

# ABATE OF WASHINGTON



A BROTHERHOOD AGAINST TOTALITARIAN ENACTMENTS

## STATE BYLAWS

## A NONPROFIT CORPORATION

Ratified 10/22/2017

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## **ARTICLE I – DEFINITION**

The name of the corporation shall be ABATE of Washington. The acronym ABATE is defined as A Brotherhood Against Totalitarian Enactments and no other definitions, meanings, or interpretations may be used.

## **ARTICLE II – OFFICE**

ABATE of Washington shall have and continuously maintain a principal office within the State of Washington as the Board of Directors (BOD) may designate or as the business of the Corporation may require from time to time.

## **ARTICLE III – MEMBERS**

### **3.1 ELIGIBILITY FOR MEMBERSHIP**

Membership in ABATE of Washington shall be open to all persons eighteen (18) years of age or older, who have applied for membership and paid the required dues. An individual shall be considered to be a member in good standing of this nonprofit corporation upon the date of their enrollment by the State Membership Secretary or agent.

#### **3.1.1 ACCEPTANCE BY CORPORATION**

Membership shall be open and no formal acceptance is required before an individual can become a member. However, for good cause shown, the Board of Directors may refuse acceptance of a member.

#### **3.1.2 NO DISCRIMINATION**

ABATE of Washington does not discriminate against any person on the basis of sex, race, motorcycle choice, or religious preference.

### **3.2 CLASSIFICATIONS OF MEMBERSHIP**

Members shall be defined by the following classifications:

#### **3.2.1 REGULAR MEMBER**

Any person who is a member and who is not otherwise classified in articles 3.2.2 or 3.2.3 is deemed to be a regular member.

#### **3.2.2 LIFETIME MEMBER**

The Board of Directors shall be authorized to grant a lifetime membership to any member deemed worthy under the guidelines established for lifetime membership.

Such lifetime member shall be exempt from payment of state membership dues and shall receive a Lifetime Membership card and shall have all rights and benefits warranted regular members. The Board of Directors shall have the right to revoke a lifetime membership pursuant to disciplinary, suspension, or expulsion procedures.

#### **3.2.3 CHARTER MEMBER**

The initial members of any chapter chartered by the Board of Directors and any person, who may become a member of said chapter within ninety (90) days after the chapter is granted its charter, shall be deemed a Charter Member.

#### **3.2.4 MULTIPLE CHAPTER MEMBERSHIPS**

Multiple chapter (dual) memberships shall not be recognized at the state level.

### **3.2.5 ASSOCIATE MEMBERSHIP**

An ABATE of Washington Associate Member is a member of a recognized social or fraternal organization that wishes to join with ABATE of Washington to work for motorcycle rights. It shall be the recognized organization that establishes the right of that membership. All rights and responsibilities shall be spelled out in the ABATE of Washington Standing Policies. *[Ref: Adopted 4/6/11 Board of Director's Meeting. Added to document 9/22/15 Bylaws Committee.]*

### **3.3 MEMBERSHIP RIGHTS**

Members shall have the right to vote, to hold office in the corporation, to remain non-chapter affiliated, to join the chapter of their choice, to form a chapter, to speak during chapter meetings, and to take part in all the activities of the corporation, in accordance with these bylaws and their respective local chapter bylaws. See article 4.1.3 for exception. *[Ref: Housekeeping correction to reference number 9/22/15 Bylaws Committee.]*

#### **3.3.1 ABATE PATCHES**

The four inch ABATE membership patch can be worn on the back of a jacket, cut, etc. as long as it is not located in the dead center of the particular article of clothing. It may not be used with a "rocker" or as a "rocker" and further, it may not be the only patch on the back of said article of clothing.

The ten inch or fourteen-inch membership patch can be worn on the back of a jacket, cut, etc. centered in the upper or lower third of the article of clothing, as long as it is not located in the dead center of the particular article of clothing. It may be worn with a chapter identification or independent patch attached to bottom of patch, it may not be the only patch on the back of said article of clothing.

*[Ref: Amended 1/11/14 Board of Director's Meeting.]*

### **3.4 MEMBERSHIP RESPONSIBILITIES**

Members are required to comply with the Bylaws and with resolutions properly deemed and approved by the Board of Directors, which become a rule or regulation of this Corporation.

#### **3.4.1 DUES**

The Board of Directors by resolution shall establish or modify the annual membership dues, and such shall be due and payable to the corporation by the last day of the anniversary month of the member's enrollment with the corporation.

After the anniversary date and until state dues are paid, all rights, privileges, and benefits of the member are revoked. Memberships are not assignable and nontransferable, and not subject to devise or bequest.

### **3.5 TERMINATION OF STATE MEMBERSHIP**

Termination of ABATE of Washington membership shall occur as follows:

#### **3.5.1 NONPAYMENT OF DUES**

Nonpayment of dues as specified in 3.4.1;

#### **3.5.2 REQUEST OF TERMINATION**

Upon written request by such member for their own termination, delivered to a member of the Board of Directors or the State Membership Secretary, either personally or by deposit in the US Mail;

#### **3.5.3 DISCIPLINARY PROCEEDINGS**

Upon action of the Board of Directors provided under the disciplinary, suspension and expulsion procedures contained in these bylaws. See also Article IX.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **4.1 STRUCTURE**

The Board of Directors shall govern the affairs of the Corporation. The Board of Directors shall consist of the elected State Officers and one member of each chapter as provided in these bylaws.

Said chapter member shall be the Chapter Coordinator, or in his/her place, a Deputy Chapter Coordinator, or a designee appointed by the chapter for the purpose of attending said meeting. A chapter designee must present a written notice of designation signed by two elected chapter officers.

#### **4.1.1 STATE OFFICERS ON BOARD**

The following State Officers shall hold Board of Directors membership positions: State Coordinator, each Deputy State Coordinator, State Secretary, State Treasurer, and two Ambassadors.

#### **4.1.2 HOLDING STATE OFFICE**

In order for any member to hold a State office, such member must have been elected or have their position appointed by the State Coordinator, approved by the Board of Directors, and must be a member in good standing.

#### **4.1.3 TERMINATION OF STATE OFFICE**

Upon lapse or termination of membership, as provided by these Bylaws, a member's current holding of State Office or appointed position automatically terminates. If said officer's termination should occur due to lapse of payment of dues, subsequent payment of unpaid dues does not reinstate that member's State office position.

#### **4.1.4 REMOVAL OF OFFICERS FOR UNSATISFACTORY PERFORMANCE**

Any state officer may be removed from their office for unsatisfactory performance by a two-thirds (2/3) majority vote of a properly convened regular or special meeting of the Board of Directors.

### **4.2 BOARD MEETINGS**

#### **4.2.1 REGULAR MEETINGS**

Regular meetings of the Board of Directors shall be held during the months of January, April, July, and October of each year. The Board of Directors shall establish the exact meeting dates and locations at each July meeting.

#### **4.2.2 SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the State Coordinator or by any three members of the Board. Such meetings shall be held at the principal office of the Corporation or any other place so designated.

The call for the special meeting shall state the nature of the business to be considered and the place, date, and hour of said meeting. Notice of such special meeting shall be mailed to each Director at least seven (7) days before the meeting. Business considered and acted upon shall be limited to that stated in the call for said special meeting.

#### **4.2.3 NOTICE OF MEETINGS**

Written notice of the regular meetings, which shall include the proposed agenda, shall be mailed or emailed at least four (4) weeks prior to said meeting. Said notice shall include the time, place, and date of said meeting. Each member who is entitled to be notified shall inform the State Secretary in their preference for



receiving notice immediately upon taking office either by mail or email. The State Secretary will attempt to use a common software format that can be found free on the internet. The State Secretary shall attempt to use an email that has the ability to do return receipt of opening the email. *[Ref: Amended at 4/27/13 Board of Director's meeting. Housekeeping correction to wording 9/22/15 Bylaws Committee.]*

#### **4.2.4 AGENDA**

The State Coordinator, in conjunction with the Executive Committee, shall propose a written agenda, which shall be sent to each member of the Board of Directors with the notice of meeting. Before the start of every Board of Directors meeting, Board members may propose new matters, other than bylaw amendments and disciplinary procedures, to be placed upon the agenda.

#### **4.2.5 ATTENDANCE**

Meetings of the Board of Directors shall be open to all members. Participation by persons other than Directors and State Committee Chairpersons, in meeting discussions or presentations, shall be at the discretion of the Board of Directors.

#### **4.2.6 QUORUM AND TRANSACTION OF BUSINESS**

A simple majority of the membership of the Board of Directors shall constitute a quorum for the transaction of business. A simple majority shall constitute approval of routine business not otherwise in conflict with these bylaws.

##### **4.2.6.1 QUORUM, BOARD OF DIRECTORS**

For the purpose of establishing a quorum only, the total votes possible shall consist of the Chapter Coordinators, the State Coordinator, one (1) Deputy State Coordinator, the State Secretary and State Treasurer (the number of active number of chapters plus four (4)).

A simple majority of this number of voting members present shall constitute a quorum. A simple majority is determined by dividing the number of voting members, as defined above, by ½ (one-half), subtract 1 (one) to make it an even number.

#### **4.2.7 VOTING**

The State Coordinator, each Deputy State Coordinator, State Secretary, State Treasurer, two (2) State Ambassadors, and Chapter Coordinators or their designee shall have voting powers at all Board of Director meetings. Vote by proxy or phone will not be recognized. *[Ref: Amended 7/25/15 Board of Director's Meeting.] [Ref: Amended 4/23/16 Board of Director's Meeting.] [Ref: Amended 10/23/16 Board of Director's Meeting.]*

##### **4.2.7.1 PRESUMPTION OF ASSENT**

A Director of the Corporation who is present at the Board meeting at which action on any Corporate matter is taken shall be presumed to have assented to the action unless his/her dissent is entered into the minutes of the meeting, or unless he/she files written dissent by registered mail to the State Secretary within five (5) calendar days after the adjournment of the meeting. A Director who voted in favor of such action may not thereafter dissent.

#### **4.2.8 RULES OF ORDER**

Roberts Rules of Order shall serve as the guideline for parliamentary procedures in all meetings of the Board of Directors. *[Ref: Amended 1/16/16 Board of Director's Meeting.]*

#### **4.2.8.1 SELECTION OF PARLIAMENTARIAN**

The Board of Directors, by appointment, at each October Board meeting, shall select a member in good standing to serve as Parliamentarian for the succeeding year. Said member shall not be a member of the current Board of Directors.

#### **4.2.9 PLACE OF MEETING**

Unless a member who is under 21 years of age requests otherwise, a Board meeting may be held in a liquor establishment; however, no alcoholic beverages shall be served or consumed during the business meeting.

#### **4.2.10 CONFERENCE CALLS, CONSENT IN LIEU OF MEETING**

The Board of Directors meeting shall not be held by conference calls, and no consents in lieu of meeting shall be authorized.

#### **4.2.11 SECRET MEETINGS**

The Board of Directors and the Executive Committee shall not be authorized to convene a meeting that is closed to the general membership.

#### **4.3 VACANCIES**

Vacancies on the Board of Directors shall be deemed to exist upon the death, resignation, or the removal of any Director; or upon the failure of any Director to attend regular Board of Director meetings on two consecutive occasions, unless excused by action of the Board.

#### **4.4 POLICY AUTHORIZATION**

The Board of Directors has the authority to establish policy regarding legislation and the implementation of lobbying efforts or publicity campaigns as deemed appropriate.

#### **4.5 PERSONAL LIABILITY**

No Director, or member of this Corporation, shall be personally liable for the debts, liabilities, or obligations of the Corporation, provided there has not been a breach of fiduciary duty.

### **ARTICLE V - CHAPTERS**

#### **5.1 CHARTER PROCESS**

##### **5.1.1 REQUIRED INITIAL MEMBERS**

A chapter may be chartered by action of the Board of Directors in any area of the State where there are ten (10) or more members who request that the Board of Directors grant a charter.

##### **5.1.2 CHAPTER BYLAWS**

Each chapter shall operate as a non-profit organization, using the chapter Bylaws, which have been submitted to and accepted by the State Board of Directors. Chapter bylaw amendments must be approved by the State Bylaws Committee before they become effective.

##### **5.1.3 OPERATION OF PROPOSED CHAPTER**

A proposed chapter may not operate as an official chapter or use the name ABATE of Washington until approved by the Board of Directors. The Executive Board may, after reviewing the initial application packet, grant certain authority to operate until the Board of Directors takes formal action upon a request for a charter.

#### **5.1.4 CHARTER APPLICATION**

The charter application and information packet must be completed and submitted for approval at a regularly scheduled Board of Directors' meeting.

#### **5.1.5 CHAPTER FLAG**

A newly-chartered chapter will receive an official charter and an ABATE flag from the organization. If the original flag is lost, stolen, or destroyed, the chapter must purchase a replacement flag from the organization. Any chapter found abusing the chapter flag is subject to having their charter cancelled by the Board of Directors.

#### **5.1.6 COMPLIANCE WITH STATE BYLAWS AND RESOLUTIONS**

Each chapter must abide by the State Bylaws and Corporate Resolutions, both of which will be available to the members.

#### **5.1.7 TERMINATION OF CHAPTER MEMBERSHIP**

Chapter membership shall be terminated according to the bylaws of the respective chapter, which is not otherwise in conflict with the State Bylaws.

### **5.2 CHAPTER OFFICERS**

#### **5.2.1 NUMBER OF OFFICERS**

The number of officers of chapter shall be left to the individual chapter; however, each chapter shall elect and have a minimum of the following officers:

##### **5.2.1.1 CHAPTER COORDINATOR**

The Chapter Coordinator shall be elected and it shall be his/her responsibility to keep the State Coordinator and the Board of Directors informed as to the status of the chapter. The Chapter Coordinator must represent the chapter and vote according to the chapter's direction at State Board meetings.

##### **5.2.1.2 DEPUTY CHAPTER COORDINATOR**

The Deputy Chapter Coordinator shall perform the duties of the Chapter Coordinator in the event of the absence of the Chapter Coordinator.

##### **5.2.1.3 CHAPTER SECRETARY**

The Chapter Secretary shall be responsible for keeping the minutes of all chapter business meetings and sending copies of said minutes to the State office, maintaining communication with the State organization, updating and maintaining chapter files and records, and is responsible for informing the State Secretary of regular meeting places, times and dates.

In addition, the Chapter Secretary shall forward membership applications, fees, and dues to the State Membership Secretary and maintain an accurate and complete membership roster of the chapter.

##### **5.2.1.4 CHAPTER TREASURER**

The Chapter Treasurer shall keep all financial records and transactions of the chapter retain originals and/or copies of financial reports which include bank statements, canceled checks, report the financial condition of the chapter to the State Organization and shall submit quarterly financial reports to the State Organization.

### **5.2.1.5 COMBINATION OR SEPARATION OF CHAPTER OFFICER POSITIONS**

The chapter officer positions of Secretary and Treasurer may be combined into one duly elected chapter office. The office of Chapter Secretary may be separated into the positions of Secretary and Membership Secretary. The Chapter office of Membership Secretary may be elected or appointed as determined by the chapter.

## **5.2.2 ELECTION OF CHAPTER OFFICERS**

### **5.2.2.1 DATE OF ELECTIONS**

Chapter Coordinators shall be elected by the chapters at their September meeting, or within sixty (60) days after a chapter receives its initial charter from the Board of Directors. Said Coordinator shall serve through the next regular September meeting of the Chapter. Other Chapter officers shall be elected in accordance with the Chapter Bylaws.

### **5.2.2.2 CHAPTER COORDINATOR VACANCY**

Chapter Coordinator vacancies shall be filled by an election, at the next business meeting of the Chapter, after the position has been vacated. All Chapter members shall be notified of such election.

### **5.2.2.3 VACANCY IN OTHER CHAPTER OFFICES**

Vacancies shall be filled as provided for in Chapter Bylaws and in agreement with the State Bylaws.

### **5.2.2.4 NOTICE TO STATE SECRETARY**

Chapters are to promptly inform the State Secretary of the elected officers' names and addresses, including changes of address when they occur.

## **5.3 CHAPTER MEETINGS**

### **5.3.1 MONTHLY CHAPTER BUSINESS MEETINGS**

Each chapter shall hold monthly business meetings at a regularly scheduled date, time, and place.

### **5.3.2 CHAPTER BUSINESS MEETING LOCATION**

Unless a chapter member, or guest, who is under 21 years of age requests otherwise, a chapter meeting may be held in a liquor establishment. Chapters may prohibit the serving and/or consumption of alcoholic beverages shall during the chapter business meeting.

### **5.3.3 NO SECRET CHAPTER MEETINGS**

Chapters shall not convene meetings that are closed to the general membership.

## **5.4 USE OF ORGANIZATION NAME AND LOGO**

Chapters may authorize reproduction or use of the official State of Washington ABATE logo and/or use of the wording "ABATE of Washington" or the slogan known as "ABATE", subject to the review of the Board of Directors. The Board must approve any revisions. Chapters shall identify themselves as "ABATE of Washington," "    (name of chapter)     Chapter".

## **5.5 FINANCIAL PROVISION**

### **5.5.1 QUARTERLY FINANCIAL REPORTS**

Upon a form approved by the State Board of Directors, each Chapter shall be responsible to formulate and submit a financial statement to the State Treasurer and such is due on or before each State Board of

Directors meeting and/or upon request by the State Coordinator. A copy of said form must be retained in the Chapter files.

### **5.5.2 CHAPTER BANK ACCOUNTS**

Each Chapter shall establish and maintain a checking account. Two-signature authorization shall be required on all bank accounts. All moneys sent or received by the State Treasurer shall be in the form of a check or money order made payable to ABATE of Washington. All account numbers and bank branches shall be reported to the State Treasurer. The State Coordinator and /or State Treasurer shall be on the signature authorization of each account.

### **5.5.3 REVIEW OR AUDIT OF CHAPTER ACCOUNTS**

The Board of Directors has the right and privilege to demand a review or audit by the State Treasurer or an independent accountant of any account which said Chapter may establish.

### **5.6 VIOLATION OF STATE BYLAWS**

A Chapter may be found in violation of these Bylaws and be subject to censure, suspension, or termination of its Charter in accordance with the process outlined in the section of these Bylaws regarding the disciplinary, suspension, and expulsion procedure.

## **ARTICLE VI – OFFICERS OF THE CORPORATION**

### **6.1 EXECUTIVE OFFICERS**

The Executive Officers of the Corporation shall be a State Coordinator, Senior State Deputy Coordinator, Junior State Deputy Coordinator, State Secretary, State Treasurer and two State Ambassadors. The Board of Directors, as is deemed necessary, may add additional Executive Officer positions by amendment of these bylaws. Said Executive Officers shall be duly elected by the membership at large. No person shall hold more than one of these offices at the same time. For times of emergency action, the authoritative rank of these officers shall be in the order described above. The Senior State Deputy Coordinator shall be the State Deputy Coordinator that has held this office for the longest consecutive period of time.

#### **6.1.1 MULTIPLE VOTES**

No one person shall hold two (2) or more voting positions on the Board of Directors' or Executive Committee.

### **6.2 ELECTION AND TERM OF OFFICE**

To provide continuity to the Corporation, the State Coordinator, one State Deputy Coordinator and one ambassador shall be elected each even year. The second State Deputy Coordinator, State Secretary, State Treasurer and one ambassador shall be elected each odd year. The Executive Officers shall be elected for a term of two years.

### **6.3 EXECUTIVE OFFICER QUALIFICATIONS/ELIGIBILITY**

#### **6.3.1 STATE COORDINATOR**

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously and have held one (1) of the following positions for at least one year: State Executive Officer, one (1) of the four (4) elected Chapter Officers, or State Officer position as defined in these bylaws.

#### **6.3.2 DEPUTY STATE COORDINATOR**

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously and have held one (1) of the following positions for at least one year: State Executive Officer, one (1) of the four (4) elected Chapter Officers, or State Officer position as defined in these bylaws.

### **6.3.3 STATE SECRETARY**

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously; have held one (1) of the four (4) elected Chapter Officers positions for at least one (1) year; and must have two (2) years secretarial experience or training.

### **6.3.4 STATE TREASURER**

A candidate for this position must have been a member in good standing for a minimum of two (2) years continuously; have held one (1) of the four (4) elected Chapter Officers positions for at least one (1) year; and be bondable.

## **6.4 DUTIES OF EXECUTIVE OFFICERS**

### **6.4.1 STATE COORDINATOR**

The State Coordinator shall, subject to the control of the Board of Directors, supervise and coordinate all business affairs of the Corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, Articles of the Corporation, these bylaws, or that which is required from time to time at the discretion of the Board of Directors. He/she shall preside at the meetings of the Board of Directors and shall be an ex-officio member of all committees.

### **6.4.2 DEPUTY STATE COORDINATOR**

The Deputy State Coordinator shall, in the absence of the State Coordinator, perform all duties of the State Coordinator, and may be assigned additional duties by the Board of Directors or the State Coordinator, and shall be an ex-officio member of all committees.

The individual duties of the Senior and Junior State Deputy Coordinators shall be divided between themselves, with the approval of the State Coordinator.

### **6.4.3 STATE SECRETARY**

The State Secretary shall be bonded for faithful discharge of duties and with such securities that the Board shall determine. The State Secretary shall take the minutes of the Board of Directors meetings, in one or more books provided for that purpose. Shall see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law. Be the custodian of all corporate records and see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized. Supervise the maintenance and updating of all corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the State Coordinator or the Board of Directors. The State Secretary shall respond in a timely manner to reasonable requests in writing from Board members, and shall provide meeting minutes to Board members within thirty (30) days.

### **6.4.4 STATE TREASURER**

The State Treasurer shall be bonded for the faithful discharge of duties and with such securities that the Board shall determine. He/she shall have charge and custody of, and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the Corporation from any source, and deposit all such money in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the State Coordinator or the Board of Directors. Upon reasonable request, all financial records shall be made available to any member.

The State Treasurer shall be authorized to pay all usual and customary monthly operating expenses without the advance approval of the Board of Directors. He/she shall present to the Board of Directors any extraordinary expenses, or billings, which shall require approval by the Board of Directors for payment. He/she shall report in writing monthly to the Executive Committee and quarterly to the Board of Directors, income and disbursements by categories from all open bank accounts, he/she shall also report the current financial status of said accounts. He/she shall retain originals and/or copies of financial records, which include bank statements, cancelled checks.

#### **6.4.5 NCOM AMBASSADOR**

The NCOM Ambassador (National Coalition of Motorcyclists) shall serve as an active NCOM board member. He/she shall work with the Confederation of Clubs (COC), maintain knowledge of Club protocol in order to advise ABATE in its dealings with motorcycle clubs, educate ABATE members and other non-club members regarding club protocol, educate club members about ABATE and MROs in general. He/she shall attend Executive Committee and Board of Directors meetings, and submit a newsletter article within 30 days after each NCOM board meeting to keep ABATE members up to date with NCOM activities.

#### **6.4.6 AMBASSADOR AT LARGE**

The Ambassador at Large shall educate non-ABATE members as to the benefits of ABATE, attend non-ABATE motorcycle group meetings as often as practical in order to maintain contact and educate their memberships regarding ABATE. He/she shall promote ABATE at non-ABATE functions, educate ABATE as to the work of other motorcycle groups, attend Chapter meetings as often as practical to assist Chapters in their work and address problems as necessary. He/she shall attend ABATE Executive Committee and Board of Director meetings, assist with the formation of new chapters, and submit monthly newsletter articles.

### **6.5 OTHER OFFICERS**

The State Coordinator, subject to the majority approval of the Board of Directors, may appoint other officers. Said officers shall serve at the discretion of the Board of Directors.

#### **6.5.1 STATE SERGEANT-AT-ARMS**

The State Sergeant-At-Arms position is tasked primarily with the orderly conduct of the Board of Director (BOD) meetings. It is a non-voting position. He/she must be knowledgeable in regards public law, the bylaws of ABATE, and Robert's Rules of Order. The Sergeant-At-Arms is to assist the Chair and members of the BOD in the orderly and efficient conduct of the meeting by calling the meeting to order at the proper time; by keeping track of BOD members requesting to speak; by working with the Parliamentarian, and by insuring order during the meeting at the direction of the Chair unless it is an emergency condition that requires immediate action. This position requires a confirmation roll call vote by the BOD prior to assumption of the position. The State Sergeant-At-Arms shall have the authority to bring "Point of Order" up during the meeting without permission from the Chair. The State Sergeant-At-Arms shall be the Chair of the Teller Committee.

#### **6.5.2 STATE MEMBERSHIP SECRETARY**

The State Membership Secretary shall keep a complete and accurate account of all membership records, past and present, and be responsible for issuing all membership cards. He/she shall make and deliver the mailing labels of the State newsletter and other special mailings. He/she shall process all applications and change of address forms, and in general perform all duties assigned to this office and all duties as from time to time may be assigned by the Board of Directors. The State Membership Secretary shall issue membership rosters to each chapter on a quarterly basis.

## **6.6 VACANCIES OF EXECUTIVE OFFICERS**

### **6.6.1 STATE COORDINATOR**

A vacancy of the position of State Coordinator shall cause the Senior Deputy State Coordinator to perform all duties required thereof until the seating of a duly-elected State Coordinator. At the next regularly scheduled Board of Directors' meeting following said vacancy, a special election proceeding shall be initiated by the Board of Directors under their authority, unless the standard election proceeding for the office of State Coordinator has been started.

### **6.6.2 OTHER EXECUTIVE OFFICER VACANCIES**

Vacancies of any of the other six (6) Executive Officers shall be filled by appointment pro tem by the State Coordinator, subject to the approval of the Board of Directors at the next regularly scheduled Directors' meeting following vacancy of office. Should initial appointment be denied by said Directors, the Board shall appoint a replacement from among the members of ABATE of Washington's general membership.

### **6.6.3 VACANCIES IN BOTH COORDINATOR AND DEPUTY COORDINATOR**

In the event vacancies in both positions of the State Coordinator and Senior Deputy State Coordinator occur in interim between the Board of Directors meetings, the successive authoritative rank of the Executive Committee shall control. The highest ranking shall then call a special meeting of the Directors at which time an emergency state shall be declared and the Board of Directors shall appoint the replacements, and unless the standard election proceedings have been started, the Directors shall begin a special election proceeding.

## **6.7 TRANSFER OF DOCUMENTS, RECORDS AND PROPERTY TO INCOMING OFFICERS**

Official ABATE of Washington documents, records, and property in the possession of outgoing officers shall be inventoried and transferred to the incoming officers of the Corporations, and all bank accounts shall be cleared of old names within ten (10) days. Said inventory shall become part of the permanent record of the Corporation.

## **6.8 PROHIBITION OF PERSONAL USE OF CORPORATE ACCOUNTS**

No ABATE of Washington account may be used for personal reasons or personal use by any State Officer or any other individual. Said use shall result in penalties and disciplinary action as outlined in these bylaws.

## **6.9 SALARY**

Any and all salaries for corporate officers or appointed positions shall be granted at the discretion of the Board of Directors upon two-thirds majority approval.

## **6.10 REIMBURSEMENT OF EXPENSES**

The above Executive Officers shall be allowed their reasonable and necessary expenses in attending meetings, Executive meetings, the Annual Meeting of the Corporation, or other State-sponsored events, which require their attendance. Expenses occurred in visiting Chapter meetings and attending other functions as may from time to time be necessary as determined by the Board of Directors.

## **6.11 REMOVAL FROM OFFICE**

Any Executive Officer may be removed from office under the procedures set forth in the section entitled disciplinary, suspension, and expulsions procedures.



## **ARTICLE VII – ELECTION OF STATE OFFICERS**

### **7.1 ELECTION PROCESS**

The election of State Executive Officer positions shall be conducted in accordance with the current Policy and Procedures for Election of State Officers only at the January Board of Directors meeting.

### **7.2 TELLER COMMITTEE**

The ballots shall be tallied by a committee of tellers. The Chair of the Teller Committee shall be the State Sergeant-At-Arms and shall consist of three (3) Chapter Deputy Coordinators. None of the above Deputy Coordinators shall have a member of their chapter running for office.

### **7.3 TRANSITION PERIOD**

There shall be a thirty (30) day transition period for new State Officers and the elected officers shall officially assume office at the July Board of Directors' meeting.

## **ARTICLE VIII - COMMITTEES**

### **8.1 EXECUTIVE COMMITTEE**

There shall be an Executive Committee of the Board of Directors which shall consist of the Executive Officers of the Corporation and one representative appointed by the State Coordinator and approved by the Board of Directors for every five (5) chapters. The State Coordinator shall serve as the Chairman and each member of the Executive Committee shall have one vote. *[Ref: Amended 7/9/11 Board of Director's Meeting.]*

#### **8.1.1 DUTIES**

The Executive Committee shall exercise and perform duties which are required by the Board of Directors in the management of the business of the affairs of the Corporation. It is the option of the Chapter Representative to call on another Coordinator in his/her represented area to be at the Executive Board meeting if he/she is unable to attend. It is the duty of the Chapter Representative to inform the State Coordinator of such changes.

#### **8.1.2 REGULAR MEETINGS**

Said committee shall establish regular meetings of the Executive Committee.

##### **8.1.2.1 QUORUM, EXECUTIVE COMMITTEE**

For the purposes of establishing a quorum only, the total votes possible shall consist of the number of Chapter Representatives, the State Coordinator, one (1) Deputy State Coordinator, the State Secretary, and the State Treasurer.

#### **8.1.3 SPECIAL MEETINGS**

Special meetings of the Executive Committee may be called by the State Coordinator or by any three (3) Executive Committee members to be held at the principal office of the Corporation or any other place so designated.

The call for the special meeting shall state the nature of the business to be considered and the place, date, and hour of said meeting. Notice of such special meeting shall be mailed to each Committee member at least seven (7) days before said meeting. Business considered and acted upon shall be limited to that stated in the call for said special meeting.

## **8.2 STANDING AND SPECIAL COMMITTEES**

The Board of Directors of the State Coordinator, subject to the approval by the Board of Directors, may establish such standing and special committees as are necessary to conduct the affairs of this nonprofit corporation. Such committees shall provide a regular written report at each Board of Directors' meeting.

### **8.2.1 FINANCIAL REPORTS**

Standing and special committees shall be responsible for presenting proposed budgets forty-five (45) days in advance of the October Board of Directors meeting to the State Secretary and shall give written financial reports as necessary at Board of Directors' meetings.

### **8.2.2 MOTIONS BY COMMITTEE CHAIRPERSONS**

The Chairperson of a special or standing committee may make motions at Board of Directors and Executive Committee meetings, provided the motion is relative to the committee's function.

## **ARTICLE IX – DISCIPLINARY, SUSPENSION, AND EXPULSION PROCEDURES**

### **9.1 ACTIVATING THE HEARING PROCESS**

The discipline, suspension, and expulsion of a member of ABATE of Washington shall be conducted in accordance with the current Policy and Procedures for Disciplinary Action, Suspension and Expulsion.

To initiate these procedures, any six (6) members may bring charges before the Board of Directors alleging one or more of the following:

- (1) Misuse of any corporate property,
- (2) Assault upon any person at any ABATE sanctioned event,
- (3) Blatant disregard of ABATE of Washington bylaws and policies.

*[Ref: Amended 10/23/16 Board of Director's Meeting.]*

### **9.2 HEARING COMMITTEE**

At each October Board of Directors' meeting, five Directors and five alternates, none of which may consist of any Executive State Officer, shall be elected by the Board of Directors to serve on the Hearing Committee for the following year. Those five Directors shall separately meet and appoint a Chairman for the Hearing Committee.

The charged party in any Hearing Committee procedure shall have three (3) preemptory challenges on Committee members, and the Board of Directors shall have any number of challenges for cause. Challenges must be made in writing to the State Office within thirty (30) days from the filing of charges and show cause hearing.

### **9.3 PENALTIES**

Should said member be found guilty, the following penalties shall be available to the Board of Directors and shall be approved by a majority vote.

#### **9.3.1 CENSURE**

Censure shall consist of a written statement from the Board of Directors, signed by the State Coordinator, and sent to the member's home address, with a copy filed in the permanent archives of the Corporation and made an integral part of the minutes of the Board of Directors.

### **9.3.2 SUSPENSION OF MEMBERSHIP**

Suspension shall be for a predetermined time and such would be contingent upon good behavior. At the end of said suspension, all rights and privileges shall be restored. During the period of such suspension, dues must be paid. The record of such suspension shall be placed in a permanent record of the Corporation and made an integral part of the minutes of the Board of Directors. If the suspended member holds a state office or an appointed position at the time of said suspension, such office or position shall be lost and shall not be reinstated at the termination of the suspension.

### **9.3.3 TERMINATION OF MEMBERSHIP**

The termination of membership shall be sent to the member's residential address, and a record of such shall be made within the corporate records and made an integral part of the minutes of the Board of Directors' meeting. Said termination shall be irrevocable, that being, said member shall not be eligible for application for new membership. This penalty only shall require a four-fifths (4/5) vote of the Board of Directors.

## **ARTICLE X – STATE OF ORGANIZATION FINANCIAL PROVISIONS**

### **10.1 FISCAL YEAR**

The fiscal year of the State Organization shall run from October 1 to September 30 of each year.

### **10.2 CHECKS, DRAFTS, ETC.**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, must be signed by two officers, one of which is the State Treasurer or State Coordinator, the other of which is not related to or living with the State Treasurer or State Coordinator. All accounts shall be in the name of ABATE of Washington.

### **10.3 DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited in a timely manner to credit the Corporation in such banks, trust companies, or other depositories as the Board may approve.

### **10.4 DISBURSEMENTS**

All disbursements shall be by check accompanied by voucher with a proper receipt attached showing date, origin of receipt and reason for expense, and approved by the State Coordinator.

### **10.5 CONTRACTS**

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Contracts involving Directors and Officers shall not be made by the Corporation unless first approved by a majority vote of the Board of Directors who has no direct or indirect interest in the transaction.

### **10.6 LOANS**

No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued on its name unless authorized by a resolution of the Board. Such authority may be general or may be confined to specific instances. No loans involving Directors or Officers shall be made by the Corporation.

### **10.7 CONSIDERATION FOR BUDGET REQUESTS**

In order for annual budgets to be considered for review and approval, the budget must be presented by listing the major total expenditures, i.e. internet, travel, lodging, gas, videos. Also, a copy of the previously approved budget for his/her position and itemized current years' expenses must be included.

## **10.8 NSF CHECKS**

The State Treasurer will charge individuals for each NSF (insufficient funds) check received.

## **ARTICLE XI – SPECIAL RULES AND REGULATIONS FOR STATE-SPONSORED EVENTS**

### **11.1 STATE SECURITY**

The State Security Staff, while working at a state-sponsored event, shall be recognized as the authority in matters concerning safety, order, or security of the state organization. They shall be empowered to expel any person from the event and to keep order during such event. Instructions and requests by the State Security Staff are to be followed by all members and invited guests. All security personnel, while on duty, shall in turn be responsible to the State Coordinator.

### **11.2 TICKET SALES**

Tickets for official State events may be sold in advance. If said ticket is purchased at the event, there will be an inflated ticket price.

### **11.3 RECOGNITION OF OTHER ABATE ORGANIZATIONS**

ABATE of Washington will recognize other state ABATE organizations for admission into State-sponsored events at member price.

### **11.4 ENTRANCE INTO STATE-SPONSORED EVENTS**

The Executive Officers shall be exempt from paying fees required for entrance into State-sponsored events. The State security members working at the particular event shall also be deemed Executive Officers for such events and shall receive free admittance.

## **ARTICLE XII – ANNUAL REPORT**

The State Coordinator shall prepare and submit to the Board of Directors an annual report, which shall include a year-end financial statement as prepared and presented by the State Treasurer. *[Ref: Amended 1/10/15 Board of Director's Meeting.]*

## **ARTICLE XIII – PUBLIC RELATIONS**

The State Coordinator shall appoint, subject to the approval of the Board of Directors, a State Public Relations Officer, who shall handle all press releases and other communications on State organizational matters.

## **ARTICLE XIV – CORPORATE SEAL**

The seal of the Corporation shall consist of the name of the Corporation, State of the Corporation, and the year of its inception.

## **ARTICLE XV – WAIVER OF NOTICE**

Whenever any notice required to be given to any Director of the Corporation under the provisions of these bylaws or under the provisions of the Washington Not-For-Profit Corporation Act, or under the Articles of the Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XVI – AMENDMENTS AND EFFECTIVE DATE**

### **16.1 EFFECTIVE DATE**

These bylaws shall become effective immediately upon adoption by two-thirds (2/3) majority of the Board of Directors according to the Articles of Incorporation.

### **16.2 AMENDMENTS**

These bylaws may be amended by one of the following:

- (1) Notice of the nature of the proposed amendment or repeal shall be given at the last previous meeting of the Board; or,
  - (2) That a written copy of the proposed amendment or repeal shall have been mailed to each Board member thirty (30) days prior to the regular Board of Directors' meeting.
-

Amendments to these Bylaws shall become effective immediately upon adoption unless otherwise designated by the Board of Directors.

THESE BYLAWS OF ABATE OF WASHINGTON, A NONPROFIT ORGANIZATION, CONFIRMED AND ADOPTED BY:  
The Board of Directors of ABATE of Washington

DATED THIS DAY October 22, 2017

ATTESTED BY:

\_\_\_\_\_  
STATE COORDINATOR Lyle Coyle

\_\_\_\_\_  
SENIOR STATE DEPUTY COORDINATOR Scott Robinson

\_\_\_\_\_  
JUNIOR STATE DEPUTY COORDINATOR Chris Varner

\_\_\_\_\_  
STATE SECRETARY Steve Carlsberg

\_\_\_\_\_  
STATE TREASURER Koeta Imhof