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Western Washington University | Central Washington University | Eastern Washington University

Bylaws for the Washington Student Association

This document shall serve to provide guidance to the operations of the Washington Student Association, in accordance with the [Constitution of the Washington Student Association](#). In the event that the bylaws contradict the Constitution, the Constitution supersedes the bylaws.

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Article I: General Assembly

Section 1. Convening General Assembly

The General Assembly shall convene at least two meetings per calendar year; The General Assembly shall convene once at least two (2) weeks prior to the December meeting of the Board of Directors to approve the legislative agenda for the following calendar year and a budget for the following fiscal year. The General Assembly shall convene at least once in the spring prior to the June Board of Directors meeting to pass a final legislative agenda and elect officers for the next year. Special meetings of the General Assembly shall be held at the unanimous call of the elected officers and 3/4 of the Board of Directors.

Section 2. Voting

Voting membership at the Washington Student Association General Assembly shall be three votes plus one additional vote per 2500 Full Time Equivalent students as reported by the Washington state Office of Financial Management's Budget Drivers Report as the previous year's annual average enrollment. Voting members shall be designated by their student association.

A two-thirds vote of quorum is required to approve or accept revisions and recommendations to the legislative agenda and budget during consideration by the General Assembly. Each student may only

hold a total of two votes, and students may only hold votes from their member institution. For institutions with student populations represented by numerous recognized student associations, the number of votes per association shall be divided by proportional population benchmarks established by the institution.

Votes for the Executive Committee elections and legislative proposals shall be counted by the Executive Director and one current Executive Committee member. Final vote counts for legislative proposals shall be shared with the General Assembly and saved for public records. Individual votes for Executive Committee elections and legislative proposals from General Assembly delegates shall not be shared. Final vote counts for Executive Committee shall be kept private.

Section 3. Legislative Proposals

Legislative proposals shall be submitted to the General Assembly for adoption to the WSA statewide legislative agenda. Proposals shall be made public after being reviewed by the Vice President of Legislative Affairs and the Executive Director. Students must fill out a the WSA Legislative Proposal Form for an agenda item to be considered by the General Assembly.

Proposals shall be due no later than 7 days before the next General Assembly meeting. Proposals will be hosted on the WSA website for students to review before the General Assembly meeting. All proposals must be sent to the GA RSVP's at least one week before the meeting date. Under the discretion of the President and Vice President of Legislative Affairs, legislative proposals can be accepted the day of General Assembly.

Article II: Board of Directors

Section 1. Board of Directors

The Washington Student Association Board of Directors shall be composed of one vote per member association. The student association President or their designee shall hold the vote, unless otherwise specified by the bylaws of the member association.

Section 2. Authorized Representation

Association membership may be achieved through authorized representatives - either a campus-wide election or appointment process set by each campus or satellite campus - payment of the required dues, and a commitment to uphold and abide by this Constitution and the Washington Student Association By-Laws.

Section 3: Maintenance of Membership and Dues

Association membership may be maintained by submitting all dues payments on time and continued adherence to the Washington Student Association By-Laws. Dues shall be proportional to a member institution's FTE students as reported by the Washington State Office of Financial Management's Budget Drivers Report as the previous year's annual average enrollment.

Section 4. Termination

Association memberships may be terminated anytime in accordance with the specifications in the contract or if the institution no longer fulfills the requirements to maintain membership. Each association is responsible for ensuring that dues payments are remitted in such time that their membership will not be terminated.

Section 5. Board of Directors Powers and Duties

The Washington Student Association Board of Directors shall:

- a. Participate in all WSA Board of Director meetings;
- b. Participate in developing legislative strategy for legislative session;
- c. Bring legislative updates to their respective campuses and collect student testimonies;
- d. Coordinate with their team on campus to lobby the legislature during interim and during legislative session;
- e. Have the ability to amend the bylaws of the organization;
- f. Have authority to amend the annual budget with a $\frac{2}{3}$ vote;
- g. Have authority entry into contractual or financial relationships;
- h. To amend the WSA legislative agenda;
- i. To hold no fewer than eight meetings per year; four quarterly meetings will be hosted in person with each remaining meeting hosted over teleconference
- j. If the General Assembly cannot approve a draft, then the Board of Directors shall approve the previous year's legislative agenda.
- k. Work to secure membership dues from their campus associations;
- l. Vote to ratify actions taken by the legislative liaisons;
- m. *Terminate membership of a campus association who found to be not on good-standing;*

Article III: Executive Committee

Section 1. Executive Committee

The Executive Committee shall include the President and all Vice-Presidents. Each university system shall elect and appoint a system representative to the Executive Committee to ensure equal representation on the Executive Committee. This appointment process shall take place at the spring General Assembly. Only students from each respective institution shall be able to participate in appointment of their institutional representative. This appointment process shall take place after the election of Executive Officers. There shall be at least one representative from the University of Washington, one representative from the Washington State University, and one representative from regional campuses. The Executive Director shall be an ex-officio member of the Executive Committee. System representative shall also be ex-officio members.

Section 2. Powers

The Executive Committee shall have and exercise all of the authority of the Board, except in reference to amending the Constitution; adopting a plan of merger or consolidation; recommending the sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the association other than in the usual and regular course of business; recommending a voluntary dissolution of the association or a revocation thereof.

Section 3. Quorum

A quorum for the Executive Committee shall consist of two-thirds of members. Members of the Executive Committee may not designate proxies. The Executive Committee shall keep regular minutes of their meetings and shall make these minutes available to the WSA Board of Directors at each Board of Directors meeting.

Article IV: Executive Positions

Section 1. Nominations and Elections

Nominations for candidacy shall be opened at the preceding Board of Directors meeting, and shall continue until the spring General Assembly meeting convenes. A majority of quorum is required to be elected; if more than two candidates are running for the same office, a runoff of the top candidates is required if an initial majority is not achieved. Executives-elect shall assume their elected office at the conclusion of the meeting during which they were elected.

Subsection 1. Duties of the President

The President of the Washington Student Association shall:

- a. Serve as the Chief Executive Officer (CEO) of the association.
- b. Chair the meetings of the Washington Student Association;
- c. Negotiate and execute contracts on behalf of the Washington Student Association and oversee the duties and activities of employees and contracted services;
- d. Sign letters, opinion/editorial submissions, and other official written communication on behalf of the association;
- e. Establish and maintain communication with campus associations and other student organizations including the Washington Community Technical Student Association (WACTCSA) and any national partners;
- f. Authorize budgeted expenditures up to \$5000 in the case of budgeted travel expenditures;
- g. Prepare the agendas of the Washington Student Association with the help of staff members;
- h. Distribute the agenda electronically to each officer and member association at least five business days prior to the scheduled meeting;
- i. Perform any other duties delegated by the Washington Student Association Board of Directors;
- j. In coordination with the Vice President of Finance and the Executive Director, review the finances of the Washington Student Association within three (3) months of attaining office.

Subsection 2. Duties of the Vice President of Legislative Affairs

The Vice President of Legislative Affairs of the Washington Student Association shall:

- a. Assume all duties of the WSA President in case of their absence or in the case of a vacancy until a special election is held to appoint a new President;
- b. Coordinate the drafting of a legislative agenda and the selection of issue campaigns in conjunction with the General Assembly;
- c. Coordinate with the legislative liaisons in monitoring and reporting on relevant Legislative and Agency actions;

- d. Be present for and assist in the training of the legislative liaisons prior to the legislative session. In the event that staff or an advisor is unavailable, the Vice President of Legislative Affairs shall train legislative liaisons prior to the legislative session;
- e. Coordinate with staff in the planning and implementation of an annual statewide lobby day.

Subsection 3. Duties of the Vice President of Finance

The Vice President of Finance of the Washington Student Association shall:

- a. Act as the Treasurer and Chief Financial Officer of the Washington Student Association;
- b. To track and provide periodic reports on the finances of the Washington Student Association;
- c. To create a draft budget for consideration by the Spring General Assembly.

Subsection 4. Duties of the Vice President of Communication

The Vice President of Communication of the Washington Student Association shall:

- a. Act as the Secretary of the Washington Student Association meetings;
- b. Maintain the active and inactive rosters of members and membership associations;
- c. Prepare correspondence with member institutions and the press;
- d. Prepare and distribute press releases;
- e. Coordinate all activities with media;
- f. Maintain online social media including, but not limited to, Facebook, Twitter, and the WSA Website.

Subsection 5. Duties of the Vice President of Outreach

The Vice President of Outreach of the Washington Student Association shall:

- a. Create and maintain collaborative relationships with new and prospective member associations;
- b. Assist new and existing members in enhancing student advocacy on campus;
- c. Work with the Executive Director to facilitate the process of becoming new WSA members for interested student government associations.

Subsection 6. Duties of the Vice President of Federal Affairs

The Vice President of Federal Affairs of the Washington Student Association shall:

- a. Serve as the representative from the Washington Student Association to the United States Student Association, other national organizations, and other State Student Associations.
- b. Monitor and report on relevant Congressional and Federal Agency actions;
- c. Facilitate communication between Federal public officials and Washington Student Association members;
- d. Report back to the WSA Board of Directors after interaction with national organizations;
- e. Serve as main channel for communication between national organizations and the WSA Board of Directors;
- f. Facilitate and organize Federal campaigns within the WSA with the WSA Organizing Director.

Subsection 7. Duties of the Vice President of Diversity

The Vice President of Diversity of the Washington Student Association shall:

- a. Support and cultivate awareness, appreciation, and engagement with diversity and inclusivity and its importance in WSA.
- b. Develop and implement strategies, programs, and initiatives for the recruitment, retention and success of students from underrepresented groups.
- c. Ensure WSA's strategic planning has a focus on diversity and inclusion. This includes assessment and evaluation of barriers to inclusion and work to develop better organizational support strategies and inclusive practices.
- d. Coordinate a diversity training at the Board Retreat and provide additional workshop opportunities for member campuses.
- e. Ensure WSA meetings and events are accessible, including instruction on parliamentary procedure and signage for gender neutral restrooms.

Article V: Legislative Liaison Program*

Section 1: Composition and Coordination

Member associations can and are highly encouraged to appoint at least one student legislative liaisons to participate in the WSA Legislative Liaison Program (LLP) hosted in Olympia during legislative session.

The WSA shall facilitate the execution of the WSA statewide legislative agenda and coordinate all legislative liaisons in Olympia.

The legislative liaisons shall be recognized as their campus associations' representative and advocate to legislators, legislative staff, higher education partners, and to executive offices.

Section 2. Powers and Responsibilities

Liaisons are encouraged to:

- a. *Execute the WSA Statewide Legislative Agenda and individual campus agendas;*
- b. *Track and research key issue areas that affect public higher education;*
- c. *Monitor bills and initiatives which impact public higher education;*
- d. *Keep a public and accessible excel tracker of bills, sponsors, and key deadlines;*
- e. *Report updates and amendments to bills back to their respective campuses;*
- f. *Meet and lobby elected officials in the Washington State Legislature;*
- g. *Coordinate with higher education stakeholders, state agencies, executive offices, and campus; administration on bills impacting the affordability, quality, and access of public higher education;*
- h. *Develop priority levels for each WSA legislative agenda item;*
- i. *With a ¾ vote of all legislative liaisons shall have interim decision making power to support, oppose, or take a neutral stance on bills or amendments on behalf of the WSA that are introduced in the legislature;*
- j. *Be an active and responsive members in designated teams;*
- k. *Register with the Public Disclosure Commission as an agent of their respective campus association;*

- l. Use and update the shared WSA Liaisons calendar with individual meetings with legislators, testimony in committee, and any other related events or meetings. This includes meetings with legislators which take place outside of the legislative session;*
- m. Attend or call into WSA's weekly check-in during legislative session. If a liaison is unable to attend they must check in with the Executive Director to receive updates;*
- n. Attend WSA's Legislative Liaison Orientation web seminars during the interim;*
- o. Attend WSA's Legislative Training and Overview the first week of January;*

Section 3. Voting and Adoption of Bills Into WSA Legislative Agenda

Any vote taken by the student legislative liaisons will require Quorum. Quorum for the legislative liaisons will be a two-thirds of appointed liaisons. Upon a 2/3 vote of all legislative liaisons, those physically present in Olympia and those not with electronic presence, the WSA shall adopt a bill into its legislative agenda or other related action.

Liaisons not present in Olympia for the weekly meetings or team check-ins can call or video call into the meeting when the vote is taking place. Liaisons can also cast their vote for a legislative item through email by sending to their support, opposition, or neutral stance to the Executive Director, Vice President of Legislative Affairs, and a CC to their association president. The vote must be cast before the next liaison meeting.

Any decisions made by the legislative liaisons to support, oppose, or take a neutral stance will be ratified by the Board of Directors at the next board meeting. The Board of Directors shall ratify decisions made by the legislative liaisons through adoption of a resolution.

Section 4. Legislative Priority Ranking System

In order to not stretch the WSA's legislative advocacy program, legislative liaisons will create and refine a prioritization system for all bills that are being tracked in the legislature. The prioritization system shall include a tiered system of priorities from most important to least important issues and bills. Each tier shall include a specific action that the WSA will take on a legislative agenda item. The priority ranking system shall be hosted

Liaisons may ask that the WSA use its resources, staff time, research, and other available materials to advocate for a campus specific legislative agenda item. The Executive Committee shall determine if the WSA can or should assist a campus on a given campus legislative agenda item. WSA advocacy for a campus legislative agenda item shall not deviate from the mission of the WSA.

Article VI: Budget and Finances*

Section 1: Approving the Budget

The WSA General Assembly shall approve the annual budget during spring GA for the next fiscal year, which begins July 1 of each year. GA shall pass the WSA budget with a 2/3 vote of eligible membership. The Vice President of Finance shall be responsible for presenting a new budget to GA.

Section 2: Amendments to the Budget

Upon a 2/3 vote, the Board of Directors may make amendments to line items in the budget and shall be able to create new line items during their board meetings or conference calls.

The President, Vice President of Finance, and the Executive Director can authorize expenditures up to \$1,000 outside of the Board of Director meetings. The Board of Directors must be notified of new expenditures authorized by the President, Vice President of Finance, and the Executive Director at the next Board of Directors meeting or call.

Any amendments to the budget, over the \$1,000 amount, requires a 2/3 vote from the Board of Directors.

Emergency budget expenditures, above \$1,000, may be approved by the Executive Committee with a two-thirds vote (2/3) if there is not a reasonable amount of time to consult the Board of Directors.

Section 3: Funding Requests

Funding requests to the WSA shall submitted using the Funding Request Form, hosted on the WSA website. Any students who are seeking funds from the WSA needs to submit the form no later than 15 days before the Board of Directors meeting. Only current students from our membership campuses that are in good standing shall be eligible for funding. The President and Vice President of Finance can make exceptions to add new funding request forms up until the day of the next Board of Directors or General Assembly meeting.

The funding request form shall collect name and campus information of the requestor including, a description of what is being purchased, cost projections, and the vendor being purchased from when possible.

The Vice President of Finance, in consultation with the Executive Director, shall be responsible for reviewing the funding request and following up with the requestor with any additional questions. Should the Vice President of Finance determine that the funding request aligns with the WSA's mission, there will be a "Funding Request" agenda item at the next Board of Directors meeting.

Funding requests shall be used for, but not limited to: travel expenses such as lodging, food, and mileage reimbursements, programming for on campus events aimed at raising awareness for WSA legislative priorities, or any other matters that the WSA Board of Directors deems necessary and appropriate. Only students from current member campuses in good standing shall be eligible to request funds from the WSA.

Section 4: Grants and Donations

The WSA may apply for grants that fit within its mission and purpose. The WSA may also receive donations to fund our programming and outreach. The Executive Director and President shall be responsible for applying to grants and collecting donations.

Under some grants and donations the WSA may be required to designate funds to specific programs or events. The Executive Director and the Executive Committee shall manage all revenue received by grants and outside donations.

Any left over revenue from grants or donations shall be put into the WSA savings account. The Board of Directors shall have the power to appropriate these funds into the WSA budget at their discretion.

Section 5: Transparency and Accountability

The Executive Director, in consultation with the Vice President of Finance, shall be responsible for ensuring that there is a receipt or proof of purchase for all WSA transactions involving the WSA credit card, or checks that are written on behalf of the WSA.

The WSA shall maintain these receipts and proofs of purchase for seven years in storage at the WSA offices.

Article VII: Resolutions

Section 1: Purpose and Passage

Resolutions are documents stating the official policy, opinion, will, or intent of WSA. Resolutions can be introduced by any student attending our membership campuses. Resolutions must have at least two campuses who sponsor the resolution for it to be considered by the Board of Directors. Sponsors must be listed at the top of the resolution.

Sponsors of the resolution shall be responsible for presenting in front of the WSA Board of Directors. Resolutions can be approved electronically through conference call.

Resolutions should include a description of an issue or event. It must also include specific actions and opinions that the WSA is being asked to coordinate or take. The Board of Directors may approve resolutions with a 2/3 vote of eligible membership.

Resolutions shall take effect immediately following their approval by the WSA Board of Directors. Final engrossed copies of resolutions shall carry the signature of the officer presiding and date of approval.

Article VIII: Interim Decisions

Section 1. Delegation of Authority

The Executive Committee shall be vested with the authority to issue an interim decision on behalf the Board in a manner established by these Bylaws. The Executive Committee shall provide the Board a reasonable amount of time to issue a decision prior to the Executive Committee issuing an interim decision.

The President shall be vested with the authority to issue an interim decision on behalf of the Executive Committee in a manner established by these Bylaws. The President shall provide the Executive Committee a reasonable amount of time to issue a decision prior to the President issuing an interim decision.

The Executive Director shall be vested with the authority to issue an interim decision on behalf of the President in a manner established by these Bylaws. The Executive Director shall provide the President a reasonable amount of time to issue a decision prior to the Executive Director issuing an interim decision.

The Board of Directors must be informed of any interim decisions via email. The Board of Directors may amend any interim decision at the next Board of Directors meeting.

Article IX: Statewide Lobby Day

The WSA may host a statewide lobby day for all member associations during legislative session to bring the collective voices of students to the Capitol. The legislative agenda for the statewide lobby day shall be developed by the Vice President of Legislative Affairs, along with the Board of Directors, to ensure each legislative item and ask is mutually agreed upon by campuses.

Article X: Personnel and Contracts

Section 1. Employment and Terms

The Board may employ an Executive Director by an affirmative vote of at least two-thirds of the Board of Directors. The Executive Director shall be responsible for the administration and conduct of the business and affairs of the association pursuant to guidelines established by the Board. The Executive Director shall be subject to annual performance reviews by the Board of Directors.

The Board may authorize additional staff or contracted services, including a contract lobbyist if budgeted. The job description and compensation of the contract lobbyist shall be reviewed annually by the Board. Any contract shall be supervised by the Executive Director and report regularly to the Board through the Executive Director. The Executive Director will review annually contracted services and staff.

Each employee or contracted service provider of the association shall have an employment contract which states the term, responsibilities, benefits, and termination procedures which exist between the individual and the association. The President shall be responsible for the completion of contracts, as well as the review of said documents in a timely fashion.

Payroll services for employees of the association shall be handled by the Executive Director, unless the association contracts an accounting firm.

Expenses for employees in relation to travel and lodging shall be detailed within their individual contracts, and can only be supplemented by a 2/3 vote from the Board of Directors. The President may approve extraordinary expenses, with advice from the Vice President of Finance.

Section 2. Duties of the Executive Director

The Executive Director will:

- a. Have full authority over the direction of other staff or agents of the association;
- b. Serve as nonvoting ex-officio member of the Board;
- c. Assist the President in maintaining communication with campus associations and other student organizations;
- d. Communicate with the Association's President at least once a week;
- e. Communicate with the Association's Vice Presidents as necessary;

- f. Provide bi-monthly updates to the Association's Board of Directors;
- g. Coordinate all work of designated student legislative liaisons;
- h. Collaborate with member association Board representatives when making official statements or appearances representing the association in their campus or local media;
- i. Help grow and diversify the WSA membership base across institutions, including through an e-mail database, website, and other communications tools;
- j. Perform occasional site visits to member or prospective member institutions and assist with development of the WSA base on each campus;
- k. Process requests from other organizations and direct inquiries to the leadership of the employer;
- l. Represent and perform duties delegated by the President and the Board;
- m. Enact the WSA agenda and campaigns based solely on the direction given by the Association's Board of Directors. Significant deviation from the given direction shall require permission from the Board of Directors;
- n. Analyze and keep up to date with past and present policy and Higher Education issues by attending meetings of the Washington Student Achievement Council (WSAC);
- o. Work with the VP of Finance to keep up to date on all WSA finances.

Section 3. Duties of the Organizing Director

The Organizing Director shall:

- a. Be responsible for providing support to the Association's membership in the development and implementation of statewide and campus level organizing goals;
- b. Maintain communication with the Association's membership by conducting monthly visits to each campus and keep in continuous contact with Board members;
- c. Maintain full authority for the management of the Association's grassroots organizing efforts, subject to the direction of the Association's Executive Director, or the Association's By-Laws or other governing documents;
- d. Provide support to the Association's membership in the development and implementation of statewide and campus level organizing goals;
- e. Provide training and advising in the development of statewide and campus level strategy;
- f. Coordinate the implementation of organizing goals through adherence to statewide and campus level plans;
- g. Establish metrics for tracking, reporting, and assessing the outcomes of organizing campaigns, actions, and tactics;
- h. Compile reports of victories, defeats, and statewide actions. Reports are required at the end of the legislative session, compiled with the VP of Legislative Affairs; and one after voter registration, compiled with the VP of Outreach.
- i. Furnish monthly written and verbal reports to the Board of Directors;
- j. Conduct 2 visits every quarter and 3 visits every semester to member campuses;
- k. Schedule one-on-one meetings with campus leaders; and
- l. Check-in with campus organizers via phone and email as needed;
- m. Maintain weekly communication with the Executive Director;
- n. Consult with the Executive Director and Vice President of Legislative Affairs to communicate bill tracking updates to member campuses;
- o. Act as a mentor to students and provide trainings and learning opportunities for students.

Article XI: Meetings Policies and Procedures

Section 1: Meetings

The WSA President will chair all board meetings. If the President is unable to chair any meeting, they shall designate another executive officer, or the chair shall follow the chain of command: first Vice President of Legislative Affairs, then Vice President of Finance, then Vice President of Communication, then Vice President of Outreach, then Vice President of Federal Affairs; and Vice President of Diversity.

Any or all Directors may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment where all persons participating in the meeting can hear each other at the same time, and the participation by such means shall be equivalent to in-person attendance at a meeting.

The Washington Student Association shall adhere to Robert's Rules of Order during all general meetings, except upon a two-thirds (2/3) vote of the membership to adopt alternative rules. If Robert's Rules of Order contradict the constitution or bylaws governing documents will supercede Robert's Rules.

Special meetings of the Board of Directors shall be held at the call of two-thirds of the board members or at the call of the President.

Section 2. Quorum

A quorum for the Board of Directors shall be 2/3 of the active voting members. A quorum for the General Assembly shall be 2/3 of the active voting members. A quorum, as defined above, must be present or on a conference line in order for the Washington Student Association to take any official or binding action.

Section 3. Voting

Members of the Washington Student Association shall be recuse themselves from casting a vote on any matter in which they have a conflict of interest.

In the case of an abstention, each abstention shall be considered a temporary suspension of the abstaining voters seated membership for the duration of the specific vote at hand, therefore the total number of possible votes shall be decreased by one.

Section 4. Proxy Votes

Any voting member of the Washington Student Association may designate a proxy vote for a meeting which they are not able to attend. Members that wish to proxy their vote to another student must inform the President and Executive Director through email prior to the meeting of who will hold said proxy vote.

Section 5. Depositories

The money of the association shall be deposited in the name of the association in a bank that the board designates.

The Executive Director, President, and the Vice President of Finance shall have signing power.

Section 6. Insurance

The association shall have the power to purchase and maintain insurance on behalf of any person who is employed.

Section 7. Endorsements and Contributions

The Washington Student Association shall not endorse any candidate wishing to hold either an appointed or elected office, but may endorse candidates for state agency, committee, board, or task force positions which are directly related to the Association's mission.

The Washington Student Association may support or oppose statewide initiatives or referenda upon a unanimous vote.

The Washington Student Association, upon a unanimous vote, may participate in forming and operating a lawfully registered Political Action Committee.

Section 8. Indemnification

Each Contracted Service Provider, Staff, and Officer of the association now and hereafter serving as such shall be indemnified by the association against any and all claims and liabilities to which they have or shall become subject to by any reason of serving or having served as such contracted service provider, or officer or by reason of any action alleged to have taken, omitted, or neglected by them as such contracted service provider or officer; except for such contracted service provider's or officer's criminal conduct, willful misconduct or gross negligence.

The association shall reimburse each such person for all legal expenses reasonably incurred by the person in connection with any such claim or liability, provided, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of their criminal conduct, willful misconduct, or gross negligence.

Section 9. Amendments

These By-Laws of the Washington Student Association may be amended by a two-thirds vote of quorum by the Board of Directors. By-Law amendments must be submitted for review at least one meeting prior to action being taken.

Article XII: Violation of WSA Governing Documents

Section 1. Good Standing

A campus can be found to not be in good standing if they: fail to pay full memberships dues, are absent in more than half of the WSA Board of Director meetings and calls, violate any clauses in the WSA

bylaws or constitution. Should a campus find themselves in violation of this good standing the Board of Directors shall have the ability to put a member campus into a probationary and review period. Not all violations will include a probationary or review period.

Section 2. Probation, Review, and Action by the Board of Directors

The probationary period can last until the end of the academic year - typically spring semester or quarter. Campuses who are under probationary review may still access all WSA resources and are entitled to their full votes on the Board of Directors and at General Assembly. The Board of Directors shall have the ability to amend the timeframe of this probationary period with a majority vote from the Board of Directors. Probationary period can extend into the next academic year if the Board determines a campus would need more time. A campus who is found to be not good standing will recuse themselves from this vote.

During this probationary period, the campus in question shall make a good faith effort to amend any violations to the WSA bylaws or constitution. Campuses will be required to present a summary of their on-campus issues leading to the violations of the WSA's governing documents and provide information on current or planned efforts to amend their to the Executive Committee within two months of the violation(s). The Executive Committee, upon receiving a summary of efforts being conducted by the violating campus shall, on a consensus vote, determines if a campus is making a "good faith effort" and will present their determination to the Board of Directors.

Should the Executive Committee deem that a violating campus is not making a good faith effort to amend their violation(s), the Board of Directors shall have the power to revoke a campus' membership within the WSA Board of Directors and General Assembly at the next board meeting or conference call.

Removing membership status from a campus shall require a two-thirds ($\frac{2}{3}$) vote of the Board of Directors. The campus under probation and review shall recuse themselves from this vote.

If a campus's membership is revoked by the Board of Directors or if a member campus voluntarily fails to pay dues, that campus shall receive discipline that includes, but is not limited to losing their voting rights at WSA Board of Director and General Assembly meetings, be barred from accessing WSA resources such as accessing the WSA office space in Olympia, removed from WSA's statewide communications, and will not be able to use the WSA staff for information or training purposes.

Article XIII: Revised Code of Washington

Section 1. Nonprofit Corporations Act and Open Meetings Act

The WSA is subject to the Washington's Nonprofit Corporations Act (Chapter 24.03 RCW) and the Open Meetings Act (Chapter 42.30 RCW).

These bylaws adopted June 2006.

These bylaws amended May 2009.

These bylaws amended December 2010.

These bylaws amended May 2013.

These bylaws amended May 2014.

These bylaws amended May 2017.

These bylaws amended November 2018.