

**BYLAWS OF
BENTON FRANKLIN COUNTIES BAR ASSOCIATION**

PURPOSES

The purposes for which this nonprofit professional organization is formed are:

1. Improve the administration of justice.
2. Encourage the availability of legal services for all members of our community, regardless of the financial ability of the client or the popularity of the position to be advanced.
3. Promote professional competence and ethical conduct of lawyers.
4. Increase public understanding of the legal system.
5. Improve and reform substantive law in the public interest.
6. Enhance service to the members of the Association, including opportunities for professional growth and satisfaction in practicing in the legal profession.
7. Manage efficiently the work of the Association.

**ARTICLE I
MEMBERSHIP**

1.1 QUALIFICATIONS FOR VOTING MEMBERS

Any person licensed to practice law by the Supreme Court of Washington who is a member in good standing of the Washington State Bar Association and who resides in Benton or Franklin Counties, maintains an office therein, or regularly practices therein and who is current in Benton Franklin Counties Bar Association dues shall be eligible for membership.

1.2 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 Treasurer of the Association, shall act upon each application. Applications for membership may also be submitted informally to the Secretary/Treasurer. The Board of Trustees shall determine any questions of eligibility should they arise.

**ARTICLE II
CLASSES OF LIMITED MEMBERSHIP**

2.1 HONORARY

The Board of Trustees may confer membership upon:

- 2.1.1 Any member of the Association or upon persons of distinction who are members of the Bar of any county or state;
- 2.1.2 Retired members of the Association; or
- 2.1.3 Members of the judiciary.

Honorary members shall be exempt from the dues and shall be accorded all rights and privileges of nonvoting members.

2.2 NONVOTING MEMBERSHIP

The Board of Trustees may provide for differing categories of nonvoting membership.

2.3 ASSOCIATE

Individuals shall be eligible for associate membership if they meet the eligibility requirements for regular membership except for the requirements of residence or employment with the counties.

2.4 STUDENTS

Individuals shall be eligible for student membership while they are students at law school in the State of Washington or enrolled in the law clerk program established by the admission to Practice Rules adopted by the Washington Supreme Court. Student members shall be exempt from dues.

**ARTICLE III
DUES**

3.1 AMOUNT OF DUES

The Board of Trustees of the Association shall set annual dues.

3.2 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.

3.3 RESIGNATION

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

3.4 WAIVER OR PRO-RATION

When, in its discretion, circumstances warrant, the Board of Trustees may waive or prorate dues.

ARTICLE IV BOARD OF TRUSTEES AND OFFICERS

4.1 NUMBERS AND TERMS OF TRUSTEES

The Board of Trustees shall consist of up to nine (9) elected Trustees, including the officers of the Association, and the immediate past President. Non-officer Trustees shall serve a two (2) year term, as will the Secretary/Treasurer (whether split between two officers or as a combined office). The President-Elect shall serve a three year term comprised of the years he or she is President-Elect, President and immediate past president. No Trustee shall be eligible for more than three (3) continuous terms. The Board of Trustees shall have power to fill all vacancies on the Board for the unexpired term of the position vacated.

4.2 QUALIFICATIONS OF TRUSTEES

Any voting member who meets all qualifications set forth in Article I, Section 1.1, is eligible for nomination as a Trustee.

4.3 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. Voting members may nominate a person for an open Trustee position by notifying the Secretary at least fourteen (14) days prior to the Annual Meeting. Ballots for electing Trustee positions will be distributed by e-mail to members of the Association no later than ten (10) days before the Annual Meeting and paper ballots will be available at the Annual Meeting.

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 the highest number of votes shall be the 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.

4.4 DUTIES

The Trustees shall carry out the purposes of the Association.

4.5 FILLING OF VACANCIES

If there is a vacancy during the terms of a Trustee, the position shall be filled for the remainder of the person's term by nomination from the Trustees. At the next regular membership meeting, further nominations may be made from the floor. The Trustees and members present shall elect the new Trustee by voice vote.

ARTICLE V MEETINGS

5.1 BOARD OF TRUSTEES

5.1.1 Generally, the Board shall have all the powers and authority to take any and all actions not inconsistent with the Articles of Incorporation, these bylaws, and applicable laws.

5.1.2 Meetings, Rules, Quorum. The Board of Trustees and Officers shall meet at regular meetings to be held at least once every other month on a schedule set up by the President. Meetings are open to voting members and to invited guests. A special meeting may be called at any time by the president. At all meetings of the Board of Trustees and Officers, five (5) 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 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.

5.2 REGULAR MEETINGS

Regular meetings of the Association shall be held on the third Tuesday of each month except July and August.

5.3 ANNUAL MEETING

The annual meeting of the Association shall be held on the third Tuesday of October at a place to be selected by the Board of Trustees. A quorum at the annual meeting of the general membership shall be fifteen (15) voting members to conduct the transaction of business.

5.4 SPECIAL MEETINGS

Special meetings of the Association may be called by the President of the Board of Trustees. The Secretary of the Association shall call a special meeting upon receipt of the 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 by e-mail 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 fifteen (15) voting members to conduct the transaction of business.

5.5 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.

5.6 POSITIONS BY BOARD OF TRUSTEES

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

- 5.6.1 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.

5.6.2 Where it appears to the Board that the issue is one on which the 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.

5.7 ATTENDANCE AT BOARD MEETINGS

If any Trustee misses three (3) regularly scheduled meetings of the Board of Trustees out of six (6) 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 by appointment.

ARTICLE VI OFFICERS

6.1 OFFICERS

Generally the officers of the Association shall be a President, President-Elect, Secretary/Treasurer. The President-Elect shall be elected annually by the membership as provided for in these Bylaws. The President-Elect shall become President at the time of the annual meeting the October following his or her election. The Secretary/Treasurer shall be elected every two years and shall serve a two year term. The offices of Secretary and Treasurer may be split between two officers or be joined as a single office.

6.2 SELECTION OF OFFICERS

Members of the Association may nominate a person for the office of President-Elect by notifying the Secretary at least fourteen (14) days prior to the Annual Meeting. The Trustees may also nominate a person for the office of President-Elect prior to the annual meeting. In the event that more than five (5) persons are nominated for an officer position, the Trustees may choose the five nominees to appear on the ballot. The Trustees shall give due consideration to seniority in the Association community in determining which nominees for President-Elect will appear on the ballot. The President shall be the previous year's President-Elect. Ballots for officer and Trustee positions will be distributed by e-mail to members of the Association no later than ten (10) days before the Annual Meeting and paper ballots will be available at the Annual Meeting.

6.3 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 give 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. The President shall serve for no more than one (1) year.

6.4 PRESIDENT-ELECT

The President-Elect shall act as President in the absence of the President and shall perform such other duties as may be assigned by the President or the Board of Trustees.

6.5 SECRETARY/TREASURER

- 6.5.1 Secretary. The Secretary shall keep minutes of all Board of Trustees and membership meetings. The Secretary shall perform such other duties as may be assigned by the President or the Board. The Secretary shall be responsible for preparing and disbursing the Newsletter of the Association during the months in which the Association meets. The Newsletter of the Association shall be distributed by e-mail. The Secretary shall be responsible for maintaining the e-mail address list for members of the Association.
- 6.5.2 Treasurer. Subject to Article VIII, the Treasurer shall be responsible for the receipt, deposit, disbursement, or investment of all funds of the Association, and shall deposit or invest its money in a manner and pursuant to policies approved by the Board of Trustees. The Treasurer shall submit annually in the Newsletter of the Association report of monies received and expended amounts due the Association and an estimate of the resources and expenditures for the ensuing year. The Treasurer may also serve as the Secretary of the Association as determined by the Board of Trustees.

ARTICLE VII APPROPRIATIONS AND EXPENSES

- 7.1 The President shall establish such standing and ad hoc committees as needed. Lists shall be maintained of committee names, chairpersons, and members, and shall be maintained by the Secretary.
- 7.2 The President shall provide written notice to all members of available committee positions in the Association's Newsletter or by sending notice the members of the Association by e-mail. 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 President shall make appointments. Committees shall function in accordance with the directions of the President and Board of Trustees

**ARTICLE VIII
APPROPRIATIONS AND EXPENSES**

8.1 APPROPRIATIONS

The Trustees shall make a budget of the Association's funds for officer, 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.

8.2 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 part 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 Nonprofit 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 that person will personally receive a benefit in money, property or services to which that person is not legally entitled.

8.3 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 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
AMENDMENTS**

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


**ARTICLE X
AUTHENTICATION**

The foregoing Bylaws, as amended, approved, and duly adopted by the Association on the 16th day of February, 2016. The President and Secretary were empowered to authenticate these Bylaws by their signatures below.



President

Attest:



Secretary