

BY-LAWS

NORTHWEST INDEPENDENT PLAN CENTER ASSOCIATION

Revised January 20, 2006

Revised November 2000

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ARTICLE I – NAME

The name of the corporation shall be Northwest Independent Plan Center Association, Inc.

ARTICLE II – OBJECT

The object of the corporation shall be to unite independent Plan Centers for the purpose of sharing information and ideas; which enables us to strengthen our Plan Centers allowing us to provide the best possible service to our members.

ARTICLE III – DISSOLUTION

In the event of dissolution of the corporation, the net assets shall be donated to one or more charitable organizations as selected by the Board of Directors.

ARTICLE IV – INTERESTS

Membership in the organization shall not vest any member with any right, title or interest in or to the funds, property or other assets of this organization, now owned and possessed, or that may hereafter be acquired. Each member hereby expressly waives any right, title, or interest, in or to the property of this association, including the funds of this association.

The title to all property, funds, and other assets of this association shall at all times be vested in the Board of Directors of this association for the joint use of the membership of this association, but no member shall have any severable proprietary right, title or interest herein.

ARTICLE V – MEMBERSHIP

Membership shall be limited to independent plan centers which are not governed by any national competing organization, within the following geographical area: Washington State, Oregon State, Idaho State, and Montana State, ***and outside a 30 mile radius to a current plan center member.***

RIGHTS & PRIVILEGES

Members are entitled to the general information issued by the Association and representation on the Board.

No member shall have any power or right to act or speak for the Association, unless such member is an officer or board member of the Association.

APPLICATION

Membership in the Association may be obtained by affirmative action of at least 75% of the Board on written application, sponsorship by current member, letter of certification of non-governance by any national competing organization, confidentiality agreement, and accompanied by the initiation fee and annual dues for the current year.

ADMISSION

An applicant who is rejected for admission may not apply again for admission for at least (1) year.

RESIGNATION

Members who, being in good standing, terminated their membership by resignation may within three months rescind such resignation and put their membership in good standing by paying current annual dues. Re-application made after this three-month grace period shall be treated as a new application. Three unexcused absences may result in termination of membership.

TERMINATION

Members which have been terminated for non-payment of dues may, within 3 months, apply for reinstatement and, by a vote of the Board, may be put in good standing by payment of the delinquent and current annual dues. Re-applications made after a three-month grace period following termination shall be treated as a new application. A former member may not be readmitted until his indebtedness to the Association is paid in full.

Members may be terminated for cause by a 75% vote of the Board. Those who have been so terminated, shall have their pro-rated dues refunded (not their initiation fee).

ARTICLE VI – TERMS OF THE OFFICERS AND BOARD OF DIRECTORS

SECTION 1. OFFICERS AND BOARD OF DIRECTORS

- A. The officers of the Association include a President, Vice President, Secretary/Treasurer, and Past President.
- B. The term of office for the officers shall be one year.
- C. The officers shall be nominated and elected by the Board members.
- D. All Member Plan Centers will be represented on the Board with one vote per Plan Center. Each Plan Center shall name their voting member the first of each calendar year. Additional Plan Center representatives are welcome to attend, but will not have voting privileges.
- E. The Board shall meet a minimum of twice per year.
- F. No one shall receive a salary from the Association for serving on the Board.

ARTICLE VII – ADMINISTRATION AND MANAGEMENT

SECTION 1. OFFICER'S DUTIES

- A. THE PRESIDENT: As the directing officer of the Association, shall see that its governing regulations are observed. He shall perform the duties incidental and customary to such office, having always in mind the welfare, purposes and standing of the Association.
- B: VICE PRESIDENT: Shall act in the capacity of the President in event of his absence, disability or death.
- C. SECRETARY/TREASURER: Shall carefully account for all transactions of this office and make a full report at such times as the Board may direct. The accounts shall be reviewed annually. He should also perform such other duties as are incidental and customary to such office. With approval of the Board, he may delegate certain duties. Shall keep an accurate record of meetings and activities. Articles of Incorporation and By-Laws and all other records and documents of the Association shall be maintained at the Spokane Construction Council.
- D. PAST PRESIDENT: Shall assist and advise current officers providing continuity to obtain objectives. Shall act in the capacity of the President in the event of the absence of the current President and Vice President.

ARTICLE VIII – COMMITTEES

Committees should be appointed to address their attention to internal affairs of the Association. The Chairman of the committees may be appointed from members of the Board.

ARTICLE IX – MEETINGS AND ELECTIONS

SECTION 1. MEETINGS

Membership meetings shall be held at a place and time designated by the Board of Directors, upon reasonable notice to all voting members.

SECTION 2. QUORUM

A quorum for the transaction of business at a meeting shall be a simple majority of voting members.

SECTION 3. VACANCIES

In the event of death, resignation, or removal of any voting member, the Plan Center shall fill the vacancy for the remaining portion of the unexpired term by appointment.

SECTION 4. NOMINATIONS

Nominations of officers will be made by the Board of Directors.

ARTICLE X – FINANCIAL OBLIGATIONS

SECTION 1. INITIATION FEE

The Board of Directors shall establish the Initiation Fee.

SECTION 2. DUES

The Board of Directors shall establish the dues schedule for membership in the Association. Dues will be paid at the beginning of each calendar year based upon membership level at December 31st, and pro-rated for Plan Centers joining during the year.

ARTICLE XI – BY-LAW REVISION

SECTION 1. BY-LAWS AMENDMENTS

Amendment of these By-Laws may be accomplished by a majority vote of The Board of Directors at a sanctioned meeting.

ARTICLE XII – INDEMNIFICATION

(A) To the full extent permitted by the Washington Business Corporation Act, the Association shall indemnify any person made or threatened to be made a party to any proceeding (whether brought by or in the right of the Association or otherwise by reason of the fact that he or she is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director, officer, trustee, employee, against judgments, penalties, fines, settlements and reasonable expenses [including attorney’s fees]) actually incurred by him or her in connection with such proceeding; and the Board may at any time approve indemnification of any other person which the Association has the power to indemnify under the Washington Business Corporation Act.

(B) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract or by vote of the Board. The Association may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

ARTICLE XIII – BOARD OF DIRECTOR LIABILITY

A director shall have no liability to the corporation for monetary damages for conduct as a director, except for:

- (a) Acts or missions involving intentional misconduct by the director or a knowing violation of law by the director;
- (b) Any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

If the provisions of RCW 24.03, the Washington Corporations and Associations (Non-Profit) Act, is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Corporations and Associations (Non-Profit) Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE XIII – CODE OF ETHICS

Each member Plan Center of the Northwest Plan Center Association has agreed to and is binded by the following Code of Ethics approved and amended into the bylaws January 20, 2006. Not following this Code of Ethics will be grounds for termination within the association, subject to a vote by a majority of the membership.

- Maintain a professional climate for your members
- Obtain projects in a professional manner
- Respect the owner of the documents and accommodate the needs and wishes of this owner
- Maintain the integrity and condition of the documents provided to you so they are conveyed in the manner in which they were intended
- Treat plans with respect and maintain in good working condition while in your facility
- Process addenda / memos / plan holders list in a timely and accurate fashion
- Return plans in a timely manner
- Provide valuable feedback to plan issuers
- Accurate and inclusive information must be maintained at each plan center at all times