



Washington Student Math Association

Bylaws

Article I Name

1. This organization shall be known as the Washington Student Math Association.

Article II Purpose

1. The Washington Student Math Association is formed for the purpose of connecting and supporting students, educators, and mathematics clubs and any or all other lawful business purposes for which corporations may be formed.

Article III Board of Directors

1. The Board of Directors shall consist of at least five members, serving without pay.
2. An Executive Director shall be chosen from amongst the Board members by the majority vote of a quorum of current Board members.
3. Vacancies shall be filled by the Board, with the recommendation of the Executive Director. New Board members shall be approved by a majority vote of a quorum of current Board members.
4. Board members shall serve for a term of one year, beginning on July 1 and ending on June 30 of the subsequent year. Board members in good standing at the end of a term shall be offered the chance to remain on the Board for the following term.
5. Board members who are unwilling or unable to fulfill their duties shall be dismissed from the Board, by the majority vote of a quorum of the Board members other than the Board member in question.
6. Board members shall convene at least once per fiscal year.
7. Board members may participate in a meeting by means of a telephone or similar communications equipment by means of which all persons participating can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
8. It is the duty of the Board of Directors to provide advice and counsel for the Officers of the Association, approve changes and nominations to the Board of Directors and Officers, approve budgeting decisions, and promote the causes of the Association in a manner they see fit.

Article IV Membership

1. The Association shall be a nonmembership corporation.

Article V Non-Discrimination Policy

1. The Washington Student Math Association does not and shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status, in any of its activities or operations.

Article VI Duties of the Officers

1. The appointed Officers of the Association shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and other Officer positions deemed fit by the Board of Directors.
2. New Officer positions can be appointed by the Board with a simple majority vote of a quorum of Board members.
3. Appointed Officers of the Association will serve a term of one year, beginning on July 1 and ending on June 30 of the subsequent year.
4. Any two or more Officer positions may be held by the same individual, as allowable by law.
5. Officer positions may be held by Board members.
6. Officer Duties
 - a. The President presides at regular meetings, sets the overall direction of the organization, manages all other Officers, drives high-level organizational thought, and performs other necessary duties associated with the office.
 - b. The Vice President(s) shall assume the duties of President in absence of the President. The Vice President(s) shall help direct the organization and perform other necessary duties associated with the office.
 - c. The Secretary shall assume the duties of President in absence of the President and Vice President(s). The Secretary facilitates communication throughout the organization, maintains accurate documentation, ensures that documents are safely stored and readily accessible, and performs other necessary duties associated with the office.
 - d. The Treasurer shall assume the duties of President in absence of the President, the Vice President(s), and the Secretary. The Treasurer oversees the management and reporting of the organization's finances, and performs other necessary duties associated with the office.
7. If the Board or the Officers deem that an Officer is not fulfilling their duties, then a vote may be taken to remove that Officer from their position. Any

Board member or Officer may call for the vote. A majority of a quorum of Board members is necessary to remove the Officer.

Article VII Committees

1. The Board may appoint standing and ad hoc committees as needed.

Article VIII Voting

1. A majority of Board members constitutes a quorum.
2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
3. Passage of a motion requires a simple majority of over half the voting Board members, except for in cases of amendment.
4. A Board member may vote in person, or by mail or electronic transmission.

Article IX Conflict of Interest

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse themselves and will vacate their seat and refrain from discussion and voting on said item.

Article X Fiscal Year

1. The fiscal year of the Association shall be January 1 to December 31 of each year.

Article XI Amendments

1. These bylaws may be amended or replaced by a two-thirds vote of Board members present at any Board meeting, provided that a quorum is present.

Article XII Dissolution

1. Upon dissolution of the Washington Student Math Association, assets of the said Association may be distributed for charitable and/or educational purposes as decided by the Board of Directors.

These bylaws were approved and adopted by the Board of Directors on February 11, 2017.