

RESOLUTION  
BOARD OF DIRECTORS  
WASHINGTON STATE SOCIETY OF HEALTHCARE ATTORNEYS

April 28, 2006

WHEREAS, WSSHA is a professional association and nonprofit corporation whose membership, pursuant to its existing Bylaws, consists of attorneys admitted to practice in the State of Washington who represent or are employed by a provider of health care services.

WHEREAS, WSSHA wishes to expand its membership to include other Washington-licensed attorneys who practice in, or are interested in practicing in, a health care-related area of law, but who do not represent and are not employed by a provider of health care services.

WHEREAS, pursuant to its existing bylaws, WSSHA's Board of Directors consists of Ten individuals, six of whom are elected by the members, and four of whom are ex-officio members by reason of holding the office of president, president/elect, secretary/treasurer and immediate past president.

WHEREAS, WSSHA wishes to increase the number of directors to address the commitment expected of board members in providing services to the organization.

WHEREAS, the existing Bylaws may be amended by the affirmative vote of the majority of the Board of directors at any annual or special meeting of the board.

NOW, THEREFORE, BE IT RESOLVED

1. That the Board of Directors of this Corporation approves amending Article I, Section 1 of the Bylaws by deleting it in its entirety and replacing it with the following:

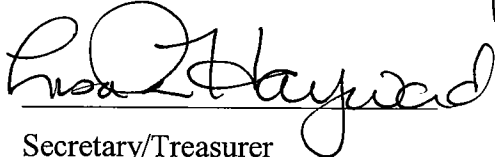
Section 1. Active Members. The membership of the corporation shall consist of individuals, each of whom is an attorney admitted to practice in the State of Washington and whom either represents or is employed by a health care-related entity, or otherwise practices in, seeks to practice in, or teaches a health care-related area of the law 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.

2. That the Board of Directors of this Corporation approves amending Article III, Section 2 of the Bylaws by deleting it in its entirety and replacing it with the following:

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. Nine (9) of the directors shall be elected by the members, and shall be divided into three (3) 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 serve a term of three (3) years, provided that the terms shall be staggered such that three (3) directors shall be elected annually. The directors in one class shall 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.

3. That the Amended Bylaws shall be effective following approval by the majority of the Board.

DATED THIS 28 DAY OF April 2006

  
Secretary/Treasurer