

**WASHINGTON COLLECTORS ASSOCIATION
ARTICLES OF INCORPORATION and BY-LAWS, COMPILED**

TABLE OF CONTENTS

| | |
|--------------------------------|---|
| ACKNOWLEDGMENTS | Page 1 |
| ARTICLES OF INCORPORATION | Page 2 |
| AMENDMENTS | BY-LAWS, ARTICLE X |
| COMMITTEES | BY-LAWS, ARTICLE VII |
| CODES OF ETHICS AND OPERATIONS | BY-LAWS, ARTICLE XV |
| FINANCES | BY-LAWS, ARTICLE II |
| EFFECTIVE DATE | BY-LAWS, ARTICLE XVI |
| ELECTED POSITION | BY-LAWS, ARTICLE IV |
| ELECTIONS | BY-LAWS, ARTICLE V |
| FISCAL YEAR | BY-LAWS, ARTICLE XIV |
| GOVERNING BODY | BY-LAWS, ARTICLE III |
| GLOSSARY | PAGE 19 |
| INDEMNIFICATION | BY-LAWS, ARTICLE VI |
| MEETINGS | BY-LAWS, ARTICLE VIII |
| MEMBERSHIP | BY-LAWS, ARTICLE I |
| PARLIAMENTARY PROCEDURE | BY-LAWS, ARTICLE XI |
| PLACE OF BUSINESS | ARTICLES OF INCORPORATION, SECTION VIII |
| PROPRIETARY RIGHT | BY-LAWS, ARTICLE XII |
| PURPOSE | ARTICLES OF INCORPORATION, SECTION I |
| REPEALER | BY-LAWS, ARTICLE XIII |
| VOTING RIGHTS AND QUORUM | BY-LAWS, ARTICLE IX |

ACKNOWLEDGMENTS

THE BY-LAWS WERE COMPILED BY THE READING OF AND CODIFICATION TAKEN FROM THE FOLLOWING SOURCES (2003).

- Robert’s Rules of Order, 9th edition as published by Scott Foresman, a division of Harper Collins Publishers.
- The Laws of the State of Washington as recited in RCW 24.03 et. Seq.
- The Articles of Incorporation of the Washington Collectors Association.
- ACA International By-Laws and standard operating procedure.
- California Collectors Association By-Laws.
- Colorado/Wyoming Association (Associated Collection Agencies, Inc.) By-Laws.
- Michigan Association of Collection Agencies By-Laws.
- Illinois Collectors Association By-Laws.
- Western Collectors Association By-Laws.
- Washington Collectors Association By-Laws.
- Pennsylvania Collectors Association By-Laws.
- Wisconsin Collectors Association By-Laws.

Gratitude is expressed to the above media/publications/authorities, and to the staff of ACA International for its assistance.

ARTICLES OF INCORPORATION OF WASHINGTON COLLECTORS ASSOCIATION

The purpose of this corporation is to form an organization composed of the corporations and individuals, particularly those residing in the State of Washington, engaged in the collection of delinquent accounts. The corporation shall be known as the WASHINGTON COLLECTORS ASSOCIATION, whose purposes shall be:

- To uphold a high standard of honor and integrity among collectors of delinquent accounts;
- To cultivate and advance the science of the collection of delinquent accounts;
- To encourage better education of the professional collector;
- To promote a spirit of cordiality and cooperation among those engaged in our profession and to also cooperate with credit grantors;
- To bring its members into closer relationship for the purpose of exchanging ideas, methods or information and lending mutual assistance;
- To disseminate literature bearing on the subject of improving the collection agency business and laws relating to the granting of credit and the collection of accounts;
- To regulate practices, prescribe ethics and to enforce proper conduct among its members;
- To hold an annual convention for the election of its officers and for the furtherance of the purposes hereinbefore stated;
- And for the development of such other matters of mutual interest in general as may be decided upon affecting the welfare of the members.

II

This corporation is organized not for profit.

III

This corporation shall have the power to sue and be sued in any court; make and use a common seal and alter the same at its pleasure; may receive gifts and devises, and purchase, own, lease, hold and convey real and personal property as the purpose of the corporation may require; may appoint such subordinate agents or officers as the business may require; may demand assessment of members, and forfeit their interests in the corporation, for default with respect to any lawful provision of the Voting Rights; may enter into any lawful contracts, and enter obligations essential to the transaction of its affairs, for the purpose for which it was formed; may borrow money, and issue notes, bills or other evidence of indebtedness; may mortgage its property to secure the same, as its By-Laws may provide; and generally may do all things necessary or proper to carry out the purpose of its creation.

IV

The corporation may by its By-Laws provide for the time, place and manner of calling and conducting its meetings; the number of trustees, the time of their election, their term of office, and the mode and manner of their removal; the mode and manner of filling vacancies on the Board caused by death, resignation, removal or otherwise; the power and authority of the trustees or of any officer; the mode and manner of conducting business; the mode and manner of conducting elections; the qualifications of membership and on what conditions there may be succession of membership; the manner in which membership shall cease; the mode and manner of expulsion of a member; the termination of a member's interest in the corporate property upon the cessation of his/her membership, and whether he/she shall be remunerated therefor, and if so in what manner; the amount of membership fee, and the dues, installments of labor which each member may be required to pay or perform, if any, and the charges which may be made for services rendered, or supplies furnished the members of the corporation by it; the manner of collection or enforcement of membership fees, dues or charges, and the method of forfeiting the membership interest for non-payment of non-performance; the method, time and manner of permitting the withdrawal of a member, if at all, and how his interest may be ascertained and payment made thereof, if the company decides that he should be reimbursed therefor; the formation of a surplus fund, and the manner and proportions in which such surplus fund shall be distributed, either upon the order of the corporation, or upon its dissolution the eligibility of officers of the corporate members to be elected directors or officers of our corporation; and generally, all such other matters as may be proper to carry out the purpose for which the corporation was formed.

V

This corporation shall have no capital stock, and shares therein shall not be issued; the corporation may issue membership certificates.

VI

The term of existence of this corporation shall be perpetual.

VII

The affairs and management of our said corporation shall be under the control of a Board consisting of at least five (5) directors, but not more than ten (10) directors.

VIII

The principal place of business of this corporation shall be in Spokane, in the County of Spokane, State of Washington.

WASHINGTON COLLECTORS ASSOCIATION BY-LAWS
as amended May 15, 2005

ARTICLE I

MEMBERSHIP

Section 1 - **CLASSES OF MEMBERSHIP**

Unless otherwise provided by these By-laws, membership in any class shall be conferred by the Executive Board, and no class of member other than Agency Member shall be entitled to vote, but said members shall be entitled to register for all meetings of the Association. There shall be the following classes of membership:

- (1) **AGENCY MEMBER:** Any person, partnership, joint venture, firm, corporation, or other entity operating a licensed collection agency from an office located in the State of Washington who is actively engaged in the collection profession and who subscribes to and practices the Code of Ethics and Professional Responsibility and the Code of Operations adopted by the members of this Association in the State of Washington may become an agency member of the WASHINGTON COLLECTORS ASSOCIATION. Concurrent membership in ACA International is a requirement of agency membership in WASHINGTON COLLECTORS ASSOCIATION.
- (2) **BRANCH OFFICE MEMBER:** Any person, partnership, joint venture, firm, corporation, or other entity that has at least one active membership in the WASHINGTON COLLECTORS ASSOCIATION and is a holder of BRANCH OFFICE license in the State of Washington.
- (3) **CREDIT REPORTING MEMBER:** Any person, partnership, joint venture, firm, corporation, or other entity engaged in the business of providing consumer and/or commercial credit reports, but not engaged in the collection of past due accounts.
- (4) **HONORARY MEMBER:** A natural person, not currently affiliated with a collection agency.
- (5) **ASSOCIATE MEMBER:**
There shall be special categories of membership in this Association known as MAP Attorney Members, Creditors International Members, out-of-state ACA International Agency Members or any other recognized ACA International Member category. Any person or entity who maintains a membership in ACA International as a MAP Attorney Member, a Creditors International Member, an Agency Member in another state or any other recognized ACA International Member category may become a member of this category by making application which certifies:

(A) They are a member in good standing of ACA International as a MAP Attorney Member, a Creditors International Member, an Agency Member or any other recognized ACA International Member category; and

(B) They agree to be bound by the Association's By-laws and Code of Ethics and Professional Responsibility.

- (6) **AFFILIATE MEMBER:** Any person, partnership, joint venture, firm, corporation or other entity wishing to join as an Affiliate Member.

Section 2 – AGENCY MEMBERSHIP, REPRESENTATIVE, REPRESENTATIVE WITH VOTING RIGHTS CONSTRUED:

The agency holds the MEMBERSHIP. A Representative of the member may be the owner, partner, or corporate officer. A Representative with voting rights may be appointed by the member. There shall be only one such person and this may be changed between Annual Business sessions. Responsibility for notifying the WASHINGTON COLLECTORS ASSOCIATION lies with the member/agency either by writing to the secretary or submitting a copy of its By-Laws.

Section 3 - INTERNATIONAL AFFILIATION

Means the member is affiliated with an international organization known as ACA International.

ARTICLE II

DUES

Section 1 - AMOUNT:

Agency Member dues shall be fixed by the Executive Board upon consulting with the Audit and Budget Committee and shall be subject to ratification of the Representatives at the Annual Business Meeting. A legislative assessment to the membership dues shall be added to WASHINGTON COLLECTORS ASSOCIATION Membership in the form of an increase in the amount of \$25.00 per office (excluding branch offices) plus \$5.00 per employee (including employees of all branch offices). Dues of non-Agency Members shall be fixed by the Executive Board.

Section 2 - PAYABLE:

Dues are payable together with ACA International dues, if applicable, ANNUALLY, IN ADVANCE, NO LATER THAN JUNE 1 of each year upon presentation of Statement. Assessments, investigation and delinquent fees are payable when billed.

Section 3 - DEFINITION OF EMPLOYEE:

For purpose of this section, an employee is one who works at least twenty (20) hours a week, and has worked for the member sixty (60) or more hours for three weeks prior to June 1.

Section 4 - **NEW MEMBER DUES:**

On membership that becomes effective during any of the following quarters, the following dues schedule shall apply:

- (1) First quarter of fiscal year/75% of annual dues of a member of the same class.
- (2) Second quarter of fiscal year/50% of annual dues of a member of the same class.
- (3) Third quarter of fiscal year/25% of annual dues of a member of the same class.
- (4) Fourth quarter of fiscal year/100% of annual dues of a member of the same class. PROVIDED, said payment shall be construed as payment in full for the next fiscal year, but shall not exclude ACA International requirements and if dues are changed, the difference will be dealt with by the applicant and the WASHINGTON COLLECTORS ASSOCIATION.

Section 5 - **SPECIAL ASSESSMENTS:**

The general membership may by majority vote levy a special assessment at any Business Meeting. The member must pay the assessment within thirty (30) days after being billed or risk expulsion.

Section 6 - **REFUND OF DUES:**

There shall be no refund of dues or fees.

ARTICLE III

GOVERNING BODY

Section 1 - **EXECUTIVE BOARD** (ALSO KNOWN AS THE "BOARD" OR THE "BOARD OF DIRECTORS"):

The officers of the Board with voting rights ranked in the following order shall be the President, Vice President, Secretary, Treasurer, Director at Large, Immediate Past President, and ACA International Directors. The board shall consist of agency members actively engaged in the collection of 3rd party debt.

Section 2 - **POWERS AND DUTIES:**

The Executive Board shall:

- (1) Have general supervision of the affairs of the WASHINGTON COLLECTORS ASSOCIATION between business meetings.
- (2) Fix the hour, place and time; the place and manner of calling; and the manner of conducting its meetings.
- (3) Make recommendations to the membership to be addressed at the Annual Business Meeting.
- (4) Have general control over officers and standing committees.
- (5) Pass upon application for membership.
- (6) Suspend, or expel, any member for due cause upon two thirds (2/3) vote of a quorum.

- (7) Hear and determine charges of the Grievance Committee.
- (8) Propose changes in the By-Laws, Articles of Incorporation, and Standard Operating Procedures (SOPs).
- (9) Present any question to the general membership by electronic mail, mail or fax.
- (10) Make a detailed report of the Executive Board's activities at any business meeting and publish this in the WASHINGTON COLLECTORS ASSOCIATION Bulletin.
- (11) Hold a post election meeting and other special meetings as called by the President with consent of three (3) additional Directors.
- (12) Perform such other duties as are set forth in the By-Laws, Articles of Incorporation and Standard Operating Procedures (SOPs).
- (13) Inform the general membership of meeting dates, place and time of meetings through the WASHINGTON COLLECTORS ASSOCIATION Bulletin.
- (14) Employ such persons as are necessary to perform the WASHINGTON COLLECTORS ASSOCIATION functions - PROVIDED: the employment contract for the lobbyist shall not exceed 2 years.
- (15) Direct authorized compensation of Officers, committee members or employees.
- (16) Address items that relate to Representatives.
- (17) Determine Annual Dues, all fees, and assessments, with consultation of the Audit and Budget Committee, and submit them to the membership at the Annual Business Meeting.
- (18) Waive investigation fees.
- (19) Make rules related to Administration of WAC-PAC.
- (20) Approve legislation before introduction by legislative committee.
- (21) Set advertising rates for WASHINGTON COLLECTORS Bulletin.
- (22) Set dues for Branch Office, Credit Reporting, Associate, and Affiliate Members.

Section 3 - **PROHIBITIONS:**

The Board or any member thereof shall be subject to the orders of the membership, and no act shall conflict with the body, the Articles of Incorporation, or the By-Laws. The Board shall make no loans or receive any compensation exclusive of authorized expenditures. Amending the Articles of Incorporation or By-Laws shall be only in the manner set forth herein.

Section 4 - **ORDER OF BUSINESS:**

The order of business shall be:

- (1) Calling of the roll.
- (2) Reading of the minutes.
- (3) Receiving communications.
- (4) Reports of officers.
- (5) Reports of committees.
- (6) Unfinished business.
- (7) New business.

Any question as to the priority of business shall be decided by the chair. However, the order of business may be altered or suspended at the Executive Committee Meeting by

majority vote. The action of the Executive Board between conventions shall be final and binding unless and until reversed at an annual business meeting or a special business meeting of the membership.

Section 5 - **PAST PRESIDENT shall:**

- (1) Chair the Grievance Committee as set forth in ARTICLE VII.
- (2) Chair the Nominating Committee as set forth in ARTICLE VII.
- (3) Perform such other duties as authorized by the President, the membership or the Board.

Section 6 - **PRESIDENT shall:**

Be the Chief Executive Officer. He/She shall be subject to the control of the membership, the Board, the Articles of Incorporation, these By-Laws, and the laws of the State of Washington.

He/She shall:

- (1) Appoint all standing committees, but must have Board approval.
- (2) Be responsible for scheduling the publishing of the Bulletin.
- (3) Chair all meetings except Unit Meetings.
- (4) May appoint special committees with Board approval.
- (5) Perform duties incidental to the office.
- (6) Be ex-officio member of all committees except nominating committee, but has no committee voting rights.

Section 7 - **VICE PRESIDENT shall:**

- (1) Be the President Elect.
- (2) Conduct meetings in the absence of the President.
- (3) Perform other duties assigned by the Membership, the President, the Articles of Incorporation and these By-Laws.
- (4) Chair the Audit and Budget Committee, and the Membership Committee.

Section 8 - **SECRETARY shall:**

- (1) Conduct meetings in absence of President and Vice President.
- (2) Have charge of the records and correspondence.
- (3) Keep a membership record showing the name, address and Representative of each member and enter this in the Minute Book.
- (4) Keep a record of termination of any member including the date and cause of termination and enter this in the Minute Book.
- (5) Perform the duties of the President, Vice President and Treasurer in their absence.
- (6) Make records to any Representative, or attorney of a member for inspection, for proper use at any time.
- (7) Upon retirement from office, turn over to the successor all records.

- (8) Give notice of, and attend all meetings of this organization and keep records of its doings, conduct all correspondence, and notify persons of committee appointments.
- (9) Furnish each Representative, new member, officer, committee chairperson, ACA International or any member upon request, a copy of the Articles of Incorporation and By-Laws.

Section 9 - **TREASURER shall:**

- (1) Have charge of the funds of the WASHINGTON COLLECTORS ASSOCIATION, and pay all debts approved by the Executive Board or the Membership.
- (2) Maintain a checking account. All funds from whatever source shall be deposited in this fund. All payments shall be made from this account upon permission of the Executive Board. PROVIDED: The Executive Board may authorize the investment in securities for the benefit of the Treasury.
- (3) Keep records of all receipts of funds, securities, statements and payments; make this information available to the Audit and Budget Committee; and publish his or her reports in the WASHINGTON COLLECTORS ASSOCIATION Bulletin.
- (4) Advise the Secretary of Default in dues or special assessments or penalties.
- (5) Collect dues by means provided by ACA International in accordance with its procedures.
- (6) Inform the Secretary of the names and offices of the Representatives.
- (7) Make an accounting to the Executive Board, upon request, and the membership at the Annual Business Meeting.
- (8) Upon retirement from office, turn over to the successor all records after fiscal year end.

Section 10 - **DIRECTOR AT LARGE shall:**

- (1) Chair the Education Committee.
- (2) Have all the rights allowed to membership on the Executive Board.
- (3) Perform such other duties as assigned by the President, the membership, or the Executive Board.
- (4) Be responsible for publication of the Bulletin under the direction of the President.

Section 11 - **ACA INTERNATIONAL DIRECTORS:**

- (1) Are in number the sum provided by ACA International.
- (2) Are empowered to represent the WASHINGTON COLLECTORS ASSOCIATION in all matters, including the right to vote at ACA International functions. In the event any Director cannot attend ACA International business meetings, another voting representative may be appointed by the President, or in his or her absence, the Vice President. ACA International Directors shall be members of the Executive Board with the right to vote. No ACA International Directors shall serve more than four consecutive terms. From time to time they shall submit a report to the membership by publishing same in Bulletin.
- (3) Are agency members actively engaged in the collection of third party debt.

ARTICLE IV

ELECTED POSITIONS

Section 1 - **DESIGNATION:**

The elected positions shall be the Vice President, Secretary, Treasurer, Director at Large, ACA International Directors, National Legislative Person, and WACPAC Chairperson.

Section 2 - **TERM OF OFFICE:**

The term of office shall be one year. All officers shall assume office when elected and duly installed and shall continue in office until the end of their term unless removed, or until a successor is elected and has taken the oath of office.

Section 3 - **VACANCY:**

If vacancy occurs in any office, the other officers, with their approval shall be elevated and the lower vacant office shall be filled by appointment of the President and approval of the Executive Board for the remaining portion of the term. Provided a vacancy in the office of Immediate Past President shall go unfilled until the next annual business session.

Section 4 - **REMOVAL OF ELECTED OFFICER:**

Any Elected Officer except the Immediate Past President may be removed at any time upon a two-thirds (2/3) vote of the Executive Board. The membership, at any business meeting may remove from office any Director without cause. The Immediate Past President shall be subject only to elimination of voting rights and removal from committee functions.

Section 5 - **PROHIBITIONS:** The ACA international Directors shall serve no more than four consecutive one-year terms. The agenda of the meeting shall rest with the board, but shall not conflict with the Articles of Incorporation or the By-Laws.

ARTICLE V

ELECTIONS

Section 1 – **NOMINATIONS AND ELECTIONS:**

Nomination and election of officers shall be at the annual business meeting, subject to the following provisions:

- (1) **VOTING RIGHTS:** Representatives with Voting Rights are only those who have registered and have paid the registration fee.
- (2) **TERM OF OFFICE:** Officers shall take office upon their election and installation, and shall serve until the next annual convention or until successors are elected.
- (3) **NOMINATIONS FROM THE FLOOR:** May be made by any Voting Representative.

Section 2 - **NOMINEES, DUTIES AND FUNCTIONS:**

The Nominees, and their duties and functions, shall be:

- (1) **VICE PRESIDENT** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (2) **SECRETARY** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (3) **TREASURER** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (4) **DIRECTOR-AT-LARGE** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (5) **NATIONAL LEGISLATIVE REPRESENTATIVE** who shall represent the WASHINGTON COLLECTORS ASSOCIATION in National matters. In addition, the Representative shall draft and propose National legislation, submit these to the Executive Board for approval, assert influence to oppose detrimental legislation, and keep the membership informed. Expenses shall be paid by the WASHINGTON COLLECTORS ASSOCIATION as set forth by the Budget Committee and approved by the Executive Board. The Representative shall be an ex-officio member of the Executive Board without the right to vote. No National Legislative Representative shall serve more than four consecutive terms.
- (6) **ACA INTERNATIONAL DIRECTORS** whose duties and functions are set forth in ARTICLE III of these By-Laws.
- (7) **WACPAC CHAIRPERSON** who shall be duly elected; shall be responsible to conduct the affairs of the corporate subsidiary in accordance with the laws of the State of Washington, the rules of the Public Disclosure Commission, and the rules of the Board; and shall make an annual report to the General Membership of the WASHINGTON COLLECTORS ASSOCIATION at the Annual Meeting. The WAC-PAC Chairperson is not a member of the Executive Board.

ARTICLE VI

INDEMNIFICATION

Every Officer, Committee Member or Employee of the Association shall be indemnified by the WASHINGTON COLLECTORS ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred upon his/her connection with any proceeding to which he or she may be made a party, or in which he/she may become involved by reason of being or having been an Officer, Committee Member, or Employee of the WASHINGTON COLLECTORS ASSOCIATION, or any settlement thereof, EXCEPT in such cases wherein the defendant is adjudged guilty of misfeasance, malfeasance, or dereliction in the performance of duties. Settlement of the indemnification herein shall apply only when the Executive Board approves such settlement in the best interest of the WASHINGTON COLLECTORS ASSOCIATION.

ARTICLE VII

COMMITTEES

Section 1 - **GENERALLY:**

- (1) **TYPES.** There shall be two types of committees and they shall be termed standing committees and special committees.

(A) **SPECIAL COMMITTEES:** Special committees may be created by resolution of the Executive Board or by a resolution adopted at any Business Meeting of the membership. In case of emergency, special committees may be appointed by the President.

(B) **STANDING COMMITTEES:** Standing Committees are created by these By-laws and shall be filled through appointment by the President, with Executive Board approval, unless otherwise stated in these By-laws. Declaration of the committees shall be made at a Post Board Meeting immediately following the Annual Business Meeting.
- (2) **PROHIBITION:** There shall be only one Representative, or Representative with Voting Rights, from any agency/member on any single committee unless otherwise provided herein.
- (3) **TENURE:** Tenure of any committee shall be identical to that of the President, or when a specific function has been fully addressed.

Section 2 – **AUDIT AND BUDGET COMMITTEE:**

Shall consist of the Vice President, Treasurer and a Representative. The Vice President shall be the Chairperson. The committee is charged with the following:

- (1) Preparing an annual budget.
- (2) Proposing dues, fees, assessments and penalties for the next administration, provided there shall be no dues for honorary members.
- (3) Auditing books and investments of the current administration.
- (4) Making a report to the Board, with a proposal that the Board submit the findings to the membership at the annual business session.
- (5) Publishing a report in the first WASHINGTON COLLECTORS ASSOCIATION Bulletin outlining its findings after the annual convention.

Section 3 - **EDUCATION COMMITTEE:**

Shall consist of the Director at Large who will be the chairperson and up to two (2) additional Representatives. The committee shall be responsible for all educational schools including the setting of dates, places and times. It may acquire instructors, and provide

programs. It shall submit expenses and remit tuition to the Treasurer. Education Committee may use schools other than ACA International.

Section 4 - **GRIEVANCE COMMITTEE:**

- (1) **COMPOSITION:** Shall be the Immediate Past President and up to two (2) Representatives. The Immediate Past President shall be the chairperson.
- (2) **PURPOSE:** Is to consider complaints by any member when the complaints are presented specifically and in writing.
- (3) **PROCEDURE:** A copy of the complaint shall be served by certified mail, return receipt requested, upon the Grievance Committee's chairman. Upon receipt of the complaint, the chairperson shall notify members of the committee, the adversary member, and the President, and provide them with a copy of the complaint.
 - (1) The adversary shall be given by the Secretary thirty (30) days to answer the charges in writing and mail the same to the chairperson, who shall consult with the other members of the committee. A written memorandum of the findings shall be sent to the Executive Board by the chairperson. If the complaint cannot be satisfactorily disposed of, the Chairperson of the committee, together with the Executive Board shall hold a formal hearing, at time and place to be determined by the President. Parties shall have at least ten (10) days' notice. Either party may appear in person or by counsel.
 - (2) There shall be no prohibition against appointing a subcommittee to assist.
 - (3) The Committee, or the Executive Board, shall make every possible effort to resolve the matter.
 - (4) Minutes of all meetings, proceedings, and decisions shall become a permanent record of the WASHINGTON COLLECTORS ASSOCIATION.
 - (5) Any decision may be appealed to ACA International for final determination; however if the appeal is not made within thirty (30) days, the decision shall be final.

Section 5 - **LEGISLATIVE COMMITTEE - STATE:**

- (1) **PERSONNEL:** Shall consist of a Chairperson and up to five 5 additional persons.
- (2) **PURPOSE:** Shall be to keep itself informed of all State legislation that may apply to the members, and to advise the membership. Shall supervise the drafting and enacting of such laws that will benefit the members and/or their clients. Shall oppose legislation that would be detrimental to the members.
- (3) **LOBBYIST:** Shall interview, and receive bids from one or more persons for the position of Lobbyist, and present a recommendation to the Executive Board for Lobbyist services.
- (4) **PARTISANSHIP:** Shall be nonpartisan and nonsectarian. No activities shall consist of supporting or defeating any candidate. The prohibition shall not apply to activities to support, compromise, or defeat legislation in the best interest of the WASHINGTON COLLECTORS ASSOCIATION.

- (5) **PROHIBITION:** Shall propose no legislation, either directly or indirectly, without first presenting it to the Board for approval.

Section 6 - **MEMBERSHIP COMMITTEE:**

- (1) **PERSONNEL:** Shall consist of the Vice President as Chairperson and up to two (2) additional Representatives.
- (2) **PURPOSE:** To process membership applications and terminations of membership.
- (3) **PROCEDURE:** The Membership Committee shall process all applications. Upon receipt of completed application forms, the investigation fees and dues, the Chairperson shall:
 - (A) Notify the members of the committee of the application.
 - (B) Notify ACA International it is unaware of the new member applicant.
 - (C) Within thirty (30) days the committee shall complete its investigation and shall submit a written report to the Executive Board, including its recommendation.
 - (D) Mail a copy of the By-Laws, Articles of Incorporation and other pertinent information about WASHINGTON COLLECTORS ASSOCIATION to the new member.
- (4) **RESUBMITTING APPLICATION:** A rejected applicant for membership may resubmit an application after a waiting period of one (1) year.
- (5) **UNETHICAL CONDUCT:** Any prospective member may be denied membership, if its/their conduct will be conceived to bring disrepute upon the WASHINGTON COLLECTORS ASSOCIATION or the collection industry in general, and/or if it/they have demonstrated the inability to comply with the Code of Ethics and Professional Responsibility and the Code of Operations of the WASHINGTON COLLECTORS ASSOCIATION.
- (6) **TERMINATION OF MEMBERSHIP:**

When membership is terminated, the Chairperson will notify all members of the Executive Board and ACA International, if necessary. Terminations shall follow ACA International membership termination By-laws on the following conditions:

- (A) Upon discretion of the Executive Board.
- (B) When an agency's license in the State of Washington has been revoked or suspended.
- (C) Upon resignation.
- (D) Upon non-payment of dues or assessments.
- (E) Honorary members at their demise.

- (F) Upon change in ownership. Membership in this Association is not transferable. Upon change of ownership or controlling interest, the membership shall automatically terminate. There shall be no refund of dues, fees or payments of any kind upon the termination of membership for this reason.

Membership may be conferred upon the new owner or upon a change in the controlling interest only by application as provided above. It shall not be deemed a change of ownership or a change in the controlling interest if a member office continues to be operated by the spouse or children, immediately following the death, retirement or incapacitation of the family member who previously held controlling interest in the business.

- (7) **APPEALS:** Any denial-of-membership decision may be appealed to the WASHINGTON COLLECTORS ASSOCIATION Executive Board, or reconsidered by the WASHINGTON COLLECTORS ASSOCIATION Executive Board, if the motion is made within thirty (30) days. Failure to move, or appeal, shall make the decision final.

Section 7 - **NOMINATING COMMITTEE:**

Shall consist of the Immediate Past President and up to two (2) additional Representatives. The Immediate Past President shall be the chairperson. The committee shall select the nominees and shall publish a list in the WASHINGTON COLLECTORS ASSOCIATION Bulletin at least thirty (30) days, but no more than sixty (60) days, prior to the annual business meeting.

Section 8 - **WAC-PAC COMMITTEE:**

Shall consist of the WACPAC Chairperson and up to two (2) additional persons, and shall be responsible to conduct the affairs of the corporate subsidiary in accordance with the laws of the State of Washington, rules of the Public Disclosure Commission, WAC-PAC Bylaws and rules of the Executive Board. The Chairperson shall make a detailed report to the membership at the annual business meeting.

ARTICLE VIII

MEETINGS

Section 1 - **ANNUAL BUSINESS MEETING:**

Shall be held in the months of April, May or June but not closer than fourteen (14) days prior to the ACA International Convention. The meeting shall among other items set amount of the dues, fines and other penalties; receive reports from elected officials and the committees; and hold general elections for Vice President, Secretary, Treasurer, Director at Large, ACA International Directors, and Wac-Pac Chairperson.

Nominations shall be made by the Nominating Committee in the manner prescribed in the committee functions; nominations may also be made from the floor. Information relating to the meeting shall be published in the WASHINGTON COLLECTORS ASSOCIATION

Bulletin at least thirty (30) days prior to the meeting. The term of office begins when the elected person is duly installed and shall continue until removed, or until a successor is installed at the next annual business meeting.

Section 2 - **SPECIAL BUSINESS MEETING:**

A special Business Meeting may be called by a two-thirds (2/3) vote of the Executive Board or by a petition signed by twenty percent (20%) of the Representatives with Voting Rights.

The Secretary of the Association shall give each Representative at least twenty (20) days' written notice of the time and place of such special session. The President shall call a special session that shall be no less than thirty-five (35) days nor more than ninety (90) days after he or she receives the petition.

NO BUSINESS shall be transacted at any special session except the business specified in the call thereof.

Section 3 - **SPECIAL MEETING TELEPHONE CONFERENCE:**

The President, or a majority of the voting members of the Executive Board may call a special telephone conference. A quorum shall consist of two-thirds (2/3) of the voting members of the Executive Board and a two-thirds (2/3) vote of those in attendance is required to pass an issue.

Section 4 - **EXECUTIVE BOARD MEETINGS:**

Regular meetings of the Executive Board shall be held each year prior to and following the Business Meeting of the membership at the annual convention and at the call of the President and a majority of the Executive Board with Voting Rights.

The President may also call for a vote via mail or other electronic means by giving seven (7) days' notice, and a majority vote shall prevail.

Notice of meetings of the Executive Board shall be published in advance of the date of the meetings.

Section 5 - **ACTION WITHOUT MEETING:**

Any other provisions of these By-Laws to the contrary notwithstanding and so far as may be permitted by law, any action required or permitted to be taken at any meeting of the Executive Board consisting of a quorum may be taken without a meeting, if prior to such action, a written consent (by mail, facsimile or other electronic device) thereto is signed or approved by two-thirds of a quorum of the voting members of the Executive Board; provided that, for purposes of this section, a quorum shall consist of two-thirds of the voting members of the board.

ARTICLE IX

VOTING RIGHTS AND QUORUM

Section 1 - **VOTING RIGHTS:**

- (1) ANNUAL or SPECIAL BUSINESS MEETINGS. A Representative of an Agency Member with Voting Rights as set forth in ARTICLE I, Section 2, who is duly registered and has paid the registration fee can vote.
 - (A) PROHIBITION. No parent member representative may vote for more than one membership office.
 - (B) VOTING. Voting by mail or proxy shall not be allowed.
 - (C) ABSENTEE BALLOTS. Absentee ballots will be allowed in accordance with the rules of the Executive Board, if the Representative with Voting Rights has been duly registered and paid the registration fee, but is unable to attend the meeting. The voting shall be limited to nominees only.
- (2) BUSINESS MEETINGS OF THE EXECUTIVE BOARD. Where a quorum is present, any Director in attendance with Voting Rights shall be entitled to one vote.

Section 2 - **QUORUM:**

- (1) At any meeting of the Annual Business Session, or a Special Business Session, no fewer than fifteen percent (15%) of the Representatives with voting Rights shall constitute a quorum.
- (2) Business meeting of the Executive Board shall have a quorum when a majority of the Officers having Voting Rights shall be in attendance unless otherwise stated.

ARTICLE X

AMENDMENTS

Section 1 - **BY-LAWS:**

- (1) By-laws may be amended at the Annual Business Meeting, or a Special Business Meeting at which a quorum is present, by a majority of Representatives with Voting Rights who are present and have paid the registration fee. PROVIDED: No proposed amendment shall be considered unless it shall be published in one issue of the Bulletin. The publication may not be more than three (3) months or less than thirty (30) days prior to the business meeting considering the proposed amendment(s). The proposed amendment(s) shall appear in the bulletin.
- (2) A Representative with Voting Rights may move to change any part of the amendment(s), and the same shall be changed, providing that there is a second and two-thirds (2/3) of the representatives vote in favor. Said change in the amendment(s) shall not affect the remaining portion of the amendment(s).

- (3) A proposed change is to be presented in its entirety to the membership showing the Section as it will read.

Section 2 - **ARTICLES OF INCORPORATION**

The Articles of Incorporation shall be amended in accordance with RCW 24.03.

ARTICLE XI

PARLIAMENTARY PROCEDURE

In all questions of order and parliamentary procedure not covered by these By-Laws, the latest edition of ROBERT'S RULES OF ORDER shall govern. The President may appoint the Parliamentarian.

ARTICLE XII

PROPRIETARY RIGHT

There is no means of estimating the value of membership in the WASHINGTON COLLECTORS ASSOCIATION and no member has any proprietary right therein.

ARTICLE XIII

REPEALER

All previous By-Laws, Rules of Conduct, and Code of Ethics of the WASHINGTON COLLECTORS ASSOCIATION are here by repealed.

ARTICLE XIV

FISCAL YEAR

The fiscal year shall begin the first day of June and end the last day of May of the following year.

ARTICLE XV

CODES OF ETHICS AND OPERATIONS

The WASHINGTON COLLECTORS ASSOCIATION adopts by reference the Code of Ethics and Professional Responsibility and the Code of Operations of ACA International, as amended from time to time and as published in its annual Membership Roster.

ARTICLE XVI

EFFECTIVE DATE

Effective Date of these revised By-Laws shall be May 15, 2005, upon ratification by the membership.

GLOSSARY

ARTICLES OF INCORPORATION (and "Articles"): Means the original Articles of Incorporation and all amendments thereto, and includes articles of merger and restated articles. RCW 24.03.005. This Association was incorporated under RCW 24.03 and the sections following. Where the Articles of Incorporation are inconsistent with a By-Law, the Articles of Incorporation shall be controlling.

BY-LAWS: Means the code or code of rules adopted for the regulation or management of the affairs of the corporation irrespective of the name or names such rules are designated. RCW 24.03.005 (5). By-Laws, in effect, constitute contract between corporation and its members. Rodruck v. Sand Point Maintenance Comm, 48 Wn 2nd 565.

CODE OF ETHICS AND OPERATIONS: Are recited in the latest ACA International Roster.

COMMITTEES: Committees usually do not have the authority of the Executive Board or the Membership and are limited to making recommendations, or executing directions. Robert's Rules of Order.

DELEGATION OF AUTHORITY: AS A GENERAL PRINCIPAL, the BOARD CANNOT DELEGATE ITS AUTHORITY - that is empower a subordinate group to act independently in its name - except as may be authorized in the By-Laws or Articles of Incorporation. Robert's Rules of Order.

EXECUTIVE BOARD: Also is designated as the Board of Directors as set forth in the Articles of Incorporation and the By-Laws.

GENERALLY: From Latin word "genus." It relates to the whole kind, class or order. Black's Law Dictionary.

HONORARY: Means an honor, dignity or trust as distinguished from legal accountability. Black's Law Dictionary.

MALFEASANCE: Means any wrongful conduct that affects, interrupts, or interferes with performance of official duty. Additionally, "malfeasance" in office means commission of an unlawful act. RCW 29.82.010.

MISFEASANCE: Means any wrongful conduct that affects, interrupts, or interferes with the performance of official duty. Additionally, "misfeasance" means the performance of a duty in an improper means. RCW 29.82.010.

PARLIAMENTARIAN: An expert in the rules and usages of a deliberate society. Webster's New Collegiate Dictionary.

PROXY: A proxy is a power of attorney given by one person to another to vote in his stead. The term also designates the person who holds the power of attorney. Black's Law Dictionary.

REPRESENTATIVE: Is a fiction of the law, the effect of which is to put a representative in the place, degree of right of the person, or entity, represented. Black's Law Dictionary. If the member is a corporation, the Representative must be an officer of the member corporation. Articles of Incorporation IV.

RCW: Means the Revised Code of Washington.

SPECIAL COMMITTEES: Are committees appointed as the need arises, to carry out a specific task. Robert's Rules of Order.

STANDARD OPERATING PROCEDURES (SOPs): Shall be those as published by ACA International or as adopted by WASHINGTON COLLECTORS ASSOCIATION or its Executive Board from time to time, whether denominated Standard Operating Procedures, Operating Rules, or otherwise.

STANDING COMMITTEES: Are constituted to perform a continuing function and remain in existence permanently. Robert's Rules of Order.

WAC PAC: Is a wholly-owned subsidiary of WASHINGTON COLLECTORS ASSOCIATION, was created under RCW 19.80, and is a Political Action Committee.

**Revised May 15, 2005