

KITSAP EXECUTIVE  
ASSOCIATION  
BYLAWS

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# ARTICLE I - GENERAL

**Section 1 ... Name of Association** - The name of the Association is the Kitsap Executive Association (KEA), incorporated on February 22nd, 2024 under the laws of the State of Washington.

**Section 2 ... Headquarters** - The principal place of business of the Association shall be located at 1050 NE Hostmark ST Suite 200 Poulsbo, WA 98370

# ARTICLE II - OBJECTIVES

The objectives, purposes, and powers of this Association and the general nature of the business it proposes to:

- a) Institute and maintain a method of collecting, recording, and exchanging business information for and between its members.
- b) Encourage local and foreign trade expansion for the benefit of its members.
- c) Provide for the display, sale, or publicity of the goods, property, or services handled or represented by its members
- d) Create and encourage cooperative business methods so as to better or increase the efficiency and service of the business by its members.
- e) Develop and carry on such activities as shall be found best to promote the welfare of its members and affect the purposes for which the organization is formed.
- f) Encourage business and professional development within the community as a whole.
- g) Provide access to an extended community of business contacts and resources.

# ARTICLE III – MISSION STATEMENT & CORE VALUES

## **Mission Statement**

Empowering professional decision makers in Kitsap County, Kitsap Executive Association fosters excellence through high-quality referrals through personal introductions. Committed to integrity and superior service, we drive economic growth and success for our members and community.

## **Core values**

1. **Trustworthiness:** Demonstrated through honesty, reliability, and integrity in all interactions, fostering trust among members and the community.
2. **Excellence:** Upholding high standards of quality and professionalism in delivering services and products, ensuring outstanding outcomes for both members and referrals.

3. **Collaboration:** Embracing a culture of cooperation and mutual support, fostering strong relationships among members and facilitating effective referral exchanges.
4. **Community Impact:** Recognizing our role in driving economic growth and success in Kitsap County, actively contributing to the well-being and prosperity of our local community.
5. **Continuous Improvement:** Committed to ongoing learning and development, striving for innovation and excellence in our referral practices to continuously enhance value for our members.

## ARTICLE IV - MEMBERSHIP

**Section 1 ... Membership Defined** - Membership in this Association shall be composed of persons of good character and outstanding business and professional reputation, and to firms, corporations, partnerships, associations or sole proprietorships controlled by such persons. Whenever used in these by-Laws, the word "Member" or "Membership," refer to the firm, corporation, association, partnership, sole proprietorship, or the Branch Office of an organization or its local representative, and NOT the individual designated representative or alternate representative.

The designated representative shall be the owner, part owner, officer, president or other executive with policy-making authority. Exceptions to this requirement may be authorized by the Board of Directors in the case of certain individuals such as insurance agents and stockbrokers who represent large firms, primarily on a commission basis, and where membership by such individuals would be advantageous to the Association, regardless of the firms involved.

### **Section 2 ... Types of Membership**

- a) Charter Member** - The initial 15 members of the Association shall be acknowledged as Charter Members. A charter member is entitled to all rights and privileges of regular membership in the Association. Charter member benefits include identification as a Charter Member on KEA member listings and member identification. In addition, Charter Members will receive a 5 percent discount on any recurring dues while in good standing as a Charter Member.
- b) Regular Member** - A regular membership entitles the member to all rights and privileges of membership in the Association. A regular member or the representative of a regular member may vote on all matters which come before the membership for vote and may serve as an officer of the Association. Regular members must pay quarterly dues as established by the Board of Directors.
- c) Associate Member** – Any Charter Member or Regular Member shall have the privilege of nominating not more than two (2) Associate Members of his/her business or firm who possess the similar qualifications of the Regular Member. A proposal for the Associate Member must be filed by the Regular Member and processed in the manner provided in Article IV. An associate member is entitled to all the rights and privileges of a regular member but may not vote on any matter that comes before the membership and may not serve as an officer or director of the Association. Associate members shall pay dues and membership fees as established by the Board of Directors.
- d) Honorary Member** – When a Charter Member, Regular Member or Associate Member, who has been affiliated with the Association for a period of ten (10) or more years, or who has been an officer of the Association, or who has rendered distinguished service to the Association shall retire from active business, the Board of Directors, by the majority vote of those present and voting, a quorum being present, shall have, subject to a favorable vote under Sub-Section v. the right to extend to said person an invitation to accept membership as Honorary Member under the following conditions and restrictions.
  - i. There shall be two classifications of Honorary Membership, Active and Inactive. Members must comply with the provisions of Sub-Section iv. below. Inactive Honorary Members are

those who attend Association meetings or activities infrequently but would like to receive the Bulletin on a regular basis. Only Active Honorary Members will have their names, addresses, and telephone numbers listed on the Bulletin.

- ii. Any Honorary Member shall not have the right to vote or hold office, but an Active Honorary Member shall be eligible to serve on a committee.
- iii. An Honorary Member, Active or Inactive, shall pay dues and expenses in accordance with the provisions of Article VIII.
- iv. If an Honorary Member re-engages in business or becomes employed in an executive capacity by a business, said Honorary Membership shall terminate.
- v. Before the Board of Directors may extend such invitation for Honorary Membership, the proposal shall be first submitted to the Regular membership for vote. This vote shall be by secret ballot and must be approved by majority of those present and voting. Notice that such vote is to be taken shall be published in the Bulletin of the prior week.

**Section 3 ... Eligibility for Membership** - Any firm, association, corporation, or person whose main activity or business is not in competition with the main activity or profession of a member is eligible for membership in the Association. In addition, applicant must meet the terms as specified in Article IV, Section 1...Membership Defined. An application for membership shall not be denied by reason of any conflict between the main activity of such applicant and an incidental activity of a member. Membership shall not, however, be granted to an applicant if that applicant or any representative of that applicant is presently or subsequently becomes affiliated with an organization that has substantially similar objectives to those set forth in Article II of these Bylaws. A proposed new member shall verify that the assigned classification title represents at least 65% of their total business activity.

A proposed member, company and/or representative must have conducted business within its classification for a minimum of two (2) years prior to its application for membership. This requirement may be waived by a two-thirds (2/3) vote of the entire Board of Directors.

**Section 4 ... Limitation of Member's Classification** - No member in the Association shall have more than one classification based on its main activity unless approved by the Board of Directors and in accordance with the conditions fixed by the said Board of Directors.

**Section 5 ... Membership Voting** - Only those members in good standing, that are current in payment of their dues, may vote on Association matters. Except for plural membership, each member is entitled to only one vote either by its designated representative or alternate if designated representative is absent.

**Section 6 ... Procedure of Application for Membership** - The admission of all Member firms shall be subject to the approval of the Board of Directors. All applicants are permitted two (2) visits as guests to the Association meetings unless otherwise deemed unacceptable by the Board of Directors.

- a) Persons referred by a member or who are coming forward to apply for Membership to the Association shall submit an application, in writing to the Executive Director, in the manner prescribed by the Board of Directors and the established Membership policy and procedures.
- b) The proposed designated representative of an applicant must complete and sign an application for membership and questionnaire for applicants. If the designated representative is not the president, a partner, or sole proprietor of the applicant, the applicant's president, partner, or sole proprietor, as applicable, must also sign the application for membership and questionnaire for applicants.
- c) The membership fee, as determined by the Board of Directors, shall be paid at the time the application is submitted. The fee shall be refunded less the amount for background or credit check if the application is not approved.

- d) The Membership Committee shall determine the proper classification for the application. If any conflict with current Members is apparent, the Executive Director shall confer with those Members. The application shall then be forwarded to the Membership Committee with a notation regarding the presence or absence of conflict.
- e) The Executive Director and a member of the Membership Committee shall personally visit the proposed member at his or her principal place of business, obtain credit information, and investigate said business in accordance with the official Kitsap Executive Association form.
- f) After clearing the Membership Committee, the proposal shall be forwarded to the Board of Directors for approval or rejection by two thirds approval of board.
- g) If the Board approves the application, a presentation shall be made to the members. If the Board disapproves the application, the Executive Director shall inform the sponsoring member or the candidate should there be no sponsoring member.
- h) Upon Board approval, the recommended application will be forwarded to the Executive Director who shall publish the applicant's name in the weekly newsletter. If there are no written objections to the applicant within fourteen (14) days, the Executive Director shall notify the Membership Committee to proceed with the application and extend a membership invitation to this candidate.

If any objections or negative votes are received, the Executive Director shall refer these to the Board of Directors, who in turn shall recommend that:

- i. Objection be sustained and application tabled, or
- ii. It appears the objection is unfounded and the application should be processed, or
- iii. The objecting member be given a stated period of time in which to propose another acceptable candidate for this classification, and if this is not done, the objection will be withdrawn

The Board of Directors shall consider the objection and recommendation of the member and act thereon at its next meeting, and the Executive Director shall notify the applicant, their sponsor if applicable, and objecting member of the action of the Board.

- i) Should the proposed member be unable to accept the invitation to membership within thirty (30) days after notification of its election to membership, additional time for acceptance of the invitation may be granted by the Board which additional time may extend up to the time when the Board declares the classification open

#### **Section 8 ... Change of Ownership or Main Business Activity**

- a) In the event the control of the business ownership of any member changes hands, that membership automatically shall be voided. However, should the new owner or owners apply for and be approved for membership, reinstatement may be made without payment of the usual membership fee.
- b) In the event the main business activity of any member changes so as to conflict with the main business activity of another member, that membership shall automatically be voided. It shall be the responsibility of the Board of Directors to determine whether or not such a conflict exists after affording a reasonable opportunity for representatives of the conflicting memberships to be heard. The decision of the Board shall be final.
- c) Any member whose resignation has been tendered and accepted must apply for reinstatement within a period of 180 days following the date of the tender of resignation without payment of another membership fee, providing that membership classification has not been filled by another member prior to the application for reinstatement and providing the business of the application for reinstatement does not materially conflict with that of another existing membership. Notice of the application for reinstatement of a former member

shall be published in the bulletin on two consecutive weeks, and members may object to such reinstatement in the same manner and under the same conditions as objections are made for prospective new members. Before becoming effective, any application for reinstatement must be approved by the Board of Directors. Any former member whose membership has been vacated for a period longer than 180 days may not later apply for reinstatement and any such application must be treated in all respects as a new member application, accompanied by a membership fee.

**Section 9 ... Members' Meetings** - The members of the Association shall hold regular meetings at such place or places as are designated by the Board, and at such meetings, a majority of the regular members present may transact any business of the association except the election of officers and the amendment of the Bylaws which shall only be acted upon at such regular meeting after prior written notice to the members as hereinafter provided.

## ARTICLE V – REPRESENTATIVE AND ALTERNATES

**Section 1 ... Designated Representative** - Every member of the Association shall designate in writing an executive, owner, manager, officer, or top management of its firm to be representative in the Association. An ALTERNATE may also be named in the event the designated representative is unable to attend a meeting, not to exceed the allowable excused absences for each quarter.

**Section 2 ... Qualifications of Designated Representative** - Any designated representative shall be of good moral and business character, and have sufficient influence so as at least have a major share in the direction of the policy of the member firm that he represents.

**Section 3 ... Change of Employment of Designated Representative** - Should the designated representative of a member firm terminate his association with such member, his representation of said member shall cease and the member firm shall designate in writing a replacement representative who will need to apply and be approved by the membership committee.

**Section 4 ... Absences** - Three (3) consecutive, unexcused absences from the weekly meetings could result in termination of Membership. Unexcused absences shall be defined by the Board of Directors. More than six (6) absences in any six (6) month period, other than those caused by illness, shall require the approval of two-thirds (2/3) of the Board of Directors to retain company Membership.

Attendance at the weekly meetings by the Alternate Member constitutes attendance by a company representative.

Attendance by the Associate Member at the weekly meetings shall be allowed to contribute towards the firm's attendance requirement at the discretion of the Board of Directors, not to exceed a period of ninety (90) days.

Members may make up a meeting by attending either a Board Meeting, Associate Group meeting or a sanctioned Open House.

**Section 5 ... Qualifications of Alternate, Method of Approval, and Obligation** - Firms desiring Alternates shall submit an application to the Executive Director naming such Alternate. The Board of Directors must approve such an application. In no case, however, shall an alternate be appointed except those that are recognized as having authority similar to the Designated Representative. The acceptance by the Association of an Alternate shall automatically place upon the alternate the same responsibility to the Association as the Designated Representative.

**Section 6 ... Substitutions by guest on the Open Classification list**- Attendance by a qualified guest of an open classification by invitation of the member constitutes attendance. Membership committee must be notified and approve substitution.

## ARTICLE VI - RESPONSIBILITY OF MEMBERS

**Section 1 ... Attendance** - Any regular member who shall for three consecutive meetings, without satisfactory cause, fail to attend the regular meetings of the Association, may, by action of the Board of Directors, and after prior notice, be suspended from membership in this Association. (See Article V, Section 4 above)

**Section 2 ... Classification Talks** – it shall be an obligation of the membership that all new members shall give a Classification Talk within three months of joining and host their first Open House within a period of six (6) months of being admitted to membership. All other members shall give their Classification Talks and host Open Houses with reasonable and fair regularity within intervals not to exceed two (2) years. Failure to comply with this Obligation of Membership shall be cause for possible termination of membership by the Board of Directors.

**Section 3 ... Reporting Referrals** - Members shall report to other members and to the Executive Director without undue delay all business information that may assist the Membership to acquire additional business, provided that such information does not betray an imposed confidence. Members are expected to give one referral a week. If a referral cannot be given, members are expected to give a testimonial of another member's services, or have completed an interaction with another member that week.

**Section 4 ... Knowledge of Membership** - Members shall familiarize themselves with the various businesses represented in the Association, and at all suitable times shall mention and recommend to friends and business associates the merits of the various members of the Association.

**Section 5 ... Referral Follow-Up** - Members shall act promptly on all business referrals given by members and guests; follow up on them diligently; make every effort within reason to consummate business.

**Section 6 ... Membership Image** - Members shall handle all recommendations reported to them in such a thorough manner that it will reflect credit on the Member recommending their products and/or service, as well as the Membership of the Executive Association as a whole. Every Member of the Association is considered a "dependable source of supply" and has thereby incurred an obligation to give Satisfactory Service as to price, quality, quantity, delivery, maintenance, etc., equal to or superior to that of his competition.

**Section 7 ... Conduct** - Any member, who shall be guilty of conduct inconsistent with the objectives and code of ethics of this Association, or guilty of conduct inconsistent with the ethics of his business or profession, shall be deemed an infractionary member. In any such case, the Board of Directors shall be vested with the full power to deal in such situations. The Board may hold private or open hearings, may receive oral or written testimony, and may take any and all action it deems necessary under the circumstances. In all decisions under this Section, the majority vote shall be considered to be binding and final.

**Section 8 ... Preference to Members** - Other things being equal, all members shall always give fellow members the preference in business transactions. Solely the purchaser shall decide the determination as to whether or not all things are equal.

**Section 9 ... Association Incorporation** – The Kitsap Executive Association is a 501C(6) non profit organization incorporated under the laws of the State of Washington, and under no circumstances shall there be any value to memberships in said Association, nor shall memberships be assignable or transferable or deemed to create a vested right.

**Section 10 ... Membership of Groups Outside of KEA** - Kitsap Executive Association is an exclusive networking group with one member per classification. It is prohibited for KEA members to be members of other exclusive business networking groups allowing only one member per classification. This does not include community or service based organizations such as Rotary, Chamber of Commerce etc.



# ARTICLE VII - TERMINATION OF MEMBERSHIP

**Section 1 ... Resignation from Membership** - Resignation from Membership shall be made in writing to the Board of Directors, but shall not relieve any Member from liability for any unpaid account at the time such resignation is filed. If a resignation from Membership is filed after the first of any month, the Member shall also be liable for that month's fee, dues, and/or assessments.

## **Section 2 ... Delinquent and Infractionary Members**

- a) **Definition** - A member shall be delinquent if in default for a period of more than thirty (30) days in the payment of dues, fees, or any other charge assessed by the Association or the Board of Directors; or shall have been deemed in the opinion of the majority of the Board of Directors to have committed an infraction of any of the hereinbefore duties of members as specified in Article IV and Article V; or to have acted in a manner unfavorable to the interests or objectives of the Association; or to have acted in a manner inconsistent with the principles of trade under which the member is classified; or inconsistent with the code of ethics of the profession, if the member be classified under a profession. It shall also be considered an infraction if a member or if any representative of a member shall affiliate as a member of an organization that has objectives similar to those set forth in Article II of these Bylaws.
- b) **Expulsion** – In view of Article IV, Section 1 of these Bylaws, any member who shall be guilty of conduct inconsistent with the objective of this Association or or the Code of Ethics shall be deemed an infractionary member. The Board of Directors shall have the power without further approval of the Membership, to expel delinquent or infractionary members by a two thirds majority vote of the Board Members present, provided they constitute a quorum, at any regular or special meetings of the Board, and further provided that notice of the purpose of the Meeting, with a statement of the delinquency and/or infraction be mailed to the offending member at least five (5) days prior to the date of the Meeting. In all decisions under this article, the majority vote shall be binding and decisive
- c) **Status of Delinquent Members** - A delinquent member, pending a vote by the Board of Directors as provided for in the several sections of the article, shall be automatically suspended from membership in this association from the time of being notified of the delinquency and shall not receive or enjoy the benefits of any rights or privileges of the membership.
- d) **Rights of Delinquent Members** - At such meetings as referred to in this Article, delinquent members shall have the privilege of appearing at said meetings and being heard, and all evidence presented at such meetings shall be considered by the Board.
- e) **Status of Delinquent Members** - A delinquent member, pending a vote by the Board of Directors as provided for in the several sections of the article, shall be automatically suspended from membership in this Association for the time of being notified of the delinquency and shall not receive or enjoy the benefits of any rights or privileges of the membership.
- f) **Appeal to Membership after Expulsion by the Board** - Any member expelled in accordance with this Section who has appeared before the Board, and who may feel aggrieved by such expulsion may appeal to the Association by giving notice to the Executive Director within two (2) days after notification of the expulsion. The appeal shall be heard at the first regular meeting of the Association after such notice to the Executive Director, and the action of the Board may be reviewed upon evidence produced before the Board, and not otherwise. A two thirds majority of all members present at such meeting shall decide such appeal. The vote shall be by closed ballot.

**Section 3 ... Termination of Membership by Insolvency** - In the event that a member is adjudicated as bankrupt or takes advantage of any other insolvency act for the benefit of creditors, then and in that event, the membership of such member, designated representative or alternate in this Association shall immediately terminate. However, the Board of Directors, without further notice to or approval of the Membership, may restore said member to membership

by an affirmative vote of the majority of the Board at any of its regular meetings or at a special meeting duly called for that purpose.

## ARTICLE VIII - MEETINGS

**Section 1 ... Meeting Time** - Meetings shall be held on the day and at a time and place designated by the Board unless the Board of Directors, for good cause shown, eliminate certain meetings or provide for meetings at a different time and/or place with appropriate notice to Membership.

**Section 2 ... Annual Meetings** - The Membership shall hold an annual meeting on the last meeting in the month of November. January 1st will be the designated beginning of the fiscal year.

**Section 4 ... Quorum** - Not less than one-third of the Membership of the Association shall constitute a quorum.

**Section 5 ... Voting by Proxy** – A Regular Member who is unable to attend a meeting at which a vote is to be taken may, by written authorization on forms provided by the Association, appoint his/her Associate Member to vote as his/her proxy.

## ARTICLE IX - FEES, DUES, GUEST, AND COST OF SPECIAL EVENTS

**Section 1 ... Membership Fee** - The Membership Fee shall be as determined by the Board of Directors and a check/EFT for this amount shall accompany the application for membership. In case of rejection of the applicant, money shall be refunded to the applicant less the amount for background or credit check if the application is not approved.

**Section 2 ... Dues** - The Board of Directors shall have the power to fix the monthly dues rate to be paid by the Members to the Association provided the same shall be approved by a majority of the members present at a meeting duly called for such purpose and provided further that those voting on the same shall constitute at least 50% of entire membership of the Association. Dues will be paid quarterly in advance, automatically charged to the member's card on file.

**Section 3 ... Expenses of Guests** - A member shall pay for expenses of all his guests. For the purpose of this Section, an alternate shall be deemed a guest if the designated representative of the member also attends the same meeting. Guests who have inquired about the Association without the benefit of a Sponsor will pay the prevailing fee as assigned to a Guest sponsored by a member. Guest fee will be charged when the guest is approved for attendance by the Membership Committee to the hosting Member's card on file.

**Section 4 ... Invitation of Guests** - Members shall not invite the same guest more than twice, with the exception being made in respect of the personnel of a member's own organization. A member may not invite a guest who is a direct competitor of any member or classification unless approved by the Membership Committee. All members must first obtain permission through the membership committee for their guests.

**Section 5 ... Special Events** - The Directors may, in their discretion, apportion the cost of any special meeting, event or function against the membership at large, or against those members actually in attendance and those members who made a commitment to attend but failed to do so.

# ARTICLE X - DIRECTORS AND OFFICERS

**Section 1 ... Management of the Association** - The management of the association shall be vested in the Board of Directors.

**Section 2 ... Number of Directors and Officers** - A full complement of the Board of Directors is deemed to be a number no greater than nine (9) and shall consist of the President, the Past President, the First Vice President, The Second Vice President, the Treasurer, the Secretary/Executive Director, and three (3) other elected regular members of the Association. In the absence of a full complement of the Board of Directors, the minimum number shall consist of no less than five (5) and shall consist of the President, the Past President, the Vice President, the Treasurer, and the Secretary/Executive Director. In lieu of a Past President, a Director may be elected by the Membership. The interim board of President, First Vice President, Second Vice President, and Treasurer shall constitute a full complement of the Board of Directors until such time as the Association has 15 members. At that time, elections shall be held to fill the full board of directors. In addition, until elections are held, the interim board shall fulfill the roles of all committees, until members are appointed to committees by the board of directors.

**Section 3 ... Election and Term of Office** - At the annual meeting of the Association in each year, election of the officers who serve on the Board of Directors shall be per Article X, Section 1 herein. At the regular Annual Meeting to be held the last regular meeting of November of each year, the directors who do not hold the positions of Executive Director shall be elected. All Directors and Officers shall serve for a term of one (1) year or until their successor has qualified. No member firm shall hold more than one directorship.

**Section 4 ... Qualifications** - Only regular members or representatives of regular members may be directors or officers.

## **Section 5 ... Meetings**

- a) Meetings of the Board shall be held monthly on a consistent date and time chosen by the board of directors. Special Meetings of the Board may be called by the President or other member of the Board and shall be called upon the written request of any five (5) Association members.
- b) The presence of a simple majority of the Board of Directors shall constitute a quorum at any of its meetings.
- c) Any member of the Association wishing an item to be discussed at the meeting of the Board will notify the Executive Director or President at least forty-eight (48) hours prior to said meeting of the item they wish placed on the agenda.
- d) If any Officer or Director shall absent himself from three (3) successive Director's Meetings, the Board shall declare the Office held by such Director or Officer vacant and elect another director or Officer in his place to fill the unexpired term of such Office, unless said Director or Officer shall have applied for and received a formal leave of absence.

**Section 6 ... Vacancies** - Any vacancy existing on the Board of Directors between annual meetings of the Association may be filled by the remaining members. The member thus elected to the Board of Directors shall serve for the remaining portion of the term of the Director whose place he/she fills.

**Section 7 ... Members Right to Knowledge of Proceedings of Board of Directors** - Any member of the Association is entitled to be informed of any action by the Board of Directors that may have been taken at any regular or special meeting of the Board.

**Section 8 ... Personal Liability** - No officer or member of the Board of Directors shall be personally liable to the Association or its Member Firms for damage for breach of fiduciary duty as a director or officer except for acts or omissions which involve intentional misconduct, fraud, or a knowing violation of the law. The Association shall indemnify all officers and members of the Board for any liability asserted against such officers and directors and for any liability and legal expenses incurred by him or her arising out of his or her status or actions as an officer or

director except for acts or omissions which have been established to have involved intentional misconduct, fraud, or knowing violation of law. KEA shall provide a Director and Officers insurance policy.

## ARTICLE XI - DUTIES AND POWERS OF OFFICERS AND BOARD MEMBERS

**Section 1 ... Election of Officers** - the President, President-Elect, Vice President, Treasurer, and Secretary shall be elected by ballot of the Membership at the Association's annual meeting for a term of one year or until their successor has qualified. The directors who are not officers shall be elected at the annual meeting of each year and shall serve for a term of one year or until their successors have qualified.

**Section 2 ... Term of Office** - No officer shall hold office for more than two (2) consecutive terms.

**Section 3 ... Vacancies** - Any vacancy in office occurring between annual meetings of the Association shall be filled by the remaining members of the Board. The Board of Directors or a two thirds majority of regular members may remove any officer, when in its judgment, the best interest of the Association will be served.

**Section 4 ... Duties of the President** - Subject to the supervision of the Board of Directors, they shall be the executive head of the Association, exercising the duties usually incident to the office of President.

The President shall:

- a) Preside at all meetings of the Membership, and they shall have a casting vote.
- b) Shall appoint and may remove all Committees unless herein set forth to the contrary. He shall be ex-officio a member of all Committees except the Nominating Committee.
- c) Have the power to change the date of any regular meeting, and he may call special meetings of the Membership by giving due notice thereof to the entire membership.

### **Section 5 ... Duties of the Past President**

The Past President will assume the duties of consultant to the President and will remain in that capacity for one (1) year.

### **Section 6 ... Duties of the First Vice President**

The Vice President shall:

- a) In the absence of the President, have all powers and duties vested in the President.
- b) Be authorized to countersign checks for disbursements approved by the Board of Directors
- c) Serve as the Chairperson of the Membership Review Committee

### **Section 7 ... Duties of the Second Vice President**

The Second Vice shall:

- a) In the absence of the President and/or the First Vice President perform all duties vested in the President and/or the First Vice President.
- b) Be authorized to countersign checks for disbursements approved by the Board of Directors.

### **Section 8 ... Duties of the Treasurer**

The Treasurer shall:

- a) Make monthly reports to the Board of the accounts of the Association
- b) Supervise and prepare, in conjunction with the Executive Director, an Annual Budget for review by the Board of Directors.
- c) Be authorized to countersign checks for disbursements approved by the Board of Directors.
- d) Perform any and all duties that may be assigned to him by the Board of Directors.

**Section 9 ... Duties of the Secretary**

The Secretary shall:

- a) Keep full and accurate minutes of all meetings of the membership and Board of Directors and such committee meetings as may be required from time to time.
- b) Keep accurate records of all correspondence.
- c) Preserve and maintain a correct roll of members.
- d) Be the custodian of such other records and property as may be entrusted.
- e) Distribute to the members in effective form and manner information of value concerning leads submitted by members and keep a full record of same and results report there from.

**Section 9 .... Executive Director**

The Executive Director shall:

- a) Effectively communicate with the membership on a timely basis regarding business of the Association.
- b) Promote the Association in a manner that is of value and interest to the Association.
- c) Prospect for new members to fill the open classifications.
- d) Be authorized to countersign checks for disbursements approved by the Board of Directors.
- e) Perform such other duties as may be required by the President under the authority of the Board of Trustees or the Bylaws.

**Section 10 ... Powers of the Board of Directors** - The Board of Directors shall have general supervision powers over the affairs of the Association, have charge of its business management, establish its basic policies of operations (subject to these Bylaws) as follows:

- a) To appoint and remove all officers, agents, and employees of the Association and to prescribe powers and duties for officers, agents, and employees.
- b) To conduct, manage, and control the affairs and business of the Association and to make such rules and regulations for the operation of the Association as they deem fit.
- c) To manage, in the manner they may deem best, all funds and property received, acquired or earned by the Association.

**Section 11...Business Expenses**

To allow preauthorized board approved expenses to be paid without dual signature or dual confirmation requirements. Dual signature is required on checks and debit card transactions that are outside of preauthorized expenses two signers must concur and be recorded via email to proceed.

## ARTICLE XII - COMMITTEES

There shall be the following Committees:

**Section 1 ... Membership Committee** - The Membership Committee is composed of at least three (3) Regular Members and appointed by the Board of Directors at their August meeting, one month prior to the Annual Meeting in November. The Chairperson of the Committee will be the Vice President of the Board of Directors. A majority of the members of the Membership Committee constitute a quorum for the transaction of business. This Committee investigates and questions all applicants for membership. Any member of this Committee may invite a qualified guest to any regular meeting of the Association as the Association's guest.

**Section 2 ... Nominating Committee** - The Nominating Committee is composed of three Regular Members appointed by the Board of Directors at their July meeting, no less than two months prior to the Annual Meeting in November. No officer or director of the Association may serve on this Committee.

This Committee shall select nominees for all officer and director positions. Names of these nominees are presented to the Association's members no less than one month before the Annual Meeting in November. At that time, nominations from the floor may be made by regular members and submitted in writing to the Executive Director no later than three days following said meeting.

**Section 3 ... Program Committee/Event Committee** - The Program Committee is composed of at least three regular members of the Association. This Committee shall work with the Executive Director to arrange interesting and constructive meetings. Coordinates special events outside of regular association meetings.

**Section 4... Additional Committees** - The President or Board of Directors may appoint other committees as may be seen fit at the time.

## ARTICLE XIII - FISCAL YEAR

The Fiscal Year of the Association shall begin on the 1st day of January and end on the 31st day of December.

## ARTICLE XIV - NOTICE TO MEMBERS

Whenever notice is required by these Bylaws to be given to a Member, Officer, Director, or Committee, and the notice is mailed either by U.S. Postal service or electronically, such notice shall be deemed to have been given from and at the time said notice has been deposited in the Post Office or immediately upon sending it via email. Said address to the member will be his last known place of residence or business or email address.

## ARTICLE XV - RULES AND REGULATIONS

The Membership, Board of Directors, and the Committees shall abide by these Bylaws and subsequent amendments for the transaction of business at their own meetings, which, in the absence thereof, shall be governed by "Robert's Rules of Order".

## ARTICLE XVI - AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Association in by a vote of two- thirds of the members present, provided such two-thirds vote with at least fifty (50) percent of the entire membership of the Association, and further provided that notice of intention to amend, and a copy of the proposed amendment is mailed or electronically delivered to the entire membership at least forty-eight (48) hours prior to the meeting.

## ARTICLE XVII – LIMITATIONS

**Section 1 ... No Intrinsic Value** – The Kitsap Executive Association is a non-profit corporation and under no circumstances is there any intrinsic value or goodwill attached to a membership in the Association.

**Section 2 ... No Assignment** – Membership in the Association is not assignable or transferable or subject to any attachment or lien.

**Section 3 ... No Contract** – Membership in the Association does not create a contract with any member or a vested right.

**Section 4 ... No Right of Action** – No member shall have any right or action against any officer, director, committee member, member, Executive Director, the Association, or agent thereof, in consequence of any suspension, termination of membership or expulsion, or in consequence of any other action by the Association.