

As Amended 11/22

ARTICLE I. GENERAL

1. Name of Organization: The name of the organization is the Pacific Northwest Political Science Association (“the Association”). The Association is also known by its initials as PNWPSA.

2. Incorporation: The Pacific Northwest Political Science Association is organized as a nonprofit corporation under the laws of the State of Washington.

3. Statement of Purpose

a. The purposes of the Association are to encourage the study of political science, support political scientists in their research and teaching and build relationships among scholars and institutions in the Pacific Northwest.

b. In achieving these purposes, the Association strongly supports academic freedom, freedom of expression, and the equal protection of members.

c. In pursuance of its purposes, the Association may not act in any way that is inconsistent with its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

d. The Association as such is nonpartisan and does not support political parties or candidates. The Association encourages individual members in their research, publications, teaching, and public engagement to address significant political and social problems and policies, even when these problems and policies are controversial and subject to partisan discourse. As a corporate body, the Association may take positions on matters of public policy that directly affect its ability to function as an association and

conduct business for the good of its members, but the Association may not otherwise commit itself on questions of public policy.

4. Limitations

- a. No part of the net earnings of the Association may inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Association. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Association is limited to reasonable amounts.
- b. The Association will not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3), and it will not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

5. Disposition of Assets: In the event the Pacific Northwest Political Science Association is dissolved, assets of the Association are to be applied and distributed as follows: All liabilities and obligations must be satisfied or adequate provision made to do so. Assets not held upon a condition or restriction requiring return, transfer, or conveyance to any other organization or individual are to be distributed by the Executive Council, in trust or otherwise, to one or more charitable and educational organizations, organized under section 501(c)(3) of the Internal Revenue Code, of a similar or like nature to the Association.

ARTICLE II: MEMBERS

The Executive Council establishes all classes of membership and sets the associated dues.

1. Individual Members

a. Any person sharing the purposes of the Association may become a member upon payment of annual dues.

b. Privileges and rights of individual members. Individual members of the Association may

1. elect the members of the Executive Council;
2. attend and participate in the Annual Business Meeting;
3. participate in the annual meeting;
4. petition to place questions before the membership for a vote;
5. call for a special meeting of the membership as provided in section 4 of this Article;
6. vote on amendments to these Bylaws;
7. inspect and copy the records of the Association as provided in the Policies Manual and in Article IV;

2. Institutional Members

a. The Council may create institutional categories of membership, set dues, and define privileges for those memberships.

b. Institutional members do not have voting rights.

3. Regular Meetings of Members

a. The Annual Business Meeting of the members will normally be held at the time of the annual meeting of the Association.

b. The purposes of the Annual Business Meeting of members are to hear reports from the Officers of the Association, and to propose, discuss, and vote on matters of importance to the Association, which may include resolutions to be voted on by a ballot of the membership.

c. The annual business meeting may vote on resolutions to put before Council and membership as follows.

1. A quorum for voting at the annual business meeting is 1% of the membership as of the record date.

2. Provided a quorum has been achieved, a resolution to send to Council resolutions to be put before the membership, as described in Article III section 2(b), is approved when a simple majority of those members at the annual business meeting has voted to approve.

d. Notice of the time and place of the Annual Business Meeting will normally be given along with the announcement of the annual meeting of the Association during the preceding annual meeting.

4. Revocation of Membership

The Council may revoke an individual's membership in the Association by a 2/3rds vote of all Council members after hearing from the member whose membership is in question. Unless earlier removed from office according to Article V, Section 8, the membership of a person serving as a member of the Council or an officer of the Association may not be revoked until the end of that person's term of office.

ARTICLE III: VOTING AND PETITIONING

1. Elections

a. Election of officers and members of the Council shall be done at the General Membership meeting.

b. The quorum for elections of officers and members of the Council is 10% of the number of members as of the record date.

2. Voting

a. Members may vote by written ballot.

b. Voting on resolutions on questions that are put before the membership is by paper ballot with respect to such resolutions:

1. The Council may initiate a resolution and present it to the membership for a vote.

2. If a minimum of 5% of the number of individual members deliver a petition to the President of the Association to put a matter to the membership for a vote.

3. Council may develop recommendations to be appended to the resolution before it is presented to the membership for a vote.

4. The Council may group resolutions or other matters requiring a vote of the membership to facilitate voting and the attainment of a quorum.

5. A quorum for a vote by written ballot is 10% or more of the number of individual members as of the record date.

6. Any such resolution is approved when the balloting period has closed provided a quorum has been achieved and a simple majority of those voting has voted to approve.

ARTICLE IV: RECORD DATE; MEMBERSHIP ROSTER

1. The Council may set a record date for the Annual Business Meeting and any other meeting or ballot of the members, which shall be no more than 14 days before the meeting or action requiring a determination of members. In the absence of action by the Council setting a record date, the record date for the Annual Business Meeting shall be 14 days before the meeting, and the record date for a special meeting of the members called by the President shall be 7 days in

advance of the meeting. For any meeting held or action taken by petition or written request of the members, as provided in these Bylaws, the record date shall be no more than 14 days before the date the petition or written request is submitted.

2. The list of members entitled to attend the Annual Business Meeting must be prepared as of the record date and must be available at the meeting for inspection by any member.

3. A member may ask to inspect the list of members by delivering a request to the Association's office at any time. The member must state in a request for inspection of the list a proper purpose for which inspection is requested. Within 10 business days after receiving such a request, the Association will deliver to the member either the list or an offer of a reasonable alternative method of achieving the identified purpose without providing access to or a copy of the list of members. Upon acceptance by the member, the Association will proceed to implementation of the proposed alternative.

ARTICLE V: THE EXECUTIVE COUNCIL

1. Powers and Duties of the Council: The Council is the governing body of the Association and directs the Association in its corporate capacity. It has charge and supervision of the Association's business, property, and interests, including:

- a. making policy including adopting, amending, and monitoring compliance with the Policies Manual;
- b. approving the appointment and term of the Association's Executive Director;
- c. adopting an annual budget and appropriating Association funds;
- d. requesting and receiving reports annually or as appropriate in writing or in person from program chairs and all other component units of the association;

- e. making recommendations to the membership;
- f. giving direction to officers;
- g. creating and dissolving committees for stated periods and stipulated assignments, approving all committee appointments, and giving direction to committees;
- h. setting categories and dues for Association membership;
- i. keeping minutes of its meetings.

2. Executive Council Membership

- a. The Association's Council has 10 members: President-Elect, President, Past-President, Secretary/Treasurer, and six executive council members; the Executive Director is a non-voting ex-officio member of the Council.
- b. Members of the Council must be members of the Association for the duration of their terms; any member of the Council whose membership lapses is considered to have resigned and the position becomes immediately vacant.
- c. At-large members of the Council serve for a term of three years and may not serve consecutive terms. If an at-large member is elected as an officer, that member's position as an at-large member of Council becomes vacant and is filled by the Council as prescribed in section 5 of this Article. The term of the officer position determines the length of the term to be served by the newly elected officer.

3. Selection Process

- a. Nominees for Officers and at-large members of the Council are named by members of the association at the General Membership meeting.
- b. In selecting the nominees, the recommendations should be made with due regard for geographic distribution, field of professional interest, methodological orientation, types

of institutions where members are employed, race, ethnicity, gender and gender identity, sexuality, disability, and other important forms of diversity.

c. Individual members of the Association elect Council Members and Officers by written ballot at the General Membership meeting.

d. Candidates who win a plurality of votes will win the election

4. Term of Office: Newly elected officers and members of the Council take office immediately following the conclusion of the Annual Meeting which follows the date of their election and serve for the term provided in these Bylaws and until a successor is selected as described in these Bylaws.

5. Filling Interim Vacancies

a. President. In the event that death, resignation, or inability to perform the duties of the office prevents the President from completing a term in office, the President-Elect immediately succeeds to the office. Such succession leaves the office of President-Elect vacant; it must be filled by the procedure described in the next section of this section.

b. President-Elect. In the event that the President-Elect succeeds to the office of President due to vacancy in the office of President, or in the event that death, resignation, or inability to perform the duties of the office prevents the President-Elect from completing a term in office, the office must be filled by the procedure described in this section.

1. If the vacancy occurs after the annual election has been, the term of the President-Elect begins immediately and is extended to include the following year.

2. If the vacancy occurs before the annual election, the executive council shall nominate a candidate to serve as President-Elect until the conclusion of the following

Annual Business Meeting. The nominee assumes office upon an affirmative vote of the Council.

3. For the immediately following annual election, in addition to the selection of a President-Elect, a President shall be selected as provided for in these Bylaws.

c. Members of the Council; Other Officers. In the event that death, resignation, or inability to complete the term of any other officer or a member of the Council, the Council may fill the vacancy for the balance of term which has become vacant.

6. Council Meetings

a. The Council must have at least two regular meetings each year, one to coincide with the Annual Meeting of the Association, and one or more on a schedule set by the Council during the meeting coinciding with the Annual Meeting. The President or the Executive Committee of the Association may call special meetings of Council with at least two weeks' notice of the time, place, and purpose of the special meeting.

b. 5 voting members constitute a quorum.

7. Remote Meetings; Action without a Meeting: A regular or special meeting of the Council does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion which permits all members to hear (or participate by TTY or similar device) one another simultaneously. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting if all of the members of the Council consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Council member signs (including by electronic means) the consent, unless the consent specifies an earlier or later effective date. A consent

signed under this section has the effect of a meeting vote and may be described as such in any document.

8. Removal from Office: Any Council member may be removed on a vote of 4/5ths of the members of the Executive Council; removal of a Council Member creates a vacancy which must be filled by the procedure described in section 5 of this Article.

ARTICLE VI: OFFICERS

The officers of the Association are the President, the President-Elect, the Past-President, and the Secretary/Treasurer.

1. Selection and Appointment: The President-Elect is elected annually for a one year term. The Secretary/Treasurer is elected every third year for a three-year term. The form of the ballot is provided in Article V section 4. The President-Elect automatically succeeds to the office of President upon the completion of the President's term, or upon the occurrence of a vacancy as described in Article V section 6. The President automatically succeeds to the office of the Past-President upon the completion of the President's term.

2. The President

Powers and duties of the President: The President

- a. presides at all meetings of the Council, the Executive Committee, and the Annual Business Meeting;
- b. with the advice of the Council, prepares the agenda for the Annual Business Meeting;
- c. makes a report to the Annual Business Meeting;
- d. sees to it that the business of the Association is faithfully transacted;
- e. serves in other capacities as requested by the Council; and

3. The President-Elect

Powers and duties of the President-Elect: The President-Elect

- a. assists the President as required
- b. communicates with Executive Council and Director as required

4. The Past-President

The Past-President advises the President in the faithful performance of the office and represents the Association on such occasions as requested by the President. Presides as President pro tem in the event of a temporary absence of the President.

5. The Secretary/Treasurer

Powers and duties of the Treasurer: The Treasurer

- a. reviews and approves the arrangements for the receipt, custody, and disbursement of Association funds, and for keeping the Association's accounts;
- b. reports on the Association's financial condition to the Annual Business Meeting; and
- c. Keeps minutes of all meetings

ARTICLE VII. EXECUTIVE DIRECTOR

1. The Executive Director of the Association is selected by the Council and is a non-voting ex-officio member of Council.

2. Powers and Duties of the Executive Director: The Executive Director

- a. serves as the chief executive officer of the Association and transacts its business;
- b. has charge of the offices, employees, and agents of the Association;

- c. formulates plans and policies for the accomplishment of the Association's purposes and, upon the approval of the Council, is responsible for administration of the Association's affairs;
- d. has custody of the Association's funds, discharges its obligations, and maintains its accounts;
- e. makes an annual report to the Council;
- f. consults with the President as questions of policy arise; and

ARTICLE XIII: ACTION IN AN EMERGENCY

1. For purposes of this Article, an emergency exists if a quorum of the Council cannot readily be assembled because of some catastrophic event. A catastrophic event is a sudden natural or human-made situation where change and destruction has occurred that has limited normal functions in daily living including communications and travel.
2. In anticipation of and for the duration of an emergency, the Council may modify lines of succession to accommodate the incapacity of any officer, Council member, employee, or agent and take any actions that may be necessary to preserve the Association and protect its purposes.
3. During an emergency,
 - a. notice of a meeting of the Executive Committee, Council, or any committee need be given only to those persons it is practicable to reach and may be given in any practicable manner, and
 - b. the required quorum need not be established at such meeting.

4. Corporate action taken in good faith during an emergency to further the ordinary affairs of the Association binds the Association and may not be used to impose liability on a director, officer, employee, or agent.

ARTICLE IX: AMENDMENTS TO THE BYLAWS

1. Amendments to these Bylaws may be proposed by the Council or by a petition signed by 10% of the number of members of the Association as of the record date.
2. The Council must put all proposed amendments to the vote of the members. The Council may make recommendations on a proposed amendment when it is presented to the membership.
3. A quorum for a membership vote on amending the Bylaws is 10% of the number of individual members of the Association as of the record date as defined in Article IV. A proposed amendment is adopted if approved by 2/3rds of those voting. An amendment shall take effect immediately upon ratification unless the text of the amendment provides otherwise.

ARTICLE X: RATIFICATION OF BYLAWS These Bylaws will supersede all past constitutions and bylaws on approval of all of the following: a) a majority of the Council, b) a majority of those members attending the next annual all-member Business Meeting, 0