

BYLAWS
OF
WASHINGTON STATE SOCIETY OF HEALTHCARE ATTORNEYS

ARTICLE I
Membership

Section 1. Active Members. The membership of the corporation shall consist of individuals, each of whom is an attorney admitted to practice in the State of Washington and represents or is employed by a provider of health care services. All questions on eligibility for membership shall be resolved by the board of directors. Active members, for notice and voting purposes, shall be those whose current dues have been paid. Firms, corporations, groups or other collective organizations shall not be eligible for membership in the Society, although any number of individuals who are associated in their practice or employment may be individual members. Each member shall have one vote.

Section 2. Status of Membership. Membership in the corporation shall be personal, shall not survive the death of any individual member, and may not be transferred by any means.

Section 3. Termination of Membership. Membership in the corporation may be terminated for any action by a member that is detrimental to the best interests of the corporation, or for failure to actively support corporate purposes, or to actively participate in corporate activities. Removal shall require the affirmative vote of three-fourths (3/4) of the board of directors. In the event that any such termination is contemplated, the board of directors shall notify the member in writing of the reasons for the proposed action, and of the time and place of the meeting of the board of directors at which termination is to be considered, not later than ten (10) days prior thereto. At the meeting, the affected member shall be entitled to respond to the stated reasons, and to be heard in his or her own defense.

ARTICLE II
Meetings of Members

Section 1. Annual Meetings. The annual meeting of the members for election of directors to succeed those whose terms expire, and for the transaction of such other business as may properly come before the meeting shall be held at such place and on such date as the board shall fix by resolution.

Section 2. Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the president of the corporation or by the board of directors, at such time and place as the president or the board of directors may prescribe. Special meetings of the members may also be called by members having at least one-twentieth (1/20th) of the votes entitled to be cast at such a meeting. Upon request by such members, it shall be the duty of the secretary to call such a special meeting of the membership at such time and place as

the secretary may fix, not less than ten (10) nor more than fifty (50) days after the receipt of said request. If the secretary shall neglect or refuse to issue such call within five (5) days of such receipt, the members making the request may issue the call, specifying the time and place of the meeting.

Section 3. Notice of Meetings. Written or printed notices stating the date, place and hour of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, at the direction of the president or the secretary, or the members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears in the records of the corporation, with postage prepaid.

Section 4. Quorum. Members holding one-tenth (1/10th) of the votes entitled to be cast at any meeting, represented in person or by proxy, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

Section 5. Proxies. At any membership meeting, any member entitled to vote at the meeting may vote by proxy executed in writing by such member. A proxy shall be valid only if executed and dated within eleven (11) months of the date of the meeting at which the proxy vote is cast.

Section 6. Meetings Held by Telephone or Similar Communications Equipment. Meetings of members may be conducted by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE III

Board of Directors

Section 1. Powers and Qualifications. The affairs of the corporation shall be managed by the board of directors, who shall be elected from the active membership of the corporation.

Section 2. Number, Term and Election. The number of directors of the corporation shall be not less than ten. The board of directors, by amendment of these Bylaws, may increase or decrease the number of directors, provided that no decrease in number shall have the effect of shortening the term of any incumbent. Six (6) of the directors shall be elected by the members, and shall be divided into two (2) classes of three (3) directors each. The remaining four (4) directors shall be ex-officio members of the board of directors with full voting rights by reason of holding the office of president, president-elect, immediate past president, and secretary/treasurer. The elected directors in each class shall each serve a term of two (2) years, provided that the terms shall be staggered such that three (3) directors shall be elected annually. The directors in one class shall each be elected by a majority of the members at each annual membership meeting, to hold office until the expiration of the term of office of the class of directors into which elected, and until his, her or their respective successors are elected and qualified.

Section 3. Executive Committee. The board of directors, by resolution adopted by a majority of the directors in office, may designate and appoint an executive committee. Such a committee shall consist of two (2) or more directors and shall have and exercise such authority of the board of directors in the management of the corporation as may be specified in said resolution. However, no such committee shall have the authority of the board of directors to amend, alter or repeal the Bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation not in the ordinary course of business; or amend, alter or repeal any resolution of the board of directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the board of directors or any individual director of any responsibility imposed upon it, him or her by law.

Section 4. Vacancies. The board of directors shall have the power to fill any vacancy occurring in the board and any directorship to be filled by reason of an increase in the number of directors by amendment to these Bylaws. The director appointed or elected, as the case may be, to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any director appointed by the board by reason of an increase in the size of the board shall stand for election for the remainder of the specified term for such position at the next annual membership meeting.

Section 5. Nominating Committee. The immediate past president shall serve as the Nominating Committee of the board of directors. The Nominating Committee shall consult with the members of the board of directors, and may consult with other individuals as appropriate, and shall recommend to the board of directors a slate of nominees for election as officers and directors of the corporation. The board of directors shall not be bound by the recommendations of the Nominating Committee.

ARTICLE IV

Meetings of Board of Directors

Section 1. Annual Meeting. The annual meeting of the board of directors shall be held within ninety (90) days after the annual membership meeting or any membership meeting at which any class of members of the board of directors is elected. Said meeting shall be held at the same place as the membership meeting unless some other place shall be specified by resolution of the board of directors.

Section 2. Special Meetings. Special meetings of the board of directors may be held at any place and time, whenever called by the president, secretary/treasurer or any two directors.

Section 3. Notice of Meetings. No notice of the annual meeting of the board of directors shall be required. Notice of the time and place of any special meeting of the board of directors shall be given by the secretary, or by the person or persons calling the meeting, by mail, telegram, or by personal communication over the telephone or otherwise, at least three (3) days

prior to the date on which the meeting is to be held. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where the director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any meeting of the board of directors need be specified in the notice or any waiver of notice of such meeting.

Section 4. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the board of directors, provided that in the event of a tie at any vote of the board of directors, the president (or if the president shall not be in attendance in person or by proxy, then the next highest ranking officer then in attendance) shall be entitled to one additional vote which shall be the tie-breaking vote. At any meeting of the board of directors at which a quorum is present, any business may be transacted, and the board may exercise all of its powers. A director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the director's dissent or abstention is entered in the minutes of the meeting or the director files his or her written dissent or abstention to such action with either the person acting as secretary of the meeting before the adjournment of the meeting or by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

Section 5. Meetings Held by Telephone or Similar Communications Equipment. Members of the board of directors or its committees may participate in a meeting of the board or such committees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Officers

Section 1. Officers Enumerated. The officers of the corporation shall be a president, president-elect, a secretary/ treasurer, and an immediate past president; the board of directors may appoint such other officers and assistant officers as may be deemed necessary by the board of directors. Each of the officers shall be annually elected by the board of directors, and shall serve until that officer's successors are duly elected and qualified. Any two or more offices may be held by the same person, except the offices of president and secretary/treasurer. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the board of directors may prescribe.

Section 2. The President. He or she shall exercise the usual executive powers pertaining to the office of president. He or she shall preside at meetings of the board of directors and committees exercising any authority of the board and of the membership.

Section 3. The President-Elect. In the absence or disability of the president, the president-elect shall act as president.

Section 4. The Secretary/Treasurer. It shall be the duty of the secretary/treasurer to keep records of the proceedings of the board of directors and of the membership; to administer the

membership register; when requested by the president to do so, to sign and execute with the president all deeds, bonds, contracts, and other obligations, or instruments, in the name of the corporation; to keep the corporate seal; and to affix the same to proper documents. The secretary/treasurer shall have the care and custody of and be responsible for all funds and investments of the corporation and shall cause to be kept regular books of account. The secretary/treasurer shall cause to be deposited all funds and other valuable effects in the name of the corporation in such depositories as may be designated by the board of directors, and, in general, shall perform all of the duties incident to the office of secretary/treasurer.

Section 5. Immediate Past President. The immediate past president shall serve on the board of directors.

Section 6. Vacancies. Vacancies in any office arising from any cause may be filled by the board of directors at any regular or special meeting.

Section 7. Salaries. The officers and agents of the corporation shall serve without salary or compensation unless otherwise fixed by resolution of the board of directors.

Section 8. Removal. Any officer elected or appointed may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby.

ARTICLE VI

Actions by Written Consent

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the membership or of the board of directors (or its committees) of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

ARTICLE VII

Waiver of Notice

Whenever any notice is required to be given to any member or director of the corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

ARTICLE VIII

Administrative and Financial Provisions

Section 1. Annual Dues. The annual membership dues for active members of the corporation shall be set by resolution of the board of directors and payable in advance to the secretary/ treasurer of the corporation.

Section 2. Fiscal Year. The last day of the fiscal year of the corporation shall be December 31.

Section 3. Loans Prohibited. No loans shall be made by the corporation to any officer or to any director.

Section 4. Corporate Seal. The board of directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

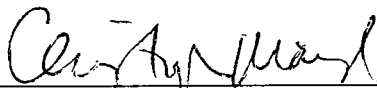
Section 5. Books and Records. The corporation shall keep at its registered office, its principal office in this state, or at its secretary/treasurer's office if in this state, the following: current Articles of Incorporation and Bylaws; a record of members, including names, addresses and classes of membership, if any; correct and adequate records of accounts and finances; a record of officers' and directors' names and addresses; minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing. The records shall be open at any reasonable time to inspection by any member of more than three (3) months' standing or a representative of more than five percent (5%) of the membership. Costs of inspecting or copying shall be borne by such member(s) except for copies of Articles of Incorporation or Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member(s) if obtained by inspection is prohibited.

Section 6. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the board of directors at any annual or special meeting of the board.

Section 7. Rules of Procedure. The rules of procedure at meetings of the membership and of the board of directors of the corporation shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the board of directors.

CERTIFICATION

The undersigned, being President Elect of Washington State Society of Healthcare Attorneys, hereby certifies that the foregoing Bylaws were duly adopted by the board of directors effective April 25, 1996.



President Elect