

**RESTATED ARTICLES OF INCORPORATION  
WASHINGTON STATE ASSOCIATION FOR JUSTICE**

**ARTICLE I - NAME**

The name of this corporation shall be WASHINGTON STATE ASSOCIATION FOR JUSTICE.

**ARTICLE II - PERIOD OF DURATION**

The period of duration of this Association shall be perpetual.

**ARTICLE III - PURPOSES AND POWERS**

The purpose of the Washington State Association for Justice (hereafter referred to as “the Association” or “WSAJ”) shall be to promote the civil justice system, protect the legal rights of the individual, defend the constitutional right to trial by jury, and serve the membership of this Association. The Association is organized exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

Subject to limitations and conditions prescribed by law, or in the Association’s Bylaws, the Association shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Association’s purposes.

**ARTICLE IV - LIMITATIONS**

Notwithstanding any other provisions of these Articles, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal and state income taxes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

The Association shall not endorse any candidate or any political party, and no member shall make any statement or declaration that the Association has made any such endorsement.

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members or Directors, except that the Association is empowered to make payments for services rendered in furtherance of its purposes.

## **ARTICLE V - MEMBERSHIP**

The Association shall have members. The qualifications of members, the application process, the assessment of dues, and the rights and privileges of members shall be set forth in the Bylaws.

## **ARTICLE VI - DISSOLUTION**

In the event of the dissolution of the Association, all funds or other assets held by the Association shall be distributed to the University of Washington School of Law, the Gonzaga University School of Law, the Seattle University School of Law, or to any other educational institution, or to any other tax exempt organization as defined by Section 501(c)(3) of the Internal Revenue Code of 1986 or any succeeding amendments in effect at the time of dissolution, as approved by the Board of Governors.

Any plan providing for distribution of the assets of the Association upon dissolution shall be adopted by the Association in conformance with and pursuant to the provisions of the nonprofit corporation laws of the state of Washington. No funds or assets held by the Association either during its operation or upon dissolution or thereafter shall inure to the benefit of any Member, officer or Director of the Association.

## **ARTICLE VII - MEETINGS**

Annual meetings of the Association shall be held at such place and time as designated by the Board of Governors each year, as provided by the Bylaws. Special meetings may be held as provided by the Bylaws.

## **ARTICLE VIII - BOARD OF GOVERNORS**

The active management of the Association shall be vested in the Directors which shall collectively be known as the Board of Governors. The powers, duties, qualifications, terms of office, manner of election and process for removal of Directors shall be set forth in the Bylaws.

## **ARTICLE IX - LIABILITY AND INDEMNIFICATION**

A Director shall have no liability to the Association or its Members for monetary damages for conduct as a Director, except for acts or omissions that involve intentional misconduct or knowing violation of law by the Director. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Association existing at the time of such repeal or modification for or with respect to an act or omission of such Director occurring prior to such repeal or modification.

The Association shall indemnify its Directors and officers against all liability, damage, or expense resulting from the fact that such person is or was a Director of the Association, or a fiduciary with respect to any employee benefit plan sponsored by the Association, to

the maximum extent and under all circumstances permitted by law. Any repeal or amendment of this Article shall not adversely affect any right or protection of an individual arising prior to such repeal or amendment.

## **ARTICLE X - AMENDMENT**

The Association may amend, alter, change or repeal any provision contained in these Articles in the manner now prescribed by the non-profit corporation laws of the state of Washington.

## **ARTICLE XI - BYLAWS**

The Board of Governors may adopt Bylaws of the Association so long as they are not inconsistent with the provisions of these Articles. The authority to adopt, alter or repeal Bylaws is vested in the Board of Governors.

## **BYLAWS OF THE WASHINGTON STATE ASSOCIATION FOR JUSTICE**

### **ARTICLE I – PURPOSE**

1. The purpose of the Washington State Association for Justice (hereafter referred to as “the Association” or “WSAJ”) shall be to promote the civil justice system, protect the legal rights of the individual, defend the constitutional right to trial by jury, and serve the membership of this Association.
2. The mission of the Association is to stand up in the courtroom and the halls of government for real people; to defend the Constitutional rights of the individual, including the right to have one’s day in court; to hold corporate and other powerful interests accountable; and to be a community creating and sharing resources to secure justice.

### **ARTICLE II – BOARD OF GOVERNORS**

1. **Authority.** The Board of Governors (hereafter referred to as “BOG”) is the governing body of the Association. Subject to these Bylaws, the BOG has the full and complete power and authority to transact business and conduct the affairs of the Association. The BOG may delegate its authority to the Executive Committee or Executive Director to the extent permitted by Washington law.
2. **Responsibility.** The Board of Governors is responsible for the management and administration of the Association. The BOG determines the policies and budget of the Association and is responsible for the selection and removal of the Executive Director. The BOG shall keep a record of its proceedings and report to the Members at the annual meeting.

- 3. Number.** The Board of Governors shall consist of not less than thirty-five and not more than forty-five Members of the Association, who shall be referred to as Directors. The number of Directors may be changed by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any Incumbent Director.
- 4. Qualifications.** Each Director shall be an EAGLE Member of the Association in good standing. The BOG shall consist of the Directors listed in this section, including individuals who serve as Officers and Directors.

  - a. President.** The President shall chair and set the agenda for BOG meetings and all meetings of the Members. The President shall call special meetings of the BOG when he or she deems it necessary, or when requested to do so by no fewer than fifteen percent of the BOG. The President shall appoint all members of standing and special committees and taskforces. The President is the chief spokesperson for the Association.
  - b. President – Elect.** The President-Elect shall preside at meetings in the event of the temporary absence of the President. The President-Elect shall automatically succeed to the office of President at the end of the President’s term, or in the event the President is no longer able or willing to serve.
  - c. Secretary.** The Secretary shall ensure that records are kept of the minutes of the proceedings of meetings of the BOG and meetings of the Members. The Secretary shall ensure that records and the register of Members are maintained.
  - d. Treasurer.** The Treasurer shall ensure that the Association’s financial records are maintained, periodic financial reports to the BOG are made, the annual financial report to the Members is made, and shall coordinate the preparation of the annual budget. The Treasurer shall serve as chair of the Finance Committee.
  - e. Immediate Past President.** The Immediate Past President shall chair the Past Presidents’ Council.
  - f. Vice President East and Vice President West.** The Vice President East shall be a resident east of the Cascade Mountains and the Vice President West shall be a resident west of the Cascade Mountains. Each shall perform such duties as delegated by the President. The First Vice President shall be that individual who resides on the side of the Cascade Mountains on which the President resides and shall act in the place of the President when the President and President-Elect are absent. The Second Vice President shall be that individual elected who resides on the opposite

side of the Cascade Mountains. If the First Vice President is also absent, the Second Vice President shall act in place of the President.

- g. Continuing Legal Education Committee First Vice President and Second Vice President.** The Continuing Legal Education (CLE) Vice Presidents shall oversee the continuing legal education program in coordination with professional staff.
  - h. Legislative Steering Committee First Vice President and Second Vice President.** The Legislative Vice Presidents shall oversee the legislative program and Legislative Steering Committee in coordination with professional staff.
  - i. Judicial Relations Committee First Vice President and Second Vice President.** The Judicial Vice Presidents shall oversee judicial relations functions in coordination with professional staff.
  - j. Public Affairs Committee First Vice President and Second Vice President.** The Public Affairs Vice Presidents shall oversee public relations and education projects in coordination with professional staff.
  - k. Membership Committee First Vice President and Second Vice President.** The Membership Vice Presidents shall oversee membership development and membership services projects in coordination with professional staff.
  - l. Editor-in-Chief.** The Editor-in-Chief of the *Trial News* shall serve as a Director and shall oversee the production of the *Trial News* in coordination with professional staff.
  - m. Congressional District Directors.** For each Congressional District within the State of Washington, one Director shall serve who resides in or has a primary business address in that Congressional District.
  - n. AAJ Board Representatives.** Two Members of the Board of Governors of the American Association for Justice who reside in Washington State shall serve on the Association BOG.
  - o. At-Large Directors.** No less than five and no more than fifteen Members shall serve as At-Large Directors.
- 5. Term of Office.** Each Director shall be elected for a one-year term at the annual meeting of the Members. Unless a Director dies, resigns, or is removed from office, the Director shall hold office until the next annual meeting of the Members.

- 6. Nominations.** The Nominating Committee shall consist of the President and one Member appointed by the President, the President-Elect and two Members appointed by the President-Elect, and the Immediate Past President and one Member appointed by the Immediate Past President. Not less than 80 days before the annual meeting of the Members, the Nominating Committee shall meet and nominate one candidate for each Director position and each Officer position to serve for the succeeding year, and those nominees shall be added to the ballot. A candidate shall also be added to the ballot if a nomination signed by at least ten Voting Members is received no later than 30 days before the annual meeting. The Nominating Committee shall consider the Association's commitment to geographic, practice area, gender, and ethnic diversity in nominating Director candidates. No less than 25% of the Directors nominated shall work or reside in counties other than King, Pierce and Snohomish.
- 7. Notification of Nominations.** The Nominating Committee shall notify the BOG in writing of the list of candidates not less than 80 days before the annual meeting of the Members. Not less than 75 days before the annual meeting, the President shall provide the list of candidates for Director proposed by the Nominating Committee to each Voting Member.
- 8. Election of Directors.** The Directors shall be elected by a majority vote of the Voting Members present at the annual meeting of the Members, except that the President-Elect shall assume the office of President and the President shall assume the office of Immediate Past President. Nominees for Director who are unopposed may be considered together as a slate and shall be adopted by majority vote. For Director positions for which more than one candidate has been nominated, a separate vote shall be cast for that position. Proxy voting shall not be allowed.
- 9. Resignation.** Any Director may resign at any time by notifying the BOG in writing.
- 10. Removal by Board of Governors.** A Director may be removed from office in the event the Director no longer meets the qualifications for the Director position held or violates the principles of the Association as contained in these Bylaws or misses two consecutive BOG meetings without good cause. The BOG shall meet and determine whether good cause for removal exists. If good cause is found, the BOG shall notify the Director in writing (or by electronic means) and the Director shall have an opportunity to be heard by the BOG before the BOG votes on removal. A two-thirds vote of the BOG serving at the time of the vote is required to remove a Director.
- 11. Removal by Membership.** A Director may be removed from office by a two-thirds vote of Voting Members of the Association, present and voting at a membership meeting called for the purpose of removal of Directors.

- 12. Vacancy.** If a Director voluntarily resigns or is removed from office, the vacancy shall remain open until the next year and filled as directed under Section II, Article 6.

### **ARTICLE III – MEMBERSHIP**

- 1. Classes of Membership.** The Association shall have the following classes of membership: Plaintiff Attorney Members, EAGLE Members, EAGLE Legal Staff Members, Retired Members, Law Student Members, and Public Interest Members.
- 2. Membership Qualifications.** All Members shall be persons of good moral character who subscribe to the purposes of the Association and submit an application for membership.
  - a. Plaintiff Attorney Members.** A Plaintiff Attorney Member is an attorney licensed by and in good standing with the Washington State Bar Association, and who for the most part represents people who are injured, people whose constitutional rights are in jeopardy, or people who are accused in criminal proceedings, and whose practice is consistent with the purposes of the Association.
  - b. EAGLE Members.** An EAGLE Member is a Member who does no insurance defense, meets the requirements for a Plaintiff Attorney Member, and makes additional contributions to the Association as determined by the BOG.
  - c. EAGLE Legal Staff Members.** An EAGLE Legal Staff Member is a person employed by an EAGLE Member.
  - d. Retired Members.** A Retired Member is a person who was a Plaintiff Attorney Member or EAGLE Member who has retired from active practice.
  - e. Law Student Members.** A Law Student Member is a full-time student of an accredited law school, or a person registered for the Washington State Bar Association Rule 6 or Rule 9 Apprenticeship Programs.
  - f. Public Interest Members.** A Public Interest Member is a practicing attorney employed by a non-profit organization, who supports the purposes of the Association, and who does not represent the defense in civil cases.
  - g.** No attorney who for the most part represents the defense or who is a criminal prosecutor is eligible to become a Member.

### **3. Membership Voting Rights.**

- a. Voting Members.** Plaintiff Attorney Members, EAGLE Members, and Retired Members shall be Voting Members. Voting Members have the right to cast one vote on any matter coming before the membership. At an annual meeting, Voting Members have the right to cast one vote for each position to be elected.
- b. Non-Voting Members.** EAGLE Legal Staff Members, Law Student Members and Public Interest Members shall be Non-Voting Members, who have the right to attend and participate in annual meetings but shall have no voting rights.
- c.** A Member must be in good standing, with all dues, fees and other assessments paid in full, in order to attend and participate in the annual meeting and to exercise the right to vote.

**4. Membership Dues and Fees.** The BOG shall establish dues, fees and other assessments for all classes of membership. A Member who is in arrears in timely payment of dues may be suspended from access to the rights and benefits of membership.

**5. Revocation of Membership.** Membership may be revoked for a Member who no longer meets the qualifications for membership, or who violates the principles of the Association as contained in these Bylaws. A revocation of membership for violation of the Association's principles shall require a majority vote of the BOG. A Member notified of revocation shall have an opportunity to be heard by the Board of Governors, under procedures to be established by the BOG.

## **ARTICLE IV - EXECUTIVE COMMITTEE**

- 1. Authority.** The Executive Committee shall act to carry out the Association's policies as established by the Board of Governors, as set forth in these Bylaws.
- 2. Responsibility.** The responsibilities of the Executive Committee shall include the following:
  - a.** Development of a proposed annual budget for the Association, including any change in revenues, for the succeeding year in consultation with the Finance Committee to be presented to the BOG for action.
  - b.** Prepare and submit recommendations to the BOG regarding hiring, supervision, contract renewal, compensation and termination of the Executive Director.
  - c.** Providing support and guidance to the Association's Committees as needed.
  - d.** Providing support and guidance to the Association's professional staff as needed.

- e. Otherwise investigate and consult with the BOG as directed by the BOG.
  - f. Exercising all powers of the BOG when time is of the essence.
3. **Composition.** The Executive Committee shall consist of the following Officers and Directors:
- a. President
  - b. President-Elect
  - c. Treasurer
  - d. Vice President East
  - e. Vice President West
  - f. Legislative First Vice President
  - g. Membership First Vice President
  - h. Public Affairs First Vice President
  - i. Immediate Past President
  - j. Two Directors nominated and elected by the BOG by democratic process, including majority vote.

The Executive Committee composition shall reflect the Association's commitment to diversity in all categories, including geographic.

4. **Ex-Officio Members.** The President may appoint non-voting ex-officio Members of the Executive Committee.
5. **Procedures.**
- a. Before the Executive Committee exercises the powers of the BOG under Article IV, Section 2(f), the Executive Committee shall affirm (1) that time is of the essence by a vote of at least two-thirds of the voting members of the Executive Committee present at or participating in the meeting or voting by proxy; (2) that the significance of the matters at issue and the need for timely action reasonably require it to take such action; (3) there is no reasonably available alternative within the established systems and processes of the Association; and (4) the proposed action is consistent with the goals and purposes of the Association. Once the Executive Committee has determined that it should take action, it shall act by its majority.
  - b. The Executive Committee shall keep minutes and other records of its meetings and submit them to the BOG within seven days following a meeting of the Executive Committee.
  - c. Minutes and other records of the Executive Committee shall be made available to a Member by written request to the President.

## **ARTICLE V – COMMITTEES**

1. **Standing Committees.** The Association shall have the following standing committees: Continuing Legal Education (CLE), Diversity, Executive, Finance,

Judicial Relations, Legislative Steering, Membership, Nominations, and Public Affairs.

2. **Special Committees and Taskforces.** The President may establish special committees and taskforces as needed, with approval of the BOG and provided that such committees are not in conflict with these Bylaws.
3. **Committee Members.** All Members of Committees shall, except as otherwise provided in these Bylaws, be appointed by the President. The chair of each committee shall be appointed by the President or by the Nominations Committee as set forth above in Article II.
4. **Authority.** A Committee shall have only the authority delegated to it by the Board, and shall operate in accordance with these Bylaws, the Articles of Incorporation, and applicable Washington law.

## **ARTICLE VI – MEETINGS**

1. **Annual Meetings.** Annual meetings of the Association shall be held at such place and time as designated by the Board of Governors each year. Special meetings of the Members may be called by the President, or no fewer than fifteen percent of the BOG, by notice to all Members of the Association at least ten days in advance. Those Members in attendance shall constitute a quorum authorized to transact any business in accordance with these Bylaws.
2. **Board of Governors Meetings.** The Board of Governors shall meet at such time and place as shall be designated by the President. Notice of each meeting shall be provided not less than 10 days in advance of each meeting and shall contain, as far as practical, a statement of the business to be transacted at such meetings. Meetings may be conducted in-person, by telephone, or by other electronic means provided that each Director is able to communicate with other participants in the meeting. All those participating in-person or by telephone or other electronic means shall be considered “present” for purposes of these Bylaws. A majority of the Board of Governors holding office at the time of the meeting shall constitute a quorum.
3. **Committee Meetings.** Committees shall meet at such time and place as shall be designated by the chair of the Committee or the President of the Association. A majority of all members of a Committee shall constitute a quorum.
4. **Notice.** Notice given in the *Trial News* or other publications of the Association shall constitute the required written notice under these Bylaws. Notice may be given by electronic transmission if such Member has consented to receive such electronically transmitted communications.

5. **Waiver.** Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing or in an electronic transmission, executed by the person entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.
6. **Proxy Voting.** Voting by proxy shall be permitted at all meetings of the BOG but not for membership meetings.

## **ARTICLE VII - PROCEDURES**

1. **Books and Records.** The Association shall keep all books and records at its principal office. All books and records of the Association shall be open to inspection by any member of the Board of Governors with reasonable notice.
2. **Meeting Procedure.** At all meetings of the Association, Robert's Rules of Order, Newly Revised, shall be the rules of procedure, when not inconsistent with these Bylaws, the Articles of Incorporation, or any resolution of the Board of Governors.

## **ARTICLE VIII – STAFF LEADERSHIP**

1. **Executive Director.** The BOG shall hire an Executive Director who shall serve as chief executive officer of the Association. The terms and conditions of employment of the Executive Director shall be specified by the BOG.
2. **Authority.** The Executive Director shall manage and direct all activities of the Association, as prescribed by the BOG. The authority of the Executive Director shall be determined by the BOG and the Executive Director shall report to the BOG.

## **ARTICLE IX – ENDORSEMENTS**

1. **Candidates and Political Parties.** The Association shall not endorse any candidate or any political party, and no Member shall make any statement or declaration that the Association has made any such endorsement. The Members of this Association shall at all times be free to exercise their individual preference on all political issues and in support of candidates for public office.
2. **Ballot Measures.** The Association may publicly endorse or oppose a ballot measure by a vote of no fewer than eighty percent of BOG members present and voting. The BOG shall not consider a motion to publicly endorse or oppose a ballot measure without prior consultation with the Executive Committee,

Legislative Steering Committee, Executive Director, and Government Affairs Director. The BOG may adopt other procedures to govern the consideration of endorsements of ballot measures. This provision may be waived by the Executive Committee if it determines time is of the essence as outlined in Article IV, Section 5.

#### **ARTICLE X – AMENDMENTS**

1. These Bylaws may be amended, repealed or replaced at any time by a two-thirds vote of the Board of Governors present and voting.

Approved by the WSAJ Board of Governors on June 6, 2019.