

**BYLAWS  
of the  
WESTERN SOCIETY FOR PHYSICAL EDUCATION OF COLLEGE  
WOMEN**

**ARTICLE I. OFFICES**

The name of the corporation shall be Western Society for Physical Education of College Women (herein called "Society"). The principal office of the Society in the State of Washington shall be located in the City of Seattle, County of King. The Society may have such other offices, either within or without the State of Washington, as the Executive Board may determine or as the affairs of the Society may require from time to time.

The Society shall have and continuously maintain in the State of Washington a registered office, and a registered agent whose office is identical with such registered office, as required by the Washington Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Executive Board.

**ARTICLE II. MEMBERS**

Section 1. Classes of Members. The Society shall have six classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- 1.1 Active Membership. Open to professional women employed in higher education who are concerned with perpetuating and promoting quality programs in human movement (sport, dance and exercise) and who support the goals and purposes of Western Society, provided that they are affiliated with institutions within the following geographical area: the states of Alaska, Arizona, California, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah and Washington, and the Provinces of Alberta, British Columbia and Saskatchewan, Canada. Active members are entitled to all the privileges of this Society including those of holding office, serving as chairs of standing committees, voting, attending conferences and receiving publications of the Society.
- 1.2 Associate Membership. Open to former members of Western Society who have temporarily or permanently left employment in higher education and choose to continue their support of the goals and purposes of Western Society. Associate members are entitled to all the privileges of active membership.
- 1.3 Allied Membership. Open to women who have completed an advanced degree who support the goals and purposes of Western Society within the geographical area served by the organization. Allied members are entitled to all the privileges of active membership except those of holding office and serving as chairs of standing committees.
- 1.4 Affiliate Membership. Open to graduate students, teaching assistants, graduate assistants, research assistants and international visitors. These members are entitled to all the privileges of active membership except those of voting, holding office and serving

as chairs of standing committees. Reciprocity memberships shall be extended to members of other districts temporarily residing within the geographical confines of WSPECW.

1.5 Emeritae Membership. If a member retires from the institution with which she has been affiliated (according to the rules and regulations of that institution) and at the time of retirement has been a member of this Society for at least eight of the ten years immediately prior to the retirement, she is eligible for emeritae membership and such a membership shall be extended to her upon notification of retirement and shall continue indefinitely. Emeritae members are entitled to all the privileges of active membership.

1.6 Honorary Membership. Women who have been members of the Society for a period of at least eight of the ten years immediately prior to retirement (as defined by the institution with which they have been affiliated) from teaching or administration within the province of human movement primarily concerned with sport, dance or exercise who have given outstanding service to the Society may be invited to become Honorary Members. Honorary Membership shall be awarded by the Executive Board. Women who have been so honored are entitled to all of the privileges of active membership.

Section 2. Admission to Membership. Women eligible for active, associate, allied, or temporary membership shall be deemed admitted to such membership upon payment of the first annual dues provided for by Article X of these Bylaws. Women eligible for emeritae membership shall be admitted to membership upon request to the Treasurer. Honorary members shall be admitted to membership upon their election by the Executive Board.

Section 3. Voting Rights. Each member of each class of membership except members with a temporary membership shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The membership of any member from whom dues are required shall automatically terminate upon her failure to pay annual dues by the deadline fixed in Article X of these Bylaws.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Upon receipt of the request for resignation, the member's name shall be removed from all membership records; all rights and privileges of membership shall cease as of that date.

Section 6. Reinstatement. Upon payment of dues pursuant to Article X of these Bylaws, the membership of any person eligible for membership whose membership has been terminated by resignation or for non-payment of dues shall be automatically reinstated.

Section 7. Transfer of Membership. Membership in this Society is not transferable or assignable.

### **ARTICLE III. MEETINGS OF MEMBERS**

Section 1. Annual Meeting. There shall be an annual conference of this Society during which a business meeting shall be held for the transaction of such business as may come before the

meeting. It shall be the duty of the Executive Board to fix the exact day and time of the annual meeting.

- 1.1 All members of this Society may participate in the annual business meeting and all classes of members except those with a temporary membership have the right to vote on all matters.
- 1.2 The functions of this meeting shall be to:
  - 1.2.1 Effect changes in the Bylaws.
  - 1.2.2 Approve resolutions and policy statements.
  - 1.2.3 Receive reports of the Executive Board activities.
  - 1.2.4 Initiate and/or expedite such business as deemed desirable.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Executive Board, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Executive Board may designate any place, either within or without the State of Washington, as the place of meeting for any annual meeting or for any special meeting called by the Executive Board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Society in the State of Washington; but if all the members shall meet at any time and place, either within or without the State of Washington and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by Statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at her address as it appears on the records of the Society, with postage thereon prepaid.

Section 5. Quorum. All voting members present in person or by proxy at the annual business meeting shall constitute a quorum. Twenty-five percent (25%) of the voting members shall constitute a quorum for the transaction of business by mail or electronic voting (including but not limited to the election of officers).

Section 6. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the voting members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws. A majority of the votes cast (provided the quorum requirement is met) on a matter to be voted upon by mail by the members (including but not limited to the election of officers) shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

Section 7. Voting by Mail or Email. The election of officers shall be conducted by mail or electronically by the Nominations and Elections Committee in such manner as the Executive Board shall determine. Furthermore, any action which may be taken at a meeting of members may be taken without a meeting by mail or electronic vote conducted in such manner as the Executive Board

shall determine, provided, however, that mail or electronic voting shall not be permitted upon proposals to amend the Articles of Incorporation, to merge or consolidate, to sell or otherwise dispose of all or substantially all the assets of the corporation or to dissolve the corporation.

Section 8. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or her duly authorized attorney-in-fact. No proxy shall be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

#### **ARTICLE IV. EXECUTIVE BOARD**

Section 1. General Powers. The affairs of the Society shall be managed by its Executive Board subject to instructions adopted by a majority vote at any meeting of the members. Members of the Executive Board need not be residents of the State of Washington, but they must be members of this Society.

Section 2. Composition of the Executive Board. The Executive Board shall be comprised of voting and non-voting members. Voting members shall include the seven elected officers. Non-voting members shall include the Treasurer, the Graduate Student Representative, the appointed chairs of all standing, special and President's committees, the Conference Manager and the Conference Program Chair.

Section 3. Regular Meetings. A regular annual meeting of the Executive Board shall be held without other notice than this Bylaw immediately preceding and at the same place as the annual meeting of members. The Executive Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Executive Board may be called by or at the request of the President or any two voting members of the Board. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

Section 5. Notice. Notice of any special meeting, other than one which is to be held during the annual conference, of the Executive Board shall be given at least seven days previously thereto by notice delivered by telephone or email to each Executive Board member at her address as shown by the records of the Society.

Section 6. Quorum. A majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if a quorum is not present at said meeting, a majority of the Board present may adjourn the meeting from time to time without further notice

Section 7. Manner of Acting. The act of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or these Bylaws.

7.1 Whenever it is necessary to conduct Executive Board business by mail or electronically, consent for such action must be obtained in writing or electronically from a majority of the Executive Board members.

7.2 Whenever Executive Board business is conducted by mail or electronically, the act of the majority of the Board members shall be the act of the Executive Board unless the act of a greater number is required by law or by these Bylaws.

Section 8. Informal Action. Any action required by any law, other than these Bylaws, to be taken at a meeting of the Executive Board may be taken without a meeting if a consent in writing or electronically setting forth the action so taken shall be signed or sent electronically by all of the members of the Executive Board.

## **ARTICLE V. OFFICERS**

Section 1. Officers. The officers of the Society shall be the President, the Past President, the President-Elect, the Secretary and three Members-at-Large.

- 1.1 Officers must be active, associate, emeritae or honorary members of the Society. Two Members-at-Large shall be active or associate members and one Member-at-Large shall be an Honorary or Emerita member.
- 1.2 The President-Elect must have been a member of the Society for at least five years, and must have served the Society in some elected or appointed position. The Secretary and Members-at-Large must have been members of the Society for a minimum of three years.
- 1.3 No person may succeed herself in the same position. No two offices may be held by the same person at the same time.

Section 2. Election and Term of Office. The President-Elect and one of the three Members-at-Large of the Society shall be elected annually by the members of the Society by mail or electronic vote prior to the annual meeting. A Secretary shall be elected every other year.

- 2.1 At the end of the conference immediately following elections, each candidate elected shall become an officer-elect. At the end of the conference the following year, the officer-elects assume office.
- 2.2 The President, President-Elect and Past President shall serve a term of one year. The Secretary shall hold office for two years. The three Members-at-Large shall hold office for three years and have staggered terms. The President-Elect shall automatically succeed to the office of President at the end of one term. In the event that the President does not complete her term of office, the elect shall succeed her for her unexpired term. In the event that the Secretary does not complete her term of office, a replacement shall be appointed by the President, with the approval of the Executive Board, to complete the unexpired term.
- 2.3 The elected officers shall be the only voting members of the Executive Board.
- 2.4 Elections shall be conducted in the following manner: The Nominations and Elections Committee shall canvass the membership for nominations suggestions and shall then prepare a slate for the election of officers. The slate shall contain at least one candidate for each office. The Committee shall mail or cause to be mailed or sent electronically to

each voting member a ballot containing the slate of candidates including provisions for write-in votes, together with instructions for voting. The ballots shall be returnable by mail or electronically within the period specified, which shall be not less than 15 days after the ballots are mailed or sent electronically to the voting members. The Nominations and Elections Committee Chair and at least one additional Society member shall be responsible for the counting of the vote, certifying the election results and reporting the election results to the President, the candidates and the membership.

Section 3. Removal. Any officer may be removed by the members at a meeting of members whenever in their judgment the best interests of the Society would be served thereby.

Section 4. Vacancies. If, after the provisions of Article V. 2.2 have been met, a vacancy occurs in any office because of death, resignation, removal, disqualification or otherwise, such vacancy may be filled by the Executive Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Society and shall in general supervise all of the business and affairs of the Society. She shall preside at all meetings of the members and the Executive Board. She may sign, with the Secretary or any other proper officer of the Society authorized by the Executive Board, any deeds, mortgages, bonds, contracts or other instruments which the Executive Board has authorized to be executed, except in the case where the signing and execution thereof shall be expressly delegated by the Executive Board or by these Bylaws or by statute to some other officer or agent of the Society; and in general she shall perform all duties incident to the Office of President and such other duties as may be prescribed by the Executive Board from time to time.

Section 6. President-Elect. In the absence of the President or in the event of her inability or refusal to act, the President-Elect shall perform such duties as may be assigned to her by the President or by the Executive Board.

Section 7. Past-President. The Past-President shall serve as Chair of the Nominations and Elections Committee and perform such other duties as from time to time may be assigned to her by the President or by the Executive Board.

Section 8. Secretary. The Secretary shall have the following duties: keep the minutes of the meetings of the members and Executive Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Society; see that the seal of the Society is affixed to all appropriate documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these Bylaws; attend to the correspondence of the Society as directed by the President; keep records of non-business meetings of the Society and the reports of committees; prepare reports of the business and non-business meetings of the Society for the members (unless other arrangements are made by the Executive Board); and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her by the President or by the Executive Board.

Section 9. Members-at-Large. The three Members-at-Large shall assist the President as requested.

## **ARTICLE VI. TREASURER**

Section 1. Appointment of the Treasurer. The Executive Board shall appoint a Treasurer to serve a term of undefined length. The Treasurer shall serve at the pleasure of the Executive Board.

Section 2. Duties. The Treasurer shall have the following duties:

- 2.1 Assume the responsibility for custody of all funds and securities of the Society;
- 2.2 Receive and give receipts for monies due and payable to the Society from any source whatsoever and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws;
- 2.3 Prepare an annual financial report of the Society at the close of each fiscal year, which shall be reviewed by the three Presidents at the end of each fiscal year;
- 2.4 Maintain full and complete membership records for the Society and perform all duties relating to collection of dues and reports of membership;
- 2.5 Prepare the federal tax form and file in a timely manner;
- 2.6 Submit an annual report and incorporation fee to the State of Washington;
- 2.7 Serve as an ex officio, non-voting member of the Executive Board; and
- 2.8 Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the President or by the Executive Board.

Section 3. Vacancy in the Position. Should there be a vacancy in the position of Treasurer, the members of the Society shall be notified of such vacancy and invited to apply. The current Nominations and Elections Committee shall also be requested to nominate candidates for the position. The Executive Board shall appoint a committee which shall interview candidates and recommend an appointment to the Executive Board.

## **ARTICLE VII. COMMITTEES AND PROJECTS**

Section 1. Standing Committees. The standing committees of the Society shall be Historical Records, Media, Membership/Public Relations and Professional Activities.

- 1.1 After approval by the current Executive Board, the incoming President shall appoint standing committee chairs. Standing committee chairs must be active, associate, emeritae or honorary members of the Society and shall serve three-year terms and may be reappointed.
- 1.2 The chair of each standing committee shall invite to serve on her committee members whose eligibility has been approved by the incoming President. Each committee

member must be a member of this Society.

Section 2. Special Committees. The Executive Board or the President may authorize special committees. The Executive Board or the President shall appoint its chair and other members, shall determine the duties of the committee and shall have the power to dissolve the committee. In any event, all special committees by whomever authorized shall dissolve upon the expiration of the term of office of the President during whose term the committee was authorized. No dissolution of a special committee shall preclude the subsequent creation of a special committee having the same or a similar area of responsibilities. Each member of a special committee must be a member of this Society.

2.1 Special committees shall include the Conference Committee, Nominations and Elections Committee, and Conference Site Selection Committee.

Section 3. Extended Projects. Extended projects shall be approved by the Executive Board. The President shall appoint a director to carry out the duties necessary for the management of a specific project. The director shall be appointed for a variable period of time as established by the President. The project may be terminated at any time at the discretion of the Executive Board. The director shall develop a Code of Operation for the project. The director shall present a written report as the basis for an annual review of the project by the Executive Board.

Section 4. Removal and Vacancy. Any member of a standing or special committee who has been appointed by the President may be removed by either the Executive Board or the President whenever in their or her judgment the best interests of the Society shall be served by such removal. The resignation of a committee chair or committee member is effective when she has submitted it in writing or electronically to the President. A vacancy which occurs as a result of resignation or other cause shall be filled in the same manner as the original appointment.

Section 5. Operating Codes. Each standing committee shall adopt an operating code for its own government not inconsistent with these Bylaws or with rules adopted by the Executive Board. Each operating code shall include the name of the committee, its purposes, its plan of organization, its plan of work, its procedures for submitting reports and its provisions for financial support. A special committee may adopt an operating code at its option. The Executive Board shall approve each operating code for each office and chair of standing and special committees.

Section 6. Authority for Studies. Any standing or special committee wishing to undertake a study must first obtain the consent of the Professional Activities Committee.

## **ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Executive Board may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts and Other Document. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such determination by

the Executive Board, such instruments shall be signed by the Treasurer or by the President of the Society.

Section 3. Deposits. All funds of the Society shall be deposited promptly to the credit of the Society in such banks, trust companies or other depositories as the Executive Board may select.

Section 4. Gifts. The Executive Board may accept on behalf of the Society any contribution, gift or bequest for general purposes or for any special purpose of the Society.

#### **ARTICLE IX. BOOKS AND RECORDS**

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and Executive Board and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or her agent or attorney, for any proper purpose at any reasonable time.

#### **ARTICLE X. MEMBERSHIP/FISCAL YEAR**

The membership and fiscal year of the Society shall begin on January 1 and end on December 31 of each year.

#### **ARTICLE XI. DUES AND FEES**

Section 1. Annual Dues. Membership dues as recommended by the Executive Board and approved by the Society shall be paid annually by active, associate, allied and temporary members. Emeritae and Honorary members shall be exempt from payment of dues.

Section 2. Payment of Dues. Dues shall be payable to the Treasurer beginning on January 1 of each year. No one's membership shall be effective until her dues for the year have been paid. New members, who join after September 1 of each membership year, shall receive membership for the remainder of the calendar year plus membership for the following year. A list of all paid members as of March 1 shall constitute the first official membership list.

Section 3. Special Fees. The Executive Board may levy a special fee on participants in a conference or workshop meeting to defray part or all of the expenses thereof the amount of such fees shall be as determined by the Executive Board. Emeritus and Honorary members attending the conference for one day or less are exempt from special fees.

#### **ARTICLE XII. SEAL**

The Executive Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Society and the words "Corporate Seal-Western Society for Physical Education of College Women."

#### **ARTICLE XIII. RULES OF ORDER**

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall

govern all meetings of members and officers and committees of this Society where those rules are not inconsistent with the Articles of Incorporation, these Bylaws or special rules of order of the Society.

#### **ARTICLE XIV. COMPENSATION**

Officers of this Society and members of its committees shall serve without compensation. Traveling and maintenance expenses which they incur solely on account of this Society may be partially or wholly reimbursed at the discretion of the Executive Board; also, the Executive Board may at its discretion pay honoraria to speakers at its meetings.

#### **ARTICLE XV. AMENDMENTS**

Section 1. Articles of Incorporation. The Articles of Incorporation may be altered or amended and new articles may be adopted in the following manner: The Executive Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either an annual or a special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given in the same manner as notice of meetings not less than 10 nor more than 50 days before the date of the meeting. The proposed amendment shall be adopted upon receiving at least two-thirds (2/3's) of votes which members present at such meeting in person or by proxy are entitled to cast.

Section 2. Bylaws. These Bylaws may be altered or amended and new Bylaws may be adopted in the following manner: The Executive Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members which may be either an annual or special meeting or in the alternative directing that it be submitted to a mail or electronic vote of the members. Written, printed or electronic notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given in one of the following ways, and the proposed amendment shall be adopted if it receives the affirmative vote specified:

1. Notice is given in the same manner as notices of meetings, not less than 10 or more than 50 days before the date of the meeting. Two-thirds (2/3's) of the votes which members present at such meeting are entitled to cast shall be required for adoption.
2. For a mail or electronic ballot, notice is given in the same manner as notices of meetings, not less than 10 nor more than 50 days before the date specified for counting the mail or electronic ballots. Two-thirds (2/3's) of the votes cast shall be required for adoption, and a minimum of twenty-five percent (25%) of all members eligible to vote shall have cast ballots.
3. For an amendment approved by the Executive Board during or immediately prior to the Annual Conference, notice shall be distributed to members attending the Conference not less than twenty-four (24) hours prior to the time of the meeting at which the vote of the membership will be held. Three-quarters (3/4's) of the votes which members present at such meeting are entitled to cast shall be required for adoption.

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