

ARTICLES OF ASSOCIATION

of the

Washington State Good Roads and Transportation Association

Proposed revisions, July 2006

ARTICLE I - Name

Section 1. The name of this organization shall be the Washington State Good Roads and Transportation Association.

ARTICLE II - Purpose

Section 1. The purpose of the Washington State Good Roads and Transportation Association shall be to promote and foster construction, maintenance, and improvement of the transportation infrastructure throughout the State of Washington.

ARTICLE III - Mission

Section 1. The mission of this organization shall be to promote sound public policies of transportation administration, planning, financing, design, construction, operation, and maintenance in Washington State.

Section 2. This will be accomplished by:

- a. Providing information to its members concerning legislation, regulation, and taxation affecting transportation.
- b. Lending its influence, as sound judgment dictates, to the development of better transportation in this state.
- c. Serving as a forum for discussion of policies and programs concerning transportation in this State.
- d. Coordinating its membership in energizing and accomplishing programs that are in the best public interest for improved transportation.
- e. Developing alliances with like-minded organizations.
- f. Seeking to achieve long-term, predictable revenue for all modes of transportation.
- g. Informing the public on the role transportation plays in enhancing economic vitality and quality of life for all communities in the State.
- h. Serving as a citizen voice to governments at all levels for needed improvements in transportation.

i. Assisting State and Local Agencies in long-range transportation planning.

ARTICLE IV - Membership

Section 1. Any individual, firm, state or local organization or association that desires to be a member and endorses the purpose and functions of the Washington State Good Roads and Transportation Association upon receipt of a membership application and the appropriate dues.

Section 2. Each member shall be entitled to one voting delegate, with one additional delegate for each incremental dues payment as established by the dues structure, to express his/her views and vote on all questions under consideration by the Association. Under no circumstances shall any organization, including its subordinate organized groups or branches be entitled to more than ten voting delegates. For the purposes of this Section, WSDOT Regions will not be considered subordinate to WSDOT Headquarters.

Section 3. In order to be a voting member(s) of the Association, each individual, firm, organization or association must be current in its dues.

ARTICLE V - Governing Bodies

Section 1. In periods between meetings of the membership, the affairs of the Association shall be under the charge of the Executive Committee.

Section 2. The Executive Committee may adopt new policies or resolutions for and in behalf of the Association at any duly held meeting. Such actions are to be confirmed by the Board of Directors and/or membership.

Section 3. Executive Committee

The Executive Committee shall consist of the President, the President Elect, the Immediate Past President, Secretary, and Treasurer.

Each member of the Executive Committee shall have one vote when in attendance and will not be represented by proxy. Whenever a vacancy shall occur in the Executive Committee, the President shall appoint a member to complete such unexpired term. The Executive Committee shall have responsibility for the day-to-day operation of the Association, shall meet as needed for that purpose, and shall make recommendations to the Board of Directors and membership.

Meetings of the Executive Committee will be held pursuant to the call of the President of the Association and shall be held at any reasonable time and place upon written call of the President or a quorum of the Executive Committee.

Quarterly meetings of the Executive Committee shall be open to the Board of Directors and general membership.

Section 4. Board of Directors

The Board of Directors shall be comprised of the Executive Committee and Regional Vice-Presidents. One Vice-President will be elected from each region of the state, as defined by the Washington State Department of Transportation, except the Northwest and Olympic Regions. The Northwest and Olympic Regions shall have one Vice-President for each of the sub-areas, divided as follows:

Mount Baker Area: Whatcom, Skagit, San Juan, and Island Counties

(Sno/King) Area shall have one Vice President to represent Snohomish County and North King County (to I-90) and one Vice President to represent South King County (including and south of I-90).

The Olympic Region shall have one Vice President for Pierce County area and one Vice President for the remainder of the Region.

Urban Corridors Region: The Urban area of both King and Pierce Counties (defined as being projects on I-5, I-405, I-90 and SR 167 inclusive).

ARTICLE VI - Officers and Duties

The Officers of the Association shall be elected at each annual meeting and shall consist of:

President: Who shall supervise the Association and to carry out the provisions of these Articles and the instructions of the Executive Committee, Board of Directors and the membership. The President may be allowed such reasonable reimbursement for expenses incurred by him in the discharge of his duties as the Executive Committee may deem proper.

President Elect: Who shall assist the President in all matters of concern to the Association. The President Elect shall serve as President in the absence of the President, and shall automatically accede to the office of President at the Annual Meeting following the one at which he/she is elected.

Immediate Past President: Who shall serve on the Executive Committee and serve as chair of the Nominating Committee for the purpose of selecting the next years slate of officers.

Secretary: Who shall act as Historian and keeper of all records relative to the activities of the Association and shall perform such duties as may be assigned by the President. The Secretary shall also keep appropriate notes and prepare minutes, arrange for meetings, assemble records and such other work on behalf of the Association as may be found advisable. An Executive Administrator may be retained by the Executive Committee and Board of Directors to assist the Secretary in carrying out these duties.

Treasurer: Who shall be responsible for the annual audit of the Association's finances. He/She will deposit all income and pay all appropriate bills for the Association, and will draft a proposed budget each year. An audit shall be conducted periodically by a committee composed of two vice-presidents selected by the President. The committee shall report its findings to the President, the Treasurer and at the annual convention of the Association.

Regional Vice Presidents: Who shall serve as the leaders of their members from the various transportation regions and areas and shall be responsible to see that their region or area maintains an active and attentive membership

ARTICLE VII - Meetings

Section 1. The Association shall hold an Annual Meeting each calendar year at a time to be designated by the President, in consultation with the Board of Directors and Executive Committee

Section 2. Such other meetings of the Association as may be deemed advisable may be held at any reasonable time and place on written call of the President or quorum of the Executive Committee. All meetings will be open to the general membership and members are encouraged to participate.

ARTICLE VIII - Finances

Section 1. The Association shall be supported by annual dues, as are determined by the Executive Committee, subject to the approval of the Board of Directors and vote of the membership.

Section 2. Any expenditure of Association funds shall be pursuant to the approved budget or direction or approval of the Executive Committee.

ARTICLE IX - Standing Committee

Section 1. The President may appoint, within sixty (60) days of his/her election the following Standing Committees:

a. Legislative Committee - Shall report at all Association meetings on and make recommendations on such legislative subjects as it may deem to further the purpose of the Association. When appropriate, the committee shall develop and publish resolutions for consideration by the Executive Committee, the Board of Directors, and/or the membership.

b. Membership Committee - Shall be responsible for reporting on all individuals, firms, organizations, and associations applying for membership. The Board of Directors shall make final decisions regarding eligibility. The committee shall also be responsible for maintaining current membership and recruiting new members.

ARTICLE X - Interim Committees

Section 1. Each Year, at least one month before the Annual Meeting, the President shall appoint a Nominating Committee consisting of three members, including and chaired by the Immediate Past President. At the Annual Meeting, the committee shall present nominations for each Officer. An opportunity will be afforded the membership to propose additional nominees. Election of these Officers will take place at the Annual Meeting.

Section 2. The President is authorized to appoint interim committees to deliberate and make recommendations to the Board of Directors or Executive Committee on matters that may arise affecting the work of the Association, which may not be done under the authority given to other interim or Standing Committees.

ARTICLE XI - Terms of Office

Section 1. Except for Regional Vice Presidents, all Officers and members of standing committees shall hold office from the date of their election or appointment until the next annual meeting or until re-elected or re-appointed.

Section 2. Regional Vice-Presidents shall serve for a 2-year term, beginning at the Annual Meeting, as follows: Odd Years: Eastern Region, North Central Region, Olympic Region, Sno/King, Area - North, and the Urban Corridors Region. Even Years: South Central Region, Southwest Region, Mount Baker Area, Pierce Area, and Sno/King Area – South.

ARTICLE XII - Quorum

Section 1. At an Executive Committee meeting, three members of the Committee in attendance shall constitute a quorum.

Section 2. At a Board of Directors meeting, six (6) members of the Board in attendance shall constitute a quorum.

ARTICLE XIII - Amendments

Section 1. These Articles of Association may be amended by a two-thirds vote of the membership present at any regular called meeting, provided that notice of the proposed amendments shall be served on all members at least five days in advance of such a vote.

ARTICLE XIV - Record Depository

Section 1. The official depository for permanent records of the Association is the Center for Pacific Northwest Studies at Western Washington University in Bellingham, Washington.

Section 2. The Association Secretary or Executive Administrator shall arrange for annual deposits of such records as convention reports, minutes, correspondence, news releases and clippings, annual financial summaries, etc., following a reasonable period of retention of such records as may be deemed proper for legal purposes.

ARTICLE XV - Distribution of Assets

Section 1. In the event of the dissolution or liquidation of the Association, any assets then remaining shall be distributed to and among education and transportation organizations having a tax-exempt status. The recipients shall be determined by the Board of Directors of the Association.