

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**WESTERN NORTH AMERICAN REGION**  
**OF THE INTERNATIONAL BIOMETRIC SOCIETY**

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**AMENDED AND RESTATED BYLAWS**  
**OF**  
**WESTERN NORTH AMERICAN REGION**  
**OF THE INTERNATIONAL BIOMETRIC SOCIETY**

**ARTICLE I. DEFINITIONS**

Section 1.1. Society

International Biometric Society or any successor of that organization regardless of name.

Section 1.2. Council

Board of Directors of the Society.

Section 1.3. WNAR

The Western North American Region of the International Biometric Society.

Section 1.4. ENAR

The Eastern North American Region of the International Biometric Society.

Section 1.5. Board

Board of Directors of WNAR.

Section 1.6. Member

A Member is a person who holds a membership in the organization as such is described in Section 4.5 of these Bylaws.

**ARTICLE II. SOCIETY**

WNAR is a subdivision of the Society. As such it freely chooses to be governed by the Constitution of the Society and the bylaws of the Society (collectively, the "Society's Governing Documents"). All provisions of the Society's Governing Documents that are not inconsistent with the provisions of these bylaws are hereby incorporated by reference into these bylaws. If conflict arises between these bylaws and the Society's Governing

Documents, the Society's Governing Documents shall control. A copy of the most current version of the Society's Governing Documents shall be kept in WNAR's minute book along with these bylaws.

### **ARTICLE III. OFFICES**

The registered office of WNAR in the state of Washington is in the City of Seattle. WNAR may have such other offices within or without the state of Washington as the Board of Directors may designate or WNAR may require from time to time.

### **ARTICLE IV. MEMBERS**

#### **Section 4.1. Member Qualification**

Membership in WNAR is open to all scientists who have a substantial interest in quantitative biology, whether primarily biologists, statisticians, or mathematicians, and who reside west of approximately 104 degrees West Longitude in the United States and Canada or who reside in Mexico.

#### **Section 4.2. Supporting Member**

A member of another Regional or National Group of the Society or a member at-large of the Society may elect to become a Supporting Member of WNAR. Supporting Members will pay the Society dues, their Regional or National Group dues (if any), and in addition pay membership dues of WNAR directly to WNAR. Supporting Members may not vote or hold an office in WNAR.

#### **Section 4.3. Associates**

A person may become an Associate upon payment of appropriate dues. The amount of the dues shall be determined by the Board. The classes of Associates are Associates and Student Associates. Associates shall have all the rights of Members except the right to vote in elections, the right to hold elected office in WNAR or the Society, or the right to receive WNAR's or the Society's scientific publications. Student Associates shall have all the rights of Members except the right to vote in elections and the right to hold elected office in WNAR or the Society.

#### **Section 4.4. Termination of Membership**

Membership of any member may be terminated for cause upon either a two-thirds vote for such termination by the members present at a meeting or a two-thirds vote of the Board of Directors at any meeting.

#### Section 4.5. Dues and Membership

The amount of membership dues shall be determined by the Board. A membership is obtained by paying to the organization the required annual membership dues.

#### Section 4.6. Annual Business Meeting

WNAR shall hold an Annual Business Meeting of the Members each year at a time and place set by the Board. The WNAR President presides over this meeting.

#### Section 4.7. Special Member Meetings

Special meetings of the Members may be called by the President or the Board for any purpose or purposes unless otherwise prohibited by statute.

#### Section 4.8. Notice of Meetings

Written or printed notice stating the date, time, and place of a meeting of Members and, in the case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting either personally or by mail by or at the direction of the President, the Secretary, or the officer or persons calling the meeting, to each Member entitled to vote at such meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears in the records of WNAR, with postage thereon prepaid.

A Member may waive any notice required to be given under the provisions of these bylaws, the articles of incorporation or by applicable law, whether before or after the date and time stated therein. Such waiver shall be in writing.

#### Section 4.9. Manner of Acting; Proxies

A Member may vote either in person or by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. All proxy appointment forms shall be filed with the Secretary of WNAR before or at the commencement of meetings. No proxy appointment form shall be valid after eleven (11) months from the date of its execution unless otherwise expressly provided in the proxy form. No proxy appointment may be effectively revoked until notice in writing of such revocation has been given to the Secretary of WNAR by the Member who appointed the proxy.

#### Section 4.10. Quorum

At any meeting of the Members, attendance by the lesser of 1/10<sup>th</sup> of the Members or 20 Members shall constitute a quorum.

#### Section 4.11. Voting

If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action (majority vote), unless the question is one upon which a different vote is required by express provision of law, the WNAR Articles of Incorporation, or these bylaws.

#### Section 4.12. Action by Members Without a Meeting

Any action which may be or is required to be taken at a meeting of the Members may be taken without a meeting if one or more written consents setting forth the action so taken shall be signed, either before or after the action taken, by all the Members entitled to vote with respect to the subject matter thereof. Action taken by written consent of the Members is effective when all consents are in possession of WNAR, unless the consent specifies a later effective date. Whenever any notice is required to be given to any Member of WNAR pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to notice, shall be deemed equivalent to the giving of notice.

### **ARTICLE V. BOARD OF DIRECTORS**

#### Section 5.1. Power and Name

The Board of Directors shall manage the business and affairs of WNAR at all times. It shall report to the membership at the Annual Business Meeting and to the Council as it deems appropriate or is otherwise required by these bylaws. The Board of Directors may be referred to as the Regional Committee.

#### Section 5.2. Number and Qualification

The Board of Directors shall consist of the Elected Officers, as defined in Section 6.1 of these bylaws, six (6) at-large Directors, and, ex-officio, all Members of the Region who also are members of the Council of the Society. The Directors need not be residents of the state of Washington.

#### Section 5.3. Tenure

Unless removed in accordance with these bylaws, each Director shall hold office for the terms indicated in this section. The Elected Officers shall serve as Directors for their entire term as an officer, which terms are set out in Article 6 of these bylaws. The at-large Directors shall serve staggered, three-year terms with two at-large Directors elected each year. Terms of newly elected Directors shall start on the first day of the January following their election.

#### Section 5.4. Election

Two at-large Directors will be elected by plurality vote each year with each Member having two votes (or a number of votes equal to the number of at-large Directors being elected). At-large Directors are elected via a mail-in ballot system that is managed and conducted by the Board. The election of the Elected Officers is addressed in Article 6 of these bylaws.

#### Section 5.5. Nominating Committee and Voting Procedures

A nominating committee shall be appointed annually by the President for the purpose of nominating nominees for all vacant at-large Directorships and for any other purpose that the Board of Directors may create. The committee's procedure for selecting nominees shall be determined by the committee unless the Board prescribes certain procedures. The consent of each nominee must be obtained in advance of nomination. The committee shall make a report at the Annual Business Meeting of that year indicating current nominees, if any. Following the report of the committee, nominations may be made from the floor by Members. If such floor nominations are seconded by a Member, the nominating committee shall add the nominee to the election ballot after obtaining the nominee's consent to do so. The nominating committee may select additional nominees after the Annual Business Meeting.

Voting will be conducted via a ballot that is usually mailed to all Members in the fall of each calendar year. The Secretary will oversee the distribution of ballots and biographic information in early fall. A teller appointed by the Regional Secretary shall determine the election from a count of ballots returned by a specified date.

#### Section 5.6. Affiliations

The Board of Directors may affiliate with organizations interested in supporting the work of WNAR. Such arrangements may include joint meetings and the assignment of representatives to joint committees formed in collaboration with such organizations. Suggested affiliates include the Institute of Mathematical Statistics, the American Statistical Association, the Statistical Society of Canada, ENAR, and the International Biometric Society.

#### Section 5.7. Annual and Other Regular Meetings

The Board of Directors shall have an annual board meeting that is held separate from but in conjunction with the Annual Business Meeting of the membership. All business at the meeting shall be conducted by majority vote of all those Directors present at the meeting, unless a different vote for a particular matter is required by the Articles of Incorporation, these bylaws, or applicable law. Quorum for this meeting shall be that indicated in Section 5.9 of these bylaws. The only business that must be conducted at a meeting of the Board is the initial adoption of bylaws, initial appointment of officers, and amendment of the Articles of Incorporation. All other business and decisions may be conducted by email or other method acceptable to the Board.

The Board of Directors may specify by resolution the time and place, either within or without the state of Washington, for holding any other regular meetings of the Board of Directors.

#### Section 5.8. Special Meetings

Special meetings of the Board of Directors may be called by the President or the Secretary. Notice of special meetings of the Board of Directors stating the date, time, and place thereof shall be given at least 14 days prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral, written, or in email form. Written notice is effective upon dispatch if such notice is sent to the Director's address, telephone number, or other number appearing on the records of WNAR. No notice is required if a majority of Directors consent to the meeting.

Any Director may waive notice of any meeting at any time. Whenever any notice is required to be given to any Director of the corporation pursuant to applicable law, a waiver thereof in writing signed by the Director entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of the 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 convened.

#### Section 5.9. Quorum

One-third of the number of Directors specified in or fixed in accordance with these bylaws, or five Directors, whichever is greater, shall constitute a quorum for the transaction of any business at any meeting of Directors.

#### Section 5.10. Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law or the articles of incorporation or these bylaws.

#### Section 5.11. Participation by Conference Telephone

Directors may participate in a regular or special meeting of the board by, or conduct the meeting through the use of, any means of communication by which all Directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

#### Section 5.12. Presumption of Assent

A Director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of WNAR immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

#### Section 5.13. Action by Board Without a Meeting

Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents setting forth the action so taken, shall be signed, either before or after the action taken, by all the Directors. Action taken by written consent is effective when the last Director signs the consent, unless the consent specifies a later effective date.

#### Section 5.14. Board Committees

The Board of Directors may by resolution designate from among its members one or more committees, each of which must have two (2) or more members and shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and quorum and voting requirements as apply to the Board of Directors. An Executive Committee is created by Article VII of these bylaws. To the extent provided in such resolutions, each such committee shall have and may exercise the authority of the Board of Directors, except as limited by applicable law. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors, or any members thereof, of any responsibility imposed by law.

#### Section 5.15. Resignation

Any Director may resign at any time by delivering written notice to the President, the Secretary, or the registered office of WNAR, or by giving oral notice at any meeting of the Directors or Members. Any such resignation shall take effect at any subsequent 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 5.16. Removal

At a special meeting called expressly for that purpose, any Director may be removed from office with cause, by an affirmative vote of at least 2/3rds of the Board of Directors.

### Section 5.17. Vacancies

A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing Director, or by reason of increasing the number of Directors on the Board of Directors as provided in these bylaws. In the event the President cannot serve a full term, the President-Elect shall serve as President. In the event the President-Elect cannot serve a full term, the President shall assume the duties of the President-Elect, and both President and President-Elect shall be chosen at the next annual election. In the event the Past-President cannot serve a full term, the President shall assume the duties of the Past-President. In the event that the Secretary, Treasurer, or Program Coordinator cannot serve a full term, the President shall appoint a substitute to serve *pro tempore* until the next annual election. If an at-large member of the Board of Directors cannot complete his/her term, the President shall appoint a new Member to serve out the balance of the term.

### Section 5.18. Compensation

By resolution of the Board of Directors, which resolution may be passed at a meeting of the Board or via email, the Directors may be paid the reasonable expenses incurred, if any, for attendance at meetings of the Board of Directors or committee thereof or for any other expenses incurred in the performance of their duties.

## ARTICLE VI. OFFICERS

### Section 6.1. Number and Qualifications

WNAR shall have the following officers: Regional President, the Regional President-Elect, the Regional Past-President, the Regional Secretary, the Regional Treasurer, and the Regional Program Coordinator. Collectively, these six officers are referred to in these bylaws as the Elected Officers. All references in these bylaws to "President" refer to the "Regional President," and this rule of construction shall hold true for all officer positions that are introduced with a prefatory "Regional." For the purposes of complying with Washington law, and for only those purposes, the President-Elect and Past-President shall be considered vice-presidents. The Directors need not be residents of the state of Washington but they must be Members of WNAR.

Such other officer and assistant officer positions as may be deemed necessary or appropriate may be created and filled by resolution of the Board of Directors. Concurrent with the creation of a new officer position, the Board shall by resolution specify the duties of the officer and the term of the officer position. Persons filling new officer positions shall take office immediately. Regardless of the term of a new officer position, during the first mail-in ballot following the Board's creation of a new officer position, the officer position shall be filled according to Sections 6.3 and 6.4 of these bylaws.

## Section 6.2. Tenure

The President-Elect shall be elected annually for a one-year term, after which the President-Elect shall serve as the President for the following year, and the Past-President for the year after that. The Secretary and Treasurer shall serve two-year terms with the Treasurer elected in odd-numbered years and the Secretary elected in even-numbered years so that both are never elected in the same year. The Program Coordinator shall serve a two-year term. The Secretary, Treasurer, and Program Coordinator may be re-elected indefinitely. Terms of officer positions created by the Board under the authority found in Section 6.1 of these bylaws shall be determined by the Board. Terms of newly elected officers shall start on the first day of the January following their election.

## Section 6.3. Election

Each year a President-Elect will be elected by vote of the Members. Every other year a Secretary, Treasurer and Program Coordinator will be elected by vote of the Members. The length of time between the election of persons filling officer positions created by the Board under the authority of Section 6.1 of these bylaws shall be based on the term of the officer position as set by the Board. Each Member shall have one vote for each officer position. Voting for officers occurs via mail-in ballot as described in Section 5.5 of these bylaws.

## Section 6.4. Nominating Committee and Voting Procedures

The nominating committee created in Section 5.5 of these bylaws shall also have the purpose of nominating nominees for all vacant at-large officer positions. The nominating and voting procedures found in Section 5.5 will apply with equal force to the nominating of and voting for officers.

## Section 6.5. Chair and Vice-Chair of the Board of Directors

The Chair of the Board of Directors is the President and shall, if present, preside at all meetings of the Board of Directors and the Annual Business Meeting, and exercise and perform such other powers and duties, if any, as may be determined from time to time by resolution of the Board of Directors. The Vice-Chair of the Board of Directors is the President-Elect and shall perform the duties of the Chair of the Board of Directors in his or her absence, or in the event of his or her death, disability or refusal to act. The Vice-Chair of the Board of Directors shall exercise and perform such other powers and duties, if any, as may be determined from time to time by resolution of the Board of Directors.

## Section 6.6. President

The President shall be the principal executive officer of WNAR and, subject to the control of the Board of Directors, shall supervise the affairs of WNAR, serve as or designate the presiding officer at the Annual Business Meeting, any special member meetings and Board meetings, appoint representatives to affiliate organizations, and establish committees to

consider matters of importance to the region. The President shall keep the Board of Directors informed of actions and seek their guidance on matters of major importance; shall coordinate WNAR actions with those of ENAR, particularly with regard to appointments of representatives to national affiliates; and shall represent the region at the Joint Statistical Meetings as a member of the Committee of Presidents of Statistical Societies (COPSS).

The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of WNAR or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to his/her office and such other duties as may be prescribed by resolution of the Board of Directors from time to time.

#### Section 6.7. President-Elect

The President-Elect appoints the Program Chair, the Student Paper Committee and its Chair, the Presidential Invited Speaker for the Regional Meeting of the year in which the President-Elect will be President (the "Presidential Year"), and WNAR Program Representative for the Joint Statistical Meetings of the year two years hence (meaning that the President-Elect appoints the Program Representative for year  $n+2$  in year  $n$ ). In addition, the President-Elect appoints three members to the Regional Advisory Board for three-year terms to start January 1 of the Presidential year. The President-Elect also represents the region as a member of COPSS. If necessary, the President-Elect will make appointments to NISS.

In the absence of the President or in the event of his/her death, disability or refusal to act, the President-Elect shall perform the duties of the President. When so acting the President-Elect shall have all the powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time may be assigned to the President-Elect by resolution of the Board of Directors.

#### Section 6.8. Past-President

The Past-President serves as liaison between the Regional Advisory Board and the Board of Directors, and also shall represent the region as a member of COPSS.

#### Section 6.9. Secretary

The Secretary shall: serve as, or designate, the secretary of the Board of Directors and other business meetings of the region; shall keep the minutes of the proceedings of the Members and Board of Directors; shall give notices in accordance with the provisions of these bylaws and as required by law; shall be custodian of the corporate records of WNAR; shall supervise the maintenance of the current membership list, correspondence with Members, and such mailings to the membership as are necessary to keep the membership informed of regional activities of interest to them; shall oversee distribution of ballots for the election of officers and designate a teller (who shall not be an officer) who will collect and count the

ballots; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors.

The Secretary may sign with the President, or President-Elect, deeds, mortgages, bonds, contracts, or other instruments which shall have been authorized by resolution of the Board of Directors.

#### Section 6.10. Treasurer

The Treasurer manages the fiscal affairs of the Region, is responsible for keeping correct and complete books and records of account, and supervises the billing and collection of dues. The Treasurer is authorized to pay bills of the region arising from (1) Members' subscriptions to BIOMETRICS and other publications paid for by Members, (2) expenses that officers incur in fulfilling their stated responsibilities, and (3) incidental expenses of no more than \$200 that the region may incur. For all other expenditures of less than \$3,000 the President's approval shall be obtained; the Board of Directors' approval, which approval may be given via email, is required for all expenditures of over \$3,000. The Treasurer is authorized to invest currently unneeded funds in interest-bearing savings deposits that are insured by an agency of the federal government and to perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by resolution of the Board of Directors. A financial report shall be submitted annually at the Annual Board Meeting and to the International Biometric Society's Treasurer and Secretary as required in these bylaws or elsewhere. The Treasurer shall not be required to give a bond for the faithful discharge of his/her duties.

#### Section 6.11. Program Coordinator

The Program Coordinator serves as a liaison between the Program Chair, the local arrangements committee, affiliate organizations, and the Secretary, for each meeting. The Program Coordinator shall cooperate with affiliate organizations in selecting meeting locations, and shall provide continuity of information between successive local arrangement committees. In general, the Program Coordinator shall perform all duties incident to the office of Program Coordinator and such other duties as from time to time may be assigned to the Program Coordinator by resolution of the Board of Directors.

### **ARTICLE VII. EXECUTIVE COMMITTEE**

#### Section 7.1. Executive Committee

There shall be a committee of the Board of Directors called the Executive Committee. The Executive Committee shall consist of the President, President-elect, Past-President, Secretary, Treasurer, and Program Coordinator and shall have the power to manage the routine business of WNAR, to recommend to the Board policies and actions designed to

promote the welfare of WNAR, and to undertake any other actions authorized by the Board of Directors.

## **ARTICLE VIII. REGIONAL ADVISORY BOARD**

There shall be a Regional Advisory Board composed of nine Members. The Regional Advisory Board shall advise the Board of Directors, particularly with respect to involvement of newer Members of the Region. The Regional Advisory Board will propose methods to foster the education and development of students and new researchers in the study of quantitative theories and statistical applications in the biological sciences. Members of the Regional Advisory Board shall be chosen in the following manner: each President-Elect shall appoint three Members to the Regional Advisory Board, which Members terms on the Regional Advisory Board will begin concurrently with the President-Elect's Presidential term and last three years.

## **ARTICLE IX. CONTRACTS, LOANS, CHECKS, DEPOSITS**

### Section 9.1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of WNAR, and that authority may be general or confined to specific instances.

### Section 9.2. Loans

No loans shall be contracted on behalf of WNAR and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, which authority may be general.

### Section 9.3. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of WNAR shall be signed by the officer or officers, or agent or agents, of WNAR and in the manner as shall from time to time be prescribed by resolution of the Board of Directors.

### Section 9.4. Deposits

All funds of WNAR not otherwise employed shall be deposited from time to time to the credit of WNAR in a WNAR controlled bank account. The Treasurer and the Secretary will have signature rights to the account.

## Section 9.5. Loans to Directors and Officers

No loans shall be made by WNAR to any officer or to any Director with the exception that funds may be advanced to the Local Arrangements Chair for meeting-related activities.

## **ARTICLE X. BOOKS AND RECORDS**

WNAR shall keep correct and complete books and records of account, minutes of the proceedings of its Members, the Board of Directors and any committees designated by the Board of Directors, and such other records as may be necessary or advisable.

## **ARTICLE XI. FISCAL YEAR**

The fiscal year of WNAR shall be the calendar year or such other fiscal year as may be determined by resolution adopted by the Board.

## **ARTICLE XII. COPIES OF RESOLUTIONS**

Any person dealing with WNAR may rely upon a copy of any of the records of the proceedings, resolutions or votes of the board when such records are certified by the President or Secretary.

## **ARTICLE XIII. AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, in the following manner. If the amendment is proposed by a Member, the Member must send notice of the proposed amendment, along with a rationale for the amendment, to the Executive Committee or the Board at least one month prior to the Annual Business Meeting. Amendments may be initiated by the Board. Proposed amendments that are approved by the Board shall be included on the annual ballot for election of officers. Also, proposed amendments accompanied by at least 50 signatures from Members supporting the amendment will be placed on the ballot. A majority of votes received from Members is necessary for passage of an amendment.