

BY-LAWS
OF
KITSAP COUNTY BAR ASSOCIATION

ARTICLE I. NAME

The name of this corporation is the Kitsap County Bar Association ("Association").

ARTICLE II. MEMBERSHIP

Section 1. All lawyers admitted to the practice in Washington and maintaining a substantial practice or residing in Kitsap County are eligible for Association membership upon payment of annual dues. There shall be active and honorary memberships. Judges of the Superior Court, District Courts and Municipal Courts of the State of Washington for Kitsap County, Appellate Court Judges residing in Kitsap County, and lawyers who are full-time Court Commissioners shall be honorary members. Lawyers who have retired from the active practice of law shall be eligible to become honorary members if elected to honorary membership by majority vote of the membership in any regular meeting. An honorary member shall have no voice or vote in the affairs of the Association, and no honorary member need pay dues.

Section 2. There shall be an admission fee for persons wishing to become active members. The amount of the fee shall be set by the Board of Trustees ("Board") and must be paid in conjunction with a prospective member's oral or written application for membership. Payment of the admission fee shall constitute a member's annual membership dues for the first calendar year of their admission. Annual membership dues shall be set by the Board. Annual membership dues shall be due and payable on or before January 31 of each year. Members who do not pay the annual membership dues by January 31 shall be stricken from the roll of active members. Members stricken from the roll of active members for non-payment of dues shall be automatically reinstated upon payment of dues. There shall be no proration of the admission fee or annual membership dues. The Board shall notify the membership of any change in the admission fee or annual membership dues at least six months before such changes become operational.

Section 3. Resignation from membership shall be made orally or in writing to the Executive Board or President.

Section 4. Any member who has been suspended or disbarred from the practice of law shall be automatically suspended from this Association while so suspended or disbarred.

ARTICLE III. OFFICERS AND TRUSTEES

The Officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, and there shall be up to five Trustees. One trustee shall be the immediate past president. One trustee shall be a "Young Lawyer" as defined by the Washington State Bar Association. The remaining trustees shall be general trustees. The Officers and Trustees shall be elected annually by the membership at the annual meeting, except the Trustee who shall be the immediate past president of the Association, unless said Trustee is unwilling or unable to serve, in which case that Trustee position shall also be elective. The Officers and Trustees shall constitute the Board. All Officers and Trustees shall serve for a term of one year and until their successors are elected. A vacancy occurring in the office of the President shall be filled by the Vice President until the next annual election. Should there be no Vice President, or if the Vice President is unable to serve as President, the position of President

shall be then filled by a member selected by a majority vote of the Board. A vacancy in any other office shall be filled by appointment by the President until the next annual election.

ARTICLE IV. DUTIES OF OFFICERS

Section 1. The President shall be the chief executive officer of the Association and, between meetings of the Board, shall have general control and direction of its affairs. The President shall preside at all meetings of the Board and of the membership, and shall appoint and remove members to all standing, special, or other committees. The President shall, from time to time, bring before the Board such information as may be required touching the business and affairs of the Association. The President.

Section 2. In case of the absence or disability of the President, the Vice President shall assume the President's duties and act in place of the President. The Vice President shall be primarily responsible to the President for arranging programs at the regular membership meetings.

Section 3. The Secretary shall keep a record of the proceedings at all meetings of the Board and of the membership. The Secretary shall notify the officers and the committee members of their election or appointment, shall issue notices of all meetings, and, in case of a special meeting, shall add a brief note as to the subject of the call. The Secretary shall conduct the correspondence of the Association with the concurrence and under the supervision of the President, and shall keep at all times a complete roll of the officers, members, and committees of the Association for the past year, and the Secretary's record shall be permanently kept for historical purposes and shall be transferred to the succeeding Secretary or Historical Officer as designated by the President of the Association. The Newsletter (without attachments) and meeting Notice issued by the Secretary shall be kept as the Minutes of the Association, together with such additional Minutes as the Secretary shall deem appropriate.

Section 4. The Treasurer shall collect and, under the direction of the Board, dispose of the funds of the Association. The Treasurer shall keep regular accounts in books belonging to the Association which shall be open to inspection by any member of the Board. The Treasurer shall report in writing at the Membership Meeting of the Association, and, if requested at any meeting of the Board, a balance sheet, a profit and loss statement, and any existing appropriations which may affect the same. At the Membership Meeting the Treasurer shall make a full report of the receipts and disbursements for the past year and of the outstanding obligations of the Association with an estimate of the resources and probable expenses of the coming year. The Treasurer's accounts shall be subject to annual audit by an outside auditor appointed by the President or a majority of the Board. The Treasurer shall be primarily responsible for coordinating any luncheons or other regular activities requiring expenditures of funds of the Association.

Section 5. The Treasurer and President shall have signatory authority in regard to the accounts for the Association, including its checking account, but shall have no authority to expend funds unless directed to do so by of the Board, except that the President shall have the authority to spend, without the necessity of prior approval, an amount not to exceed \$200.00 in any one instance, given that said expenditures shall be limited to expenditures for and on behalf of the Association and its membership.

ARTICLE V. BOARD OF TRUSTEES

Section I. The Board shall meet at least annually. Additional meetings of the Board may be called by the President or any two members of the Board. Written or electronic notice must be made to all Board members at least ten (10) days prior to any meeting of the Board. Meetings of the Board may be held, at the discretion of the President, in person, via video conference or telephone conference, or via any combination of the foregoing modalities. At any meeting of the Board, a majority of the then-sitting

members of the Board shall constitute a quorum for the transaction of all business, provided that a lesser number may adjourn the meeting to a later time. Except as set out in Section II, below, all decisions of the Board shall be made by a majority vote of those Board members present. The Board shall have the power to make such rules and take such action not inconsistent with the Articles of Incorporation and these By-Laws as shall be necessary and proper for the protection of the interests and business of the Association and shall have general management of its affairs. With the exception of expenditures authorized by the President as set forth in Article IV, Section 1 above, all expenditures of the Association must be authorized by the Board or by a two-thirds (2/3) vote of the members at any regular or special meeting called for the purpose of voting on said expenditure. The Board shall keep a record of its proceedings which shall be available for inspection at the next regular meeting of the Association and shall report at each meeting any business which in the judgment of the Board requires the action of the Association.

Section II. Because Board deliberations are important, decisions shall ordinarily be by vote at Board meetings held pursuant to Section I, above. When time-sensitive issues must be considered at a time other than a Board meeting, the President may request that action be taken by written consent, email or a similar electronic transmission. In this situation, the President, or the Secretary acting at the request of the President, shall send a written communication via an email, or other agreed upon form of electronic communication, to all members of the Board, clearly stating the issue to be decided and requesting a yes or no vote. A decision by written consent, email, or similar electronic communication, shall be effective only if approved by all members of the Board as evidenced by their execution of the written consent or their communication by email or similar electronic communication of their approval of the action. If any member of the Board does not respond, registers an abstention or dissenting vote, or requests a meeting to confer on the decision, the action may not be completed by written consent, email or similar electronic communication and must be deferred until such time as at least a quorum of the Board can meet pursuant to Section I.

ARTICLE VI. COMMITTEES

Section 1. The President shall be empowered to create such committees as may be deemed necessary for the conduct of the affairs of the Association and to appoint members thereto. The Chairperson of each Committee may vote with regard to Committee actions.

The President may appoint annually, however, at the commencement of the President's term, the following standing committees:

(a) **A Nominating Committee** to be composed of three past Presidents of the Association; and

(b) **The Following Practice and Procedure Committees:**

- (i) A Criminal Division for the Superior Court of the Practice and Procedure Committee shall be composed of the Judges of the Superior Court, and representatives from the office of the Prosecuting Attorney, municipal attorneys, and members of the public and private defense Bar.
- (ii) A Civil Division for the Superior Court of the Practice and Procedure Committee shall be composed of the Judges of the Superior Court, and private attorneys skilled in Probate, General Trial, and Civil Practice.
- (iii) A Criminal Division for the District Court of the Practice and Procedure Committee shall be composed of the Judges of the District Court, Municipal Judges, and

representatives from the office of the Prosecuting Attorney, municipal attorneys, and members of the public and private defense Bar.

- (iv) A Civil Division for the District Court of the Practice and Procedure Committee shall be composed of the Judges of the District Court, and private attorneys skilled in civil practice in courts of limited jurisdiction.
- (v) A Juvenile Division of the Practice and Procedure Committee shall be composed of the Superior Court Juvenile Presiding Judge, representatives of the office of the Prosecuting Attorney, the public and private defense Bar, and other attorneys who practice in Juvenile Court.
- (vi) A Family Law Division of the Practice and Procedure Committee shall be composed of the Superior Court Family Law Presiding Judge, Family Law Superior Court Commissioner, and attorneys who practice Family Law.

(c) **A Public Relations Committee** to be composed of such attorneys of the Association as the President may deem appropriate.

(d) **A Social Committee** to be composed of such attorneys of the Association as the President may deem appropriate.

(e) Other Committees as determined by the President.

Section 2. It shall be the duty of the Practice and Procedure Committee to coordinate practice procedures in the District and Superior Courts of Kitsap County, and to formulate policies and procedures to assist the courts and all counsel practicing in Kitsap County in promoting adequate, thorough, and speedy justice.

Section 3. The Public Relations Committee shall organize and coordinate the public relations activities of the Association, including Law Day.

Section 4. The Social Committee shall organize and coordinate the social activities of the Association, including the installation dinner and bar picnic.

ARTICLE VII. SECTIONS

Two or more Members of the Association involved in a particular area of practice may petition the Board to form a Section of the Association devoted to their mutual education and assistance and for the purpose of identifying and addressing problems within their area of law as it is practiced in Kitsap County. The Sections internal organization shall be established for the Section's membership. To form a Section, the members of the Association desiring to create the Section shall file with the Secretary of the Association a petition to establish the Section stating the criteria for membership in the Section, the names of the founding members of the Section and the founding officers of the Section, if any. The Board shall review the petition to establish the Section and shall recommend to the general membership that the petition be granted or denied or that the petition be granted as amended by the Board. If the petition, as amended by the Board or the general membership, is approved by a majority of the membership the Section shall be so established. Existing Sections shall be duly and regularly consulted by the Association Practice and Procedure Committee and shall be given the opportunity to report to the general membership of the Association at each regular meeting.

ARTICLE VIII. MEETINGS AND ELECTIONS

Section 1. Regular meetings of the members of the Association should be held once a month at a time and place determined by the President.

Section 2. Special meetings of the members of the Association may be called by the President or by any two of the Board.

Section 3. The Annual Meeting of the Association shall be held in October, at which time the election of new Officers and Trustees shall occur, and such other business as may arise shall be conducted.

Section 4. Robert's Rules of Order, as revised, shall govern the conduct of all business at meetings of the members of the Association.

Section 5. Written or electronic notice of meetings of the members of the Association where business will be conducted shall be provided to all members at least ten (10) days prior to the meeting.

Section 6. At any meeting of the members of the Association noticed pursuant to Section 5, above, a quorum shall exist if the active members present, combined with those active members represented by written proxy as described in Section 9, below, constitute at least twenty-five percent (25%) of the active members of the Association.

Section 7. Except as otherwise specifically provided in these By-Laws, decisions reserved to the members of the Association shall be determined by a majority of the votes cast by those active members present combined with those active members represented by written proxy as described in Section 9, below.

Section 8. For election of Officers and Trustees, candidates nominated by the nominating committee shall be formally placed in nomination by the Chair of that committee. Additional nominations may be made from the floor. If two or more members are nominated for any office, the election shall be by written or electronic ballot. If no majority results for any one candidate on the first ballot, a second ballot shall be cast for the persons receiving the two highest number of votes. In balloting for Trustees where more than three persons are nominated, the three persons receiving the highest number of votes shall be declared elected.

Section 9. Voting by proxy shall be permitted for all issues except preference polls.

A proxy shall be in writing and signed by the person giving it. It shall specify the date of the meeting, the issue(s) to be decided, and the absent members vote on said issue(s).

Section 10. The Officers of this Association shall be responsible for conducting preference polls where persons are being considered for appointment or election to the following:

1. Judicial office, including Court Commissioner;
2. County Clerk;
3. Prosecuting Attorney.

No other preference polls shall be permitted, except where approved by a two-thirds (2/3) vote of the members present at a regular meeting, provided that the membership has received five (5) days written notice of such vote.

No preference poll shall be conducted unless the membership has received five (5) days written notice of such poll.

Preference polls, where permitted, shall be conducted as follows:

1. Voting shall be conducted by mail or electronic means. All members in good standing when ballots are counted may vote.
2. A single ballot shall be submitted by which the members shall vote their ranking of preference among the candidates for office. In addition, each member shall vote by rating the qualifications of the candidates for that office. Abstentions may be recorded as well.
3. The result of the balloting shall be reported designating for each candidate the number of votes received in each ranking and qualifications category.

Section 11. No member, Officer or Trustee shall have the authority on behalf of the Association to endorse any candidate for political office, except as specifically provided herein.

ARTICLE IX. JUDICIAL POLL

Section 1. The Officers of this Association may conduct a Judicial Poll at the Membership Meeting of the Association in October of each year. Voting shall be conducted in accordance with the provisions of section 10 Article VIII.

Section 2. The Judicial Poll Ballot shall rate each Superior, District and Municipal Court Judge and Court Commissioner then holding office in Kitsap County according to the following criteria: (1) Decision Making, (2) Demeanor, (3) Prejudice, Bias, Impartiality, (4) Courtroom Management, (5) Knowledge of the Law, and (6) Overall Performance.

ARTICLE X. AMENDMENTS

These By-Laws may be amended at any regular meeting of the Association, or at any special meeting called for that purpose, but only by a vote of two-thirds (2/3) of those active members present combined with those active members represented by written proxy as described in Article VIII, Section 9, and only if ten (10) days notice in writing of the general nature of the proposed amendments shall have been given to the membership. Any amendment shall be effective immediately following such favorable vote.

ARTICLE XI. ENACTMENT

These By-Laws shall be effective immediately following adoption by a two-thirds (2/3) vote of the members present at any regular meeting or at a special meeting called for that purpose of which due notice has been given to the effect that revised By-Laws will be considered. These By-Laws shall supersede and annul any and all former By-Laws.

PASSED AND APPROVED by the Membership of the Kitsap County Bar Association on this 14th day of October 2023.