

ELECTRIC LEAGUE OF THE PACIFIC NORTHWEST

Bylaws

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ELECTRIC LEAGUE OF THE PACIFIC NORTHWEST

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ELECTRIC LEAGUE OF THE PACIFIC NORTHWEST

Bylaws

BYLAWS OF ELECTRIC LEAGUE OF THE PACIFIC NORTHWEST, adopted by members at the regular monthly meeting of the corporation held on January 6, 1968.

I. IDENTIFICATION

§ 1.1 Name. The name of the corporation is ELECTRIC LEAGUE OF THE PACIFIC NORTHWEST, sometimes called "ELPN", and sometimes "corporation".

§ 1.2 Location. The principal activities of this corporation shall be in the Puget Sound area, with its principal offices in Bellevue, King County, Washington.

§ 1.3 Registered Office. The principal office, and the registered office shall be as designated by the board of directors from time to time in Bellevue, King County, Washington.

§ 1.4 Registered Agent. As required by the laws of the state of Washington, the board of directors shall designate a resident agent, whose business office shall be identical to the registered office of the corporation.

§ 1.5 Seal. The corporate seal shall be circular in form and have inscribed thereon the name of the corporation and year of its incorporation.

II. PURPOSES, POWERS AND PROHIBITIONS

The purposes, powers and prohibitions of the corporation are as stated in Article II of the Articles of Incorporation.

§ 2.1 Assent: All present and future members, as defined in Section III below, shall be subject to the provisions and regulations of these Bylaws.

III. MEMBERSHIP

§ 3.1 General Qualifications. Any person, firm, corporation, association, or institution, engaged in the business of producing or dealing in electricity, electrical appliances, lighting fixtures, or supplies and equipment used in any such business, or engaged in any vocation, or carrying on any operations in any way connected with the use or study of electricity or energy, shall be eligible for membership.

§ 3.2 Classes of Members. Members shall be of the following classes:

(a) Underwriting. An underwriting member shall be a person, firm, corporation, association, agency or institution acceptable by the board of directors and who subscribes to the budgetary requirements of the corporation an annual amount satisfactory to the directors. Each underwriting member shall be entitled to designate a predetermined number of members for an annual amount determined by the board to be the minimum annual subscription for an underwriting organization.

Underwriting members shall exercise all privileges of the corporation through their individual member representatives.

(b) Educator. Any educator who is a full time faculty member or administrative employee of a college, university, or secondary school system, whose duties are related to the electrical industry, may become an educator member. The number of educator members shall be set by the board of directors.

(c) Honorary. Any individual, who has rendered distinguished service to the electrical industry may be elected an honorary member by the board of directors.

§ 3.3 Membership. (a) Applications. All applicants for membership must submit an application form in writing or online as approved by the board of directors and providing for the signature of applicant attesting that he agrees to abide by the articles of incorporation, bylaws, and any code of ethics.

(b) Membership Letter. Upon receipt of the approved application, together with initiation fee and dues, and upon approval of the board, the secretary shall send a letter of welcome to the new member signed by the president.

(c) Introduction. At each regular meeting there shall be read the names of all new members who have been fully processed. Each new member shall be personally introduced at the first regular meeting which he attends after receiving the membership letter.

§ 3.4 Members' Responsibilities. (a) Generally. All members have the responsibility of attending meetings, participating in the activities, and abiding by the articles of incorporation, bylaws, and any code of ethics adopted by the corporation.

(b) Dues. All members have the responsibility of paying the annual dues as may be established pursuant to §§ 9.3 and 9.4.

§ 3.5 Voluntary Terminations. Any member may resign at any time by sending a written resignation to the board of directors.

§ 3.6 Involuntary Terminations. (a) Grounds. The membership of any member may be terminated for cause by the board of directors. Without limitation, as to other grounds of cause, the following grounds may provide a basis for an involuntary termination:

(1) Failure of a member to conduct himself or his business in accordance with the principals and code of ethics adopted by the corporation;

(2) Intentional violation of the bylaws of the corporation;

(3) Ceasing to have the qualifications for membership; or

(4) Failure to meet the financial obligations to the corporation.

(b) Preliminary Investigation. On its own motion, or on receipt of a written complaint against a member, the board of directors may conduct a preliminary investigation of the charges.

(c) Hearing. If after a preliminary investigation there appears to the board of directors to be adequate justification for a formal hearing, the board shall send to the member in question, at least ten days prior to the hearing, a notice stating the date and place of the hearing and the nature of the charges. At the hearing, the member may be represented by counsel. It is desirable for the member to submit a written memorandum in support of his position at the time of hearing.

(d) Decision. The concurrence of at least two-thirds of the whole board shall be required to terminate a member. Termination may be made conditional upon the member complying with any other reasonable sanction imposed by the board.

(e) Appeal to Membership. Any member expelled by the board shall have the right of appeal and be heard at a regular or special meeting of the members at which meeting he shall be given full opportunity to answer charges made against him and may be restored to membership by a majority vote of the members present at the meeting.

(f) Effect of Termination. No resignation or involuntary termination shall entitle a member to any refund of any monies paid to the corporation by the member, nor shall it absolve the member from liability for unpaid dues or other sums owed to the corporation.

§ 3.7 Transfers. Memberships of underwriters may be transferred, subject to approval of the board of directors.

IV. MEETINGS OF MEMBERS

§ 4.1 Annual Meeting. One annual meeting a year is required, at which the new officers and directors are elected.

§ 4.2 Regular Meetings. (a) Times. Regular meetings shall be held on dates and places fixed by the board of directors.

(b) Guests. Members are privileged to invite guests to regular meetings. Members are held responsible for the cost of the guest's dinner and for his conduct.

§ 4.3 Special Meetings. Special meetings of the members may be called by a majority of the board of directors at such time and place as shall be determined by the board.

§ 4.4 Notice. Notices of special meetings of the members shall be posted on the league website not less than ten (10) days nor more than forty (40) days before the time designated for the meeting. All notices of special meetings shall state the time, place and purpose of the meeting.

§ 4.5 Voting Privileges. Except as otherwise provided in these bylaws, each member shall have one vote at all meetings of members.

§ 4.6 Quorum. At any meeting of members, the number of members entitled to vote who are present in person shall constitute a quorum. Officers and directors shall be elected by the affirmative vote of a plurality of all members present in person and entitled to vote therefor. Any action authorized by affirmative vote of a majority of all members present in person entitled to vote at any such meeting shall be necessary and sufficient to constitute action by the members unless otherwise required by and applicable provision of law or by any bylaws.

§ 4.7 Rules of Order. Parliamentary usage as set forth in Roberts Rules of Order, as periodically revised, shall govern at all meetings of members, the board of directors, and of any other committees, except as they may conflict with the articles of incorporation or bylaws.

V. NOMINATIONS & ELECTIONS

§ 5.1 Nominating Committee. By August 1 of each year, the president shall appoint a nominating committee of five members and announce this committee to the Board by September 1. One of the members of this committee shall be the first vice-president, plus one past president.

§ 5.2 Nominations. The committee shall present the names of its candidates with their acceptance by November 1. Additional nominations may be made from the floor at the annual meeting. (See § 4.1)

§ 5.3 Notice of Election. Not less than 10 days prior to the annual meeting, a notice of the election and a list of the nominees shall be presented to the membership via the ELPN website.

§ 5.4 Balloting. The form and manner of balloting shall be prescribed by the board of directors.

§ 5.5 Ballot Counting. The president shall appoint three members who are not candidates or officers or directors to count the ballots. As soon as the ballots are counted the results of the voting shall be reported to the president.

§ 5.6 Installation. Installation of the officers and new directors shall follow the election at the annual meeting.

§ 5.7 Terms. The term of office for each elected officer shall be one year from the date of installation. The immediate past president shall continue as a member of the board for one year. The nine non-officer directors shall be elected for staggered two year terms. At the first election the two non-officer candidates receiving the higher number of votes cast shall serve a 2 year term. The other two directors shall serve one year terms.

VI. BOARD OF DIRECTORS

§ 6.1 Management. (a) Generally. All corporate powers shall be exercised by the board of directors except as otherwise expressly provided by law or by the articles of incorporation or by these bylaws. The board of directors shall generally oversee the administration of the affairs of ELPN, formulate general plans for pursuing the objectives of ELPN, determine its current and long range programs and receive the reports of the officers and committee chairman.

(b) Duties. The duties of the board of directors shall be:

(1) To approve the budget for the succeeding fiscal year, approve all facts and transactions of the officers of the committee chairman in the preceding fiscal year, review and act upon policies recommended by committees and suggest policy matters to committees for development;

(2) To audit all accounts, and to approve all contracts and expenditures;

(3) To seek advice from all members by referendum or otherwise on all matters of major policy, especially when a public stand is to be taken on behalf of the members;

(4) To consider and pass upon the president's nominations for all appointments;

(5) To make recommendations to all committees on matters of policy; and

(6) To fill vacancies occurring among officers or directors.

§ 6.2 Membership of Board. The Board of directors shall consist of the officers elected under § 7.1, the immediate past president, and nine non-officer members elected at large.

§ 6.3 Qualifications of Directors. All directors must be members.

§ 6.4 Removal of Directors. Any director may be removed at any time upon due cause shown by the president upon approval of a majority of the board of directors with right of appeal to membership as provided in § 7.5 (c).

§ 6.5 Vacancies. Any vacancy in the board of directors, whether caused by death, resignation, disqualification, increase in the number of directors, removal or otherwise, may be filled for the unexpired term by the president with the approval of a majority of the board of directors.

§ 6.6 Regular Meetings. Regular meetings of the board of directors shall be had at such times as prescribed by the board from time to time but at least two per fiscal year shall be held.

§ 6.7 Special Meetings - Notice. Special meetings of the board of directors may be called by the president or by any two members of the board of directors. Not less than 7 days notice of any such meeting shall be given in writing or via email. All notices of special meeting shall state the time and place of the meeting. Before, at or after any meeting of the board, any board member may, in writing or via email, waive notice of such meeting and such waiver shall be deemed equivalent to give such notice. Attendance by a board member at any meeting of the board shall be a waiver of notice by him of the time and place thereof. If all the board members are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

§ 6.8 Quorum. At all meetings of the board, a majority thereof shall constitute a quorum for the transaction of business, and the acts of the majority of the board members present at a meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

§ 6.9 Action Without Meeting. Any other provisions of these bylaws to the contrary notwithstanding and so far as may be permitted by law, any action required or permitted to be taken at any meeting of the board of directors or of any committee may be taken without a meeting, if prior to such action, a written consent (by mail or email) thereto is signed by all members of the board or of the committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or of the committee.

§ 6.10 Branches or Chapters. The board of directors is authorized to establish branches or chapters in other localities in the Pacific Northwest under such terms and conditions as it may approve.

VII. OFFICERS

§ 7.1 Designation. Elected officers shall be a president, vice president - administration, vice president - education, vice president - programs, vice president - community service, and secretary/treasurer; who shall have such duties and functions as provided in these bylaws, and as the board of directors may from time to time determine.

§ 7.2 Qualifications. Elected officers must be members.

§ 7.3 Election. Nominations for officers shall be made in accordance with the procedure in Article V. Officers shall be elected at the annual meeting of the members and, shall be deemed also to have been elected directors.

§ 7.4 Executive Director. The board may appoint a director whose compensation shall be fixed by the board of directors.

§ 7.5 Removal of Officers. (a) Generally. Any officer may be removed for due cause by the president upon approval of a majority of the board of directors.

(b) President. The president may be removed for due cause by two-thirds vote of the entire board of directors.

(c) Appeal to Membership. Any officer removed by the board shall have the right of appeal and be heard at a regular or special meeting of the members, at which meeting he shall be given full opportunity to answer the charges made against him and may be reinstated by a majority vote of the members present at the meeting.

§ 7.6 Vacancies. Any vacancy in any office may be filled for the unexpired term by the president with the approval of the board of directors. Upon the vacancy of the presidency, the vice president - administration shall assume the position.

§ 7.7 Duties of Officers. The duties of the officers are:

(a) The President. The president shall be the chief executive officer and shall have general supervision over the affairs of the corporation subject, however, to the control of the board of directors. He shall preside at all meetings of members and at all meetings of the board of directors. He shall appoint the chairmen of all committees, except as otherwise provided in these bylaws, and he shall be ex-officio a member of all other committees.

(b) Vice President - Administration. The vice president - administration shall preside at all meetings in absence or inability of the president. The vice president - Administration shall render to the board of directors a true and complete report of the corporation's business strategies and an office and staff status.

At the conclusion of term in office, the vice president - administration shall deliver to its successor all books, files, correspondence, seals and any other property in its possession belonging to this corporation.

(c) Vice President – Community Service. The vice president of community service shall be responsible for the ongoing commitment of the league to community service. The purpose of the community service shall be to unite league members while providing a service to those in need in our local community.

Financial requirements for community service activities shall be coordinated by the vice president – community service with the budget committee. Budgets shall be approved by the board of directors and each chairman shall be responsible for adhering to the budget.

(d) Vice President - Education. The vice president - education shall be responsible for the content, organization and implementation of all educational programs for ELPN. The purpose of educational programs is to present information to the membership and the public that is not readily available through normal channels. Educational programs may consist of, but not be limited to, continuing education classes through colleges and universities, seminars, scholarships and other activities as authorized by the board.

Financial requirements for educational activities shall be coordinated by the vice president - education with the budget committee. Budgets shall be approved by the board of directors and each chairman shall be responsible for operation of the activity within the budget.

(e) Vice President - Programs. The vice president - programs shall be responsible for the content, organization and implementation of membership programs of ELPN. Activities may include: regular meetings, sporting events, banquets, parties and other activities as designated by the board. The purposes of promotional and social activities are to improve the business conditions of the electrical and energy industry and promote good relations with the public on behalf of the membership.

Financial requirements for programs shall be coordinated by the vice president - programs with the budget committee and/or Executive Director. Budgets shall be approved by the board of directors and each chairman shall be responsible for adhering to the budget.

(f) Secretary/Treasurer. This position may be filled by the executive director. The secretary/treasurer, in conjunction with the Executive Director, shall be responsible for attending and recording in permanent form the proceedings and attendance records of all major meetings. The secretary/treasurer shall also supervise collection of all monies due this corporation, see accurate account thereof, and the deposit said monies in the name of this corporation in such bank or banks as may be approved by the board of directors.

As directed by the board of directors the secretary/ treasurer shall render to the board of directors a true and complete report of the corporation's finances. These books and accounts shall at all times be open to inspection by any member of the corporation and to the auditors.

§ 7.8 Finance and Budget Committee. All elected officers shall constitute a finance committee, of which the treasurer shall be the chairman.

§ 7.9 Executive Director. The Executive Director shall perform duties as prescribed by the board of directors.

§ 7.10 Bond. Any officer or employee, if required by the board of directors, shall give bond for the faithful discharge of his duties in such sums and with such sureties as the board of directors shall require.

§ 7.11 Successor. Each officer shall be installed immediately after election at the annual meeting each year, and shall continue in office until his successor is elected, qualified, and installed. Upon expiration of his term, each officer shall deliver to his successor or to the Executive Director all books, monies, and other corporation property in his possession.

VIII. COMMITTEES

§ 8.1 Duties Generally. Committees shall plan and carry out their activities with a view toward developing their area of responsibility to achieve the maximum of results consistent with the objectives.

§ 8.2 Appointment. The president shall appoint committee chairmen not otherwise designated in these bylaws, and the members of the committees immediately following the annual meeting of members, and may fill any vacancies.

§ 8.3 Standing Committees.

- (a) Reporting to the President: Nominating Committee
- (b) Reporting to the President: Code and Standards Committee

As the need arises, the president is authorized to create additional committees, including working committees whose functions will be to implement specific programs, including operating and financing of these programs.

§ 8.4 Committee Participation. Each member of the ELPN including educator and honorary, is expected to accept membership and to participate in committee activities when so requested by the president.

IX. FINANCES

§ 9.1 Fiscal Year. The fiscal year shall begin on January 1 of each year and end on December 31. The fiscal year may be changed by the board of directors.

§ 9.2 Dues. Annual dues shall be as established each year by the directors. The dues shall be sufficient to pay the contemplated general expenses of administration. All special projects shall be financed by other means. Prior to the first meeting in September of each year, the Executive Director shall post to the league website a copy of the proposed dues schedule to become effective on the following January 1.

§ 9.3 Fees and Dues - Educator and Honorary Members. The fees and dues, if any, to be paid by educator and honorary members shall be as prescribed by the board.

§ 9.4 Dues Payment - General. Annual dues shall be payable in advance on or before January 1 of each year, but with respect to the year in which a person is admitted to membership the annual dues shall be pro-rated semiannually for the balance of the fiscal year during which such person shall be a member; and such dues shall be payable to the corporation upon admission to membership.

§ 9.5 Compensation. No officer or director, other than the executive director, shall receive compensation for services rendered to the corporation by such officer or director.

§ 9.6 Books and Records. The corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its members, board of directors and committees having any of the authority of the board of directors, and shall keep at its registered office in the state of Washington a record of the names and addresses of its members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

§ 9.7 Audits. The corporation's books of account shall be audited at least once each year. The auditors shall be named by the board of directors.

§ 9.8 Liability. The private property of the members, directors, officers and employees of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

§ 9.10 Indemnification. Any person made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that he is or was a director, officer or employee of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by

him in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director, or employee is liable for negligence or misconduct in the performance of his duties.

X. DISSOLUTION

If the corporation is dissolved, any remaining assets shall be distributed to an accredited university, as the board of directors may designate, to be used as the recipient institution may direct, for scholarships for worthy students in the fields of electrical or mechanical engineering.

XI. MISCELLANEOUS

§ 11.1 Copies of Bylaws and Roster. Each member on demand shall be entitled to be supplied with a copy of the current bylaws and all subsequent amendments, together with a roster of all members.

§ 11.2 Amendments.

(a) Initiating. The board of directors or a petition signed by ten active members may propose amendments to these bylaws.

(b) Notice. Notice of the content of the proposed amendment may be given either by reading the text of the proposed amendment at a regular meeting of the members with an announcement that it will be voted upon at a designated future meeting, or notice may be given in writing by mailing each member the text of the proposed amendment not less than ten days prior to the meeting of members at which it will be voted upon. The notice shall also give the time and place of voting.

(c) Voting. Approval of the proposed amendment shall be by a vote of the majority of members present at the designated meeting if a quorum is present. If no quorum is present, the voting may be postponed until the next regular meeting.

§ 11.3 Effective Date. These bylaws shall become effective as of January 21, 2013.