

BYLAWS
OF THE
ASSOCIATION OF WASHINGTON
ASSISTANT ATTORNEYS GENERAL

Article I
Name

The name of the organization shall be the Association of Washington Assistant Attorneys General.

Article II
Eligibility for Membership and Associate Membership

2.1 Members

Membership in the Association of Washington Assistant Attorneys General shall be open to: All assistant attorneys general, including deputy solicitors general, senior counsel, section chiefs, team leaders, division chiefs, excluding the Attorney General, Deputy Attorneys General, Solicitor General, and anyone else who reports directly to the Attorney General.

2.2 Associate Members

Associate membership in the Association of Washington Assistant Attorneys General shall be open to any retired or former attorney of the Washington Attorney General's Office.

Article III
Membership

3.1 Member Enrollment

Any person who is eligible for membership under 2.1 may become a member in good standing by enrolling as a member and paying the required dues.

3.2 Associate Member Enrollment

Any person who is eligible for associate membership under 2.2 may become an associate member by enrolling as an associate member. Associate members shall not be required to pay initiation fees, dues or other charges and shall have no voice or vote in the Association. Such membership may be revoked for cause by the Board.

3.3 Meeting Participation

Every member or associate member in good standing shall have the right to attend any Association

general or Board meeting and to participate in such meeting in accordance with the bylaws of the Association.

3.4 Suspension for Delinquency

Members who fail to pay their dues or assessments within the periods prescribed by the Bylaws or as established by the Board shall be notified by the Secretary and/or Treasurer of the Association that they are delinquent and will be automatically suspended and lose their good standing if payment is not made within thirty (30) days following the notification. Delinquent and suspended members are not entitled to voice or vote in the Association.

Article IV Meetings

4.1 Annual Meetings

The annual meeting of the Association shall be held at a date, time, and place to be designated by the Board. The purpose of the annual meeting shall be to elect Board members and to approve the annual budget of the Association. Other business may also be conducted. The annual meeting shall be announced no less than one (1) month in advance of the meeting. Notice may be given either by e-mail or by written notice to each member, and may also be posted on the Association's website.

4.2 Regular Meetings

Regular meetings of the Association may be held at dates as determined by a majority vote of the members present at any annual, regular, or special meeting. The time and place will be determined by the President. Notice of the date, time, and place will be provided to all members in good standing at least ten (10) days in advance of the meeting. Notice may be given either by e-mail or by written notice to each member, and may also be posted on the Association's website.

4.3 Special Meetings

Special meetings of the Association may be called in three ways:

- (1) By the President;
- (2) By a majority vote of the Board; or,
- (3) By petition to the Board by five percent of members in good standing.

Any request for a special meeting under (3) above shall be in writing and shall specify the business that is to be included on the agenda; no other business shall be in order at that meeting.

For any special meeting, it shall be the responsibility of the Board to notify all members in good standing of the time and place of the meeting, and the agenda, at least ten (10) days prior to the meeting, by email or by written notice.

4.4 Remote Participation

Members may participate in any meeting by any means of communication designated by the Board by

which all persons participating in the meeting can hear each other during the meeting.

4.5 Quorum

The quorum for any meeting of the Association shall be five percent of, but no fewer than 10, members in good standing.

4.6 Meeting Procedure

Unless otherwise stated in these Bylaws, all meetings shall be governed by the most recent edition of Robert's Rules of Order.

4.7 Executive Session

At any regularly called meeting of the Association, the officers may by majority vote elect to go into executive session excluding all members not designated in the motion. The purpose of the executive session is to achieve harmony among the officers as to Association business and direction.

Article V Board of Directors

5.1 Description

The Board is responsible for overall policy, direction, and day-to-day operations of the Association. The Board shall have up to 15 and not fewer than 7 members. The board receives no compensation other than reasonable expenses.

5.2 Elections

Election of new Board members or election of current Board members to an additional term will occur as the first item of business at the annual meeting of the Association. Any full member in good standing shall be eligible to be a candidate for the Board. Nominations for Board members must be made by members in good standing in advance of the annual meeting, in writing to the Secretary at least 14 days prior to the annual meeting or otherwise pursuant to a process designated by the Board. Board members will be elected by a majority vote of the members in good standing in attendance at the annual meeting.

5.3 Terms

All Board members shall serve two-year terms, ending on the date of the annual meeting, but are eligible for re-election.

5.4 Resignation and Removal

Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed by a three-fourths vote of the remaining Board members.

5.5 Mid-Term Vacancies

When a vacancy on the Board arises between annual meetings, the remaining Board members may appoint a successor Board member by majority vote at any Board meeting. The successor shall hold

Board membership for the remainder of the original term.

5.6 Board Meetings

The Board shall meet as needed, at an agreed upon time and place. An official Board meeting may be called by the President or by a quorum of the Board. Notice of a Board meeting must be given by e-mail to each Board member at least forty-eight (48) hours in advance. Meetings may be held telephonically or by any other any means of communication by which all Board members participating can hear each other during the meeting. Board meetings shall be run informally unless a majority votes to institute Robert's Rules of Order.

5.7 Quorum

A quorum constituting a majority of current Board members must be present before business can be transacted or motions made or passed. Board members may participate in a Board meeting by any means of communication designated by a majority of the Board by which all persons participating in the meeting can hear each other during the meeting.

5.8 Officers

There shall be four officers of the Board consisting of a President, Vice President, Secretary and Treasurer, elected as described in Article VI to perform the duties described in Article VII.

Article VI Election of Officers

6.1 Nominations

The officers of the Board shall be nominated by the Board members from among the elected members of the Board.

6.2 Election

The officers shall be elected at the annual meeting by majority vote of the Board. In the event that no single candidate receives a majority of votes on the first ballot, a second vote will be taken by the Board between the top two candidates receiving the most votes in the first ballot.

6.3 Terms

All officers shall serve terms of one year, ending on the date of the annual meeting, but are eligible for re-election as long as they remain members of the Board.

Article VII Duties of Officers

7.1 President

The President shall send out meeting announcements; distribute copies of minutes and the agenda to each Board member; convene regularly scheduled Board meetings; and preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-President,

Secretary and Treasurer.

7.2 Vice-President

The Vice-President shall maintain the official list of members of the Association in an accurate and current manner, including listings of associate members and members not in good standing; and may chair committees on special subjects as designated by the Board.

7.3 Secretary

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings; and ensuring that Association records are maintained.

7.4 Treasurer

The Treasurer shall be responsible for all financial business of the Association. The Treasurer shall make a report at each Board meeting and the annual meeting, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and members of the Association.

Article VIII Committees

8.1 Membership Committee

The Membership Committee shall be a standing committee for the purpose of maintaining the membership rolls, coordinating membership drives, and ensuring effective communication between the members and the Board. The Vice President shall chair the committee. The committee shall also include at least two (2) additional Board members or members in good standing, appointed by the President.

8.2 Budget Committee

The Budget Committee shall be a standing committee for the purpose of planning and executing the Association's annual budget. The Treasurer shall chair the committee. The committee shall also include at least two (2) additional Board members or members in good standing, appointed by the President. A quorum shall consist of the Treasurer and at least one (1) additional member.

8.3 Ad Hoc Committees

The Board may create ad hoc committees as needed. The President appoints all ad hoc committee chairs.

Article IX Fees, Dues, and Assessments

Dues and other assessments shall be established and paid as determined by the Board.

Article X
Amendments

These Bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary and distributed to the Board at least two weeks prior to the Board meeting at which the amendment will be voted upon.

These Bylaws were approved at a meeting of the Board on April _____, 2013.

Association of Washington Assistant Attorneys General

Michael M. Young, President

Angela Coats McCarthy, Secretary

Jonathon Bashford, Vice President

Gail S. Yu, Treasurer

Jason Howell

Joseph Panesko

Kristen Mitchell

Jessica Creighton