

**AMENDED AND RESTATED BYLAWS**

**OF**

**WASHINGTON ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN**

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**WASHINGTON ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN**

**ARTICLE I. OFFICES**

The registered office of Washington Association for the Education of Young Children (the “Corporation”) in the state of Washington is 841 N. Central Avenue, Kent, Washington 98032. The Corporation may have such other offices within or without the state of Washington as the Board of Directors may designate or the Corporation may require from time to time.

**ARTICLE II. MEMBERS**

**Section 2.1**    Qualification.

2.1.1 Eligibility. Membership in the Corporation is open to all individuals who express an interest in the organization, provided they meet the requirements of Section 2.1.2. Members may be other individuals or entities that the Board of Directors shall from time to time designate as eligible for membership considering the qualifications for members the National Association for the Education of Young Children (“national association”) describes.

2.1.2 Requirements of Membership. All members of this state affiliate association must also be members of a local affiliate association and the national association.

2.1.3 Diversity in Membership Statement. The Corporation values and encourages membership of individuals diverse in race, color, gender, religion, disability, sexual orientation, national and ethnic origin and does not discriminate in providing membership rights, privileges, programs, products, services and activities generally accorded to or made available to members. The Corporation strives to embrace diversity, counteract bias and adopt inclusive attitudes and practices when administering activities, contracts, endorsements and grants or scholarships.

**Section 2.2**    Termination of Membership.

Membership of any Member may be terminated for cause upon a majority vote of the Board of Directors at any properly called meeting.

**Section 2.3**    Membership Annual Dues.

Members shall be required to pay annual membership dues in the amount determined from time to time by the Board of Directors. Upon payment of annual dues, a Member shall receive all rights, benefits and responsibilities of membership as set forth in these Bylaws and any policies adopted by the Board of Directors of the Corporation. Members shall be notified at

least three (3) months before the effective date of any change in membership or annual dues amounts.

Section 2.4 Membership Year.

The membership year shall be established in accordance with the national association policies.

Section 2.5 Annual Meeting.

The annual meeting of the members shall be held in the month of October, unless a different date is set by the Board of Directors, and at a location that is determined by the Board of Directors with advice of the members so long as there is one annual meeting in each calendar year.

Section 2.6 Special Meetings.

Special meetings of the members for any purpose or purposes unless otherwise prohibited by statute may be called by the President, by the Board of Directors, or by members having five-percent (5%) of the votes entitled to be cast.

Section 2.7 Place of Meeting.

Meetings of the members shall be held at either the principal office of the Corporation or at such other place within or without the state of Washington as the Board of Directors or the President may designate.

Section 2.8 Notice of Meeting and Waiver of Notice.

2.8.1 Notice. Notice in the form of a record, in a tangible medium, or in an electronic transmission stating the place, day, and hour of the annual meeting and, in the case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each Member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each Member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a Member or by such other notice as may be prescribed by the Bylaws. Such notice shall be effective upon dispatch if sent to the Member's address, telephone number, or other number appearing on the records of the Corporation.

2.8.2 Waiver. Whenever any notice is required to be given to any Member for any reason, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.9 Manner of Acting; Proxies.

A Member may vote either in person or by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. All proxy appointment forms shall be filed with the Secretary of the Corporation before or at the commencement of meetings. No proxy appointment form shall be valid after eleven (11) months from the date of its execution unless otherwise expressly provided in the proxy form. No proxy appointment may be effectively revoked until notice in writing of such revocation has been given to the Secretary of the Corporation by the Member who appointed the proxy.

Section 2.10 Quorum.

At any meeting of the members, the members then present shall constitute a quorum of that voting group for action on that matter. Once a Member is present or represented at a meeting, other than to object to holding the meeting or transacting business, the Member is deemed to be present for purposes of a quorum for the remainder of that meeting.

Section 2.11 Voting.

If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action (majority vote), unless the question is one upon which a different vote is required by express provision of law, the Articles of Incorporation, or these Bylaws. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.

Section 2.12 Participation by Conference Call.

Members may participate in any meeting by means of a conference call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such a means shall constitute presence in person at a meeting.

Section 2.13 Action by Members Without a Meeting.

Any action that may be or is required to be taken at a meeting of the members may be taken without a meeting if one or more written consents setting forth the action so taken shall be signed, either before or after the action taken, by all the members entitled to vote with respect to the subject matter thereof. Action taken by written consent of the members is effective when all consents are in possession of the Corporation, unless the consent specifies a later effective date. Whenever any notice is required to be given to any Member of the Corporation pursuant to

applicable law, a waiver thereof in writing, signed by the person or persons entitled to notice, shall be deemed equivalent to the giving of notice.

### **ARTICLE III. BOARD OF DIRECTORS**

#### **Section 3.1 General Powers.**

The Board of Directors (the “Board”) shall manage the business and affairs of the Corporation at all times. Without limiting or expanding the foregoing, the Board’s duties shall include general oversight of the Corporation, guidance as to the direction of the Corporation, determination of the Corporation’s policies and actively promoting the Corporation’s purposes.

#### **Section 3.2 Number.**

The Board shall consist of not less than twelve (12) nor more than eighteen (18) Directors (the “Directors”), the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

#### **Section 3.3 Composition of Board.**

3.3.1 Officers. The Board of Directors shall have a total of five (5) elected officers, including the President, the Vice President, the Secretary, the Treasurer, and the Past President or President-Elect.

3.3.2 At Large Members. The Board of Directors shall have four (4) at-large elected members. These Directors are elected by the membership through the process described in Section 3.5.1 and 3.5.2.

3.3.3 Appointment by Executive Committee. Up to an additional three (3) at-large members shall serve on the Board. These Directors are nominated by the Executive Committee and elected by the Board.

3.3.4 National Association Representative. One (1) of the Directors shall serve as the Corporation’s representative on the national association affiliate council.

3.3.5 Representatives from the State Association Affiliate Council. At least two and no more than four members of the Board shall consist of representatives elected from the Corporation’s affiliate council. The number of these members shall equal at least twenty-five percent (25%) of the number of local affiliate association chapters.

3.3.6 Executive Director. The Executive Director shall serve as an Ex Officio Member of the Board.

#### Section 3.4 Qualifications.

Directors shall be members of the Corporation and their local affiliate association and the national association. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws or by resolution of the Board.

#### Section 3.5 Election of Directors.

3.5.1 Committee. With respect to the Directors elected by the membership, the Board shall select a committee to solicit nominees and prepare a slate of candidates in accordance with the Corporation's Bylaws and policies. The membership and local affiliate associations shall be asked for nominations no later than eight (8) weeks prior to the date that the slate of candidates is presented for a vote. The Board shall approve the slate of candidates prepared in accordance herewith these Bylaws and any of the Corporation's then-adopted policies. Then, the membership shall be notified of the composition of the slate of candidates no later than three (3) weeks prior to the date that voting by the membership is complete.

3.5.2 Election by Membership. All Directors, except for those elected by the Corporation's affiliate council and those nominated by the Executive Committee and elected by the Board, are elected by the membership. The Directors shall be elected by a majority of the then-voting members. Elections may be conducted by mail vote, by electronic transmission or by a vote at a membership meeting as determined by the Board. All election results shall be announced in a tangible medium or through electronic transmission within thirty (30) calendar days following the date that voting is complete.

#### Section 3.6 Term of Office.

Each Director, except for the Past President or President-Elect, shall be elected for a term of two years. Unless a Director dies, resigns or is removed, he or she shall hold office until his or her successor is elected. The Past President or the President-Elect shall serve as a Director for one year in his/her tenure as an officer.

#### Section 3.7 Annual Meetings.

An annual meeting of the Board shall be held on a date chosen by the Board.

#### Section 3.8 Regular Meetings.

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

#### Section 3.9 Special Meetings.

Special meetings of the Board may be called by or at the written request of the President, any two Directors or the Secretary. Notice of special meetings of the Board stating the date, time, and place thereof shall be given at least five (5) days prior to the date set for such meeting. If no place for such meeting is designated in the notice thereof, the meeting shall be held at the

principal office of the Corporation. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of such meeting.

#### Section 3.10 Meetings by Telephone.

Members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### Section 3.11 Place of Meetings.

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

#### Section 3.12 Notice of Meetings.

3.12.1 In Writing. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation not less than ten (10) days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.12.2 Personal Communication. Notice may be personal communication with the Director not less than 10 days before the meeting.

3.12.3 Electronic Transmission. Notices may be provided in an electronic transmission and be electronically transmitted not less than ten (10) days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.12.4 Posting Electronic Notice. Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensive instructions regarding how to obtain access to the posting on the electronic

network not less than ten (10) days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided in this section.

### Section 3.13 Waiver of Notice.

3.13.1 Record. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Corporation's Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.13.2 By Attendance. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### Section 3.14 Quorum.

A majority of the number of Directors then in office shall constitute a quorum for the transaction of any business at any meeting of Directors. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### Section 3.15 Manner of Acting.

If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board, unless the question is one upon which a different vote is required by express provision of law or the Corporation's Articles of Incorporation or these Bylaws.

### Section 3.16 Presumption of Assent.

A Director who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless such Director's dissent or abstention shall be entered in the minutes of the meeting or unless such Director shall file his written dissent or abstention to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### Section 3.17 Action by Board Without a Meeting.

Any action permitted or required to be taken at a meeting of the Board may be taken without a meeting if one or more written consents setting forth the action so taken, shall be

signed, either before or after the action taken, by all the Directors. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a later effective date. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.17, record means information inscribed on a tangible medium or contained in an electronic transmission.

### Section 3.18 Executive Committee.

3.18.1 Appointment. An Executive Committee may be appointed by resolution passed by the Board. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Past President or President-Elect of the Corporation, the representative to the national association affiliate council, and the Executive Director. Except as provided herein, the Executive Committee shall exercise the authority of the Board. The Executive Committee shall be responsible for selection and employment of an Executive Director for the Corporation.

3.18.2 Meetings. The Executive Committee shall meet at the call of the President or at the written request of three (3) members of the Executive Committee.

3.18.3 Minutes. Minutes of each of the Executive Committee meetings shall be taken by the Secretary, including any Treasurer's report, and such minutes shall be made available to the Board.

### Section 3.19 Committees.

In addition to the Executive Committee, other standing or temporary committees may be appointed by the Board to convene and serve from time to time. The President shall appoint the Corporation's members to chair the standing or temporary committees. Except as provided below, the committees shall have and exercise only the authority the Board prescribes. The committees, each of which shall have as members at least one (1) currently serving Director, shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and voting as applicable to the Board. Unless otherwise specified by the Board, fifty percent of the committee members, including at least one Director, shall constitute a quorum. The designation of any such committee and the delegation thereto of authority shall not relieve the Board, or any members thereof, of any responsibility imposed by law.

### Section 3.20 Limitations on Committee Authority.

Neither the Executive Committee or any other committee shall have the authority of the full Board with reference to amending, altering or repealing the Articles of Incorporation or these Bylaws, electing, appointing or removing any Director or officer of the Corporation, adopting a plan of merger or adopting a plan of consolidation with another corporation, authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business, authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore, adopting a plan for distribution of the assets of the Corporation or amending, altering or repealing any resolution of the Board.

### Section 3.21 Resignation.

Any Director may resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### Section 3.22 Removal.

Any Director may be removed from office by an affirmative vote of a majority of the Board, if in the sole judgment of the Board, the best interests of the Corporation would be served thereby.

### Section 3.23 Vacancies.

A vacancy on the Board may occur by the resignation, removal, or death of an existing Director and may only be filled by appointment of the Executive Committee and election by the Board. However, if the vacancy is that of a representative from the Corporation's affiliate council, then that vacancy shall only be filled by election of a representative from the affiliate council. A Director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

### Section 3.24 Compensation and Expenses.

The Board may authorize, by resolution, the payment to a Director of reasonable compensation for services as a Director. By resolution of the Board, the Directors may be paid the reasonable expenses incurred in carrying out his or her duties as a Director, such as for attendance at meetings of the Board or committees thereof. Directors who receive any compensation for services in any capacity, directly or indirectly, from the Corporation may not vote on matters pertaining to that Director's compensation.

## **ARTICLE IV. OFFICERS**

### Section 4.1 Number and Qualifications.

The Corporation shall have the following officers: President, Vice President, Treasurer, Secretary and a Past President or a President-Elect. Such other officers and assistant officers as may be deemed necessary or appropriate may be elected by the Board. All officers who are not Directors of the Corporation may, in the discretion of the Board, be ex-officio members of the Board.

### Section 4.2 Election and Term of Office.

The officers of the Corporation shall be elected by the Corporation's membership to serve for two-year terms, except for the Past President or President-Elect, who shall serve for a one-year term, or such terms as the Board may deem advisable. Terms of newly elected officers

shall start on the first day of the month following their election. Each officer shall hold office until a successor is elected and takes office regardless of such officer's term of office, except in the event of such officer's removal in the manner herein provided. Each officer, except for the President-Elect, President, and Past President, is eligible for re-election to their given office one time in succession unless otherwise permitted by the Board by resolution.

#### Section 4.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, the Secretary, or the registered office of the Corporation, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 4.4 Removal.

The Board may remove an officer with or without cause whenever it deems it in the best interests of the Corporation to do so. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election of an officer or agent shall not of itself create contract rights.

#### Section 4.5 Vacancies.

Any vacancy in any office shall be filled for the remainder of the term by appointment of the Executive Committee.

#### Section 4.6 President.

4.6.1 Duties. The President shall be the Chief Executive Officer of the Corporation and shall serve as the Chair of the Board. The President, subject to the control of the Board, shall supervise the affairs of the Corporation and serve as or designate the presiding officer at the annual meeting of the Board. The President shall keep the Board informed of actions and seek their guidance on matters of major importance.

4.6.2 Authority. The President may sign deeds, mortgages, bonds, contracts, leases or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incidental to his/her office and such other duties as may be prescribed by resolution of the Board from time to time.

#### Section 4.7 President-Elect

In the absence of the President at any function calling for an appearance by the President, the President-Elect shall perform the duties of the President at that function. In the event of the President's resignation, death, suspension, removal or refusal to act, the President-Elect shall assume the office of President, with all of its powers, duties, and restrictions. The President-

Elect shall perform such other duties as from time to time may be assigned by the President or by the Executive Committee of the Board. The President-Elect shall be elected for a one-year term.

#### Section 4.8 Past President

In the absence or resignation of the President, or in the event of removal, suspension, inability, incapacity or refusal to act, the Past President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Past President shall assist in the supervision of the business and affairs of the Corporation. The Past President shall perform such other duties as may be prescribed by the President from time to time. The Past President shall serve a one-year term.

#### Section 4.9 Vice President.

In the absence of the President, the President-Elect / Past President or in the event of his/her death, disability or refusal to act, the Vice President, or in the event there shall be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election, shall perform the duties of the President. When so acting the Vice President shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the Vice President by resolution of the Board.

#### Section 4.10 Secretary.

The Secretary shall keep the minutes of the meetings of the Board and for the Executive Committee; shall give notices in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the corporate records of the Corporation; shall keep a record of the names and addresses of all Directors; may sign, with the President or Vice President, deeds, mortgages, bonds, contracts, leases or other instruments authorized by the Board; and in general shall perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board.

#### Section 4.11 Treasurer.

The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall manage the fiscal affairs of the Corporation, be responsible for keeping correct and complete books and records of account, and pay bills of the Corporation. In the absence or unavailability of the President and Vice President, the Treasurer may execute all authorized contracts on behalf of the Corporation. With the approval of the Board, the Treasurer is authorized to invest currently unneeded funds in interest-bearing savings deposits insured by an agency of the federal government and to perform all duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board. A financial report shall be submitted yearly at the annual meeting. The Treasurer shall not be required to give a bond for the faithful discharge of his/her duties.

#### Section 4.12 Executive Compensation Review.

The Board (or a Board Committee) shall review any compensation packages (including all benefits) of the President or Chief Executive Officer and the Treasurer or Chief Financial Officer, regardless of job title, and such other officers as may be required by law or which shall be so designated by resolution of the Board from time to time, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

### **ARTICLE V. CONFLICTS OF INTEREST**

Directors and officers shall disclose to the Board any financial interest the Director or officer, directly or indirectly, has in any person or entity that is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction. Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

### **ARTICLE VI. EXECUTIVE DIRECTOR**

The Board may employ an Executive Director who shall serve at the pleasure of the Board. If employed, the Executive Director shall have general administrative and management responsibility for the operations of the Corporation and shall report and be accountable to, and be evaluated by the Board. The Executive Director shall prepare an annual budget and fund raising plan for the Corporation. The Executive Director shall hire and supervise administrative staff, including such operating officers as the Executive Director shall designate, and perform such other duties assigned by Board.

### **ARTICLE VII. CONTRACTS, LOANS, CHECKS, DEPOSITS**

#### Section 7.1 Contracts.

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and that authority may be general or confined to specific instances.

#### Section 7.2 Loans.

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board, which authority may be general.

Section 7.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, or agent or agents, of the Corporation and in the manner as shall from time to time be prescribed by resolution of the Board.

Section 7.4 Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in a Corporation controlled bank account.

Section 7.5 Loans to Directors and Officers.

No loans shall be made by the Corporation to any Director or officer.

## **ARTICLE VIII. GRANTS ADMINISTRATION**

Section 8.1 Purpose of Grant.

This Corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this Corporation's Articles of Incorporation.

Section 8.2 Board Oversight.

The Board shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this Corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this Corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 8.3 Refusal; Withdrawal.

The Board, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this Corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 8.4 Accounting.

The Board shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this Corporation were expended for the purposes that were approved by the Board.

Section 8.5 Restrictions on Contributions.

Unless otherwise determined by resolution of the Board in particular cases, this Corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this Corporation from solicitations for specific grants shall be regarded as for the use of this Corporation and not for any particular organization or individual mentioned in the solicitation.

**ARTICLE IX. MISCELLANEOUS PROVISIONS**

Section 9.1 Rules of Procedure.

The rules of procedure at meetings of the Board and committee meetings shall be the rules as determined by any resolution of the Board.

Section 9.2 Books and Records.

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its members, the Board, and any committees designated by the Board, and such other records as may be necessary or advisable.

Section 9.3 Fiscal Year.

The fiscal year of the Corporation shall be set by resolution of the Board.

Section 9.4 Copies of Resolutions.

Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board when such records are certified by the President or Secretary.

Section 9.5 Governing Law.

In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Washington Nonprofit Corporation Act then in effect shall apply.

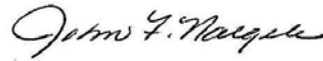
Section 9.6 Amendments to these Bylaws.

These Bylaws may be altered, amended, revised or repealed, and new Bylaws may be adopted, by a two-thirds (2/3) vote of the members at any membership meeting or at any ad-hoc vote of the membership. Any amendments, alterations, revisions, or repealed Bylaws shall be initially presented to the Board of Directors for review. Then, the membership shall be provided a copy of any of the Bylaws thirty (30) days prior to any membership meeting whereby a vote on adoption of the alteration, amendment, revision or repeal to these Bylaws shall occur. Notice to the membership of the amended, altered, revised or repealed Bylaws shall be provided consistent with Section 2.8 and voting shall be consistent with Sections 2.9 through Section 2.13.

**ARTICLE X. SECRETARY'S CERTIFICATION**

The undersigned, being the Secretary of the Corporation, hereby certifies that these Amended and Restated Bylaws are the Bylaws of Washington Association for the Education of Young Children, adopted by resolution of the Board on \_September\_ \_12\_, 2009 and a vote of the membership on \_July\_ \_2\_, 2010.

DATED this \_\_13\_ day of \_\_\_\_July\_\_\_\_ 2010.



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\_John Naegele\_, Secretary