

Articles of Incorporation

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. The purposes of this Association are: To uphold and defend the Constitution of the United States and the Constitution of the State of Washington, to advance the science of jurisprudence, to promote the administration of justice, to uphold the honor of the profession of law, to apply its knowledge and experience in the field of law to the promotion of the public good, to encourage professional and cordial relationships among the Members of the bar everywhere, and especially to advance the cause of those who are damaged in person or property, and who must seek redress therefore at law; to resist the constant efforts unduly to curtail the rights of such persons; to help injured persons enforce their legal rights through the courts or other tribunals in all fields of law; to help persons whose rights may be in jeopardy or accused of violating the law of the United States of America, the state of Washington, or any other state, territory or political subdivision of the United States of America; to publish law journals, newsletters and other written material for educational purposes, including continuing education of its Members, the judiciary, lawyers generally, and the public; to hold conventions, seminars, lectures, classes and meetings; to encourage the organization of branches and affiliates throughout the state of Washington in order to help carry out the objects of this Association; to create and develop library and office facilities; generally to encourage scholarships and increase proficiency among Members of the bar and in this Association specifically; to cooperate or affiliate with the American Trial Lawyers Association, or other professional associations, corporations or organizations.

ARTICLE IV MEMBERSHIP

Voting Members. All attorneys of good moral character, licensed by and in good standing with the Washington State Bar Association, who subscribe to and whose practice is consistent with the purposes of this Association and who in their personal injury practice for the most part represent the injured or who represent people whose constitutional or other legal rights are jeopardized or who represent persons who are the accused in criminal proceedings are eligible to become Voting Members and to hold office in this Association.

No attorneys who for the most part represents the defense in their personal injury practice or who is a criminal prosecutor shall be eligible to become a Voting Member.

Each Voting Member shall be entitled to all rights and privileges set forth in the By-Laws and these Articles of Incorporation. Each Voting Member shall be allowed one vote on all issues in all meetings of the Members of the Association. Only Voting Members may attend business meetings of the Association. Non-Voting Members. The Board of Governors may create non-voting categories of Members for persons of good moral character and who subscribe to the purposes of this Association, but who are not eligible to become Voting Members. Persons admitted as Members in such capacity shall be designated Associate Members.

Non-Voting Members shall be entitled to all rights and privileges set forth in the By-Laws and these Articles of Incorporation unless specifically reserved therein for Voting Members only.

DUES AND FEES. A further prerequisite to becoming a Member or to remain a maintaining Member of any category shall be payment of all initiation fees, assessments, general and special, regular and special dues, and all other fees as designated and set forth by the Board of Governors, or by the By-Laws of the Association. The Board of Governors or its duly appointed committee of at least three Voting Members shall have the power to review and approve or reject applicants for membership, but anyone rejected by the board or its committee has the right to appeal to the Voting Members, who shall make the final decision by

majority vote of Members present at a regular or duly called special meeting of the Voting Members of the Association.

All Members shall in a timely manner pay dues to the Association, or other fees or assessments in such amount and at such intervals as may be prescribed by the Board of Governors and/or the Voting Members. In the event of a conflict between the Board of Governors and the Voting Members, the latter shall control. Nonpayment in a timely manner of dues, fees or assessments shall be grounds for the immediate termination of membership of any Member.

ARTICLE V

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 Law School, the Gonzaga University Law School, 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 VI

MEETINGS. The Voting Members shall hold an annual business meeting once each calendar year and such special business meetings as may be determined by the Board of Governors at a time and place either within or without the state of Washington to be set by the Board of Governors as provided by the By-Laws. Only Voting Members may attend business meetings of the Association.

ARTICLE VII

BOARD OF GOVERNORS. The active management of the Association shall be vested in the Directors, not exceeding 50 in number, which shall collectively be known as the Board of Governors.

ARTICLE VIII

LIMITATION OF DIRECTORS' LIABILITY. 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.

INDEMNIFICATION. 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 IX

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 X

EXPULSION OF MEMBERS. Members may be expelled from membership if they shall be delinquent in their dues for more than the period of time set forth in the By-Laws unless the Board of Governors shall find sufficient cause to excuse the delinquency. Any Member of the Association who commits any act in violation of the principles expressed in these Articles may, upon a finding of such violation by the trial board, be expelled from Membership. Any Member so accused shall have an opportunity to be heard, to confront the accusers and to present such evidence in defense of the accusation as the Member can marshal.

The Member may be represented by counsel. The rules of evidence in effect in the courts of the state shall apply at such a proceeding. A record shall be made of the proceeding in the manner set forth in the By-Laws. The President shall appoint a trial board to try anyone so accused consisting of not less than five and no more than seven Members of this Association. The person accused may file an Affidavit of Prejudice against any or all Members of the trial board appointed by the President. The President shall be bound by such an Affidavit and shall appoint others to serve on such trial board. However, a Member so accused shall have a right to but one Affidavit of Prejudice. Any trial board so appointed shall elect its own chair who shall rule on all objections and on the admissibility of all evidence at such a hearing. The trial board shall make its findings of fact and conclusions within thirty (30) days after the hearing is concluded. Any Member expelled by a trial board shall have the right to appeal to the Board of Governors by transcribing to the Board of Governors within thirty (30) days of final action by the trial board, the record made in the trial board proceeding. The Board of Governors shall act on the appeal within sixty (60) days of receiving the transcript. The decision of the Board of Governors shall be based upon the vote of not less than nine (9) of its Members and the decision of a majority of those nine (9) Members shall be conclusive upon the Member and shall exhaust the Member's remedies. All evidence on charges and all findings in an expulsion proceeding, regardless of the outcome, shall be secret and shall not be divulged to anyone but Members of the Washington State Association for Justice.

ARTICLE XI

ENDORSEMENTS. 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.

Code of By-Laws

ARTICLE I

SECTION 1

DIRECTORS AND OFFICERS

Positions. The Association shall be governed by the Board of Governors, which shall be comprised of the following Members of the Association, each of whom shall be referred to as a Director, and collectively as the Board of Governors.

President. The President shall chair the Board of Governors, preside at all meetings of the Members, and have such further duties as may be delegated by the Board of Governors. The President shall call special meetings of the Board of Governors or the Members when the President deems it necessary, or when requested to do so by three members of the Board of Governors. The President shall appoint all standing and special committees. Only the President or the President's designee(s) is (are) authorized to speak on behalf of the Association on matters affecting public policy.

President-elect. The President-elect shall perform such duties as are delegated by the President and shall succeed to the office of the President in the event the President is no longer able or willing to so serve. The President-elect shall preside at meetings in the event of the temporary absence of the President, and shall automatically succeed to the office of the President at the end of the President's term.

Vice Presidents. There shall be ten Vice Presidents, and six 2nd Vice Presidents, as follows:

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. 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. The Vice President CLE shall coordinate and oversee the Association's continuing legal education program, and shall be assisted by the

2nd Vice President CLE; the Vice President Legislative shall coordinate and oversee the Association's legislative program and to chair the Association's Legislative Steering Committee, and shall be assisted by the 2nd Vice President Legislative; the Vice President Finance shall coordinate and oversee the Association's finances, to coordinate preparation of the Association's annual budget and to chair the Association's Financial and Budget Committee; the Vice President Judicial Relations shall coordinate all judicial relations functions for the Association, and shall be assisted by the 2nd Vice President Judicial Relations; the Vice President Membership shall coordinate all membership development as well as all membership services projects for the Association, and shall be assisted by the 2nd Vice President Membership; the Vice President Public Affairs shall oversee the Association's media relations and public education, and shall be assisted by the 2nd Vice President Public Affairs; the Vice President Development shall have responsibility for coordinating all fund-raising efforts of the Association, and shall be assisted by the 2nd Vice President Development; the Vice President Publications shall coordinate the development and publication of all manuals and deskbooks published by the Association.

Secretary. The Secretary shall record any minutes of meetings or proceedings held by either the Board of Governors or the Members and shall perform such other functions as may be prescribed by law and as may be delegated by the Board of Governors or the President. The Secretary shall keep a register of the Members of the Association and shall perform all other duties pertaining to the office of Secretary.

Treasurer. Accounts shall be opened and maintained in the Association's name for the receipt and disbursement of the Association's funds. The Treasurer shall receive all funds due the Association and shall immediately deposit them into such account(s). The Treasurer shall: (i) keep all financial records of the Association, including a formal set of books of account for the current period; (ii) make periodic financial reports to the Board of Governors as may be required; (iii) prepare an annual report to the Members; (iv) serve as a member of the Association's Financial and Budget Committee; and (v) perform all other duties pertaining to the office of Treasurer. In the event that an Executive Director has been retained, duties of the Treasurer may be performed by said Executive Director upon acquisition of an indemnity bond in an amount to be determined by the Board. The office and duties of the Treasurer may be combined with those of the Secretary.

Editor-in-Chief. The Editor in Chief shall be in charge of publishing the *Trial News*, and shall perform such other duties as may be delegated by the President and/or the Board of Governors.

Directors not Officers. In addition to the officers of the Association, the following Members shall also serve as Directors: two who reside or whose primary business address is located in one of each of the congressional districts within the state of Washington; three members elected from the Association at Large; one representative of the Past Presidents' council; the Immediate Past President; two members who shall serve as AAJ State Delegates; and two members who shall serve on the AAJ Board of Governors.

Board of Governors. It shall be the duty of the Board of Governors to take the initiative in determining the policies of the Association. The Board shall also be responsible for the relations of the Association with all other groups. It shall be their duty to take charge, control and manage all property belonging to the Association. The Board shall keep a record of its proceedings and report thereon to the Members at the next regular meeting of Members.

Removal. The office of any director may be vacated by his absence from two consecutive meetings of the Board of Governors, without good and sufficient reason satisfactory to the Board of Governors. Such action may be initiated by the Board of Governors and shall be carried by a majority vote of the Board of Governors.

SECTION 2

ELECTION OF OFFICERS AND DIRECTORS

Nominations. The Nominating Committee shall meet not less than 75 days prior to the annual meeting, and nominate a slate of candidates to serve as Officers and/or Directors of the Association for the succeeding year. The Nominating Committee shall cause such list to be mailed to each Voting Member not more than 75 days and not less than 45 days prior to the annual meeting of Members. Unless, within 30 days of the

date of such mailing, the Nominating Committee receives a nomination for a specific position signed by at least 10 Voting Members, and such nominee is then willing and eligible to serve as a Director and officer, a nominee shall be unopposed for election. In the event the Board of Governors timely receives a proper nomination, such nominee shall be identified on the ballot.

Elections. The officers shall be elected by written ballot at the annual meeting of the Voting Members by popular vote of the Voting Members Present. Only Voting Members present in person shall be entitled to vote; there shall be no form of proxy voting.

ARTICLE II MEETINGS

SECTION 1. Association Meetings. Annual meetings of the Association shall be held at such place and time as is designated by the Board of Governors each year. Special meetings of the Members may be called by the President, the President-elect, the Secretary, or any three Directors, which shall be done by mailing written notice to all Members of the Association at least ten days in advance with a summary of the proposed business to come before the meeting.

SECTION 2. Board of Governors Meetings. The Board of Governors shall meet at such time and place as shall be designated by the President. In any event, the Board shall meet at least six times per year exclusive of the annual business meeting. 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.

SECTION 3. Committee Meetings. All committees shall be subject to the call of their respective chairperson or a vice president or the President of the Association.

SECTION 4. Quorum. Those Members in attendance at any Members' meeting shall constitute a quorum authorized to transact any business duly presented in accordance with these By-Laws and the Articles of Incorporation. A majority of the Directors shall constitute a quorum of the Board of Governors, a majority of all members of each committee shall constitute a quorum of such committee. For purposes of a quorum at Board meetings, and any national officer, governor or Washington state delegate of the American Association for Justice, and the Immediate Past President of the Association, shall not be counted for quorum purposes; however, if present, they may participate in such meetings and vote on all business matters and resolutions before the Board of Governors.

SECTION 5. Notice. All notices of Directors' meetings or Members' meetings may be given in *Trial News* or other publications of the Association, or by separate written notice mailed to the Members or Directors entitled to notice.

ARTICLE III PROCEDURE

In all meetings of the Members of the Association, Robert's Rules of Order of Parliamentary Procedure, Revised, shall be used to conduct the meeting.

ARTICLE IV COMMITTEES

All committee members shall be appointed by the President, and the chairperson of each committee shall be appointed by the President. All committees shall be dissolved upon completion of the appointing President's term. Upon the President's failure to appoint the chairperson of any committee, the chairperson shall be appointed by a majority vote of the members of such committee. In addition to any committees the Board of Governors may from time to time establish, the Association shall, at a minimum, have the following standing committees, whose authority shall be fixed by resolution of the Board of Governors:

The Executive Committee shall consist of (a) the President, President-Elect, Immediate Past President, Vice President East, Vice President West, Vice President Legislative, Vice President Development, Vice President Public Affairs, Vice President Finance, all of whom shall be voting members of the Executive

Committee; (b) up to three (3) additional voting members of the current Board of Governors as the President may appoint; and (c) such other non-voting Ex Officio Members as the President may appoint. The WSAJ Executive Committee composition shall reflect WSAJ's commitment to diversity.

Nominating Committee which shall consist of President-elect and two Members appointed by the President-elect, the President and one Member appointed by the President, and the Immediate Past President and one Member appointed by the Immediate Past President.

ARTICLE V
MEMBERSHIP

Until further action or cancellation of this provision by the Members, the Board of Governors will serve as the membership committee and shall pass on applications for membership pursuant to the Articles of Incorporation.

ARTICLE VI
EXECUTIVE DIRECTOR

The Board of Governors shall be responsible for hiring, discharging, and compensating a full time Executive Director of the Association, who shall serve as the chief executive officer of the association. The duties of the Executive Director shall be as assigned by the Board of Governors.