

BY-LAWS OF THE SNOHOMISH COUNTY BAR ASSOCIATION

The purpose of the Snohomish County Bar Association is to:

- (a) Provide a means of exchange of information of interest to its members;
- (b) Provide substantive legal education through speakers, CLE courses, and other programs;
- (c) Provide social opportunities for members to interact with each other and with new members of the local Snohomish County Bar;
- (d) Promote professionalism, service to the public, including pro bono representation, and furtherance of bench-bar relations; and
- (e) Performs all other activities that enhance the practice of law in Snohomish County.

ARTICLE 1. MEMBERSHIP

Section 1. Qualifications for Voting Membership: Any person licensed to practice law by the Supreme Court of Washington and is a member of good standing of the Washington State Bar Association who resides in Snohomish County or maintains an office therein and who is not disbarred, currently suspended, or placed on temporary suspension by the Washington State Bar Association and who is current in Snohomish County Bar Association dues shall be eligible for voting membership.

Section 2. Application and Acceptance for Regular Members: Application for membership shall set out the date the candidate was admitted to the Washington State Bar, together with the candidate's place of residence and location of office. The Executive Director of the Association shall act upon each application with review by the Board of Trustees if there is a question of eligibility.

Section 3. Non-voting Membership: The Board of Trustees may provide for differing categories of non-voting memberships.

ARTICLE II. CLASSES OF LIMITED MEMBERSHIP

Section 1. Honorary: The Board of Trustees may confer honorary membership upon any member of the Association or upon persons of distinction who are members of the bar of any county or state. Honorary members shall be exempt from dues and shall be accorded all rights and privileges of non-voting members.

Section 2. Life: Any regular member who has reached the age of 70 years shall be eligible to become a life member upon application, and shall be exempt from further dues.

Section 3. Associate: Individuals shall be eligible for associate membership if they meet the eligibility requirements for regular membership except for the requirement of residence or employment within the country.

Section 4. Student. Individuals shall be eligible for student membership while they are students at law schools in the State of Washington or reside, or are employed in Snohomish County, or enrolled in the law clerk program established by Rule 6 of the Admission to Practice Rules adopted by the Washington Supreme Court. Student members shall be exempt from dues.

Section 5. Judicial Members: Individuals who are elected or appointed to a judicial position within the county, or who reside within the county who hold a judicial position are eligible to be judicial members. Judicial members shall be exempt from dues and shall be eligible to participate in judicial candidate preference polls and evaluations.

ARTICLE III. DUES

Section 1. Amount of Dues: The Board of Trustees of the Association shall set annual dues.

Section 2. Payment of Dues: Dues shall be paid on an annual basis. Dues are payable on or before the first day of January for each dues year, which shall be January 1 to December 31. Before any meeting at which the Board votes on any proposed increase, it shall give members written notice in the Association newsletter of the proposed increase and of the time and place of its meeting. Any person who fails to be current in dues is suspended from the membership.

Section 3. Military Service: Members in full time active military service of the United States shall be exempt from the payment of dues.

Section 4. Resignation: Resignation from the membership shall be made in writing to the Board of Trustees.

Section 5. Waiver or Pro-ration: When, in its discretion, circumstances warrant, the Board of Trustees may waive or pro-rate dues.

ARTICLE IV. BOARD OF TRUSTEES AND OFFICERS

Section 1. Number and Term of Trustees: A (12) twelve member Board of Trustees shall govern the Snohomish County Bar Association. Each Trustee shall serve a (3) three-year term. No Trustee shall be eligible for more than (3) continuous terms. Four (4) Trustees shall be elected on a rotating basis each year to serve for a term of three (3) years each. The Board of Trustees shall have power to fill the vacancies on the Board until the next

regular Trustee election. At that election, the vacancy shall be filled for the un-expired portion of the term in the same manner as described in Article IV, Section 3.

Section 2. Qualifications of Trustees: Any voting member who meets all qualifications set forth in Article 1, Section 1, is eligible for nomination as a Trustee.

Section 3: Nomination and Balloting for Trustees.

Nominating Committee: The Board of Trustees may appoint a committee to nominate voting members for the open Trustee positions for the coming year. In October of each year, voting members may submit written nominations for the open positions of Trustee on forms to be contained in the Association Newsletter. At the time nominations are closed, the Newsletter shall contain a ballot listing all nominees meeting the eligibility requirements.

The Trustees shall provide for a deadline for return of the ballots. Ballots, which are returned to the Association by the time specified in the balloting notice, shall be counted at a time and place previously announced. Each candidate shall have the right to observe and monitor the ballot counting process in person or by agent. If there are more candidates than vacant positions on the board, then the candidates with highest number of votes shall be elected Trustees. In case of a tie vote, the winner shall be determined at the annual meeting by simple majority vote of members present. There shall be no proxies allowed.

Section 4. Duties: The Trustees shall carry out the purposes of the Association. The Trustee shall be responsible to attend monthly meetings of the Board of Trustees or telephone the Executive Director in advance, requesting he/she be excused. If any Trustee misses (3) three regularly scheduled Board meetings out of (6) six consecutive meetings, the Board, by majority vote, after notice and opportunity to be heard has been provided, may ask the Trustee to resign. If the Board makes such a request, the request shall be deemed to create a vacancy on the Board, and the Trustee shall be removed from the Board. We expect of a Trustee the following:

- Be prepared to participate in Board meetings by reading the meeting materials sent with each meeting notice, and following up on tasks assigned at Board meetings;
- Ensure the financial integrity of the Association through receiving reports from the Treasurer and acting responsibly on fiscal matters;
- Attend annual planning sessions and participate in developing the Board's annual work plan;
- Serve as liaison to at least one committee, attending occasional meetings of the committee, keeping the Board apprised of their work and any problems they may be encountering; and keeping the committee aware of the Board's work as it affects the committee;

- Undertake at least one project per year on behalf of the Board that advances the work of the Association.

ARTICLE V. MEETINGS

Section 1.A. Board of Trustees: Generally, the Board shall have all powers and authority to take any and all actions not inconsistent with the Articles of Incorporation, these by-laws, and applicable law.

Section 1.B. Meetings, Rules, Quorum: The Board of Trustees shall meet at regular meetings to be held at least once every other month on a schedule set by the President and provided to the Board. Meetings are open to voting members and to invited guests. The President may call a special meeting of the Board of Trustees at any time. At all meetings of the Board of Trustees, five members shall constitute a quorum for the transaction of business, except that action taken at a properly called meeting where a quorum is not present shall be valid if ratified at a properly called meeting at which a quorum is present. A facsimile, e-mail, or telephone poll of the Trustees may be conducted to ratify an emergent financial expenditure or obtain emergent business decisions. There must be voting by a quorum of Trustees within 48 hours to achieve ratification. It is the responsibility of the Bar President to direct such a poll.

Section 2. Annual Meeting: The annual meeting of the Association shall be held at a place, and on a date to be selected by the Board of Trustees. Unless otherwise selected, the annual meeting shall be held on the last Friday of January of each year, the place and hour to be designated by the Board of Trustees.

The time and place of the annual meeting shall be announced in writing to each member at least 20 days in advance or in the official publication of the Association. The Board of Trustees shall determine the order of business at the annual meeting. A quorum at the annual meeting of the general membership shall be 20 voting members to conduct the transaction of business.

Section 3. Special Meetings: Special meetings of the Association may be called by the President or by the Board of Trustees. The Secretary of the Association shall call a special meeting upon receipt of a written request of 5% of voting members specifying the purpose of such special meeting, but only if such purpose is consistent with the purposes of the Association as determined by the Board. Members shall be given advance written notice in the official publication of the Association of the time, place and purpose of a special meeting, and no business shall be transacted except such as shall be specified in the notice, and such additional business as may be determined by the Board. The Board of Trustees shall determine the order of business at special meetings. A quorum at a special meeting shall be 20 voting members to conduct the transaction of business.

Section 4. Appropriations: All appropriations of the Association must be approved by the Board of Trustees, unless ordered by the membership by a two-thirds vote of the members at a special meeting called for that purpose; provided, however, that appropriations by any section of its funds shall not require the approval of the Board of Trustees if such appropriations have been previously approved by the section or committee and are not inconsistent with such policies as may be adopted by the Board. A section or committee shall provide to the Board or the Treasurer such financial or other information as may be requested about the operations of the section or division.

Section 5. Positions by Board of Trustees: In determining whether or not to take a position on a particular public issue, the Board of Trustees shall be guided by the following principles:

- (a) The Board must be satisfied that the issue is one of substantial concern to lawyers and that the position of the Association on the matter would be useful to the public or to the legal community.
- (b) Where it appears to the Board that the issue is one on which members would desire an opportunity to express their views, the Board shall consider seeking an expression of views from the membership by whatever means appear appropriate and practical under the circumstances.

Section 6. Records of Proceedings: The Board of Trustees shall keep a record of its proceedings, which shall be available for inspection at the office of the Association.

Section 7. Attendance at Board Meetings: If any Trustee misses (3) three regularly scheduled meetings of the Board of Trustees out of (6) six consecutive meetings, the Board, by majority vote, after notice and opportunity to be heard has been provided, may remove the Trustee from the Board. If the Board takes such an action, there shall be a vacancy on the Board to be filled in accordance with Article IV, Section 1.

ARTICLE VI. OFFICERS

Section 1. Officers: Generally the officers of the Association shall be a President, Vice-President, Treasurer, and Secretary all of whom shall be elected annually by the membership as provided for in these by-laws at the general meeting. There will be no proxy votes. Officers shall serve for a term of one year expiring January 30 of the year succeeding the one in which they were elected. In the office of President, the Vice-President shall succeed to the office, or if the Vice-President is unwilling or unable to serve, the Treasurer shall succeed. All other vacancies shall be filled by appointment by the Board of Trustees, and all officers filling such vacancies shall serve until the next election for the office.

Section 2. Selection of Officers: The Trustees shall nominate from among their members, persons for the offices of Vice-President, Treasurer, and Secretary prior to the

annual meeting. Nominations of other persons who are Trustees may also be made from the floor during the annual meeting. The President shall be the previous year's Vice-President.

Section 3. President: The President shall be the chief executive officer of the Association, and, subject to the exercise of power by the Board of Trustees, shall have general control and direction of its affairs. The President shall preside at all meetings of the Association and of the Board of Trustees. The President shall, subject to the approval of the Board, appoint all standing and special committees and shall perform all duties ordinarily incident to the office, and shall recommend such action, as the President deems proper. These requirements have developed over the years into the following expectations of the President:

- Serving as chief spokesperson for the Association, although the communication of Association positions can be delegated to others as appropriate;
- Attending monthly Board meetings, acting as chair for those meetings;
- Proposing agendas for Board meetings, which are reviewed and refined by the Officers;
- Insuring follow-up on Board decisions, e.g. correspondence regarding a position taken;
- Signing of contracts, agreements on behalf of the Board;
- Planning for and chairing the annual planning session; and developing a draft of the annual work plan for approval and use by the Board;
- Preside or host other meetings or events of the Association, such as the Swearing In Ceremonies and the Annual Auction event;
- Writing a monthly article on topics of his/her choice for the SCBA Newsletter;
- Responding to members' inquiries as needed;
- Appointing all committee chairs in advance of committee sign-up;
- Conducting an orientation for committee;
- Assisting the Finance Committee in developing an annual budget for the following year for Board approval, in consultation with other officers and committee chairs;
- Along with performing the usual duties of a Trustee.

Section 4. Vice-President: The Vice-President shall act as President in the absence of the President and shall perform such other duties as may be assigned to him or her by the President of the Board of Trustees. Typically, the Vice-President has been expected to:

- Prepare him or herself for future leadership and their role as President the following year;
- Chair of the CLE Committee
- Attend and participate in monthly Officers meetings, when appropriate or when called, thinking through with other officers the Board agendas and problem-solving issues as they arise;

- Assist the Finance committee in developing an annual budget for the following year for Board approval, in consultation with other officers;
- Participate in an annual planning session; and comment on a draft of the annual work plan for approval and use by the Board;
- Chair meetings in the absence of the President;
- Along with performing the usual duties of a Trustee.

Section 5. Treasurer: Subject to Article VIII, the Treasurer shall be responsible for the receipt, deposit or investment of all funds of the Association; provided, however, the Treasurer of any section or division shall be responsible for the receipt, deposit, disbursement or investment of funds of any section or division established under Article VII, Section 2, to the extent, and according to the policies approved by the Board of Trustees.

- The Treasurer shall submit annually in the official publication of the Association a report of the monies received and expended amounts due the Association and an estimate of the resources and expenditures for the ensuing year;
- The accounts of the Association shall be reviewed or audited annually by a Certified Public Accountant at the expense of the Association;
- Monthly financial reports to the Board determine how reserves should be invested;
- Attend and participate in Officers meetings, thinking through with other officers the board agendas and problem-solving issues as they arise;
- The Treasurer shall review and act upon each application for eligibility of membership;
- The Treasurer shall be the chair for the Auction Committee;
- Along with performing the usual duties of a Trustee.

Section 6. Secretary: The Secretary shall keep minutes of all Board of Trustees meetings and membership meetings. The Secretary shall perform such other duties as may be assigned by the President or the Board. Typically, we expect the following of a Secretary:

- Minute-taking at Board meetings;
- Responsibility of the associations participation in Law Week
- Responsible for ensuring the publication of the SCBA News letter
- Signing of contracts, agreements on behalf of the Board;
- Attending and participating in Officers meetings, thinking through with other officers the board agendas and problem-solving issues as they arise;
- The Secretary shall be the deputy chair for the Auction Committee;
- Along with performing the usual duties of a Trustee.

Section 7. Executive Director: The Board of Trustees may hire and assign duties to an Executive Director of the Associates. The Executive Director shall be assigned duties and given such compensation as the Board of Trustees directs and shall serve at the pleasure of the Board of Trustees.

Section 8. Removal from Office: Any Officer (other than the Executive Director) may be removed from office for serious neglect of duty, or if the officer ceases to be eligible for membership in the Association. Before an Officer may be removed, the Board of Trustees must adopt a resolution stating the reasons justifying removal. The resolution shall specify a time and place at which the Board will meet to consider removal, which shall not be less than 14 days after the resolution is adopted. The Officer shall be given a reasonable opportunity to explain why removal is unjustified. If 2/3 of the entire Board agrees, the Board shall recommend to the Association that the Officer be removed. The Board shall then call a special meeting of the Association in accordance with Article V, Section 3. At that meeting, the Officer may be removed from office on a simple majority vote.

ARTICLE VII. COMMITTEES

Section 1. The Board of Trustees shall establish such standing and ad hoc committees as needed. Lists shall be maintained of committee names, chairpersons, and members, and shall be maintained at the Association's office.

Section 2. The Board of Trustees shall provide written notice to all members of available committee positions in the Association's newsletter. Such notice shall advise members of the nature of the committee positions, and a time within which to submit a statement of interest for selection to the committee. From those interested in serving, the Trustees shall make appointments. Committees shall function in accordance with the directions of the Board of Trustees. They shall perform such duties and provide such reports as required by the Board of Trustees.

ARTICLE VIII. APPROPRIATIONS AND EXPENSES

Section 1. Appropriations: The Trustees shall make appropriations of the Association's funds for officers, committees', or other expenses. The Trustees may, by resolution, make provision for the signing of checks. Any liability incurred by any Officer or committee in excess of the appropriation authorized by the Trustees shall be the personal liability of the person incurring or authorizing the same, and may be grounds for immediate removal by a majority vote of the Board of Trustees.

Section 2. Indemnification: The Association shall indemnify any Trustee, Director, Officer, or person who was or is a party or who is threatened to be made a party to any civil, administrative or investigative action, suit or proceeding by reason of the fact that he/she is or was a Trustee, Director or Officer of the Association or is or was, serving at

the request of the Association as a Trustee, Director or Officer of another corporation, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with the action, suit or proceeding. The Association reserves the right to apply the above indemnification provision regarding criminal matters.

The Association may at any time, approve indemnification of any other person including, but not limited to employees of the Association which the Association has the power to indemnify under the Washington Business Corporation Act and/or the Washington Non-Profit Corporation Act or other applicable law.

Notwithstanding the above, nothing herein shall eliminate or limit the liability of any person for acts or omissions that involve intentional misconduct by that person or a knowing violation of law by that person, for conduct violating RCW 23(B). 08.310, or for any transaction from which the person will personally receive a benefit in money, property or services to which the person is not legally entitled.

Section 3. Insurance, Contracts and Funding: The Association shall maintain insurance, at its expense, to protect itself and any Trustee, Officer, Director, employee, or agent of the Association or another corporation, partnership, joint venture, association, trust, or other enterprise against any expense, liability or loss, whether or not the Association would have power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act or other applicable law. The Association may enter into contracts with any Trustee or Officer of the Association in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means, including, without limitation, a letter of credit to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

ARTICLE IX. JUDICIAL/PROSECUTING/ATTORNEY ELECTIONS AND APPOINTMENTS

Section 1. Whenever an appointment or an election for judicial position to include commissioners or prosecuting attorney in Snohomish County is pending, the Association shall:

- (a) Mail notices to all Snohomish County Bar Association members, seeking interested applicants for such appointment.
- (b) Time permitting, mail written ballots to each member of the Association eligible to vote, listing all applicants whom have filed or applied for the position. Each ballot shall instruct the members of the Association to vote in the following manner: If there are three or more candidates listed on the ballot, the member must vote for three candidates and rank each candidate in

order of preference; if there are two candidates, the member must include a vote for each candidate and rank them in order of preference. In addition, regardless of the number of candidates, each member must rate each candidate in one of the following categories: Excellent, Good, Average, Poor, or Unknown. Any ballot, which fails to follow the outlined procedure, will not be counted as to the race for which the procedure was not followed.

- (c) Ballots shall be submitted in the following manner: The ballot shall be filled out by the member but there shall not be any identification of the voting member on the ballot itself; the ballot shall then be placed in a sealed envelope marked "Ballot" that contains no identification from the voting member; the "Ballot" envelope shall be placed in another envelope on which the voting member must identify himself or herself by their printed name and their personal signature. The completed ballots shall be returned as specified in the ballot notice. The "Ballot" envelopes shall be removed from the outer envelopes by an impartial person selected by the Bar Association officers. Such person shall not forward or include any ballot for counting which has not been submitted in the prescribed manner.
- (d) The ballots shall be returned to the Bar Association by the time and in the manner specified in the balloting notice. The ballots shall be counted at a time and place previously announced. Each candidate shall have the right to observe and monitor the ballot counting process in person or by agent.
- (e) The rank-ordered ballots shall be tabulated by a weighted ballot process; First place equals three votes; second place equals two votes; and third place equals one vote.
- (f) The Snohomish County Bar Association will announce the results of the poll to the media and the appointing body, if any, in the following manner: The announcement shall clearly identify that it is a compilation of the preferences and opinions expressed by the individual members of the Association, rather than an official position of the Association itself; it shall identify all candidates, in order of preference, and the number of votes counted for each candidate; it shall report the number of responses each candidate received in each category (Excellent, Good, Average, Poor and Unknown); and the number of lawyers responding to the poll along with the total number of eligible voting members of the Association.
- (g) The results of the poll will also be made available to each candidate who may use such information at his or her discretion in the election or selection process.

ARTICLE XI. SCBA SECTIONS

1. DESIGNATION

The Snohomish County Bar Association may authorize Snohomish County Bar Sections by application to the Snohomish County Board of Trustees. The Board of Trustees is authorized to create the section subject to the approval of the entire membership at the annual meeting. A Snohomish County Bar Section is designated as an interest group of Snohomish County Attorneys who have a desire to promote professionalism and education in a particular area or subsection of the law. The Executive Director shall maintain a list of all current sections. A section once established shall continue until discontinued as provided in these Bylaws, in the section bylaws or as determined by the Board of Trustees.

2. BYLAWS

Each section shall have bylaws consistent with these Bylaws. Section bylaws or amendments thereof shall become effective when approved by the Board of Trustees.

3. ESTABLISHING SECTIONS

The Board of Trustees shall consider the establishment of a new section on its own motion or on a petition and report endorsed by proposed members of the section. The report shall show substantial compliance with the following requirements:

- (1) At least three (3) months prior to the meeting at which action upon the proposal is contemplated the proponents thereof shall have filed with the Executive Director a statement setting forth:
 - (a) The contemplated jurisdiction of the section, which shall be within the purposes of the Bar and not in substantial conflict with the jurisdiction of any existing section, standing committee or special committee, the continuance of which is contemplated after the section is established;
 - (b) Proposed bylaws of the section, which shall contain a definition of its jurisdiction;
 - (c) The names of the proposed committees of the section;
 - (d) A proposed budget for the section for one year of its operation;
 - (e) A list of members of the Bar who have signed statements that they intend to apply for Membership in the section;
 - (f) A statement of the need for the proposed section.

4. BUDGET

Each section shall submit an annual budget request to the Board of Trustees.

ARTICLE XI. AMENDMENTS

These by-laws may be amended at the annual or any special meeting of the Association at which a quorum of the membership is present, but only by a vote of two-thirds of those present, and provided that ten (10) days notice in writing of the amendment shall have been given to the membership by the Secretary.