

## WAC 2024 Special Election Issues

### -- Ballot Measure 1. Suspend the 2024 Financial Audit --

The WAC bylaws require financial audits to be performed at least every four years (see Bylaws Article X. Section D.). The cost to conduct an audit is estimated at \$120,000; the Board feels that conducting an audit at this time would not be a wise use of WAC resources, and recommends that the financial audit scheduled for 2024 be suspended until such time that the corporation has the financial resources to perform an audit. No change to the current text of the WAC Bylaws will result from voting YES or voting NO on this ballot measure.

### -- Ballot Measure 2. Correct Five Bylaws Text Errors --

The WAC Bylaws contain some typographical errors. Some have existed for a very long time. If corrected, the updates will not change the intent of the Bylaws text, but will improve upon the readability of the document. The five text updates proposed by the WAC Board have been grouped together as a single ballot measure. The errors that have been selected for correction in this Bylaws update involve four embedded references (Section Identifiers) that are mislabeled and redirect the reader to Bylaws Sections that are not appropriate, and one Article Header that appears in the Bylaws text as an improperly located Section Title.

\*\* Text Error change 1. The current text of ARTICLE IV. (COMMITTEES) Section A.5. (third sentence):

"The Finance and Audit Committee shall interview and recommend to the BoD a Public Accounting firm to conduct the reviews or audits as scheduled by the BoD as elsewhere provided in these ByLaws (Article X.5)."

The reference to (Article X.5) is mislabeled, and should be updated to read as "(Article X.D)"

\*\* Text Error change 2. The current text of ARTICLE IV.  
(COMMITTEES) Section A.3.d. (first sentence):

"In the event a petition from the membership is received as provided for in Article III, Section C.4, Article VII, section 1, and Article VIII, the Committee shall verify that the required number of valid signatures by members in good standing are on the petition."

The reference to Article VII, Section 1 is mislabeled, and should be updated to read as "Article VII, Section A.1."

\*\* Text Error change 3. The current text of ARTICLE VI.  
(ELECTIONS) Section D.

"Election policies and procedures consistent with Article IV, section A.4, shall be developed and approved by the BoD, to ensure secrecy of ballots and prevention of fraud."

The reference to Article IV Section A.4, is mislabeled, and should be updated to read as "Article IV Section A.3, "

\*\* Text Error change 4. The current text of ARTICLE  
VIII. (AMENDMENT PROCEDURE)

"Procedures for voting on the Bylaw amendments so proposed shall be established pursuant to Article VI, Section 2."

The reference to Article VI Section 2., is mislabeled, and should be updated to read as "Article VI, Section C."

\*\* Text Error change 5. The current text of  
ARTICLE VII. (RECALL OF OFFICERS/DIRECTORS)

"DISCIPLINE OF MEMBERS" appears as a Section Title between the Article Header and "Section A. Recall:". "DISCIPLINE OF MEMBERS" appears without a Section identifier, and is the misplaced continuation of the Article Header.

The Article Header should be updated to read as:  
"ARTICLE VII. RECALL OF OFFICERS/DIRECTORS AND  
DISCIPLINE OF MEMBERS"

-- Ballot Measure 3. Enable Email As A Contact Method --

A change to the WAC bylaws has been proposed by the Board to enable members to specify a preferred contact address (email vs. postal mail). Currently, the WAC Bylaws specify only postal mail as a contact method for corporate notifications to membership. This change would recognize both email and postal mail as notification methods, and allow WAC members to specify a preference.

Current text: ARTICLE III. Section A.C.5.

It shall be the duty of the Secretary to issue notice of such gatherings, and of the annual meeting and all special meetings, including all agenda items, to all members in good standing, which shall be mailed to each member at the members preferred contact address at least seven (7) days prior to the date of the gathering or meeting. Preferred contact addresses for members may be electronic (email), or physical (postal mail); in the absence of a declared member preference for a contact address, postal mail will be used.

-- Ballot Measure 4. Resolve The Conflict On Elections  
Committee Service --

A conflict exists in our Bylaws between a mandatory Presidential appointment of a currently serving Officer or Director to the Elections Committee in Section "a.", and a restriction on persons who may serve on the Elections Committee that excludes anyone that has served as an Officer or Director within one year prior to the formation of the Election Committee in Section "b.". The exclusion presented by Section "b" affects any Officer currently in the second year of their term, or any Director in the second or third year of their term. The intent of the Presidential appointment of an Officer or Director currently serving on the Board is to ensure that the WAC Elections Committee is staffed by more than one person (the Election Chair) in the event that an election has no volunteer participation.

(text of Section "a") From Article IV. A.3.a. "In addition to the committee members described above, the President shall appoint one director to serve on the Elections Committee, who is not a candidate for any position and whose term extends beyond the current election."

(text of Section "b") From Article IV. A.3.b. "No person may serve on this committee who has held office as an officer or director at any time within one (1) year prior to the beginning of the term of office of the committee."

The Board recommends that the conflict be resolved by removing the "one year prior" service restriction for Officers and Directors in Section b. If the proposed change is implemented, the updated full text of Article IV. Section A.3.b would appear as:

"The Committee shall request and supervise volunteers from the membership to assist with the ballot verification and vote tallying during club elections. No member of the Elections Committee may run for office while a member of the committee."