

**BYLAWS OF
WASHINGTON
DEFENSE TRIAL LAWYERS**

ARTICLE I

NAME

The name of this Organization is "WASHINGTON DEFENSE TRIAL LAWYERS."

ARTICLE II

PURPOSE

The purpose of this Organization shall be:

(1) to bring together by association, communication, and organization, lawyers of Washington who devote, and retired lawyers who devoted, a substantial amount of their professional time either for the defense of clients in civil matters or the representation of clients as in-house corporate counsel;

(2) to provide for the exchange among the members of this Organization of such information, ideas, techniques of procedure, and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of defense lawyers;

(3) to elevate the standards of trial practice in this area and, in conjunction with similar organizations in other areas, to develop, establish, and secure court adoption or approval of a high standard code of trial conduct and courtroom manners;

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TRIAL LAWYERS

As of July 2012

(4) to support and work for the improvement of the adversary system of jurisprudence in our courts;

(5) to work for the elimination of court congestion and delays in civil litigation;

(6) and in general, to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation.

Notwithstanding any other provision of these bylaws, the Organization shall not engage in any other activities that are not permitted of an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954.

ARTICLE III

Section 1. Membership: Membership shall be by application subject to approval of the Board of Trustees ("Board") and shall be limited to lawyers practicing, or retired lawyers who previously practiced, within the state of Washington and must

(1) Be members in good standing of the Washington State Bar Association, whether their membership is in active status or inactive status due to retirement;

(2) Currently practice, or be a retired lawyer who has practiced or a lawyer taking a leave of absence who has practiced, in the private practice of civil law, or be employed or have been employed by governmental bodies; and

(3) Devote, or in the case of retired members have devoted, a substantial portion of their time to the defense of individuals, insurance companies, or corporations, private or governmental, or the representation of management in labor dispute.

Individuals meeting the criteria for membership shall make application for membership upon a form provided by the Executive Director and submitted

to the Executive Director. Payment shall be made for annual dues, in an amount fixed by the Board, with the application.

Membership shall be limited to attorneys who manifest a genuine interest in and support of the purposes of the Organization. No applicant shall become a member until the applicable membership fee has been paid. The Board shall be the sole judge of the qualifications of prospective members, as well as the continuing qualifications of its individual members.

Section 2. Termination or Suspension of Membership:

(a) Termination for Non-Payment of Dues: On failure of a member to pay his or her dues within 60 days of the due date thereof, the member's membership may be suspended automatically and without notice.

During the period of his or her suspension, a suspended member shall not be permitted to hold any office in this Organization, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended member of his or her dues prior to the expiration of twelve (12) months after such dues shall have become due and payable shall automatically restore the suspended member to full membership and to all of the rights, privileges, and prerogatives thereof.

Any member who shall be in default in payment of any sums due the Organization for a period of twelve (12) months after the same shall become due and payable may be dropped from the membership roll. He or she may become a member again only upon application and approval of the Board and the payment of the annual dues required by all members.

(b) Suspension and Expulsion: The right to suspend, expel or reinstate any member is vested in the Board. The Board, by a vote of not less than six (6) of its members, may suspend the membership in the Organization of any member for a specified period of time, or may expel from the Organization a member for cause, which may include but shall not be limited to violation of or failure to comply with the Organization's bylaws or rules, conduct offensive or detrimental to the interests of the Organization, and/or suspension or disbarment from the Washington State Bar Association. A member subject to possible suspension or expulsion from the Organization shall be given not less than fifteen (15) days prior written notice of the meeting at which the Board will consider and act upon the possible suspension or expulsion of the member. The notice shall be mailed by Certified Mail, Return Receipt Requested, to the member at the member's last known address. The notice shall include:

(i) The date, time, and place of the Board meeting; and

(ii) A statement of the claims or charges against the member, which are to be considered by the Board.

The member may appear at the meeting to dispute the claims or charges. The Board's decision shall be final and binding, with no right of appeal.

(c) Termination of Membership: If a member begins to devote his or her professional time to the handling of cases primarily for the plaintiff, his or her membership may be terminated by the Board.

(d) Resignation: Any member may withdraw from the Organization at any time by giving written notice of such withdrawal to the Board.

(e) Effect of Termination of Membership: A member's right to hold office, attend meetings or seminars conducted by the Organization, or to any of the privileges of Organization membership are terminated upon suspension, expulsion, or other termination of membership.

(f) Reinstatement: The Board is vested with the sole discretionary right to reinstate any member. However, application for reinstatement shall be approved in the same manner as for a new member pursuant to the provisions of Section 1 of this Article III.

Section 3. Law Student Membership:

Any law student who is currently enrolled as a student at an accredited law school, or who graduated from an accredited law school within the past one (1) year and does not have full-time employment, may become a law student member. Law student members shall be entitled to pay a reduced amount of dues as set by the Board.

Section 4. Temporary Unemployment:

Any member who is laid off, fired, quits, or takes a leave of absence from practice, or is otherwise temporarily unemployed, shall not have their membership automatically terminated, as long as the member is currently seeking employment, or plans to return to practice, in the area of civil defense. The Board shall review any such members on a case-by-case basis.

Section 5. Release of Membership Information & Records:

Washington Defense Trial Lawyers limits usage of member email and postal address to official association correspondence. Contact information is not sold, traded, or otherwise distributed outside of the Washington Defense Trial Lawyers.

ARTICLE IV

Section 1. Payment of Dues: The Board shall establish the amount of membership dues to be paid annually by each member of the Organization, and the dates upon which membership dues notices shall be sent and dues shall be payable.

ARTICLE V

FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of September and end on the last day of August in each calendar year.

ARTICLE VI

OFFICERS

Section 1. Number: There shall be five (5) Trustees that are Officers of the Organization – a President, President-Elect, Immediate Past-President, Treasurer, and Secretary.

Section 2. Eligibility: Any member in good standing who has served for at least two years on the Board shall be eligible for nomination and election to any elected office of this Organization but for President or Immediate Past-President. A minimum Board membership of three (3) consecutive and immediately preceding years is required for nomination for President (two (2) years on the Board as a Trustee and one (1) year as President-Elect).

Section 3. Election and Term: Each Officer shall be slated for office by the Board Development Committee and then confirmed by a majority vote of the Board and then elected at the annual membership meeting as hereinafter provided. Elected Officers shall take office immediately upon election, and shall hold office until the next annual meeting, suspension, or termination of his or her membership, or until his or her successor has been elected.

Section 4. Vacancies – Removal: All vacancies in office occurring during an unexpired term of any Officer shall be filled by the Board. The Board in its discretion, by a three-fourths vote of the Board members, may remove any Officer from any office for cause.

Section 5. Duties of Officers: The duties and powers of the Officers of the Organization shall be established by the Board:

(f) Executive Committee. The Executive Committee will consist of the Executive Director, President, President-Elect, Immediate Past-President, Secretary, and Treasurer. The Executive Director is a non-voting member of the Executive Committee. The Executive Committee will set the agenda for each

Board meeting, and propose last minute budget or action items to the Board for review and approval. The President-Elect and President review the Executive Director's performance each year and then report this review to the Board at the Board retreat. The Board will then review the proposal and vote on its approval, without the Executive Director's participation in that discussion and vote.

Section 6. Compensation of Officers: Officers shall receive no salary or compensation, but they may be reimbursed for travel and related expenses incurred on behalf of the Organization. Guidelines for reimbursement shall be set by the Board.

ARTICLE VII

BOARD OF TRUSTEES

Section 1. Number: The Board shall consist of the Officers of the Organization and between eleven (11) and fourteen (14) other Trustees. The Trustees' positions will be determined by the Board. In addition to the Officers and Trustees, the Board may include the non-voting positions of: the DRI state representative, the Executive Director, and the Board Advisor.

Section 2. Election and Term: The Trustees shall be elected at each annual meeting of the Organization, as provided herein. Officers shall hold office as provided in the preceding Article. The Trustees shall serve for a term of two (2) years. The terms of the Trustees shall be staggered. At the end of a Trustee's term, upon recommendation by the Board Development Committee and a vote of the remaining Trustees, a Trustee's term may be extended for an additional one (1)year term.

Section 3. General Responsibilities of Trustees and Board: The Board may:

(a) meet, pursuant to prior written notice, at such times and places as the Board deems appropriate;

(b) admit, suspend or expel members, pursuant to the provisions of these bylaws;

(c) audit invoices and disburse or authorize the disbursement of funds of the Organization;

(d) cause to be printed or published and circulated documents and articles;

(e) correspond and communicate with other entities and associations for purposes beneficial to the Organization;

(f) employ an Executive Director and other representatives;

(g) promulgate rules and take such actions as the Board deems proper and beneficial to the Organization;

Additional duties and responsibilities of the Trustees and Board may be set by the Board.

Section 4. Meetings of Board: The Board shall meet upon notice from the President or any four (4) Trustees. Such notice shall be in writing and sent to each Board member not less than fourteen (14) days prior to the time scheduled for the meeting.

Section 5. Quorum: Eight (8) Trustees shall constitute a quorum for the transaction of any business at any meeting. In the absence of the President and President-Elect, a majority of the Trustees present may elect a chairperson to conduct the meeting. In the absence of a quorum a lesser number of Trustees may continue the meeting to a specified date and time to be held within the following ten (10) days or at the next regularly scheduled meeting

Section 6. Absence: The Board shall set policies concerning Trustee absence at Board meetings.

Section 7. Vacancies: Whenever any vacancy occurs on the Board by death, resignation, or otherwise, it may be filled by a majority vote of the remaining members of the Board at a regular meeting or at a special meeting, which shall be called for that purpose. The person so elected shall continue the term of the Trustee whom vacated the Board.

Section 8. Removal of Trustees: Any one (1) or more of the Trustees may be removed, with or without cause, at any time, by a vote of three-fourths vote of the remaining members of the Board.

Section 9. Compensation of Trustees: Trustees shall receive no salary or compensation, but they may be reimbursed for travel and related expenses incurred on behalf of the Organization as set forth by the Board and approved by the Executive Committee. Guidelines for reimbursement shall be set by the Board.

Section 10. Meetings Held by Email: The Board may meet and vote by email on issues that require immediate action, or action before the next regularly scheduled Board meeting. The Executive Committee is responsible for determining which issues require immediate action.

If the Executive Committee is unanimous both as to the perceived need for immediate action and as to the recommended course of action, the matter shall be submitted to the Board for a “no” vote only, with a specified deadline for responses. A Board vote will be considered valid even without a quorum where the Executive Committee is unanimous, and there is not a majority of “no” votes by the specified deadline.

Where the Executive Committee is not unanimous, but a majority of the voting members (three) have agreed both as to the need for immediate action and on the recommended course of action, the matter may be submitted to the Board for a vote by email, with a specified deadline for responses. Once submitted to the Board, a Board vote will be considered valid if the number of responding Trustees, in addition to voting Executive Committee members, constitutes a quorum as established by Article VI, Sec. 4, within the specified timeframe. If there is no quorum, the President may extend the timeframe by no

more than five (5) business days in order to achieve a quorum. Where a majority of a quorum supports the proposal, the Executive Committee shall be deemed to have Board authority to act on behalf of the Organization.

All email votes shall be sent to the Board with the subject line entitled: "WDTL Board Email Vote By [Date & Time]." Attachments, if any, shall be summarized in the body of the email.

Section 11. Regional Representatives

In addition to the Board, the Board may appoint Regional Representatives. The Board will set policy on regions represented and the job requirements of the representatives. Regional Representatives will not be standing Trustee positions, but they can hold Trustee at Large positions.

ARTICLE VIII

MEETINGS - ELECTIONS

Section 1. Annual Meetings: The Annual Meeting of the Organization shall be held at a time and place each year selected by the Board. At least sixty (60) days in advance the Board shall give notice of the time and place of each annual meeting to each member of the Organization. Such notice shall be by mail or e-mail, addressed to the last known address of each member.

Section 2. Nomination and Election of Officers and Trustees: Prior to the Annual Meeting, the Board Development Committee shall propose a slate of new Officers and Trustees, which the Board shall approve.

Section 3. Voting: At the Annual Meeting, each member present shall be entitled to one (1) vote for each of the electoral positions. Voting shall be noncumulative. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority vote of the members present.

Section 4. Proxies: Voting by proxy is not permitted.

Section 5. Order of Business: The order of business at all of the meetings of the Organization and the Board shall be set by the chair of the meeting.

Section 6. Proceedings: Proceedings at any meeting of the Organization shall be governed by Roberts "Rules of Order", the most recently revised edition available at the time of the meeting, when not inconsistent with the bylaws or Articles of Incorporation of this Organization.

ARTICLE IX

COMMITTEES AND PRACTICE SECTIONS

The committee and practice section chairs shall be slated by the Board Development Committee, and voted on for approval by a majority of the Board. committees and practice sections may be added or deleted based on interest and need with the approval of the majority of the Board.

The President shall have the authority to appoint, from time to time, such other standing or special committees as he or she deems advisable. Each standing and special committee shall consist of a number of members to be determined by the President.

ARTICLE X

AMENDMENT OF THE BYLAWS

The bylaws may be amended upon the recommendation of the Board to the membership by a two-thirds (2/3) majority vote of the membership attending the Organization's Annual Meeting. In no event shall the Board amend the bylaws without a recommendation for the amendment.

ARTICLE XI

OFFICES

The registered office of the Organization shall be located in the State of Washington at such place as may be fixed from time to time by the Board upon filing such notice as may be required by law, and the registered agent shall have a business office identical with such registered office.

CERTIFICATION

I certify that the foregoing are the bylaws of the Washington Defense Trial Lawyers which were adopted by the membership at the Annual Meeting, on 18th day of July, 2020.

Secretary