

1 January 2017

2  
3 ELEMENTARY SCHOOL PRINCIPALS ASSOCIATION OF WASHINGTON

4  
5 BYLAWS

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7  
8 PREAMBLE

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10 The Elementary School Principals Association of Washington believes that the child is the focal point of the  
11 education program and that education in our society must assist each child to realize one's potential as a  
12 functioning and contributing member of society. The Association commits its efforts and resources to assure  
13 that each child shall have an equal opportunity to attain that end.

14  
15 The Elementary School Principals Association of Washington believes that the primary emphasis of the Association is to  
16 promote and support programs which enhance the child.

17  
18 The Elementary School Principals Association of Washington believes that the elementary school is the foundation of all  
19 efforts to achieve this purpose and that the responsibility for the development of an effective program in each elementary  
20 school is vested in the principal.

21  
22 Therefore, the Elementary School Principals Association of Washington dedicates itself to the recognition of the  
23 principal as the leader in the supervision and administration of the elementary school.

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25  
26 ARTICLE I - NAME, PURPOSES AND GOVERNANCE

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28 Section 1: Name

29 The name of this organization shall be the Elementary School Principals Association of Washington (ESPAW), a  
30 component of the Association of Washington School Principals (AWSWP). The Elementary School Principals Association  
31 of Washington shall be referred to as the Association here-after in the Bylaws.

32  
33 Section 2: Purposes

- 34  
35 a. To improve the educational opportunities for students in the elementary schools of the state of Washington.  
36  
37 b. To enhance the image of the elementary school principal as an educational leader and to promote greater recognition of  
38 the professional skill and performance demanded by the position.  
39  
40 c. To assist principals in fulfilling their leadership responsibilities in elementary schools.  
41  
42 d. To enhance the unique and harmonious professional relationships between elementary school principals and elementary  
43 school teachers.  
44  
45 e. To furnish opportunities for principals to exchange professional ideas and materials.  
46  
47 f. To work for professional conditions that will enable principals to function properly as leaders in their schools and  
48 communities.  
49

50 g. To encourage professional growth through special assignments, creative work, and study among principals in their  
51 local areas.  
52

53 Section 3: Governance

54 The Association shall be governed by the Bylaws, and such actions as the governing bodies of the Association may take  
55 consistent therewith. Nothing in the Bylaws shall be construed to prevent the Association from pursuing objectives that  
56 are consistent with its stated purposes.  
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59 ARTICLE II - MEMBERSHIP  
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61 Section 1: Categories and Qualifications

62 Membership in ESPAW is open to (1) persons who are serving as elementary school principals in the State of  
63 Washington, (2) persons who are employed or involved in the administration of elementary schools in the State of  
64 Washington, (3) persons who are former members of ESPAW.  
65

66 The Association shall have the following categories of membership:  
67

68 a. Active Membership is open to those persons who support the objectives and pay the dues of the Association and who  
69 are employed in professional work related to the elementary school principalship.  
70

71 It shall include membership in the National Association of Elementary School Principals, and the Association of  
72 Washington School Principals. Membership in local and regional associations affiliated with the Elementary School  
73 Principals Association of Washington is also recommended.  
74

75 b. Associate Membership is reserved for all members of the Elementary School Principals Association of Washington  
76 who are not eligible for active membership. Associate members shall pay the annual membership fee and shall be entitled  
77 to all privileges of the Association, except the rights to vote and hold office.  
78

79 c. Emeritus Membership in ESPAW is reserved for former members of the Association who are no longer full-time  
80 employees in education. Emeritus members shall pay annual membership dues as determined by the Board of Directors  
81 and shall be entitled to all rights and privileges of membership except the rights to vote and hold elective office.  
82 Exception: Past President.  
83

84 Section 2: Membership Year

85 The membership year of the Association shall be from September 1 to August 31.  
86

87 Section 3: No Discrimination

88 The Association will comply with State and Federal laws pertaining to discrimination.  
89

90 Section 4: Property Interest of Members

91 All rights, title and interest, both legal and equitable, of a member in and to the property of the Association shall end on  
92 termination of membership.  
93

94 Section 5: Membership Dues

95 The annual dues for the Association shall be determined by the Board of Directors.  
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ARTICLE III - THE BOARD OF DIRECTORS

Section 1: Primary Function

The Board of Directors shall be the policy-making body of the Association responsible for carrying out the purposes of the organization.

Section 2: Duties

- a. To meet on a regular basis or upon special call of the President.
- b. To determine and adopt policies relating to the administration and program of the Association as recommended by the President, Executive Director, committee chair, or any of its members and appearing on the prepared agendas of its meetings subject to approval of the membership of the board.
- c. To decide upon those policy actions taken at official Board meetings which require ratification of the membership and establish procedures for such ratification.
- d. To review the preliminary budget for the next year at the winter meeting before the end of the budgetary year.
- e. To review and adopt a budget annually for the next school year at the spring meeting.
- f. To institute appropriate actions to accomplish the intent of any resolution adopted at the annual meeting of the Association.
- g. To finalize and submit to the membership the official ballot of names of persons seeking the offices of the Association.
- h. To direct the Executive Committee on any matters necessitating action for the good of the Association.
- i. To form new regions, change regional boundaries, appoint temporary regional directors, and permit attendance in another region for reasons of convenience and economy upon written request and approval of the regions involved.
- j. To direct the Executive Director to provide for an annual audit of the Association financial records and prepare a financial report for the Board of Directors.
- k. To invite consultants to meet with the Board as necessary.
- l. To elect the AWSP Three-Year Representative and President-elect of AWSP at the spring Board meeting of the appropriate year per the bylaws of AWSP.
- m. To elect the NAESP Representative for a three-year term
- n. To assign itself additional duties as deemed necessary for an effective and efficient operation.

Section 3: Members

The members of the Board of Directors shall be the President, Past President, Vice President 3 Year Representative to the AWSP Board/Treasurer, the Regional Directors, Diversity and Equity Committee Liaison, Professional Learning Committee Liaison and the NAESP Representative. The Representative of the State Superintendent of Public Instruction shall be invited to attend all Board meetings for liaison purposes.

151 The AWSP Executive Director and/or Designee and ESPAW Representative to the Legislative Committee and  
152 the Communications Advisory Committee shall be ex-officio members.

153  
154 Section 4: Meetings

155 The Board of Directors will meet at least three times a year at the call of the President or majority of the  
156 Board of Directors. The President, with the approval of a majority of the members of the Board of Directors,  
157 shall determine the time and place of meetings. Notice stating the date, time, and place of any regular or  
158 special meeting shall be delivered to each member of the Board of Directors at least ten (10) days in advance  
159 of such meeting. A quorum shall be two-thirds of its members.

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161 ARTICLE IV - EXECUTIVE OFFICERS

162  
163 Section 1: Primary Function

164 To carry out the duties of the Association as prescribed by the Board of Directors.

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166 Section 2: Identification

167 The Executive Officers of the Association shall be: President, Past President, Vice President, Treasurer/3 Year  
168 Representative to the AWSP Board, NAESP Representative, Diversity and Equity Committee Liaison,  
169 Professional Learning Committee Liaison and At Large Regional Director

170  
171 Section 3: Nomination and Election

- 172 a. Candidates for Vice President and Treasurer/Three-Year Representative, shall be procured and  
173 presented by the Sitting Vice President for nomination each year at the spring meeting of the Board of  
174 Directors.
- 175  
176 b. At least two candidates for each office and regional diversity are desirable. If two candidates for the  
177 position of Vice President have not committed to run by March 1, the Sitting Vice President will work  
178 with appropriate regional directors to procure two or more candidates by March 15.

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180  
181 Section 4: Elections/Appointive Officers

- 182 a. Members of the Association shall vote for Vice President and Treasurer/Three Year Representative to the  
183 AWSP Board following the Spring ESPAW Board meetings. IT IS DESIRABLE THAT the Vice  
184 President position alternate between the east and west sides of the state. The President from the east side  
185 will be elected in odd numbered years and the President from the west side will be elected in even  
186 numbered years. In the event that a candidate is not available from the desired side of the state, the election  
187 will be open statewide.
- 188  
189 b. The membership will be notified in writing by the Executive Director, or designee of the  
190 candidates for each office with accompanying vitae information at least fifteen (15) days in advance of the  
191 election. Ballots will be distributed to membership immediately after the fifteen-day window closes  
192 following the Spring ESPAW Board Meetings and returned to the AWSP Office no later than two weeks  
193 (14 days) after the election commences.
- 194  
195  
196 c. Candidate guidelines for the annual election will be presented by the Sitting Vice  
197 President to the Board for their approval at the spring Board meeting. The guidelines  
198 should include but not be limited to information which will standardize the campaigns and provide a  
199 framework for candidates to present themselves before and during the conference.
- 200  
201 d. The candidate with a plurality will be elected. In the event of a tie, the ESPAW Board of Directors

202 would cast a ballot deciding the winner.

203 1. Candidates will be notified by the President or designee immediately after votes are counted.

204 2. The results of any election will be published in the first subsequent issue of the AWSP magazine,  
205 *Washington Principal* and the AWSP Web site.

206  
207 e. There shall be four special appointive officers:

208 1. The Diversity and Equity Committee Liaison shall be appointed by the Association's  
209 Board of Directors. Any active member of the Association (ESPAW) who has served on the AWSP  
210 Diversity and Equity Committee is eligible.

211 2. The NAESP Representative shall be appointed for a three-year term by the Board of Directors. Any  
212 active member of the Association who has served on the ESPAW Board is eligible.

213 3. The Professional Learning Committee Liaison shall be appointed by the Association's  
214 Board of Directors. Any active member of the Association (ESPAW) who has served on the AWSP  
215 Professional Learning Committee is eligible.

216 4. At Large Regional Director shall be appointed by the Associations Board of Directors. Any active  
217 member who has served at least one year of a term is eligible.

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220 Section 5: Terms of Office

221 a. Executive Officers shall assume office on July 1 following their election. Their terms shall run as follows:

222 1. Ex-officio officers: begin attending ESPAW Board meetings following election and assume  
223 offices at the spring Board meeting.

224 2. Vice President: One year; assumes presidency the following year.

225 3. President: One year; assumes past presidency the following year.

226 4. Past President: One year.

227 5. Treasurer/Three Year Representative to AWSP: Three year terms, no more than two consecutive  
228 terms.

229 6. NAESP Representative: Three-year term, no more than two consecutive terms.

230 7. Diversity and Equity Committee Liaison: Three year term, no more than two consecutive  
231 terms.

232 8. Professional Learning Committee Liaison: Three year term, no more than two consecutive  
233 terms.

234 9. At Large Regional Director: One year.

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237 Section 6: Eligibility

238 It shall be required for eligibility to the ESPAW Board, state, and to national committees that the office  
239 holder be a practicing elementary school principal. Any member who becomes ineligible, while holding  
240 the aforementioned positions, shall immediately resign from the position. The vacancy shall be filled  
241 according to Article IV, Section 7.

242  
243 Section 7: Filling of Vacancies

244 Vacancies occurring by reason of death, resignation, or other disqualification shall be filled as follows:

245 a. A vacancy in the office of President shall be filled by the Vice President who will complete the  
246 vacated term and serve the term to which he/she was elected.

247 b. A vacancy in the office of Vice President shall be filled by the Past President who shall  
248 serve in such capacity until the vacancy has been filled. Within ten (10) days after the vacancy  
249 occurs, the President shall instruct the Executive Director to initiate the election process as  
250 prescribed in the Bylaws.

251  
252 c. A vacancy in the office of the Past President shall be appointed by the Board of Directors.

- 253  
254 d. For positions not covered in Sections 4a-b, the Executive Committee shall within ten (10) days  
255 nominate a member to complete the term. This nomination shall be confirmed by the ESPAW  
256 Board.

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259 ARTICLE V - THE EXECUTIVE COMMITTEE

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261 Section 1: Members

262 The President, Vice President, Past President, Treasurer/Three-Year Representative to the AWSP Board,  
263 NAESP Representative, Diversity and Equity Liaison, Professional Learning Committee Liaison and At  
264 Large Regional Director shall constitute the Executive Committee. The Executive Director or designee and  
265 ex-officio officers shall be ex-officio members.

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267 Section 2: Primary Function

268 The Executive Committee shall meet upon call of the President to consider actions necessary between  
269 regular meetings of the Board of Directors.

270  
271 Section 3: Duties

- 272 a. To carry out the directives of the Board of Directors.  
273 b. To act upon immediate problems of the Association not inconsistent with its general policy.  
274 c. To make decisions on Association matters requiring immediate action at either special meetings  
275 called by the President or by written and/or telephone communications.  
276 d. To present its actions, when appropriate, to the Board of Directors for approval at the next regular  
277 meeting of that body.  
278 e. To represent the Association as its official executive group at functions of, or with, any other  
279 organizations or agencies when it is not possible for the full Board of Directors to do so.  
280 f. To help establish the agenda for each Board of Directors' meeting.

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282 Section 4: Limitations

283 Any action of the Executive Committee shall be subject to the subsequent ratification of the Board of  
284 Directors.

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287 ARTICLE VI - THE PRESIDENT

288  
289 Section 1: Primary Function

290 The President shall serve as the chief executive officer of the Association with responsibility for providing  
291 leadership and coordination for all aspects of its program and operations.

292  
293 Section 2: Duties

- 294 a. Represent the Association publicly and serve as official spokesperson for its programs and  
295 policies.  
296  
297 b. Preside at all official business meetings of the Association.  
298  
299 c. Appoint members and chairs for Association standing committees, ad hoc committees, task forces,  
300 and commissions created and/or approved by the Board of Directors in accordance with the powers  
301 granted to the President by these Bylaws.  
302  
303 d. Serve as an ex-officio member of all committees and commissions or to delegate this responsibility

304 to other members of the Board of Directors.

305  
306 e. Give leadership to the implementation of Association resolutions and position papers, policies  
307 established by the Board of Directors and the provisions of the Association Bylaws, and cause to be  
308 considered by the Board of Directors all resolutions presented.

309  
310 f. Serve as a member of the AWSP Board, the AWSP Budget Committee and the AWSP  
311 Executive Committee.

312  
313 g. Serve as a member of the Association Executive Committee.

314  
315 h. Make executive decisions for the Association in emergency situations and present these to the  
316 Board of Directors for confirmation when appropriate.

317  
318 i. Attend the Annual NAESP Convention and the Annual NAESP Leaders Conference.

319  
320 j. Attend the official meetings of NAESP Zone IX.

321  
322 k. Perform any other duties as directed by the Board of Directors.

## 323 324 ARTICLE VII - THE VICE PRESIDENT

### 325 326 Section 1: Primary Function

327 The Vice-President shall assist in all matters relating to the function of the President to prepare for  
328 assuming that position the following year.  
329

### 330 331 Section 2: Duties

332 a. To preside at the official meetings of the Association if the President is absent.

333  
334 b. To study thoroughly and continuously the program and operations of the Association in  
335 preparation for assuming the office of the President.

336  
337 c. To assist the Treasurer in overseeing the Association's fiscal operations.

338  
339 d. Be designated Conference Chairperson and perform all duties pertinent to the conference.

340  
341 e. Be in charge of:

342 1. Procuring candidates for the Association offices to be presented to the Board, and reporting  
343 a timeline for nominations at the first Board meeting of the calendar year for approval. Every effort  
344 shall be made to procure candidates representing the various regions of the state.

345 3. Serve as a member of the ESPAW Executive Committee.

346 4. Performing any other duties delegated by the President or the Board.

347  
348 f. To serve as a member of the AWSP Board.

349  
350 g. To represent the Association at the annual meetings of the component AWSP organizations as  
351 directed by the President.

352  
353 h. To attend the Annual NAESP Convention and Annual NAESP Leaders Conference.

- 354
- 355 i. To attend the official meetings of NAESP Zone IX.
- 356
- 357 j. To serve as member of the Association Executive Committee.
- 358
- 359 k. To act for the President when he/she is unable to perform the duties of the office.
- 360
- 361 l. To assume any other duties delegated by the President or Board of Directors.
- 362
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## 364 ARTICLE VIII - THE PAST PRESIDENT

### 365 Section 1: Primary Function

366 The President of the Association, immediately following his or her incumbency and for a period of one year,  
367 shall continue to be a member of the Board of Directors contributing the expertise gained while serving as  
368 the chief executive officer of the Association.  
369

### 370 Section 2: Duties

- 371 a. To attend official meetings of the Board of Directors.
- 372
- 373 b. To serve as a member of the AWSP Board.
- 374
- 375 c. To attend the Annual NAESP Convention and annual NAESP Leaders Conference.
- 376
- 377 d. To attend the official meetings of NAESP Zone IX.
- 378
- 379 e. To serve as member of the Association Executive Committee.
- 380
- 381 f. To facilitate the process of selecting the Association's National Distinguished Principal.
- 382
- 383 g. To scrutinize these Bylaws and make recommendations at the annual spring meeting for any changes that  
384 appear necessary.
- 385
- 386 h. To assume any other duties delegated by the President or Board of Directors.
- 387
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## 389 ARTICLE X – TREASURER/AWSP Representative

### 390 Section 1: Primary Function

391 The Treasurer will oversee the fiscal operation of the Association in concert with the Executive Director  
392 using a sound fiscal policy. They should maintain liaison between the Association Board of Directors  
393 and the AWSP Board. The Treasurer/AWSP Representative may serve no more than two consecutive  
394 terms.  
395

### 396 Section 2: Duties

- 397 a. Work with AWSP staff to prepare a preliminary budget and final budget.
- 398
- 399 b. Present all budgets to the Board of Directors for approval.
- 400
- 401 1. Preliminary at the spring board meeting.
- 402 2. Final at the fall board meeting.
- 403
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- e. Oversee expenditures and notify the President of any possible over-expenditures within budget accounts.
- f. Keep the Board of Directors informed on status of the budget at each Board of Directors' meeting.
- g. Attend all Association and AWSP Board meetings.
- h. Serve as a member of the AWSP Board.
- i. Serve as a member of the AWSP Budget Committee.
- j. Report to the Association Board of Directors on the business and decisions of the AWSP Board.
- k. To serve as a member of the Association Executive Committee.
- f. To perform any other duties as directed by the President or Board of Directors.

## ARTICLE XII - NAESP REPRESENTATIVE

### Section 1: Primary Function

The NAESP Representative will serve as liaison between the National Association of Elementary School Principals (NAESP) and the Association. The NAESP Representative may serve no more than two consecutive terms.

### Section 2: Duties

- a. To be the official spokesperson of the NAESP within the state.
- b. To serve as liaison between the Association and the NAESP.
- c. Assist with the NAESP membership campaign within the state.
- d. To advise the Board of Directors on NAESP policies and programs.
- e. To meet with other NAESP representatives as a group at the Annual NAESP Convention and the NAESP Leadership Conference.
- f. To serve as a member of the Association Executive Committee.
- g. To help select the Zone IX representative to the NAESP Nominating Committee.
- h. To serve as a voting member of the NAESP Delegate Assembly and be responsible for the accreditation and seating of the state delegates to the meeting of the NAESP Delegate Assembly.
- i. Assist with all the official communications between the state and the NAESP.
- j. Assist with NAESP Zone IX activities within state.
- k. Assist with any official meeting of the NAESP Zone IX.

- 456 l. Assist with the state attendance and activities at the Annual NAESP Convention.  
457  
458 m. Assist with the establishment and operation of the Zone booth at the Annual NAESP Convention.  
459  
460 n. To notify the Association President of the need for the selection of a NAESP Representative.  
461  
462 o. To perform any other duties as directed by the President or Board of Directors.  
463

464 ARTICLE XIII – DIVERSITY AND EQUITY COMMITTEE LIAISON

465 Section 1: Primary Function

466 The Diversity and Equity Liaison should maintain liaison between the Association Board of Directors  
467 and the AWSP Diversity and Equity Committee. The Diversity and Equity Committee Liaison may  
468 serve no more than two consecutive terms.  
469

470 Section 2: Duties

- 471 a. Attend all Association and Diversity and Equity Committee meetings.  
472  
473 b. Report to the Association Board of Directors on the business and decisions of the Diversity and Equity  
474 Committee.  
475  
476 c. To serve as a member of the Association Executive Committee.  
477  
478 d. To perform any other duties as directed by the President or Board of Directors.  
479

480 ARTICLE XIII – PROFESSIONAL LEARNING COMMITTEE LIAISON

481 Section 1: Primary Function

482 The Professional Learning Committee Liaison should maintain liaison between the Association  
483 Board of Directors and the AWSP Professional Learning Committee. The Professional Learning  
484 Committee Liaison may serve no more than two consecutive terms.  
485

486 Section 2: Duties

- 487 a. Attend all Association and Professional Learning Committee meetings.  
488  
489 b. Report to the Association Board of Directors on the business and decisions of the Professional Learning  
490 Committee.  
491  
492 c. To serve as a member of the Association Executive Committee.  
493  
494 d. To perform any other duties as directed by the President or Board of Directors.  
495

496 ARTICLE XIV – AT LARGE REGIONAL DIRECTOR

497 Section 1: Primary Function

498 The At Large Regional Director should maintain liaison between the Association Board of Directors  
499 and the Regional Directors, ensuring the voice underrepresented membership is heard. The At  
500 Large Regional Director may serve no more than two consecutive terms.  
501

502 Section 2: Duties

- 503 a. Attend all Association meetings.
- 504
- 505 b. Maintain contact with ESPAW underrepresented groups.
- 506
- 507 c. To serve as a member of the Association Executive Committee.
- 508
- 509 d. To perform any other duties as directed by the President or Board of Directors.
- 510
- 511 e. Encourage underrepresented members to serve on the Board, liaisons, committees and task
- 512 forces.
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- 514

515 ARTICLE XIII - REGIONAL DIRECTORS

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517 Section 1: Primary Function

518 The Regional Directors shall be the spokespersons for their regions. Directors shall have the

519 responsibility to examine issues from a statewide perspective for the benefit of the whole organization.

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521 Section 2: Identification

522 The Association shall be divided, for administrative purposes, into regional units which shall be designated

523 by name by the Board of Directors.

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525

526 Section 3: Elections

- 527 a. Elections for Regional Director positions shall be held on a three-year cycle. One-third of the director
- 528 positions will be affected each year.
- 529
- 530 b. Incumbent Regional Directors shall be responsible for accomplishing regional director elections in
- 531 their regions.
- 532
- 533 c. Incumbent Regional Directors shall notify the Executive Director or designee by April 1 with the
- 534 names of the newly elected Regional Directors and present the new director at the Spring Board
- 535 meeting.
- 536
- 537

538 Section 4: Terms

- 539 a. A Regional Director shall be elected in each region for a three-year term.
- 540
- 541 b. Regional Directors shall not serve more than two consecutive terms of office.
- 542
- 543 d. Newly elected Regional Directors shall assume office July 1.
- 544

545 Section 5: Duties

- 546 a. Orientation for new Regional Directors shall be conducted at the Spring Board meeting.
- 547 b. Regional Directors are expected to attend Board meetings. If a Regional Director is unable to attend,
- 548 he/she is to appoint a designee to attend in his/her place. Failure to attend two (2) meetings in a
- 549 school year may result in removal from the Board by the President after consultation with the
- 550 Executive Committee and Regional Director.
- 551
- 552 c. Further duties of the Regional Director shall be determined by the Board of Directors.

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Section 6: Vacancy

- a. A Regional Director vacancy occurring in midterm will be filled by a regional appointment or election. The selected member will serve for the remainder of the region's term.
  
- b. In the event that a Regional Director has not been chosen in a region sixty (60) days prior to the Fall meeting of the Board of Directors, the Association President, with the approval of the Executive Committee, shall make a temporary appointment.

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ARTICLE XIV - COMMITTEES

Section 1: Primary Function

Association committees shall be considered the core of all activity designed to achieve the purposes of the Association. Association members contribute their organizational skills, leadership skills, and experience through service on committees.

Section 2: Ad Hoc Committees

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- a. Ad hoc committees shall be established by the President with the approval of the Association Board of Directors.
  
- b. Ad hoc committees shall study the task for which the committee is appointed and recommend action to the President.
  
- c. Committee members shall be appointed by the President with consultation from Regional Directors. Geographical distribution shall be considered in the appointment of members to serve on ad hoc committees.
  
- d. The chair shall be appointed by the President.
  
- e. The committee chair shall submit periodic progress reports to the President and a final report to the Board of Directors when the task of the committee has been completed.

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ARTICLE XV - Business Meeting

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Section 1: Annual Business Meeting

- a. Shall occur in conjunction with the annual summer conference.
- b. Purpose
  1. Communicate Association goals, objectives, and general policies.
  2. Adopt the rules and agenda governing the meeting.
  3. Adopt amendments to the Bylaws.
  4. To have such other powers and perform such other duties as may be recommended by the Board of Directors as long as they are not inconsistent with the Bylaws.
- c. A quorum shall be those in attendance at the annual business meeting.
- d. Only ESPAW members, as specified by Bylaws, are eligible to vote.
- e. Minutes of this meeting will be recorded and distributed at the next Board meeting.

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ARTICLE XVI - FINANCE

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Section 1: Financial Records and Accounts

Association financial records and accounts shall be the property of the Association and shall be open to inspection by any member on written request to the Executive Director.

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Section 2: Audit of Financial Records

- a. The Association's financial records shall be audited yearly by an audit committee or an accounting firm.
- b. The Board of Directors shall approve the method of auditing.

Section 3: Grants

The Association may receive grants and deposit and expend these funds according to terms laid down by the grantor and accepted by the Board of Directors.

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Section 4: Dissolution and Liquidation

- a. No part of any income, revenue, and grant of or to the Association shall inure to the material or pecuniary benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer, or any private individual shall be entitled to share in the distribution of any of the assets of the Association on its dissolution or liquidation.
- b. In the event of such dissolution or liquidation, the assets of the Association, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of this Association, which exempt organization shall be designated by the final Executive Committee of the Association.

ARTICLE XVII- PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the authority governing all matters of procedure not otherwise provided for in the Bylaws or by the actions of the governing bodies of the Association.

ARTICLE XVIII- AMENDMENT OF BYLAWS

The Bylaws shall be amended according to the following procedure:

- a. Proposed amendments to the Bylaws must be presented in writing to the President at least sixty (60) days prior to the opening of the annual Board Meeting.
- b. The proposed amendment must be accompanied by at least twenty (20) signatures of members representing at least two different regions. Fifty percent of the signatures must come from a region or regions other than the region originating the proposed amendment. Signatures of all ESPAW Board members shall also satisfy the signature requirement.
- c. The Association shall distribute copies of the proposed amendment to the membership not later than thirty (30) days prior to the opening of the annual Board Meeting.
- d. The President shall present the proposed amendment to the membership at the annual Board meeting. These proposed amendments shall not be modified or amended.
- e. Adoption of a proposed amendment shall require a two-thirds vote of the members present and voting at the business meeting held in conjunction with the annual Summer Conference.

ADOPTED: June 1978

653	REVISED:	October 1984
654	REVISED:	October 1986
655	REVISED:	October 1988
656	REVISED:	October 1989
657	REVISED:	October 1992
658	REVISED:	October 1994
659	REVISED:	May 1997

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637 ADOPTED: October 1997  
638 REVISED: January 2001  
639 ADOPTED: May 2001  
640 ADOPTED: October 2005  
641 REVISED: April 2008  
642 REVISED: October 2012  
643 ADOPTED: October 2012  
644 REVISED: October 2013  
645 ADOPTED: October 2013  
646 REVISED: December 2016  
647 ADPOTED: January 2017