

**BYLAWS**  
**OF**  
**YAKIMA COUNTY BAR ASSOCIATION**

**ARTICLE 1. OFFICES**

The principal office of the Association shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Association may have such other offices as the Board may designate or as the business of the Association may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes of Members**

The Association shall initially have two classes of members. 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.

**2.1.1. Regular**

Individuals shall be eligible for regular membership while they reside or maintain an office in Yakima County and are (a) 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, (b) retired from the active practice of law, or (c) full-time faculty members of a law school in the State of Washington. Applicants for regular membership shall become members when their eligibility is determined by the president or the president's delegate, after submission of an application evidencing eligibility and tender of dues as required by these Bylaws. Eligibility determinations shall be made within thirty days of application.

**2.1.2. 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 county or state.

Any justice of the Supreme Court of Washington or any judge, full-time court commissioner, justice of the peace, or magistrate of any state, county, municipal, district or United States court within Yakima County, during incumbency, shall be an honorary member.

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

### **2.1.3. Suspension or Expulsion**

Any member may be suspended or expelled for misconduct in relations with this Association or the legal profession, for failure to pay dues or for actions detrimental to the Association by decision of a two-thirds majority of those in attendance at a meeting of the Board of Directors at which a quorum is present, subject to review by the membership at the next stated membership meeting if requested by the member. Any member who has been disbarred from the practice of law shall be automatically expelled from this Association.

2.1.4 Maintain an Email or Electronic Address and Agree to Accept Notices by Means of Email or Electronic Means

A criteria for membership is the stipulation that each member maintain an email or electronic and agree to accept all notices form the Association by means of email or electronic communications and that each member update the Association's Secretay with all changes to the address.

## **2.2 Dues**

### **2.2.1 Dues Schedule.**

Dues are payable on or before the last day of January for each dues year, which shall be the calendar year. Dues shall be set by the Board of Directors.

### **2.2.2 Delinquencies.**

Members 3 months delinquent in dues shall be automatically suspended from membership, but payment of dues for the current year shall entitle such member to reinstatement upon application.

### **2.2.3 Military Service.**

Regular members in the military service of the United States shall be exempt from the payment of dues unless such service has become such member's permanent vocation.

#### **2.2.4 Resignation.**

Resignation from membership shall be deemed effective on death or by written notice to the Board of Directors.

#### **2.2.5 Waiver or Proration.**

When, in its discretion, circumstances warrant, the Board of Directors may waive or prorate dues for just cause: **Voting Rights**

#### **2.2.6 General**

Each member 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. Members failing to maintain an email or electronic address waive all voting rights.

#### **2.2.7 Voting for Directors**

Directors shall be the officers of the Association and each shall be elected by the members entitled to vote at an election of Officers may cast one vote for each office..

### **2.3 Annual Meeting**

The annual meeting of the members shall be held on the last Friday of May each year at 12:00 p.m. for the purpose of electing Officers and transacting such other business as may properly come before the meeting. . If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as close to that date as may be convenient.

### **2.4 Special Meetings**

The President, the Board, or not less than a majority of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

### **2.5 Place of Meetings**

All meetings of members shall be held at such 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. Unless changed by notice as provided herein, regular meetings shall be on the last Friday of the months of September, October, November, December, January, February, March, April and May. September shall be the considered the start of the year for meeting purposes. The location for each upcoming year will be announced by Notice in August prior to the start of the year and need not be announced again unless the location is changed. Meetings may be cancelled or rescheduled by the Board as provided herein.

## **2.6 Notice of Meetings**

### **2.6.1 Time and Place**

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, not less than 3 or more than 50 days before the meeting, 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.

### **2.6.2 Notice in a Tangible Medium; Effectiveness of Notice**

Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telegraph, teletype, telephone or wire or wireless equipment that transmits a facsimile of the notice, but is only required to be given by email or other electronic means.

### **2.6.3 Notice of Meeting Called by Members**

At any time, upon the written request of not less than a majority 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 10 or more than 35 days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

## **2.7 Voting by Mail or Electronic Transmission**

Whenever proposals or Directors or officers are to be elected by members, the vote may be taken by mail or by electronic transmission if the text of each proposal to be voted upon are set forth in a record accompanying or contained in the notice of meeting. An election may be conducted by electronic transmission if the Association has designated an address, location or system to which the ballot may be electronically

transmitted and the ballot is electronically transmitted to the designated address, location, or system in an executed electronically transmitted record. Members voting by mail or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

## **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 the form of a record, including, without limitation, an electronic transmission from 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**

At a meeting of the members, 25 members of the Association entitled to vote, represented in person or by proxy, shall constitute a quorum. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. Members voting by mail or electronic transmission are considered to be present for purposes of quorum as set forth in Section 2.8 of these Bylaws.

## **2.10 Manner of Acting**

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

## **2.11 Action by Members Without a Meeting**

Any action which could be taken at a meeting of the members may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the members entitled to vote with respect to the subject matter of the consent. Any such record shall be inserted in the minute book as if it were the minutes of a member meeting. For purposes of this Section 2.13, record means information inscribed on a tangible medium or contained in an electronic transmission.

## **2.12 Meetings by Telephone**

Members of the Association may participate in a meeting of members 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.

### **ARTICLE 3. BOARD OF DIRECTORS**

#### **3.1 General Powers**

The affairs of the Association shall be managed by a Board of Directors.

#### **3.2 Number**

The Board shall consist of the current officers of the Association and the immediate past president. The immediate past president shall not have a vote at the board meetings. 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 voting members of the Association and may be officers of the same. 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 InAssociation shall serve until the first annual meeting of members.

##### **3.4.2 Successor Directors**

#### **3.5 Successor Officers/Directors shall be nominated by a committee comprised of the current directors and all past presidents who remain members of the Association. They shall be elected by majority vote of the members each year at the annual meeting of members. Term of Office**

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

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held during the 2 weeks prior to the membership meeting.

### **3.7 Regular Meetings**

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

### **3.8 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 within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 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.

### **3.10 Place of Meetings**

All meetings shall be held 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.

### **3.11 Notice of Meetings**

#### **3.11.1 In Writing**

Notices in writing may be delivered, mailed or emailed to the Director at his or her address shown on the records of the Association. If notice is delivered via regular mail, the notice shall be deemed effective three days after being deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

### **3.11.2 Personal Communication**

Notice may be by personal communication with the Director not less than 3 days before the meeting.

### **3.11.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

## **3.12 Waiver of Notice**

### **3.12.1 Record**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of InAssociation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from 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.

### **3.12.2 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.

## **3.13 Quorum**

A majority of the number of Directors fixed by or in the manner provided by these Bylaws 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.

## **3.14 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 InAssociation or applicable Washington law.

### **3.15 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 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.

### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

### **3.17 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 Directors. 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.

### **3.18 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. Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the members. Upon termination of membership in the Association, 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 Directors. 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 and by applicable Washington law, 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 InAssociation; (d) adopt a plan of merger or consolidation with another Association; (e) authorize the sale, lease or exchange of all or substantially all 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 therefor; (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.

#### **3.19.2 Quorum; Manner of Acting**

A majority of the number of Directors 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.

#### **3.19.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman 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.

#### **3.19.4 Removal of Committee Member**

The Board, by resolution adopted by two-thirds of the Directors in office, may remove from office any member of any committee elected or appointed by it.

### **3.20 Compensation**

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

### **3.21 Compensation**

By Board resolution, Directors and committee members may be paid their expenses, if any, of attendance at each Board or committee meeting. No such payment shall preclude any Director or committee member from serving the Association in any other capacity and receiving compensation therefor.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the Association shall be a President, Vice President, a Secretary and a Treasurer, each of whom shall be elected by Membership in the manner described above. 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. All officers who are not Directors of the Association shall be non-voting ex-officio members of the Board.

### **4.2 Election and Term of Office**

The officers of the Association shall be elected each year by the Membership at the annual meeting of Membership. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. 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.

#### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a majority of the the Board 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.

#### **4.5 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.

#### **4.6 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 shall also act as liaison from and a spokesperson for 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.

#### **4.7 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President 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. The Vice President 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. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

#### **4.8 Secretary**

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which 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, of each member and Director and of the name and post office address of each officer; and (e) 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.

#### **4.9 Treasurer**

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; render from time to time as may be required, an account of all transactions of the Association and of the financial condition of the Association; 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.

### **ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Director believes to be in the best interests of the Association.

### **ARTICLE 6. INTERESTS OF DIRECTORS AND OFFICERS**

#### **6.1 Compensation**

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

## **6.2 Conflict of Interest**

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

## **6.3 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Association, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 7. ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of one or more persons to provide advice and assistance to the Board on specific matters. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the Association; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the Association. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE 8. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **8.1 Contracts**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

### **8.2 Loans**

No loans shall be contracted on behalf of the Association and no evidences of

indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **8.3 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the Association to its officers or Directors.

### **8.4 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents, of the Association and in such manner as is from time to time determined by resolution of the Board.

### **8.5 Deposits**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

### **8.6 Books and Records**

The Association shall keep at its principal or registered office copies of its current Articles of InAssociation 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 of each member and Director, and of the name and post office 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.

### **8.7 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the Association shall be the twelve months ending December 31.

## **ARTICLE 9. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board or by the written consent of all Directors.

The foregoing Bylaws were approved and adopted by the Board of Directors on  
May 22, 2015.

A handwritten signature in black ink, appearing to read "Jeffrey Allen Schaap", is written over a solid horizontal line.

**By:** Jeffrey Allen Schaap, **Secretary**