

WASHINGTON CISM NET BYLAWS

ARTICLE 1. NAME:

- 1.1 The name of this non-profit Association shall be Washington Critical Incident Stress Management Network (otherwise known as Washington CISM NET).

ARTICLE 2. MISSION STATEMENT:

- 2.1 To provide a network for Critical Incident Stress Management teams in the state of Washington (and such other geographic areas as the Board may select) through planning, training and informational exchange for the purpose of enhancing critical incident stress management for emergency services personnel.

ARTICLE 3. MANAGEMENT:

- 3.1 The management of the Association shall be vested in a Board of Directors consisting of no more than sixteen (16) voting Members and no more than eight (8) non-voting Members.
- 3.2 The first Board Members shall be appointed by a consensus of the Washington CISM NET Steering Committee. This Board shall serve until the election of officers at the next annual meeting.
- 3.3 The Board Members shall have control over and manage the property and business of the Association.

ARTICLE 4. OFFICERS AND DUTIES

- 4.1 *Officers and Executive Committee:* The officers of the Washington CISM NET shall consist of the President, Vice President (also known as the President-elect), Treasurer, Secretary and Education Coordinator. The Past President shall serve as an ex-officio officer. These officers shall be known collectively as the Executive Committee. All Members of the Executive Committee shall be Members of the Board, with the exception of the Past President. If the term of office of the Past President has expired at the end of the term of President, the Past President shall still be considered a non-voting Member of the Board.

- 4.2 *President:* The President shall oversee all activities of the Association, execute all instruments on behalf of CISM NET; preside at meetings of the Board; and perform all such functions necessary to allow the smooth functioning of CISM NET and its Board of Directors. Duties of the President may be added or restricted as the Board may, from time to time, deem necessary. The duties of the President include, but are not restricted to, the following:
- A. Presenting a "State of the Association" report at the Annual Meeting;
 - B. Causing all books, reports, statements, and certificates to be properly issued and preserved;
 - C. Enforcing the By-laws, policies, and actions of the Board;
 - D. Creating and filling temporary and standing committees of the Board as necessary;
 - E. Generally supervising and controlling the affairs of the Association on behalf of the Board;
 - F. Coordinating the plans and agenda for the Annual Meeting;
- 4.3 *President-elect:* The President-elect (also known as the Vice-President) shall act for the President in his/her absence. The President-elect shall perform such duties and have responsibilities as may be assigned to him/her by the Board or the President. When acting in the President's absence, the President-elect shall have all the duties, privileges, and responsibilities of the President. The President-elect shall assume the office and duties of the President at the conclusion of the Annual Meeting at which the President's designated term ends.
- 4.4 *Treasurer:* The Treasurer shall:
- A. Prepare and present the annual budget to the Executive Committee, and Board Members;
 - B. Keep in good order all fiscal records and state or federal reporting requirements;
 - C. Maintain such records as are necessary to direct the financial affairs of CISM NET;
 - D. Utilize whatever recognized and professional accounting system or accounting program to manage, maintain and direct the financial affairs of the CISM NET that is designated by a majority vote of the Board.
 - E. Prepare and file all required tax forms no later than April 15th of each year.
 - F. Keep the Board informed of CISM Net's financial condition through regular reports;
 - G. Issue and sign all checks for payment of CISM NET expenses, provided that all checks issued must be counter-signed by at least one other Board Member to be designated by the Board;
 - H. Authorize and confirm payment of other expenses as necessary or directed by the Board;

- I. Establish and maintain a "petty cash" account, and institute a system of record keeping for such account, if approved by the Board;
- J. Promptly file all state, local and federal returns required by law;
- K. Maintain an accurate list of those Members whose dues are current, and those who are in arrears, or have been suspended for non-payment of dues and/or assessments;
- L. Chair the Finance Committee if one is created;
- M. Perform such other duties related to fiscal matters as may from time to time be assigned by the President or the Board.

In case of an emergency absence of the Treasurer, the Board may designate one of its Members to assume the position of acting Treasurer for purposes of filing reports, maintaining records, and signing checks. Such appointment shall expire at the end of the Treasurer's official term, or upon the duly elected Treasurer resuming the duties of the office.

- 4.5 *Secretary*: It shall be the duty of the Secretary to:
- A. Take and maintain the minutes of all Board meetings and Annual Meetings;
 - B. Keep the records of CISM NET in good order;
 - C. Assist the President in the preparation of the agendas for Board meetings and the Annual Meeting;
 - D. Provide notice to the Board of regular and special meetings;
 - E. Provide notice to the General Members of Annual Meetings;
 - F. Accept and maintain membership applications;
 - G. Keep current a list of all Active Members, and have such list available at the time of the Annual Meeting for use in determination of the voting rights of Members;
 - H. Update and distribute Board manuals;
 - I. Perform such other duties as may, from time to time, be assigned to the Secretary by the President or the Board.
- 4.6 *Education Coordinator*: An Education Coordinator position on the Board shall be responsible for educational and annual conference matters.
- 4.7 *Duties of the Executive Committee*: The Executive Committee shall review the agenda for Board meetings, advise the Board on the condition of the Association, manage its program, budget and staffing needs, appoint an Education Coordinator and fulfill such other duties as are necessary to the day to day functioning of CISM NET, or as may be assigned by the Board. The Executive Committee may act for the Board where appropriate, but all such actions must be ratified at the next regularly scheduled Board meeting.

- 4.8 *Selection of Officers:* With the exception of the Office of President, nominations for other positions on the Executive Committee shall be selected from sitting Members of the Board and may be nominated by any Member of the Board. The President-elect position must be filled from sitting Board Members. However, if none of the sitting Board Members volunteer to fill the Secretary, Treasurer and Education Coordinator positions, any or all positions may be filled from the General Membership. The nomination and election of officers shall take place immediately after the election of Board Members. Election of officers shall be by majority vote of the Board.

Officer positions may be vacated when the Officer delivers a written resignation to the President. Said resignation shall be effective as of the next Board of Directors meeting. When an officer resigns from his/her position prior to the end of his/her term, two options are available: Terminate involvement with the Board; or Qualify and be appointed to another position on the Board if an opening is created through the selection process for the position vacated. In the event that no sitting Member of the Board accepts a nomination to an Officer position, the position may be filled from the General Membership for the remainder of the term.

- 4.9 *Terms of Office.* Officers shall be elected for two-year terms, said terms to commence at the end of the Annual Meeting at which the Officer is elected, and terminate at the end of the Annual Meeting, two years hence. The positions of Secretary, Treasurer and Education Coordinator may extend for more than one term upon proper nomination and election of the incumbent to refill the position.

ARTICLE 5. MEMBERSHIP--BOARD OF DIRECTORS:

- 5.1 *Board Constitution:* The Board should include among its Members, the four (4) officers of the Association, one Zone Representative from each CISM Zone in the state, an Education Coordinator and four (4) to six (6) Members-At-Large. The Board may also include no more than 8 Associate Members. A minimum of one (1) representative from each of the following disciplines may be represented on the Board: A mix of law enforcement; Fire services; Emergency medical services, Communications; Search and rescue; Mental health, Family members; Military; Parks; and Hospital emergency department or flight crew.
- 5.2 *Zone Representative:* The Zone representative is elected to a 3-year term by the membership present at the annual conference. The Zone Representative is responsible for coordinating the CISM teams in one of the five CISM zones in Washington State. He/she may be requested to sit on various committees and perform other duties as necessary to accomplish Board objectives. Specific

duties shall include, but not be limited to:

- A. Assist the Washington CISM Net Board in developing and implementing Net objectives, organization changes, general policies and practices to support CISM teams throughout Washington State.
- B. Attend scheduled Net meetings and the annual membership meeting at the annual conference.
- C. Act as a clearing house to represent concerns, suggestions, problems, grievances, etc., of their Zone CISM teams at Board meetings.
- D. Act as Zone Coordinator for Washington CISM Mobilization Notification System.
- E. Act as a representative of the Net Board in Zone CISM team meetings when requested.
- F. Act as a resource to Zone CISM teams for information, resources, advice, coordination, and facilitation.

5.3 *Member-At-Large*: The Member-At-Large is elected to a 3-year term by the membership present at the annual conference. The Member-At-Large may be requested to sit on various committees and perform other duties as necessary to accomplish Board objectives. Specific duties may include, but not be limited to:

- A. Assist the Washington CISM Net Board in developing and implementing Net objectives, organization changes, general policies and practices to support CISM teams throughout Washington State.
- B. Attend scheduled Net meetings and the annual membership meeting at the annual conference.
- C. Act as a clearinghouse to represent concerns, suggestions, problems, grievances, etc., of CISM teams at Board meetings.
- D. Act as a resource to CISM teams for information, resources, advice, coordination, and facilitation.

5.4 *Election of Board Members*: The Board shall take nominations from the floor at the annual meeting, and conduct a vote of the General Membership to elect Board Members to fill the offices of those Members whose terms are expiring. Voting at the Annual Meeting may be by any method which the Board deems appropriate; however, if the results of the election for any position are challenged by three or more Members, the Board shall require a recount of the votes.

All elections for positions shall be deemed final at the end of the voting procedure. Those elected to positions on the Board shall begin their terms at the end of the Annual Meeting.

5.5 *Term*: Voting Members of the Board shall serve for a term of three (3) years. The

initial terms of office shall be staggered so that one-third (1/3) of the Board Members are due for renomination and election at the end of the first year, another one-third is due for renomination and election the second year, and the final one-third completes its term at the close of the third year.

- 5.6 *Removal for Cause:* Removal of Members of the Board for cause shall be initiated by a written petition to the Board President signed by three (3) or more Board Members. Upon receipt of such a petition, the President shall provide written notice to the Board Member whose removal is sought at least ten (10) days prior to the date set for the Board to consider the removal petition. Such notice shall state the grounds set forth in the petition for seeking the removal. The Member whose removal is sought shall be given the opportunity to respond to the allegations, both in writing and verbally if he/she so desires. Removal shall not occur unless at least two-thirds (2/3) of the Board Members vote in favor of the removal.

Grounds for removal for cause shall include but not be limited to misfeasance and/or malfeasance, non-performance of Board duties, obstruction of Board and/or CISM NET business, termination as a Member of the group whom the Board Member was chosen to represent, or activities which may bring disapproval, scorn, or criticism to the Board and/or CISM NET. A Member may also be removed for other grounds not specified but which show a negligence or a blatant disregard for the best interests of CISM NET.

- 5.7 *Removal for Non-Attendance.*

5.7.1 A vacancy in a Member position of the Board shall exist immediately, and without the necessity of action by the Board, upon:

The unexcused absence of a Board Member at one-half (1/2) of the regularly scheduled board meetings within any twelve (12) month period and/or the unexcused absence of a Board Member at any three (3) consecutive regularly scheduled Board meetings.

5.7.2 If a Board member misses more than one-half (1/2) of the regularly scheduled board meetings within any twelve (12) month with excused absences, any member of the Board may propose to have that Board member removed from the Board. The request shall be presented at a regularly scheduled Board meeting, and voted on at the next Board meeting after giving written notice to the affected Board member. Removal shall be decided by a 2/3 vote of the Board.

Members are required to notify the Board President in advance if an excused absence is requested. Excused absences shall be decided by majority vote of the Board.

Any Board Member whose position is vacated by operation of this section shall receive notice via the minutes and may request reinstatement no later than the next scheduled Board meeting. Reinstatement shall be decided by majority vote of the Board.

5.8 *Leave of Absence:* Board Members may be granted a leave of absence for all Board responsibilities for up to six (6) months by majority approval of the Board. A Board Member on leave retains no voting powers and shall not be deemed an active Board Member for purposes of achieving a quorum.

5.9 *Resignation:* A Board Member may resign from his/her position at any time. A resignation shall be addressed to the Board President in writing and shall become effective when received by the President. The President shall advise the Board immediately of the resignation, and a replacement Member shall be promptly chosen by the Board from a roster of names nominated by Board Members.

The replacement Member shall serve the remainder of the term of his/her predecessor and then must stand for election at the expiration of the term for which s/he was appointed to complete.

5.10 *Non-Voting Participants:* Any person or group interested in the work of the Association may attend and participate in Board discussions. They shall not have the right to vote on any Board matter or exercise any authority with respect to operations of the Board. Any such participant shall be entitled to receive minutes of any meeting s/he has attended along with the date of the next regularly scheduled meeting and its agenda. Such participants may be excluded from any executive session called by the Board where the Public Disclosure Act allows for executive session.

5.11 *Conflicts of Interest:* Board Members shall avoid the appearance or actuality of a conflict of interest with respect to the activities of CISM NET. Whenever it appears that the interests of a Board Member or Members of his/her immediate family, whether financial or personal, will be affected by Board action or non-action, that Member shall advise the Board of the details of this potential conflict prior to any discussion of, or vote upon, the matter at hand. Any Board Member whose immediate family may realize any form of financial or personal gain from a decision of the Board shall abstain from voting on the matter(s). HOWEVER, should it appear that a possible or actual conflict of interest on an issue will result in the disqualification of a Member(s) such that a quorum cannot be achieved, the affected Board Member(s) shall vote only APresent.≡

Any decision of the Board shall be invalid when, after action has been taken, it becomes known that a Board Member(s) should have been disqualified from voting on the decision. The Board shall reconsider any such issue when it appears, after a vote, that a conflict of interest may have occurred.

ARTICLE 6. MEMBERSHIP

6.1 *Membership.* Membership shall be as follows:

General Membership shall be extended upon request to any current or former members of emergency response groups, including but not limited to members of fire and police departments; medical personnel who practice in, or are involved with, the type of activities promoted by CISM NET; communications personnel; mental health professionals who currently provide or have previously provided crisis intervention services to emergency responders; hospital staff; search and rescue team personnel; military (state and federal) personnel; park service workers; family members of an emergency responder; or survivor of a deceased emergency responder are eligible for General Membership upon payment of the Membership fee.

6.2 *Honorary Members.* The Board may, by majority vote, approve an Honorary Membership to any individual for outstanding contributions to the field of Critical Incident Stress Management. Honorary Members shall not have the right to vote or hold office in CISM NET.

6.3 *Application for Membership.* All applicants who meet the membership requirements above may become a Member of Washington CISM NET by filing an application with the Secretary upon such forms as may be issued by the Board, providing all information deemed relevant by the Board. If dues payments have been approved by the Board, no membership application shall be effective until dues for the initial period have been paid by the prospective Member.

6.4 *Membership Approval:* Thirty (30) days after filing an application and payment of dues (if applicable), a membership will be deemed final unless a Membership Application Committee has referred the prospective Membership to the Board because of questions about meeting the Membership qualifications.

A Membership Application Committee, composed of the President-elect, the Secretary and one Board Member elected by the Board, shall review the application of each prospective Member of the Association. When the Committee has questions about whether the applicant has met membership qualifications, it shall refer the matter to the Board. When such a referral has been made, the prospective Member shall be notified and given the opportunity

to provide additional information supporting the application if desired. The Board will promptly consider the matter and shall approve the application unless a majority of Board Members finds that the application does not meet the standards set forth above in Article 6.1.

- 6.5 *Rights of Members.* All Members, except otherwise stated elsewhere, shall have equal rights and privileges in Washington CISM NET, to hold office, nominate candidates for office, to vote in elections or referendums, to attend regularly scheduled meetings, to participate in deliberations, and to vote upon the business of the Association on such issues as are subject to General Membership vote, and to attend Board meetings.

Provided, however, that nothing in this section shall prevent the Board from meeting in executive session where such a meeting is deemed necessary and reasonable under the tenets of the State Public Disclosure Act.

Members shall also be entitled to reasonable notice of all Board meetings, including the date, time and location. Upon request, any Member who so desires shall receive a written copy of the Board minutes for any or all meetings, provided that the Board may require a contribution from the Member to pay for postage.

- 6.6 *Removal or Suspension of Members.* In all cases except non-payment of dues, any Member may be removed as a Member of Washington CISM NET for misrepresentation, misfeasance, malfeasance, or obstruction of the work of CISM NET. Removal for cause shall be initiated by a written petition of the factual basis for the request, brought by any General Member in good standing, including any Board Member. Upon receipt of such a petition by the Secretary, a hearing on the petition shall be set in front of the Board. The challenged Member shall be given written notice of the allegations made and the date, time and location of the meeting to consider the allegations. The challenged Member may respond to the allegations in writing, or orally. Removal must be by a two-thirds vote of the Board Members.

Where the Board finds that problems exist with the challenged Member, but that such problems are amenable to correction in a reasonable time, the Board may approve the lesser sanction of suspension from membership until such time as the challenged Member corrects the alleged problem(s). Upon correction of such problems, removal of suspension may occur by approval of a majority of the Board. However, a suspension may not exceed ninety days and the Board must act within that time-frame. If the problem has not been satisfactorily corrected at the end of that time as shown by a majority vote of the Board indicating the Member is in compliance, removal of membership shall automatically occur

without the necessity for further Board action.

The Board may terminate the membership of any Member who is subject to three or more suspensions during any eighteen (18) month period.

A Member whose membership has been terminated for cause shall not be eligible for reinstatement to Washington CISM NET for a six month period. At the end of that time, the Member may petition the Board for reinstatement. The Board may reinstate the Member upon such terms and conditions as the Board deems reasonable. The six month waiting period shall be in addition to any period of suspension served by the removed Member.

Nothing in this section shall apply to suspension or removal for non-payment of dues.

- 6.7 *Suspension or Removal for Non-Payment of Dues.* The President shall have the authority to suspend or remove any Member from the active membership roles for failure to pay dues or assessments in a timely fashion. When such payments are sixty days or more past due, suspension shall occur upon notification to the Member that dues are past-due and membership rights have been suspended pending payment. If payment is not received within the next sixty days, the Membership shall be deemed terminated. Suspension for non-payment shall be terminated upon receipt by CISM NET of all dues and assessments owed without the necessity for further action by the Board or its Executive Officers.

Where removal of membership occurs, reinstatement will require that the removed Member reapply for membership, and reinstatement will be subject to payment of all dues and assessments for which the Member was removed, unless this condition is waived by vote of two-thirds (2/3) of the Board.

It shall be the duty of the Treasurer to routinely notify the President of nonpayment of dues or assessments by any Member(s). The Secretary shall be required to keep a list of all Members who are suspended or terminated for any reason.

ARTICLE 7. MEETING AND VOTING

- 7.1 *Regular Meetings:* The Board shall meet on a regular basis and shall hold such special meetings as the Executive Committee shall deem necessary for the management of the affairs of the Association.
- 7.2 *Quorum:* A quorum shall be required to conduct business at any meeting of the Board. A quorum is established by the presence, in person or by telephonic

conferencing (if approved by the Board) of a simple majority of the active Board Members. A Board Member on leave of absence or with an excused absence shall not be considered an active Member for purposes of constituting a quorum.

7.3 *Voting of Board Members:* Each Board Member present at a Board meeting shall have one vote. Board Members who cannot be present may authorize a proxy to vote in place of the Member. However, any such proxy must be filled in, dated and signed by the Member authorizing its use. Proxies shall be valid for one meeting only, and must be renewed for any subsequent meetings. A proxy may be revoked at any time by the Member who has issued it. Validity of proxies may be challenged by any other Board Member. Challenges as to validity shall be decided by majority vote of the Board, and its decisions shall be final. However, the Board may, by a majority vote, allow telephonic conferences for meetings where it is not possible to assemble all Board Members in one locale. The Secretary shall keep a written record of all votes and shall report the same to the General Membership, except where votes are confidential under the terms of the Public Disclosure Act.

7.4 *Notice of Special Meetings:* Written notice of a special meeting may be given by mail, telephonic communication, computer notification, in person, or by any method designed to give actual notice to the affected parties and Board Members. Such notice shall be given at least ten (10) days before the meeting date and shall state the purpose for which the meeting is being called and the business to be transacted at the meeting. Only items identified in the notice of the special meeting are eligible for discussion during the Special Meeting.

Nothing in this section shall prevent the President from calling an emergency Board meeting if he/she deems it necessary to deal with an urgent problem or concern. In such an emergency declaration the President may, with the concurrence of at least two other Board Members, waive the ten day notice requirement. Such an emergency meeting shall consider only the specific emergent problem for which it is called, and shall be subject to any applicable sections of the Washington State Public Disclosure Act.

7.5 *Agendas:* Agendas shall be established by the President in advance of all meetings. The agenda shall fairly describe the business to be conducted at each Board or Annual meeting.

7.6 *Annual Meeting:* The Board shall hold an annual meeting for the election of new officers and consideration of General Membership business. Such meeting shall be held each year.

7.7 *Voting by Proxy.* General Members who cannot be present at the Annual

Meeting may authorize a proxy to vote in place of the Member. However, any such proxy must be filled in, dated and signed by the Member authorizing its use. Proxies shall be valid for one Annual Meeting only, and must be renewed for any subsequent meetings. A proxy may be revoked at any time by the Member who has issued it. The validity of proxies may be challenged by any other Member. Challenges as to validity shall be decided by the Board, and its decisions shall be final.

Article 8. Committees

- 8.1** *Types of Committees:* The Washington CISM Net will use the two types of committees: standing and special. Standing committees are those involved with the ongoing processes of the organization while special committees are formed to accomplish special tasks.
- 8.2** *Standing Committees:* There shall be as many standing committees as necessary to meet the goals of the State Net. These may include, but are not limited to, the Education Committee and the Membership Application Committee.
- 8.3** *Education Committee:* The Education Committee shall be responsible to the President for determining what continuing education programs shall be sponsored by the Association, who the Presenters shall be, and the fees, honoraria, and expenses that shall be paid to each Presenter. The Committee shall ensure equity in establishing all fee and expense structures.
- The Committee shall be advisory only and its recommendations shall be made to the Board which shall have sole authority to confirm, modify, nullify, or table the recommendations by majority vote.
- 8.4** *Membership Application Committee:* The Membership Application Committee shall screen all applications for membership to determine that the applicant has met all requirements for membership as stipulated in Article 6.1 of these Bylaws. If the applicant has been found to meet all requirements for membership, s/he, upon payment of any membership fee authorized by the Board, shall be notified that his/her application has been approved. If the Committee is uncertain about the applicant's meeting membership requirements, it shall implement procedures stated in Article 6.4.
- 8.5** *Special Committees:* In addition to the standing committees, the President shall establish special committees to accomplish the goals and missions of the State Net. A committee thus established shall serve only until its stated mission has been fulfilled.

8.6 *Selecting the Committee Chair:* The President shall appoint the Committee Chair from among the Board Members based on availability and interest in the committee. Duties of the Chair shall include but not necessarily be limited to the following:

- A. Specify the means by which the Committee shall conduct its business;
- B. Specify the time frame within which the Committee shall conclude business;
- C. Assure that all communications from any Member are distributed to all other Committee Members;
- D. Maintain a record of all official deliberations and communications among Committee Members that relate to the charge of the Committee;
- E. Prepare a draft report of the recommendations of the Committee and assure its distribution to all Members of the Committee for acceptance, modification or rejection;
- F. Present to the Board a final report that contains a majority and minority position, as appropriate, on each issue it was charged to investigate.

8.7 *Selecting Committee Members:* The President will accept volunteers and/or appoint Board Members to Committee membership.

ARTICLE 9. NON-DISCRIMINATION

9.1 *Statement of Policy Against Discrimination:* It is the policy of the Washington CISM NET that no person shall be discriminated against by reason of his/her race, religion, age, sex, sexual orientation, national origin, color, creed, marital status, or the presence of any sensory, mental or physical handicap.

9.2 *Nepotism:* No person shall be barred from General Membership, membership on the Board, or membership on the Executive Committee by virtue of his/her relationship by birth, adoption, marriage, or operation of law to any other Member of CISM NET, the Board, or Member of the Executive Committee. However, any such relation must be revealed to the General Membership prior to election to membership on the Board and to the Executive Committee, or as soon as the Members involved become aware of the connection.

However, no Board Member who has any connection, whether by birth, marriage, adoption, or operation of law to the Treasurer shall be eligible to counter-sign CISM NET payment checks. This restriction shall also apply where any Board Member has a significant relationship with the Treasurer as a significant "other" or close personal connection.

ARTICLE 10. AMENDMENTS

- 10.1 *Amendments:* These By-laws may be amended by two-thirds (2/3) majority vote of the Board at any regular or special meeting of the Board provided that all Board Members have been given written notice ten (10) days in advance of the meeting and the notice includes a general description of the Amendments to be voted upon.
- 10.2 *Provisional By-Laws.* The initial By-laws for CISM NET shall be considered "provisional" and effective for one year only unless the Board and General Membership approve their ratification at the next Annual Meeting. The Board, at that meeting, may by special resolution, substitute these By-laws as permanent By-laws for operation of the organization. If this is done, both the "provisional" By-laws and the "revised" By-laws shall be submitted to the General Membership, and the General Membership by majority vote shall choose the permanent By-laws.
- 10.3 *Ratification of Amendments.* All Amendments approved by a two-thirds (2/3) vote of the Board Members, except those dealing with terms of Officers or Board Members, or expansion of the Board, shall become effective 30 days after approval by the Board, subject to ratification at the next Annual Meeting. If the Amendment is not approved by a majority vote of the General Membership present at the meeting (in-person or through proxies), then the Amendment shall be null and void, provided that any action taken pursuant to an otherwise valid Amendment shall not be subject to later attack because of non-ratification of the Amendment.
- 10.4 *Amendments on Board Size or Terms of Office:* No Amendment which would change any Officers or Board Member's term of office, or would increase or decrease the voting membership of the Board, shall be effective unless approved by a two-thirds majority of the Board, and ratified at the next Annual Meeting by a majority vote of those in attendance or who have executed proxies. Where such an Amendment is ratified by the General Membership, it shall take effect immediately.
- 10.5 *Prospective Application:* Amendments shall be prospective only. Amendments made under section 10.3 above shall take effect thirty (30) days after approval by two-thirds (2/3) vote of the Board. Such Amendments shall remain effective only until a ratification vote of the General Membership.
- 10.6 *Amendments Limited to One Area:* No proposed Amendment to the By-laws, with the exception of consideration of replacement of the provisional By-laws, shall deal with more than one topic, or seek to amend or add more than one Article of

the By-laws. Separate votes shall be taken on each Amendment proposed.

ARTICLE 11. PROCEDURE.

11.1 In any area where these By-laws are silent as to procedure, Roberts Rules of Order or such other rules of conduct as the Board may adopt shall be the governing rules for the Board and the Annual Meeting.

ARTICLE 12. EXEMPT ACTIVITIES.

12.1 *Limitation of Authority:* Notwithstanding any other provision of these By-laws, no Board Member, Officer, employee or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by any organization which has applied for, and/or received approval of an exemption pursuant to Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may herein-after be amended, or by an organization whose contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

12.2 *Non-Liability for Unauthorized Actions:* Neither the individual Members of the Board of Directors, the Board of Directors collectively, or the CISM NET organization shall be liable for actions taken by General Members or Board Members unless it appears that such acts were directly related to, and undertaken with express or implied authority, of CISM NET and its Board of Directors.

12.3 *Non-Liability of General Members:* No liability for any act taken by CISM NET, its Executive Committee, or its Board of Directors shall accrue to any person, agency, business or corporation who has participated in CISM NET as a General Member, except where such individual, agency, group, business, or corporation may incur liability to CISM NET itself because of activities which prove detrimental to the operation of CISM NET. This section shall not be construed to abrogate actions against any individual, agency, group, business, or corporation by an individual or group where the cause of action does not accrue from the direct functions of CISM NET or its normal operations, or where the individual, agency, group, business, or corporation takes actions which are outside of the scope of its relationship with CISM NET, or constitute negligence.

ARTICLE 13. DUES

13.1 Dues may be imposed upon the General Membership in such amounts, and for

such duration as the Board of Directors may, from time to time, approve. Approval for dues shall require only a majority vote of the Board. The Board may approve differing dues amounts based upon the type of membership application sought. Nothing in this Article shall require CISM NET to impose dues upon its Members.

Adopted as amended this _____ day of _____, _____.

President/Washington CISM NET

By-laws and Amendments accepted as approved this _____ day of _____, _____.

Secretary/Washington CISM NET