

Bylaws of Washington Science Olympiad

These bylaws of Washington Science Olympiad were adopted by resolution of the Board of Directors of the Corporation as of August, 1997. This edition includes amendments and revisions adopted up to and including June 2009.

Article I – Name, Affiliation and Purpose

Section 1. Name: The name of this corporation shall be Washington Science Olympiad (hereafter referred to as WSO).

Section 2. Affiliation: WSO is an affiliate of Science Olympiad (hereafter referred to as SO), a national non-profit organization.

Section 3. Purposes:

3.0 In order to advance and develop science education, the primary purposes of WSO are to:

3.1 Increase K-12 student interest and success in the sciences;

3.2 Improve community perception of science and recognize talented students and dedicated teachers in science education through teamwork and competition;

3.3 Conduct events so as to improve the quality of science education;

3.4 Organize regional and state WSO tournaments and provide encouragement and information to potential participants;

3.5 Encourage and develop relationships between science educators, science students and science-related industry;

3.6 Represent and cooperate with national Science Olympiad;

3.7 Provide financial support through fundraising efforts for the foregoing purposes;

3.8 Coordinate with state and local agencies and organizations to promote and build support for WSO.

Article II – Membership

Section 1. Classes and election of members. WSO shall have three classes of members. The designation of each class and the qualifications of the members of each class follow:

1.1 Regular members: Regular members shall consist of teams from all schools and academic institutions in the state of Washington that submit a registration fee to WSO for that membership year. Regular membership entitles each registered team to receive a SO rules manual, WSO publications, and enter WSO competitions. There shall be three divisions of regular members:

A. Elementary School

- B. Junior High/Middle School
- C. High School

1.2 Associate members: Associate members shall consist of other individuals or organizations that pay the associate membership fee of Science Olympiad and who desire to be members of the WSO. Completion of a membership form for WSO for the membership year will be interpreted as express intent to be a member of WSO. Associate membership entitles individuals or organizations to receive WSO publications.

1.3 Honorary members: Honorary membership may be bestowed upon a donor to WSO upon the discretion of the Board of Directors. Honorary members will be entitled to one vote per individual or organization making the donation and be entitled to receive WSO publications.

Section 2. Membership Year. The membership year shall begin July 1 and end June 30.

Section 3. Membership Fees. All membership amounts will be set by the WSO Board of Directors.

Section 4. Voting. All members shall have voting rights at the Annual Meeting. These voting rights shall pertain to election of the Board of Directors and any proposed change to the bylaws and any other business as presented by the Board of Directors to the membership for a vote. Each membership fee entitles a member to one vote, which is not transferable. Voting shall be conducted by mail.

4.1 Voting Procedures: Ballots will be mailed out 25 days prior to the Annual Meeting and must be postmarked no later than 10 days prior to the scheduled meeting. Ballots may also be presented in person at the meeting. Votes are to be opened and counted at the meeting.

4.2 Voting Clarifications:

1. A simple majority of the number of votes cast is required for the election of board members.
2. Ties: To settle ties, a vote is to be held on the individuals that tied by the members present at the meeting. A second tie is to be broken by a vote of the board members present.
3. Per SO policy each team must list a separate coach for membership – one vote per coach.
4. Coaches who are also Board members may only cast one vote.

Section 5. Termination and Resignation. Any member may resign membership by submitting a letter of resignation to WSO. Gross violation of WSO rules may result in a membership being terminated by action of the WSO Board of Directors in accordance with the procedures set forth by the Board of Directors. Membership fees are non-refundable.

Section 6. Membership Transfer. Membership in WSO is not transferable or assignable. No member certificates in WSO are required.

Article III – Board of Directors

Section 1. General Powers. The affairs of WSO shall be managed by or under the direction of its Board of Directors. Each board member shall have one vote at all meetings including the Annual Meeting when electing the following year's Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of board members shall be ten, with the State Director (an employee of the board) being a non-voting member. Nine board members will comprise the voting board. With the exception of the initial election, half of the positions (four or five members, plus any vacated positions) shall be elected at the Annual Meeting – these are two-year staggered terms that ensure continuity of board membership, The goal of this organization is to form a Board of Directors that represent as many geographical areas of the state as possible. It is also our goal to provide diverse representation of the Board of Directors including science team coaches in each division, regional tournament directors, state tournament directors, business community, parents, and other interested adults.

2.1 Initial Election. The original directors shall be elected to staggered terms as follows: One half of the directors will be elected for a term ending one year after the first annual meeting of the Board; one half of the directors will be elected for a term ending two years after the first annual meeting of the Board. Thereafter, directors shall be elected on two-year terms.

Section 3. Nominations for Board of Positions. Nominations from the membership shall be made to the Board of Directors. Nominations must be in writing and received at the WSO address of record no less than 60 days prior to the Annual Meeting. The Secretary or designee shall prepare the slate of nominees and mail to membership in advance of the Annual Meeting.

Section 4. Annual Meeting. The Annual Meeting of the Board of Directors and membership shall be held at a time and place during the summer months to be determined by the Board of Directors. Notice of the Annual Meeting will be sent to membership within two (2) weeks after the state tournament by the Secretary or designee. The Annual Meeting agenda will be as follows:

- Call meeting to order, Introductions
- Secretary's report on the proof of notice of annual meeting
- Chairperson of the Board's Annual Report
- Vote on the slate of Board of Directors
- Other Business
- Adjournment
- Executive session to elect officers of the Board

Section 5. Regular Meetings. Regular meetings of the Board of Directors may be called by or at the request of the Chairperson or any two board members. Members of the Board may participate in a Board meeting by means of a conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other at the same time. 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.

Section 6. Notice. Notice of any regular meetings of the Board of Directors shall be given at least five (5) days previous thereto by written notice to each board member at his or her address as shown by the records of the corporation.

Section 7. Quorum. Five Board members shall constitute a quorum. For the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the board members are present at said meeting, a majority of the board members present may adjourn the meeting to another time without further notice.

Section 8. Manner of Acting. The act of a majority of the board members (5) at which quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws or the articles of incorporation. No board members may act by proxy on another matter.

Section 9. Resignation and Removal of Board Members. A board member may resign at any time upon written notice to the Board of Directors. A board member may be removed with or without cause as specified by statute. Removal of a board member requires 7 out of the 9 voting members of the Board. Nonattendance at three consecutive meetings will be cause for automatic removal from the board. Board position vacancies shall be filled by an appointment by the board until election at the next Annual Meeting.

Section 10. Presumption of Assent. A board member of the corporation who is present at the meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the corporation within three days after the adjournment of the meeting.

Article IV – Names of Offices, Terms, Duties

Section 1. Officers. The officers of the WSO shall be: Chairperson, Assistant Chairperson, Secretary, Treasurer and such other officers as may be elected or appointed by the Board of Directors. Officers of the corporation must be elected by the membership as Board Members.

Section 2. Term of Office. Each officer shall hold office for one year commencing and ending at the Annual Meeting, or sooner upon his or her resignation or removal.

Section 3. Duties of the Chairperson. The Chairperson shall (a) preside at all meetings of the Board of Directors; (b) prepare the agenda for the Board of Directors' meetings; (c) speak for the Board of Directors and shall communicate with the State Director to see that all policies, resolutions and/or directives of the Board of Directors are carried out; and (d) appoint any necessary committees; (e) perform any other duties required by state statutes, these bylaws or further actions of the Board of Directors.

Section 4. Duties of the Assistant Chairperson. In the event that the Chairperson directs or is unavailable to perform his or her duties, the Assistant Chairperson shall perform the duties listed under Section 3.

Section 5. Duties of the Secretary. The Secretary shall (a) record or cause to be recorded the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records of WSO; (d) keep a register of the contact information for each member which shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of Secretary

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

Section 6. Duties of the Treasurer. The Treasurer shall be the principal accounting and financial officer of the WSO. He or she shall (a) have charge of, and be responsible for, the maintenance of adequate books of account for the WSO in cooperation with the State Director; (b) have charge and custody of all funds by and securities of the WSO, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 7. Duties of the State Director. The State Director is retained by the Board of Directors. The State Director shall not hold an elected office on the Board of Directors. The State Director shall (a) attend all meetings of the Board of Directors; (b) shall be in charge of the regular business and affairs of WSO as described in the State Director Job Description and be responsible to carry out any policies, directives and/or resolutions of the Board of Directors as well as other duties assigned. The State Director shall be responsible to the Chairperson of the Board of Directors.

Article V – Tournaments

Section 1. Conduct. Tournaments shall be conducted according to the rules and manuals published by Science Olympiad.

Section 2. State Tournament. There shall be one annual state tournament to be held in the spring. Teams shall be invited from regional tournaments on a proportional basis.

Article VI – Contract, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, debit card, or other orders of payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such a manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the State Director under supervision of the Treasurer or designated officer of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes of, or for any special purpose of, the corporation.

Section 5. Disbursements Must Meet IRS Rulings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII – Books and Records

WSO shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any board member or his or her agent or attorney for any proper purpose at any reasonable time.

Article VIII – Fiscal Year

The fiscal year of the Washington Science Olympiad shall begin on July 1 and end on June 30 the following year.

Article IX – Corporate Seal

The corporation shall not have a seal.

Article X – Waiver of Notice

Whenever any notice is to be given under the provisions of the General Not For Profit Corporation Act of Washington or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before, or after the time stated therein, shall deem equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Article XI – Amendments

The power to amend or restate the Articles of Incorporation or to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors subject to approval of the Membership. Such action may be taken at a special meeting of the membership for which written notice of the purpose shall be given at least ten (10) days prior to the meeting. Suggestions for amendments may originate in the Board of Directors or submitted by any member of WSO, or its constituted committees, to the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or the Articles of Incorporation.

Article XII – Limiting Number of Teams

The number of teams from one school that advance from regional tournaments to the state tournament will be limited to two.

Article XIII – Establishing Regional Boards

Each region hosting a tournament shall have a regional board. The board is made up of one state board member, one business member and at least two other members.

Certificate of Adoption

The undersigned, being the secretary of WSO, hereby certifies that the foregoing are the bylaws adopted by resolution of the Board of Directors of the Corporation as of June 20, 2009.

Clarene Ricarte, WSO Secretary