

**BYLAWS  
OF  
SPOKANE COUNTY BAR ASSOCIATION**

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**ARTICLE I**  
**Offices**

1.1 *Registered Office and Registered Agent.* The registered office of the Spokane County Bar Association (hereinafter “Association”) shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

1.2 *Other Offices.* The Association may have other offices within the State of Washington at such place or places as the Board of Trustees may from time to time determine.

**ARTICLE II**  
**Members**

2.1 *Membership.* Any person qualifying as a member, as defined in Section 2.1, who pays dues as provided in Article III herein, shall be a member in good standing of the Association. The following are qualified for membership:

2.1.1 Any lawyer who is a member in good standing of the Washington State Bar Association and who resides in or maintains an office for the practice of law in Spokane County; or

2.1.2 Any lawyer in good standing who is admitted to practice law in any state or territory of the United States or the District of Columbia and practices pursuant to APR 8(c), 8(d), 8(e), 8(f), or 8(g) and resides in or maintains an office in Spokane County; or

2.1.3 Any lawyer in good standing who is admitted to practice law in any state or territory of the United States or the District of Columbia and is employed by a governmental or regulatory agency and resides in or maintains an office in Spokane County; or

2.1.4 A Gonzaga Law School faculty member who resides in or exercises his or her professional duty on a regular basis within Spokane County; or

2.1.5 Any lawyer in good standing who is:

2.1.5.1 A judge of the courts of record in the State of Washington, or courts of the United States; or

2.1.5.2 A full-time judge in the district or municipal courts of the state of Washington; or

2.1.5.3 A full-time commissioner or magistrate in the courts of record or in the district or municipal courts in the State of Washington, or courts of the United States; or

2.1.5.4 A full-time administrative law judge in the State of Washington; or

2.1.5.5 A full-time Tribal Court judge in the State of Washington.

2.1.6 A person in good standing with a bar of a territory, possession or tribal court of any federally recognized US tribe;

2.2 *Non-Voting Members.* The following, having interests compatible with the purposes of this Association, may attend meetings of the Association, shall pay any fees set by vote of the Board of Trustees, but shall have no voting privileges:

2.2.1 *Honorary Members.* All those persons who would qualify as members but for the fact that they have retired from their profession while they were in good standing and by virtue of retirement and/or former position are no longer members of the Washington State Bar Association; or

2.2.2 *Associate Members.* Any lawyer in good standing who is admitted to practice law in any state or territory of the United States or the District of Columbia and does not reside in or maintain an office in Spokane County; or

2.2.3 *Law Student Members.* Any law student enrolled in any law school accredited by the American Bar Association; or

2.2.4 Incumbent justices, judges, magistrates, court commissioners and justices of the peace while within Spokane County;

2.2.5 Any court clerk serving a court situated in Spokane County; and

2.2.6 *Others.* Such other persons as determined by the Board of Trustees.

### **ARTICLE III DUES**

3.1 *Dues.* The annual dues of the Association shall be set by vote of the membership. Statements for dues shall be mailed by the Treasurer during September and dues shall be delinquent after November 10<sup>th</sup> of each year. Every member whose dues are delinquent shall be dropped from the rolls and stricken from the mailing list without notice.

### **ARTICLE IV**

## **Members' Meetings**

4.1 *Meeting Place.* All meetings of the members may be held at the registered office of the Association, or at such other place as may be determined from time to time by the Board of Trustees, and the place at which any such meeting shall be held shall be stated in the notice of the meeting.

4.2 *Annual Meeting Time.* Unless otherwise determined by the Board of Trustees, the annual meeting of the members shall be held each year on the first Friday in June of each year at the hour of 12:00 p.m. Other meetings of the members shall be held at such times and places as shall be determined by the Board of Trustees.

4.3 *Special Meetings.* Special meetings of the members for any purpose may be called at any time by the majority vote of the Board of Trustees.

4.4 *Notice of Meetings.* No written notice shall be required of the annual meeting or regularly scheduled weekly, bi-weekly or monthly meeting of the members.

4.5 *Resolutions.* Upon request of ten (10) or more members, made orally at the time of any regular meeting of the members, or in writing more than six (6) days prior to any meeting, or upon the request of the chairperson of any committee named to investigate and report back to the membership on any matter a resolution or other action may be presented to the membership. Before any other action can be taken at a meeting of the members, the resolution or proposed action must be presented at a regular meeting at least two (2) weeks prior to a membership vote on such resolution or action; following which, notice in writing of the intention to present said action or resolution and the general nature thereof shall be mailed to each member at least three (3) days prior to the meeting in which a vote is taken on the resolution or other action. In the event of any controversy over proper notice, a certification by an officer that he caused or directed said notice to be mailed to the membership shall be conclusive, provided that the requirements as to notice may be suspended upon a vote of three-fourths (3/4) of the members present at the meeting.

4.6 *Quorum.* Thirty (30) or more members shall constitute a quorum for the transaction of business at any meeting.

## **ARTICLE V Board of Trustees**

5.1 *Powers.* The management of all the affairs, property, and interests of the Association shall be vested in a Board of Trustees. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Trustees may exercise all such powers of the Association and do all such lawful acts as provided by state, federal, and local law.

5.15.1. Required meeting action(s) may be taken by unanimous written consent in lieu of meeting provided all procedural preconditions are met and in accordance with RCW 24.03.009.

5.15.2. Board of Trustees may act through written email consent as set forth under § 5.15.1. Action is deemed approved provide each Board of Trustee member has previously consented in writing and the Executive Director has valid emails for each Board of Trustees member. Consent will be automatically revoked in the event the transmitter is aware of two unsuccessful transmission attempts.

5.2 *Number.* The Board of Trustees shall be composed of the President, President-Elect, Secretary, Treasurer, six (6) elected Trustees, and the President of the Spokane County Bar Association Young Lawyers Section. Additionally, the Governor representing the Fifth Congressional District to the Washington State Bar Association shall sit as a non-member of the Board of Trustees.

5.3 *Membership in Association Required.* All members of the Board of trustees shall be members of the Association as provided under Article II of these Bylaws.

5.4 *Terms of Office.* Three of the six elected trustees shall be elected each year to serve for a two (2) - year term.

5.4.1 *Vacancies.* All vacancies in the Board of Trustees, whether caused by resignation, death or otherwise, may be filled by the affirmative vote of a majority of the remaining members of the Board of Trustees. A trustee elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified.

5.5 *Meetings.* The Board of Trustees shall meet not less than six (6) times each year at such time and place as it, or the President, may from time to time designate.

5.6 *Quorum.* A simple majority of the voting members of the Board of Trustees shall constitute a quorum for the transaction of business.

5.7 *Communications by other means.* The voting members of the Board of Trustees may participate in a meeting of the Board of Trustees by means of a conference telephone or similar communications equipment by means of which all voting members of the Board of Trustees participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

5.8 *Change of Number.* The number of trustees may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent trustee.

5.9 *Special Meetings.* Special meetings of the Board of Trustees may be called at any time by the President or upon written request by any two trustees. Such meetings shall be held at the registered office of the Association or at such other place or places as the Board of Trustees may from time to time designate.

5.9.1 *Notice.* Notice of all special meetings of the Board of Trustees shall be given to each trustee by three (3) days' prior service of the same by letter, e-mail, facsimile or personal service. Such notice need not specify the business to be transacted at, nor the purpose of, the meeting.

5.10 *Waiver of Notice.* Attendance of a trustees at a meeting shall constitute a waiver of notice of such meeting, except where a trustees attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the trustee or trustees, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

5.11 *Registering Dissent.* A trustee who is present at a meeting of the Board of Trustees at which action on an association matter is taken shall be presumed to have assented to such action unless the trustee shall file a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent 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 trustee who voted in favor of such action.

5.12 *Executive and Other Committees.* The Board of Trustees may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than two (2) members of the Board of Trustees. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Trustees. No such committee shall have the authority of the Board of Trustees in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of any such committee or any trustee or officer of the Association; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Association; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Association other than in the ordinary course of business; authorizing the voluntary dissolution of the Association or adopting a plan for the distribution of the assets of the Association; or amending, altering, or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered, or repealed by such committee. All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Association. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Trustees, or any member thereof, of any responsibility imposed by law.

5.13 *Remuneration and Expenses.* Members of the Board of Trustees shall not receive a salary for their service. Out-of-pocket expenses may be reimbursed as the Board may determine.

5.14 *Removal.* Any trustee may be removed from office by a two-thirds (2/3) vote at any regular or special meeting of the membership. Notice of the proposed removal of a trustee must be given to such person at least ten (10) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the trustee must state the cause of the proposed removal. Such trustee shall be provided an opportunity to be heard at said meeting prior to any vote to remove.



5.15 *Action by Trustees without a Meeting.* Any action required or permitted to be taken at a meeting of the trustees may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the trustees before such action is taken. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the trustees or by unanimous written consent.

## **ARTICLE VI**

### **Officers**

6.1 *Designations.* The officers of the Association shall be a President, President-Elect, Secretary, and Treasurer. The officers may also include an Assistant Secretary and Assistant Treasurer. Any two (2) or more offices may be combined in one person except the offices of President and Secretary may not be so combined.

6.2 *Number.* Any change to the existing structure of offices, and number of offices shall be by vote of the Board of Trustees.

6.3 *Term of Office.* The officers shall be elected each year and shall serve for a term of one (1) year or until their successors are elected and commence to serve.

6.4 *Vacancies.* If a vacancy occurs in the office of the President, the President-Elect shall become the President for the unexpired term and the Board of Trustees shall fill the office of the President-Elect by appointment. A vacancy of any office other than that of President shall be filled by appointment by the Board of Trustees for the unexpired term.

6.5 *President.* The President shall be the chief executive of the Association. The President shall preside at all meetings of the Association, shall appoint all committees, except as otherwise provided herein, and in general shall perform all duties incident to the office of the President. The President shall also preside at all meetings of the membership and Board of Trustees and shall have general supervision of the affairs of the Association, and shall perform such other duties as are incident to the office or are properly required of the President by the Board of Trustees.

6.6 *President-Elect.* In the absence or disability of the President, the President-Elect shall exercise all functions of the President. The President-Elect shall serve as program chairperson for the meetings of the Association during the term of office and shall issue all notices of meetings.

6.7 *Secretary.* The Secretary shall keep a record of all meetings of the Association, shall conduct the correspondence of the Association with concurrence of the President, shall act as correspondent for the Newsletter of the Washington State Bar Association or similar publication, and shall be responsible for the preservation of minute books. All prior minute books shall be stored for safekeeping in the Spokane County Law Library and shall not be removed except as authorized by the Board of Trustees. The current minute book of the Association shall be kept by the Secretary. The Secretary shall have charge of the seal and shall

make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board of Trustees. The records of the Secretary shall be open to inspection by any member at reasonable times. The Board of Trustees may appoint an Assistant Secretary whose duties shall be as determined by the Board.

6.8 *Treasurer.* The Treasurer shall maintain a complete roll of the members and shall collect and disburse all funds of the Association under the direction of the Board of Trustees. The Treasurer shall maintain regular books of account showing all receipts and disbursements and at each annual meeting of the Association shall make a report showing total receipts, disbursements and the balance of cash on hand for the year. The Treasurer's accounts shall be audited by a person to be appointed by the President on the first Friday in May of each year. The books and records of the Treasurer shall be open to inspection by any member at reasonable times. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Trustees. The Board of Trustees may appoint an Assistant Treasurer whose duties shall be as determined by the Board.

6.9 *Delegation.* If any officer of the Association is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any trustee or any other person it may select.

6.10 *Other Officers.* The Board of Trustees may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Trustees.

6.11 *Removal.* Any officer may be removed from office by a two-thirds (2/3) vote at any regular or special meeting of the membership. Notice of the proposed removal of an officer must be given to such person at least ten (10) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the officer must state the cause of the proposed removal. Such officer shall be provided an opportunity to be heard at said meeting prior to any vote to remove.

6.12 *Bonds.* The Board of Trustees may, by resolution, require any and all of the officers to provide bonds to the Association, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Trustees.

## **ARTICLE VII**

### **Executive Director**

7.1 *Executive Director.* The Board may select an Executive Director who shall be responsible for the administration and conduct of the business and affairs of the Association pursuant to guidelines established by the Board. The Executive Director shall have full authority for direction of the employees of the Association, if any. The Executive Director shall be

compensated for his or her services in that capacity in such amount and manner as the Board of Trustees shall determine.

## **ARTICLE VIII**

### **Nominating Committee and Elections**

8.1 *Nominating Committee.* Not later than the first Friday in April of each year, a five (5)-person nominating committee shall be appointed by the President, subject to confirmation by the Board of Trustees. The President shall be an ex-officio member of said nominating committee. The duty of the nominating committee shall be to nominate a list of members to stand for election for the elected trustee positions to be filled for the coming year. The report of said nominating committee shall be made to the Association and notification thereof published in the Association Newsletter no later than the third Friday in April.

8.1.1 *Nomination of Officers.* The nominating committee shall nominate at least one (1) member for the offices, respectively, of President, President-Elect, Secretary, and Treasurer (as those offices may then be constituted). Upon vote of the Board of Trustees, the nominating committee may be directed to nominate at least two (2) members for all of the officer positions to be filled for the coming year.

8.1.2 *Nomination of Trustees.* The nominating committee shall nominate not fewer than twice as many members for the office of elective trustee as there are elected trustee positions to be filled for the coming year.

8.1.3 *Other Nominations.* Additional nominations may thereafter be made by or on behalf of any member wishing to stand for election for any officer or elected trustee position by written petition signed by ten (10) members of the Association. Nominating petitions shall be delivered to the Secretary or President not later than 12:00 o'clock noon on the fourth Friday of April.

8.2 *Ballots.* The Secretary, with the help of the Executive Director, shall immediately thereafter prepare ballots for the purpose of conducting elections in the manner hereafter described. The ballots shall contain the names of all candidates for officer and trustee positions in which an election is to be held, and shall mail a ballot to each member of an Association eligible to vote, together with an envelope marked "ballot" and an envelope addressed to the Association. Should any member eligible to vote fail to receive a ballot, or receive an improper ballot, he or she may obtain the proper ballot by furnishing to the Executive Director proof of his or her eligibility to receive the same, and upon returning the improper ballot, place the same in the envelope marked "ballot", place said envelope in the envelope directed to directed to the Spokane County Bar Association, print or type his or her name, and affix his or her signature to the outside thereof, and cause the same to be delivered to the office of the Association of the place of the annual meeting, as appropriate.

8.2.1 *Mailing and Return of Ballots.* Twenty-five (25) days prior to the annual meeting of the Association, ballots shall be mailed to the member in good standing of the

Association. Ballots shall be returned by mail, or in person, and shall be received at the office of the Association within fourteen (14) days of the date they were mailed.

8.3 *Elections*. The election for officers and trustees of the Association shall be held annually.

8.3.1 *Trustees*. The candidates for trustees receiving the highest number of votes shall be accordingly elected to the positions to be filled for the coming year.

8.3.2 *Officers*. A majority of the votes cast for the office shall be necessary for election as President, President-Elect, Secretary, and Treasurer.

8.4 *Terms of Office*. The terms of officers and trustees shall commence upon election and shall continue until successors are elected or appointed and take office.

## **ARTICLE IX**

### **Voting**

9.1 *Right to Vote*. Only members, as referenced in Article 2.1 herein, and in good standing will have the right to vote. On vote of a majority of the members in attendance at any meeting approving a resolution calling for a referendum, a matter may be referred to the entire membership by mail referendum. Referendums shall be conducted in the same manner as balloting for elections of trustees and officers. Only members, as referenced in Article 2.1 herein, and in good standing at the time of adoption of a resolution calling for a referendum shall have the right to vote on such a referendum.

9.2 *Proxies*. Proxies shall not be recognized.

## **ARTICLE X**

### **Committees**

The Board of Trustees, by resolution adopted by a majority of the trustees in office, may designate one or more standing committees. The President shall appoint the members of all committees duly created by the Board of Trustees. No report of any committee shall be published until approved by the Board of Trustees.

## **ARTICLE XI**

### **Procedure**

Except as otherwise provided herein, the meetings of the Association shall be governed by Roberts Rules of Order Revised.

## **ARTICLE XII Amendments**

The Board of Trustees shall have power to make, alter, amend, and repeal the Bylaws of this Association; provided, that such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the members in attendance at any meeting of the members and, provided further, that a notice stating the character of the proposed amendment and the time and place that the change will be voted upon shall be published in Calendar Call and emailed to all SCBA members in good standing at least ten (10) days prior to the such meeting or via other means permitted under the Washington Nonprofit Corporations Act”, and, provided further, that no such amendment or repeal shall in any way be in conflict with the provisions of Section 501(c)(6) of the Internal Revenue Code or its regulations as they now exist or may hereafter be amended.

## **ARTICLE XIII Sections**

13.1 *Section Membership.* Members having common interests, may, from time to time, request that sections of the Association be formed to pursue those interests.

13.2 *Written Request.* Upon written request of 10 members, the Board of Trustees shall consider the establishment of a new section. At least 3 months prior to the meeting, at which action upon the proposal is contemplated, the proponents thereof shall have filed with the Board of Trustees a statement setting forth, in substantial compliance, the following requirements:

13.2.1 A statement of the need for the proposed section;

13.2.2 The contemplated jurisdiction of the section, which shall be within the purposes of the Spokane County Bar Association and not in substantial conflict with the practice area of any existing division, section, or committee, the continuance of which is contemplated after the section is established;

13.2.3 Proposed bylaws of this section, which shall contain a definition of its jurisdiction;

13.2.4 The names of the proposed committees, if any, of the section;

13.2.5 A proposed budget, if any, for the section for the first 2 years of its operation; and

13.2.6 A list of members of the Association who have signed statements that they intend to apply for membership in the section.

13.3 *Approval of Sections.* The establishment of sections shall become effective when approved by a simple majority of the Board of Trustees. If formed, sections shall elect officers and hold regularly scheduled meetings. Each section shall abide by the policies and procedures of section management as required by the Board of Trustees of the Association. Each section's bylaws shall not in any way conflict with the Bylaws of the Association, as amended, or the provisions of Section 501(c)(6) of the Internal Revenue Code or its regulations as they now exist or may hereafter be amended. Section bylaws or amendments thereof shall become effective when approved by the Board of Trustees of the Spokane County Bar Association.

13.4 *Combining of Sections.* The Board of Trustees may combine any sections upon its own motion or upon the petition of the governing boards of each petitioning section. The petition shall be accompanied by proposed, amended and restated bylaws of the combined section.

13.5 *Dissolution of Section.* Should a section become inactive by not conducting meetings or sponsoring events or pursuing its purpose, the Board of Trustees may dissolve the section by a simple majority vote of the Board of Trustees.

#### **ARTICLE XIV Young Lawyers Division**

14.1 *Qualifications.* A Division of the Spokane County Bar Association to consist of any member in good standing of the Association until the 31<sup>st</sup> day of December of the year in which such member attains the age of thirty-six (36) years or until the 31<sup>st</sup> day of December of the fifth (5<sup>th</sup>) year in which any such member has been admitted to practice in any state, whichever is later.

14.2 *Purpose.* The purpose of the Division shall be to stimulate the interest of young lawyers in the objects of the Spokane County Bar Association, to carry on activities which will be of assistance to young lawyers in the practice of law, and to make recommendations to the trustees of the Association.

14.3 *Division Bylaws.* The Division shall be governed by such Bylaws as are adopted by a majority vote of those Division members present at any Division meeting in which the proposed Bylaws are submitted, provided, however, that such Bylaws shall not in any way conflict with the Bylaws of this Association, as amended, or the provisions of Section 501(c)(6) of the Internal Revenue Code or its regulations as they now exist or may hereafter be amended.

#### **ARTICLE XV Notices**

Except as may otherwise be required by law, any notice to any member or trustee may be delivered personally, by mail, via electronic transmission such as email, or by publication in *The Calendar Call*. If mailed, the notice shall be deemed to have been delivered when deposited in

the United States mail, addressed to the addressee at his or her last known address in the records of the Association, postage prepaid, or the recipient's last known email address or other electronically permitted under the Washington Nonprofit Corporations Act.

**ARTICLE XVI**  
**Seal**

The seal of the Association, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Trustees, or by usage of the officers on behalf of the Association.

**ARTICLE XVII**  
**Indemnification of Officers, Trustees, Employees, and Agents**

The Association shall indemnify its officers, trustees, employees, and agents to the greatest extent permitted by law. The Association shall purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

**ARTICLE XVIII**  
**Books and Records**

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Trustees; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its trustees, giving the names and addresses of all trustees.

Adopted by resolution of the Association's Board of Trustees on January 18, 2006 and by the Membership on June 2, 2006.

“S. Edward Carroll”  
Secretary

*Amendments to the Bylaws approved by the Association's Board of Trustees on November 16, 2011 and by vote of the membership as allowed by Article XII of these By Laws on June 1, 2012, and November 6, 2015.*