

BYLAWS OF THE NORTHWEST ASSOCIATION OF TITLE IX ADMINISTRATORS

ARTICLE I. NAME OF NON-PROFIT CORPORATION

The name of the non-profit corporation is the Northwest Association of Title IX Administrators or NWATIXA (the "Corporation" or "NWATIXA").

ARTICLE II. PURPOSES OF THE NON-PROFIT CORPORATION

Section 1. Non-profit Purpose

This Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The specific purpose of the Corporation is to eliminate barriers to education caused by incidents of sex-based or gender-based discrimination, harassment, and/or violence.

The specific methods which the Corporation intends to implement to carry out the above-stated purpose shall include but not be limited to the following:

- Support, educate and provide opportunities for education for those in the Corporation's OCR region.
- Support, educate and provide opportunities for education for those in the Corporation's OCR region who administer and have oversight over Title IX policy.
- Provide support and education to assist in planning educational models for K-12 and higher education institutions relative to sex-based or gender-based incidents.
- Provide an access point for information and resources.

ARTICLE III. OFFICES

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors (the "Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE IV. MEMBERSHIP ON THE BOARD OF DIRECTORS

Section 1. Classes of Directors

The Corporation shall initially have one class of directors ("Directors"). Additional classes of Directors, the manner of election or appointment of each class of Directors, and the qualifications and rights of each class of Directors may be established by amendment to these Bylaws.

Section 2 Qualifications for Membership

Nomination to the Corporation's Board of Directors shall be open to any current or former Title IX Coordinator, Administrator, Investigator, or substantially similar title or role and responsibility on either the K-12 or Higher Education level and reside in the states that make-up the Seattle OCR Region (the states of Alaska, Idaho, Oregon, Washington, Hawaii, Montana, Nevada, or the Pacific Territories (e.g. American Samoa, Guam)) who supports the purpose statement set forth in Article II, Section 2 of these Bylaws. Nominations shall be approved only after Board's receipt and approval of a completed membership application and the prospective Director's payment in full of the then-current annual dues. Prospective Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

Section 3. Annual Dues

The amount required for annual dues for Directors shall be the same as for members-at-large of the Corporation (i.e., members who are not Directors), which shall initially be fifty dollars (\$50.00) per member each year for an individual professional membership or one-hundred dollars (\$100) per institution or school district each year for up to four members from the same institution or school district. The annual dues may be changed by a majority vote of the Board of Directors at an annual meeting of its full membership or by a special meeting called for that purpose. Continued membership on the Board is contingent upon being up-to-date on membership dues, and a Director's membership may be revoked if annual dues remain unpaid for more than sixty (60) days past the due date stated in the annual dues notice. The Board may impose comparable dues requirements for members-at-large of the Corporation.

Section 4. Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number, Tenure, and Requirements

The number of Directors shall be fixed from time-to-time by the Board but shall consist of no less than four (4) nor more than twenty (20) Directors, including the following officers: the President, two Vice-Presidents, the Secretary, and the Treasurer. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director,

except for a removal pursuant to Section 5. The Board shall, immediately upon election, embark upon the performance of its duties and the Directors shall continue in office until their successors have been duly qualified and elected at the annual meeting as set forth in these Bylaws. Directors shall be nominated by the Nominating Committee for election to three-year terms. Each member of the Board of Directors shall be required to attend at least majority of the meetings of the Board per year.

Section 3. Board Composition

The Board of Directors shall consist of the following: President (officer), Vice President for Higher Education (officer), Vice President for K12 officer), Secretary (officer), Treasurer (officer), Online Coordinator, Training/ Conference Coordinator, At-Large Board Members, State representatives. The immediate past President will also serve as ex-officio on the Board of Directors. The Director responsibilities will be determined by the Executive Committee with the exception of Officer responsibilities as outlined in Article VI.

Section 4. Election of Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members. Successor Directors shall be elected at subsequent annual meetings of members and, unless a Director dies, resigns, or is removed, at successive annual meetings at the expiration of their then-current terms. The immediate past President will continue on the Board for a term of one year following the completion of their term as President.

Section 5. Removal of a Director

The Board may remove a Director for dereliction, and elect a successor for that Director's unexpired term, upon a three-fourths (3/4) vote of the other Directors, provided that the Director must receive written notice of any such proposed removal and the reasons therefor at least twenty (20) days prior to the meeting at which the proposed removal will be submitted for a vote. A Director who is removed for cause will relinquish all offices and committee appointments.

Section 6. Resignation and Vacancies

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A vacancy in the position of a Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of their predecessor in office.

Section 7. Board Committees - Authority

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that any committee shall not have the authority (and therefore may only advise the full Board) to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee or (i) commit or obligate the corporation to a contract. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

Section 8. Permitted Board Committees

The Board of Directors shall have the authority to establish one or more committees of the Board of Directors, and to define the qualifications for membership on those committees. Such committees may include the Compliance Committee, the Executive Committee, the Finance Committee, the Higher Education Committee, the K-12 Committee, the Nominating Committee, and such other committees as may be formed pursuant to these Bylaws. The President shall appoint all Committee Chairs to the extent not provided for in these Bylaws, the Articles of Incorporation, or the laws of the State of Washington.

Section 9. Quorum and Manner of Acting of Committees

Two-thirds ($\frac{2}{3}$) of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Committee Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 11. Removal of Committee Member

The Board, by a resolution or vote adopted by a majority of the Directors in office, may remove for cause from office any member of any committee elected or appointed by it.

ARTICLE VI. OFFICERS

Section 1. The officers of this Board shall be the President, two or more Vice-Presidents, Secretary, and Treasurer and shall comprise the Executive Committee. All officers serve on the Board Directors.

Section 2. President

The President shall preside at all meetings of the Board. The President shall have the following duties:

- They shall preside at all meetings of the Executive and Nominating Committees.
- They shall have general and active management of the business of any other committees as designated by the Board.
- They shall have general oversight, authority and direction of all other officers of this corporation and see that their duties are properly performed.
- They shall submit a report of the operations of the program for the fiscal year to the members at their annual meetings, and from time to time, shall report to the Board all matters that may affect the Corporation.
- They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- They shall serve as the immediate past President for the term of one year at the end of their term in support of the newly elected President

Section 3. Vice-Presidents

The Vice-President for Higher Education and the Vice President for K12 shall be vested with all the powers and may perform all the duties of the President during the absence of the latter. The Vice-Presidents' duties are:

- They shall represent the needs of their respective membership constituencies.
- They shall have the duty of chairing their respective committees (Higher Education and K12) and such other duties as may, from time to time, be determined by the Directors.
- They shall perform such other duties as may be prescribed by the Board or the President.
- They shall coordinate and administrate the annual election of Directors.

Section 4. Secretary

The Secretary shall attend all meetings of the Executive Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- They shall record all votes and minutes of all proceedings
- They, coordinating with the President, shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.

- They shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- They shall perform all official correspondence from the Board as may be prescribed by the Board or the President.
- They shall perform such other duties as may be prescribed by the Board or the President.
- They shall maintain the membership roster.

Section 5. Treasurer

The Treasurer shall chair the Finance Committee and their duties shall be:

- They shall submit all expenditures of funds raised by the Board and proposed capital expenditures (e.g., equipment and furniture) for approval by the Directors.
- They shall present a complete and accurate report of the finances raised by this Board and any other funds at each meeting of the members, or at any other time upon request to the Board.
- They shall have the right of inspection of the funds including budgets and subsequent audit reports.
- They shall assist in direct audits of the funds of the program according to generally accepted accounting principles.
- They shall perform such other duties as may be prescribed by the Board or the President.
- They shall prepare and submit all required financial filings to appropriate agencies (e.g. tax filing, insurance, Department of Revenue, etc.)
- They shall manage the collection of membership dues and other revenues.

ARTICLE VII. MEETINGS

Section 1. Meetings of the Board

Regular meetings of the Board of Directors shall be held at least monthly, at a time and place designated by the President.

Section 2. Annual Meetings

Annual meetings of the members shall be held during the Spring quarter of each year, at a time and location to be set by the President, for the purpose of electing the Corporation's Directors and officers, receiving reports on the Corporation's activities, and proposing a strategic plan for the Corporation for the coming year.

Section 3. Special Meetings

The President, or no less than two-thirds (2/3) of the Directors entitled to vote at such meeting, may call special meetings of the Board for any purpose.

Section 4. Place of Meetings

All Board meetings shall be held at the principal office of the Corporation or at such other place, including online/virtual, designated by the President or by the Directors.

Section 5. Notice of Meetings

The President and/or the Secretary shall deliver notice in person or by mail, facsimile, or email to each Director entitled to notice of a Board meeting, not less than seventy-two (72) hours written notice stating the location, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 6. Waiver of Notice

Any Director entitled to notice as required these Bylaws, the Articles of incorporation or applicable Washington law, may waive notice in a signed writing, before or after the time stated therein, and such waiver is equivalent to having received notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Section 7. By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Manner of Acting

When there is a quorum of the Board, the act of the majority of the Directors present at a meeting shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law. Each Director shall have the right to cast one (1) vote in matters before the Board of Directors. Each such vote may be "for," "against," or "abstain" with respect to any such matter. Voting by proxy shall not be permitted. Any missed votes shall be deemed "abstain" votes and shall not be counted for quorum purposes. Each Director entitled to vote at an election of Directors may cast one (1) vote for as many persons as there are Directors to be elected and for whose election such member has a right to vote.

Section 9. Presumption of Assent

A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the Secretary before the adjournment thereof.

Section 10. Quorum

Two-thirds (2/3) of the Directors entitled to vote must be present to constitute a quorum at a Board meeting.

Section 11. Action by Members Without a Meeting

Any action which could be taken at a Board meeting may be taken without a meeting if notice is provided to all Directors, and if the action taken is consented to in writing or mail by a quorum of Directors entitled to vote with respect to the subject matter thereof. Any such written or electronic consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 12. Meetings via Electronic Communication

Directors may participate in Board meetings by tele-conference, online, or similar electronic communications equipment so long as all participants in the meeting can hear each other at the same time. Participation by such means shall constitute presence at a meeting.

Section 13. Electronic Transmission

The Corporation may deliver notices, demands, consents, or waivers by electronic transmission to Directors at the address, location, or system which are provided by the Directors on their applications for membership (which may be updated by written notification to the Secretary). Notices provided in electronic transmissions are effective when they are electronically transmitted to the addresses, locations, or systems designated for that purpose.

ARTICLE VIII. Conflict of Interest and Compensation

The relevant contents of Appendix A of IRS form 1023 are incorporated herein by reference.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Washington, the Corporation shall indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent of the corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing directors, officers, employees, agents, and persons shall be referred to in this Article individually as an "Indemnatee"), against expenses actually and necessarily incurred by such Indemnatee in connection with the defense of any action, suit, or proceeding in which that Indemnatee is made a party by reason of being or having been such director, officer, employee, or agent, except in relation to matters as to which that Indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an Indemnatee may be entitled under any Bylaws, Articles of Incorporation, resolution of the Board of Directors, agreement, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall ultimately be determined that such Indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. ADMINISTRATIVE MATTERS

Section 1. Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the meetings and proceedings of its Board of Directors and any Committees thereof; records of the names and addresses and classes, if applicable, of its Directors, officers, and members; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any Director.

Section 2. Fiscal Year

The accounting year of the corporation shall be the twelve months ending June 30th.

Section 3. Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order on Parliamentary Procedure, as revised from time to time, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, any resolution of the Board, or the laws of the State of Washington.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles of incorporation (the "Articles") may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least seven (7) days in advance of such a

meeting if delivered personally, by facsimile, or by e-mail or at least ten (10) days if delivered by mail. Any amendment to Articles shall require the affirmative vote of all Directors then in office, unless otherwise permitted by the Articles and the laws of the State of Washington. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Director within the time and the manner provided for the giving of notice of Board meetings as set forth in these Bylaws.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this Corporation.

AMENDED AND APPROVED by the Board of Directors on 2nd day of May, 2018.

Joseph Bryant, President - Northwest Association of Title IX Administrators
ATTEST: Emily Jameson Dubox, Secretary - Northwest Association of Title IX Administrators