

AMENDED AND RESTATED BYLAWS
OF
THE NORTHWEST WASHINGTON MEDICAL NWMS

We, the Board Directors of the Northwest Washington Medical NWMS (hereinafter, "NWMS") under the laws of the State of Washington, hereby adopt the following Bylaws for the government of NWMS, the regulation of its affairs, and the carrying on of its business.

ARTICLE I
Membership

(1) The classes of members and the requirements for membership in the NWMS shall be as stated in Article III of the Constitution.

(2) Any person applying for membership as an Active, Emeritus or First-Year-in-Practice, shall fulfill the following requirements:

(a) County Memberships are handled by the Washington State Medical Association. Dues will be processed by the WSMA and the NWMS will receive an updated membership list and dues check once a month.

(b) Membership is available to all Medical Doctors, Doctors of Osteopathy and Physician Assistants, who have a valid Washington state license to practice or are retired physicians who retired in good standing. Applications and renewals can be found at <http://www.wsma.org/join>.

(c) Any member who becomes qualified for retired status in accordance with Constitution may apply for such status, understanding that the Washington State Medical Association has separate standing for change of status than the county medical NWMS.

(3) The rights and privileges of members are as set forth in Constitution. All members in good standing shall be equally privileged to attend all meetings and attend all proceedings of the NWMS. If members resign or in any manner lose their membership in this NWMS, they forfeit all rights and title to any share in its privileges.

Termination of Membership.

(1) When any member's license to practice medicine and surgery or osteopathy and surgery in the State of Washington is revoked, they shall automatically cease to be a member of this NWMS.

(2) Membership shall cease automatically if any dues or assessments remain unpaid at the end of the calendar year unless the date is extended by the Board.

(3) Memberships are non-refundable.

Removal of Members and/or Directors

Any officer or director elected or appointed may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer

may be removed by a majority vote of the Board of Directors. Election or appointment of an officer, director or agent shall not of itself create contract rights.

ARTICLE II
Dues and Assessments

(1) The annual dues of the county NWMS membership shall be established by the Board of Directors. Increases in dues must be approved by the general membership at any official meeting provided notice is given to all members at least ten (10) days in advance of such meeting.

(2) The Washington State Medical Association's Membership Department will invoice and process memberships for NWMS. The Washington State Medical NWMS will generate updated membership lists and send monthly dues checks to the NWMS.

(3) Dues to the Washington State Medical Association and to the Washington Osteopathic Medical Association are in addition to the NWMS's dues. The Northwest Washington Medical NWMS is unified with the WSMA, requiring joint membership in both the county medical NWMS and the WSMA.

(4) Special assessments may be levied by a procedure identical with that required for the amendment to the Bylaws and shall be due and payable in accordance with the terms of the assessment.

(5) Annual dues shall be due and payable on December 31st of each year, and if not paid by March 30th, shall become delinquent. The delinquent member shall thereupon be suspended from membership without any action on the part of the NWMS. Exceptions for hardship or other sufficient cause may be granted by the Board of Directors.

(6) Members whose dues payments are in arrears may be reinstated by payment of indebtedness to the NWMS

ARTICLE III
Membership Meetings

(1) An official meeting of the general membership of the NWMS shall be held at least once a year. The first meeting following December 31st of the last year will be the meeting that the NWMS shall elect the Officers and Directors for the following year to take office at the beginning of March of the current year.

(2) Ten (10) percent of the active and emeritus members shall constitute a quorum for the conduct of any business at a meeting of the NWMS.

(3) In the absence of any provision in the Constitution or these Bylaws to the contrary, all meetings of the NWMS and of the several committees shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's "Rules of Order."

(4) Any and all motions introduced in a meeting of the NWMS which involve the expenditure of a sum in excess of \$500.00, by direct appropriation from the treasury, or any motion which, in the opinion of the presiding officer, may have an important bearing upon the relationship of the NWMS with the general public, or establish an important precedent in the conduct of the NWMS's affairs, shall be tabled automatically following discussion and voted upon at the next meeting of the

NWMS or at a special meeting of the NWMS thereafter called for said purpose, when a 2/3 executive vote shall be sufficient to carry the motion. Should the presiding officer determine that any motion of this type is of such a nature as to demand immediate action in the best interests of the NWMS, the officer may cause it to be voted upon in the same meeting in which it is introduced, provided that the vote is tabulated and archived in the minutes. The affirmative vote of 2/3 of the voting members present shall then be required for the passage of the motion.

ARTICLE IV
Elections

(1) The election of officers and Directors of the NWMS shall be held at an official meeting of the NWMS.

(2) Directors' nominations shall be sent to the Board of Directors at least fifteen (15) days prior to the annual meeting, and a list of the nominations shall be e-mailed to each member of the NWMS at least ten (10) days prior to the annual meeting. Additional nominations may be made from the floor at the meeting, and the election shall be held at that meeting.

(3) Directors shall serve in staggered terms of three years ensuring that no more than one-third of the board is up for election in a single year. Board officers (President, Vice-President, Secretary/treasurer and Immediate Past President, Directors-At-Large) shall serve terms of three years in each office.

(4) Board of Director's members will acknowledge and sign the Contract of Volunteerism.

(5) Any NWMS member serving as an Officer or Director of the WSMA shall serve as an ex officio member of the Board of Directors.

ARTICLE V
Duties of Officers and Delegates

(1) In addition to the rights and duties of members of the Board of Directors, or those provided in the Washington Nonprofit Statute RCW 24.03, Constitution, or elsewhere in these Bylaws, the officers shall have the rights and duties respectively assigned to them in the following sections of this Article.

(2) The duties of the President shall be as the Chief Executive Officer of the NWMS and as such shall carry out the expressed will of the Board of Directors and the General Membership of the NWMS, in all matters consistent with the Articles of Incorporation, Constitution and Bylaws of the NWMS, and in compliance with applicable Washington State law. The President shall preside at the meetings of the NWMS, and of the Board of Directors and perform such duties as custom and parliamentary usage require. The President shall appoint members of the standing committees that may exist during the term of office and shall appoint any ad hoc or special committees that are necessary, the duties and functions of which will not overlap on the duties and functions of any standing committee. Should a vacancy occur on the Board of Directors, the President may appoint a qualified replacement who shall serve until an elected Director takes office following the next annual meeting.

(3) The Duties of the Vice-President shall assist the President in the discharge of duties and shall act for the President in case of absence or disability. The President-Elect shall succeed to the office of President at the expiration of the President's term of office.

- (4) It shall be the duty of the Secretary-Treasurer or a designee to:
- (a) Review and authorize minutes of the meetings of the NWMS, the Board of Directors and the standing committees.
 - (b) Oversee and report the bookkeeper's progress and report financials at all regular Board meetings.
 - (c) Perform such other duties as custom and parliamentary usage may require.
 - (d) Oversee the charges and review accounts of receipts and disbursements of all monies belonging to the NWMS and submit a statement of the NWMS's funds at the annual meeting.
 - (e) Ensure that the NWMS complies with all reporting requirements including state and federal.

(5) Delegates and Alternates to the Washington State Medical Association shall represent this NWMS in the House of Delegates of the Washington State Medical Association. The number of delegates shall be determined by the Washington State Medical Association on August 1st of each year.

- (6) It shall be the duty of the Executive Director:
- (a) To Record the minutes of the meetings of the NWMS, the Board of Directors and the standing committees.
 - (b) to be custodian of all records, books, and papers belonging to the NWMS.
 - (c) To create and update all social media accounts for events and information for matters of the membership and the general public
 - (d) To coordinate all official meetings of the executive board and general membership
 - (e) To carry on the official correspondence of the NWMS, including such matters as notifying members of meetings, officers of their election, committees of their appointment and duties and all notices required by the Constitution and Bylaws or by law.
 - (f) To maintain an electronic database of all members, grouping the members according to the class of membership held and noting with respect to each member, a full name, address.
 - (g) **And other duties as assigned**

ARTICLE VI
Powers and Duties of the Board of Directors

(1) Subject to the provisions of RCW 24.03, the Articles of Incorporation, the Constitution these Bylaws, and the purposes therein stated, the Board of Directors shall be the governing body of the NWMS. It shall carry out the mandates and policies of the NWMS as determined by the active and

Emeritus members in a regular or special meeting of the NWMS and shall defend, uphold and enforce the provisions of the Articles of Incorporation and Bylaws of the NWMS subject only to:

- (a) the provisions of the Articles of Incorporation and Bylaws of the NWMS,
- (b) all resolutions and enactments of the active and Emeritus members of the NWMS;
- (c) the paramount authority of the Washington State Medical Association.

(2) The Board of Directors has full and complete power and authority to perform all acts and to transact business for, and on behalf of, the NWMS and to manage and conduct all of the property, affairs, work and activities of the NWMS, and the investment of its funds, and shall perform such other duties and exercise such other rights as may be set forth in the Articles of Incorporation, Constitution and Bylaws or as are prescribed by the laws of the State of Washington relating to the powers of the directors of the corporation.

(3) Subject to the approval of the NWMS as to selection, tenure and remuneration, the Board of Directors shall have the power to employ an administrator whose duties shall be set by the Board of Directors. The Board of Directors shall employ and arrange the salaries of such employees as are necessary to carry into effect the purposes of the NWMS. The Board of Directors may employ an auditor who shall make a careful examination of the NWMS's finances. A report of the general wellbeing of the NWMS and financials updates may be made at any regular Board meeting.

(4) The Board of Directors shall select delegates and alternates to the Washington State Medical Association from among its members. If a full slate of delegates/alternates is not present at the WSMA annual meeting, the President may appoint a delegate from among any active or Emeritus members present.

Board Meetings

(1) The Board of Directors shall hold regular meetings at least four times a year, at such date of the month, time and place as determined by the President. Members of the Board may attend via electronic means so long as all meeting participants are able hear each other.

(2) Notice of the time and place of all meetings of the Board of Directors shall be given by the Executive Director or designee to each Director at least two weeks prior to the time of the meeting and in the case of a special meeting, the notice shall state the nature of the business to be considered at the meeting and no other business shall be transacted.

(3) Fifty (50) percent of the members of the Board of Directors shall constitute a quorum for the transaction of business. Should a quorum be unobtainable in person, the President may conduct votes on specific motions by e-mail when such voting is conducted under the provisions of section Election Notices and Voting below.

(4) Members of the Board of Directors are expected to attend all meetings unless excused by the President. Directors with three or more unexcused absences may be replaced at the discretion of the President without further notification to serve until the next annual meeting.

Indemnification Against Liability

(1) When a physician is on the Board of Directors and acting in that capacity and who is made a party or threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that he or she is or was a

Director or officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Washington law as the same exists or may hereafter be amended, against all expense, liability or loss, including but not limited to attorneys' fees, judgments, fines, taxes or penalties, or amounts paid in settlement reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Director or officer and shall inure to the benefit of the indemnitee's estate, heirs and personal representatives.

(2) The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expense incurred in defending any such proceeding in advance of its final disposition; provided, however, that an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or officer in which service was or is rendered by such indemnitee, shall be made only upon delivery upon the Corporation of a written undertaking by or on behalf of such indemnitee to repay all final amounts so advanced if it shall ultimately be determined by final judicial decision that such indemnitee is not entitled to be indemnified for such expense by virtue of acts or omissions precluding indemnification as set forth in the section hereafter.

(3) No person serving as a Director or officer shall be indemnified by the Corporation in any instance in which he shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of a law or from or on account of any transaction with respect to which it was determined that such Director or officer personally received a benefit in money, property or services to which the Director or officer was not legally entitled.

(4) If a claim under Section 3 of this Article is not paid in full by the Corporation pursuant to the Corporation's determination that indemnification of the Director or officer is precluded pursuant to section four above the indemnitee shall upon the expiration of sixty (60) days after a written claim has been received by the Corporation be entitled to bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expenses of prosecuting or defending such suit.

(5) The Corporation may maintain insurance at its expense to protect itself and any Director, officer or agent of the Corporation. The NWMS shall maintain non-profit insurance to protect the NWMS against any Director who acts in a manor inconsistency with the provisions of the Bylaws & Articles of Incorporation.

(6) The Corporation may, by action of its Board of Directors, provide indemnification, including advance of expenses to an employee or agent of the Corporation, to the extent that such indemnification is consistent with the laws of the State of Washington

Electronic Notices and Voting

(1) **Electronic Notice.** Notice to directors in an electronic transmission that otherwise complies with the requirements of these Bylaws is effective only with respect to directors who have consented, in the form of a record, to receive electronically transmitted notices under this section. A director who provides consent, in the form of a record, to receipt of electronically transmitted notices shall designate in the consent the message format accessible to the recipient, and the address, location, or system to which these notices may be electronically transmitted. A director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record.

(2) Revoking Consent. The consent of any director is revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation in accordance with the 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.

(3) Electronic Voting. Voting by phone or email is a valid source of voting as long as the requirements of electronic notice have been met.

(4) The approval of the corporate action must be evidenced by one or more consents describing the corporate action being approved, executed by each director either before or after the corporate action becomes effective, and delivered to the corporation for inclusion in the minutes or filing with the corporate records, each of which consents shall be set forth either

(a) in an executed record or

(b) if the corporation has designated an address, location, or system to which the consents may be electronically transmitted and the consent is electronically transmitted to the designated address, location, or system, in an executed electronically transmitted record.

(5) Corporate action is approved under this section when the last director executes the consent.

(6) A consent under this section has the effect of a meeting vote and may be described as such in any record.

Committees of the Board

The Board of Directors may by resolution establish and the President may appoint the members of one or more committees each of which shall consist of two or more directors and, if desired, one or more members who are not members of the Board, which committees, to the extent provided in such resolution, in the Articles of Incorporation, Constitution or in the Bylaws of the Corporation, shall have and exercise the authority of the Board of Directors in the management of the Corporation, provided, that no such committee shall have the authority of the Board of Directors in reference to:

(1) Amending, altering or repealing the Bylaws, Articles of Incorporation, or the Constitution;

(2) Electing, appointing, or removing any member of any such committee or any Director or Officer of the Corporation.

(3) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the Corporation.

(4) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; or

(5) Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

(6) The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him or her by law. Any decision of any committee may be appealed to the Board of Directors by any member affected by a decision of such committee.

ARTICLE VII
Amendments

These Bylaws, or any portion thereof, may be amended by the affirmative vote of two-thirds of the members present and voting thereon at a regular or special meeting of the NWMS, provided that prior to that time a copy of the proposed amendment is sent to each member not less than ten (10) days in advance of the meeting at which action is to be taken, together with a notice that the matter will be voted on at that meeting.

ARTICLE VIII
Effective Date and Repeal

These Bylaws shall become effective immediately upon adoption. The adoption of these Bylaws repeals all existing Bylaws of the NWMS, provided that all officers, Directors, and elected and appointed committee members shall continue in incumbency until their successors are duly elected as provided in the Articles of Incorporation and Bylaws.

BYLAWS LAST AMENDED THIS 2Xrd DAY OF MONTH, YEAR.

APPENDIX 1

The Northwest Washington Medical Societies CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of the conflict-of-interest policy is to protect The Northwest Washington Medical Society's (Herein referred to as "NWMS) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. Interested Person. Any board director, committee chairman or general member with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,

b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

3. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty To Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the NWMS board of directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

2. Determination of a Conflict of Interest. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the board or committee meeting while the determination of a conflict of interest is discussed and, if required, voted

upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the NWMS board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chair of the NWMS board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the NWMS board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the NWMS board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts-of-Interest Policy

a. If the NWMS board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the NWMS board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take, or seek council on, appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

1.Meeting Minutes. The minutes of the governing board and all committees with board-delegated powers shall contain

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the NWMS board's or committee's decision as to whether a conflict of interest in fact existed

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

a. A voting member of the NWMS board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation

matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the NWMS board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. Physicians who receive compensation from the organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. **No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.**

Article VI: Annual Statements

Each director of the board, committee chair and general member with NWMS board-delegated powers shall annually review and agree to a statement that affirms such person:

- a. Has received a copy of the conflict-of-interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining
- b. Whether partnerships, joint ventures, exhibits and sponsorships conform to these, the NWMS written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the NWMS may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.