

AMENDED AND RESTATED BYLAWS
OF
WASHINGTON STATE SOCIETY OF HEALTHCARE ATTORNEYS

ARTICLE I
MEMBERSHIP

Section 1. Members. The membership of the Washington State Society of Healthcare Attorneys (the “Corporation”) shall consist of individuals, each of whom is authorized to engage in the practice of law in the state of Washington and either (a) represents, is employed by, or seeks to represent or become employed by a health care-related entity; or (b) otherwise practices in, seeks to practice in, or teaches in a health care-related area of the law (each such individual a “Member”). All questions regarding eligibility for membership shall be resolved by the Board of Directors (the “Board”). Members, for notice and voting purposes, shall be those individuals whose dues have been paid for the current membership year. For purposes of these Bylaws, a “membership year” shall be from May 1st through April 30th of each year. Members shall be required to pay the full annual dues amount for the then-current membership year, regardless of when the Member joins the Corporation as a Member or renews his or her membership. Firms, corporations, groups or other collective organizations shall not be eligible for membership in the Corporation, although any number of individuals who are associated in their practice or employment may be individual Members. Each Member shall have one vote.

Section 2. Status of Membership. Membership in the Corporation shall be personal, shall not survive the death of any individual Member, and shall not be transferred by any means.

Section 3. Termination of Membership. Membership in the Corporation may be terminated for any action by a Member that is detrimental to the best interest of the Corporation, or for failure to actively support corporate purposes or to actively participate in corporate activities. Removal from membership shall occur: (a) automatically, effective as of the first day of the then-current membership year, in the event the Member’s dues remain unpaid as of the ninetieth (90th) day of such membership year; or (b) by the affirmative vote of three-fourths (3/4) of the Board. In the event that any termination pursuant to clause (b) above is contemplated, the Board shall notify the Member in writing of the reasons for the proposed action, and of the time and place of the meeting of the Board at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the affected Member shall be entitled to respond to the stated reasons, and to be heard in his or her own defense.

ARTICLE II
MEETINGS OF MEMBERS

Section 1. Annual Meetings. The annual meeting of the Members for election of Directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting, shall be held at the same time and place as the Corporation’s Spring Health Law Conference, or shall be held at such time and place as the Board shall fix by resolution.

Section 2. Special Meetings. Special meetings of the Members for any purpose or purposes may be called at any time by the President of the Corporation or by the Board. Special meetings of the Members may also be called by Members having at least one-twentieth (1/20th) of the votes entitled to be cast at such a meeting. Upon request by such Members, it shall be the duty of the Secretary to call such a special meeting of the Members. If the Secretary shall neglect or refuse to issue such call within five (5) days of receipt of such request, the Members making the request may issue the call.

Section 3. Notice of Meetings.

(a) Notice, in the form of a record (as defined in the Washington nonprofit corporation act (the “Act”), stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Member entitled to vote at such meeting not less than ten (10) days nor more than fifty (50) days before the date of the meeting, by or at the direction of the officer(s), Board or Members calling the meeting. Notice of regular meetings, other than the annual meeting, shall be made by providing each Member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and not less than ten (10) days prior to the next succeeding regular meeting, and at any time when requested by a Member.

(b) Notice may be provided in a tangible medium (as defined in the Act), and may be transmitted by mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. Notice may alternatively be provided in an electronic transmission (as defined in the Act) and be electronically transmitted (as defined in the Act) to a Member if the Member has consented, in the form of a record, to receive electronic transmissions pursuant to the Act and has designated in the consent the message format accessible to the Member, and the address, location or system to which these notices may be electronically transmitted. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Otherwise, notice in a tangible medium shall be effective when received. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose, or when it has been posted on an electronic network and a separate record of the posting has been delivered to the Member, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(c) Members who have consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. The consent of any Member is revoked if the Corporation is unable to electronically transmit two (2) consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 4. Quorum. Members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. The vote of a majority

of the votes entitled to be cast by the Members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the Members, unless a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 5. Proxies. At any membership meeting, any Member entitled to vote at the meeting may vote by proxy in the form of a record executed by such Member. A proxy shall be valid only if executed and dated within eleven (11) months prior to the date of the meeting at which the proxy vote is cast, unless the proxy expressly provides for a longer period of validity.

Section 6. Meetings Held by Telephone or Similar Communications Equipment. Members may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers and Qualifications. The affairs of the Corporation shall be managed by the Board. The Board shall be elected from and by the Members of the Corporation, except as otherwise provided in these Bylaws with respect to ex officio Directors. The Board shall have all corporate authority, except as otherwise provided in these Bylaws or the laws of the state of Washington, to conduct the affairs of the Corporation in accordance with these Bylaws. The Board by general resolution may delegate to committees or officers of the Corporation such powers as the Board deems appropriate from time to time.

Section 2. Number, Term and Election. The number of Directors of the Corporation shall be not less than thirteen (13). The Board, by amendment of these Bylaws, may increase or decrease the number of Directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent Director. Nine (9) of the Directors shall be divided into three (3) classes of three (3) Directors each. The remaining four (4) Directors shall be ex officio Directors, with full voting rights by reason of holding the respective offices of President, Vice President/President-Elect, Immediate Past President, and Secretary/Treasurer. The elected nine (9) Directors in each of the three (3) classes of Directors shall serve for terms of three (3) years, provided that the terms shall be staggered such that three (3) Directors shall be elected annually. The Directors shall be elected by a majority of the Members at each annual meeting of the Members, to hold office until the expiration of the term of office of the class of Directors into which elected, and until his, her or their respective successors are elected and qualified.

Section 3. Vacancies. Any midterm vacancy occurring on the Board, and any directorship to be filled by reason of an increase in the number of Directors by amendment to these Bylaws, shall be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum may be present due to the vacancy(ies) itself. Any Director appointed by the Board to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. Any Director appointed by the Board by reason of an increase in the size of the Board shall stand for election for the remainder of the specified term for such position at the next annual meeting of the Members.

Section 4. Removal of Directors. The Board may remove any Director by the affirmative vote of sixty percent (60%) of the Directors present at a meeting at which a quorum is present, but in no case by the vote of fewer than seven (7) Directors voting in favor of the removal.

ARTICLE IV COMMITTEES

Section 1. Appointment of Committees. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint such committees as the Board deems appropriate from time to time, each of which shall consist of two (2) or more Directors. Such committees shall have such powers or purposes as the Board may designate in said resolution, except to the extent otherwise specified in the Articles of Incorporation or the Bylaws, or as limited by law or regulation. Without limiting the foregoing, no such committee shall have the authority of the Board to amend, alter or repeal the Bylaws; to elect, appoint or remove any member of any such committee or any Director or officer of the Corporation; to amend the Articles of Incorporation; to adopt a plan of merger or adopt a plan of consolidation with another corporation; to authorize the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; to authorize the voluntary dissolution of the Corporation or to revoke proceedings therefor; to adopt a plan for the distribution of the assets of the Corporation; or to amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any committee and the delegation of authority to it shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

Section 2. Executive Committee. The Board shall have an Executive Committee, which shall consist of the officers of the Corporation designated in Article VI of these Bylaws. The Executive Committee shall have and exercise the authority of the Board in the day-to-day management of the Corporation.

Section 3. Nominating Committee. The Board shall have a Nominating Committee, which shall consist of the Immediate Past President, who shall serve as its chair, and the President. The Nominating Committee shall consult with the Directors, and may consult with other individuals, as appropriate, and shall recommend to the Board a slate of nominees for election as officers and Directors of the Corporation. The Board shall not be bound by the recommendations of the Nominating Committee.

ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The annual meeting of the Board shall be held on or within ninety (90) days of the date of the annual meeting of the Members or any meeting of the Members at which any class of Directors is elected. Said meeting shall be held at the same place as the annual meeting of the Members, unless some other place shall be specified by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board may be held at any place and time, whenever called by the President, the Secretary/Treasurer, or any two (2) Directors.

Section 3. Notice of Meetings; Waiver of Notice.

(a) No notice of the annual meeting of the Board shall be required. Notice of the time and place of any special meeting of the Board shall be given by the Secretary, or by the person(s) calling the meeting, at least three (3) days prior to the date on which the meeting is to be held.

(b) Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, or personal delivery; telegraph or teletype; or telephone, wire, or wireless equipment that transmits a facsimile of the notice. Notice may alternatively be provided in an electronic transmission and be electronically transmitted to a Director if the Director has consented, in the form of a record, to receive electronic transmissions pursuant to the Act and has designated in the consent the message format accessible to the Member, and the address, location or system to which these notices may be electronically transmitted. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Otherwise, notice in a tangible medium shall be effective when received. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose, or when it has been posted on an electronic network and a separate record of the posting has been delivered to the Director, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

(c) Directors who have consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. The consent of any Director is revoked if the Corporation is unable to electronically transmit two (2) consecutive notices given by the Corporation in accordance with the consent, and this inability becomes known to the Secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

(d) Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(e) Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum; Action of Board. A majority of the Board shall constitute a quorum for the transaction of business. Except as otherwise specified in these Bylaws, the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, provided that in the event of a tie at any vote of the Board, the President (or if the President shall not be in attendance in person or by proxy, then the next highest ranking officer then in attendance) shall be entitled to one (1) additional vote, which shall be the tie-breaking vote. At

any meeting of the Board at which a quorum is present, any business may be transacted, and the Board may exercise all of its powers. A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting, or the Director files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such dissent or abstention must be in the form of a record. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 5. Meetings Held by Telephone or Similar Communications Equipment. Directors of the Board or members of its committees may participate in a meeting of the Board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI OFFICERS

Section 1. Designation of Officers. The officers of the Corporation shall be a President, a Vice President/President-Elect, a Secretary/Treasurer, and an Immediate Past President. The Board may appoint such other officers and assistant officers as may be deemed necessary by the Board. Each of the officers shall be elected on an annual basis by the Board, and each officer shall serve until that officer's successors are duly elected and qualified. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary/Treasurer. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 2. President. The President shall supervise and control the affairs of the Corporation, and shall otherwise exercise the usual executive powers pertaining to the office of President. He or she shall perform the duties incident to the office of President, and shall preside at meetings of the Board, of any committees exercising any authority of the Board, and of the membership.

Section 3. Vice President/President-Elect. The Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act. The Vice President shall also serve as the Corporation's President-Elect, succeeding to the office of President upon expiration of the President's term or upon any other event creating a vacancy in the office of the President.

Section 4. Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to keep minutes of the proceedings of the Board and of the Members; to be the custodian of the corporate records; to administer the membership register; to give all notices as are required by law or these Bylaws; when requested by the President to do so, to sign and execute with the President all contracts and other obligations or instruments in the name of the Corporation; and to keep the corporate seal (if any) and affix the same to proper documents. The Secretary/Treasurer shall have the care and custody of and be responsible for all funds and investments of the Corporation; shall cause to be kept regular and accurate books of account; and shall render reports and accountings

to the Board. The Secretary/Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board, and, in general, shall perform all of the duties incident to the office of Secretary/Treasurer.

Section 5. Immediate Past President. The Immediate Past President shall serve on the Board.

Section 6. Vacancies. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting.

Section 7. Salaries. The officers and agents of the Corporation shall serve without salary or compensation unless otherwise fixed by resolution of the Board.

Section 8. Removal. Any officer elected or appointed may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby.

ARTICLE VII ACTIONS BY WRITTEN CONSENT

Any corporate action required or permitted by the Articles of Incorporation or the Bylaws, or by the laws of the state of Washington, to be taken at a meeting of the Members or of the Board (or its committees) of the Corporation, may be taken without a meeting if a consent in the form of a record, setting forth the action so taken, shall be signed by all of the Members or Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VIII WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director of the Corporation by the Articles of Incorporation or the Bylaws, or by the laws of the state of Washington, a waiver in the form of a record executed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE IX ADMINISTRATIVE AND FINANCIAL PROVISIONS

Section 1. Annual Dues. The annual membership dues for Members of the Corporation shall be set by resolution of the Board and shall be payable in advance to the Secretary/Treasurer of the Corporation.

Section 2. Fiscal Year. The last day of the fiscal year of the Corporation shall be December 31.

Section 3. Loans Prohibited. No loans shall be made by the Corporation to any officer or to any Director.

Section 4. Books and Records. The Corporation shall keep at its registered office, its principal office in the state of Washington, or at its Secretary/Treasurer's office if in the state of Washington, the following documents in the form of a record: current Articles of Incorporation and Bylaws; a list of its Members, including names, addresses and classes of Members, if any; correct and adequate statements of accounts and finances; a list of officers' and Directors' names and addresses; minutes of the proceedings of the Board; minutes of the proceedings of the Members, if any; and any minutes which may be maintained by committees of the Board. Records may be written or electronic if capable of being converted to a writing. The records shall be open at any reasonable time to inspection by any Member of more than three (3) months' standing or by a representative of more than five percent (5%) of the membership. Costs of inspecting or copying records, except for costs of copies of the Articles of Incorporation or the Bylaws, shall be borne by such Member(s). Any such Member(s) must have a purpose for inspection reasonably related to membership interests. Use or sale of a list of Members by such Member(s), if obtained by inspection, is prohibited.

Section 5. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board at any annual or special meeting of the Board.

Section 6. Rules of Procedure. The rules of procedure at meetings of the membership and of the Board of the Corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE X INDEMNIFICATION

The Articles of Incorporation of the Corporation provide broad limitation of liability protection and indemnification to Directors, officers, employees, and agents, all as more specifically stated therein, and all are incorporated into these Bylaws by this reference.

CERTIFICATION

The undersigned, being the President of Washington State Society of Healthcare Attorneys, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors, effective as of the ____ day of _____, 2017.

Carrie Soli
President

CERTIFICATION

The undersigned, being the President of Washington State Society of Healthcare Attorneys, hereby certifies that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors, effective as of the 31st day of May, 2017.

Carrie Soli

Carrie Soli
President