

**BYLAWS
OF THE PUGET SOUND CHAPTER
ASSOCIATION OF LEGAL ADMINISTRATORS
*A Washington Nonprofit Corporation***

**ARTICLE I
NAME AND OFFICE**

1. **Name.** The name of the corporation shall be the Puget Sound Chapter of the Association of Legal Administrators, hereinafter called “Chapter”. It is a nonprofit membership corporation incorporated in the State of Washington.

2. **Offices.** The Chapter shall have and continuously maintain in the state of Washington a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without the state of Washington, as the Chapter Board of Directors may determine.

**ARTICLE II
PURPOSES AND RESTRICTIONS**

1. **Purposes.** In addition to the purposes set forth in the Chapter’s articles of incorporation, the purposes for which the Chapter is organized are to:

- (a) Improve the quality of management in legal organizations;
- (b) Promote and enhance the competence of legal management professionals and all members of the management team;
- (c) Represent the interests of professional legal management and managers within both the legal community and community-at-large;
- (d) Stimulate the exchange of information about all aspects of the business of law;
- (e) Educate the legal profession about the value and availability of legal management professionals;
- (f) Advance and promote the interests of the Association of Legal Administrators, a Pennsylvania not-for-profit corporation (the “Association”), within the geographic area covered by the Chapter; and
- (g) Other appropriate purposes.

2. **Restrictions.**

(a) All policies and activities of the Chapter shall be consistent with applicable federal, state and local laws, statutes, ordinances including, without limitation, all antitrust, trade regulation and other legal requirements.

(b) No part of the Chapter's earnings shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

ARTICLE III MEMBERSHIP

Membership in the Chapter is open to any individual that is a member in good standing of the Association.

1. **Application.** The Chapter shall adopt an application form and procedures to facilitate membership in the Chapter. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to the Chapter. The Chapter Board of Directors, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these bylaws and such other guidelines as the Board of Directors may prescribe, whether individual applicants meet the qualifications necessary for membership in the Chapter. All such qualified applicants shall become members upon notice from the Chapter.

2. **Definitions.** For the purposes of these bylaws:

(a) "Legal management professional" shall mean any individual who is, or aspires to be, actively engaged in the management of a legal organization or dedicated to performing its management responsibilities.

(b) "Legal organization" shall mean any law firm or practice, legal service clinic, corporate legal department, college or university legal department, governmental legal agency, court system, charitable legal agency, not-for-profit or nonprofit legal organization, bar association, legal consulting, alternative legal service provider, law and/or legal management educational institution or other organization that is engaged in the legal industry.

3. **Membership Qualifications.** The criteria for membership in the Chapter are the same as those for membership in the Association as established by the Association in its bylaws and policies and are as follows:

(a) Membership may be granted to any individual who: (i) is a member in good standing of the Association; (ii) demonstrates an interest in legal administration and the management of legal organizations; (iii) is not disqualified by an affiliation with a business partner as defined herein or business partner-eligible entity; (iv) shares interest in and supports the purposes of the Chapter and Association; and (v) abides by these bylaws, the Association's Code of Ethics, the Association's bylaws, and such other policies, rules, and regulations as the Chapter or Association may adopt.

(b) **Business Partners.** Notwithstanding anything set forth herein to the contrary, individuals employed by (or that own) a company in the business of selling goods, furniture, equipment, supplies, materials, software, technology, insurance, or other similar services or products to legal organizations are generally not eligible for membership.

(c) Life Membership. Life Membership may be awarded to a Member who has demonstrated extraordinary service to the Chapter and meets such additional criteria as shall be determined by the Board of Directors. Life Membership status with the Chapter has no bearing on the status of a Member with the Association.

4. **Rights and Duties.**

(a) All members shall be entitled to vote, attend the Chapter's member meetings and social functions and serve on the Chapter's committees.

(b) All members may hold office in the Chapter and serve on the Chapter's Board of Directors.

5. **Benefits.** Benefits associated with membership shall be determined by the Board of Directors from time to time.

6. **Resignation.** Members may resign from the Chapter at any time by giving written notice to the Chapter. Any member resigning from the Chapter shall be responsible for all billed and unbilled dues and assessments related to the then current full fiscal year of the Chapter.

7. **Ineligibility.** In the event that a member ceases to be eligible for Membership in the Association and/or Chapter (e.g., becomes employed by or professionally affiliated with a business partner or business-partner eligible entity), he or she must immediately notify the Chapter. Such individuals may remain a member for the remainder of their current paid Membership term; however, they may not renew their Membership in the Chapter until such time as they may become eligible.

8. **Non-Payment of Dues/Ineligibility.** The Chapter membership of any member who is in default of payment of Chapter dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership in either the Chapter or Association, may be terminated automatically, according to such rules or procedures as the Board of Directors or its designee(s) shall establish, unless such termination is delayed by the Board of Directors due to a special circumstance.

9. **Termination of Membership/Disciplinary Action.** A Chapter member may be censured, suspended, expelled for cause or otherwise disciplined by the Association. Disciplinary matters are to be managed solely by the Association's Board of Directors in accordance with the Association's Member Disciplinary Actions and Fair Hearing Policy. Membership in the Chapter automatically shall be terminated whenever a Chapter member's membership in the Association is terminated.

10. **Reinstatement.** Members who have resigned or been terminated for non-payment of dues may automatically be reinstated upon payment of delinquent dues before the end of the subsequent calendar year for which the dues were payable. Membership in the Chapter is not assignable or transferable.

All members shall be entitled attend the Chapter's member meetings and social functions and serve on the Chapter's committees.

All members may hold office in the Chapter and serve on the Chapter's Board of Directors.

ARTICLE IV CHAPTER STANDARDS

All members of the Chapter must also be members of the Association of Legal Administrators in good standing. The Board of Directors will take steps to ensure the Chapter remains in continual compliance with all policies and performance objectives established by the Association from time to time.

ARTICLE V BOARD OF DIRECTORS

1. **Authority and Responsibility.** The Chapter's affairs shall be managed by the Board of Directors (which shall be referred to in these bylaws as the "Board" or the "Board of Directors"), which shall have supervision, control, and direction of the Chapter, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. All of the Chapter's committees report to and are subject to the ultimate direction and control of the Board, unless specifically provided otherwise in these bylaws.

2. **Composition of the Board.** The Board shall consist of the President, President-Elect, Treasurer/Secretary, Immediate Past President, Vice President of Membership, Vice President of Education, Vice President of Business Partner Relations, the Vice President of Diversity & Inclusion and Association Liaison(s) (non-voting).

3. **Selection and Term of Office.** Board members shall be selected in accordance with Article IX, or appointed to fill a vacancy in accordance with Section (6) of this Article V. Directors shall be selected for a term of one (1) or two (2) year(s). The term of office shall begin on April 1 of each year.

4. **Resignation of Directors.** Any director may resign at any time by giving written notice of resignation to the Treasurer/Secretary. Such resignation shall take effect at the time specified therein, or if such time is not specified, immediately upon its receipt by the Secretary.

5. **Removal of Directors.** A director may be removed from the Board if he or she fails to attend three (3) consecutive meetings of the Board, or for other cause, upon the unanimous vote of all the members of the Board, except the director whose removal has been proposed. Such removal shall be effective at such time as the Board may determine. The notice of any Board meeting at which such action is contemplated shall contain a notice of the proposed

termination, and the director whose status is being challenged shall be notified thereof, in writing, at least thirty (30) days prior to the date of such meeting.

6. **Vacancies.** Any vacant position in any office or on the Board shall be filled by the majority vote of the Board for the remaining unexpired term, except for the positions of President and President-Elect. If the President is unable to complete his or her elected term of officer for any reason, the President-Elect will succeed to the office of President and serve the remainder of that term of office, in addition to serving as President-Elect. In the event of vacancy in the office of President-Elect, the Nominating Committee shall convene and recommend a suitable candidate to the President for certification.

7. **Chairman.** The President shall serve as Chair of the meetings of the Board.

8. **Meetings.** The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors. The President or President-Elect must mail or email notice of a meeting to all Board members at least seven (7) days prior to the date on which the meeting is scheduled.

9. **Special Meetings.** Special meetings of the Board may be called by the President or by at least six (6) directors. Notice of any special meeting of the Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least seven (7) days prior to the date of such meeting. Special meetings may be conducted by telephone conference call.

10. **Meeting by Conference Call.** Any action to be taken at a meeting of the Board of Directors, or any committee thereof, may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, any meeting to be held by conference call (whether regular or special) may be held upon [a minimum of twenty-four (24) hours prior notice.

11. **Compensation.** Directors shall not receive any remuneration for their services as Directors. Nothing contained herein shall be construed to preclude any Director from serving the Chapter in any other capacity and receiving reasonable compensation therefor.

12. **Quorum.** The presence of six (6) voting directors constitutes a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice.

13. **Manner of Acting.** The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by Law, the Articles of Incorporation, or these bylaws. There are eight (8) voting members of the Executive Board; a tie vote would be decided by the President.

14. **Consent.** Any action permitted or required to be taken at a meeting of members, directors, or a committee of directors, may be taken without a meeting in accordance with RCW

24.03.465 if consent in writing setting forth the action so taken shall be signed by all members, directors, or members of the committee, as the case may be.

15. **Qualifications.** Only members shall be eligible to serve on the Board of Directors.

ARTICLE VI OFFICERS

1. **Officers.** The officers of the Chapter shall be a President, President-Elect, Secretary/Treasurer, Immediate Past President, Vice President of Membership, Vice President of Education, Vice President of Business Partner Relations, Vice President of Diversity & Inclusion and Association Liaison (non-voting), each of whom shall serve a term of one or two year(s) or until his or her successor has been elected, or otherwise designated and qualified.

2. **Selection and Term of Office.** All of the officers shall be selected in accordance with Article IX or appointed to fill a vacancy in accordance with Section (6) of Article V. Officers are elected for a term of one (1) or two (2) year(s). The term of office shall begin on April 1 of each year.

3. **Duties of Officers.**

(a) **President.** The President shall be the Chapter's chief executive officer and shall, in general, supervise and control the Chapter's affairs, subject to the direction and control of the Board of Directors. The President shall be an ex-officio member of all of the Chapter's committees, except as otherwise provided by these bylaws. The President shall (i) chair all Board and member meetings; (ii) serve as the Chair of the Executive Committee; (iii) serve as the Chapter's official representative and spokesperson, except as otherwise provided by the Board; (iv) appoint, subject to the approval of the Board, the members and chairs of the Chapter's committees; (v) fill, subject to the approval of the Board, vacancies on the Chapter's committees; and (vi) in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board. The President shall succeed to the office of Immediate Past President upon expiration of the President's term of office.

(b) **President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall be an ex-officio member of all committees, except as otherwise provided by these bylaws. The President-Elect shall in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board. The President-Elect shall succeed to the office of President upon expiration of the President's term of office, and in the event of the death, resignation, removal, or incapacity of the President.

(c) **Secretary/Treasurer.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Chapter Board of Directors and members; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for all funds and securities of the

Chapter; shall receive and give receipts for monies due and payable to the Chapter from any sources whatsoever, and shall deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board of Directors at its regular meetings, and to the Chapter membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) **Vice President of Membership.** The Vice President of Membership shall in general perform all the duties incident to the office of Vice President of Membership and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) **Immediate Past President.** The Immediate Past President shall have such duties as may be assigned by the President or the Board of Directors.

(f) **Vice President of Education.** The Vice President of Education shall in general perform all the duties incident to the office of Vice President of Education and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(g) **Vice President of Business Partner Relations.** The Vice President of Business Partner Relations shall in general perform all the duties incident to the office of Vice President of Business Partner Relations and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(h) **Vice President of Diversity and Inclusion.** The Vice President of Diversity & Inclusion shall in general perform all the duties incident to the office of Vice President of Diversity & Inclusion and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(i) **Association Liaison.** The Vice President of Association Liaison shall in general perform all the duties incident to the office of Vice President of Association Liaison and such other duties as from time to time may be assigned by the President or by the Board of Directors.

4. **Officer Vacancies.** The President-Elect shall automatically succeed to the office of President in the event of the death, resignation, removal, or incapacity of the President and the office of President-Elect shall remain vacant until the next appointment. A President-Elect filling a vacancy in the office of President shall subsequently serve as President for the one-year term of office to which he or she was originally appointed to serve. In the event the President-Elect position is vacant at such time as there becomes a vacancy in the office of President, the Board of Directors immediately shall fill the office of President and such appointee shall hold office until the next appointment. A vacancy in the office of Immediate Past President shall cause that office to remain vacant until such time that the currently seated President succeeds to fill that office. A vacancy in the office of Secretary or Treasurer shall be filled by the Board of Directors from amongst the current members of the Board. An officer appointed pursuant to this Section shall hold such office for the remainder of the original term for which she or he was appointed to fill.

5. **Resignation and Removal.** An Officer may resign in writing submitted to the President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to Chapter Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the Chapter Board of Directors. An Officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled as set forth above. Any Officer may be removed by the Board, whenever in its judgment the best interests of the Chapter or the Association would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Appointment of an Officer or agent shall not of itself create any contract rights.

ARTICLE VII MEETINGS

1. **Annual Meeting.** There shall be an annual meeting of the members of the Chapter in January or at such other time as the Board may determine. The purposes of such meeting shall be to announce the selection of officers and directors and transact such other business as may come before the meeting.

2. **Special Meetings.** Special meetings of the members of the Chapter may be called at any time by the President or at the written request of five (5) or more members. The time and place for holding special meetings shall be determined by the Board. At such special meetings, no business shall be transacted except that which shall have been specified in the notice of such meeting.

3. **Notice of Meetings.** Written notice of all meetings shall state the purpose, place, date and hour of such meeting and shall be delivered, either personally, by mail, or by email to each member. Unless otherwise stated herein, notices shall be given no less than five (5) nor more than thirty (30) days before the date of such meeting. The notice of a meeting shall be deemed delivered when deposited in the postal service mail with postage prepaid, addressed to the member at his or her street or email address as it appears on the records of the Chapter.

4. **Quorum.** A quorum is twenty-five percent (25%) of the members for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.

5. **Manner of Acting.** The act of a majority or more of the members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

6. **Proxies.** Voting by written proxy shall be allowed at any meeting of the members of the Chapter except no proxy dated more than eleven (11) months prior to meeting shall be valid.

7. **Consent.** Any action permitted or required to be taken at a meeting of members may be taken without a meeting in accordance with RCW 24.03.465 if consent in writing setting forth the action so taken shall be signed by all members.

8. **Electronic Communications.** Meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

ARTICLE VIII COMMITTEES

1. **The Nominating Committee.** The Nominating Committee shall be composed of seven (7) to eleven (11) members, including the President-Elect, who shall serve as the chair of this committee; and the President (who shall be a non-voting member except in cases of a deadlocked decision). Other suggested members include: Vice President of Membership, Vice President of Business Partner Relations; Vice President of Diversity & Inclusion; Community Service Committee Chair; a member of the Past Presidents Council; and four (4) general members from both large and small firms, at least two of which shall be non-Extended Board members. Any member being considered for President-Elect cannot serve on the Nominating Committee. If this situation occurs during the nominating process, the President-Elect shall appoint a suitable replacement for this Nominating Committee member. All members of the Nominating Committee shall be and shall have been members in good standing of the Chapter for a minimum of two (2) years. No member of the Nominating Committee may serve for more than three (3) years in succession unless such member holds one of the positions delineated above.

a. **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

b. **Policies and Procedures.** The Board shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the Board.

2. **Other Committees.** The Board may, by resolution, designate such standing committees for such purposes and having such powers as it may determine, and the President shall designate such special committees, as he or she may deem appropriate and shall appoint the chair and members of all such committees. The President shall serve as an ex officio member of each committee.

a. **Quorum and Manner of Acting.** At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

b. **Committee Vacancies.** Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.

c. **Policies and Procedures.** The Board shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the Board.

ARTICLE IX NOMINATIONS AND SELECTIONS

1. **Method and Time of Nomination.** The Nominating Committee shall meet as early as August, and no later than November of each year to recommend to the Board a slate of officers and directors. The Nominating Committee shall meet in person at least two (2) times to identify potential candidates, share due diligence reports and recommend the final slate. It shall be the responsibility of the Nominating Committee to study the leadership requirements and needs of the Chapter and to select candidates with the experience and qualities necessary to meet such requirements and needs. If the Nominating Committee's analysis of the leadership needs of the chapter results in recommended changes or additions to Executive or Extended Board positions, the Nominating Committee will present the recommended changes to the Executive Board for approval prior to candidate selection. The Nominating Committee may interview President-Elect candidates and other prospective nominees personally and their consent to serve, if selected, shall be obtained. Due diligence should be divided up among the Nominating Committee members and conducted for Executive Board positions using the due diligence questions similar to those used by the Association. If the Nominating Committee has insufficient knowledge of any candidate, they shall conduct reference checks with other PSALA members with whom the candidate has worked. At the January board meeting, the Nominating Committee shall present for Executive Board approval the names of the nominees; the Nominating Committee shall be prepared to describe the experience and qualifications of the nominees and the reasons the committee believes the candidates named can meet the leadership needs of the chapter.

2. **Method of Selecting Board Members.** The candidates selected by the Nominating Committee shall be presented as recommendations to the Executive Board for their approval upon certification by the President that: (a) they are members in good standing of the Chapter, and (b) they meet the eligibility requirements of these bylaws. Following certification, the President-Elect shall notify the membership of the results in January.

3. **Notice to Candidates.** After Executive Board approval, the Nominating Committee Chair shall contact each candidate individually by January 15th to notify them that they have been selected. Likewise, the Nominating Committee Chair or President shall contact the out-going Board members to thank them for their service and let them know who is taking their position.

ARTICLE X
FINANCIAL MATTERS, CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. **Annual Budget.** A budget showing anticipated revenue and expenses will be adopted annually by the Board of Directors.
2. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances.
3. **Payment of Indebtedness.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter shall be signed by such Officer or Officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by a resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.
4. **Deposits.** All of the Chapter's funds shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.
5. **Bonding.** The Board of Directors shall provide for the bonding of such officers and employees of the Chapter as it may from time to time determine.
6. **Gifts.** The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest or devise for the Chapter's general purposes or for any special purpose.
7. **Books and Records.** The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and members. The Chapter shall provide the Association with copies of all such books and records upon request.
8. **Fiscal Year.** The fiscal year of the Chapter shall be April 1 through March 31.

ARTICLE XI
AMENDMENTS

These Bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a majority vote of the Board. All Board members must be provided a copy of the amendment(s) at least seven (7) days prior to the vote. Notwithstanding the foregoing, all proposed bylaw amendments must first be submitted to the Association and are subject to the prior written approval of the Association. Amendments not receiving the approval of the Association shall be of no force or effect.

**ARTICLE XII
LIMITATION OF LIABILITY**

No officer, Board or committee member, member or employee thereof, agent or employee of the Chapter shall be liable for the act or failure of any other such person or organization.

**ARTICLE XIII
INDEMNIFICATION**

The Chapter shall indemnify all past and present officers, directors, employees, and committee, council, and task force members, and all other Chapter volunteers to the full extent permitted by the Law and shall be entitled to purchase insurance for such indemnification to the full extent of the Law as determined by the Board of Directors.

**ARTICLE XIV
DISSOLUTION**

In the event of the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, transfer all remaining assets of the Chapter to the Association (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) or, in the event the Association previously has been dissolved, the Chapter shall dispose of all of the remaining assets of the Chapter (except any assets held by the Chapter upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Association in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under either Section 501(c)(3) for Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Chapter is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

**ARTICLE XV
LAW TO APPLY**

In the event of any dispute as to the meaning of any term or phrase contained herein, Washington law shall be held to apply.

**ARTICLE XVI
ELECTRONIC MEETINGS/COMMUNICATION**

1. **Electronic Meetings.** Any action to be taken at a Board of Directors, other committee or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can

communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of an electronic meeting of the Board of Directors must be delivered at least twenty-four (24) hours prior to the meeting.

2. **Electronic Communication.** Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XVII RELATIONSHIP WITH ASSOCIATION

The Chapter shall abide by the terms of the Association's bylaws, rules, regulations, and policies as may be adopted by the Association's Board of Directors from time to time, which, among other things, set forth the relationship between the Association and the Chapter, the rights, responsibilities and obligations of the Chapter and the Association with respect to one another, the limitations and requirements governing the Chapter's use of the Association's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Chapter's affiliation with the Association may be terminated and its charter revoked.

ARTICLE XVIII AUTHORITY TO BIND THE CHAPTER BY CONTRACT

The authority to bind the Chapter to contract obligations is vested in the Board. This authority may be exercised on behalf of the Board as set forth in these bylaws. In the absence of the exercise of this authority by the Board, directly or through officers authorized to act on behalf of the Board, the Chapter bears no responsibility for contracts or agreements executed by others who purport to bind the Chapter.

ARTICLE XIX SEVERABILITY

If any paragraph hereof shall be held to be invalid, all other paragraphs hereof shall continue in force and effect.

These Bylaws were adopted on October 2, 1986, and have been amended from time to time.

Amended by the Executive Board

Michelle Smith, President
July ____, 2020