

SKAGIT COUNTY BAR ASSOCIATION



RESOLUTION TO ADOPT AMENDED BYLAWS

On this 2nd day of November, 2015, a quorum of Members in good standing met after appropriate notice was given for the stated purpose of amending the Bylaws of the Skagit County Bar Association (hereafter "Association") as follows:

WHEREAS the Bylaws adopted on November 13, 1998, and amended on June 2, 2008, and further amended on September 13, 2010, do not adequately reflect the structure of the organization and the manner in which the Association's business is carried out; and

WHEREAS members of the Association have drafted proposed Amended Bylaws, and presented them to the Association's Executive Committee for review; and

WHEREAS the Executive Committee has reviewed the proposed Amended Bylaws as attached hereto, and recommends to the Membership that the proposed Amended Bylaws be adopted;

On a motion duly made, seconded and carried by a quorum of Members in good standing,

NOW THEREFORE, BE IT RESOLVED that the proposed Amended Bylaws attached hereto be adopted, effective immediately.

EXECUTED this 2nd day of November, 2015.

By:

Wilhelmina C. Harlock
Wilhelmina Harlock, President

Attested:

John A. Shultz
John A. Shultz, Vice-President

Sylvia Hanna
Sylvia Hanna, Secretary-Treasurer

SKAGIT COUNTY BAR ASSOCIATION AMENDED BYLAWS

The undersigned officers certify that the following Amended Bylaws were adopted at a regular annual meeting of the Skagit County Bar Association (hereafter 'the Association'), under Chapter 24.03.070 RCW, in order to implement the Articles of Incorporation filed with the Secretary of State on November 13, 1998, and further to update the existing Bylaws to better reflect the procedures and policies of the Association currently in use and effect. These amended Bylaws shall take effect immediately upon being adopted at a regular meeting of the Association.

I. MEMBERSHIP

1.1 Classes of Membership. Membership in the Association is voluntary. The Association shall consist of Resident Members, Non-Resident Members and Associate Members.

1.2 Resident Members. Attorneys licensed in Washington who reside within or have an office in Skagit County, Washington, shall be eligible for Resident Membership upon filing an application and payment of dues. Resident Members shall have the privilege of voting at all elections and regular business meetings of the Association, and of serving as Officers and/or Directors of the Association, and/or serving as a member of any Standing Committee.

1.3 Non-Resident Members. Attorneys licensed in Washington shall be eligible for Non-Resident Membership, upon filing an application and payment of dues. Non-Resident Members are non-voting Members and may not hold elected office or serve as a Standing Committee Chairperson, but may belong to any Committee as a member.

1.4 Associate Members. Judges, Court Commissioners, and retired Members whose license to practice law is not active or who have Emeritus status shall be eligible for Associate Membership upon filing an application and payment of dues. Associate Members are non-voting Members and may not hold elected office or serve as Standing Committee Chairpersons, but may belong to any Committee as a member.

1.5 Dues. The Executive Committee shall have the right to assess annual Membership dues upon the Members. Membership in the Skagit County Bar Association shall be related to the length of time the attorney has been admitted to practice law in any

jurisdiction. Membership forms for renewal shall be sent electronically to existing Members in December and shall be payable not later than January 31st in the following year. The Membership form shall also be available on the Association's website. Failure to pay dues by January 31st of the year for which membership is sought shall result in notification by electronic communication to the delinquent Member of the suspension of all privileges of membership. The amount of annual dues for all levels of Membership may be amended from time to time by the Executive Committee, after notification of the proposed changes to the Association membership by electronic communication at least 30 days prior to the Executive Committee meeting at which such action shall be taken.

1.5.1 The annual dues for Resident Membership in the Association shall be Seventy-five and 00/100s Dollars (\$75.00) for licensed attorneys admitted to practice more than five (5) years prior to January 1st of the year for which membership dues are paid; Sixty and 00/100s Dollars (\$60.00) for licensed attorneys admitted to practice more than one and fewer than five (5) years prior to January 1st of the year for which membership dues are paid; and Twenty-five and 00/100s Dollars (\$25.00) for licensed attorneys newly admitted to practice one year or less prior to January 1st of the year for which membership dues are paid.

1.5.2 The annual dues for Non-Resident Membership in the Association shall be Fifty and 00/100s Dollars (\$50.00) for licensed attorneys admitted to practice more than one (1) year prior to January 1st of the year for which membership dues are paid. The annual dues for Non-Resident Membership in the Association shall be Twenty and 00/100s Dollars (\$20.00) for licensed attorneys newly admitted to practice one year or less prior to January 1st of the year for which membership dues are paid.

1.5.3 The annual dues for Associate Membership in the Association shall be Twenty-five and 00/100s Dollars (\$25.00).

1.6 Association Events. The Executive Committee shall have discretion to establish a schedule of payments for participation in Association events which recognizes the subsidy paid from membership dues. Non-member rates may be charged to those who wish to participate but are not Resident Members, Non-Resident Members or Associate Members of the Association.

1.7 Association Monthly CLEs. A privilege of Membership for Resident and Non-Resident Members, provided the Member's dues are current, shall be free CLE credit for attending the CLE program held during any regular meeting of the Association. Non-

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members may attend such CLE programs but no credit will be given. This free CLE credit does not apply to attendance at the annual full-day CLE held for the benefit of the Volunteer Lawyer Program.

II. MEETINGS AND NOTICE

2.1 Meetings Required to be Held. There shall be at least four regular meetings of the Membership of the Association scheduled during each calendar year, to be held at such times and places as determined by the Board of Directors. Business may be transacted at such meetings if a quorum is present. The annual business meeting and election of officers shall be held in November of each year, and constitutes one of the four required meetings. Meetings of the Membership are traditionally held the first Monday of the month, but the setting of actual meeting dates and times are at the discretion of the Board of Directors. The Executive Committee of the Board of Directors shall meet on a regular basis throughout the calendar year at such times and places as determined by the Executive Committee.

2.2 Special Meetings. A special meeting of the Membership may be called at any time by the President or by a majority of the Executive Committee or by ten Members in good standing entitled to vote who petition for such a meeting. Written notice shall be given as described below and shall state the time and place and purpose of such meeting. Only those items set forth in the Notice shall be acted upon at Special meetings.

2.3 Quorum. Ten (10) Resident Members in good standing entitled to vote shall constitute a quorum at any meeting of the Membership of the Association for the purposes of voting on any business of the Association. If a quorum is not present at any meeting, a majority of those present may adjourn the meeting, from time to time, without further notice.

2.4 Notice of Meetings. Written notice of meetings of the Membership where the business of the Association is discussed shall be given at least ten (10) days prior to the day of the meeting. The Notice shall state the time and place of the meeting and may be included in a Newsletter or other communication from the Skagit County Bar Association. Notification by email or other electronic means to the address provided by the Member shall constitute adequate notice of regular meetings of the Membership where the business of the Association is discussed.

2.5 Voting. All voting on matters coming before the Membership of the Association shall be in person unless some other method of voting (e.g. electronic poll) has been

authorized by resolution of the Executive Committee, or by the voting Members at any annual or special meeting. Voting rights, including participation in Association polls, of any person not paying dues for the current year by January 31st of that year shall be suspended until such time as dues are received by the Secretary-Treasurer of the Association.

III. BOARD OF DIRECTORS

3.1 Executive Committee. The corporate powers of the Association and control of its business and property shall be exercised by majority vote of the Board of Directors: the three (3) elected officers, the President, Vice-President, and Secretary-Treasurer of the Association, and the four (4) Chairpersons of the Standing Committees described below, who shall together constitute the Executive Committee of the Board of Directors. Three (3) officers, or two (2) officers and at least one (1) Standing Committee Chairperson shall constitute a quorum for voting on matters involving financial and organizational decisions of the Association. The manager of the VLP shall also be an ex officio member of the Executive Committee, but shall not have voting power on the Executive Committee's decisions.

3.1.1 The Executive may compile a Handbook of Policies and Procedures to guide the activities of the Association. The Association's procedures may be amended from time to time with the advice and consent of the members of the Executive Committee. Changes in policy shall be brought to a Membership meeting for comment and approval or circulated to the Membership by electronic communication for comment and approval.

3.2 Election of Officers. The election of the President, Vice-President, and Secretary-Treasurer of the Association shall be held during the annual business meeting of the Association held in the month of November of each year by a vote of Resident Members present and eligible to vote. The terms of the elected officers shall take effect on the next January 1st and extend for the next calendar year, January 1st through December 31st, or until successors are elected. Election of officers shall be conducted by the presiding officer at the annual business meeting by announcing that nominations are open for the offices of President, Vice-President and Secretary-Treasurer, respectively for the following year. At the annual business meeting, the presiding officer may also propose a slate of eligible candidates who have indicated to the Executive Committee that they are willing to stand for election. Officers may continue in office for additional one-year terms, if the Resident Member is re-nominated and then elected by the Membership at the annual business meeting.

3.2.1 Only Resident Members are eligible to be elected as an officer of the Association or to serve as a Director /Chairperson of any Standing Committee. However, any Resident, Non-Resident and Associate Members may serve as a member on any Standing Committee. The term of Standing Committee Chairpersons and committee members shall begin on January 1st and extend for the calendar year January 1st through December 31st.

3.2.2 It is understood that any person accepting the nomination for and/or elected to the office of Vice-President, shall commit to automatically becoming a candidate for the position of President in the year following his/her term as Vice-President.

3.2.3 If only one candidate is nominated for any office, the nominee shall be deemed elected upon the passing of a motion to close nominations for that office.

3.2.4 Should two (2) or more persons be nominated for any office, upon the closing of nominations for that office a vote shall be taken by secret ballot. If a majority of the Members present cast their ballot for one person, the recipient of the majority of votes shall be deemed elected. In the event of a tie or the failure of one nominee to gain a majority, the Members entitled to vote shall cast succeeding ballots until a majority is received by one candidate.

3.2.5 In the event of a vacancy of an office during the term, the Board of Directors shall appoint a replacement to fill the remaining term of office.

IV. DUTIES OF OFFICERS AND DIRECTORS

4.1 President. The President shall preside over all meetings of the Members of the Association and call such special meetings of the Executive Board and of the Membership as the President shall determine, and perform all acts and duties usually performed by a chief executive or presiding officer who is empowered to sign such documents on behalf of the Association, as may be authorized or directed by the Executive Committee or the Membership from time to time and otherwise as may be required by law. Upon taking office or within thirty (30) days thereafter, with the advice and consent of the Executive Committee, the President shall appoint all Standing Committee chairpersons and make all appointments to other committees in response to requests from other organizations. The President shall appoint chairpersons for any ad hoc committee as may be deemed necessary, with the advice and consent of the Executive Committee.

4.2 Vice-President. In the absence of the President, the duties of the President shall be performed by the Vice-President. The Vice-President shall commit to stand for the position of President at the next election period. The Vice-President shall be an ex officio member of the Events Committee, and perform such duties as may be assigned to her/him, from time to time, by the President or by the Executive Committee.

4.3 Secretary-Treasurer. The Secretary-Treasurer shall attend all meetings of the Executive Committee, and at least the annual business meeting, in order to record the minutes of each meeting for the Association's records. In the Secretary-Treasurer's absence the presiding officer shall appoint an acting Secretary. The Secretary-Treasurer shall have charge and custody of, and be responsible for, all funds collected by the Association, and shall deposit all such funds in the name of the Association in such bank or other depository as shall be selected by the Association and, in general shall perform all duties incident to the office of the Secretary-Treasurer. The Secretary-Treasurer shall be authorized to make the usual disbursements in the ordinary course of business, but on any extraordinary expense, the Executive Committee shall approve the same before payment. All disbursements shall be made by check. The Secretary-Treasurer shall keep proper books and accounts and have charge of all financial records for the Association. The Secretary-Treasurer shall be responsible for the accuracy of the Membership list, and such other duties as may be assigned from time to time by the President or the Executive Committee.

4.4 Directors. The Chairpersons of the Standing Committees shall serve as additional Directors of the Organization, and shall attend at least four (4) general Membership meetings and/or meetings of the Executive Committee during their annual term.

V. COMMITTEES

5.1 Standing Committees. It shall be the duty of the President, with the advice and consent of the Executive Committee, immediately after the commencement of the annual term, to appoint from the membership of the Association those persons to serve as Chairpersons on the Standing Committees to carry out the work as provided by the following general descriptions. Each Standing Committee Chairperson shall serve as a Director of the Association and serve on the Executive Committee. With the exception of the Pro Bono Legal Services Steering Committee, each Chairperson is charged with selecting the members for their committee, subject to the approval of the Executive Committee. A Standing Committee Chairperson may not speak on behalf of the Association without the prior approval of the Executive Committee. The Association adopts as a standard policy for committee appointments a 2-year term for the Standing Committee Chairpersons, and at

least one year terms for committee membership, with the option to renew any term, to assure continuity and change in the composition of committees. Vacancies in committee memberships shall be filled for the remaining period of any staggered term by that Standing Committee's Chairperson.

5.1.1 Events Committee. The Vice President shall be an ex officio member of the Events Committee, which shall consist of not less than three (3) members. The Committee shall have the responsibility of planning for, arranging, and supervising the social functions of the Association which are authorized by the Executive Committee, including the Association's participation in and hosting of the annual Law Day luncheon in late April or early May, the Annual 4-Bar Golf Tournament in August (hosting alternate years with Whatcom County Bar Association), the annual Judicial Dinner in October, and the annual Holiday Party in December. The Events Committee Chairperson shall be selected by the Committee members and shall serve as a Director of the Association and attend at least four (4) meetings of the Association, including the annual business meeting in November.

5.1.2 Continuing Legal Education Committee. Not less than three (3) Members of the Association shall be charged with arranging for speakers to present at least six (6) one-hour CLE programs to develop, maintain, and improve the competence of attorneys and their staff through continuing education. The CLE programs shall occur throughout the calendar year during a regular meeting of the Membership, except at the annual business meeting in November. The CLE Committee shall work with the VLP manager to arrange for WSBA credit for Members who attend any CLE program. The Continuing Legal Education Committee Chairperson shall be selected by the Committee members and shall serve as a Director of the Association and attend at least four (4) meetings of the Association, including the annual business meeting in November.

5.1.2.a Annual VLP-CLE. The CLE Committee is charged with establishing a VLP-CLE Sub-committee of at least four (4) Members whose duty will be arranging the annual full-day CLE program in partnership with the Volunteer Lawyer Program and its staff. The VLP-CLE Sub-committee may, from year to year, establish a budget and charge and collect such fees for the annual CLE program as may be approved by the Executive Committee in advance. The VLP manager shall be an ex officio member of this Sub-committee.

5.1.3 Membership and Website Committee. The Membership and Website Committee shall consist of not less than three (3) Members of the Association, who are charged with keeping the Membership records current, and entering information into a

Membership database that is used to populate the Association Website's Member profiles and added to the Association's email contact lists. This Committee shall monitor the Association Website's contacts from the public and Member postings; keep the website Calendar and News items current; and liaise with the Website Administrator to keep the Website user-friendly to the public and useful to the Members. The Membership and Website Committee Chairperson shall be selected by the Committee members and shall serve as a Director of the Association and attend at least four (4) meetings of the Association, including the annual business meeting in November.

5.1.4 Pro Bono Legal Services Steering Committee. A Memorandum of Understanding shall be entered into between the Skagit County Bar Association and Community Action of Skagit County which states the nature of their relationship and their respective operational responsibilities concerning the operation of the pro bono legal services program, currently known as the Skagit Volunteer Lawyer Program. The Steering Committee is charged with the duty, on behalf of the Skagit County Bar Association, to take appropriate action to support and enhance the delivery of pro bono legal services in Skagit County, negotiate the terms of the Memorandum of Understanding, and to implement the provisions of the Memorandum of Understanding. The Memorandum of Understanding shall provide for the composition, structure, and operation of the Steering Committee. The Steering Committee Chairperson, who shall be an Association Member, shall be selected by the Steering Committee members and shall serve as a Director of the Association and attend at least four (4) meetings of the Association, including the annual business meeting in November. The manager of the Skagit Volunteer Lawyer Program shall serve as an ex officio, non-voting, member of the Steering Committee. The Association shall adopt the Memorandum of Understanding, and/or any future amendments to it, at any meeting of the Board of Directors where a quorum of the Board is present. The Memorandum of Understanding and any future amendments to it shall be incorporated by reference into these Bylaws. To the extent that any provision of the Memorandum of Understanding conflicts with these bylaws, the provisions of the Memorandum of Understanding shall control.

5.2 Association Appointments to Other Committees. From time to time, the Association may receive requests from other groups and organizations to provide representatives. Such requests shall be filled by having the President name the required representatives, with the advice and consent of the Executive Committee.

5.2.1 Law Library Board of Trustees. The Association is charged with naming three members to the Board of Trustees for the Skagit Law Library. The term for

Association Members is four (4) years. Resident Members are eligible to stand for election to the Law Library Board of Trustees, and the Association shall conduct an electronic poll of Resident Members. Vacancies shall be filled as they occur and in the manner directed in the statute.

5.2.2 Civil Liaison Committee. The Civil Liaison Committee provides a forum for discussion between the Skagit District and Superior Court judges and commissioners and the Association. The Civil Liaison Committee is led by a Skagit District or Superior Court judge or commissioner. The Association's President, with the advice and consent of the Executive Committee, shall name five (5) Association Members to the Civil Liaison Committee. This Committee shall work in cooperation with the judiciary to assure that local rules and any other matters of concern between the bench and the Bar may be readily discussed and recommendations formulated for dissemination to the Association as a whole by Members who are well-informed about the local rules and actions of the judges and court personnel. The meeting dates, times and location shall be determined by the Committee members. The Members of this Committee shall provide a written or in-person report to the Executive Committee at least quarterly.

5.2.3 Family Law Liaison Committee. The purpose of the Family Law Liaison Committee is to serve as a forum for communication between the Bar and the judiciary, to address any issues, questions or concerns in the family law arena. The Family Law Liaison Committee is led by a Skagit District or Superior Court judge or commissioner. The Association's President, with the advice and consent of the Executive Committee, shall name five (5) Association Members to the Family Law Liaison Committee. The meeting dates, times and location shall be determined by the Committee members. The Members of this Committee shall provide a written or in-person report to the Executive Committee at least quarterly.

VI. AMENDMENT OF BYLAWS

6.1 The Bylaws may be amended by any of the following methods under the direction of the Executive Committee:

6.1.1 Annual Meetings. At any annual meeting of the Members by a favorable vote of the majority of the Members present at such meeting and entitled to vote, and no notice of the proposed amendment or amendments need be given, except a statement

that amendment or amendments to the Bylaws will be considered at the annual meeting;

6.1.2 Special Meetings. A special meeting of the members may be called at any time by the President or by a majority of the Executive Committee, or by one-tenth (1/10th) of the members petitioning for such a meeting. Each such call shall be in writing and shall state the time, place, and purpose of such meeting, and no business shall be transacted at a Special Meeting other than as stated in the purpose of the call;


6.1.3 Secret Ballot. By a majority of votes collected in a written ballot submitted to all Members as shown on the books of the Association; provided, that there shall be enclosed with such written ballot the proposed amendment or amendments or a summary thereof with the ballot and a time deadline for the return of the ballot in such a vote.


ADOPTED at a regular meeting of the Skagit County Bar Association held on the 2nd day of NOVEMBER, 2015, at Mount Vernon, WA.

SKAGIT COUNTY BAR ASSOCIATION

By: Wilhelmina C. Harlock
WILHELMINA C. HARLOCK, Its President

Attested by:


JOHN A. SHULTZ, Vice President


SYLVIA HANNA, Secretary-Treasurer