

Walla Walla High School  
ASB Student Council Approvals

Date: 11 / 28 / 18

The meeting was called to order by Emma Case at 1:10pm  
President or Designee

The following members were present: (initial)

- |                                                    |                                                    |
|----------------------------------------------------|----------------------------------------------------|
| <u>EC</u> Emma Case – ASB President                | <u>JW</u> Jordan Wicklund – ASB Vice President     |
| <u>AL</u> Angel Linag – ASB Secretary              | <u>CW</u> Chloe Williams – ASB Treasurer           |
| <u>ED</u> Emily Dimino – Senior Class President    | <u>AB</u> Alexis Barreras – Junior Class President |
| <u>RF</u> Reese Fewell – Sophomore Class President | <u>BB</u> Brianna Beuck – ASB Commissioner         |
| <u>CG</u> Courtney Gaines – ASB Commissioner       | <u>ST</u> Sydney Tacheny – ASB Commissioner        |
| <u>KM</u> Kiran Maini – ASB Commissioner           | _____ Stephen Butler – ASB Commissioner            |
| <u>JM</u> Jose Mendoza-Lopez – ASB Commissioner    | <u>CS</u> Campbell Shulke – Senior Class Secretary |
| <u>HF</u> Henry Farnham – Senior Class VP          | <u>LH</u> Lauren Hoe – Senior Class Treasurer      |
| <u>CC</u> Claire Clark – Jr. Class VP              | _____ Max Titus – Jr. Class Secretary              |
| <u>LO</u> Lacey Owens – Jr. Class Treasurer        | <u>MH</u> Megan Harvey – Soph Class SVP            |
| <u>JT</u> Jordan Thrall – Soph Class Secretary     | <u>NG</u> Nels Gregorie – Soph Class Treasurer     |
| <u>AM</u> *Arch McHie – ASB Advisor                |                                                    |

**Purchase Orders**

The following Purchase Order requisitions were presented for approval.

Please refer to the attached list of PO's requiring ASB approval.

The submitted total amount of PO's is \$ \_\_\_\_\_ Time period: \_\_\_\_\_ to \_\_\_\_\_

Motion  Approved  Denied  None

**Approval for Constitutions**

Creation of Sports Medicine Club

Motion  Approved  Denied  None

**Approval for Fundraiser Activity**

Yearbook

Motion  Approved  Denied Final Reconciliation Due: 1/25/18

Domino's

Motion  Approved  Denied Final Reconciliation Due: 1/25/18

Key Club - Domino's

Motion  Approved  Denied Final Reconciliation Due: 1/20/18

Motion  Approved  Denied Final Reconciliation Due: \_\_\_\_\_

**Approval for Fundraiser Activity**

Motion  Approved  Denied Final Reconciliation Due: \_\_\_\_\_

Motion  Approved  Denied Final Reconciliation Due: \_\_\_\_\_

**Approval for ASB Sponsored Activities**

Motion  Approved  Denied Budget Allocation \$ \_\_\_\_\_

Motion  Approved  Denied Budget Allocation \$ \_\_\_\_\_

**Approval for Fundraising Final Reconciliation**

Motion  Approved  Denied Returned within Timeline  Yes  No

Arch McHie – ASB Advisor

Angel Liang – ASB Secretary

Emma Case - ASB President

**ASB Fund Balance Report**

Please see attached Fund Balance Report

Motion  Approved  Denied  None

**ASB Budget**

Please see attached ASB Budget and Allocation Report

Motion  Approved  Denied  None

# Establishing a Club

## Requesting Approval for starting a new ASB Club or Activity

Name of Club or Activity requested Sports Medicine Club

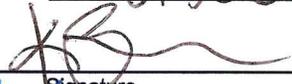
Describe proposed activities and goals of club: To introduce students to a variety of sports medicine topics & professions & to prepare them for success in any associated field. As a chapter of the Washington Career & Technical Sports Medicine Association students will participate in associated leadership events.

Describe how money will be raised to fund activities:  
The club is aware of seed money provided by the school district to help new clubs get started. In addition, grant money will be sought through various organizations. Various fund raising activities will be considered as well. Student dues will also be applied.

Funds raised will be used to  
The primary use of funds will be to cover/reduce costs to students travelling to WCTSMMA & regional sports medicine competitions & leadership activities. Smaller amounts may be used for advertising, special activities, & outreach events.

Name of proposed advisor in charge of activities Kelsey Brennan

Budget capacity requested: \$1500

Submitted by:  11/11/17  
Signature Date

Principal  Primary Advisor   
Signature Signature

Approved \_\_\_\_\_

Not Approved \_\_\_\_\_

\_\_\_\_\_  
Signature Date

Accepted by Board of Directors \_\_\_\_\_ Date \_\_\_\_\_

## ASB Activity Advisor Job Description

**Position** Sports Medicine Club Advisor

**Position Description:** Supervisor of S.M.C., activities

Activity advisors are responsible for providing general supervision,  
direction and counseling to student leadership of the sponsored activity.

### POSITION GOALS:

- Provide adult supervision and direction to the sponsored activity
- Supervise club administrative requirements
- Support the goals and objectives of the activity

### SPECIFIC DUTIES AND RESPONSIBILITIES:

- Coordinate and schedule activities
- Schedule meetings
- Serve as a resource person
- Supervise handling and accounting of money
- Supervise and chaperone activities
- Consider activity risk factors in order to protect the school district
- Supervise election of officers
- Supervise fund raising activities
- Supervise transportation arrangements
- Guidance in problem solving and conflict resolution

### QUALIFICATIONS REQUIRED:

- Rapport with students
- Interest in activity
- Willingness to spend time and effort

### SUPERVISION: Primary Advisor

Advisors are encouraged to:

1. Attend appropriate advisor training workshops
2. Receive a standard first-aid card
3. Complete a self-evaluation at the end of the school year
4. Have members complete a year-end evaluation of the club or organization and of activities performed throughout the year



# **Bylaws for the Walla Walla High School Sports Medicine Club, Chapter of the Washington Career and Technical Sports Medicine Association**

## **Article I. Name**

**Section 1.** Name: The name of this club is Sports Medicine Club and is a chapter of the nonprofit organization, Washington Career and Technical Sports Medicine Association (WCTSMA).

**Section 2.** Purpose: Sports Medicine Club follows the WCTSMA model of being a student led organization designed for student educational opportunities by introducing them to a variety of sports medicine professions, providing leadership and educational growth. The members are committed to promoting the personal development of each student. The WCTSMA is dedicated to, not only promoting superior quality health care, but also advancing the development of self-supporting career and technical education/extracurricular sports medicine programs within secondary schools.

## **Article II. Membership**

**Section 1.** Classes: The membership of this Club chapter shall consist of four classes of members.

1. Active Student– Those members acting as a student involved with or interested in a health and human services pathway or a sports medicine class for any high school Career and Technical/Professional Technical Sports/Athletic Medicine Program. They may hold office, chair or serve on the student officer board if elected, and are entitled to one vote on any matter before the membership. This is open to all ASB members.
2. Active Instructor - Those members who are involved with the direction of the Career and Technical /Professional Technical Sports/Athletic Medicine Program may hold office, chair or serve on any committee, and are entitled to one vote on any matter before the membership
3. Alumni Member - Those members who were involved with a Career and Technical /Professional Technical Sports/Athletic Medicine Program and who have graduated from high school and are pursuing a career in the medical field. They may attend meetings, but may not vote or serve on any committees.
4. Business or Professional Member – Adults who share the goals and purposes of WCTSMA and its programs who wish to support the continuing development of WCTSMA youth shall be eligible for Business and Professional Membership. Business and Professional members shall not be eligible to hold office, make motions, or vote.

**Section 2.** Dues: Student Dues in the sum of \$10 will be collected yearly. Students enrolled in sports medicine classes are assessed a class fee that covers this. This rate is subject to change by two thirds vote. In addition, students wishing to be in the club must hold a current ASB membership.

**Section 3.** Officers: The officers for Sports Medicine Club will be President, Vice President, Secretary, and Treasurer. Club President must be a student who has completed at least one sports medicine class. This person will also serve as the student representative to the WCTSMA student council. In the event that there is no student who meets the criteria, any student currently enrolled in a sports medicine class may be nominated and elected to the position. All other officer positions are open to any interested student. All officers will take office once elected and hold that position until new election is held every June. A student may hold the same office if elected again. Nominations may be self of peer made and must meet approval from the advisor.

**Section 3.** Duties of Officers:

1. President: It is the duty of the President to attend and preside over meetings, attend leadership conferences that the club or officer group attends, and provide leadership for special projects and outreach events.
2. Vice President: It is the duty of the Vice President to chair committees or projects as appointed by the president, to attend leadership conferences the club or officer group attends, and assist the President in providing leadership for special projects and outreach events.
3. Secretary: It is the duty of the Secretary to record the proceedings of all official meetings and sending out announcements and/or providing them to the advisor for disbursement on social media outlets.
4. Treasurer: It is the duty of the Treasurer to review and maintain the budget, help develop fundraising plans, and receive and disburse all monies as needed.

### **Article III. Meetings**

**Section 1:** Meetings: Formal meetings will be held at least once per month on a fluctuating schedule as to accommodate changing student and athletic schedules. The club members may meet informally more often as scheduled.

**Section 2:** Meeting location: Unless otherwise stated, the Club will hold formal meetings in the Athletic Training Room or Sports Medicine Classroom.

### **Article IV. Amendments**

**Section 1:** These Bylaws may be amended, provided prior notice is given of the proposed amendment in the notice of the meeting, at any regular or special meeting of the membership by a majority vote for the voting membership casting ballots or voice vote pertaining to the amendment. Amendments so adopted shall take effect immediately.

**BY-LAWS  
OF THE  
WASHINGTON CAREER and TECHNICAL SPORTS MEDICINE ASSOCIATION**

Adopted (10/1/11), Revised (4/26/14), Revised (4.25.15)

**ARTICLE I. Name**

Section 1. Name: The name of this nonprofit Organization is Washington Career and Technical Sports Medicine Association (WCTSMA).

Section 2. Purpose: The WCTSMA is a student led organization designed for student educational opportunities by introducing them to a variety of sports medicine professions, providing leadership and educational growth. The members are committed to promoting the personal development of each student. The WCTSMA is dedicated to, not only promoting superior quality health care, but also advancing the development of self-supporting career and technical education/extracurricular sports medicine programs within secondary schools.

**Article II. Membership**

Section 1. Classes: The membership of the corporation shall consist of six (6) classes of members.

1. **Active Student**– Those members acting as a student involved with a health and human services pathway or a sports medicine class for any high school Career and Technical/Professional Technical Sports/Athletic Medicine Program. They may hold office, chair or serve on the student officer board if elected, and are entitled to one vote on any matter before the membership.
2. **Active Instructor** - Those members who are involved with the direction of the Career and Technical /Professional Technical Sports/Athletic Medicine Program may hold office, chair or serve on any committee, and are entitled to one vote on any matter before the membership
3. **Alumni Member** - Those members who were involved with a Career and Technical /Professional Technical Sports/Athletic Medicine Program and who have graduated from high school and are pursuing a career in the medical field. They may attend meetings, but may not vote or serve on any committees.
4. **Business or Professional Member** – Adults who share the goals and purposes of WCTSMA and its programs who wish to support the continuing development of WCTSMA youth shall be eligible for Business and Professional Membership. Business and Professional members shall not be eligible to hold office, make motions, or vote.
5. **Corporate Member** - Corporate entities that share the goals and purposes of WCTSMA and its programs who wish to support the continuing development of WCTSMA youth shall be eligible for corporate membership. Corporate

membership shall include contributing, bronze, silver, and gold categories with the fees to be determined by the Board of Directors. Corporate members shall not be eligible to hold office, make motions, or vote.

6. **Honorary** – Persons who, by the virtue of his or her acts and speech, show a profound interest in the Career and Technical/Professional Technical Sports/Athletic Medicine Programs and in enhancing its service to those involved in these programs. They may attend meetings, but may not vote or serve on any committees.

Section 2. Application for membership: Applications shall be available upon request. Applicant must support the mission/vision and purposes of the organization. Applications for Honorary membership must be sponsored by an active member of the WCTSMA. Annual dues must be submitted with application.

Section 3. Certification of Membership: Once a completed membership applications has been received, including payment, each member will receive a certification of membership with an individualized membership number and a certificate signed by the Student President(s), Board of Directors, or Executive Director.

Section 4. Term of Membership: The membership year shall begin on September 1 and continue to August 31<sup>st</sup>.

Section 5. Termination of Membership: Membership in the WCTSMA may be terminated for any action by a member that is detrimental to the best interests of the WCTSMA, the failure to actively support the WCTSMA purposes, or to actively participate in WCTSMA activities. Removal shall require the affirmative vote of three-fourths, (3/4) of the Student Leadership Executive Council with the student president(s) voting only to break a tie. In the event that any such termination is contemplated, the Student Leadership Executive Council shall notify the member in writing of the reasons for the proposed action, and of the time and place of the meeting of the Student Leadership Executive Council at which termination is to be considered, not later than ten, (10), days prior thereto. At the meeting, the accused member shall be entitled to respond to the stated reasons, and to be heard in his or her defense.

Section 6: Resignation: Any member may resign by filing a written resignation with the student Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 7: Dues: Dues for members shall be established by the Student Leadership Executive Council in conjunction with the Board of Directors and approved by a vote of the membership.

### **Article III. Meeting of Members**

Section 1. Annual Meeting: The annual meeting of the student members the transaction of WCTSMA business shall be held at the time and place of the annual Washington Career and Technical Sports Medicine Association

- a. President(s) - It shall be the duty of the President(s) to preside at the state conferences and all Board of Director meetings; make committee appointments unless otherwise provided, and develop an annual program of work with the assistance of the State Officer director, Board of Directors President and the executive director. The President(s) will serve in an advisory capacity on the WCTSMA Board of Directors.
- b. Vice President - It shall be the duty of the Vice President to serve the WCTSMA in any capacity as directed by the President and, in the absence of the President, will assume those duties. Vice President shall promote the growth and development of the WCTSMA in accordance with the program of work. They shall assist in the coordination of the annual summer and winter Leadership Conferences, Annual State Competition/Symposium; participate in any other capacity as directed by Student Executive Leadership Council or State Officer Director.
- c. Treasurer – It shall be the duty of the Treasurer to review the records of receipts and disbursements submitted by the executive director and/or board of directors, report to the delegates assembled in a state leadership conference the financial status of the organization, and work in conjunction with the BOD Treasurer.
- d. Secretary – It shall be the duty of the Secretary to record the proceedings of all business and State Executive Leadership Council meetings, keep minutes and/or proceedings of all meetings and conferences.
- e. Public Relations Officer - It shall be the duty of the Public Relations Officer to maintain the image of the State Executive Leadership Council, including posting to social media sites about awards, conferences, and general publicity. Works closely with the State President, Executive Director, and State Officer Director to encourage maximum publicity by all chapters, updates website and other means of communication, prepares news releases concerning the state chapter and its events.
- f. Activities Coordinator - It shall be the duty of the Activities Coordinator to work closely with the Student Executive Leadership Council, Executive Director, and State Officer Director to encourage maximum involvement by all members. Duties include an annual report of the activities, and planning summer and winter leadership and State Competition/Symposium.
- g. Student Liaison(s) - It shall be the duty of the Student Liaison(s) to work closely with the Student Executive Leadership Council, Executive Director, and State Officer Director to encourage maximum involvement by all chapters, update the website and other means of communication, prepares newsletters and news releases concerning the WCTSMA and its events to the membership.

Symposium/Competition and conducted in accordance with parliamentary procedure.

Section 2. Notices of Meetings: Electronic notices of starting date, time, and place, of the meeting shall be delivered to each member entitled to vote no less than ten (10), days before the date of the meeting, either personally, or by email, electronic newsletter/publication or posting on web site, at the direction of the student president or student secretary, or the members calling the meeting. A tentative agenda for the meeting will be posted and electronically delivered for voting members in a timely fashion as set forth by the policy and procedures of the WCTSMA.

Section 3. Voting: At any meeting, the student membership is entitled to vote by way of proxy through student representatives for the members from their specific school. Student representatives will be designated on their application for membership or on the registration form for the annual Washington Career and Technical Sports Medicine Association Symposium/Competition.

#### **Article IV. Student Leadership Executive Council**

Section 1. Powers and Qualifications: The affairs of the WCTSMA shall be managed by the Student Leadership Executive Council, who is elected by the membership who reside in the State of Washington or appointed by the outgoing Student Leadership Executive Council. Specific qualifications for the Student Leadership Executive Council can be found on the WCTSMA website.

Section 2. Numbers and Terms: The Student Leadership Executive Council shall have up to ten (10) officers. The state officers, by amendment of the by-laws, may increase or decrease the number of officers. The Student Leadership Executive Council shall be comprised of two (2) classes, the first class to be voted on by the membership at the annual State Conference/Symposium (President), and the second to be appointed by the selection committee. Appointed members will be known as the State Officers of the Student Leadership Executive Council. All officers shall serve for one year immediately following their appointment.

Section 3. State Officer Appointments: The qualifications for a state Student President and state officers can be found on the WCTSMA website. A Selection Committee is appointed by the State Officer Director. Applications are judged by the State Officer Director to determine the candidates for an interview. On-site interviews will be conducted at Annual State Competition/Symposium. The selection committee will appoint qualified WCTSMA candidates to the Student Leadership Executive Council.

Section 4. Elections: The Student President will be elected by the membership at the annual State Competition/Symposium. All other State Officer positions will be voted on by the current Student Leadership Executive Council. At the first meeting, the Student Leadership Executive Council will elect State Officer Positions except for the President position. All elections are conducted in accordance with Robert's Rules of Order (parliamentary procedure).

Section 5. Duties of Officers: The duties of the officers shall be such as specified in these bylaws of the WCTSMA organization

- a. President(s) - It shall be the duty of the President(s) to preside at the state conferences and all Board of Director meetings; make committee appointments unless otherwise provided, and develop an annual program of work with the assistance of the State Officer director, Board of Directors President and the executive director. The President(s) will serve in an advisory capacity on the WCTSMA Board of Directors.
- b. Vice President - It shall be the duty of the Vice President to serve the WCTSMA in any capacity as directed by the President and, in the absence of the President, will assume those duties. Vice President shall promote the growth and development of the WCTSMA in accordance with the program of work. They shall assist in the coordination of the annual summer and winter Leadership Conferences, Annual State Competition/Symposium; participate in any other capacity as directed by Student Executive Leadership Council or State Officer Director.
- c. Treasurer - It shall be the duty of the Treasurer to review the records of receipts and disbursements submitted by the executive director and/or board of directors, report to the delegates assembled in a state leadership conference the financial status of the organization, and work in conjunction with the BOD Treasurer.
- d. Secretary - It shall be the duty of the Secretary to record the proceedings of all business and State Executive Leadership Council meetings, keep minutes and/or proceedings of all meetings and conferences.
- e. Public Relations Officer - It shall be the duty of the Public Relations Officer to maintain the image of the State Executive Leadership Council, including posting to social media sites about awards, conferences, and general publicity. Works closely with the State President, Executive Director, and State Officer Director to encourage maximum publicity by all chapters, updates website and other means of communication, prepares news releases concerning the state chapter and its events.
- f. Activities Coordinator - It shall be the duty of the Activities Coordinator to work closely with the Student Executive Leadership Council, Executive Director, and State Officer Director to encourage maximum involvement by all members. Duties include an annual report of the activities, and planning summer and winter leadership and State Competition/Symposium.
- g. Student Liaison(s) - It shall be the duty of the Student Liaison(s) to work closely with the Student Executive Leadership Council, Executive Director, and State Officer Director to encourage maximum involvement by all chapters, update the website and other means of communication, prepares newsletters and news releases concerning the WCTSMA and its events to the membership.

Section 6. Vacancies: The board of directors shall have the power to fill any vacancy occurring in the Student Leadership Executive Council.

Section 7. Removal of a State Officer:

- a. Failure to Fulfill Duties: Appointed WCTSMA State Officers who do not fulfill their obligations and responsibilities outlined in the bylaws may be asked to resign from the WCTSMA Student Leadership Executive Council. The State Officer shall be granted the right to rebut the removal. The removal shall require the affirmative vote of three-fourths (3/4) of the Student Leadership Executive Council.
- b. Resignation: Any State Officer member may resign by filing a written resignation with another council member; however, such resignation does not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

### **Article V. Board of Directors**

Section 1. Board of Directors and Terms: The number of directors of the WCTSMA shall be not less than five (5). The board of directors, by amendment of the bylaws, may increase or decrease the number of directors. The Board of Directors shall be comprised of the following Directors:

- President (2 year term)
- Vice President (2 year term)
- Secretary (3 year term)
- Treasurer (3 year term)
- State Officer Director (3 year term)

Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The position of Vice President will matriculate to the position of President at the conclusion of the President's term.

Section 2. Powers and Qualifications: The business affairs of the WCTSMA shall be managed by the board of directors, who shall be elected from the membership of the WCTSMA who reside in the State of Washington.

Section 3: Positions: The Board of Directors shall consist of the following positions and all would have the same voting power of one vote; however the president will only vote if need to break a tie between the other board members. Each Director may receive up to a \$500 team credit, if funds outside of member and student fees are available. Each Board of Director position will work directly with their State Officer counterpart to support the goals of the membership.

- a. President - The President presides over and conducts all meetings in accordance with parliamentary procedure; keeps the members and the discussion to the subject at hand and within the time limits; appoints committee chairs and serves on committees as an ex-officio member; represents the association and keeps him/herself informed to ensure that the WCTSMA is moving according to the WCTSMA's program of work.
- b. Vice-President - It shall be the duty of the vice-president to serve in any capacity as directed by the President; to accept the responsibility of the President as the occasion may demand; and to make him/her available, when necessary, in promoting the general welfare of WCTSMA. The Vice-President will matriculate into a two-year term as president.
- c. Secretary - It shall be the duty of the Secretary to serve in any capacity as directed by the President; to record proceedings of all meetings; and to make him/herself available, as necessary, in promoting the general welfare of WCTSMA.
- d. Treasurer - It shall be the duty of the Treasurer to serve in any capacity as directed by the President; to keep records and membership reports as necessary, and to make him/herself available, as necessary, in promoting the general welfare WCTSMA.
- e. State Officer Director - It shall be the duty of the State Officer Director to serve in any capacity as directed by the President; to work directly with the Student President and Student Leadership Executive Council in the planning and execution of student leadership events and to make him/herself available, as necessary, in promoting the general welfare WCTSMA.

Section 5. Elections: After the first annual meeting, the member or members of one class of directors shall be elected by a majority of the active instructor membership at each of annual membership meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

Section 6: Vacancies: The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these by-laws. The director appointed, or elected, as the case may be to fill vacancy shall be elected or appointed for the unexpired term of his predecessor in office. A director appointed by the board by reason of increase in the size of the board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

Section 7: Removal of a Director

- a. Any director of the WCTSMA may be removed from office on the following grounds: embezzlement, malfeasance in office, and actions contrary to or in violation of these Bylaws.

- b. Before impeachment proceeding can be instituted, a brief containing the charges shall be prepared setting forth the basis for the removal and presented by a director of the WCTSMA to the Board of Directors at a business meeting. The aforementioned brief must then be adopted by the majority vote of the Board of Directors prior to the final presentation of the charges to the membership. A removal proceeding of any officer shall require a vote of two-thirds (2/3) of the voting membership casting ballots in the proceeding.
- c. Resignation: Any director may resign by filing a written resignation with another board member; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

## **Article VI. Meetings of the Board of Directors**

Section 1. Annual Meeting: The annual meeting of the board of directors shall be held during the annual membership meeting or any membership meeting at which any class of members of the board of directors is elected.

Section 2. Special Meetings: Special meetings of the board of directors may be held at any place and any time, whenever called by the president, vice president, secretary, treasurer and/or State Officer director.

Section 3. Notice of Meetings: No notice of the annual meeting of the board of directors shall be required. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the person calling the meeting, by personal or electronic communication over the telephone, email, or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum: A majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board or directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers.

Section 5: Participation in meeting by conference telephone or by electronic means. Members of the Board may participate in a meeting through use of conference telephone or electronic communication equipment, so long as members participating in such a meeting can hear or receive information as everyone else involved with the meeting.

Section 6: Action without a Meeting: Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a

meeting if all the members of the Board or committee consent in writing or electronic voting to taking the action without a meeting and to approving the specific action.

#### **Article VII. - Contracts**

Section 1: The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of, and on behalf of WCTSMA and such authority may be general or confined to the specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the WCTSMA by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

#### **Article VIII. – Dissolution**

Section 1: If the corporation ceases operating as a functioning corporation, as determined by the offices and/or staff remaining at the time of dissolution, all assets shall be donated to one or more existing non-profit educational organization.

#### **Article IX. – Amendment of Bylaws**

Section 1: These Bylaws may be amended, provided prior notice is given of the proposed amendment in the notice of the meeting, at any regular or special meeting of the membership by a majority vote for the voting membership casting ballots or voice vote pertaining to the amendment. Amendments so adopted shall take effect immediately.