

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

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Originally adopted on October 9, 2002.
Amended and Restated effective as of January 1, 2008.
Second Amended and Restated effective as of December 16, 2020.

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OF
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ARTICLE I. DEFINITIONS

Section 1.1. Society name.

“Society” means the International Biometric Society or any successor of that organization

Section 1.2. Council

“Council” means the Board of Directors of the Society.

Section 1.3. WNAR or Region

The Western North American Region of the International Biometric Society. The term “WNAR” and “Region” as used herein is synonymous with the term “Corporation” as used in Chapter 24.03 of the Revised Code of Washington (“RCW”), Washington’s Nonprofit Corporation Act.

Section 1.4. ENAR

“ENAR” means the Eastern North American Region of the International Biometric Society.

Section 1.5. Executive Committee

“Executive Committee” means the committee of the Regional Committee comprised of the elected officers of WNAR, as described in Section 6.1 of these bylaws.

Section 1.6. Regional Committee

“Regional Committee” as used herein is synonymous with the term “board of directors” as used in RCW 24.03 and means the board of directors of WNAR.

Section 1.7. 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 Regional Committee 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, mathematicians, informaticians, data scientists, or in other relevant fields and who reside west of approximately 104 degrees West Longitude in the United States and Canada.

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. Student Member

Student Members must be enrolled in an accredited education program. A person may become a Student Member of WNAR upon payment of appropriate dues in an amount determined by the Regional Committee. Student Members 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 is voluntarily and may be terminated by such member at any time. Membership of any member may also 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 Regional Committee at any meeting (in either case, in the manner set forth in Section 5.11 of these bylaws).

Section 4.5. Dues and Membership

The amount of membership dues shall be determined by the Regional Committee. 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, place, and format set by the Regional Committee. 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 Regional Committee for any purpose or purposes unless otherwise prohibited by statute.

Section 4.8. Notice of Meetings

Notice, in the form of a record that is either in a tangible medium or in an electronic transmission, stating the date, time, place, and format 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 (10) nor more than fifty (50) days before the date of the meeting, 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. If notice is provided in a tangible medium, it may be transmitted by mail, personal delivery, or facsimile of the notice. If notice is provided in an electronic transmission, it must satisfy the requirements of RCW 24.03.009. Such notice, if mailed, 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, or for other forms of notice in a tangible medium described in this subsection shall be deemed to be delivered when received. If notice is provided in an electronic transmission, it shall be deemed to be delivered when transmitted or posted as set forth in RCW 24.03.009.

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 a record (including in a tangible medium or by electronic transmission).

Section 4.9. Manner of Acting; Proxies

A Member may vote either in person, by mail, or by electronic transmission. If voting in person, a proxy in the form of a record executed 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 the meeting. 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 a record (including in a tangible medium or by electronic transmission) of such revocation has been given to the Secretary of WNAR by the Member who appointed the proxy. If Members are entitled to elect directors or vote on a proposal, the vote may be taken by mail or electronic transmission so long as the name of each candidate and the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of the meeting. An election may be conducted by electronic transmission if the corporation has designated an address, location or system to

which the ballot may be electronically transmitted and the ballot is electronically transmitted to such designated address, location, or system, in an executed electronically transmitted record.

Section 4.10. Quorum

At any meeting of the Members, attendance by the lesser of 1/10th 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 in the form of a record (including in a tangible medium or by electronic transmission) setting forth the action so taken shall be executed, 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 a record (including in a tangible medium or by electronic transmission), from the person or persons entitled to notice, shall be deemed equivalent to the giving of notice.

ARTICLE V. REGIONAL COMMITTEE

Section 5.1. Power and Name

The Regional Committee 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 Society's Council as it deems appropriate or is otherwise required by these bylaws.

Section 5.2. Number and Qualification

The Regional Committee shall consist of the Executive Committee, six (6) Representatives at-large, and, ex-officio, all Members of the WNAR who also are members of the Council of the Society. For the purposes of complying with Washington law, and for only those purposes, each member of the Regional Committee means a director on the board of directors of WNAR. A member of the Regional Committee need not be a resident of the state of Washington.

Section 5.3. Tenure

Unless removed in accordance with these bylaws, each member of the Regional Committee shall hold office for the terms indicated in this section. The Executive Committee

shall serve as members of the Regional Committee for their entire term as an officer, which terms are set out in Article VI of these bylaws. The Representatives at-large shall serve staggered, three-year terms with two Representatives at-large elected each year. Members of the Region who are also members of the Council of the Society will serve a maximum of one two-year term. Terms of newly elected members of the Regional Committee shall start on the first day of the January following their election.

Section 5.4. Election of Representatives At-Large

Two Representatives at-large 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). Representatives at-large are elected via a mail-in ballot system or electronic voting system that is managed and conducted by the Regional Committee. The election of the officers in the Executive Committee is addressed in Article VI of these bylaws.

Section 5.5. Nominating and Voting Procedures

A nominating subcommittee comprised of the President, Past-President, and President-Elect, and other representatives from the Regional Committee as determined the President, will nominate nominees for all vacant Regional Committee positions. The subcommittee's procedure for selecting such nominees shall be determined by the subcommittee, unless the Regional Committee prescribes certain procedures.

The consent of each nominee must be obtained in advance of nomination. Nominees shall be announced on the WNAR website (and through other channels as determined by the Regional Committee) at least 30 days before the ballots are sent out. At the Annual Business Meeting, nominations may be made from the floor by Members. If such floor nominations are seconded by a Member, the nominee will be added to the election ballot after obtaining the nominee's consent to do so. Additional nominees may be selected after the Annual Business Meeting by the nominating subcommittee.

Voting will be conducted via a mailed ballot or an electronic transmission ballot sent to all Members, in the manner set forth in Section 4.9 above, in the last quarter of each calendar year. The Secretary will oversee the distribution of ballots and biographic information. A teller (electronic if electronic ballots are used) appointed by the Secretary shall determine the election from a count of ballots returned by the specified date for the close of voting.

Section 5.6. Affiliations

The Regional Committee 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, Caucus for Women in Statistics, and the International Biometric Society.

Section 5.7. Annual and Other Regular Meetings

The Regional Committee shall have at least one meeting annually, and that is held separate from the Annual Business Meeting of the membership. All business at the meeting shall be conducted by majority vote of the members of the Regional Committee 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 Regional Committee, in the manner set forth in Section 5.11 of these bylaws, 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 consistent with these bylaws acceptable to the Regional Committee.

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

Section 5.8. Special Meetings

Special meetings of the Regional Committee may be called by the President or the Secretary. Notice of special meetings of the Regional Committee stating the date, time, place, and format (in the manner set forth in Section 5.11 of these bylaws) 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 by electronic transmission such as in email form. Written notice is effective upon dispatch if such notice is sent to the Regional Committee member's address, telephone number, or email address appearing on the records of WNAR. No notice is required if a majority of the members of the Regional Committee consent to the meeting.

Any Regional Committee member may waive notice of any meeting at any time. Whenever any notice is required to be given to any Regional Committee member pursuant to applicable law, a waiver thereof in a record (including in a tangible medium or by electronic transmission) executed by the Regional Committee member entitled to notice shall be deemed equivalent to the giving of notice. The attendance of a Regional Committee member at a meeting shall constitute a waiver of notice of the meeting except where a Regional Committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. If notice of regular or special meetings is provided by electronic transmission, it must satisfy the requirements of RCW 24.03.009.

Section 5.9. Quorum

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

Section 5.10. Manner of Acting

If a quorum is present when a vote is taken, the affirmative vote of a majority of Regional Committee members present is the act of the Regional Committee, 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 or Online Meeting

Regional Committee members may participate in a regular or special meeting of the Regional Committee by, or conduct the meeting through the use of, any means of communication by which all Regional Committee members 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 Regional Committee member who is present at a meeting of the Regional Committee at which action is taken shall be presumed to have assented to the action taken unless such Regional Committee member's dissent shall be entered in the minutes of the meeting or unless such Regional Committee member shall file his or her dissent in a record (including in a tangible medium or by electronic transmission) 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 Regional Committee member who voted in favor of such action.

Section 5.13. Action by Regional Committee without a Meeting

Any action permitted or required to be taken at a meeting of the Regional Committee may be taken without a meeting if one or more written consents in the form of a record (including in a tangible medium or by electronic transmission, including by electronic signature or by email where a written consent is attached to the e-mail and approval to such consent is delivered by email and retained in a record with the corporation's minutes) setting forth the action so taken, shall be executed, either before or after the action taken, by all the Regional Committee members. Action taken by written consent is effective when the last Regional Committee member executes such record, unless the consent specifies a later effective date.

Section 5.14. Regional Committee sub-Committees

The Regional Committee may by resolution designate from among its members one or more sub-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 Regional Committee. 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 Regional Committee, except as limited by applicable law. The designation of any such sub-committee and the delegation thereto of authority shall not relieve the Regional Committee, or any members thereof, of any responsibility imposed by law.

Section 5.15. Resignation

Any Regional Committee member may resign at any time by delivering notice in an executed record (including in a tangible medium or by electronic transmission) to the President, the Secretary, or the registered office of WNAR, or by giving oral notice at any meeting (in the manner set forth in Section 5.11 of these bylaws) of the Regional Committee or WNAR 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 Regional Committee member may be removed from office with cause, by an affirmative vote of at least 2/3rds of the Regional Committee.

Section 5.17. Vacancies

A vacancy on the Regional Committee may occur by the resignation, removal, or death of an existing Regional Committee member, or by reason of increasing the number of members on the Regional Committee 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 a Representative at-large cannot complete his/her term, the President shall appoint a new Member to serve out the balance of the term.

Section 5.18. Compensation and Reimbursement

By resolution of the Regional Committee, which resolution may be passed at a meeting of the Regional Committee or by action of the Regional Committee without a meeting, the Regional Committee members may be paid the reasonable expenses incurred, if any, for attendance at meetings of the Regional Committee or sub-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, the Regional Program Coordinator, and as needed Regional Secretary-Elect and Regional Treasurer-Elect. Collectively, these elected officers are referred to in these bylaws as the “**Executive Committee**.” 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 and the Secretary-Elect and Treasurer-Elect shall be considered the assistant secretary and the assistant treasurer, respectively. Members of the Executive Committee 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 Regional Committee. Concurrent with the creation of a new officer position, the Regional Committee 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 ballot following the Regional Committee’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 each serve a single five-year term, serving the first year as the Secretary-Elect and Treasurer-Elect, respectively, for training with the then-current Secretary and Treasurer, respectively. The Secretary-Elect and Treasurer-Elect shall not be elected in the same year. The Program Coordinator shall serve a two-year term elected in even-numbered years and may be re-elected up to two times. Terms of officer positions created by the Regional Committee under the authority found in Section 6.1 of these bylaws shall be determined by the Regional Committee. 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. The Program Coordinator will be elected in even-numbered years. The Secretary (or Secretary-Elect) and Treasurer (or Treasurer-Elect) will be elected in staggered years so that only one of the positions is on a ballot in a given year. The length of time between the election of persons filling Executive Committee positions created by the Regional Committee under the authority of Section 6.1 of these bylaws shall be based on the term of the officer position as set by the Regional Committee.

Section 6.4. Nominating Subcommittee and Voting Procedures

The nominating and voting procedures found in Section 5.5 will apply with equal force to the nominating of and voting for the officers comprising the Executive Committee.

Section 6.5. Chair and Vice-Chair of the Board of Directors (Regional Committee)

The Chair of the Board of Directors (Regional Committee) is the President and shall, if present, preside at all meetings of the Board of Directors (Regional Committee) 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 (Regional Committee).

The Vice-Chair of the Board of Directors (Regional Committee) is the President-Elect and shall perform the duties of the Chair of the Board of Directors (Regional Committee) 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 (Regional Committee) 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 (Regional Committee).

Section 6.6. President

The President shall be the principal executive officer of WNAR and, subject to the control of the Regional Committee, shall supervise the affairs of WNAR, serve as or designate the presiding officer at the Annual Business Meeting, any special member meetings and Regional Committee meetings, appoint representatives to affiliate organizations, and establish committees to consider matters of importance to the region. The President shall keep the Regional Committee 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 that the Regional Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Regional Committee 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 Regional Committee from time to time.

Subject to the approval of the Regional Committee and other requirements set forth in Section 5.14 above, the President may appoint ad-hoc committees and their chairs based on initiatives. An ad-hoc committee should have a charge that is approved by the Regional Committee. Ad-hoc committee chairs may participate in the Regional Committee meetings to report progress of assigned tasks. Chairs of ad-hoc committee have no voting rights in Regional Committee Meetings unless such person(s) are also an elected member of the Regional Committee.

Section 6.7. President-Elect

The President-Elect appoints the Program Chair, the Student Paper Committee and its Chair, the Communications Office, and 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 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 Regional Committee.

Section 6.8. Past-President

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

Section 6.9. Secretary and Secretary-Elect

The Secretary shall: serve as, or designate, the secretary of the Regional Committee and other business meetings of the region; shall keep the minutes of the proceedings of the Members and Regional Committee; 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 and may be electronic) 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 Regional Committee.

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 Regional Committee.

During a one-year transition period, a Secretary will mentor a Secretary-Elect, who shall be the assistant Secretary, in the responsibilities of the Secretary position. Only one of the Secretary and Secretary-Elect can vote in Regional Committee votes. The Secretary-Elect will serve as an alternate voter for the Secretary at the discretion of the Secretary.

Section 6.10. Treasurer and Treasurer-Elect

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 Regional Committee's approval, which approval may be given via action by the Regional Committee without a meeting, 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 Regional Committee. 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.

During a one-year transition period, a Treasurer will mentor a Treasurer-Elect, who shall be the assistant Treasurer, in the responsibilities of the Treasurer position. Only one of the Treasurer and Treasurer -Elect can vote in Regional Committee votes. The Treasurer -Elect will serve as an alternate voter for the Treasurer at the discretion of the Treasurer.

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 Regional Committee.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 7.1. Executive Committee

There shall be a committee of the Regional Committee called the Executive Committee, which shall be comprised of the elected officers as set forth in Section 6.1 above and shall have the power to manage the routine business of WNAR, to recommend to the Regional Committee policies and actions designed to promote the welfare of WNAR, and to undertake any other actions authorized by the Regional Committee.

ARTICLE VIII. REGIONAL ADVISORY BOARD

There shall be a Regional Advisory Board composed of ten (10) Members. The Regional Advisory Board shall advise the Regional Committee, 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 regular 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.

The President will appoint, each year, one (1) Student Member to the Regional Advisory Board to serve for a single one-year term, and may form a nomination sub-committee, if desired, for the purposes of filling such appointment. To be eligible to be a Student Member of the Regional Advisory Board, the Student Member must be a graduate student in a full credential program in a university in the WNAR region and also be a current WNAR Student Member. The Student Member should provide student perspectives of WNAR activities.

ARTICLE IX. STATUTORY MEETING REQUIREMENTS

All meetings of the Members of WNAR and the Regional Committee of WNAR must comply with Chapter 24.03 of the Revised Code of Washington, Washington's Non Profit Corporation Act, which provides in part as follows:

RCW 24.03.009 - Notice by electronic transmission -- Consent required -- When effective.

1. A notice to be provided by electronic transmission must be electronically transmitted.
2. Notice to members and directors in an electronic transmission that otherwise complies with the requirements of this chapter is effective only with respect to members and directors who have consented, in the form of a record, to receive electronically transmitted notices under this chapter.
 - (a) Notice to members and directors includes material that this chapter requires or permits to accompany the notice.
 - (b) A member or director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted.
 - (c) A member or director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.
 - (d) The consent of any member or director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the consent, and this inability becomes known to the secretary of the corporation or other person responsible for giving the notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.
3. Notice to members or directors who have consented to receipt of electronically transmitted notices may be provided notice by posting the notice on an electronic network and delivering to the member or director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to this posting on the electronic network.
4. Notice provided in an electronic transmission is effective when it: (a) Is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE X. CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 10.1. Contracts

The Regional Committee 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 10.2. 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 Regional Committee, which authority may be general.

Section 10.3. 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 Regional Committee.

Section 10.4. 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, Treasurer-Elect, Secretary, and Secretary-Elect will have signature rights to the account.

Section 10.5. Loans to Directors, Officers, and Members

No loans shall be made by WNAR to any officer, member of the Regional Committee, or Member with the exception that funds may be advanced to the Local Arrangements Chair for meeting-related activities.

ARTICLE XI. BOOKS AND RECORDS

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

ARTICLE XII. 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 XIII. 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.

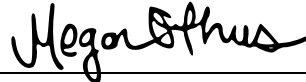
ARTICLE XIV. AMENDMENTS TO BYLAWS

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 Regional Committee at least one month prior to the Annual Business Meeting. Amendments may be initiated by the Regional Committee. Proposed amendments that are approved by the Regional Committee 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.

ARTICLE XV. SECRETARY'S CERTIFICATION

The undersigned, being the Secretary of WNAR, hereby certifies that these bylaws are the Second Amended and Restated Bylaws of the Western North American Region of the International Biometric Society, adopted by resolution of the Regional Committee to be effective as of December 16, 2020.

DATED as of the 16th day of December, 2020.



Megan Othus, Secretary