RESTATED
BYLAWS OF WASHINGTON STATE RECYCLING EDUCATION ASSOCIATION

Adopted October 8, 2026

ARTICLE I

General

1.1 **Name**. The name of this organization shall be the Washington State Recycling Education Association ("Association" or "WSRA"), a nonprofit educational association incorporated in the State of Washington.

1.2 **Purpose**. The organization is organized exclusively for charitable, religious, educational and scientific purposes under section 501(c)(3) of the internal revenue code, or corresponding section of any future federal tax code. The organization supports waste reduction, reuse, recycling, sustainability, and composting in Washington.

ARTICLE II

Membership

2.1 **Membership Purpose**. Membership in the Association is open to individuals and organizations that support its charitable and educational mission to advance waste reduction, reuse, recycling, sustainability, and composting through public education, outreach, and training. All membership dues directly support the education and programs provided to further the Association's chartable mission.

a. **Membership levels.** The Association shall have membership levels as established by the Board of Directors.

2.2 **Resignation.** Any Member may resign by filing a written resignation with the Secretary or Executive Director of the Association. Such resignation does not relieve the Member resigning of the Obligation to pay any dues or other charges accrued and unpaid.

2.3 **Termination of Membership.** A Member may be involuntarily terminated by failing to pay membership dues within ninety (90) days of the due date.

ARTICLE III

Meetings

3.1 **Annual Meeting.** The Annual Meeting of the Members, for the transaction of business, shall be held at the Association's annual conference. Alternatively, the Annual Meeting may be set by the Board of Directors. The Annual Meeting may be held virtually and will be open and accessible to all members.

3.2 **Special Meetings.** Special Meeting of the Members may be called by the President, a majority of the Board of Directors, the Executive Director, or Members holding not less than one-tenth of the total votes entitled to vote at such meeting. The place, day, and hour shall be set by the caller of the meeting, in addition to the Special Meeting agenda.

3.3 **Notice.** Written notice stating the place, day, and hour of the meeting and, in the case of a Special Meeting, the purposes for which the meeting is called and the name of the person(s) calling it, shall be delivered to each Member of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the meeting. Notice may be announced via electronic notification.

3.4 **Quorum.** Those present will constitute a quorum at any meeting of Members and in any vote of the Membership.

3.5 **Voting.** All voting for WSRA shall take place electronically.

ARTICLE IV

Board of Directors

4.1 **Number and Powers.** The number of Board Members shall be not more than fifteen and not fewer than five. The management of all affairs, property, and interests of the Association shall be vested in the Board of Directors. The Board may adopt such rules and regulations for the conduct of its meetings and the

management of the Association as it may deem proper and which are not inconsistent with statute, the Articles of Incorporation or these Bylaws.

4.2 **Composition.** The Board shall include current Members from a variety of aspects of recycling & sustainability, waste reduction, environmental education, and nonprofit professionals. A maximum of two-thirds of the members of the Board of Directors may come from private business, a maximum of two-thirds of the members of the Board of Directors may come from public agencies.

4.3 **Term of Office.** A Board Member shall hold office for two years. Terms shall begin on July 1st following the election. Positions shall be filled on a rotating basis. There is no term limit.

4.4 **Election of Board Members.** The election of the Board of Directors shall occur annually in accordance with the following procedure:

a. **Nominations Timeline:** The Secretary, other Board designee, or Executive Director shall commence the nominations process by distributing a request for nominations by email or mail to all Members at least 15 days in advance of the close of nominations.

b. **Official Ballot:** The official ballot for the Board of Directors elections must be distributed at least 10 business days before the completed ballot receipt deadline and must include the following:
   (i) The number of Board Members to be elected
   (ii) The names and professional profiles of all individuals nominated by the Board and Members on or before said specified date
   (iii) The process by which a Member can submit their ballot
   (iv) The date established by the Board by which such votes must be received by the Secretary (Votes received after such date shall not be counted)
   (v) The date all persons elected as Board Members shall take office

c. The Secretary and Executive Director shall review the results and distribute a report of the vote results to all Members.

4.5 **Absences and Vacancies.**

a. A Board Member may resign at any time by delivering written notice of resignation to the Secretary, or if the Secretary cannot be found, to the Executive

Director or registered agent of the Association. The resignation shall be effective upon receipt.

b. A member of the Board of Directors who shall be absent from two (2) consecutive Board meetings or fail to attend a total of three (3) meetings during a fiscal year, unless confirmed by illness or otherwise decreed as a good cause by a majority vote of those voting at any Board meeting, shall automatically be dropped from membership of the Board.

4.7 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such place and time as decided by the Board.

4.8 **Special Meetings.** Special Meetings of the Board of Directors shall be called by the President, Executive Director, Secretary, or one-third of the Board Members. At any meeting at which all of the Board Members are present, though held without notice, business may be transacted which might have been transacted if the meeting had been duly called.

4.9 **Notice of Meetings.** Notice of the time and place of all meetings of the Board of Directors shall be provided to all Board Members at least three (3) days prior to the day upon which the meeting is to be held. Notice of a Special Meeting shall state the purpose for which the meeting is called and what business is proposed to be transacted.

4.10 **Quorum.** A majority of the Board Members shall constitute a quorum for the transaction of business. Each Board Member shall be entitled to one vote. If a quorum is present, the act of the majority of the Board Members present shall be the act of the Board.

4.11 **Conflict of Interest.** The organization shall maintain a conflict-of-interest policy that is signed annually by all members of the Board of Directors.

4.12 **Action Without a Meeting.** Any Board or committee action may be taken without a meeting if written consent to the action is signed a majority of Board Members or committee members, as the case may be. Such consent shall have the same effect as a vote and shall be recorded in the minutes of the next meeting.

4.13 **Compensation.** Board Members shall not receive, directly or indirectly, any salaries, income, profit, or other financial benefit from the Association for their services, but may be reimbursed for any actual travel expenses incurred in the performance of their duties for the Association, as long as a majority of Board Members approve the reimbursement. The Association shall not loan money or property to, or guarantee the obligation of, any individual member of the Board of Directors.

ARTICLE V

Officers

5.1 **Officers.** The Officers of the Association shall be a President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer all of whom shall be elected by the Board of Directors and who shall hold office at the pleasure of the Board, Terms of office shall be one year.

5.2 **President.** The President shall direct the activities of the Board of Directors, convene and conduct all meetings of the Board and carry out such other duties as are set forth in these bylaws. The President shall preside at meetings of the Members and meetings of the Board of Directors. At least one Board Member shall be a signer on all Association bank accounts.

5.3 **Vice President.** The Vice President shall assume the President's duties when the President is absent or incapacitated. If the President resigns, the Vice President shall assume the President's duties until a new President is elected. They shall be responsible for coordination with chairs of all Committees to recruit committee Members and achieve Board objectives.

5.4 **Secretary.** The Secretary shall be responsible for keeping record all of the proceedings of the meetings of the members. They, or WSRA staff at their direction, shall keep a record of the members of the Association and their contact information. They shall also perform such other duties as may be assigned to them by the Executive Director or the Board of Directors.

5.5 **Assistant Secretary.** An Assistant Secretary shall, in the absence or disability of the Secretary, or, in the event that for any reason it is impracticable for the Secretary to act, have the powers and duties of the Secretary.

5.6 **Treasurer.** The Treasurer shall oversee the handling of Association funds and shall ensure that a full and accurate account of receipts and disbursements are kept in books belonging to the Association. The Treasurer shall be a signer on all association accounts.

5.7 **Assistant Treasurer.** An Assistant Treasurer shall in the absence of the Treasurer, or in the event that it is impractical for the Treasurer to act, have the powers and the duties of the Treasurer.

5.8 **Vacancies.** Vacancies in any office may be filled by the Board of Directors at any meeting of the Board Members. Directors appointed to fill the vacancy shall complete the duration of the term that was vacant.

5.9 **Other Officers and Agents.** The Board of Directors may appoint such other Officers and Agents as it shall deem necessary or expedient, which shall hold their offices for such terms and shall exercise such powers and perform such duties, as shall be determined from time to time by the Board.

5.10 **Removal.** Any Officer, Director, Employee, or Agent of the Association may be removed by a two-thirds majority vote of the Board of Directors.

ARTICLE IV

Committees

6.1 **Committees.** The the Board of Directors may, from time to time, establish such committees as the Board deems necessary and appropriate to assist with the operation of the Association.

6.2 **Committee Operations.**

a. A Committee, when formed, shall organize itself and shall develop policies and procedures to guide it in performing the functions and duties as are given to the Committee or Committees elsewhere in these Bylaws or by the Board of Directors.
b. A Chair(s) of the committee (or Subcommittee) will be appointed by the President. At least one Chair of the Committee shall be a Board Member in good standing.

6.3 Committee Membership shall only be open to Association Members. The Board of Directors shall have the authority to deny Committee Membership for any reason, including but not limited to, conflict of interest.

6.4 **Delegation of Board Authority.** The Executive Committee shall be the only committee with Board Authority. The Executive Committee shall include the President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. The Executive Committee shall have the authority to act on behalf of the Board of Directors in between regular meetings and must report all decisions at the next regular meeting. The Executive Committee may not make changes to governing documents or structural elements of the organization.

6.5 **Communication.** No committee of the Association may communicate a public position on any issue.

ARTICLE VII

Indemnification of Officers and Board Members

7.1 The organization generally agrees to indemnify Directors and Officers to the maximum extent allowed by state law for actions taken in their official capacity.

ARTICLE VIII

Amendment of Bylaws

8.1 The Bylaws of the Association may be amended or repealed as deemed appropriate by a two-thirds majority vote of the Board of Directors. Prior to the vote, a 30-day notice to membership of the changes proposed shall be distributed, allowing members to share comments and feedback with the Board of Directors.

ARTICLE IV

Administrative Provisions

9.1 **Parliamentary Authority.** The rules contained in the most recent edition of Robert's Rules of Order (Newly Revised), shall govern all meetings of Members and Board Members unless inconsistent with statue, the Articles of Incorporation, these Bylaws or special rules of order of the Association.

9.2 **Fiscal Year.** The Association's fiscal year shall begin on July 1st and end on June 30th.

ARTICLE X

Enactment

10.1 These amended Bylaws shall be effective immediately following their approval by a two-thirds majority vote of the Board of Directors.