

**BYLAWS
APPRAISERS' COALITION OF WASHINGTON**

ARTICLE I - NAME

The name of this non-profit Corporation shall be the Appraisers' Coalition of Washington, abbreviated as ACOW.

ARTICLE II - PURPOSE

The purposes for which this non-profit Corporation is organized are;

- 2.1. To educate and communicate with members of the appraisal profession or with any persons concerned with valuation of real or personal property in Washington about legislative and regulatory issues.
- 2.2. To support the maintenance and improvement of The Uniform Standards of Professional Appraisal Practice (USPAP) and its effective enforcement by the State of Washington.
- 2.3. To foster and promote the appraisal profession to the general public through education, research, and publications.
- 2.4. To raise the funds necessary to administer the activities of this non-profit Corporation and to use such funds to carry out the purposes and objectives of this non-profit Corporation.
- 2.5. To promote the public interest and to foster greater public trust and confidence in professional appraisal practice through non-partisan interaction with legislative bodies, government regulatory agencies and other related organizations.

ARTICLE III - MEMBERSHIP

There shall be two classes of members of ACOW.

- 3.1. Members - identified as Organization Members, non-organization Members, and Trainees holding active appraisal credentials in good standing, and any prior appraisal professional no longer appraising but desiring to maintain previous membership, having paid ACOW's published annual dues.
- 3.2. Affiliate – Identified as individuals or organizations other than appraisal practitioners wishing to ally with and provide support to ACOW. Allied Members shall be admitted to membership by a simple majority vote of the Board of Directors and payment of affiliate dues.

ARTICLE IV-REPRESENTATION

- 4.1. Organization Members shall be represented by one named representative from each of the largest three organizations within the state of Washington, in good standing. Organization member seats on the board of directors are not open to non-organization members.
- 4.2. Non-Organization members shall be represented by all other appraisers and up to one appraiser trainee in good standing.
- 4.3. All members of ACOW are entitled to vote on issues put to the membership.

4.4. Organizations shall select one representative prior to each annual general membership meeting of ACOW. The failure of any Organization to select a representative or to attend the annual general membership meeting shall in no way invalidate or impair the proceedings.

4.5. A quorum shall be met when a 50% margin of the board of Directors is present. Membership and Board of Directors meetings may be held either in person, or by interactive technology, so long as all representatives or Directors participating in the meeting can communicate with one another. Interactive technology includes, but are not limited to, telephone conference, electronic transmission (email), Internet usage, or remote communication.

4.6. With exception of emergency meetings, action taken at any meeting as described above shall be as effective as if the representatives or Directors had met in person.

ARTICLE V - VOTING

5.1. Board of Directors – All officers and directors have voting privilege, at the Board of Director meetings.

5.2. Members - All members of ACOW have voting privilege at the annual meeting. Affiliate members have no voting privilege.

5.3. Voting may be by voice vote, in writing, by email, or by other electronic means, as established by such rules and regulations adopted by the Board of Directors for the conduct of its various meetings. Voting by proxy shall not be permitted.

ARTICLE VI - FEES AND DUES

6.1. Dues shall be collected from members and affiliate members and are due not later than January 31st of each year.

6.2. Dues amount for the following year will be determined by the board of directors at the annual meeting in December and published on the ACOW web site, which will be the official method of notification.

ARTICLE V - BOARD OF DIRECTORS

7.1. Officers – The Board of Directors shall have 4 officers, comprised of a president, vice president, secretary, and treasurer.

7.2. Directors - The Board of Directors shall have up to nine (9) directors. Three (3) director chairs are to be held by organization members of the largest three organizations in the State of Washington. The remaining six (6) director seats are to be filled by non-organization members and up to one appraiser trainee.

7.2a. If not filled, organization member chairs will remain open and the directors will attempt to fill the open organization chairs at future meetings.

7.3. Election/Term of Office

7.3a. The president is to be selected by the Board of Directors and can come from the entire membership. Remaining officer positions are appointed by the Board of Directors and are to be filled by previous directors.

7.3b. Nominations for all positions will begin in November. Board members will announce their nominations for officer positions at the November monthly Board of Directors meeting. ACOW members desiring to nominate or self-nominate will be required to attend the November monthly meeting and make such nomination known.

7.4. Voting for all positions will occur during the annual general membership meeting, held in December.

ARTICLE VI - OFFICERS

8.1. Officers - The Officers of the Corporation shall be a President, one Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors and shall hold office at the pleasure of the Board. The Vice President, Secretary and Treasurer shall be elected from the membership of the Board; the President may be elected from either the Board of Directors or from the entire body of Members. The officers shall be elected at the monthly Board of Directors meeting following the annual general membership meeting.

8.2. President - The President shall be an ex officio member of the Board of Directors, having full voting privileges on the board. The President shall preside at all meetings of the Board of Directors and of the membership, and shall have and perform all such other duties as from time to time may be assigned by the Board of Directors. The President shall have the usual executive powers pertaining to the Office of President, including the general supervision, direction, and control of the business of the Corporation and the responsibility to carry out the resolutions adopted by the Board of Directors subject at all times and in all manners to the direction and control of the Board of Directors.

8.3. Vice President - In the absence or disability of the President or in the event that for some reason that it is impractical for the President to act personally, the Vice President shall have the powers and the duties of the President. The Vice-President shall have such other powers and duties as shall be assigned by the President or the Board of Directors.

8.4. Secretary - The Secretary shall give, or cause to be given, notice of all meetings of the membership and of the Directors, and all other notices required by law or by these Bylaws. The Secretary shall record all of the proceedings of the meetings of the membership and of the Directors. The Secretary shall keep a record of the membership of the Corporation and of the addresses of the membership.

8.5. Treasurer - The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounting of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all monies or valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the President taking proper vouchers for such disbursements. The Secretary shall render to the President and the Board of Directors at the regular meetings of the Board of Directors or whenever they may request it and to the membership at the annual meeting of the membership, an account of all of the Treasurer's transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as may be assigned by the President or the Board of Directors.

8.6. Vacancies - Vacancies in any office arising from any cause may be filled by the Board of Directors at any meeting of the Directors.

8.7. Removal - Any officer, employee or agent of the Corporation may be removed by a two-thirds (2/3) votes of the Board of Directors with or without cause.

ARTICLE IX - MEMBERSHIP AND BOARD MEETINGS

9.1. Monthly meetings will be held at a date and time determined by the directors during the first meeting of the year and published on the ACOW web site.

9.2. The Annual General Membership Meeting of the members of ACOW shall be held on the second Tuesday of December or such other date as may be determined by the Board of Directors. The place of the meeting shall be designated by the Board of Directors at least sixty (60) days prior to the meeting date. The purpose of the annual meeting shall be for the election of Directors and for the transaction of such other business as may come before the meeting.

9.3. Special Membership Meetings

Special meetings of the membership may be called by the President, the Board of Directors, or by more than 50% of the Members. The place, day and hour shall be as fixed by the caller of the meeting. No business shall be transacted at the meeting except as specified in the notice calling the meeting.

9.4. Notice of Membership Meetings

9.4a. Notification shall be by written or electronic notice stating the place, day and hour of the meeting. The ACOW web site is the official method of notification.

9.4b. In the case of a special meeting, the purpose or purposes for which the meeting is called and the name of the persons by whom or at whose direction the meeting is called shall be delivered to each member of record entitled to vote at such meeting not less than ten (10) and no more than sixty (60) days before the date of the meeting either personally or by mail or by or at the direction of the President, Secretary, or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at this/there address as it appears on the membership roster of the Corporation, with First Class postage thereon pre-paid. Notice of any membership meeting, whether required by law, the Articles of Incorporation or these Bylaws, may be waived in writing by any member at any time either before or after the meeting. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and gives written notice of objection to the Secretary prior to the commencement of the meeting.

9.5. Board of Directors Meetings – The meeting of each newly elected Board of Directors, to be known as the annual meeting of the Board of Directors, shall be held immediately after the annual general membership meeting or any special membership meeting at which a Board of Director(s) is elected, provided all Directors are present, or those who are not present thereat waive such notice for the meeting. Said meetings shall be held at the same place as the general membership meeting unless some other place shall be specified by resolution of the membership. No notice of the annual meeting of the Board of Directors shall be necessary. Other regular meetings of the Board of Directors may be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board, without notice other than such resolution.

9.6. Action Without a Meeting - Except as otherwise expressly provided in these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing to waive the meeting. A member of the Board of Directors may provide such written consent.

9.7. Any action by written consent shall have the same force and effect as any other action of the Board of Directors. All written consents shall be filed with the minutes of the meetings of the Board of Directors.

ARTICLE X – AMENDMENTS OF BYLAWS

10.1. The Bylaws may be amended, altered, or repealed or new Bylaws adopted at any annual or special meeting of the membership if notice of the proposed alteration or amendment is contained in the notice of the meeting and states that a proposal to such effect will be voted upon at the meeting. The language of any proposed amendment, alteration or new Bylaw need not be set forth in such notice, however will be made public by posting on the ACOW website.


10.2. These Bylaws may be amended, altered or repealed or new Bylaws adopted by an affirmative vote of two-thirds (2/3) of the whole Board of Directors at any regular or special meeting of the Board if notice of the proposed alteration or amendment is contained in the notice of the meeting; provided, however, that the Board of Directors shall not amend alter, repeal or adopt any Bylaw in such a manner as to affect the term of office of the Directors

in any way. Any action of the Board of Directors with respect to the amendment, alteration or repeal of these bylaws or adoption of any new Bylaws is hereby made expressly subject to change or repeal by the membership.

CERTIFICATION OF ADOPTION

The foregoing was duly adopted as the Bylaws of ACOW by the Board of Directors on the

_____ 8th _____ Day of _____ March _____, _____ 2022 _____
Day Month Year

President: Robert N. Mossuto Jr. 

Secretary Brady Cornelius 