ARTICLES OF INCORPORATION

OF

WASHINGTON CITY/COUNTY MANAGEMENT ASSOCIATION

We, the undersigned persons, all of whom are citizens of the United States of America, and are of full age of majority, acting as the incorporators of this corporation under the provisions of the Washington Nonprofit Corporations Act, Ch. 24.03 RCW, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be the WASHINGTON CITY/COUNTY MANAGEMENT ASSOCIATION.

ARTICLE II

EFFECTIVE DATE OF INCORPORATION

The effective date of incorporation shall be the date upon filing by the Secretary of State.

ARTICLE III

DURATION

The duration of this corporation shall be perpetual.

ARTICLE IV

PURPOSES & POWERS

The primary goal of the Washington City/County Management Association is to increase the knowledge, proficiency, quality and professionalism of local government management by providing education, information, and support services to members and their agencies. WCMA encourages the development of professional relationships and facilitates the exchange of ideas and information among members. WCMA also actively assists the Association of Washington Cities in its programming, legislative efforts, and support role to local government.

Members benefit from the exchange of ideas and information, from enhanced educational opportunities and resources, and from the development of professional relationships with managers with similar interests, challenges, and responsibilities. WCMA enjoys a long standing and close working relationship with the Association of Washington Cities and several other professional associations of local government whose combined efforts to improve the knowledge, quality and efficiency of municipal management are exemplary.

ARTICLE V

PROPERTY
The property of this corporation is irrevocably dedicated to the purpose of promoting, organizing and carrying out the goals described in Article IV above. No part of the net earnings of the corporation shall inure to the benefit of any private member of this corporation or be distributed to its members, officers or directors except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions and further the purposes as set forth in Article IV above.

**ARTICLE VI**
IRS SECTION 501 COMPLIANCE

A. This corporation is organized exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

B. No substantial part of the activities hereof shall be carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing and distribution of any statement) in a political campaign on behalf of any candidate for public office. Notwithstanding any of the provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Code or by corporation contributions which are deductible under Section 170 (c) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).

**ARTICLE VII**
DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after making provisions for payment of all liabilities of the corporation, transfer all remaining assets of the corporation to, in the following order, (1) the International City Managers Association (ICMA) or (2) the Municipal Research and Services Center of Washington, a nonprofit corporation exempt from federal income tax under Section 501 of the Internal Revenue Code and a corporation to which contributions are deductible under Section 170 (c) of the Internal Revenue Code. However, if the named recipients are not in existence or are no longer exempt from federal income tax or are unwilling or unable to accept the distribution, then the assets shall be distributed to an organization which is established as having tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE VIII**
BYLAWS

The initial bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal bylaws or adopt new bylaws shall be vested in the Board of Directors.

**ARTICLE IX**
REGISTERED OFFICE

The address of the initial registered office of the corporation shall be:

Municipal Research and Services Center of Washington
The name of the initial registered agent at such address shall be:

Lynn Nordby

The principal place where the business is to be transacted is King County, State of Washington. The corporation shall maintain offices and places of business at such other place or places within the state of Washington as the Board may direct.

ARTICLE X
STOCK

This corporation is formed without purpose of pecuniary profit to itself or its members and therefore shall have no capital stock.

ARTICLE XI
MEMBERS

A. The membership consists of any person who is the administrative head of a municipality, county, or governmental agency with municipal, county, or regional interest, and is appointed by its Mayor, County Executive, or Legislative body. Also included are administrative assistants, assistant city and county managers, assistant administrators, assistant directors of councils of governments, and other persons who hold similar positions.

B. Each member shall pay dues, if any, as may be fixed and determined by the Board of Directors and approved by the membership at its annual meeting.

C. The Board of Directors, by appropriate bylaws, may provide for one or more categories of non-voting members, or associate members, on such terms as may be decided by the Board.

ARTICLE XII
INITIAL DIRECTORS

The initial directors of this corporation shall be eleven (11) in number and shall consist of the following persons:

Charlie Bush
601 7th Street
Prosser, WA 99350

Doug Schulze
801 SW 174th St.
Normandy Park, WA 98166

John Caulfield
6100 219th St. SW, Suite 200
Mountlake Terrace, WA 98043
Lynn Nordby  
2601 – 4th Ave., Suite 800  
Seattle, WA  98121

David Cline  
6200 Southcenter Blvd.  
Tukwila, WA  98188

Lloyd Halverson  
PO Box 1055  
Camas, WA  98607

Cynthia Johnson  
PO Box 190  
Richland, WA  99352

Marilynne Beard  
123 5th Ave.  
Kirkland, WA 98033

Randy Lewis  
PO Box 505  
Westport, WA  98595

Kent Myers  
PO Box 1150  
Port Angeles, WA  98362

Bob Gregory  
PO Box 128  
Longview, WA  98632

ARTICLE XII  
ORIGINAL INCORPORATORS

The original incorporators of this corporation are as follows:

Charlie Bush  
601 7th Street  
Prosser, WA  99350

Doug Schulze  
801 SW 174th St.  
Normandy Park, WA  98166

John Caulfield  
6100 219th St. SW, Suite 200  
Mountlake Terrace, WA  98043
A director shall have no liability to the corporation or its members for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or a knowing violation of law by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.