

LOREN MILLER BAR ASSOCIATION

BYLAWS

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www.lmba.net

LOREN MILLER BAR ASSOCIATION ~ BYLAWS

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**BYLAWS OF THE
LOREN MILLER BAR ASSOCIATION**

ARTICLE 1 REGISTERED OFFICE - REGISTERED AGENT

The registered office of the Loren Miller Bar Association (the “LMBA”) shall be located in the State of Washington at any place as may be fixed from time to time by the LMBA’s Board of Directors upon filing of notice as may be required by law. The registered agent shall have a business office identical with the registered office.

ARTICLE 2 MEMBERS

Section 2.1 Qualification. Membership in the LMBA is generally limited to those persons who are members in good standing of the bar of the highest court in any state of the United States, the District of Columbia, or any United States possession, commonwealth, or territory (singularly or collectively hereafter, “State”), to judges of any court in any State, and to those individuals qualified to sit for the Washington State bar examination under the Washington State Admission and Practice Rules (APRs). Each active member in good standing, not including non-voting auxiliary members, shall be entitled to one vote on each matter submitted to a vote at a meeting of the members.

Section 2.2 Membership Classes.

Section 2.2.1 Regular Members. Persons who are members of the bar of the highest court of any State shall be Regular Members. Persons who are judges of any court in any State shall also be Regular Members. Persons qualified to sit for the Washington State bar under the Washington State Admission and Practice Rules (APRs) shall be Regular Members. The Board of Directors shall have authority to create a Lifetime membership category and persons who are Lifetime members shall be Regular Members.

Section 2.2.2 Non-Voting Auxiliary Members. Persons who are current students, paralegals and other legal professionals, and Friends of LMBA shall be non-voting Auxiliary Members. Law students shall not be required to pay dues.

Section 2.3 Termination of Membership. Membership of any member may be terminated at any properly called meeting of the members upon a two-thirds (2/3) vote by the members in good standing present at the meeting or by a two-thirds (2/3) vote of the Board of Directors at any properly called Board meeting.

Section 2.4 Dues. All members are required to pay annual membership dues in an amount as may be determined from time to time by the Board of Directors, not including Lifetime members whose dues shall be determined by the Board of Directors upon creation of the Lifetime membership category. If any member fails to pay dues, the member's right to participate in LMBA's affairs, including voting, may be suspended by the Board of Directors until the member fully pays delinquent dues.

Section 2.5 Annual Meeting. LMBA shall hold the annual meeting of the members in April each year, at a date or time as the Board of Directors determine, for the purpose of electing directors and for transacting other business as may come before the meeting.

Section 2.6 Regular Meetings. The LMBA shall hold regular member meetings on a monthly basis either on the second Monday of each month or the second Saturday of each month from September through May of each year, or at another date or time as the Board of Directors determine, for the purpose of transacting other business as may come before the meeting.

Section 2.7 Special Meetings. Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President (or in the President's absence, the President-Elect) upon the request of seven (7) or more members. Notice of a special meeting shall be delivered to the members not less than ten (10) days and not more than fifty (50) days before a special meeting. The notice shall specify the purpose of the special meeting.

Section 2.8 Place of Meetings. Regular meetings of the members shall be held at a place within the State of Washington as the Board of Directors or the President may designate.

Section 2.9 Notice of Meetings. Written notice stating the date, time, and place of a meeting of members and, in the case of a special meeting of members, the purpose or purposes for which the meeting is called, shall be given by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each member of record entitled to notice of or to vote at a meeting called in accordance with these Bylaws, except that notice of a meeting to act on a plan of merger, a proposed sale, lease, exchange or other disposition of all or substantially all of the assets of the LMBA other than in the usual course of business, or the dissolution of the LMBA shall be given not less than ten (10) days and not more than fifty (50) days before the meeting. All notices shall be posted on the LMBA website and/or sent via email to the current member's email address provided by the member to the LMBA. If a regular or special meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if such was announced at the meeting before adjournment. Whenever any notice is required to be given to any member of the LMBA under applicable law, a written waiver of that notice, signed by the person or persons entitled to notice, shall be deemed equivalent to the giving of notice.

Section 2.10 Waiver of Notice. Attendance at the meeting shall constitute waiver of notice unless the member is present solely to object.

Section 2.11 Quorum. At any meeting of the members, attendance by fifteen (15) members entitled to vote on a matter shall constitute a quorum of that voting group for action on that matter. Once a member is present or represented at a meeting, other than to object to holding the meeting or transacting business, the member is deemed present for purposes of a quorum for the remainder of the meeting. If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless the question is one upon which a different vote is required by express provision of law or of the articles of incorporation or of these Bylaws. If there is no member quorum present at the meeting, the meeting shall be adjourned to a time the President designates.

Section 2.12 Action by Members Without a Meeting. Any action which may or is required to be taken at a meeting of the members may be taken without a meeting if one or more written consents setting forth the action so taken is signed, either before or after the action taken, by a two-thirds (2/3) majority of members entitled to vote with respect to the subject matter thereof. Action taken by written consent of the members is effective when all consents are in the LMBA's possession, unless the consent specifies a later effective date.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.1 Number. The Board of Directors shall manage the business and affairs of the LMBA. The Board of Directors shall consist of at least six (6) directors, all of whom shall be officers. The number of directors may be increased or decreased from time to time by vote of a majority of directors. No decrease, however, shall have the effect of shortening the term of any incumbent director unless the director resigns or is removed in accordance with the provisions of these Bylaws.

Section 3.2 Election of Directors. The Board of Directors shall be self-perpetuating. Candidates for election to the Board of Directors shall be nominated by a nomination committee, which may include members of the Board of Directors, appointed by the President and consisting of members of the LMBA. The nomination committee shall develop a slate, open the floor for nominations and then submit the nominations to a vote by the members entitled to vote at the annual members' meeting.

Section 3.3 Tenure and Qualification. Unless removed in accordance with these Bylaws, each director shall hold office for a term of one (1) year and until a successor is elected and qualified. Directors shall be members in good standing of the LMBA and residents of the State of Washington.

Section 3.4 Annual and Other Regular Meetings. The Board of Directors shall hold an annual meeting/retreat without other notice than the specifications contained in these Bylaws, each year in June, or at another date or time as the Board of Directors determine, preceding the LMBA Founders' Day Picnic. The out-going LMBA President shall provide the in-coming LMBA President with pertinent LMBA files and records in advance of this meeting. The Board of Directors may specify by resolution the time and place, either within or outside of the State of Washington, for holding any other regular meetings of the Board of Directors. The Board of Directors shall have regular meetings on a monthly basis at an agreed-upon place and time. Notice of regular monthly meetings shall be given to each director by mail, telephone, e-mail, or facsimile transmission no less than three (3) days prior to the date of the meeting.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by the President, the President-Elect, or the Vice-President, or upon request by three (3) directors. Notice of special meetings of the Board of Directors stating the date, time and place shall be given at least twenty-four (24) hours prior to the date set for the meeting by the person or persons authorized to call the meeting, or by the Secretary at the direction of the person or persons authorized to call the meeting. The notice may be oral or written. Written notice is effective upon dispatch if it is sent to the director's address, telephone number, email, or other address provided by the director to the LMBA. The notice shall specify the location of the special meeting. Unless otherwise required by law, neither the business to be transacted, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of the meeting.

Section 3.6 Waiver of Notice of Special Meetings. Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director of the LMBA under applicable law, a written waiver signed by the director, entitled to notice, shall be deemed equivalent to the giving of notice. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Section 3.7 Quorum. A quorum of the Board of Directors shall be fifty percent (50%) of the elected Board of Directors for purposes of transacting any business at any meeting of the Board of Directors.

Section 3.8 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors, unless the question is one upon which a different vote is required by express provision of law or of the Articles of Incorporation or of these Bylaws.

Section 3.9 Participation by Conference Telephone. Directors may participate in a regular or special meeting of the Board of Directors by, or conduct the meeting through the use of any means of communication by which all directors participating can hear each other during the meeting. Participation in this manner shall constitute presence in person at the meeting.

Section 3.10 Presumption of Assent. A director who is present at a meeting of the Board of Directors at which action is taken shall be presumed to have assented to the action taken unless the director's dissent or abstention is entered in the minutes of the meeting or unless the director files a written dissent to the action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward the dissent by registered mail to the Secretary of the LMBA immediately after adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action.

Section 3.11 Action by Board of Directors Without a Meeting. Any action permitted or required to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents setting forth the action so taken, is signed, either before or after the action taken, by all the directors. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date. Any action so taken shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting of the Board of Directors. E-mail shall be considered a signature.

Section 3.12 Resignation. Any director may resign at any time by delivering written notice to the President or the Secretary, or by giving oral notice at any meeting of the members or the Board of Directors. Any resignation shall take effect at any subsequent time specified in the notice, or if the time is not specified, upon delivery of the notice and, the acceptance of the resignation shall not be necessary to make it effective.

Section 3.13 Removal. The Board of Directors or any individual director may be removed from office, with or without cause, by an affirmative vote of two-thirds of the members attending an annual meeting or a special meeting called for that purpose. Individual directors with more than three (3) consecutive unexcused Board meeting absences may be automatically removed from office as determined by the Board of Directors.

Section 3.14 Vacancies. A vacancy on the Board of Directors may occur by the resignation, removal, or death of an existing director, or by reason of increasing the number of directors on the Board of Directors as provided in these Bylaws. A vacancy occurring in the Office of President shall be filled by the President-Elect. A director appointed to fill a vacancy shall complete the unexpired term of his or her predecessor in office, except that a director appointed to fill a vacancy created by reason of an increase in the number of directors shall serve for a term of office continuing only until the next election of directors.

Section 3.15 Compensation. No director shall receive compensation for services rendered as a director. Directors may receive reimbursement of authorized expenses reasonably incurred on behalf of LMBA with the approval of the Board of Directors.

Section 3.16 Liability. No director shall be liable to the LMBA or its members for any mistake in judgment, negligence, or otherwise. Directors shall be liable to LMBA and its members for individual willful misconduct, bad faith, or for transactions where the director personally benefits and is not legally entitled.

ARTICLE 4 OFFICERS

Section 4.1 Number. The principal officers of the LMBA shall be the President, President-Elect, Vice President, Secretary, and Treasurer, all of whom shall be directors. The President shall be the Chief Executive Officer, the President-Elect shall be the Chief Operating Officer, and the Treasurer shall be the Chief Financial Officer. Any two or more offices may be held by the same person, except for the offices of President and Secretary.

Section 4.2 Term of Office. Unless removed in accordance with these Bylaws, each officer shall hold office for a term of one (1) year and until a successor is elected and qualified.

Section 4.3 Resignation. Any officer may resign at any time by delivering written notice to the President, or Secretary, or by giving oral notice at any meeting of the Board of Directors. Any resignation shall take effect at any subsequent time specified in the notice, or if the time is not specified, upon delivery of the notice and, the acceptance of the resignation shall not be necessary to make it effective.

Section 4.4 Removal. Any officer may be removed at any time for any reason unless otherwise stated in the Bylaws or Articles of Incorporation.

Section 4.5 Vacancies. All officers of the LMBA shall also be members of the Board of Directors. Vacant offices shall be filled in accordance with Section 3.14.

Section 4.6 Compensation. No officer shall receive compensation for acting as an officer. Officers may receive reimbursement of authorized expenses reasonably incurred on behalf of the LMBA with the approval of the Board of Directors.

Section 4.7 Liability. No director shall be liable to the LMBA or its members for any mistake in judgment, negligence, or otherwise. Directors shall be liable to the LMBA and its members for individual willful misconduct, bad faith, or for transactions where the director personally benefits and is not legally entitled.

Section 4.8 President. The President shall be the Chief Executive Officer of the LMBA and shall preside at all member meetings and all meetings of the Board of Directors. The President shall appoint all committee chairpersons and representatives to other bar association community organizations. The President, subject to the control of the Board of Directors, shall generally supervise and control the business and affairs of the LMBA. In general, the President shall perform all duties incident to office of and other duties as may be prescribed by resolution of the Board of Directors from time to time.

Section 4.9 President-Elect. The President-Elect shall serve as the Chief Operating Officer of the LMBA and take the President's place and perform the President's duties whenever the President is absent or unable to act. The President-Elect shall serve as *ex-officio* chair of all committees and shall also perform other duties imposed by the Board of Directors or the President.

Section 4.10 Vice President. In the absence of both the President and President-Elect, or in the event of death, disability, or refusal to act on the part of both the President and the President-Elect, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers of and be subject to all the restrictions upon the President and shall perform other duties as from time to time may be assigned to the Vice-President by resolution of the Board of Directors.

Section 4.11 Secretary. The Secretary shall keep the minutes of the proceedings of the members and Board of Directors, shall give notices in accordance with the provisions of these Bylaws and as required by law, shall be custodian of the corporate records of the LMBA, shall coordinate all activities for LMBA with the United States Postal Service, shall keep a record of the names and addresses of all members, and in general perform all duties incident to the office of Secretary and other duties as from time to time may be assigned to the Secretary by resolution of the Board of Directors or the President.

Section 4.12 Treasurer. The Treasurer shall have charge and custody of and be responsible for keeping correct and complete books and records of account, for all funds and securities of LMBA, receive and give receipts for moneys due and payable to LMBA from any source whatsoever, deposit all monies in the name of LMBA in the banks, trust companies or other depositories as selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and other duties as from time to time may be assigned to the Treasurer by resolution of the Board of Directors or the President.

Section 4.13 Immediate Past President. LMBA's immediate past President, when not serving the LMBA as the on-going President, President-elect, Vice President, Secretary, or Treasurer, may only serve as an *ex-officio* non-voting member of the Board of Directors.

Section 4.14 At-Large. The Board of Directors may also consist of At-Large members whose duties shall be assigned by the President and approved by the Board.

ARTICLE 5 COMMITTEES

Section 5.1 Standing Committees. These committees shall include: the Judicial Evaluation Committee, the Philip L. Burton Annual Memorial Scholarship Dinner Committee, and the Pro Bono Clinic Committee.

Section 5.2 Additional Committees. These committees may also include: the Mentorship Committee, the Membership Committee, Holiday Party Committee, or other committees so appointed by the President and approved by the Board. Committee chairpersons shall be appointed by the President. Each LMBA committee shall have and may exercise only the authority granted to it by the Board of Directors, as limited by the Bylaws and applicable law. The designation of any LMBA committee and the delegation to it of authority shall not relieve the President, the Board of Directors or any other LMBA Member or Officer, of any responsibility imposed by law.

Section 5.3 Committee Composition. The President shall have the power to appoint all of LMBA's committees, with the consent of the Board, as is necessary or desired to conduct LMBA activities.

ARTICLE 6 CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the LMBA, and that authority may be general or confined to specific instances.

Section 6.2 Loans. No loans shall be contracted on behalf of LMBA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, which authority may be general.

Section 6.3 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the LMBA shall be signed by the Treasurer or the President, of the LMBA and in the manner prescribed by resolution of the Board of Directors.

Section 6.4 Deposits. All funds of the LMBA not otherwise employed shall be deposited from time to time to the credit of the LMBA in the banks, trust companies, or other depositories as the Board of Directors may select. All contributions and other funds received by the LMBA shall be deposited in a special account or accounts in banks, trust companies, or other depositories as the Board of Directors may select. All disbursements shall be made under proper authority of the Board of Directors. All contributions, income to, and disbursements of the LMBA shall be recorded in appropriate books and records. Records shall be subject to examination at any reasonable time, upon request by any director.

Section 6.5 Loans to Directors and Officers. No loans shall be made by the LMBA to any director, officer, or member.

Section 6.6 Budget. The Treasurer shall prepare a statement of proposed receipts, operating income and expenditures for the following year and submit it to the Board of Directors at its annual meeting in June. When approved by the Board of Directors, the budget shall be the authorization for expenditures and operating expenses of the LMBA, subject to subsequent changes made by the Board of Directors.

ARTICLE 7 GENERAL POWERS

Section 7.1 Community Affairs. The LMBA shall have the power to participate in any and all public, legislative, or civic affairs that further its charitable purpose and in which there is a community interest and that is consistent with the organization and purposes of an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”) and the applicable Treasury Regulations.

Section 7.2 Judicial Office. The LMBA may participate in nonpartisan evaluation of judicial candidates to the extent it furthers the LMBA’s charitable purpose and will not jeopardize the LMBA’s status as a tax-exempt entity under the Code § 501(c)(4), or otherwise.

Section 7.3 Fundraising. The LMBA Board of Directors may engage in fundraising to support the association’s programs and events, and shall conduct and be solely responsible for all fundraising for the Loren Miller Bar Foundation.

ARTICLE 8 RULES OF PROCEDURE

Robert’s Rules of Order on Parliamentary Procedure, as amended, may be used as a guide at meetings of the Board of Directors or members to the extent applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board of Directors.

ARTICLE 9 BOOKS AND RECORDS

The LMBA shall keep correct and complete books and records of account, minutes of the meetings of members and Board of Directors, proceedings of its members, the Board of Directors, and other records as may be necessary or advisable.

ARTICLE 10 FISCAL YEAR

The LMBA's fiscal year shall be June 1 to May 31.

ARTICLE 11 COPIES OF RESOLUTIONS

Any person dealing with the LMBA may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board of Directors when those records are certified by the President or Secretary.

ARTICLE 12 AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed by the Board of Directors at any regular meeting or at a special meeting called in accordance with these Bylaws. A copy or summary of the proposed amendment or a statement of the general nature of the amendment must accompany the notice. Any Bylaw adopted, amended, or repealed by the directors may be repealed, amended, or reinstated by the members at the next meeting of members following such action, without further notice than this Bylaw.

ARTICLE 13 MISCELLANEOUS

Section 13.1 Severability. The invalidity of any part of the Bylaws shall not impair or affect in any manner the validity, enforceability, or effect of any other part or provision of the Bylaws.

Section 13.2 No Waiver. No restrictions, conditions, obligations, or provisions contained in the Bylaws shall be deemed abrogated or waived by reason of any failure to enforce the same, regardless of the number of violations or breaches which may occur.

The undersigned, being the President of the Loren Miller Bar Association, hereby certifies that these Bylaws are the Bylaws of the Loren Miller Bar Association, adopted by majority vote resolution of the Board of Directors on [date]:

DATED this ___ day of _____, 2017, in Seattle, Washington.

Chalia Stallings-Ala'ilima, LMBA President, 2016-2017

Witnessed:

Erika Evans, LMBA Secretary, 2016-2017