

**RESTATED BYLAWS
OF THE
WHATCOM COUNTY BAR ASSOCIATION**

SECTION 1. OFFICES

The principal office of the corporation (or "Association") shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

SECTION 2. MEMBERSHIP

2.1 Classes of Members

The Association shall have the following classes of members:

1) Regular. Individuals shall be eligible for regular membership if they are (a) are licensed to practice law by the licensing authority of any state, the District of Columbia, or Puerto Rico, and are in good standing in the jurisdiction where they are licensed; or (b) are full-time faculty members or students of a law school in the State of Washington. A member in good standing shall have no outstanding dues or other obligations to the Association.

2) Judicial. Individuals shall be eligible for judicial membership if they are (a) a current full-time judge, commissioner, or magistrate judge of the courts of record in the State of Washington, or the courts of the United States, including Bankruptcy courts; (b) a current full-time judge, commissioner, or magistrate in the district or municipal courts in the State of Washington; (c) a current senior status or recall judge in the Courts of the United States; (d) a current full-time administrative law judge created by federal or state laws, rules, or regulations; or (e) a current full-time Tribal Court judge in the State of Washington. A judicial member in good standing shall have no outstanding dues or other obligations to the Association.

3) Honorary. The Board of Directors may confer honorary membership upon any member of the Association who has retired from the active practice of law, and upon persons of distinction who are members of the bar of any state.

2.2 Additional classes of members. The manner of election or appointment of each class of members, and the qualifications and rights of each class of members, may be established by amendment to these Bylaws.

2.3 Voting Rights

2.3.1 Each member in good standing entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.3.2 Each member in good standing entitled to vote at an election of Directors may cast one vote for each Director position to be elected and for whose election such member has a right to vote.

2.4 Annual Meeting

The annual meeting of the members shall be held the first Wednesday of December in each year at 12:00 p.m. for the purpose of electing Directors and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

At each annual meeting of the members, the order of business shall be as follows:

1. Reading of Minutes of preceding annual meeting.
2. Report of Board of Directors
3. Report of Treasurer
4. Committee Reports
5. Elections
6. Special Business
7. Miscellaneous Business.

2.5 Special Meetings

The President, the Board, or not less than twenty percent (20%) of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

2.6 Place of Meetings

All meetings of members shall be held at the principal office of the Association or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

2.7 Notice of Meetings

The President, the Secretary, or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail or email, not less than ten nor more than fifty days before the meeting, written notice stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than twenty percent (20%) of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time, and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time, and place for such meeting. If such notice is

mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Association with postage thereon prepaid. If such notice is emailed, it shall be deemed delivered when sent properly addressed to the member at the member's email address as it appears on the records of the Association.

2.8 Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

2.9 Quorum

All of the members of the Association entitled to vote, in attendance at a regularly scheduled meeting or a Special Meeting called in accordance with the provisions of these Bylaws, and represented in person, shall constitute a quorum at a meeting of the members.

2.10 Manner of Acting

The vote of a majority of the votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation, or these Bylaws.

2.11 Expulsion

Any member may be suspended or expelled for misconduct in relations with this Association or the legal profession or for actions detrimental to the Association by decision of a two-thirds majority of those members in attendance at a meeting of the members at which a quorum is present. Any member who has been disbarred from the practice of law shall be automatically expelled from this Association.

SECTION 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Association shall be managed by a Board of Directors. The Directors shall be the Officers of the Association according to Section 3.4.2 and Section 4 below.

3.2 Number

The Board shall consist of the Officers of the Association as provided in Section 4 below. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.3 Qualifications

Directors shall be members of the Association in good standing. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

3.4.2 Successor Directors

Successor Directors shall be elected each year as Officers according to the provisions of Section 4 below. **Officers and Directors shall be the same individuals unless the Members determine additional Directors are needed.**

3.5 Term of Office

Unless a Director dies, resigns, or is removed, he or she shall hold office until the next annual meeting of the members or until his or her successor is elected, whichever is later.

3.6 Regular Meetings

By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

3.7 Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

3.8 Meetings by Telephone

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.9 Place of Meetings

All meetings shall be held at the principal office of the Association or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by

a waiver of notice signed by all Directors.

3.10 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed or emailed to the Director at his or her address or email address shown on the records of the Association. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. If notice is emailed, the notice shall be deemed effective when sent properly addressed.

3.11 Waiver of Notice

3.11.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.11.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such 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 called or convened.

3.12 Quorum

Fifty percent plus one (50% +1) of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.13 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

3.14 Presumption of Assent

A Director of the Association present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action

with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail or email to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.15 Action by Board Without a Meeting

Any action that could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such written consents may be signed in two or more counterparts and by facsimile or PDF signature, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.16 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Association, or by giving oral or written notice at any meeting of the members. Any such resignation shall take effect at the 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.

3.17 Removal

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.18 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.19 Board Committees

3.19.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more people who are Directors or members.

3.19.2 Past Presidents' Committee

The Past Presidents' Committee shall be made up of Association Presidents for the past ten (10) years.

3.19.3 Authority

Such committees shall have and exercise the authority of the Directors in the management of the Association, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or Officer of the Association; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Association not in the ordinary course of business; (f) authorize the voluntary dissolution of the Association or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Association; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

3.19.4 Quorum; Manner of Acting

A majority of the number of people composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.19.5 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the 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.

3.19.6 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by the Board.

3.20 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Association.

3.21 Electronic communications

The Board may make decisions and provide notice to the Board required by these Bylaws through electronic means if the following procedures are applied:

Notice, in the form of a record, in a tangible medium, or in an electronic transmission, stating the place, day, and hour of the meeting and, in case of a special meeting, 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, by or at the direction of the president, or the secretary, or the Officers or persons calling the meeting, to each Director entitled to vote at such meeting. Notice of regular meetings shall be made by providing each Director with the adopted schedule of regular meetings for the ensuing year at any time and ten days prior to the next succeeding regular meeting and at any time when requested by a Director or by such other notice as may be prescribed by the bylaws.

SECTION 4. OFFICERS

4.1 Number and Qualifications

The Officers of the Association shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, each of whom shall be elected by the members. Other Officers and assistant Officers may be elected or appointed by the Board, such Officers and assistant Officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

4.2 Election

The Officers of the Association shall be elected each year by the members at the annual meeting of the members as provided herein.

4.2.1 Nominating Committee

The Nominating Committee shall be made up of Association Presidents for the past ten (10) years as well as the current Vice President (or if there is more than one Vice President, the Vice President who was designating by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the resolution electing Officers). The Nominating Committee shall be chaired by the Vice President who is a member of the committee. The Nominating Committee shall prepare a slate of candidates for all Officers for the subsequent year. The Nominating Committee shall provide notice of its slate of candidates to the members of the Association at least one month before the annual meeting of the members.

4.2.2 Alternative Candidates

Any member in good standing with the Association may propose one or more alternative candidates for any office so long as the member provides written notice to the Secretary of the name or names of the alternative candidate(s) at least two (2) weeks before the annual meeting of the members.

4.2.3 Election Procedure

Officers shall be elected at the annual meeting of the members from among those candidates

proposed by the Nominating Committee and any member as provided in Section 4.2.2.

4.3 Term of Office

Unless an Officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the members or until his or her successor is elected.

4.4 Resignation

Any Officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary, or the Board, or by giving oral or written notice at any meeting of the members. Any such resignation shall take effect at the 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.

4.5 Removal

Any Officer or agent elected or appointed by the members may be removed from office by the members whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.6 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.7 President

The President shall be the chief executive officer of the Association and, subject to the Board's control, shall supervise and control all of the assets, business, and affairs of the Association. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other Officer or agent of the Association or are required by law to be otherwise signed or executed by some other Officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.8 Vice Presidents

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the resolution electing Officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the

President to sign deeds, mortgages, bonds, contracts, or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.9 Secretary

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes that may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep records of the post office address and class, if applicable, and email address of each member and Director and of the name and post office address and email address of each Officer; (e) sign with the President, or other Officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.10 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

SECTION 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records

The Association shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable, and email address of each member and Director, and of the name and post office address and email address of each Officer; and such other records as may be necessary or advisable. All books and records of the Association shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.2 Accounting Year

The accounting year of the Association shall be the twelve months ending December 31.

5.3 Rules of Procedure

The rules of procedure at meetings of the Board, committees of the Board, and members shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as

applicable and when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board.

SECTION 6. APPROPRIATIONS AND EXPENSES

6.1 Appropriations - Generally

Except as otherwise provided in these Bylaws, appropriations of the Association's funds for all expenses shall be made by the Board of Directors.

6.2 Annual Budget

Each year the Board shall prepare an annual budget and submit it to the members for approval. The proposed budget shall be submitted for action at the annual meeting of the members. Any increases or changes to the budget throughout the year must be approved by the members at a meeting of the members.

6.3 Spending Control

Expenditures may be made without further authorization from the members so long as they are consistent with the approved annual budget, within the limits of the approved annual budget, and within the limits of available funds. Expenditures of \$500.00 or less not provided for in the budget and outside the limits of the budget may be made at the discretion of the Board with no prior approval of the members required. All other expenditures require prior approval of the members.

6.4 Check Signing

The Board of Directors may by resolution make provision for the signing and countersigning of checks and notes. Unless the resolution provides otherwise, checks shall be signed by any two Officers.

6.5 Unauthorized Liabilities

Any liability incurred by any Officer or committee of the Association in excess of the appropriation authorized by the Board of Directors, or any other duly constituted governing body, or otherwise allowed per this Section 6, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

SECTION 7. INDEMNIFICATION

The Association shall indemnify and hold harmless each of the Directors and Officers from and against all contractual liability to others arising out of contracts made by the Board of Directors or Officers on behalf of the Association or the Members unless such contract was made in bad faith. The Directors and Officers shall not be personally liable for contracts made by them on behalf of the Association. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that (s)he is or was a Director or Officer of the Association against amounts paid in settlement incurred by him

or her in connection with such action, suit or proceeding if (s)he acted in good faith and in a manner (s)he reasonably believed to be in, or not opposed to, the best interests of the Association, to the fullest extent authorized by RCW 23B.08.320, and 23B.08.500 through 23B.08.600, and any amendments thereto, irrespective of the fact that the Association is not incorporated under RCW Title 23B. See RCW 23B.17.030.

SECTION 8. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the members of the Association.

The foregoing Restated Bylaws were adopted by at least two-thirds of the Association membership on _____, 2013.

Secretary

President