

**AMENDED AND RESTATED
BYLAWS
of the
CORPORATE COUNSEL SECTION
Washington State Bar Association**

As approved by the WSBA Board of Governors on December 7, 2007.

ARTICLE I. IDENTIFICATION

1.1 CREATION.

The Corporate Counsel Section of the Washington State Bar Association (the "Section") is established pursuant to Article IX, Section 1, of the Bylaws of the Washington State Bar Association (the "Bar").

1.2 PURPOSES.

The purposes of the Section shall be to:

- a. provide continuing legal and other education for its members in areas of common interest to lawyers serving as corporate counsel;
- b. provide opportunities for Section members to become better acquainted with other attorneys with similar interests;
- c. provide a forum for the exchange of ideas and discussion about issues of common interest to Section members;
- d. provide advice to the Bar, as requested, on proposed legislation, Bar rules and other matters; and
- e. undertake such other services that may be of benefit to the public and the Bar.

1.3 LIMITATIONS.

These bylaws are adopted subject to the applicable Washington statutes and the bylaws of the Bar.

1.4 PRINCIPAL OFFICE.

The principal office of the Section shall be maintained in the offices of the Bar.

1.5 FISCAL YEAR.

The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE II. MEMBERS AND SUBSCRIBERS

2.1 MEMBERS.

Any active member in good standing with the Bar may enroll as a member of the Section upon request and payment of the applicable annual Section dues. It is anticipated that Section members shall consist primarily of attorneys who are employed by and practice law exclusively for a single business enterprise (including subsidiaries and affiliates) and attorneys in private practice who spend a substantial portion of their time acting as counsel for a specific business enterprise.

2.2 SUBSCRIBERS.

Any student enrolled in a law school in the State of Washington may enroll as a subscriber upon request and payment of the applicable annual dues charged to law students. Subscribers have no right to vote as a member. Subscribers shall be entitled to receive publications, such as the newsletter, made available to all Section members and to attend continuing legal education and other events sponsored by the Section upon payment of the applicable fees.

2.3 SECTION DUES.

Section dues shall be paid annually in advance. Any person who fails to pay the annual dues shall cease to be a member of the Section. Annual dues shall be set by the Executive Committee of the Section.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

3.1 ANNUAL MEETING.

The annual meeting of the Section shall be held in conjunction with the Corporate Counsel Institute or another continuing legal education program sponsored by the Section, as determined by the Executive Committee of the Section. The Chairperson of the Section shall cause notice of the annual meeting to be published in the Section newsletter or mailed to each member of the Section at least thirty (30) days in advance of the annual meeting.

3.2 QUORUM; CONTROLLING VOTE.

The members of the Section present at any annual or special meeting shall constitute a quorum for the transaction of business. A majority vote of the members present shall be required to approve any business brought before such meeting.

3.3 AGENDA.

Among the business to be transacted at the annual meeting shall be the bi-annual election of the Chairperson, the Secretary, and the Treasurer.

3.4 SPECIAL MEETINGS.

Special meetings of the membership of the Section may be called upon fourteen (14) days prior written notice to the members by the Chairperson. The notice shall state the business to be transacted at the special meeting.

ARTICLE IV. THE EXECUTIVE COMMITTEE

4.1 POWERS AND DUTIES.

The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section and shall perform duties assigned to it by the Board of Governors of the Bar. The Executive Committee shall have the responsibility to establish committees of the Section.

4.2 COMPOSITION.

The Executive Committee shall be composed of the following persons:

- a. The Chairperson, Secretary, and Treasurer;
- b. The immediate past Chairperson; and
- c. Such At-Large members as the Chairperson shall appoint with the consent of the Executive Committee.

4.3 TERM.

The term of each At-Large member of the Executive Committee shall be three (3) years, beginning with the earlier of the date of election or appointment. No person may serve as an At-Large member of the Executive Committee for more than two (2) sequential terms; provided that a person who is appointed to fill the incomplete term of a predecessor may serve two full additional terms and a person who is elected as Chairperson may continue to serve until the conclusion of the term in which he or she becomes the immediate past Chairperson.

4.4 CONTROLLING VOTE.

Action of the Executive Committee shall be determined by majority vote. A member of the Executive Committee may vote in abstentia by instructing the Secretary of the manner in which such vote is to be cast.

4.5 MEETINGS OF THE EXECUTIVE COMMITTEE.

The annual meeting of the Executive Committee shall be held following the annual meeting of Members. Other meetings shall be held at the time and place as may be designated by the Chairperson or a majority of the Executive Committee. A meeting is not essential to action by the Executive Committee provided that a response is elicited from seventy five percent (75%) of the members of the Executive Committee. The Executive Committee is expected to conduct a minimum of four meetings annually.

ARTICLE V. OFFICERS

5.1 OFFICERS.

The officers of the Section shall be the Chairperson, the Secretary, and the Treasurer.

5.2 REMOVAL

Any officer may be removed by a majority vote of the Executive Committee whenever in its judgment the best interests of the Section would be served thereby.

5.3 CHAIRPERSON.

The Chairperson shall be the principal executive officer of the Section and shall serve a term of two (2) years. Subject to the control of the Executive Committee, the Chairperson shall supervise and control all of the affairs of the Section and shall preside at all meetings of the Section and the Executive Committee.

5.4 SECRETARY.

The Secretary shall be elected at the annual meeting of the Section for a term of two (2) years. The Secretary shall keep records of the proceedings of all meetings of the Section and the Executive Committee. In addition, the Secretary shall perform such other duties as may be assigned to him or her by the Chairperson or the Executive Committee.

5.5 TREASURER.

The Treasurer shall be elected at the annual meeting of the Section for a term of two (2) years. The Treasurer shall cause to be kept a true record of all accounts of the Section, shall cause the Section's annual budget to be prepared and shall supervise the financial affairs of the Section. In addition, the Treasurer shall perform such other duties as may be assigned to him or her by the Chairperson or the Executive Committee.

ARTICLE VI. ELECTION OF OFFICERS AND APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS

6.1 NOMINATION OF OFFICERS FOR ELECTION.

The Chairperson shall appoint a Nominating Committee to nominate one or more persons for election as Chairperson, Secretary and Treasurer upon the expiration of the term of the then incumbent. The Nominating Committee shall report its nominees to the Executive Committee for approval prior to the annual meeting. Other nominations for the same positions may be made from the floor at the annual meeting.

6.2 ELECTION OF OFFICERS

The Chairperson, Secretary and Treasurer shall be elected at the annual meeting in accordance with Sections 3.2 and 3.3 of these bylaws.

6.3 APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS

The members of the Executive Committee will be appointed (and re-appointed as appropriate at the end of their initial three (3) year terms) by the Chairperson with the consent of the Executive Committee. It is intended that the composition of the Executive Committee represent the interests of lawyers for large and small business enterprises, both public and private, throughout the State of Washington. The number of members of the Executive Committee shall be determined by the Executive Committee from time to time, but shall not be less than four (4).

6.4 APPOINTMENTS TO FILL VACANCIES

If any position on the Executive Committee or the position of Chairperson, Secretary or Treasurer becomes vacant for any reason before the expiration of a term, the Chairperson or, if there is no Chairperson, the Secretary, shall appoint a successor with the consent of the Executive Committee to serve the unexpired portion of such term.

ARTICLE VII. COMMITTEES

7.1 COMMITTEES.

The Executive Committee may form committees to perform such duties as shall be determined by the Executive Committee. Such committees may be permanent committees or formed to perform specific tasks. All committees shall report to the Chairperson and shall provide regular reports of their activities to the Executive Committee. Any committee may be disbanded at any time by the Executive Committee.

7.2 COMPOSITION AND GOVERNANCE OF COMMITTEES.

The composition of each committee shall be determined by the Executive Committee who shall appoint a Chairperson to manage the work of the committee. Committee members may include members of the Section who are not members of the Executive

Committee. All committee members shall serve at the pleasure of the Executive Committee.

ARTICLE VIII. AMENDMENTS

These bylaws may be amended at any annual meeting of the Section. These bylaws may also be amended at any regular or special meeting of the Executive Committee; provided that written notice describing the proposed amendments is provided to each Executive Committee member at least seven (7) days in advance of the meeting. No amendment of these bylaws will be effective until approved by the Board of Governors of the Bar.

Amendments approved by the WSBA Board of Governors on December 7, 2007, include changing the name of the section from the Corporate Law Department Section to the Corporate Counsel Section.