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**AMENDED BYLAWS**  
**OF**  
**WASHINGTON COALITION FOR OPEN GOVERNMENT**

**EFFECTIVE: June 12, 2009**

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AMENDED BYLAWS

OF  
WASHINGTON COALITION FOR OPEN GOVERNMENT

**ARTICLE 1  
MEMBERSHIP**

The corporation shall have no members.

**ARTICLE 2  
BOARD OF DIRECTORS**

**Section 2.1 Powers and Qualifications.** The affairs of the corporation shall be managed by the board of directors.

**Section 2.2 Number and Term.** The number of directors of the corporation shall be not less than five (5) and not more than thirty (30). The board of directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Upon the first annual election of directors, the directors shall be divided into three (3) classes, the first class to serve a term of one (1) year, the second to serve a term of two (2) years, and the third to serve a term of three (3) years thereafter. Each such director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. The term of office of a class of director after those elected at the first annual meeting shall be three (3) years. A director may succeed himself or herself in office.

**Section 2.3 Committees.** The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint committees of the board. Any such committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law.

**Section 2.4 Executive Committee.** An Executive Committee of the board of directors shall consist of the President, the Vice President, the Secretary, the Treasurer, and the immediate Past President. If the immediate Past President is no longer a member of the board of directors, the directors shall elect a fifth (5th) member to serve on the Executive Committee. The Executive Committee shall exercise such powers as the board of directors may delegate to it,

considering the limitations set forth in Section 2.3, and the board of directors may modify the scope of such powers at any time within the parameters of such limitations. The President is empowered to call meetings of the Executive Committee. A meeting of the Executive Committee may also be called by any two (2) other members of the Executive Committee.

**Section 2.5 Election.** After the first annual meeting, the member or members of one class of directors shall be elected at each annual meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

**Section 2.6 Vacancies.** The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. Any director elected to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office.

**Section 2.7 Resignation and Removal.** A member of the board of directors may resign by delivering a written resignation to the Secretary of the corporation, and any member of the board of directors may be removed when, in the opinion of the board of directors, such removal is justified by the affirmative vote of two-thirds (2/3) of the entire board of directors in office at any meeting called for that purpose, provided that notice of the alleged justification for such action shall have been mailed (or delivered by hand, email or facsimile transmission) to such member within ten (10) days in advance of the meeting of the board of directors called for purpose of removal, and provided further that the member subject to removal shall have been given an opportunity to be heard at the meeting at which the vote regarding removal is taken. Any director missing three (3) regularly scheduled meetings of the board of directors in a calendar year is subject to removal by the provisions of this Section.

**Section 2.8 Conflicts of Interest.** A conflict of interest exists if a member of the Board of Directors receives compensation from WCOG or from any third party because of his or her service as a board member. A conflict of interest also exists where a board member represents, is employed by, or owes a fiduciary duty to any party that has an interest in a matter or legal issue on which WCOG has taken or may take a position or action adverse to WCOG's positions or the policies of the Board of Directors. Reimbursement of a board member's expenses or reasonable honoraria for speaking on behalf of WCOG are not considered a conflict of interest. It is the obligation of board members to notify the Executive Committee if any potential or perceived conflict of interest arises during their term of office. Such Board member shall disclose to the Executive Committee in writing the existence of such conflict and may not participate in debate or voting on matters for which the member has a conflict of interest, unless the Board by a majority vote waives the conflict of interest.

## ARTICLE 3 MEETING OF BOARD OF DIRECTORS

**Section 3.1 Annual Meetings.** The annual meeting of the board of directors for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held each year on the second Friday in February, unless an alternative date is approved by majority vote of the Board of Directors and reflected in the Minutes, at a time and place to be determined by the Board of Directors.

**Section 3.2 Special Meetings.** Special meetings of the board of directors may be held at any place and time, whenever called by the President, Secretary, or by written request of one-third (1/3) of the directors in office.

**Section 3.3 Regular Meetings.** Regular meetings of the board of directors or of any committee designated by the board of directors shall be held at such frequency, time, and place as the board of directors (or, with respect to committee meetings, the committee) may determine from time to time. At such meetings, the directors or committee members may transact such business as may properly come before the meeting.

**Section 3.4 Notice of Meetings.** No notice of the annual meeting of the board of directors shall be required. Notice of the time and place of any regular or special meeting of the board of directors shall be given by the Secretary, or by the person or persons calling the meeting, by regular or express mail, private carrier, personal delivery, email, electronic network posting, facsimile, telegram, teletype, or by personal communication over the telephone or otherwise, at least three (3) days prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise provided in these Bylaws, neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

**Section 3.4.1 Consent to Notice By Email.** If notice is provided to directors by email, it is effective only with respect to directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the corporation. The consent of any director is revoked if the corporation is unable to transmit by email two (2) consecutive notices given by the corporation in accordance with the director's consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

**Section 3.4.2 Delivery of Notice By Email.** Notice provided by email to a director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

**Section 3.4.3 Delivery of Notice By Posting to Electronic Network.** The corporation may provide notice of the time and place of any special meeting of the board of directors by posting the notice on an electronic network (such as a listserv), provided that the corporation also delivers to the director notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

**Section 3.4.4 Delivery of Notice By Other Means.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

**Section 3.5 Quorum.** A majority of the board of directors shall constitute a quorum for the transaction of business except as otherwise provided by law. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting, or unless the director delivers (personally, or by mail, facsimile or email) his or her dissent or abstention to such action to either the person acting as Secretary of the meeting before the adjournment of the meeting or to the Secretary of the corporation immediately after the adjournment of the meeting, which dissent or abstention must be in writing or in an email. The right to dissent or abstain shall not apply to a director who voted in favor of such action.

**Section 3.6 Held by Telephone or Similar Communications Equipment.** Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE 4 ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing or by email transmission, setting forth the action so taken, shall be executed (as defined herein) by all of the directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

**ARTICLE 5**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## **ARTICLE 6 OFFICERS**

**Section 6.1 Officers Enumerated.** The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary by the board of directors, each of whom shall be annually elected by the board of directors, and shall serve until their successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

**Section 6.2 The President.** The President shall exercise the usual executive powers pertaining to the office of President. He or she shall preside at meetings of the board of directors and committees exercising any authority of the board.

**Section 6.3 The Vice President.** In the absence or disability of the President, the Vice President shall act as President.

**Section 6.4 The Secretary.** It shall be the duty of the Secretary to keep records of the proceedings of the board of directors and when requested by the President to do so, to sign and execute with the President all deeds, bonds, contracts, and other obligations or instruments, in the name of the corporation, to keep the corporate seal, and to affix the same to proper documents.

**Section 6.5 The Treasurer.** The Treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and in general, shall perform all of the duties incident to the office of Treasurer.

**Section 6.6 Vacancies.** Vacancies in any office arising from any cause may be filled by the board of directors at any annual or special meeting.

**Section 6.7 Salaries.** The salaries of all officers and agents of the corporation, if any, shall be fixed by the board of directors.

**Section 6.8 Removal.** Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

**Section 6.9 Terms, Selection of Officers.** Officers are elected at the annual meeting of the Board of Directors in the month preceding the incorporation anniversary (March). Any board member may be a candidate for the offices of Treasurer, Secretary or Vice-President. The incumbent Vice-President fills the office of President automatically, unless the incumbent Vice-President is not available to succeed the President. In that instance the Immediate Past President shall fill the office of President. Should the Immediate Past President not be available, the office of President shall be elected from the remaining board members. Incumbent officers may be re-elected to their positions so long as they continue to serve on the board.

**ARTICLE 7**  
**ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 7.1 Fiscal Year.** The corporation's fiscal year shall be from July 1 through June 30.

**Section 7.2 Loans Prohibited.** The corporation shall make no loans to any officer or to any director.

**Section 7.3 Corporate Seal.** The board of directors may provide for a corporate seal, which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

**Section 7.4 Books and Records.** The corporation shall keep at its registered office, its principal office in this state, or at its Secretary's office if in this state, the following: current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the meetings of the board and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

**Section 7.5 Amendment of Bylaws.** These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of the board of directors in office at any annual, regular or special meeting of the board. Notice of the proposed amendment(s) shall be given by the Secretary, or by the person or persons calling the meeting, by regular or express mail, electronic communication, telegram, or by personal communication over the telephone or otherwise, at least ten (10) days prior to the date on which the meeting is to be held.

**Section 7.6 Rules of Procedure.** The rules of procedure at meetings of the board of directors of the corporation, unless otherwise agreed by the directors, shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

**CERTIFICATION**

\_\_\_\_\_, being Secretary of the Washington Coalition for Open Government, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors on \_\_\_\_\_, 2009.

\_\_\_\_\_  
[Name]  
Secretary