

# THE WASHINGTON COUNCIL FOR HIGH SCHOOL-COLLEGE RELATIONS

## A NONPROFIT ASSOCIATION

### The History of WCHSCR:

The Washington Council for High School-College Relations grew out of two groups which operated until 1957. The first was a two-state organization which concerned itself with high school-college relations in Washington and Oregon. The other was a Washington committee responsible for the development of the highly successful High School-College Conference program.

The two-state committee disbanded in 1957. At the same time, the Conference Committee found itself urgently in need of discussing many high school-college relations topics not directly concerned with the conference program. It, therefore, requested the cooperation of the Washington Association of Secondary School Principals and the various Washington college presidents to organize what was then called the Washington Committee on High School-College Relations. The first meeting of the committee was held in Yakima on October 17, 1957. On October 2, 1962, the group was renamed the Washington Council on High School-College Relations.

Its current name was adopted on January 8, 1993, and the Council became a nonprofit organization. The Council's impact on the cooperative relationships that support Washington students' transitions into Washington post-secondary institutions has steadily grown, and it is widely considered to be one of the most effective organizations of its kind in the United States.

### Mission:

The Washington Council for High School-College Relations operates for educational purposes and is organized to assist all Washington State students to access and engage in post-secondary opportunities at its member institutions.

### Bylaws Table of Contents

ARTICLE I: OFFICES .....	2
ARTICLE II: MEMBERS.....	2
ARTICLE III: MEMBERS' MEETINGS.....	3
ARTICLE IV: BOARD OF DIRECTORS.....	3
ARTICLE V: OFFICERS ANDEXECUTIVE BOARD.....	6
ARTICLE VI: MISCELLANEOUS .....	8
ARTICLE VII: FISCAL YEAR .....	9
ARTICLE VIII: WAIVER OF NOTICE .....	9
ARTICLE IX: INDEMNIFICATION .....	9
ARTICLE X: AMENDMENTS.....	9
CERTIFICATE OF ADOPTION .....	9

# BYLAWS

## 1 ARTICLE I: OFFICES

- 1.1 The principal office of the Washington Council for High School-College Relations, a nonprofit corporation (the "Association"), shall be located in the state of Washington at such place as may be fixed by the Board of Directors upon filing of such notices as may be required by law.

## 2 ARTICLE II: MEMBERS

- 2.1 Categories of General Members. The Association shall have the following categories of members.

- 2.1.1 Each non-profit higher education institution with a physical campus in the state of Washington that has been accredited by the Northwest Commission of Colleges and Universities shall be eligible for membership. Each member institution will be eligible for participation in events sponsored by the Association as space allows. Where demand exceeds space, refer to the working policy of the event or commission.

- 2.1.2 All OSPI recognized high schools in the state of Washington with grade nine (9) or above shall be eligible for membership.

- 2.1.3 Each of the following associations and organizations in the state of Washington will be voting members with one vote for each association/organization:

- a) Washington School Counselor Association (WSCA),
- b) Washington Financial Aid Association (WFAA),
- c) Association of Washington School Principals (AWSP),
- d) Washington Student Achievement Council (WSAC),
- e) Office of the Superintendent of Public Instruction (OSPI),
- f) State Board for Community and Technical Colleges (SBCTC),
- g) State Board of Education (SBE),
- h) Council of Presidents Office (COP), and
- i) Independent Colleges of Washington (ICW)

Other associations and organizations may be considered for voting membership by a majority vote of the full Board of Directors.

- 2.1.4 Honorary members may be appointed for a term of up to one year by the Board, may be reappointed at the Board's discretion, and shall not be voting members or represent any category of membership at events sponsored by the Association.

- 2.2 Dues. Membership in the Association is conditional upon the payment of the member's annual dues. Members shall pay annual dues no later than the published due date for the current year. Membership dues are based on the following categories and will be determined annually by a majority vote of the full Board of Directors at the summer meeting.

- 2.2.1 Higher Education – Baccalaureate Level. This category represents institutions of higher education primarily offering Baccalaureate degrees or higher.
- 2.2.2 Higher Education – Associate Level. This category represents institutions of higher education primarily offering Associate degrees.
- 2.2.3 OSPI Recognized High Schools – (no fee for membership)
- 2.2.4 Washington State Associations and Organizations
- 2.2.5 Honorary Members – (no fee for membership)

### **3 ARTICLE III: BOARD OF DIRECTORS**

#### **3.1 Elections, Number, Tenure and Qualifications.**

- 3.1.1 Qualifications and number of members of the Board of Directors. The members of the Board of Directors shall be qualified representatives of the Association member institutions, organizations or associations. The Board shall consist of both elected and appointed members. The elected members shall number twenty-one (21) and shall consist of:
  - a) Nine (9) representatives from baccalaureate degree granting institutions defined in Section 2.1.1. When filling vacancies the Board will consider representation and balance between public and independent institutions, primary campuses and branch/extension campuses, and geographic representation.
  - b) Six (6) representatives from associate degree granting institutions defined in Section 2.1.1. When filling vacancies the Board will consider representation and balance between community colleges and technical colleges and geographic representation.
  - c) Six (6) representatives from OSPI recognized high schools. When filling vacancies the Board will consider representation and balance between public and private schools, school size/enrollment, and geographic representation.

All elected members of the Board of Directors shall serve in one of the following capacities: as a member of the Executive Board, as a chair of a standing commission, or as a member of one of the standing commissions. Appointed members of the Board shall be representatives of the categories of members defined in Section 2.1.3 (Washington State Associations and Organizations).

- 3.1.2 Terms of Office. Elected members of the Board shall serve for three-year terms and may be re-elected to successive terms. The term of any director who becomes disqualified to be a director shall automatically terminate.
- 3.1.3 Nominations and Election of Board Members. The Past President shall appoint up to five elected members to serve on a nomination committee and shall chair the nomination committee. The nominating committee shall nominate potential board members in each classification for which there is an elected board vacancy. These nominees shall be presented to the Board of Directors and to the Members of the Association at least 10 days prior to an election vote by the Board of Directors. Nominees will be elected to the Board by the affirmative vote of two-thirds (2/3) of the full Board of Directors.

- 3.2 Initial Election. The directors shall be elected to staggered 3-year terms. The Board may set shorter or longer terms for any director it appoints pursuant to Section 3.1 above.

- 3.3 Vacancies. Any mid-term vacancy occurring on the Board may be filled by the affirmative vote of two-thirds (2/3) of the remaining directors, **except section 2.1.3.** A director elected to fill a vacancy on the Board shall be elected for the unexpired term of his or her predecessor in office and shall be selected from the membership category of his or her predecessor.
- 3.4 Quorum. At least 51% of the voting Board of Directors, represented in person or by proxy, will constitute a quorum for the transaction of business at a meeting of the members.
- 3.5 Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the decision of the Board.
- 3.6 Compensation. Directors may receive special compensation for their services and may be reimbursed for expenditures incurred in connection with their official duties, as the Board may determine by resolution.
- 3.7 Removal. At any meeting of directors, one or more members of the Board may be removed, with or without cause, by a vote of a majority of the full Board of Directors then entitled to vote.
- 3.8 Standing and Other Commissions. The Board of Directors may appoint from its own number and/or from the members, standing or temporary commissions consisting each of no fewer than two (2) commission members representing various constituencies of the Association. Such commissions may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors. No such commission shall have the authority of the Board of Directors to amend, alter or repeal all or any part of these Bylaws, or to elect, appoint or remove any member of such commission or any director or officer of the Association. All commissions so appointed shall keep complete records of their respective income and expenditures together with regular reports to the Board of Directors of the transactions of their activities and shall cause such records to be recorded in books kept for such purpose in the principal office of the Association. Each commission may submit an annual budget request to the Board of Directors prior to its annual meeting. The designation of any such commission and the delegation of authority thereto shall not relieve the Board of Directors, or any member thereof, of any responsibility imposed by law. The standing commissions, which may be reduced or expanded and whose duties the Board of Directors may redefine, shall consist of the following:
- 3.8.1 Commission on School/College Tours and Fairs. Develop, maintain and schedule high school conferences and community college tours and fairs.
- a) College Planning Day: The commission will develop, maintain, and schedule appropriate tours. The purpose of the tours will be to promote higher education opportunities offered by members of the Association.
  - b) Community and Technical College Transfer Student Fairs: The commission for the community college transfer fair will develop, maintain, and schedule the fairs.
  - c) 8th Grade College Exploration Days: The commission will develop, maintain, and schedule appropriate content, speakers, and sites and will manage a budget. The purpose of the event is to provide opportunities for 8th grade students to explore higher education opportunities and financial literacy.

- 3.8.2 Commission on Publications and Communications. The commission will publish the Council promotional information brochure, the Higher Education Book, and other publications approved by the Board of Directors. It will also establish policies and procedures for editing, printing, distributing, and promoting the publications of the Association.
- 3.8.3 Commission on High School Counselor Workshops. The commission will promote the smooth transition of students from secondary to post-secondary educational institutions and coordinate high school counselor workshops.
- 3.8.4 Commission on College Transfer Advisors Workshops. The commission will promote the smooth transition of transfer students from associate degree awarding colleges to baccalaureate degree awarding universities and coordinate college transfer advisors' workshops.
- 3.8.5 Commission on Inter-College Relations (ICRC). The commission will promote the smooth transition of students between post-secondary educational institutions. This commission shall consist of one representative of each post-secondary educational institution, who shall be appointed by the president of each such institution; one representative of the State Board for Community and Technical Colleges; one representative of the Washington Student Achievement Council; two representatives of the secondary schools, who shall be appointed by the president of the Washington Association of Secondary Principals; one representative of the Council of Presidents Office; and, one representative from the Office of the Superintendent of Public Instruction.
- 3.8.6 Commission on Diversity and Equity. The commission encourages outreach, access and equity for all students. It will assist and advise the Association and general membership on statewide issues and the needs of underrepresented and traditionally underserved students (to include but not be limited to ethnicity, sexual orientation and gender identity, economic disadvantage, disabilities, and first-generation college students). The commission will work to promote, reinforce, and encourage the efforts of the aforementioned student groups in order to maximize their participation in post-secondary education. Members will assist other commissions in the preparation of resource publications and the development, facilitation, and/or implementation of workshops and other programs they deem relevant and appropriate.
- 3.8.7 Commission on General Membership. The commission will identify, recruit and orient general membership. As part of the recruitment process, the commission will identify benefits and services to prospective members. It will also work closely with the executive secretary and the treasurer to develop standard and efficient procedures for collecting membership dues.
- 3.8.8 Commission on Dual Credit Options. This commission will promote the smooth transition of high school students who access various dual credit enrollment programs where high school students are eligible to earn higher education credit. This commission will work with other commissions to assure that program information is included at Council workshops, events, and in publications.

## **4 ARTICLE IV: OFFICERS AND EXECUTIVE BOARD**

- 4.1 Executive Board. The officers of the Board of Directors of the Association shall be a President, a Past President, a President Elect, a Executive Secretary, a Technology Officer, and a Treasurer, each of whom shall be nominated and elected by the Board. If deemed necessary by the Board, the same person may hold more than one office.

- 4.2 Elections. The officers of the Association shall be elected by the Board at the summer meeting. If the election of officers is not held at the summer meeting; such election shall be held as soon thereafter as a board meeting conveniently may be held. Each officer shall hold office for the duration of term and until his or her successor has been elected or until his or her earlier resignation or removal.
- 4.3 Removal. The Board, by majority vote of the full Board of Directors, with or without cause, may remove any officer elected or appointed by the Board whenever it is in the best interest of the Association.
- 4.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the remaining portion of the term.
- 4.5 President. The President shall be the chief executive officer of the Association and, subject to the Board's control, shall supervise and control all of the business and affairs of the Association. He or she, as a delegate, shall preside over all Board and Executive Board meetings. In the event of the disability, termination or resignation of the President, the President Elect shall assume all of the powers of the President enumerated herein until the Board has elected the President's successor. The term of office shall be two (2) years.
- 4.6 Past President. The Past President will chair the nominations committee as described in Section 4.1, facilitate training sessions of new members, and perform other duties as may be assigned by the President. The term of office shall be two (2) years.
- 4.7 President Elect. In the absence of the President or in the event of his or her death or inability or refusal to act, the President Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President Elect shall maintain regular contact with the commission chairs and perform such other duties as may be assigned to him or her by the President. The term of office shall be two (2) years.
- 4.8 Technology Officer. The Technology Officer shall coordinate web and technology related functions. He or she shall work with commission chairs to support and recommend technology and web innovations. In addition, this position will support electronic communications and a website consistent with the mission of the Board. The term of office shall be three (3) years, subject to re-election.
- 4.9 Treasurer. The Treasurer shall serve as chief financial officer to the Association. He or she shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; liaison with executive board authorized accounting entity to file tax forms; and, in general, perform all of the duties of the office of Treasurer and such other duties as may be assigned to him or her by the President. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer will maintain a close working relationship with the Executive Secretary. Term of office shall be three (3) years, subject to re-election.

- 4.10 Executive Secretary. The Executive Secretary will conduct business of the Washington Council on behalf of the Executive and Board of Directors and its members. Duties include but are not limited to: publicize membership opportunities, sponsored activities, and publications; invoice payments, orders, and fees; process and deposit checks; distribute information and publications; respond to inquiries; maintain website, databases and mailing lists for Board of Directors, members, and accounts payable offices; organize Board meetings (hotel, food, materials, and recognitions). The secretary duly issues notices of Association business in accordance with the provisions of these Bylaws or as required by law; is custodian of the Association records; keeps a record of current contact information for each board member; and, in general, performs all duties as may be assigned to him or her by the President and must work closely with the Treasurer. The Executive Secretary shall be a paid position.

## 5 ARTICLE V: MEMBERS' MEETINGS

- 5.1 Meeting Place. The Board of Directors shall determine all meetings of members of the Association and the place of the meeting shall be stated in the notice of the meeting.
- 5.2 Regular Meetings. Regular meetings of the Board shall be held on such dates as the Board may determine to be advisable for purposes of transacting such business as may come before the Board. Regular meetings shall be conducted no fewer than two (2) times per year at a time and place within the state of Washington as determined by the Board.
- 5.3 Annual Meeting. One meeting of the general membership shall be held annually upon the direction of the Board of Directors; this meeting shall be held immediately after the Board of Director's summer meeting.
- 5.4 Order of Business at Meetings. All meetings of the Association will be governed by Robert's Rules of Order Revised.
- 5.5 Special Meetings. The President or the Board of Directors may call special meetings of the members for any purpose.
- 5.6 Notice of Meeting. Notice of annual and regular meetings will be posted on the Association website at least ten (10) days, and not more than fifty (50) days, prior to any annual or special member meeting and shall include the time, place, and purpose of such meeting, unless all members are present in person or by proxy and consent to the meeting without notice.
- 5.7 Quorum. At least 51% of the voting Board of Directors, represented in person or by proxy, will constitute a quorum for the transaction of business at a meeting of the members.
- 5.8 Voting and Proxies. At all meetings of members, a member may vote in person or by proxy before or at the time of the meeting.
- 5.9 Meetings. The Board shall meet no fewer than two (2) times each year at a time and place within the state of Washington as determined by the Board.
- 5.9.1 Executive Board Meetings. The President and any three (3) directors of the Executive Board may call special meetings of the Executive Board at any time.
- 5.9.2 Alternative Format Meetings. Directors of the Board may participate in a meeting of the Board by alternative formats, provided that all persons participating in the meeting can hear and communicate with each other at the same time. Subject to the notice requirements of Section 5.9.3 below, such a

meeting shall be considered a duly held meeting of the Board and participation by such means shall constitute presence in person at the meeting.

5.9.3 Notice. Written notice of each special board meeting shall be delivered in writing, emailed, faxed or mailed to each director at his or her business address at least ten (10) days before the meeting.

5.9.4 Meeting Minutes. The Executive Board shall appoint from its own number or from the Board a volunteer to take meeting minutes at the regular and annual meetings. Subsequent to these meetings, the Executive Board will distribute the meeting minutes to the larger Board for review and approval and, once approved and finalized, will post them to the Association website.

## 6 ARTICLE VI: MISCELLANEOUS

6.1 Contracts. The Board may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

6.2 Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.3 Loans to Officers and Directors. No loans shall be made by the Association to its officers and directors.

6.4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers of the Association or designated representative of the board and in such manner as determined by resolution of the Board.

6.5 Deposits. All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

6.6 Budget. A statement of proposed receipts, operating income and expenditures for the following year may be prepared by the Treasurer and submitted to the Board at least annually. When approved by the Board, such budget shall be the authorization for expenditures and operating expenses of the Association, subject to subsequent changes made and authorized by the Board.

6.7 Exempt Activities. Notwithstanding any other provisions of these Bylaws, no director, officer, employee or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code under this regulation as it now exists or may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulation as they now exist or may hereafter be amended.

6.8 Prohibition Against Sharing Association's Earnings. No officer or director of the Association and no other private individual shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association or the winding up of its affairs; provided, this shall not prevent the payment to any person of such reasonable compensation for services rendered to or for the Association and affecting any of its purposes as shall be fixed by the Board. Upon such dissolution, and after paying or making adequate provisions for the payment of all of the liabilities of the Association, all the remaining assets of

the Association shall be distributed by the Board, in its sole discretion, to an organization which then qualifies for exemption under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or they may hereafter be amended, and which will advance the purposes set forth in the mission statement. In the event no suitable organization can be identified or agreed upon, such distribution shall be made to the State of Washington, Department of Social and Health Services or its successor organization.

- 6.9 Dissolution. In the event of dissolution, any assets from the Washington Council for High School – College Relations will be dissolved according to Washington State dissolution procedures.

## **7 ARTICLE VII: FISCAL YEAR**

- 7.1 The fiscal year of the Association shall end on June 30 of each year. The Board may elect to use calendar year reporting.

## **8 ARTICLE VIII: WAIVER OF NOTICE**

- 8.1 Whenever any notice is required to be given to any director of the Association under the provisions of these Bylaws or under the provisions of the Washington Nonprofit Corporation Act (RCW24.03) 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.

## **9 ARTICLE IX: INDEMNIFICATION**

- 9.1 To the full extent permitted by the Washington Nonprofit Association Act, the Association shall indemnify any person, who was or is a party or is threatened to be made a party to any civil, criminal, administrative, or investigative action, suit or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that he or she is or was a director or officer of the Association, or is or was serving at the request of the Association as director or officer of another corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding; and the Board may, at any time, approve indemnification of any other person which the Association has the power to indemnify under the Washington Nonprofit Association Act. The indemnification provided by this Section 9.1 shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

## **10 ARTICLE X: AMENDMENTS**

- 10.1 The Board of Directors of the Association shall have the authority to adopt, amend and repeal the Bylaws of the Association. The Bylaws may contain any provision for the regulation and management of the affairs of the Association, which is not inconsistent with these Articles of Incorporation, or the laws of the State of Washington.

## **11 CERTIFICATE OF ADOPTION**

THE UNDERSIGNED, being the Executive Secretary of The Washington Council for High School-College Relations, hereby certifies that the foregoing are the Bylaws adopted by resolution of the Board of Directors of the Association as of February 2019.