

**BY-LAWS  
OF  
Northwest Scientific Association, Inc.**

**ARTICLE I  
NAME**

The name of the Corporation shall be the Northwest Scientific Association, Inc.

**ARTICLE II  
PURPOSE**

The association, a scientific society, is a non-profit organization whose object shall be to fund, promote, cultivate, sponsor, and develop the appreciation of scientific research in the northwestern United States.

**ARTICLE III  
MEMBERSHIP**

Any person or organization who has paid membership dues to the society within the past year is admitted to membership in the association. Any individual member may attend the annual meeting and may vote for Directors standing for election or other business requiring vote. Membership in this association shall consist of the following categories:

- **Member:** Any individual interested in the purpose of the Association may become an individual member upon payment of annual dues. Members have all privileges including voting, holding office, and receiving *Northwest Science*.
- **Student Member:** Any high school or college student may become a member of the Association upon the payment of annual student membership dues. Student members shall receive *Northwest Science* and will have all privileges of membership.
- **Institutional Member:** Available to all universities, colleges, community colleges, and similar educational institutions upon payment of annual institutional membership dues. Institutional membership carries no voting nor office-holding privileges, but institutions shall receive *Northwest Science*.
- **Sustaining Members:** Individual and Organizational Sustaining Membership is available to any individual or organization upon payment of individual or organizational sustaining membership annual dues, respectively. Individual sustaining members have all privileges of members, including voting, office holding and receiving *Northwest Science*. Organizational Sustaining membership carries no voting nor office-holding privileges, but organizations shall receive *Northwest Science*.
- **Honorary Life Member:** Honorary life membership, granted by the Awards Committee, carries all privileges of membership.

**ARTICLE IV  
BOARD OF DIRECTORS**

**Section 1. Purpose, Powers, and Duties.** The Board of Directors has the general power to control and manage the affairs, funds, and property of the Corporation in accordance with; the fundamental and basic purposes of the Corporation, as expressed in the Articles of Incorporation, dated May 7, 1928.

The Board of Directors may appoint an Executive Director who shall be responsible to the Board for the management of the Corporation. The Board of Directors may further delegate authority to committees or to individual Board Members as it deems necessary for the carrying out of the purposes and business of the Corporation.

**Section 2. Number.** The number of elected Directors shall be not less than eleven (9), or more than twenty-one (21) members of the Association.

**Section 3. Election, Term of Office.** Directors shall normally be elected at the annual meeting of the Corporation by a majority vote of the assembled membership. Candidates for board membership shall be nominated for office by a nominating committee. Directors shall be elected to office for a term of three years, or until their successors are duly elected and qualified, except in the case of their earlier death, resignation, or removal from office. A Director may be elected to two consecutive three-year terms. A

Director may be re-elected to the Board after a lapse of one year following completion of two consecutive full three-year terms in office. The elected Directors shall be divided into three classes of approximately equal size to provide for the election of approximately one-third of the elected Directors at each annual meeting.

**Section 4. Ex Officio Directors, with vote.** The officers of the association, the editor of Northwest Science, the Program Chairman, the immediate past President or the President Elect, plus a rep representative of the publishing house of its journal, *Northwest Science* shall serve ex-officio, with all voting rights.

**Section 4. Ex Officio Directors, without vote.** The Board may also include the President or his/her designee of any auxiliary or adjunct association or group as deemed appropriate by the Directors. Such ex officio Directors will not be voting member of the Board of Directors. Ex officio Directors without vote shall not be counted in determining the presence of a quorum. The Board also may appoint Honorary Directors and/or Directors Emeriti. The terms of such appointments shall be determined by a majority vote of the Directors then serving.

**Section 5. Resignation or Removal of Directors.** Any Director may resign by giving written notice of his or her resignation to the Board or to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office, with or without cause, by a 2/3 majority vote of all Directors then serving in office.

**Section 6. Vacancies.** Vacancies in the Board, however arising, shall be filled by a majority vote of all Directors then serving in office at any regular meeting of the Board, at a special meeting of the Board called for that purpose, or by appointment by the President of the Board to fill an unexpired term. The person so elected or appointed shall hold office until the next regular meeting of the association, election at which time a member shall be elected to fill the remainder of the unexpired term.

## **ARTICLE V MEETINGS**

**Section 1. Annual Meeting.** The annual meeting of the Corporation shall normally be held during the annual scientific meeting each year, or on such other date as may be fixed by the Board of Directors.

**Section 2. Regular Meetings, Board.** The frequency and dates of regular meetings of the Board of Directors shall be fixed by the Board of Directors, normally at its annual meeting.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called by the President or Vice President of the Board or shall be called by the Secretary at the request in writing of a majority of the voting Directors then serving in office, or by 10 percent of the current members in good standing of the Association.

**Section 4. Action Without a Meeting.** Action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be agreed to by a simple majority of the voting Directors then serving in office.

**Section 5. Telephone Meetings.** Members of the Board or of any committee may participate in a Board meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

**Section 6. Notice of Meetings.** Written notice of the time and place of a special meeting of the association shall be sent to each individual member of the association to the last known place of business or residence at least fourteen days, but not more than thirty days prior to the date of such meetings. Notice of regular and special Board meetings shall be sent to each individual Board member to the last known place of business or residence of each individual not less than seven days prior to the date of such meeting or by telephone, or other electronic communications system, not less than five days prior to the date of such meeting. All special Board meeting notices will be accompanied by an agenda.

**Section 7. Waiver of Notice.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at such time and place within the states of California, Idaho, Oregon, Montana, Utah, and Washington as the Board of Directors shall designate, and any action may be taken thereat, if notice thereof is waived in writing by every Director having the right to vote at the meeting.

**Section 8. Quorum.** Unless provided for differently elsewhere in these By-Laws, a majority of the Directors then serving in office shall constitute a quorum for all meetings of the Association. In the absence of a quorum, a majority of the Directors present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. A meeting at which a quorum is initially present may continue to transact

business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

**Section 9. Voting.** At any meeting of the Directors, every voting Director present in person at such meeting shall be entitled to one vote and, except as otherwise provided by law or by these By-Laws, the act of a majority of the Directors present in person at any meeting at which a quorum is present shall be the act of the Directors.

## **ARTICLE VI OFFICERS**

**Section 1. Principal Officers.** The principal officers of the Corporation shall be a President, a Vice President (either the immediate past president or the president elect), a Treasurer, and a Secretary. All officers shall be elected to office from among the Directors then serving at the time of the election. The Board of Directors at any meeting may by resolution elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.

**Section 2. Election and Term of Office.** The officers of the Corporation shall normally be elected at the first meeting of a newly constituted Board at which a quorum is present, by a vote of the majority of the Directors present in person at the meeting. The Nominating Committee shall prepare a list of nominations for officer positions, and such list shall be mailed to each Director then serving, along with the notice of said meeting. An officer shall be elected to serve a two-year term and shall hold office until the next annual meeting of the Board following election or until his or her successor shall have been elected, if later, except in the case of death, resignation, or removal as provided for in these By-Laws. No Director may serve in one office for more than two consecutive two-year terms, except for the Secretary and Treasurer which shall have unlimited term limits, unless removed or resigned per Article 4, Section 5, above.

**Section 3. Removal of Officers.** Any officer may be removed, with or without cause, at any time at any Board meeting at which a quorum is present by a 2/3 vote of the number of Directors then present.

**Section 4. Vacancies.** Vacancies among the officers, however arising, shall be filled by a majority vote of Directors present at any regular or special meeting of the Board at which a quorum is present. President has authority to appoint interim officers to serve until the meeting is held at which vacancies are to be filled by majority vote.

**Section 5. President.** The President shall preside at all meetings of the Board and an Executive Committee, if constituted, and perform all acts incident to the office of President, and shall have such additional powers and duties as may from time to time be assigned to him or her by the Board. Unless otherwise provided for in these By-Laws, the President shall appoint the chairs of each standing committee and may elect to be an ex officio voting member of each Board committee. The President shall sign all contracts and other instruments of writing which shall have been first approved by the Board of Directors.

**Section 6. Vice President.** In the absence, or inability to act, of the Present, the Vice President shall exercise the powers and perform the duties of President. The Vice President shall also generally assist the P resident and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board of Directors.

**Section 7. Treasurer.** The Treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the Corporation, including filing the appropriate state and federal tax forms required of a 501 (c) (3) corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designed from time to time by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of the Corporation based upon proper vouchers for such disbursement. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board. The treasurer may empower an Executive Director, if designated, to sign checks with a single signature for expenditures of less than \$200.00.

**Section 8. Secretary.** The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board and of any meetings of an Executive Committee, and shall see that the minutes of meetings of the Board and of a Executive Committee are distributed promptly to all members of the Board of Directors. He or she shall see that all notices are duly given in accordance with these By-Laws and as required by law. He or she shall be custodian of the seal of the Corporation and shall affix and attest the seal to any and all documents the execution of which on behalf of the Corporation under its seal shall have been specially or generally authorized by the Board of Directors. He or she shall have charge of the books, records, and papers of the Corporation relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform

all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

**Section 9. Bonding.** Any officer or employee of the corporation shall, if required by the Board of Directors, give such security for the faithful performance of his or her duties as the Board of Directors may require. The cost of bonding shall be paid by the Corporation should it be required.

## **ARTICLE VII COMMITTEES**

**Section 1.** The Board of Directors may by resolution at any meeting of the Board designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an Advisory Council and/or honorary groups. The terms of appointment and expectations of service of any advisory or honorary group shall be determined by the Board of Directors.

**Section 2. Membership.** Normally, the President of the Board of Directors shall appoint the chair of each Board committee. Normally, the Chair of each committee shall appoint the other committee members in consultation with the President of the Board. Each committee normally shall consist of at least three members, at least one of whom shall be a voting member of the Board of Directors. Unless otherwise provided for in these By-Laws, any committee designated by the Board of Directors may include as full voting members of such committees such persons, whether or not Directors or Officers of the Corporation, as the Board of Directors shall determine. Each such committee shall have power to the extent delegated to it by the Board of Directors and in accordance with federal nonprofit law. Each committee shall keep minutes of proceedings and report to the Board of Directors.

**Section 3. Executive Committee.** The Executive Committee shall include in its membership the current officers of the Corporation, the President of the Board shall serve as Chair. The Executive Committee may, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Corporation, except as otherwise provided by law, these By-Laws, or by resolution of the Board. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum and the act of a majority of the members of the Executive Committee present at a meeting of the Committee at which a quorum is present shall be the act of the Committee. The Executive Committee shall keep full and fair records and accounts of its actions which shall be presented at the next meeting of the Board of Directors for ratification by majority vote. Minutes of the Executive Committee shall be distributed to all members of the Board of Directors.

**Section 4. Committee Meetings.** Unless otherwise provided for in these By-Laws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which a quorum is present, constitutes an action of the Committee.

**Section 5. Standing Committees.** Standing committees of the Association shall include, but not be limited to, the following:

- **Nominating Committee.** Consisting of three (3) members, at least one of which is a member of the Board of Directors and appointed by the President, to act as the nominating committee for officers and trustees of the Association, the names of which are to be presented at the annual business meeting for majority vote.
- **Student Grants Committee.** This Committee shall consist of three (3) members, at least one of which is a member of the Board of Directors and appointed by the President. This committee shall consider requests for grants from the Student Research Fund and recommend candidates for grants to the Board of Directors.
- **Awards and Honors Committee.** This committee shall consist of three (3) members, at least one of which is a member of the Board of Directors and appointed by the President. This Committee may recommend candidates for special honors and awards to the Board of Directors.
- **Program Committee.** This committee shall consist of a minimum of two (2) members, at least one of which is a member of the Board of Directors and appointed by the President, whose primary purpose is to assist the individual responsible for organizing the annual association meeting.

## **ARTICLE VIII INDEMNIFICATION**

Every person who is or shall be a Director or Officer of the Corporation and his or her personal representatives will be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Corporation or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as Director or Officer. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorneys' fees, damages,

and reasonable amounts paid in settlement. The Board will secure and maintain Directors, Officers, and Trustees Liability Insurance.

## **ARTICLE IX MISCELLANEOUS**

**Section 1. Personal Liability.** No Director shall be held personally liable for any debts of the Corporation.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall be January 1 to December 31.

**Section 3. Contracts, Checks, Bank Accounts, Etc.** The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine who, if anyone, in addition to the President and the Treasurer, shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

**Section 4. Corporate Seal.** The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, and the year of incorporation.

**Section 5. Loans.** This corporation shall not make any loan of money or property to or guarantee the obligation of any Director, Officer, or Employee. Provided, however, that this corporation may advance money to a Director, Officer or Employee of this corporation or any subsidiary for expenses reasonable anticipated to be incurred in the performance of duties of such Director, Officer, or Employee so long as such individual would be entitled to be reimbursed for such expenses that advance.

## **ARTICLE X AMENDMENTS**

These By-Laws may be altered, amended, or repealed in whole or in part at any duly organized meeting of the Association, by a two-thirds majority vote of the voting members. Any proposal to amend these By-Laws shall be included with the notice of the meeting at which the amendment is proposed.

## **ARTICLE XI DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the association consistent with the purposes of the Corporation to such organization or organizations as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine to be consistent with the support of scientific excellence within the northwestern United States. At the date of development of these bylaws, the Board designates the \_\_\_\_\_ as the recipient with the instruction that the transferred corpus should be used to support scientific research of students through the development of a permanent endowment trust fund.