

South King County Bar Association  
Bylaw Amendment/Notice of Opportunity to Vote  
April 24, 2009

Dear SKCBA members:

The Association's Board of Trustees is recommending an amendment to the Association's bylaws. Included with this letter are (A) a summary of the proposed changes to the Bylaws and (B) the text of the proposed bylaw amendment. Pursuant to Article XI of the Bylaws, the Bylaws may be amended at any annual or special meeting of the Association membership by a vote of a majority of members present at said meeting and upon twenty days notice in writing given to the membership. This letter is notice to you that the Association is holding a meeting of the membership on June 4<sup>th</sup> at approximately 6:00 p.m. at the Emerald Downs racetrack in Auburn, in the Shinpoch room. This meeting of the members is being held in coincidence with an SKCBA event at Emerald Downs on June 4<sup>th</sup>.

**A. Summary of Proposed Changes**

Article IV. Delete sentence in Article IV stating that Trustees of the Board may not also serve as Officers.

Explanation for Amendment: Article IV is in conflict with Section 6.1 of the Bylaws which expressly states that the President, Vice-President, Secretary, Treasurer and Immediate Past-President shall be members of the Board by virtue of their offices. In addition, the Board finds that prohibiting Trustees from serving as Officers would greatly affect the Association's ability to manage its operations and conduct its business.

Article VI, Section 1. Reduce the number of Trustees on the Board from thirteen (13) to a range of not less than five (5) but not more than nine (9).

Explanation for Amendment: Historically, the Association has operated with less than thirteen (13) Trustees due to difficulty in filling all thirteen seats. This has led to difficulties in establishing a quorum for board meetings. In the Board's experience, the Association would benefit from a bylaw amendment that allows the Association flexibility in the number of Trustees that can serve on its board. A range of five (5) to nine (9) directors is thought to be reasonable based on past experience.

Article VI, Section 4. Delete provision requiring Board to meet monthly and replace it with a provision requiring the Board to meet, at least quarterly.

Explanation for Amendment: There is not enough work for the Association's Board to meet on a monthly basis. Application of this bylaw would result in an inefficient use of the Officers' and Trustees' time. The Board recommends that meetings be held at least quarterly with the thinking that if additional meetings are required that the Board will hold them as necessary. Nothing in the bylaw amendment restricts the number of meetings the Board can hold.

Article VI, Section 4. Delete provision establishing quorum at six (6) Trustees for purposes of the Board being able to transact business. Insert a provision allowing a majority of the Trustees then in attendance at a properly called meeting to constitute a quorum for purposes of transacting of business.

Explanation for Amendment: It has become increasingly difficult to obtain a quorum at Board meetings. With the reduction in the number of Trustees serving on the Board, the quorum required for the board to transact business also needs to be reduced from six (6) directors to some lesser number. The Board recommends against using a fixed number as a basis for establishing a quorum because it does not allow for flexibility in the event of changes in the number of Trustees or vacancies on the Board.

**B. Proposed Text of Bylaw Amendment**

**AMENDMENT TO BYLAWS**

**OF**

**SOUTH KING COUNTY BAR ASSOCIATION**

**THIS AMENDMENT** pertains to the above-named Bylaws of the South King County Bar Association, a non-profit Washington corporation (the "Association"), adopted March 19, 1982, and all amendments thereto. This instrument was approved by a majority vote of the members present at a special meeting of the members pursuant to Article XI of the Bylaws, such votes being made on June 4, 2009.

**NOW, THEREFORE,** based on the above, the Bylaws are hereby amended pursuant to this instrument, effective immediately.

**AMENDMENT:**

Amendment 1: The last sentence of Section 4.1 of the Bylaws shall be deleted such that Section 4.1 shall now read, as follows:

4.1 Officers. The officers of the Association shall be President, Vice-President, Secretary, and Treasurer.

Amendment 2: Section 6.1 shall be deleted in its entirety and the following substituted in its place:

6.1 Board of Trustees. The management of the Association shall be vested in a board of not less than five (5) but no more than nine (9) trustees, all of whom shall be regular, honorary, or life members.

Amendment 3: Section 6.4 shall be deleted in its entirety and the following substituted in its place:

6.4 Meetings, Rules, Quorum. The Board of Trustees shall meet at regular meetings to be held, at least quarterly, based on a schedule set by the President and provided to the Board with at least ten (10) days notice. A special meeting of the Board of Trustees may be called at any time by the President, or in the absence of the President by the Vice-President, or by three (3) Trustees. The Board shall have all powers and authority to take any and all actions make any rules not inconsistent with the Articles of Incorporation, these By-laws, and applicable law. At all meetings of the Board of Trustees, a quorum shall exist for purposes of transacting business if: 1) the meeting is attended by four or more Trustees; or 2) the meeting is attended

by at least fifty percent (50%) of the Trustees, whichever is less. Notwithstanding the foregoing, any action taken at a properly called meeting where a quorum is not present shall be valid if later ratified at a properly called meeting at which a quorum is present.

ATTESTATION OF SECRETARY

The undersigned, as Secretary of the Association, certifies and attests to the fact that the amendment(s) set forth in this instrument were properly adopted pursuant to Article XI of the Bylaws and any related covenant or other provisions governing amendments to the Bylaws, and the amendment(s) set forth herein are accurately stated as those adopted by the affirmative vote of a majority of all the directors of the Board of Directors of the Association, which vote was made and taken at the \_\_\_\_\_ [eg. regular or special] meeting of the members on \_\_\_\_\_, 2009.

Dated: \_\_\_\_\_, 2009.

\_\_\_\_\_  
Print name: Marie White  
Secretary of the Association

SOUTH KING COUNTY BAR ASSOCIATION  
BOARD OF DIRECTORS

\_\_\_\_\_  
Print name: J. David Huhs  
President