

**ELEVENTH AMENDED AND RESTATED BYLAWS
OF THE
LEGAL WRITING INSTITUTE**

The Legal Writing Institute’s Board of Directors adopted these Bylaws in October 1996 and amended them in January 1997, June 1998, January 2000, January 2003, January 2007, May 2007, July 2008, April 2016, October 2017, and September 2018. The Board of Directors is now amending and restating these Bylaws for the eleventh time as follows:

**ARTICLE I
General**

1.1 Name. The name of this organization is the Legal Writing Institute, a State of Washington nonprofit corporation (the “Corporation”).

1.2 Office. The principal office and place of business of the Corporation shall be located at the address of the President, or such other place as the Board of Directors (the “Board”) may designate and require from time to time.

**ARTICLE II
Purpose**

The purposes of the Corporation are to improve legal writing, to promote and improve legal writing instruction, and to educate the public and the members of the bar about legal reasoning, research, and writing.

**ARTICLE III
Members**

3.1 Membership. The Corporation will have members. Membership will be open to individuals who are interested in the purposes of the Corporation and have complied with the membership criteria and requirements, if any. The Corporation’s membership criteria and requirements, including whether to require membership dues, will be established by the Board. Individuals seeking membership may obtain membership upon satisfaction of the membership criteria and requirements, completion and approval of a membership application, and payment of the required dues, if any, to the Treasurer of the Corporation.

3.2 Membership Dues. The Board will determine the appropriate membership dues (“Dues”), if any, and may adjust such dues from time to time as the Board deems necessary for the Corporation to further benefit its purpose and the interests of its members. Dues will be collected by the Treasurer, who will be responsible for maintaining custody of the Dues and distributing the Dues for the purposes of the Corporation.

3.3 Regular Membership Meetings. Regular meetings of the officers and members will be held biennially. The date, time, and location of the meeting to transact such business as may properly come before the membership will be determined by the Board.

3.4 Special Membership Meetings. Unless provided for otherwise in these Bylaws, any two (2) officers may call for a special meeting of the membership for the transaction of business at any time. Actions taken during a special meeting of the membership will take effect immediately. Special meetings may be held in person, through electronic conferencing, or through other technologies deemed by the Board as likely to result in meaningful participation by the members. The date, time, location, and manner of the meeting will be determined by the Board.

3.5 Presiding Officer. At all meetings of the members of the Corporation, the President, or in his or her absence the President-Elect, shall preside.

3.6 Adjournment. Any meeting of the members may be adjourned to a future date by vote of a majority of the members present at the meeting who are eligible to vote.

3.7 Place of Meetings. Meeting places shall be fixed from time to time by the Board and, in the absence of action by the Board, by the President.

3.8 Notice of Regular or Special Membership Meetings. Members must receive at least sixty (60) days' advance notice of any regular or special membership meeting. Notice of any regular or special membership meeting may be made through any means of contact, whether by deposit in official government mail, notice delivered orally (by telephone or in person), notice by facsimile or other electronic transmission, or notice by private courier.

3.8.1 Notice by Electronic Transmission. If notice is provided to members by electronic transmission, it is effective only with respect to members who have: (a) consented in writing or otherwise to receive notices electronically; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be transmitted. A member who has consented to receipt of electronically transmitted notices may revoke the consent by delivering (by mail, facsimile, or electronic transmission) a revocation to the Corporation. 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 member's 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. Notice provided by email to a member who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

3.9 Agenda for Membership Meetings. The Board shall prepare the agenda for regular and special membership meetings. Any member may request that a matter be included on the agenda by submitting a request to the Board at least thirty (30) days before the meeting. The President has the sole and absolute discretion to approve or deny such agenda requests. The Board may send the agenda with any other information at any time before the meeting by deposit in the official government mail, by facsimile or other electronic transmission, or by private courier.

3.10 Open Meetings. All membership meetings will be open to the public provided that the members present at a meeting may by majority vote call for a closed session. Members with voting power and those invited will be allowed to attend the closed session.

3.11 Quorum. Two percent (2%) of the members, represented in person or by proxy, constitutes a quorum for the conduct of business at any regular or special membership meeting. Members voting by proxy, mail, or electronic transmission are present for all purposes of quorum, count of votes, and percentages of total voting power present.

3.12 Member Voting. Individuals who are members as of January 15 of the year in which the biennial membership meeting takes place may vote on issues that the Board deems appropriate at any subsequent regular or special membership meeting. If a quorum is present, a majority vote of the members eligible to vote will be sufficient for the adoption of any matter voted upon by the members. Voting shall be conducted in accordance with the policies and procedures implemented by the Board or its designee from time to time. Members eligible to vote may do so in person, by mail, by electronic transmission, or by written proxy executed by the member or his or her duly authorized attorney-in-fact, as designated by the Board. Such proxy must be filed with the Secretary of the Corporation before or at the time of the meeting and may be transmitted to the Secretary by regular or express mail, private carrier, personal delivery, email, electronic network, posting, facsimile, or by telegram or teletype. No proxy will be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. Any proxy on its face will be presumed to be valid.

ARTICLE IV

Board of Directors

4.1 General Powers. The affairs of the Corporation are managed by the Board. In addition to its other powers and authority, the Board has the full power, except as prohibited by the terms of any gift, devise, bequest, or other transfer, in its sole discretion, to change the form of any investment and, for that or other purposes of the Corporation, to dispose of any property held by the Corporation. Notwithstanding the foregoing, the Board has no authority to engage in activities that are inconsistent with RCW 24.03.

4.2 Classes of Directors. The Board will include two (2) classes of directors: (1) the Immediate Past President and (2) Directors-at-Large. The classes of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws.

4.3 Number of Directors. The Board of this Corporation will be composed of no fewer than three (3) directors, the specific number to be set by resolution of the Board. The number of directors may be increased or decreased from time to time by amendment to or in the manner provided in these Bylaws. No decrease, however, will have the effect of shortening the term of any incumbent director, unless such director resigns or is removed in accordance with the provisions of these Bylaws.

4.4 Eligibility. Each individual who is a member as of January 15 of the year in which elections are to take place (the "Election Year") is eligible to be elected to the Board.

4.5 Nomination. A member may nominate himself or herself or any other member for election to the Board but may not nominate more than five (5) individuals, including himself or herself.

4.6 Election of Directors. The election of directors is to be conducted in even-numbered years.

4.6.1 Procedure. The procedure to elect the Board is as follows: (1) Notice of a special membership meeting for the election of directors (the “Election Meeting”) in the month of March, the exact date to be set by the Board, should be provided to the members according to the procedures set forth in Article III, including a call for nominations; (2) nominations should be sent to the Board through the methods established by the Board by February 1 of the Election Year; (3) ballots should be sent to, or the method of voting should be noticed to, members around February 15 of the Election Year; and (4) members who are eligible to vote, but are unable to attend the Election Meeting, should complete their ballots in the manner established by the Board by the date the Election Meeting is held. The Board may permit voting in person, by regular mail, email, or other means in accordance with the policies and procedures adopted by the Board. The candidates receiving the most votes are elected to fill the positions on the Board.

4.6.2 Voting. Each individual who is a member as of January 15 of the Election Year is entitled to vote in the election of the directors. Voting will take place by ballot through regular mail or through electronic means in accordance with the policies and procedures adopted by the Board. Each member may cast one vote for each of the director positions to be filled. Only one vote may be cast by each member for a candidate; cumulative voting is prohibited.

4.6.3 Removal of Director(s) from Office. Removal from office shall be by one of two methods. In all cases, the director(s) whose removal is under consideration shall have a vote.

4.6.3.1 Upon written request signed by two-thirds of the members. Upon the Board’s receiving such a request, a meeting of the members and the Board may be called to remove one or more director(s) on the Board. The director(s) up for removal shall be given two (2) weeks to respond. An investigation shall be undertaken by the Board of Directors. Within two (2) weeks after the due date for any response and upon completion of the investigation, the Board of Directors will hold a meeting and a vote. Notice of the meeting will be provided in the manner set forth in Section 3.8 and the agenda will be set in the manner set forth in Section 3.9; however, for purposes of removal of directors, any agenda request submitted will be added to the agenda without the approval of the President. The director(s) subject to removal will be removed upon the affirmative vote of two-thirds of the members.

4.6.3.2 By a motion made by two directors, in writing. The director(s) up for removal shall be given two (2) weeks to respond. An investigation shall be undertaken by the Board of Directors. Within two (2) weeks after the due date for any response and upon completion of the investigation, the Board may call a meeting expressly for that purpose. The director(s) subject to removal will be removed upon the affirmative vote of two-thirds of the directors then entitled to vote.

4.6.4 Tie Breaker. In the event of a tie between two candidates for a position on the Board of Directors, the President will determine the winner by a single coin flip. Within one (1) day after the Board determines that a tie exists, the President will schedule a date and time with two other members of the Executive Committee to perform the coin flip. These three members of the Executive Committee may participate in the coin flip in person or by electronic transmission such as by video chat. The President has the sole discretion to make the selection of “heads” or “tails” for either candidate. The candidate winning the coin flip is elected to fill the position on the Board. The tied candidates will not be notified of the tie.

In the event of a tie between three or more candidates for a position on the Board of Directors, the President will draw a name to determine the winner. Within one (1) day after the Board determines that a tie exists, the President will conduct a drawing with two other members of the Executive Committee present. The three members of the Executive Committee may gather in person or by electronic transmission such as by video chat. The President will conduct the drawing by placing the names of the candidates into a box. The President will then randomly select one of the names from the box. The name of the candidate the President selects is elected to fill the position on the Board. The tied candidates will not be notified of the tie.

4.7 Tenure. The term of a director begins at the biennial board meeting of the year the director was elected and expires at the start of the biennial board meeting of the year in which the director’s term ends. Unless a director dies, resigns, or is removed, he or she will hold office as described within this Article IV. Transition rules may be adopted by the Board as it deems appropriate.

4.7.1. Immediate Past President. The Immediate Past President serves a two-year term.

4.7.2 Directors-at-Large. Directors-at-Large serve four-year terms.

4.8 Term Limits. A director who has served on the Board for two (2) consecutive terms is not eligible for reelection to the Board until two (2) years after the expiration of his or her second term. A director currently serving a third consecutive term is not required to resign as a director but will be ineligible for reelection as a director until two (2) years after the expiration of his or her third term. The expiration of the terms for each director must be staggered so that approximately one-third (1/3) of those directors will be elected at a meeting called to elect directors.

4.9 Biennial and Other Regular Meetings. The biennial meeting of the Board will be held every two (2) years in even-numbered years on such date as the Board may determine for the transaction of such business as may come before the meeting. The Board may specify by resolution the time and place for the biennial meeting and for any other regular meetings of the Board.

4.9.1 Special Meetings. Special meetings of the Board may be called by the President or by members of the Board constituting a majority of the total number of directors.

4.9.2 Open Meetings. All meetings of the Board are to be open to the public, provided that the Board by majority vote may call for an Executive Session. Directors with voting power, and such individuals as may be invited, will be allowed to attend the Executive Session.

4.10 Notice of Board of Directors Meetings. Written notice of any biennial or other regular meeting of the Board must be provided to directors not less than thirty (30) days before the date of such meeting. Such notice must specify the time and place of the meeting. The notice must be delivered either by mail, private carrier, facsimile, electronic transmission, or in person at the direction of the President, Secretary, or other persons calling the meeting. If mailed, such notice is deemed to be delivered when deposited in the United States mail addressed to the director at the director's address as it appears on the records of the Corporation, with postage thereon prepaid. Any director may waive notice of any biennial or regular meeting. If notice is delivered via electronic transmission, such notice will be effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices, in accordance with RCW 24.03.

4.10.1 Notice of Special Meetings. Notice of special meetings of the Board stating the date, time, and place thereof must be given at least fifteen (15) days, but no more than sixty (60) days, prior to the date set for such meeting by the person or persons authorized to call such meeting, or by the Secretary at the direction of the person or persons authorized to call such meeting. The notice may be oral or written. Written notice is effective upon dispatch if such notice is sent to the director's address appearing on the records of the Corporation. Notice delivered by facsimile or other electronic transmission is effective if the content is transmitted to, and acknowledged by, the office of a director at the required address. Oral notice (by telephone or in person) is effective if personally given to the director. Notice delivered by private courier is effective if delivered to the courier by such time that the courier guarantees delivery at least two (2) business days before the meeting. If no place for such special meeting is designated in the notice thereof, the meeting will be held at the principal office of the Corporation.

4.11 Waiver of Notice of Meeting. Whenever any notice is required to be given to any director of the Corporation pursuant to applicable law, a waiver thereof in writing signed by the director entitled to notice is deemed equivalent to the giving of notice. Any director may waive notice of any meeting at any time. The attendance of a director at a meeting constitutes waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board needs to be specified in the notice or waiver of notice of such meeting.

4.12 Quorum. A majority of the number of directors then serving constitutes a quorum for the transaction of any business at any meeting.

4.13 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board, unless the question is one upon which a different vote is required by express provision of law of the State of Washington, of the Articles of Incorporation, or of these Bylaws.

4.14 Minutes. The Secretary shall take minutes of all Board meetings and shall promptly send a copy of them to all directors. The minutes must include a record of any votes taken during meetings. Any corrections to the minutes are to be brought to the attention of the Secretary before the next meeting of the Board and, after any corrections are made, the minutes are to be approved at such meeting. The Secretary shall then post a copy of the approved minutes on the Corporation's website within a reasonable time.

4.15 Participation by Telephone Conference or Similar Communications Equipment. Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear and speak to each other during the meeting. Participation by such means constitutes presence in person at the meeting.

4.16 Presumption of Assent. A director who is present at a meeting of the Board at which action is taken is presumed to have assented to the action taken unless: (a) such director's dissent is entered in the minutes of the meeting; (b) such director files his or her written dissent to such action with the person acting as Secretary of the meeting before the adjournment of the meeting or within a reasonable time thereafter; or (c) such director forwards notice of the dissent by registered mail to the Secretary of the Corporation immediately following adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action.

4.17 Action by Board of Directors Without a Meeting. Any action permitted or required to be taken at a meeting of the Board may be taken without a meeting if one or more written consents setting forth the action so taken is signed by all the directors of the Corporation, either before or after the action is taken. Action taken by written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

4.18 Attendance. If a director is absent, without excuse, from four (4) or more consecutive meetings, the President will investigate and report to the Board as to the circumstances of such absence and may make a recommendation for removal of such director.

4.19 Resignation. Any director may resign at any time by delivering written notice to the President, the President-Elect, or the Secretary of the Corporation, or by giving oral notice at any meeting of the directors. Such resignation takes effect at the time specified in the notice or, if no time is specified, upon delivery.

4.20 Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of two-thirds of the remaining directors even if two-thirds of the remaining directors constitutes less than a quorum of the original directors. A director elected to fill a vacancy is elected for the unexpired term of his or her predecessor in office.

ARTICLE V Officers

5.1 Officers. The Corporation has the following officers: a President, a President-Elect, a Secretary, a Treasurer, a Communications and Public Relations Officer, and such other officers

as may be elected by the Board in accordance with the provisions of these Bylaws. Such officers who are elected or appointed by the Board have such authority and perform such duties as are designated from time to time by the Board. The same person may hold one or more offices, except for the offices of President and Secretary.

5.2 Election and Term of Office. The Board elects the officers of the Corporation when the terms of the officers expire at the biennial meeting of the Board every two (2) years, or as soon thereafter as practicable. At any biennial meeting of the Board, the Board may create such new offices and elect such new officers as it deems appropriate. Each of the Corporation's officers holds office until such officer's successor is elected or appointed.

The President, President-Elect, Secretary, Treasurer, and Communications and Public Relations Officer are elected for one two-year term at a biennial meeting of the Board. Unless an officer dies, resigns, or is removed from office, the officer holds office from the date the officer was first elected at the biennial meeting of the Board until a successor is elected at the next biennial meeting of the Board. The President-Elect will become the President upon conclusion of the two-year term as President-Elect. The President may serve only one two-year term as President in any six-year period. The President-Elect may serve only one two-year term as President-Elect followed by one two-year term as President in any six-year period. Persons elected as Secretary, Treasurer, or Communications and Public Relations Officer are limited to no more than three (3) consecutive two-year terms in one office. The President is barred from seeking election as an officer until two (2) years after the expiration of the President's term of office. After the two-year waiting period, a past president is eligible for election to any office, including President-Elect.

In the event that an officer's successor is not elected or appointed at the end of such officer's term, the Board may suspend the term limits for such officer stated in this Section 5.2 by a majority vote of the directors. In such case, the officer will continue serving for a period not to exceed two (2) years or until the officer's successor is elected or appointed.

5.3 Vacancies. Any office of the Corporation that becomes vacant prior to expiration of the normal term thereof for any reason, including resignation, removal, disqualification, or death of the officer, may be filled by the Board for the unexpired portion of such normal term.

5.4 Resignation. Any officer may resign at any time by delivering written notice to the President, President-Elect, or Secretary, or by giving oral notice at any meeting of the Board. Any such resignation takes effect at any subsequent time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation is not necessary to make it effective.

5.5 Removal. The Board may remove any officer of the Corporation at any time, provided it determines that such removal is in the best interest of the Corporation. Such removal is without prejudice to the contractual rights of the removed officer. In the event an officer is removed prior to the normal expiration of the officer's term of office, a substitute may be appointed by the Board in accordance with the provision of Section 5.3 above.

5.6 President. The President of the Corporation is the principal officer of the Corporation, is the spokesperson for the Corporation, must be a director, and must supervise the affairs of the Corporation. The President presides at all meetings of the Board. The President has general management authority and may sign any contract, deed, mortgage, evidence of indebtedness, or other document authorized to be executed by the Board, except where the Board, these Bylaws, or applicable law has authorized execution by other parties. To the extent permitted by applicable law and these Bylaws, the President has all powers and performs all duties incident to the office of President, or as otherwise designated by the Board.

5.7 President-Elect. The President-Elect of the Corporation, in the absence or incapacity of the President, acts in place of the President and possesses all of the authority, powers, and duties of the President during such time. The President-Elect has general management authority and may sign any contract, deed, mortgage, evidence of indebtedness, or other document authorized to be executed by the Board, except where the Board, these Bylaws, or applicable law has authorized execution by other parties. The President-Elect oversees elections. In the event the President-Elect would become President in the year in which the President-Elect's membership on the Board would expire and the President-Elect would otherwise need to stand for re-election, the President-Elect will automatically be awarded one of the director positions for the coming term. In this event, elections will be adjusted accordingly to fill the remaining vacancies on the Board. To the extent permitted by applicable law and these Bylaws, the President-Elect has all powers and performs all duties incident to the office of President-Elect, or as otherwise designated by the Board.

5.8 Treasurer. The Treasurer of the Corporation is the custodian of corporate financial records and is responsible for preservation and maintenance of all funds, securities, and related items of the Corporation, and must maintain full and complete books of account with respect thereto. The Treasurer will deposit funds of the Corporation in such banks, or other depositories, and in such manner as is provided in these Bylaws or as directed by the Board. The Treasurer will supervise the office manager and any other staff members who may assist the Treasurer in carrying out these responsibilities. To the extent permitted by applicable law and these Bylaws, the Treasurer has all powers and performs all duties incident to the office of Treasurer, or as otherwise designated by the Board.

The Treasurer will annually provide all officers and directors operating statements, including a current Profit and Loss statement; current Balance Sheet; current income and expense comparison to the annual budget line item income and expenses; and other financial documents that may be requested by the President or the Board.

The Treasurer shall act as the principal officer of the Corporation in place of the President-Elect in the event the President and President-Elect are unable or unwilling to do so.

5.9 Secretary. The Secretary of the Corporation acts as custodian of the corporate records other than financial records and executes documents on behalf of the Corporation as provided by these Bylaws, the authority of the Board, or applicable law. The Secretary shall act in place of the Treasurer when the Treasurer is unable or unwilling to so act. To the extent permitted

by applicable law and these Bylaws, the Secretary has all powers and performs all duties incident to the office of Secretary, or as otherwise designated by the Board.

5.10 Communications and Public Relations Officer (CPRO). The Communications and Public Relations Officer shall ensure that communications of the Corporation across all media are uniform, professional, and consistent with any visual identity and social media policies adopted the Board. The CPRO acts as Board Liaison to the Public Relations & Social Media Committee.

5.11 Other Officers. The Board, in addition to the offices of the Corporation specified above, may create such additional offices of the Corporation (including Assistant Secretaries and Assistant Treasurers) as it deems appropriate, and may designate duties and impose terms of office on such office(s) in a manner consistent with these Bylaws and applicable law.

5.12 General. The Board, in its sole discretion, may require the holders of any of the offices described above to submit bonds, sureties, or other assurances as the Board may determine to ensure the faithful performance of such officeholder's duties to the Corporation.

ARTICLE VI Indemnification

The Corporation indemnifies any director or officer of the Corporation who is involved in any capacity in a proceeding (as defined in RCW 23B.08.500, as presently in effect and as hereafter amended or as defined in the Washington Nonprofit Corporation Act, as presently in effect and as hereafter amended) by reason of the position held by such person or entity in the Corporation, to the full extent allowed by applicable law, as presently in effect and as hereafter amended; provided, however, that the Corporation only indemnifies a director or officer seeking indemnification in connection with a proceeding initiated by such person, if such proceeding or part of a proceeding was authorized by the Board, or if such proceeding was brought by a director or officer to enforce a claim for indemnification under this Article and a court or an arbitrator determines that the director or officer is entitled to all of the relief claimed.

By means of a resolution or of a contract specifically approved by the Board, the Corporation may indemnify an employee or agent to such degree as the Board determines to be reasonable, appropriate, consistent with applicable law, and in the best interests of the Corporation.

The Board of the Corporation has the right to designate the counsel who will defend any person or entity who may be entitled to indemnification, to approve any settlement, and to approve in advance any expense.

Reasonable expenses incurred by a director or officer who is involved in any capacity in a proceeding by reason of the position held in the Corporation will be advanced by the Corporation to the full extent allowed by applicable law, as presently in effect and as hereafter amended. Reasonable expenses incurred by an employee or agent who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation may be, but is not required to be, advanced by the Corporation prior to the final disposition of such proceeding to the full extent allowed by applicable law, as presently in effect and as hereafter amended.

Expenses will not be advanced to any director, officer, employee, or agent unless that person first promises, in a writing delivered to the Corporation, to repay all amounts advanced by the Corporation in the event that it is later determined that such person is not entitled to be so indemnified.

The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation, or is serving at the request or consent of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability incurred by such person because of such person's status, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article. In addition, the Corporation may enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest, or use other means (including without limitation a letter of credit) to ensure the payment of such amounts, as may be necessary or desirable to effect the indemnification and advances contemplated in this Article.

The right to indemnification conferred by this Article is interpreted to conform with, and does not create any right that is inconsistent with, applicable law, as presently in effect and as hereafter amended. To the full extent allowed by applicable law (as presently in effect and as hereafter amended), the right to indemnification conferred by this Article continues as to a person who has ceased to be a director or officer and inures to the benefit of the heirs, executors, and administrators of such a person. The rights conferred in this Article are not exclusive of any other rights which any person may have or acquire under any applicable law (as presently in effect and as hereafter amended), these Bylaws, the Articles of Incorporation of the Corporation, a vote of the Board of the Corporation, or otherwise.

If the Washington Nonprofit Corporation Act is amended to expand or increase the power of the Corporation to indemnify, to pay expenses in advance of final disposition, to enter into contracts, or to expand or increase any similar or related power, then, without any further requirement of action by the directors of this Corporation, the powers described in this Article are expanded and increased to the fullest extent permitted by law.

Notwithstanding any other provision of this Article, no indemnification is provided to any person if in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its tax exempt status, if any, from federal income taxation.

No amendment to or repeal of this Article adversely affects any right of protection of any director, officer, employee, or agent for events occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE VII

Board Committees

7.1 Formation and Powers of Committees of Directors. The President or a majority of the Board may from time to time designate and appoint one or more Board committees, each of

which must have one or more directors as members. The President serves as an ex officio non-voting member of each committee to which the President has not otherwise been appointed. To the extent provided in the resolution authorizing creation of such committee(s), or as otherwise provided in these Bylaws or the Corporation's Articles of Incorporation, the committee(s) have the authority of the Board; provided, however, that no committee has the authority of the Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any committee, any director, or any officer of the Corporation; adopting a plan of merger or sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation; adopting a plan for the liquidation of the assets of the Corporation; amending, altering, or repealing any resolution of the Board which by its terms provides that it is not amended, altered, or repealed by such committee; or acting independently of the Board on any matter concerning the Corporation.

7.2 Temporary Committees. The Board may create such temporary or ad hoc committees as it considers desirable from time to time.

7.3 Election and Term of Committee Member. The President or a majority of the Board will appoint the individuals who serve as members of each Board committee, if any, on a biennial basis at the biennial meeting of the Board, or as soon thereafter as practicable. Each committee member serves until a successor is appointed.

7.4 Vacancies. If a vacancy on a committee of the Board occurs prior to expiration of the normal term of such position for any reason, including resignation, removal, disqualification, or death, such vacancy may be filled by the Board for the unexpired portion of such normal term.

7.5 Liability. The designation and appointment of any committee of the Board and the delegation thereto of any authority does not operate to relieve the Board, or any individual director, of any responsibility imposed by law.

7.6 Standing Committees. The initial Standing Committee of the Corporation is the Executive Committee.

7.6.1 Executive Committee. The Executive Committee may set the agenda for Board meetings and may perform any other duties and responsibilities as designated by the Board. The Executive Committee is composed of six (6) directors including the five (5) Officers and the Immediate Past President. A majority of the Executive Committee members voting constitutes a decision by the Executive Committee. Voting may be done in person, by proxy, by mail, by email, by phone, or by any other means adopted by the Executive Committee.

7.7 Board Committee Operations.

7.7.1 Board Committee Meetings. Meetings of Board committees may be called by the chairperson of the committee or the President. The rules applicable to meetings of the Board apply to committee meetings.

7.7.2 Meeting Minutes. All Board committees have the discretion to keep regular minutes of their meetings, and if minutes are kept, they will be recorded in the books of the Corporation. All committee meeting minutes, if any, must be forwarded to the Secretary for distribution to directors.

7.7.3 Quorum. More than one-third (1/3) of the members of a Board committee constitutes a quorum.

7.7.4 Manner of Acting. If a quorum is present when a vote is taken, the affirmative vote of a majority of committee members present is the act of the Board committee, unless the question is one upon which a different vote is required by express provision of law of the State of Washington, of the Articles of Incorporation, or of these Bylaws.

7.7.5 Action by Board Committee Without a Meeting. Any action permitted or required to be taken at a committee meeting may be taken without a meeting if one or more written consents setting forth the action so taken, is signed, either before or after the action is taken, by all the committee members. Action taken by written consent is effective when the last committee member signs the consent, unless the consent specifies a later effective date.

7.7.6 Participation by Telephone Conference or Similar Communications Equipment. Committee members may participate in a regular or special meeting of a committee by, or conduct the meeting through the use of, any means of communication by which all committee members participating can hear and speak to each other during the meeting. Participation by such means constitutes presence in person at the meeting.

ARTICLE VIII

Finances; Execution of Contracts, Deeds, and Transfers

8.1 Loans. No loans are to be contracted on behalf of the Corporation and no evidences of indebtedness are to be issued in its name, unless authorized by a resolution of the Board. No loans are to be made by the Corporation to any officer or director.

8.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness for amounts exceeding one thousand and 00/100ths dollars (\$1,000.00) issued in the name of the Corporation require the written approval of two (2) people, one of whom must be the President or Treasurer, and the other may be such other officer or agent and in such manner as is designated by the Board from time to time.

8.3 Use of Income. All unrestricted gifts to the Corporation and income not otherwise designated by the donor for endowment or restricted purposes go into the general fund of the Corporation and are to be used in accordance with the general purposes of the Corporation.

8.4 Contributions and Disbursements. All contributions and other funds received by the Corporation are to be deposited in a special account or accounts in such banks, trust companies, or other depositories as the Board may select. All disbursements are to be made under proper authority of the Board. All contributions, income to, and disbursements of the Corporation must

be recorded by the Treasurer or Treasurer's designee in the appropriate books and records; such records are subject to examination at any reasonable time, upon request by any director.

8.5 Budget. A statement of proposed receipts, operating income, and expenditures for the following year will be prepared by the President and Treasurer with input from all committees regarding their projected income and expenses. Once finalized, the Budget must be submitted no later than thirty (30) days prior to the beginning of the new fiscal year to the Board for approval or as soon thereafter as practicable. When approved by the directors, such budget is the authorization for expenditures and operating expenses of the Corporation, subject to subsequent changes in such budget by the Board.

8.6 Contracts. The Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

8.7 Voting Securities Owned by the Corporation. Unless otherwise provided by resolution of the Board, the President, President-Elect, Treasurer, Secretary, or any Assistant Treasurer has full authority on behalf of the Corporation to attend, to act, and to vote at any meetings of the stockholders, bondholders, or other security holders of any Corporation, trust, or association in which the Corporation may hold securities. At any such meeting, such person possesses all of the rights and powers incident to the ownership of such securities that the Corporation possesses, including the authority to delegate such authority by proxy. The Board may, by resolution, confer like authority upon any other person or persons.

ARTICLE IX Books and Records

The Corporation must keep correct and complete books and records of account and minutes of all meetings of the Board and committees, if any. In addition, the Corporation must keep, maintain, and make available for public inspection, such records as may be required by applicable provisions of the Revised Code of Washington or regulations promulgated thereunder.

ARTICLE X Fiscal Year

The fiscal year of the Corporation begins on January 1 and ends on December 31 of each year.

ARTICLE XI Copies of Resolutions

Any person dealing with the Corporation may rely upon a copy of any records of the proceedings, resolutions, or votes of the Board when such records are certified by the President or Secretary.

ARTICLE XII
Limitation on Distribution of Funds

Subject to applicable law, the funds of the Corporation may be distributed only for the purposes of the Corporation as described in the Articles of Incorporation.

ARTICLE XIII
Amendments to Bylaws

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by a two-thirds vote of the Board at any regular meeting thereof, or at any duly noticed and constituted special meeting thereof. Upon approval of new Bylaws, their availability shall be made known to the general membership and copies of such shall be provided to members upon request.

The undersigned, being the Secretary of the Corporation, hereby certifies that these Bylaws are the Bylaws of the Legal Writing Institute, amended and adopted by resolution of the directors effective as of May 20, 2019.

/s/ Rebecca L. Scharf _____

Rebecca L. Scharf, Secretary