period shall be twenty days, the claimant may at any time hereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the corporation (including its board of directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 2.5. Rights Not Exclusive. The right to indemnification and advancement of expenses conferred in this 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 or Bylaws of the corporation agreement of disinterested directors, or otherwise.

Section 3. Insurance. The corporation may purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or who, while a director, officer, employee, or agent of the corporation, is or was a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, or loss under the Washington Business Corporation Act.

Section 4. Survival of Benefits. Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.

Section 5. Severability. If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

Section 6. Applicable Law. For purposes of this Article, "applicable law" shall at all times be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification.