

1 **AMENDED AND RESTATED BYLAWS OF**
2 **WASHINGTON CHAPTER OF THE AMERICAN ACADEMY OF PEDIATRICS**
3 **A WASHINGTON NONPROFIT CORPORATION**

4
5 **ARTICLE I**
6 **PURPOSES, POWERS AND RESTRICTIONS; OFFICES**

7 **SECTION 1. Purposes.** The Washington Chapter of the American Academy of
8 Pediatrics (the “**Corporation**”) is organized and shall be operated exclusively for charitable,
9 scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal
10 Revenue Code of 1986, as amended (“**Code**”), or the corresponding section of any future federal
11 internal revenue laws, including but not limited to the making of distributions to organizations that
12 qualify as exempt organizations under Section 501(c)(3) of the Code, and improving the health
13 and welfare of children within the State of Washington and other states through means, which
14 include, but are not limited to: stimulating and advancing medical knowledge and research relating
15 to pediatric medicine and the health and welfare of children; creating educational resources and
16 providing support to pediatricians and other pediatric healthcare professionals to empower and
17 educate them to provide high quality, equitable medical care to children; connecting pediatricians,
18 specialists, and providers to create a network of passionate experts and advocates for child health
19 and child health equity issues; advancing public policy to benefit the health and welfare of children
20 and families; collaborating with other child health advocates to frame and lead the public
21 discussion on child health issues; and carrying out such other charitable, educational, and scientific
22 activities relating to or intending to further the improvement of the health and welfare of children
23 and families.

24 **SECTION 2. Powers.** The Corporation shall have the power to engage in any lawful
25 activity for which corporations may be organized under the Washington Nonprofit Corporation
26 Act, as amended from time to time, provided that such activities are consistent with the purposes

27 of the Corporation set forth in Section 1 of this Article I and the restrictions and limitations on the
28 Corporation set forth in the Articles of Incorporation and Section 3 of this Article I.

29

30 **SECTION 3. Restrictions.**

31 **a) Nonprofit Status.** The Corporation is not organized for profit and no part of the
32 net earnings of the Corporation shall inure to the benefit of, or be distributable to its members,
33 trustees, officers, or other private persons, except that the Corporation shall be authorized and
34 empowered to pay reasonable compensation for services rendered and to make payments and
35 distributions in furtherance of the purposes of the Corporation.

36 **b) Prohibited Activities.** No substantial part of the activities of the Corporation shall
37 be the carrying on of propaganda, or otherwise attempting to influence legislation, and the
38 Corporation shall not participate in, or intervene in (including the publishing or distribution of
39 statements) any political campaign on behalf of or in opposition to any candidate for public office.
40 Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other
41 activities not permitted to be carried on: (a) by a corporation exempt from federal income tax
42 under Section 501(c)(3) of the Code, or the corresponding section of any future federal internal
43 revenue laws; or (b) by a corporation, contributions to which are deductible under Section
44 170(c)(2) of the Code, or the corresponding section of any future federal internal revenue laws.
45 The Corporation shall not have objectives or engage in activities that characterize it as an “action”
46 organization within the meaning of the Code.

47 **c) Distribution of Assets on Dissolution.** Upon the dissolution of the Corporation,
48 surplus assets in excess of amounts necessary to satisfy the obligations of the Corporation shall be
49 distributed to one or more other not-for-profit organizations qualifying as exempt from federal
50 income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal
51 internal revenue laws), which organizations: (a) are engaged in charitable, scientific, or
52 educational activities similar to the Corporation’s tax-exempt activities; and (b) shall use such
53 assets for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3)

54 of the Code (or the corresponding section of any future federal internal revenue laws). Any such
55 assets not so disposed of shall be disposed of by the Superior Court of King County, Washington,
56 exclusively for such purposes or to such organization or organizations, as that court shall determine
57 that are organized and operated exclusively for such purposes

58 **SECTION 4. Registered Office and Registered Agent.** The principal office of the
59 Corporation in the State of Washington shall be located at its principal place of business. The
60 Corporation may have such other offices, either within or without the State of Washington, as the
61 Board of Trustees may determine or as the affairs of the Corporation may require from time to
62 time. The Corporation shall have and continuously maintain in the State of Washington, a
63 registered office and a registered agent whose office is identical with such registered office, as
64 required by the Washington Nonprofit Corporation Act. The registered office may be, but need
65 not be, identical with the principal office in the State of Washington, and the address of the
66 registered office may be changed from time to time by the Board of Trustees.

67 **ARTICLE II**

68 **MEMBERS**

69 **SECTION 1. Classes of Members.** The Corporation shall have the following classes of
70 members. New classes may be created from time to time by a majority vote of the Board of
71 Trustees. All members shall have the right to vote on all questions and to hold any office except
72 as stated in the description of the class. The designation of such classes and the qualifications and
73 rights of the members of such classes shall be as follows:

74 a) Fellow Members: Fellows and Specialty Fellows of the American Academy of
75 Pediatrics (“AAP”), ~~licensed to practice in the State of Washington.~~

76 b) Active Members: Any pediatrician or pediatric subspecialist physician practicing
77 pediatrics or a pediatric subspecialty, not a Fellow or Specialty Fellow of the American Academy
78 of Pediatrics but including Candidate Fellows of the Academy, ~~who is licensed to practice~~
79 ~~medicine in the State of Washington and who, in the opinion of the Board of Trustees has the~~
80 ~~training and experience to qualify as one who has basic interest in persons in the pediatric age~~

81 ~~group.~~ They shall have the ~~same rights and privileges as Fellows and Specialty Fellows~~ to hold
82 any office within the Chapter except that of President or Vice President. ~~They have the right to~~
83 ~~vote on all issues except those that pertain solely to the business of the AAP.~~

84 c) Allied Health Members: Other medical professionals caring for pediatric patients. They
85 may serve as a chair or member of any committee or in an appointed non-voting, advisory role on
86 the Board of Trustees (in accordance with Article IV, Section 11), but may not hold an elected
87 position or have the right to vote.

88 d) Affiliate Members: Other health professionals or individuals, who are interested in the
89 promotion of child health. They may serve as chair or member of any committee or in an appointed
90 non-voting, advisory role on the Board of Trustees (in accordance with Article IV, Section 11),
91 but shall not have the right to vote or hold office. Affiliate Members shall be sponsored by any
92 member of the Chapter and elected by a majority of the Board of Trustees. Successful candidates
93 shall be notified immediately after election and shall become full members upon payment of
94 annual dues.

95 ed) Academic Fellows: Physicians who are currently participating in an approved
96 Pediatric Fellowship Training Program in the State of Washington. They may hold any office
97 within the Chapter except President or Vice President, and shall have the right to vote on all issues
98 except those that pertain solely to the business of the AAP.

99 fe) Resident Fellows: Physicians who are enrolled in an approved Pediatrics Residency
100 Program in Washington State may serve as members of committees but shall not have the right to
101 vote or hold office.

102 f) ~~Inactive Members: Any member of this or other AAP Chapters who has ceased to~~
103 ~~engage in the practice of medicine but wishes to be informed of Chapter activities. They shall not~~
104 ~~have the right to vote or hold office.~~

105 hg) Honorary Members: Any distinguished person who has rendered outstanding
106 contribution to pediatrics in the State of Washington. They shall not have the right to vote or hold
107 office.

135 **SECTION 4. Notice of Meetings.** Notice of meetings stating the place, day and hour of
136 any meeting of members shall be delivered, to each member entitled to vote at such meeting, not
137 less than ten (10) days in advance of the date of such meeting nor more than fifty (50) days before
138 the date of such meeting, by or at the direction of the President, or the Secretary. In case of a
139 special meeting or when required by statute or by these Bylaws, the purpose or purposes for which
140 the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed
141 to be delivered when deposited in the United States mail, addressed to the member at his or her
142 address as it appears on the records of the Corporation, with postage thereon prepaid.

143 **SECTION 5. Informal Action by Members.** Any action required by law to be taken at
144 a meeting of the members, or any action which may be taken at a meeting of members may be
145 taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed
146 by all the members entitled to vote with respect to the subject matter thereof.

147 **SECTION 6. Quorum.** A quorum for a meeting of members shall consist of 10% of the
148 eligible voting members. If a quorum is not present at any meeting of members, a majority of the
149 members present may adjourn the meeting from time to time without further notice.

150 **SECTION 7. Proxies.** At any meeting of members, a member entitled to vote may vote
151 by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No
152 proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise
153 provided in the proxy.

154 **SECTION 8. Voting.** A member may vote in person, by mail, by electronic transmission
155 or by proxy in the form of a record executed by the member. An election may be conducted by
156 electronic ballot or similar means, as the Board of Trustees shall determine. Where Trustees or
157 Officers are to be elected by members or any class or classes of members, such election may be
158 conducted in such manner as the Board of Trustees shall determine.

159 **SECTION 9. Conduct of Meetings.** All meetings of the members shall be conducted in
160 accordance with the revised Robert's Rules of Order.

161 **ARTICLE IV**

162 **BOARD OF TRUSTEES**

163 **SECTION 1. Name; General Powers.** The affairs of the Corporation shall be managed
164 by the Board of Trustees, which, pursuant to Article 4 of the Articles of Incorporation, shall be the
165 alternative name by which the Corporation’s Board of Directors shall be known, and, similarly,
166 the members of the Board of Trustees shall be known as Trustees. All members of the Board of
167 Trustees shall be members of the Corporation in good standing.

168 **SECTION 2. Composition, Election and Tenure.** The Board of Trustees shall consist
169 of the President, Immediate Past President, Vice President, Secretary, Treasurer; a specified
170 number of Trustees (as determined by the Board of Trustees) elected in a manner intended to
171 geographically represent Washington State, and a specified number of additional “at large”
172 Trustees as determined by the Board of Trustees. The number of Trustees shall be no fewer than
173 six (6) and no more than twenty (20). The Immediate Past President shall serve for a term of two
174 (2) years on the Board of Trustees. The members shall elect all Trustees and Officers, as provided
175 in Section 2 of Article V. Each member of the Board of Trustees shall hold office until June 30th
176 of the year their term expires, or until their successor shall have been elected and qualified. The
177 Board of Trustees may, by a majority vote, increase or decrease the number of the members of its
178 Board of Trustees, provided, no decrease in number of members shall result in the early
179 termination of the term of office of an existing Trustee.

180 **SECTION 3. Regular Meetings.** The Board of Trustees may designate, by resolution
181 the time and place, either within or without the State of Washington, for the holding of regular
182 meetings of the committee without other notice than such designation. In addition, Trustees may
183 participate in a meeting of the Board of Trustees by means of a conference telephone or similar
184 communications equipment by means of which all persons participating in the meeting can hear
185 each other at the same time, and participation by such means shall constitute presence in person at
186 a meeting. Written minutes of the meeting must be approved by a majority of the Trustees.

187 **SECTION 4. Special Meetings.** Special meetings of the Board of Trustees may be called
188 by or at the request of the President or any two Officers or Trustees. The person or persons

189 authorized to call special meetings of the Board of Trustees may fix any place, either within or
190 without the State of Washington, as the place of holding any special meeting of the Board of
191 Trustees called by them. Special meetings of the Board of Trustees may be held by means of a
192 conference telephone or similar communications equipment by means of which all persons
193 participating in the meeting can hear each other at the same time. Written minutes of the meeting
194 must be approved by a majority of the Trustees.

195 **SECTION 5. Notice.** Notice of any special meeting of the Board of Trustees shall be
196 given at least two (2) days before the meeting. Any Board of Trustees member may waive notice
197 of any meeting. The attendance of a Trustee at a meeting shall constitute a waiver of notice of
198 such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the
199 transaction of any business because the meeting is not lawfully called or convened. Neither the
200 business to be transacted at, nor the purpose of, any regular or special meeting of the Board of
201 Trustees need be specified in the notice or waiver of notice of such meeting, unless specifically
202 required by law or by these Bylaws.

203 **SECTION 6. Quorum.** A majority of the Board of Trustees shall be necessary to
204 constitute a quorum for the transaction of business at any meeting of the Board of Trustees; but if
205 less than a majority of the Board of Trustees is present at a meeting, the majority of the Board of
206 Trustees members present may adjourn the meeting from time to time without further notice.

207 **SECTION 7. Manner of Acting.** The act of the majority of the Board of Trustees
208 members present at a meeting at which a quorum is present shall be the act of the Board of Trustees
209 unless the act of a greater number is required by law or by these Bylaws.

210 **SECTION 8. Vacancies.** Any vacancy occurring in the Board of Trustees and any
211 Trusteeship to be filled by reason of an increase in the number of Trustees, shall be filled by the
212 Board of Trustees; provided that any vacancy in the position of President shall be automatically
213 filled by the succession of the Vice President to that position and he or she shall hold that position
214 for the remainder of that term as well as the following term. An appointed Vice President shall
215 stand for reelection at the next election. Any Trustee appointed to fill a vacancy shall be appointed

216 for the remainder of the unexpired term of his or her predecessor in office. If the Immediate Past
217 President is unable to fill his or her term on the Board of Trustees, the position will remain unfilled.

218 **SECTION 9. Compensation.** The Board of Trustees shall not receive any stated salary
219 or compensation for their services but by resolution of the Board of Trustees, a fixed sum in
220 expenses of attendance, if any, may be allowed for attendance at each regular or special meeting
221 of the Board of Trustees; but nothing herein contained shall be construed to preclude any Board
222 of Trustees member from serving the Corporation in any other capacity and receiving
223 compensation for such service.

224 **SECTION 10. Informal Action by Board of Trustees Members.** Any action required
225 by law to be taken at a meeting of Board of Trustees or any action which may be taken at a meeting
226 of Board of Trustees may be taken without a meeting if a consent in writing, setting forth the action
227 so taken, shall be signed by all of the Board of Trustees.

228 **SECTION 11. Non-voting Members of the Board of Trustees.** The Board of Trustees
229 may appoint non-voting, advisory members to regularly attend board meetings, advise the
230 organization, and consult on all chapter matters. Non-voting members of the Board of Trustees
231 will be appointed at the Board's convenience and serve terms as determined by the Board.

232 **ARTICLE V**

233 **OFFICERS**

234 **SECTION 1. Officers.** The officers of the Corporation (“**Officers**”) shall be a President,
235 a Vice President, the Immediate Past President, a Secretary, a Treasurer, and an Executive
236 Director. The President and Vice President shall be Fellows or Specialty Fellows of the American
237 Academy of Pediatrics. The Board of Trustees may elect or appoint such other Officers, as it
238 deems desirable, who shall have the authority to perform such duties prescribed, from time to time,
239 by the Board of Trustees. All Officers other than the Executive Director shall be members of the
240 Corporation in good standing.

241 **SECTION 2. Election and Term of Office.** All Officers other than the Executive
242 Director, and all Trustees, shall be elected by the members every two (2) years and serve a two

243 (2)-year term. The Nominating Committee shall, with the consent and approval of the Board of
244 Trustees, prepare a slate of candidates for each vacant office and Trusteeship, as provided in
245 Section 2 of Article VI.

246 The Vice President shall be elected every two (2) years and shall serve a two (2)-year term.
247 On the expiration of said term or the earlier vacancy of the position of President, the Vice President
248 shall automatically succeed to the position of President. In the case of a vacancy of the position
249 of President, the Vice President shall serve for the remainder of the prior President's unexpired
250 term and then shall serve an additional two (2)-year term.

251 The remaining Officers of the Corporation shall be elected every two (2) years and, unless
252 otherwise specified on the election ballot, shall serve for a term of two (2) years. New offices may
253 be created and filled at any meeting of the Board of Trustees. Each Officer shall hold office until
254 his or her successor shall have been duly elected and shall have qualified.

255 Only the Secretary, Treasurer and Trustees may be re-elected to successive terms in the
256 same office. However, no individual may be elected to more than six (6) successive years (i.e.,
257 three terms) in any one office.

258 **SECTION 3. Removal.** Any Officer may be removed by the Board of Trustees when, in
259 its judgment, the best interests of the Corporation would be served thereby, but such removal shall
260 be without prejudice to the contract rights, if any, of the Officer so removed.

261 **SECTION 4. Vacancies.** A vacancy in any office other than President, Vice President,
262 and the Immediate Past President, because of death, resignation, removal, disqualification or
263 otherwise, may be filled by appointment of the Board of Trustees for the unexpired portion of the
264 existing term.

265 **SECTION 5. President.** The President shall be the principal executive officer of the
266 Corporation and shall in general supervise and control all of the business and affairs of the
267 Corporation. The President shall preside at all meetings of the members and of the Board of
268 Trustees. The President may sign, with the Secretary, Treasurer or any other Officer of the
269 Corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other

270 instruments which the Board of Trustees has authorized to be executed, except in cases where the
271 signing and execution thereof shall be expressly delegated by the Board of Trustees or by these
272 Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform
273 all duties incident to the office of President and such other duties as may be prescribed by the
274 Board of Trustees from time to time.

275 The President shall appoint all committees and liaison representatives subject to the
276 approval of the Board of Trustees; shall be a member ex officio of all committees; and shall serve
277 a term of two (2) years. The President will submit an annual report when requested by the AAP
278 and make this report available to the Corporation's membership.

279 **SECTION 6. Vice President.** In the absence of the President or in the event of the
280 President's inability or refusal to act, the Vice President shall perform the duties of the President,
281 and when so acting, shall have all the powers of and be subject to all the restrictions upon the
282 President. The Vice President shall perform such other duties as from time to time as may be
283 assigned to him or her by the President or by the Board of Trustees. In addition, the Vice President
284 shall assist the President in the duties of that office and preside at all meetings of the Corporation
285 in the absence of the President. The Vice President shall succeed to the Presidency.

286 **SECTION 7. Secretary.** The Secretary shall see that the minutes of the meetings of the
287 members and the Board of Trustees are kept in one or more places provided for that purpose. The
288 Secretary or the Board of Trustees may delegate the keeping of the minutes to another Board of
289 Trustees member or staff member. The Secretary shall see that all notices are duly given in
290 accordance with the provisions of these Bylaws or as required by law, and be custodian of the
291 corporate records ~~and of the seal of the Corporation and see that the seal of the Corporation is~~
292 ~~affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly~~
293 ~~authorized in accordance with the provisions of these Bylaws;~~ see that a register of the post office
294 address of each member which shall be furnished to the Secretary by such member is kept; and, in
295 general, perform all duties incident to the office of Secretary and such other duties as from time to
296 time may be assigned by the President or by the Board of Trustees.

297 **SECTION 8. Treasurer.** The Treasurer shall ensure that sound fiscal controls are in
298 operation and that a full and accurate account is kept of all money received and paid out. The
299 Treasurer shall make financial reports to the Board of Trustees at each meeting. The Treasurer
300 shall review annually the procedures for signing checks. The Board of Trustees shall designate
301 the amount of a check requiring two signatures. The Treasurer shall have the power to endorse for
302 deposit or collection all notes, checks, drafts and similar documents that are payable to the
303 Corporation in any bank, trust company or other depository selected in accordance with the
304 provisions of **Article VII** of these Bylaws; and in general perform all of the duties incident to the
305 office of Treasurer and such other duties as from time to time may be assigned by the President or
306 by the Board of Trustees.

307 **SECTION 9. Executive Director.** An Executive Director shall be appointed at the
308 discretion of and shall serve at the will of the Board of Trustees, and shall have primary
309 responsibility for executing all activities and programs of the Corporation in accordance with the
310 policies established by the Board of Trustees and subject to its supervision and control. The
311 Executive Director shall be an employee of the Corporation and is not required to be a member.
312 The Executive Director shall be an ex-officio member of the Board of Trustees.

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ARTICLE VI

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COMMITTEES

316 **SECTION 1. Executive Committee.** There shall be an Executive Committee of the
317 Board of Trustees, consisting of the President, Vice President, Immediate Past-President,
318 Treasurer, Secretary, Executive Director, and any other Officers as the Board of Trustees may
319 appoint to the Executive Committee. The Executive Committee shall perform such other duties
320 as may be determined by the Board of Trustees.

321 **SECTION 2. Nominating Committee.** The Nominating Committee shall consist of three
322 (3) members, one elected each year by the Board of Trustees for a term of three (3) years. The
323 senior member will act as chair. No member may serve more than three (3) successive years. The

324 Nominating Committee will inform membership of vacancies on the Board of Trustees and solicit
325 nominations from them.

326 The Nominating Committee each year will prepare a slate of at least one (1) candidate for
327 each office other than President established in Sections 1 and 2 of **Article V**, which will be vacant
328 the following year. Write-in candidates are permitted with the specific approval of the person so
329 named as a write-in candidate.

330 The list of candidates will be sent to the voting members on a set schedule each year.
331 Information regarding each candidate will be included with this ballot. Thirty (30) days will be
332 allowed for the voting period. The results will be announced promptly to the general membership.

333 **SECTION 3. Other Committees.** Other committees may be established by resolution of
334 the Board of Trustees. The Executive Committee shall designate the Committee Chair with input
335 from the Board of Trustees. Such committees shall have and exercise the authority of the Board of
336 Trustees in the management of the Corporation, subject to such limitations as may be prescribed
337 by the Board of Trustees except that no committee shall have the authority to: (a) amend, alter, or
338 repeal these Bylaws; (b) elect, appoint or remove any member of any committee or Officer of the
339 Corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation
340 with another corporation; (e) authorize the sale, lease, distribution or exchange of the property or
341 assets of the Corporation without the approval of the Board of Trustees; (f) amend, alter, or repeal
342 any resolution of the Board of Trustees; or (g) dissolve the Corporation or revoke any proceedings
343 of the Corporation.

344 **ARTICLE VII**

345 **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

346 **SECTION 1. Contracts.** The Board of Trustees may authorize any Officer or Officers,
347 agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to
348 enter into any contract or execute and deliver any instrument in the name of and on behalf of the
349 Corporation, and such authority may be general or confined to specific instances.

350 **SECTION 2. Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money,
351 notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by
352 such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time
353 to time be determined by resolution of the Board of Trustees. In the absence of such determination
354 by the Board of Trustees, such instruments shall be signed by the Treasurer.

355 **SECTION 3. Deposits.** All funds of the Corporation shall be deposited from time to time
356 to the credit of the Corporation in such banks, trust companies or other depositories as the Board
357 of Trustees may select.

358 **SECTION 4. Gifts.** The Board of Trustees may accept on behalf of the Corporation any
359 contribution, gift, bequest or devise for the general purposes or for any special purpose of the
360 Corporation.

361 **ARTICLE VIII**

362 **BOOKS AND RECORDS**

363 The Corporation shall keep correct and complete books and records of account and shall
364 also keep minutes of the proceedings of its members, Board of Trustees and committees having
365 any authority of the Board of Trustees, and shall keep at the registered or principal office a record
366 giving the names and addresses of the members entitled to vote. All books and records of the
367 Corporation may be inspected by any member in good standing, or their agent or attorney for any
368 proper purpose at any reasonable time.

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370 **ARTICLE IX**

371 **FISCAL YEAR**

372 The fiscal year of the Corporation shall be the twelve months ending December 31st.

373 **ARTICLE X**

374 **DUES**

375 **SECTION 1.** The Board of Trustees shall determine the dues from time to time and the
376 amount of initiation fee, if any, payable to the Chapter by members of each class.

377 **SECTION 2.** All Fellow Members, Active Members, Allied Health Members and Affiliate
378 Members ~~and Academic Fellow Members~~ as defined in **Article II** must pay dues. All other
379 categories of memberships are not required to pay dues.

380 **SECTION 3.** Dues may be waived for just cause by majority vote of the Board of
381 Trustees.

382 **SECTION 4.** All members required by these Bylaws to pay dues and/or assessments
383 shall become delinquent after failure to pay such dues or other fees or assessments within six
384 months of their initial dues notification. If dues and/or assessments are not paid at least six
385 months prior to the expiration of the fiscal year in which the dues are required to be paid,
386 delinquent members shall be deprived of the privileges of membership.

387 **SECTION 5.** Assessments may be levied upon recommendation of the Board of
388 Trustees and with the approval of a majority vote of the membership. This vote may be obtained
389 by a ballot or by voting at the annual meeting.

390 **ARTICLE XI**

391 **WAIVER OF NOTICE**

392 Whenever any notice is required to be given under the provisions of the Washington
393 Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws
394 of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such
395 notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of
396 such notice.

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**ARTICLE XII
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the voting members present at any regular meeting or at any special meeting or by a poll provided to members. Any amendment to Bylaws must previously have been submitted to the Board of Trustees for consideration and referral to the membership. A copy of the proposed amendment together with a statement by the Board of Trustees shall have been provided to all the voting members at least one (1) month before the vote.

THESE AMENDED AND RESTATED BYLAWS were adopted in Seattle, Washington, by the membership of this Corporation at its meeting on , 20

Secretary

Date