

WSGA Board Meeting on March 20, 2024

X = Attended A=Absent

Board Members		Chapter Reps		Extra People	
X	President Antoine Pin Winos_Seattle	X	48 North Karen Townsend paisleykmt	X X X	Event Committee Karen Townsend (paisleykmt) Gabe VanKampen (Go-Pher-it) Carter Cantrell (theCachingCants)
X	Vice-President Jaque Vaughn Princess Trouble	X	Cache-cadian Eugene (Gene) Reed Mr. Gadget2	A	Cache Machine Team Jim Tollefson (Terrible T's) Steve Heid (Mr. Parts)
X	Secretary Lori Cassidy SeabeckTribe	X	Inland Empire Gerald (Jerry) Martin Martin5		Geotour Vacant
X	Treasurer Annette Bailes PeachofWA	A	Olympic Peninsula Joshua Craig Confused Zombie	x x	Merchandise Lori Cassidy (SeabeckTribe) Jacquie Vaughn (Princess Trouble)
		X	Puget Sound Chris Umpphenour ChrisoftheNorthwest,	A	Outreach Vacant
		A	South Central Benjamin Parruzot Tecomane	A A	Parks Annette Bailes (PeachofWA) Cathy Cahoon (DiscGolfBirdie) OP
		A	Southwest Gabe Shanefalt wasurf	A A	Webmaster Mitch Eatough (Nepokarma) Mikel Nelison (ThePiCacher)

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Called to order at 6:35 pm

Proxy: Benjamin Parruzot has Annette Bailes

Extra Members:

Minutes:

Motion: Gene

2nd: Karen

Votes: Lori, Jacquie, Annette, Jerry, Gene, Ben (proxy), Karen, Chris

Non-Vote: Joshua, Gabe

Treasure Report: See below

- An audit of the treasurer will be conducted in the next couple months with Antoine and two other members po

Membership:

- 195 Premium
- 20 Basic

Chapter Reports: See below

Events Committee:

- **Email for events:** events@wsgaonline.org
- **Cache Across the Border (C.A.B) collaboration BCGA (British Columbia Geocaching Association):**
 - August 17, 2024 at Peace Arch Park on Washington State side
 - Pathtags given out
- **CITO: April - May Souvenirs:**
- **2025 Mega Request WSGA “Block Party”:**
 - Brainstorming ideas and others to participate in it.

- July or August 2025
- **Monroe Twisp CITO's hosted by Princess Trouble:**
 - Monroe has asked us to host CITO's in both CITO seasons
 - Question about Liability Insurance.
- **Next Meeting:** March 26, 2025 @ 7 pm via zoom
 - Bring back to the board in May for what they want to run with ideas

GeoTour Report:

- **There has been very little movement on any coins due to the winter months.**

Old Business:

- **Budget Approval for 2024 Calendar Year:**
 - **Motion:** Annette motioned to move forward to the budget with some adjustments for the campout
 - **2nd:** Karen
 - **Votes:** Lori, Jacquie, Annette, Jerry, Gene, Ben (proxy), Karen, Chris
 - **Non-Vote:** Joshua, Gabe:

- **Bylaws:** Will be attached to minutes for references.
 - **5.1.3 - Option 1:** Lori, Jacquie
 Option 2: Chris, Gene, Annette, Karen, Jerry
 Non-Vote: Ben, Joshua, Gabe
 - **9.3.2 – Option 1:** Chris, Jacquie
 Option 2: Gene, Jerry, Annette, Karen, Lori, Antoine
 Non-vote: Ben, Joshua, Gabe
 - **9.3.3 - Option 2** by default
 - **9.3.4 - Option 2** by default
 - **10.1 - Option 1:** No votes
 Option 2: Annette, Gene, Chris, Jacquie, Jerry, Karen, Lori
 Non-vote: Ben, Joshua, Gabe
 - **10.7 Changes** from Dec 31st to March 31st
 - **10.8.8 Option 2** by default
 - **11.2 Changes:** Executive Board

- **Tabled Bylaws:** 7:4 (how do the chapter member get the funds if there is no chapter rep during that time)
- **Motion:** Karen to untabled 7.4 and approved as the revised bylaws.
- **2nd:** Jerry
- **Votes:** Annette, Jacquie, Jerry, Gene, Chris
- **Non-vote:** Ben, Joshua, Gabe

- **Motion: Karen motion to accept the proposed Bylaws**
- **2nd:** Jerry
- **Votes:** Gene, Lori, Annette, Chris, Jerry, Karen, Jacquie, Antoine
- **Non-Vote:** Joshua, Gabe, Ben

- **Campout 2024:**
 - July, Friday 26th to Sunday 28th
 - Activities discussed for the campout
 - Campground paid for

New Business:

- **Updates Committee Addition via email:**
 - Gene was added the Update Committee via email
- **Newly Elected 2024-2025 Board Members:**
 - **President:** Antoine Pin (Winos_Seattle)
 - **Vice President:** Steve Thurin (SMuddT)
 - **Treasurer:** Annette Bailes (PeachofWA)
 - **Secretary:** Dano Rystrom (fairwoodwest)
- **Chapter Representatives:**
 - **48th North:** Jean Hoffmann (Morhoff)
 - **Olympic Peninsula:** Lori Cassidy (SeabeckTribe)
 - **Cache-Candian:** Gene Reed (Mr. Gadget #2)
 - **Puget Sound:** Jim Pommert (rocketglider)
 - **Southwest:** Rhonda Britten (RMMB1972)
 - **South Central:** Benjamin Parruzot (Tecsomane)
 - **Inland Empire:** Elaine Edwards (lucymogus)

- **WSGA Equip Storage Locker Reimbursement:**
 - Need receipts for Storage unit and
 - Need to get WSGA stuff out before April 1, 2025
 - Annette will store it a temporary bases until other arrangements are made

- **Blockparty/APE 2025:** Looking for ideas on

- **Events Committee Add-on:** Kevin Defields “Puget Sound Chapter Events Assistant”:
 - **Votes:** Annette, Jacquie, Jerry, Gene, Chris
 - **Non-Vote:** Joshua, Gabe, Ben

- **Tech Committee as Social Media:** Linda Husky
 - **Votes:** Annette, Jacquie, Jerry, Gene, Chris, Karen
 - **Non-Vote:** Joshua, Gabe, Ben

- **Events Committee as Events Coordinator:** Tabled Carter Cantrell requested to be events coordinator

- **Gift Membership added to website:** Good idea but need to talk to Tech Committee about how we can do it on our website

- **Basic gift memberships 2x to Chapter Reps:** Tabled

- **Jacquie** motioned for \$300 to purchase the patch for new members
 - **2nd:** Jerry
 - **Votes:** Annette, Jacquie, Jerry, Gene, Chris, Lori, Ben (proxy)
 - **Non-Vote:** Joshua, Gabe, Karen

Member Comment from Zoom Room and/or Board: None

Welcome Meeting to Meet and Ask Question: April 17, 2024 @ 6:30 pm

Next Board Meeting: May 15, 2024 @ 6:30 pm

President thanks to the exciting board members

Adjourned at 10:10 pm

Treasurer Report

WASHINGTON STATE GEOCACHING ASSOCIATION						
		Wednesday, March 20, 2024				
Bank Balance, December 31, 2023						\$ 8,158.91
INCOME:						
	Membership Income				\$ 1,412.00	
	Merchandise sales				384.40	
						1,796.40
				Subtotal		\$ 9,955.31
EXPENSE:						
	Postage Expense				\$ 362.86	
	Chapter Allocation Expense				486.20	
	Stripe Fees				77.17	
	Zoom reimbursement Expense for C Brue				165.04	
						\$ 1,091.27
Bank Balance, February 29, 2024						\$ 8,864.04
Bank Balance 2/29/2024				\$ 8,864.04	See Above	
Less: Outstanding Check #5453				(1,050.00)	Benton Co. Parks - Campout	
Outstanding Check #5454				(350.00)	Chapter Reim.-C. Umphenour	
Outstanding Check #5455				(67.75)	Jacquie Vaughn - Postage	
Reconciled Bank Balance 01/18/24				\$ 7,396.29		
Balance undistributed in Stripe Acct.				561.43		
Total Cash On Hand, 01/18/24				\$ 7,957.72		
3/18/2024						
apb						

Updated: 1/16/2024

WSGA BUDGET & HISTORY	2023 Budget	2023 Actuals	2023 Variance	2024 Budget	2024 Actuals	2024 Variance
INCOME						
Membership	\$ 6,000.00	\$ 6,138.00	\$ 138.00	\$ 6,500.00	\$ -	\$ -
Merchandise Sales	\$ 2,500.00	\$ 1,757.30	\$ (742.70)	\$ 2,500.00	\$ -	\$ -
Campout	\$ 250.00	\$ 164.00	\$ (86.00)	\$ 250.00	\$ -	\$ -
Special Event	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
GeoTour Grant	\$ 4,000.00	\$ 4,000.00	\$ -	\$ -	\$ -	\$ -
Donation	\$ -	\$ 5.00	\$ 5.00	\$ 100.00	\$ -	\$ -
Miscellaneous	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Income	\$ 12,750.00	\$ 12,064.30	\$ (685.70)	\$ 9,350.00	\$ -	\$ -
EXPENSES						
Postage/P O Box	\$ 1,000.00	\$ 1,054.72	\$ 54.72	\$ 1,000.00	\$ -	\$ -
Internet	\$ 600.00	\$ 943.60	\$ 343.60	\$ 600.00	\$ -	\$ -
Office Supplies	\$ 200.00	\$ 213.65	\$ 13.65	\$ 225.00	\$ -	\$ -
Geocaching Prem.Accts	\$ 210.00	\$ 231.14	\$ 21.14	\$ 235.00	\$ -	\$ -
Stripe fees	\$ 275.00	\$ 268.15	\$ (6.85)	\$ 300.00	\$ -	\$ -
Chapter Allocations	\$ 2,450.00	\$ 1,159.52	\$ (1,290.48)	\$ 2,450.00	\$ -	\$ -
Campout	\$ 500.00	\$ 688.76	\$ 188.76	\$ 500.00	\$ -	\$ -
Special Events	\$ 350.00	\$ 375.00	\$ 25.00	\$ -	\$ -	\$ -
Zoom Expense	\$ 165.00	\$ 165.04	\$ 0.04	\$ 170.00	\$ -	\$ -
WSGA Mbr. Gift	\$ 2,500.00	\$ 2,519.50	\$ 19.50	\$ 2,500.00	\$ -	\$ -
Merchandise for Store	\$ 3,500.00	\$ 3,187.00	\$ (313.00)	\$ 1,000.00	\$ -	\$ -
Sescretary of State Fee	\$ 20.00	\$ 30.00	\$ 10.00	\$ 20.00	\$ -	\$ -
Sponsorships	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Outreach	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Park Liasion	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
GeoTour	\$ 1,500.00	\$ 1,790.25	\$ 290.25	\$ 150.00	\$ -	\$ -
NW Trails	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
projectors	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
GPS units	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Miscellaneous	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total Expenses	\$ 13,270.00	\$ 12,626.33	\$ (643.67)	\$ 9,150.00	\$ -	\$ -
Net Budget	(\$520.00)	(\$562.03)	(\$42.03)	\$200.00	\$0.00	\$0.00

1/16/2024

apb

WSGA BUDGET & HISTORY	2015 Proposed
INCOME	
Membership	\$5,000.00
Coin Sales	\$3,000.00
Merchandise Sales	\$2,500.00
Campout	\$2,500.00
Ape Weekend	\$15,000.00
Fundraisers	\$300.00
Total Income	\$28,300.00
EXPENSES	
Postage	\$1,000.00
INTERNET	\$500.00
Constant Contact	\$168.00
Website revamp	\$332.00
Supplies	\$1,000.00
Dues	\$50.00
state filings	\$20.00
Gc.com	
PayPal fees	\$800.00
Chapter Allocations	\$2,900.00
Campout	\$3,000.00
Ape Weekend	\$10,000.00
WSGA coin	\$3,200.00
Merchandise	\$3,500.00

Small Grant Program	\$2,000.00
GeoTour	\$750.00
NW Trails	\$0.00
projectors	\$0.00
GPS units	\$0.00
Total Expenses	\$29,220.00

Chapter Reports

48th North		Karen Townsend paisleykmt
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming/Past Area Events
Chapter News:		

Cache-cadian		Eugene Reed Mr. Gadget2
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming/Past Area Events

Chapter News:		

Inland Empire Chapter		Jerry Martin Martin 5
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming/Past Area Events
None scheduled at this time.	<u>None scheduled at this time.</u>	03/23/2024 Semi-annual LET'S CITO THE BIKE PATH GCAMK85 by lostken/Littlefox1968 in Lewiston, ID 03/23/2024 Spring has Sprung! GCA5VNZ by CacheDFish in Spokane Valley, WA 03/29/2024 Logwerk's Easter Meet & Greet AGAIN! GCAMV4N by Logwerk in Spokane Valley, WA 03/30/2024 Early morning Meet and Greet. GCAMV49 by binnon in Lewiston, ID 04/01/2024 Only Fools Meet @ Midnight Novenary GCAHYM9 by Martin 5 in Post Falls, ID 04/05/2024 Pre-Cache Machine Sunset @ Sunset Park GCAMWGW by cacheingcants in Post Falls, ID 04/06/2024 Picnics and Honey Sticks GCAM9K6 by Shrimala in Cheney, WA 04/06/2024 Lewiston ID Cache Machine Dinner GCAMWGK by Terrible T's in Lewiston, ID
Chapter News:		

Since the January board meeting I have hosted two meet-n-greets, two CITO's, plus have the midnight meet-n-greet scheduled for April 1st. These were hosted using my personal geocaching account.

- 12th Annual Pre Game Tailgate Party: February 11, 2024 (GCAHYGF)
- 12th Annual Presidential Event ~ CITO: February 19, 2024 (GCAK77C)
- Leap Day 2024: February 29, 2024 (GCAKK1N)
- 12th Annual Think Green ~ St. Patrick's Day CITO: March 17, 2024 (GCAKTEB)
- Only Fools Meet @ Midnight Novenary: April 1, 2024 (GCAHYM9)

The WSGA SC Spring Tour 2024 • #1 Ritzville event hosted by the South Central Chapter inside the Inland Empire Chapter boundary on March 16, 2024, was well attended and had representation from four chapters; SC, IE, CC and PS. Interestingly, out of the eight members from the IE who attended, only three actually reside in Washington. The other five reside in Idaho.

Sadly, due to the missing bylaws update from 2018/2019, which prevented me from running for IE Chapter Rep again, this is final chapter report after 12 years.

Olympic Peninsula		Joshua Craig Confused Zombie
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming/Past Area Events
Chapter News:		

Puget Sound		Chris Umpphenour ChrisoftheNorthwest
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming/Past Area Events

Chapter News:		

South Central		Benjamin Parruzot TecsomaneP
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming Area Events
Chapter News:		

Southwest Chapter		Gabe Shanefalt wasurf
WSGA Past Chapter Events:	WSGA Upcoming Chapter Events:	Other Upcoming Area Events
Chapter News:		

Old By-Laws

Bylaws of Washington State Geocaching Association

Article 1: Name

The name of the organization is "Washington State Geocaching Association," hereafter referred to as "WSGA" or "the Association." The principal address of WSGA shall be within the State of Washington, as determined by the Board of Directors.

Article 2: Purposes

WSGA is a registered nonprofit organization in the State of Washington. Its purposes are to:

- Promote geocaching as a fun, family oriented outdoor activity that increases awareness and appreciation of the environment and our parks and trails.

- Provide opportunities for participants to enjoy geocaching and to socialize with other geocachers.
- Educate park systems and land managers about geocaching and its benefits.

- Increase awareness and support of geocaching through interaction with other outdoor groups and the public.
- Encourage low impact geocaching and promote stewardship of our natural resources.
- Support "Cache In Trash Out" activities to help maintain parks and trail systems.

Article 3: Membership

3.1 Anyone who subscribes to the purposes of WSGA as described in Article 2 may become a Member.

3.2 A "Member" is defined as an individual or family who qualifies for one of the categories of membership and who has paid the specified dues for the current year.

3.3 WSGA has four categories of membership:

- Individual Membership – one person, Washington State resident.

- Family Membership – two or more people under one account, Washington State residents.
- Associate Membership Individual – one person, residency outside Washington State.

- Associate Membership Family – two or more people under one account, residency outside Washington State.

3.4 - All membership is on a calendar-year basis, beginning on the date the dues are paid and expires 1 year from that date.

3.5 - A person may not hold, or be part of, more than one WSGA membership.

3.6 - No person shall be denied membership or participation in WSGA activities unless the Board of Directors finds by a two thirds majority vote that they have performed actions that are severely detrimental to the purposes, organization, or reputation of WSGA.

3.7 - WSGA does not discriminate on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any legally protected characteristic.

Article 4: Dues

4.1 The Board of Directors may establish annual dues as deemed appropriate for each membership level, and revise them as necessary.

4.2 Dues are payable immediately upon becoming a Member, and renewable on the expiration date defined in Article 3.

4.3 - Renewing Members pay full dues.

Article 5: Board of Directors

5.1 The affairs of WSGA shall be governed by a Board of Directors, which consists of the four officers (the Executive Committee) and the Chapter Representatives (one from each active Chapter).

5.1.1 All Board members are elected on an annual basis per Article 9, and they serve until duly replaced. Board members may be re-elected; there are no term limits.

5.1.2 All Board members must be current WSGA members during their term of office.

5.1.3 All Board members must be residents of Washington State.

5.1.4 No Member may hold more than one Board position at a time.

5.1.5 Board members shall not receive salaries or payment for their services.

5.2 The Board of Directors shall manage the overall organization and business of WSGA, and perform the specific duties of their offices as prescribed in these Bylaws. The Board makes policies and sets guidelines to govern the affairs of WSGA, including managing all organizational functions, implementing policies consistent with the purposes of WSGA, responding to proposals from the membership, and establishing necessary budget and staffing levels.

5.3 Each Board member has one vote. All actions taken by the Board shall be approved by a simple majority vote, except as otherwise noted in these Bylaws. At the President's discretion, Board business that requires a vote between Business Meetings may be conducted via telephone or electronic means, provided a reasonable attempt is made to notify all Board members of the vote.

5.4 Association business shall ordinarily be conducted at Business Meetings, which shall be held quarterly at a minimum (four times per year), or more often if desired. These meetings may be held online or in person. A simple majority in all cases shall constitute a quorum to conduct business.

5.4.1 Business Meetings shall be scheduled by the Secretary, with the concurrence of a Board majority. The meeting schedule for the year shall be posted at the start of each term.

5.4.2 Board members are required to attend 75 percent of Business Meetings. If a Board member will be absent, they shall notify the President and specify another Board member as their voting proxy.

5.4.3 All meetings shall be conducted in accordance with *Robert's)Rules)of)Order*.

5.4.4 Business Meetings may be attended by any WSGA Member as a non voting observer, unless closed by majority vote of the Board. The membership shall be notified of Business Meetings two weeks in advance and provided with a proposed agenda.

5.4.5 Board business may also be conducted by telephone or electronic means as necessary, but all business decisions shall be reported for the record at a Business Meeting.

5.5 The Board shall convene an Annual General Meeting for all Members, at which the President updates Members on WSGA activities, and Board members have an open dialog with Members. Members shall be notified of the annual meeting at least a month in advance.

5.6 The Board shall ensure that all organizational decisions, policies, and guidelines are promptly and clearly communicated to the general membership in printed or electronic form.

5.7 A Board member may be removed from office upon a finding that they are unable or unwilling to perform their duties, or have performed actions that are detrimental to the purposes, organization, or reputation of WSGA. Removal of a Board member requires a two thirds majority vote of the Board.

Article 6: Officers

6.1 The President, Vice President, Secretary, and Treasurer comprise the officers of WSGA and form the Executive Committee, which is the ultimate arbiter for all Association business.

6.2 The President shall:

- Oversee all WSGA affairs and preside over meetings.
- Appoint Members and committees as necessary to perform tasks agreed upon by the Board.
- Sign contracts and agreements on behalf of WSGA.
- Ensure WSGA activities are promptly and clearly communicated to Members.
- Cast the deciding vote in the event of a tie.

6.3 The Vice President shall:

- Perform the duties of the President in the absence of the President.
- Manage membership, including the database, promotions, mailings, and status reports.
- Oversee the annual Board elections, and chair the Nominating Committee.

6.4 The Secretary shall:

- Maintain up to date records of the general affairs of WSGA, including meeting minutes, correspondence, newsletter archives, legal documents, and contracts.
- Schedule Business Meeting dates and locations, and notify Members two weeks prior to each meeting.
- Handle mailings of merchandise and other WSGA correspondence.

- Maintain an inventory of WSGA property.

6.5 The Treasurer shall:

- Manage WSGA's financial affairs, including overseeing the budget, handling income and expenses, maintaining Association bank accounts.
- Prepare the annual budget and update it throughout the year.
- Maintain accurate and up to date financial records, and make them available for Board inspection.
- Present an annual fiscal report to the Members.
- Track dues payments and send out renewal reminders as appropriate.
- Determine chapter allocations and make them available by April 15 each year.
- Act as registered agent for WSGA.

Article 7: Chapters

7.1 WSGA is divided into Chapters, which are groups of WSGA Members in defined geographical areas. The number of chapters and their boundaries shall be defined and revised as appropriate by the Board of Directors.

7.1.1 A Chapter must have a minimum of 10 active Members to retain active status.

7.1.2 Each active WSGA Chapter may receive an annual allocation of funds and merchandise proportionate to its size. The financial allocation shall be managed per Article 10.

7.2 Each Member belongs to one, and only one, Chapter. By default, a Member is affiliated with the Chapter in their geographical area. (Associate Members are affiliated to their closest in state WSGA Chapter.) A Member may change their affiliation to a different Chapter by changing their online member profile or notifying the Vice President.

7.3 Each Chapter is led by a Chapter Representative ("Chapter Rep") elected by its Members. The Chapter Rep is a conduit between Chapter members and the Board of Directors. The Chapter Rep shall:

- Represent the Chapter as a voting member of the WSGA Board of Directors.
- Communicate with Chapter members and ensure they are aware of WSGA activities.
- Host events on a regular basis (at least quarterly) throughout the Chapter area for social interaction, sharing news, discussing issues, soliciting involvement, and/or geocaching education.
- Recruit new and renewal memberships in WSGA.
- Serve as an ambassador for WSGA to the geocaching community and general public.
- Manage the annual allocation of Chapter funds and merchandise.
- Sponsor fund raising activities (e.g., event raffles) when appropriate and with prior consent of the Board.
- Promptly report memberships, income, and expenses to the Executive Committee, and ensure funds and receipts reach the Treasurer in a timely fashion.

7.4 A Chapter becomes inactive if membership drops below 10 active Members or it has no Chapter Representative.

7.4.1 An inactive Chapter has no representative on the Board of Directors, and thus, the Board is reduced by one voting member.

7.4.2 An inactive Chapter receives no allocation of funds or swag.

7.4.3 – To regain active status, a Chapter must have 10 active Members and a Chapter Representative. This may happen outside the normal election cycle, provided the Board votes to approve an appointed Chapter Representative. If a Chapter is reactivated during a Board term, its allocation of funds and swag will be prorated accordingly.

7.5 Forming a new Chapter requires a minimum of 20 active Members. The group must have a designated representative and geographical area, and shall petition the Board of directors for recognition as an active Chapter.

7.5.1 The Board shall consider the application, including consultation with the current Chapter Rep(s) for the area, and determine whether to approve the new Chapter.

7.5.2 If the Chapter is approved, the designated representative shall be appointed the initial Chapter Rep until the next election and become a voting member of the Board of Directors.

7.5.3 The new Chapter shall receive all chapter privileges and benefits, prorated to its founding date.

Article 8: Committees and Appointments

8.1 WSGA has two standing committees:

- Executive Committee, comprised of the President, Vice President, Secretary, and Treasurer.
- Nominating Committee, headed by the Vice President for each Board election.

8.2 The President, with Board approval, may make individual appointments as necessary, which may be comprised of Board members and/or general Members.

8.3 The President, with Board approval, may appoint additional committees as necessary, which may be comprised of Board members and/or general Members.

8.4 All appointed positions serve at the pleasure of the President and Board and may be reappointed, replaced, or disbanded as appropriate.

Article 9: Elections

9.1 The Board of Directors shall be elected annually by the general membership.

9.1.1 Each active Individual and Family membership has one vote. It shall be each Member's responsibility to ensure WSGA has a current email address to which election notifications may be sent.

9.1.2 Associate Members are not eligible to vote for or serve on the Board.

9.2 The term of office is one year, April 1 to March 31, for all Board members.

9.3 Any active WSGA Member may run for a Board position. Eligibility requirements are as follows: 9.3.1 – A Member must be at least 18 years of age

to serve on the Board.

9.3.2 – A Board nominee must prepay their dues for the term they would serve.

9.3.3 To run for Chapter Representative, a Member must reside in the designated Chapter. 9.4 The nomination process shall be as follows:

9.4.1 At the first Business Meeting of the calendar year or February 1, whichever is earliest, the Vice President shall begin the election process by announcing the election and asking the Board and general membership for nominees.

9.4.2 A Nominating Committee of three Board members shall be established, led by the Vice President. If there are no volunteers, the Vice President shall select two Board members by random draw. The Nominating Committee shall be responsible for screening potential candidates for the Board of Directors.

9.4.3 Nominations shall be accepted for all positions until February 15. The Nominating Committee shall vet the candidates, confirming their eligibility, capability, and willingness to serve.

9.4.4 The election slate shall be announced by February 20. Announcement of the slate and election shall be emailed to all members and posted on the WSGA website.

9.5 Elections shall take place March 1 10 each year via secret ballot on the WSGA website, with the new Board taking office April 1.

9.5.1 All Members may vote for the WSGA officers.

9.5.2 Only Members affiliated with a specific Chapter may vote for that Chapter Representative. 9.5.3 A simple majority is required for election to a Board position.

9.5.4 If the first ballot fails to produce a majority for one candidate, a runoff of the two with the most votes shall be conducted.

9.5.5 Voting shall be conducted so that no Member, including the Nominating Committee, is privy to the counts during the election. Once voting is complete, the Vice President shall validate and announce the results.

9.5.6 Election results shall be announced to the general membership immediately following the election.

9.6 If no offices are opposed, the Board may opt to present the election slate to Members for approval by acclamation in lieu of holding an election.

9.6.1 The slate shall be provided to all Members no later than Feb. 20, and Members shall have until Feb. 25 to voice any objections. If there is no dissent, the slate shall be deemed approved by acclamation.

9.6.2 If 10 percent of eligible voters object to a nominee for one or more positions, then an election shall be held for the position(s) on March 1 10.

9.7 If any elected position becomes vacant, the President shall solicit nominees and appoint a replacement for the remainder of the term, subject to these Bylaws and approval of a simple majority of the Board.

Article 10: Finances and Contracts

10.1 The WSGA fiscal year shall be the calendar year.

10.2 Members may be assessed annual dues per Article 4. The Treasurer shall be responsible for tracking payments and sending out renewal reminders as appropriate.

10.3 The Treasurer shall annually prepare a budget of expected income and expenditures for the fiscal year.

10.3.1 The proposed budget shall be presented at the first Business Meeting of the year. The Board shall approve or modify the budget as needed by the second Business Meeting.

10.3.2 The Board shall not approve a budget that would result in WSGA having greater liabilities than assets, except on a unanimous vote.

10.3.3 The Treasurer shall track actual vs. budgeted finances during the fiscal year and provide a statement of current finances and budget update at each Business Meeting, and at other intervals if requested (e.g., monthly).

10.4 WSGA shall maintain a checking account and other accounts as appropriate at a bank or other financial institution agreed on by the Executive Committee. All WSGA funds not otherwise employed shall be deposited in said account(s).

10.5 All checks, drafts, or other orders for the payment of money issued in the name of WSGA shall be prepared by the Treasurer or Secretary and signed by a designated member of the Executive Committee.

10.6 Only the Executive Committee may authorize a WSGA Member to enter a contract or execute any instrument on behalf of WSGA. Such authority may be general or confined to specific instances.

10.7 Officers, Chapter Representatives, and Members may be reimbursed for expenses related to Association activities if the expenses are approved beforehand and receipts are provided. The deadline for submitting requests for reimbursement shall be Dec. 31 unless otherwise agreed.

10.8 Each active WSGA Chapter shall receive an annual financial allocation.

10.8.1 Each active Chapter may be allotted a base allocation at the beginning of the calendar year, regardless of size. To receive the funds, the Chapter Representative must submit appropriate receipts along with chapter event plans, including one published event. Once a chapter receives its annual allocation, any spent portion of the base allocation will be deducted.

10.8.2 A Chapter must have a minimum of 10 active Members to be eligible for additional allocations, which shall be proportionate to chapter size.

10.8.3 Allocation amounts shall be based on Chapter membership and WSGA's budget. Each Chapter shall be allotted a standard amount for its first 10 Members, plus an incremental sum for each additional Member. The funding formula shall be determined by the Treasurer and approved by the Board, and may be adjusted as appropriate.

10.8.4 Incremental allocations shall be announced by April 15 each year, and the monies held in reserve until requested by Chapter Representatives. At the Executive Committee's discretion, an incremental allocation based on Chapter growth may be provided in the second half of the fiscal year.

10.8.5 To ensure WSGA has operating funds, the Executive Committee has the authority to cap allocations and/or forego chapter allocations in a given year.

10.8.6 Chapter Representatives shall determine how their Chapter allocations are spent. No Member may request reimbursement from Chapter funds without the prior approval of their Chapter Representative.

10.8.7 Each Chapter Representative shall be reimbursed up to the amount of their Chapter allocation when they submit appropriate receipts or other proof of expenses to the Treasurer. Expenses may be reimbursed as they occur throughout the year until the allocation limit is reached.

10.8.8 Expenses exceeding a Chapter's allocation shall not be reimbursed without prior authorization from the Executive Committee.

10.8.9 Any portion of a Chapter's allocation not used by December 31 shall be returned to the general Treasury; funds do not carry over to the next fiscal year. The deadline for submitting requests for Chapter reimbursement shall be Dec. 31 unless otherwise agreed.

10.9 The Association and/or its Chapters may conduct fund raising activities (e.g., event raffles) if sanctioned by the Board. Fund raisers shall be for specific purposes, and all income must be provided to the Treasurer for deposit into the general Treasury unless otherwise agreed.

10.10 No loans shall be made by WSGA to any individual or organization without approval of two thirds of the Board and a contractual agreement regarding repayment.

Article 11: Solicitation Policy

11.1 – No individual or organization shall sell non WSGA goods or solicit donations for non WSGA purposes at WSGA events or through the WSGA mailing list. This includes solicitations for coin sales, support of other organizations, and private donations.

11.2 Exceptions shall require the prior approval of a current Board member (officer or chapter representative).

Article 12: Conflicts of Interest

12.1 No Member of this organization shall use the WSGA name to endorse a product, make a personal profit, or in any way use it as a means of furthering any personal, political, or other aspiration that is not in keeping with the Purposes set forth in Article 2 of these Bylaws.

12.2 WSGA Board members shall avoid any conflict between their individual, professional, and business interests and the interests of WSGA. On any deemed conflict of interest by a Board member, notice shall be given to the President and that Board member shall then recuse themselves from any discussion or vote on related issues.

12.3 WSGA as a whole shall not take part in any activity not in keeping with its established Purposes as set forth in Article 2 of these Bylaws.

Article 13: Indemnification

13.1 All Board members, while acting on behalf of WSGA, shall be indemnified by WSGA against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being a Board member, or having acted on behalf of WSGA in an authorized capacity. This indemnification shall also apply to the heirs, executors, and personal representatives of any such person.

13.2 This indemnification shall not apply in relation to matters in which such person shall be adjudged in an action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of their duties.

13.3 This indemnification shall not exclude any other right to which such person may be entitled under any bylaw, agreement, vote of the Board, or otherwise.

Article 14: Termination

14.1 Dissolution of WSGA may occur by a two thirds majority vote of the Board of Directors.

14.2 In the event of dissolution, any remaining assets shall be transferred to the nearest geocaching related organization approved by the Board.

Article 15: Amendment of Bylaws

15.1 The Board of Directors is solely responsible for the WSGA Bylaws.

15.2 The Board may vote to adopt, amend, or repeal the Bylaws after the Executive Committee provides at least 72 hours' notice to all Board members and supplies the specific content of the proposed changes. Bylaws changes require the approval of two thirds of the Board.

15.3 The Board may temporarily override a provision of the Bylaws if necessary; this requires the approval of two thirds of the Board.

))))))Bylaws)created)2002;)amended)2006,)2011,)2012,)2013,)2014,)2015.
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