

**BYLAWS  
OF  
THE KING COUNTY BAR ASSOCIATION**

**ARTICLE I. CLASSES OF MEMBERSHIP**

Section 1. Classes of Membership. King County Bar Association (the “Association”) shall have seven classes of membership: regular, judiciary, retired, associate, student, honorary, and life.

Section 2. Qualifications of Membership.

Section 2.1 Regular Membership. Regular members must reside or maintain an office in King County and be (a) licensed to practice law by the licensing authority of any state, the District of Columbia or Puerto Rico, and in good standing in every jurisdiction where they are licensed, or (b) full-time faculty members of a law school in the State of Washington.

Section 2.2. Judiciary Membership. Any justice of the Supreme Court of Washington or judge of the Court of Appeals of Washington, sitting within King County, or any judge, full-time court commissioner, or magistrate of any state, county, municipal, district or United States court within King County shall be a judiciary member. Judiciary members are exempt from the payment of dues and have the same rights and privileges as regular members, except that they shall not hold trustee or officer positions.

Section 2.3 Retired Membership. Regular members who are retired from the active practice of law and who have been members for a period of not less than 25 years shall be eligible for retired membership. Retired members have all rights and privileges of regular members.

Section 2.4. Associate Membership. Associate members must meet the eligibility requirements for regular membership, except for the requirement that they reside or maintain an office in King County. Associate members have the same rights and privileges as regular members, except that they shall not vote or hold trustee or officer positions.

Section 2.5. Student Membership. Student members must be students at a law school accredited by the American Bar Association or enrolled in the law clerk program established by Rule 6 of the Admission to Practice Rules adopted by the Washington Supreme Court. Student members have the same rights and privileges as regular members, except that they shall not vote or hold trustee or officer positions.

Section 2.6. Honorary Membership. The Board of Trustees may confer honorary membership upon persons of distinction. Honorary members are exempt from dues and are accorded all rights and privileges of regular members. Honorary members shall not vote or hold trustee or officer positions.

Section 2.7. Life Membership. Life members are those members who were designated as life members under the requirements and procedures set forth in previous by-laws of the Association. Life members are exempt from the payment of dues and are accorded all rights and privileges of regular members.

Section 3. Admission of Members.

Section 3.1. Regular, Associate, and Student Members. Applicants for regular, associate, and student membership 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 by-laws. The president or the president's delegate shall make an eligibility determination within thirty days of any prospective member's application.

Section 3.2. Judiciary Members. Individuals meeting the qualifications for judiciary membership automatically become judiciary members, and remain judiciary members during their incumbency in any office that confers eligibility for judiciary membership. A judiciary member leaving office may become a regular or associate member upon application, or upon the payment of dues without application if the judiciary member was previously a regular or associate member.

Section 3.3. Retired Members. Individuals meeting the qualifications for retired membership shall be admitted as retired members upon application to the president.

Section 3.4. Honorary Members. The Board of Trustees may admit honorary members in its sole discretion.

Section 3.5. Life Members. The Association shall not admit additional life members.

Section 4. Resignation of Members. Resignation from membership shall be made in the form of a record to the Association.

Section 5. Suspension or Removal of Members.

Section 5.1. Automatic Removal. Any member who has been disbarred from the practice of law in any United States jurisdiction shall be automatically removed.

Section 5.2. Suspension or Removal by Board of Trustees. Any member of any class may be suspended or removed for misconduct in relations with this Association or the legal profession or for actions detrimental to the Association. Suspension or removal of a member requires a vote of a two-thirds majority of trustees at a meeting of the Board of Trustees at which a quorum is present. Any such member is entitled, upon written request, to an opportunity to be heard before the Board of Trustees prior to Board action.

Section 5.3. Suspension for Dues Delinquency. Any member at least 6 months delinquent in dues shall be automatically suspended as provided in Section 3 of Article II of these by-laws.

## **ARTICLE II. DUES**

Section 1. Amount. The amount of dues for each membership class required to pay dues shall be set by the Board of Trustees. The Board may set multiple amounts of dues for different members of a single class, according to criteria of its choice.

Section 2. Schedule. Members must pay dues upon admission and thereafter for each fiscal year of the Association on or before the first day of that fiscal year.

Section 3. Delinquencies. Members 6 months delinquent in dues shall be automatically suspended from membership. Payment of dues for the current fiscal year shall entitle such member to reinstatement upon application.

Section 4. Military Service. Regular members in active-duty service with the United States military shall be exempt from the payment of dues unless such service is the member's permanent vocation.

Section 5. Waiver or Proration. When, in its sole discretion, the Board of Trustees determines that circumstances warrant, the Board of Trustees may waive or prorate:

- (a) dues tendered by an applicant for membership;
- (b) dues owed by a member; or
- (c) dues owed by a person who has applied for reinstatement of his suspended membership pursuant to Section 3 of this Article II.

If any such waiver or pro-ration of dues involves a joint membership authorized by Section 6 of this Article II, the Board of Trustees shall provide for the payment of dues to the affected bar association in accordance with the joint membership agreement with the affected association or, otherwise, shall obtain consent to the pro-ration from the affected association.

Section 6. Joint Membership. The Board of Trustees is authorized to enter into agreements with other bar associations on a divided dues basis by which joint membership may be encouraged.

## **ARTICLE III. MEETINGS**

Section 1. Annual Meeting. The annual meeting of the membership of the Association shall be held at a place and on a date to be selected by the Board of Trustees. Unless

otherwise selected, the annual meeting shall be held on the second Wednesday of June of each year, the place and hour to be designated by the Board of Trustees.

Section 2. Special Meetings. Special meetings of the Association may be called by the President or by the Board of Trustees. The Secretary of the Association shall call a special meeting upon receipt of a written request of 15 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. No business shall be transacted except for the purpose specified in the notice of the special meeting, which may include additional business as may be determined by the Board of Trustees and stated in the notice of the special meeting.

Section 3. Notice. Notice of the time and place of the annual meeting or any special meeting, and the purpose of any special meeting, shall be given to each member in the form of a record at least ten (10) days and no more than fifty (50) days in advance. Notice of any membership meeting may be provided through an official publication of the Association if such publication is delivered to members within the time established in this section.

Section 4. Quorum. At all meetings of the membership, fifty (50) members, appearing in person or represented by proxy, shall constitute a quorum for the transaction of business.

Section 5. Order of Business. The order of business at all meetings of the members shall be determined by the Board of Trustees.

Section 6. Proxies. A member may vote in person or by proxy. A proxy shall be in the form of a record and delivered to the Secretary of the Association by any means permitted under the Washington Nonprofit Corporation Act (the "Act"). A proxy must be delivered to the Secretary before or at the time of the meeting for which it is to be effective.

#### **ARTICLE IV. BOARD OF TRUSTEES**

Section 1. Board of Trustees - Generally. The management of the Association shall be vested in a board of seventeen (17) trustees.

Section 2. Qualifications of Trustees. All trustees of the Association must be regular members of the Association. Members of other classes are not eligible to be trustees. The trustees shall be as set forth in the following sections.

Section 2.1. Ex Officio Trustees (5). The President, both Vice Presidents, the Secretary, and the Treasurer shall serve as trustees by virtue of their offices.

Section 2.2. Previous Secretaries (2). The two (2) individuals who served as Secretary during the previous two (2) years shall serve as trustees by virtue of their previous tenure as Secretary.

Section 2.3. At-Large Trustees (10). There shall be ten (10) trustees (“At-Large Trustees”) elected from among the regular members. Each At-Large Trustee shall be elected by the membership in the manner provided in Article VI and shall serve for a term of three (3) years. No person shall serve as an officer and as an At-Large Trustee at the same time.

Section 3. Vacancies. The Board of Trustees shall have power to fill all vacancies on the Board for the remaining term of the position vacated.

Section 4. Regular Meetings. The Board of Trustees shall have regular meetings, to be held at least ten (10) times annually. The schedule shall be set by the President and provided to each Trustee in the form of a record.

Section 5. Special Meetings. A special meeting of the Board of Trustees may be called at any time by the President, or in the absence of the President, by either Vice President, or by three (3) members of the Board of Trustees.

Section 6. Notice of Special Meetings. The President, the Secretary, or the designee of either officer shall give each trustee at least twenty-four (24) hours’ notice of the time, place and purpose of a special meeting by electronic transmission, by facsimile, telephonically, by mail or personally.

Section 7. Quorum. At all meetings of the Board of Trustees, a majority of the trustees then in office 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.

Section 8. Positions by Board of Trustees. In determining whether or not to take a position on a particular public issue, the Board of Trustees shall be guided by the following principles:

- (a) The Board must determine that the issue is one of concern to lawyers and that the position of the Association on the matter would be useful and significant.
- (b) 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 the Board finds appropriate and practical under the circumstances.

Section 9. Records of Proceedings. The Secretary shall be responsible for keeping a record of the proceedings of the Board of Trustees, which shall be available for inspection at the office of the Association.

Section 10. Attendance at Board Meetings. If any Trustee misses three regularly scheduled meetings of the Board of Trustees out of six consecutive meetings, the Board, by majority vote, after notice and opportunity to be heard has been provided, may remove the Trustee by a vote of the majority of the trustees present at a meeting at which a quorum is present.

Section 11. Action Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the Board of Trustees, or any committee with any authority of the Board of Trustees, may be taken without a meeting if a consent in the form of a record setting forth the action taken is executed by all of the Trustees entitled to vote with respect to the action. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

Section 12. Organization of Other Corporations. The Board of Trustees may cause to be organized profit or non-profit corporations or limited liability companies to carry out any purpose which the Association is authorized to fulfill, provided that the organization and operation of such corporations or limited liability companies is consistent with the Association's status as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any successor provision.

## **ARTICLE V. OFFICERS**

Section 1. Officers - Generally. The officers of the Association shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer

Section 2. Term.

Section 2.1. President and Vice Presidents. The President, First Vice President, and Second Vice President shall serve for a term of one (1) year expiring June 30 of the year succeeding the one in which they were elected.

Section 2.2. Treasurer. The Treasurer shall serve for a term of two (2) years expiring June 30 of each odd-numbered year.

Section 2.3. Secretary. The Secretary shall serve a term of one (1) year as Secretary expiring June 30 of the year succeeding the one in which he or she was elected. After completing his or her term as Secretary, he or she shall then serve as a Trustee for a term of two (2) years, expiring June 30 of the second year after his or her term as Secretary ended.

Section 3. Vacancies. In the event a vacancy occurs in the office of President, the First Vice President shall succeed to the office, or if the First Vice President is unwilling or unable to serve, the Second Vice President shall succeed to the office. All other vacancies shall be filled by appointment by the Board of Trustees, and all officers filling such vacancies shall serve until the next election for the office.

Section 4. President. 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.

Section 5. First Vice President. The First Vice President 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.

Section 6. Second Vice President. The Second Vice-President shall act as President in the absence of the President and the First Vice President and shall perform such other duties as may be assigned by the President or the Board of Trustees.

Section 7. Secretary. The Secretary shall keep, or cause to be kept, minutes of all meetings of the Board of Trustees and the membership. Minutes shall be made available to the membership. The Secretary shall perform such other duties as may be assigned by the President or the Board.

Section 8. Treasurer. Subject to Article VIII, the Treasurer shall have final responsibility for the receipt, deposit, disbursement, or investment of all funds of the Association. The Treasurer shall cause Association funds to be deposited or invested in a manner and pursuant to the policies approved by the Board of Trustees; provided, however, the Treasurer of any section or division shall be responsible for the receipt, deposit, disbursement or investment of funds of any section or division established under Article VII, Section 2, to the extent, and according to the policies approved by the Board of Trustees. The Treasurer shall submit to the Board of Trustees at least quarterly a report of monies received and expended, amounts due the Association and an estimate of the resources and expenditures for the ensuing year. The accounts of the Association shall be reviewed or audited annually by a certified public accountant at the expense of the Association.

Section 9. Executive Director. The Board of Trustees may hire and assign duties to an Executive Director of the Association. The Executive Director shall be responsible for the day-to-day management of the Association and shall have the power, subject to the oversight of the Board of Trustees, to hire and dismiss other employees and agents of the Association, to determine compensation for such employees and agents, and to establish policies and procedures applying to such employees and agents. The Executive Director shall be assigned other duties and given such compensation as the Board of Trustees may determine in its discretion and shall serve at the pleasure of the Board of Trustees, with due consideration to any contract entered into by the Executive Director and the Association, as approved by the Board of Trustees.

## **ARTICLE VI. ELECTION OF OFFICERS AND TRUSTEES**

Section 1. Voting for At-Large Offices. The President, First Vice President, Second Vice President, Secretary, and Treasurer shall be elected by the membership at large.

Section 2. Voting by Districts. The remaining ten (10) trustees eligible for election shall be elected as described in this Section. For purposes of electing trustees, King County is divided into three Districts, based on ZIP codes. The Districts are fully described in Appendix A to these by-laws:

Section 2.1 South District (1). One (1) trustee shall be elected by those members whose office addresses are in the South District.

Section 2.2. East District (2). Two (2) trustees shall be elected by those members whose office addresses are in the East District.

Section 2.3. Central District. The remaining trustees shall be elected by those members whose office addresses are in the Central District, except as provided in Article VI, Section 1.

Section 2.4. Offices Outside King County. If a member does not have an office address or an office address in King County, the member will vote in the District in which his or her residence address is located, or, if not residing in King County, the member will vote in the Central District.

Section 3. Periodic Reallocation. Periodically, but not less than every ten years, the Board shall examine the geographic distribution of members in King County (according to their business addresses) and the Board shall adjust the number of Board seats allocated to each district, if necessary, in order to ensure a reasonable correlation (in the Board's discretion) between the number of Board seats allocated to each District and the actual distribution of members in King County. In no event, however, shall the foregoing reallocation shorten or terminate the term of any sitting trustee. No less than one Board seat per District shall be allocated.

Section 4. Nomination by Leadership Development & Nominations Committee. There shall be a standing committee of the Association called the Leadership Development & Nominations Committee, which shall consist of nine members. The President, with Board approval, on or before August 1 of each year, shall appoint three members of the Association to three year terms on the Leadership Development & Nominations Committee. The purpose of this committee is to nominate candidates for the offices of President, First Vice-President, Second Vice-President, Secretary, and Treasurer, in odd numbered years, and for the trustees' offices which will be open. It shall be the duty of this committee to nominate from the regular members of the Association one or more candidates to be voted on for each office, including trustees. The committee shall select candidates for the trustee positions from the District in which they vote, as defined in Section 1 of this Article VI. The committee shall nominate for the office of President only the incumbent First Vice President, and for the office of First Vice President only the incumbent Second Vice President.

The Leadership Development & Nominations Committee shall report the names of the nominees to the Board of Trustees not later than March 1 each year.

Section 5. Approval of Nominations. The Leadership Development & Nominations Committee shall present its report of proposed nominees for office to the Board for approval. Until such time as the board approves the report, no individual proposed by the committee shall be deemed nominated for office. Upon approval by the Board the proposed nominees shall be nominated for office. If the Board declines to approve a proposed nominee, then the Board may either 1) request that the Committee provide another nomination or 2) nominate a candidate.



Nothing in this section shall prevent any additional nominations pursuant to Section 6 of this Article.

The Secretary shall post a copy of the approved nominees in a conspicuous place at the office of the Association and on the Association's website, together with information regarding the method of election, the procedure for nominating by petition, and the time and place of announcing the results.

Section 6. Other Nominations. Additional nominations of regular members may be made by a date determined by the Board of Trustees, but not later than April 10, by a petition executed by 15 members of the Association and filed with the Secretary. The Board shall not have power to reject any nomination made pursuant to this Section.

Section 7. Deemed and Contested Elections. If there is a single nominee for any officer or trustee position, then such nominee shall be deemed elected as of April 20, and a membership vote with respect to such nominee shall not take place. If there is more than one nominee for any officer or trustee position, then the election for that position is a "Contested Election."

Section 8. Report to Regular Membership. In the event of a contested election, a report shall be delivered to regular members on or before April 20. The report to regular members shall contain with respect to each nominee, whether nominated by the committee or otherwise, and whether in a Contested Election or not, the nominee's year of admission to practice in Washington and a statement of the nominee's relevant professional activities.

Section 9. Ballots for Contested Election. If there is a Contested Election for one or more positions, then a ballot in the form of a record containing the names of all nominees for positions having Contested Elections shall be delivered on or before April 20 to each regular member together with the report described in Section 8 of this Article. All members may vote for each officer position which has a Contested Election. Members may only vote for trustee positions in their district. Each ballot must contain electronic mail and physical addresses to which the competed ballot may be transmitted.

Section 10. Delivery of Report and Ballot. The report described in Section 8 of this Article, and, if applicable, the ballot described in Section 9, shall be delivered to each member:

- (a) by electronic transmission, if (1) the member has provided a valid electronic mail address to the Association for the purpose of voting in membership elections, and (2) the Association has not experienced two consecutive delivery failures to such address; or
- (b) otherwise, by first-class mail.

Section 11. Return of Ballots. Members may return ballots to the Association either by electronic transmission or by mail, regardless of the method by which the Association transmitted the ballot to the member.

Section 11.1. Electronic Return. To be valid, ballots returned by electronic transmission must include sufficient information to determine the identity of the member returning the ballot.

Section 11.2. Mail Return. Ballots returned by mail must be returned in an envelope marked "Ballot," which is signed by the member and includes the member's name and address. No ballot received after the start of the canvass of ballots shall be counted. Only ballots returned in accordance with ballot instructions shall be counted.

Section 12. Certification of Election. The President and Secretary shall canvass electronic and paper ballots at the office of the Association on the third business day in May. On completion of the canvass, the President and Secretary shall certify the results for immediate publication on the Association's website and in an Association publication.

Section 13. Election Results.

Section 13.1. Officers. If there are two candidates for one officer position, the candidate receiving the highest number of votes shall be declared elected. If there are more than two candidates for one officer position, a candidate receiving more than 50% of the total votes cast for that office shall be declared elected. If there are more than two candidates for one officer position and no candidate receives more than 50% of the total votes cast for that office, then the two candidates receiving the highest number of votes shall participate in a run-off election.

Section 13.2. Trustees. In the election of trustees, the candidate or candidates receiving the highest number of votes in each district shall be declared elected to the district's position or positions being filled by that election.

Section 13.3. Tie Votes. In the election of both officers and trustees, in the event of a tie vote which precludes the completion of an election, those candidates with the same number of votes shall participate in a coin toss to determine the winner.

Section 14. Business Days. If any date specified in this Article VI falls on a weekend or legal holiday, the next business day shall be substituted in lieu thereof.

## **ARTICLE VII. COMMITTEES, SECTIONS, AND YOUNG LAWYERS DIVISION**

Section 1. Committees.

Section 1.1 Designation and Appointment. The President may designate, appoint chairpersons and members to, and remove chairpersons and members of such standing committees, special committees and task forces ("Committees" herein) as may be deemed necessary by the Board of Trustees for the conduct of the affairs of the Association. Committees

shall function in accordance with the directions of the Board of Trustees. They shall perform such duties and provide such reports as and when required by the Board of Trustees.

Section 1.2. Delegation of Board Authority. The Board of Trustees may delegate authority to a committee by resolution. No committee, regardless of composition or method of appointment, shall have the authority to:

- (a) amend the Association's Articles of Incorporation;
- (b) amend, alter, or repeal these by-laws;
- (c) elect, appoint, or remove any Trustee or officer of the Association or member of a committee;
- (d) adopt a plan of merger or consolidation with another corporation;
- (e) adopt a plan of distribution or authorize the sale, lease, or exchange of substantially all of the Association's assets not in the normal course of business;  
or
- (f) authorize the voluntary dissolution of the Association or revoke proceedings therefor.

Section 1.3. Executive Committee. The Association shall have an Executive Committee consisting of the President, both Vice Presidents, the Secretary, and the Treasurer. The President shall serve as the chair of the Executive Committee. The committee shall have such duties as assigned by the Board of Trustees.

Section 2. Sections. The Board of Trustees may authorize the establishment or discontinuance of sections in order to accomplish the following purposes:

- (1) The self-education of the participating lawyers in areas of particular interest to the lawyer;
- (2) The increase in competence of the Bar as a whole;
- (3) The encouragement of interchange and sharing of knowledge and experience among members as a whole;
- (4) The improvement of the laws and administration of justice.

Subject to the ultimate authority of the Board of Trustees, each section may adopt rules for its management. The Board of Trustees may provide for and collect dues paid by members of the sections as a condition for membership.

Each section shall be conducted primarily as a study group, with authority to make recommendations within the areas of study undertaken. Implementation of recommendations shall require approval by the Board of Trustees.

Sections shall provide reports as and when required by the Board of Trustees.

Section 3. Young Lawyers Division. A Young Lawyers Division (“YLD” herein) of the Association is established to serve those members of the Association who are under the age of 36 or who have been in practice for less than five years (“young lawyers” herein). The purposes of the YLD shall be to further the objectives of the Association, to stimulate the interest of young lawyers and law students in the activities of the Association, to conduct programs of interest and value to young lawyers and law students, to serve as an organization through which young lawyers and law students may work to solve problems related to law and the legal profession, to serve as spokespersons for young lawyers collectively to both the Association and the public, to deliver law-related services to the general public, including community education and information and referral services, with a primary focus on helping people who have traditionally been underserved by the legal profession, and to further such other purposes as may be mutually beneficial to the Division's members.

The YLD shall adopt rules for its management, subject to the ultimate authority of the Board of Trustees. The YLD may provide for a membership fee to be paid by members of the Division as a condition for membership.

The YLD shall regularly provide reports of its activities to the Board of Trustees

Section 4. Communications. No committee, section, or division of the Association may communicate a public position on any issue without approval by the Board of Trustees, unless authority to communicate public positions on certain matters has been granted by the board. If the Board of Trustees declines to approve or disapprove the position and has not granted authority to a section or division to communicate public positions on the Board’s behalf, and unless the Board expressly directs otherwise, then the section or division may communicate the position as a position of the section or division but shall also include a prominent notice that the Association has declined to approve or disapprove, as the case may be, the position taken by the section or division.

## **ARTICLE VIII. FISCAL YEAR, BUDGET, AND EXPENSES**

Section 1. Fiscal Year. The Board of Trustees may by resolution set or change the fiscal year of the Association.

Section 2. Budget - Generally. Except as provided in Article V, Section 8, the Board of Trustees shall have sole authority to approve the Association’s budget for officer, committee, section, division or other expenses to be paid during each fiscal year.

Section 3. Appropriations Outside of Budget. The Association may not appropriate funds outside of the annual budget 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.

Section 4. Check Signing. The Board of Trustees may by resolution make provision for the signing and countersigning of checks and notes. Unless the resolution provides otherwise, checks and notes shall be signed by any two officers.

Section 5. Unauthorized Liabilities. Any liability incurred by any officer, division, section or committee of the Association in excess of the appropriation authorized by the Board of Trustees, or any other duly constituted governing body shall be the personal liability of the person or persons responsible for incurring or authorizing the same, to the maximum extent permitted under Washington state law. If multiple persons are responsible for such liability, they shall be jointly and severally liable.

## **ARTICLE IX. INDEMNIFICATION**

Section 1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any actual or threatened action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “proceeding”), by reason of the fact that he or she is or was a trustee or officer of the Association or, being or having been such a trustee or officer, he or she is or was serving at the request of the Association as a trustee, officer, employee, or agent or another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (an “indemnatee”), whether the basis of a proceeding is alleged action in an official capacity as a trustee, officer, employee or agent or in any other capacity while serving as a trustee, officer, employee or agent, shall be indemnified and held harmless by Association to the full extent permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability, and loss (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such indemnatee in connection therewith and such indemnification shall continue as to an indemnatee who has ceased to be trustee, officer, employee, or agent and shall inure to the benefit of the indemnatee’s heirs, executors, and administrators; provided, however, no indemnification shall be provided to any such indemnatee if the corporation is prohibited by the provisions of the Washington Nonprofit Corporation Act or other applicable law as then in effect from paying such indemnification and provided, further, that except as provided in Section 2 of this Article IX with respect to proceedings seeking to enforce rights to indemnification, the Association shall indemnify such indemnatee in connection with a proceeding (or part thereof) initiated by such indemnatee only if a proceeding (or part hereof) was authorized by the Board of Trustees of the Association. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Association the expenses incurred in defending any proceeding in advance of its final disposition (an “advancement of expenses”). Any advancement of expenses shall be made only upon delivery to the Association of an undertaking (an “undertaking”), by or on behalf of such indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no

further right to appeal, that such indemnitee is not entitled to be indemnified for such expenses under this Section 1 and (a) upon delivery to the corporation of a written affirmation (an “affirmation”) by the indemnitee of his or her good faith belief that such indemnitee has met the standard of conduct necessary for indemnification by the Association pursuant to this Article IX or (b) upon such determination (a “determination”) as may be permitted or required by the Washington Nonprofit Corporation Act or other applicable law.

Section 2. Right of Indemnitee to Bring Suit. If a claim under Section 1 of this Article IX is not paid in full by the Association within sixty days after a written claim has been received by the Association, except in the case of a claim for advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim. To the extent the indemnitee is successful in whole or in part, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. The indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for an advancement of expenses, where the required undertaking has been tendered to the Association) and thereafter the Association shall have the burden of proof to overcome the presumption that the indemnitee is so entitled. Neither the failure of the Association (including its Board of Trustees, independent legal counsel, or its members) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances nor an actual determination by the Association (including the Board of Trustees, independent legal counsel, or the members) that the indemnitee is not entitled to indemnification shall be a defense to the action or create a presumption that the claimant is not so entitled.

Section 3. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right in which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation or Bylaws of the Association, general or specific action of the Board of Trustees or members or disinterested trustees, contract or otherwise.

Section 4. Insurance, Contracts and Funding. The Association may maintain insurance, at its expense, to protect itself and any trustee, officer, employee, or agent of the corporation or another corporation, partnership, joint venture, trust, or other enterprise 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 IX 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 IX.

Section 5. Indemnification of Employees and Agents of the Corporation. The Association may, by action of its Board of Trustees from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of

the Association with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of trustees and officers of the corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

#### **ARTICLE X. AMERICAN BAR ASSOCIATION DELEGATE**

Section 1. Selection and Term. The King County Bar Association Delegate to the American Bar Association shall be a member in good standing of the Association and of the American Bar Association and shall be appointed by the Board of Trustees biennially in even numbered years to a term beginning with the adjournment of the next annual meeting of the American Bar Association following the appointment and continuing until the adjournment of the second annual meeting thereafter of said American Bar Association and until the delegate's successor shall be duly appointed and qualify. The delegate may be reappointed by the Board for one additional term. In the event of the resignation, disqualification or death of a delegate, the Board shall designate a successor to serve for the balance of the unexpired term.

#### **ARTICLE XI. NOTICES, CONSENTS, DEMANDS OR WAIVERS**

Except as may otherwise be required by law, any notice to any member or trustee, or any consent, demand or waiver may be delivered personally or by mail, fax or electronic transmission. If mailed, the notice, consent, demand or waiver 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. If pursuant to RCW 24.03.009, a member or trustee has consented to receipt of notice by electronic transmission, any notice to that member or trustee may be delivered by electronic transmission. A notice, consent, demand or waiver provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

#### **ARTICLE XII. AMENDMENTS**

These Bylaws may be amended at the annual or any special meeting of the Association at which a quorum of the membership is present in person or by proxy, but only by a vote of two-thirds of those present in person or by proxy, and provided that ten (10) days' notice of the amendment shall first have been given to the membership in the Bar Bulletin of the Association or by any other manner or by any other means permitted under the Act. If such notice is given to the membership in the Bar Bulletin, it shall set forth the proposed amendment(s). In addition, the notice of the meeting, along with the proposed amendment(s), shall be posted on the Association's website and shall be sent to the members by electronic transmission in accordance with Article XI of these Bylaws.

### **ARTICLE XIII. ENACTMENT**

These amended Bylaws shall be effective immediately following their approval by the membership of the Association, at a meeting of the Association, said meeting to be held and said vote to be taken in accordance with the requirements of the existing Bylaws with regard to effecting amendments to the Bylaws.

Amendments adopted by the Board of Trustees on March 9, 1988.

Amendments adopted by the Membership on April 14, 1988.

Amendments adopted by the Membership on July 24, 1990

Amendments adopted by the Membership on March 22, 1993

Amendments adopted by the Membership on June 24, 1999.

Amendments adopted by the Membership on June 26, 2003.

Amendments adopted by the Membership on March 6, 2008.

Amendments adopted by the Membership on October 18, 2011.

Amendments adopted by the Membership on May 5, 2016.



**APPENDIX A  
TO  
BYLAWS  
OF THE  
KING COUNTY BAR ASSOCIATION**

**DISTRICT BOUNDARIES**

The Districts include the following ZIP codes:

<b>South</b>	<b>East</b>	<b>Central</b>
98001	98004	98101
98002	98005	98102
98003	98006	98103
98010	98007	98104
98022	98008	98105
98023	98009	98106
98025	98011	98107
98030	98014	98108
98031	98015	98109
98032	98019	98112
98035	98024	98115
98038	98027	98116
98042	98028	98117
98047	98029	98118
98055	98033	98119
98056	98034	98121
98057	98039	98122
98058	98040	98124
98059	98041	98125
98062	98045	98126
98063	98050	98133
98064	98052	98134
98070	98053	98136
98071	98065	98144
98092	98072	98145
98093	98074	98154
98138	98077	98155
98146	98083	98160
98148	98224	98164
98158	98288	98177
98166		98181
98168		98185
98178		98191
98188		98195
98198		98199
98354		

The Districts are defined by ZIP codes. For reference only, the Districts include the following incorporated areas. In the event of a conflict between the list of incorporated areas and the list of ZIP codes, the list of ZIP codes controls.

South

Algona, Auburn, Black Diamond, Burien, Covington, Des Moines, Enumclaw, Federal Way, Kent, Milton, Maple Valley, Newcastle, Normandy Park, Pacific, Renton, SeaTac, and Tukwila.

East

Beaux Arts, Bellevue, Bothell, Carnation, Clyde Hill, Duvall, Hunts Point, Issaquah, Kenmore, Kirkland, Medina, Mercer Island, North Bend, Redmond, Sammamish, Skykomish, Snoqualmie, Woodinville, and Yarrow Point.

Central

Lake Forest Park, Seattle\*, and Shoreline.

\*Two very small portions of southern Seattle falling within ZIP codes 98146 and 98178 are in the South District.