

BYLAWS
of the
WASHINGTON SOCIETY OF PLASTIC SURGEONS

ARTICLE I

(1). **Registered Office and Registered Agent:** A registered agent of the corporation shall be any individual appointed by the Board of Directors to serve for an indefinite term to be determined by the board, and such an individual shall serve until completion of said term, submitting a written resignation to the board, or being relieved of his/her duties as a registered agent of the corporation.

(2). **Office:** The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law.

ARTICLE II

Members

(1). **Class:** A corporation shall have three classes of members: active, candidate, and honorary retired. Membership shall be by invitation of the Society and sponsorship of two active members.

(a). **Active Membership:** Requirements for active membership shall be: licensure and current registration as a physician and surgeon by the state of Washington; active membership in the American Society of Plastic and Reconstructive Surgeons; election by majority vote at any regular meeting of the corporation. Active members shall have the right to vote, hold office and to serve as voting committee members and as committee chair.

(b). **Candidate Membership:** The requirements for candidate membership shall be: licensure and current registration as a physician and surgeon by the state of Washington; satisfactory completion of a plastic surgery residency accredited by the AMA council of education or the Royal College of Physicians and Surgeons of Canada; within three years of completion of said plastic surgery residency, achievement of the status of applicant for candidate membership in the American Society of Plastic and Reconstructive Surgeons. If a candidate member has not become certified by American Board of Plastic Surgery within the time period required by the American Board of Plastic Surgery, or as a result of failing the American Board of Plastic Surgery examinations has lost the right to become certified without additional training, candidate membership in this corporation shall automatically terminated. Candidate members shall not have the right to vote nor hold office nor to serve as committee chair but may be elected to serve as non-voting committee members.

(c). **Honorary Retired Members:** Active members who have retired from the practice of plastic and reconstructive surgery may be elected by majority vote at any regular meeting to the status of honorary retired member. Such members shall not be required to pay dues to the corporation but shall pay personal expenses incurred at meetings. If retired honorary members choose to pay regular corporation dues and assessments, such honorary retired members shall retain all of the rights of active membership; those who opt not to pay dues shall not have the right to vote or hold office, but may serve as voting committee members.

(2). Disbursement: The corporation shall not make any disbursement of income to its members.

(3). Revocation: The termination of membership for disciplinary action shall require approval by two-thirds of the active membership except that the revocation of a member's Washington State medical license shall constitute automatic termination of membership in this corporation. Suspension of an individual's Washington State medical license shall constitute a similar suspension of membership in this corporation and grounds for permanent termination of membership. Disciplinary action by the Washington State Medical Quality Assurance Commission shall constitute grounds for revocation of membership in this corporation. Disciplinary action by a county, state or national medical organization for unethical behavior or termination of hospital privileges for unethical or unprofessional behavior or substandard care shall constitute grounds for revocation of membership.

ARTICLE III

Members' Meetings

(1). Meeting place: All meetings of the members will be at such place, either within or outside the state, as shall be determined from time to time by the president and the time and place at which any such meetings shall be held shall be stated in the notice of the meeting.

(2). Annual meeting time: The annual meeting of the members for the transaction of such business as may properly come before the meeting shall be the final meeting of the calendar year called by the president.

(3). Annual meeting- Order of Business. At the annual meeting of members the order of business shall be as follows:

- (a). **Calling the meeting to order.**
- (b). **Proof of notice of meeting, or filing waiver.**
- (c). **Reading of minutes of last annual meeting.**
- (d). **Reports of officers.**
- (e). **Reports of Committees.**
- (f). **Election of officers and directors.**
- (g). **Miscellaneous business.**

(4). Special Meetings: Special meetings of the members for any purpose may be called at any time by the president or the majority of the board of directors or by petition to the board of 10% of the active membership.

(5). Notice: A notice of the time and place of the annual meeting of members, other regular meetings, or special meetings given by delivering personally, or by mailing, a written or printed notice of the same, at least 10 days and not more than 60 days prior to the meeting a written or printed notice, stating place, day and hour of such meeting, and the purpose or purposes for which the meeting is called.

(6). Waiver of Notice: A waiver of any notice required to be given any member signed by the person or persons entitled to such notice whether before or after the time stated therein for the meeting shall be equivalent for the giving of such notice.

(7). Voting:

(a). Except as may otherwise be provided in these bylaws or the corporation's Articles of Incorporation, each active members shall be entitled to one vote on each matter submitted to a vote of the membership. All issues shall be determined by majority vote unless otherwise stated in these bylaws. Any issue brought before the membership including the election of officers or other board members may be submitted to the entire membership for mail vote if so determined by majority vote of the members attending such meeting in which the issue was to be voted upon or the member elected.

(b). At the discretion of the president or by majority vote of the active members voting at any regular or special meeting, a mail ballot of the entire membership may be required on any issue. A mail ballot shall always follow discussion and debate at a regular or special meeting. The ballot shall be accompanied by a written copy of the resolution and in issues of controversy, a statement in

favor of the resolution and a statement opposing the resolution to be prepared by members representing each position and appointed by the president. A secret ballot shall be required at the request of any one active member at any regular or special meeting.

(8). Quorum: Accept as otherwise required by law a quorum at a regular or special meeting of the membership shall consist of 10% of the members entitled to vote.

(9). Proxy: Proxy voting shall not be permitted, but voting by mail in which case only mail votes will be counted is permitted.

(10). Cumulative Voting: Cumulative voting shall not be permitted.

(11). Action by Members without a Meeting: Any action required or which may be taken at a meeting of members 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 entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members.

(12). Action of Members by Communication: Members may participate in a meeting of members by means of a conference telephone or similar c 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 IV

Board of Directors

(1). Number and powers: Management of all the affairs, property, and interest of the corporation shall be vested in the Board of Directors consisting of the officers of the corporation, most recent living past president, and a member-at-large. In the event that none of the current officers or past president practice in a location determined by the board to represent Eastern Washington, the member-at-large shall be a member practicing in the Eastern Washington geographic area. Members of the board shall be elected for a term of one years and shall hold office until the next annual election or until successors are elected and qualified. In addition to the powers and authorities by these bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the corporation and with such care, including reasonable inquiry as an ordinary

prudent person in a like position would use under similar circumstances, and do all such lawful acts as are not by statute or by the Articles of Incorporation or by these bylaws directed or required to be exercised or done by the members.

(2). Change of number: The number of directors may at any time be increased or decreased by an amendment of these bylaws, but no decrease shall have the effect of shortening the term of an incumbent director.

(3). Vacancies: All vacancies of the board of directors whether caused by resignation, death or otherwise, may be filled by majority vote of the remaining directors. A director elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor or until his successor is elected and qualified.

(4). Additional Members of the Board of Directors: Any active member of the corporation or non-member of the corporation may be appointed member of the board of directors by unanimous vote of the board. Additional members shall not have the right to vote.

(5). Removal of Directors: Any director, including officers, may be removed without cause by two-thirds votes of the Society's members having voting rights represented in person at a regular or special meeting of the members at which a quorum is present or by majority vote of the members having voting rights by mail vote.

(a). Whenever the members of any class are entitled to elect one or more directors by the provisions of the Articles of Incorporation, the provisions of this section shall apply in respect to the removal of the director or directors so elected to the vote of the members of that class and not to the vote of the members as a whole.

(6). Regular Meetings: Regular meetings of the Board of Directors, or any committee designated by the Board of Directors, may be held with or without notice to the general membership at such place or places determined by the president in the case of the board of directors or by the chair of the committee in the event of committee meetings. The annual meeting of the board of directors shall be held without notice immediately prior to the annual meeting of the members.

(7). Special Meetings: Special meetings of the Board of Directors or any committee designated by the board of directors may be called at any time by the president or upon written request by two or more directors, to be held at a place designated by the president or the members of the board of directors who are calling the meeting.

(8). Notice: Notice of all special meetings of the board of directors stating the date, time and place thereof shall be given 10 days prior to the date of the meeting. Such notice need not specify the business to be transacted or the purpose of the meeting.

(9). Quorum: A majority of the voting board of directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of a majority of the directors present in a meeting at which the quorum is present shall be the act of the board of directors unless the act of a greater number is required by these bylaw.

(10). Waiver of Notice: Attendance of a director or a committee member at a meeting shall

constitute a waiver of notice of such meeting except where a director or committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors whether before or after the time stated for the meeting shall be equivalent to the giving of notice.

(11). Registering Dissent: A director who is present at a meeting of the board of directors at which an action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, unless he shall file his written dissent to such action with a person acting as a secretary of the meeting or before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

(12). Enumeration: No stated salary shall be paid to directors as such for their service but by resolution of the membership by two-thirds vote at a regular or special meeting or a majority vote by mail vote of the entire membership entitled to vote. The board may be allowed to reimburse board member travel expenses to Board meetings for members required to travel in excessive distance to be determined by the board. The reimbursement of any member of expenses shall be reported to the membership at the next regular meeting and recorded in the minutes thereof.

(13). Loans: The corporation shall not loan money or credit to its directors.

(14). Disbursement: The corporation shall not make any disbursement of income to any director.

(15). Actions by a Director without a Meeting: Any action required or which may be taken at a meeting of the directors may be taken without a meeting if they consent in writing setting forth the actions so to be taken shall be signed before such action by all of the directors. Such consent shall have the same effect as a unanimous vote.

(16). Action of Directors by Communication: Directors may participate in a meeting of directors 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. The participation in such a meeting must be by unanimous participation of the directors.

(17). Committees: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation: provide that no such committee shall have the authority of the membership in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the 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 or revoking proceedings therefor; adopting a plan for distribution of the assets of the Corporation; or amending, altering or repealing any resolution or 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 thereto of authority shall not

operate to relieve the Board of Directors, or any individual director or any responsibility imposed upon it or him by law.

(18). Audit of the Society's financial records: The Board of Directors shall arrange for an independent outside audit of the Society's financial records annually.

ARTICLE V

Officers

(1). Designations: The officers of the corporation shall consist of a president, a vice-president, a secretary and a treasurer.

(2). Appointment Term of Office: The officers of a corporation shall be elected annually by the members at the annual meeting of the membership. Each officer shall hold office until his successor shall have been elected and qualified or until such officers' resignation or removal. The term of appointment shall begin on January 1, following the annual meeting at which the officer or board member was elected.

(3). Powers and Duties:

(a). **The President**: The president of the corporation, subject to the direction and control of the board of directors and the general membership, shall have general control and management of the business affairs and policies of the corporation. The president shall act as a liaison from and as spokesman for the board of directors. The president shall participate in the long-range planning for the corporation and shall be available to the other officers of the corporation for consultation. The president shall possess powers to sign all certificates, contracts and other instruments of the corporation. The president shall preside at all meetings of the board and of the general membership. The president shall perform all other such duties as are incident to the office of president or are properly required by the board of directors.

(b). **The Vice-President**: During the absence or disability of the president, the vice-president shall exercise all the functions of the president.

(c). **Secretary-Treasurer**. The secretary-treasurer shall keep minutes of all meetings, shall have charge of the corporation's books and shall make such reports and perform such other duties as are incident to the office or are properly required by the board of directors, including maintaining a list of the current active, candidate and honorary retired membership and at the annual reporting upon the current status of candidate members as to their qualifications for active membership. The secretary-treasurer shall have custody of all moneys and securities of the corporation, and shall keep regular books of account; disburse the funds of the corporation and payment of the just demands against the corporation or as may be ordered by the board of directors, taking proper vouchers or receipts for such disbursements and shall render the board of directors from time to time as may be required an account of all transactions as treasurer and of the financial condition of the corporation and shall perform such other duties incident or are properly required by the board of directors.

(4). Standard of Conduct for Officers: An officer with discretionary authority shall discharge

such officer's duties under that authority in good faith with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interest of the corporation.

(5). Delegation: In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in such officer's place, the board of directors may, from time to time, delegate the powers or duties of such officer to any other officer or any director or other person whom, it may in its sole discretion select.

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

(7). Other officers: The active membership may elect other officers and agents as it shall be necessary or expedient. They shall hold their offices until such term and shall exercise such powers and perform such duties as shall be determined by the membership.

(8). Resignation: An officer or other board member may resign at any time by delivering notice of the corporation. Such notice shall be effective when delivered, unless the notice specifies a later effective date. Any such resignation shall not affect the corporation's contract rights, if any, with the officer.

(9). Removal: Any officer or other member of the board of directors may be removed at any time with or without cause by affirmative vote of majority of the whole active membership or by two-thirds votes of those attending a special meeting called for that specific purpose, appropriate notice having been given as required in the bylaws, that such removal shall be without prejudice to the contract rights, if any, of the person so removed.

(10). Salaries and Contract Rights: The salaries of any of the officers shall be fixed from time to time by approval of a majority vote of the entire membership or a two-thirds vote of the active members voting at any regular or special meeting held for that purpose. The election of an officer or other board member shall not of itself create contract rights.

(11). Bonds: The Board of Directors may, by resolution, require any and all of the officers to give bonds to the corporation with sufficient surety or sureties conditioned for the faithful performance of the duties of their respective offices and to comply with such other conditions as made from time to time be required by the board of directors. Any costs incurred shall be paid by the corporation.

ARTICLE VI

(1). Standing Committee: The standing committees shall be:

(a). **Nominating Committee**: The Nominating Committee shall consist of at least three (3) active members elected from those individuals nominated from the floor at the penultimate business meeting of each calendar year. The President shall not appoint or nominate members to this Committee nor serve as a member. The Committee shall present its report of nominations from the floor shall be permitted. Elections of officers shall be by majority vote. The Chairman of the Committee shall be elected by the Committee members.

(b). **Bylaws Committee:** The Bylaws Committee shall consist of a Chairman appointed by the President and two or more members appointed by the committee Chairman. The Committee shall meet and report annually and as required to amend or revise the bylaws and rules and regulations of the Society. The Chairman of the Bylaws Committee or, in the Chairman's absence, another Bylaws Committee members, shall serve as Parliamentarian during the business meetings to assist the President or any other individual acting as the business meeting chairman, in issues regarding parliamentary procedures.

ARTICLE VII

Depositories

The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks, trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VIII

Notices

Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when mailed to the member or director at his or her last known address in the records of the Corporation, with postage thereon prepaid.

ARTICLE XI

Indemnification of Officers and Directors

(1). **Definitions:** For purposes of this Article:

(a). "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(b). "Director" means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, or officer, partner, trustee, partnership, joint venture, trust, employee benefit plan, or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation's request if the director's duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estates or personal representative of a director.

(c). "Expenses" include counsel fees.

(d). "Liability" means the obligation to pay judgment, settlement, penalty, fine,

including an excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

(e). “Official capacity” means: (I) When used with respect to a director, the office of directors in the Corporation; and (ii) when used with respect to an individual other than a director, as contemplated in Section 6 and 7 of this Article XI, the office in the Corporation held by the officer or the employee or agency relationship undertaken by the employee or agent on behalf of the Corporation. “Official capacity” does not include service for any other foreign or domestic Corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.

(f). “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(g). “Proceedings” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(2). Right to Indemnification:

(a). The Corporation shall indemnify any person who was or is a party to any proceeding, whether or not brought by or in the right of the Corporation, by reason or the fact that such person is or was a director of the Corporation, against all reasonable expenses incurred by the director in connection with the proceeding.

(b). Except as provided in subsection (e) of this Section 2, the Corporation shall indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if:

(i). The individual acted in good faith; and

(ii). The individual reasonably believed:

(A). In the case of conduct in the individual’s office capacity with the Corporation, that the individual’s conduct was in the Corporation’s best interests; and

(B). In all other cases, that the individual’s conduct was at least not opposed to the Corporation’s best interests; and

(iii). In the case of any criminal proceeding, the individual has not reasonable cause to believe the individual’s conduct was unlawful.

(c). The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section.

(d). The Corporation shall not indemnify a director under this Section 2:

(i). In connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or

(ii). In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

(e). Indemnification under this Article XI, Section 2 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

(3). Advanced for Expenses:

(a). The Corporation shall pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding and in advance of any determination and authorization of indemnification pursuant to Section 5 of this Article XI if:

(i). The director furnishes the Corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 2 of this Article XI; and

(ii). The director furnishes the Corporation a written undertaking, executed personally or on the director's behalf, to repay the advanced if it is ultimately determined that the director did not meet the standard of conduct.

(b). The undertaking required by subsection (a) (i) of this Section 3 must be an unlimited general obligation of the director by need not be secured and may be accepted without reference to financial ability to make repayment.

(4). Court-ordered Indemnification: A director of the Corporation who is a party to a proceeding may apply for indemnification or advance of expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification or advance or expenses if it determines:

(a). The director is entitled to mandatory indemnification, in which case the court shall also order the Corporation to pay the director's reasonable expenses incurred to obtain court-ordered indemnification;

(b). The director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the director met the standard of conduct set forth in Section 2 or this Article XI, or was adjudged liable as described in Section 2 (e) or this Article XI, but if the director was adjudged so liable, the director's indemnification is limited to reasonable expenses incurred; or

(c). In the case of an advance of expenses, the director is entitled pursuant to the Articles of Incorporation, Bylaws, or any applicable resolution or contract, to payment or reimbursement of the director's reasonable disposition of the proceeding.

(5). Determination and Authorization of Indemnification

(a). The Corporation shall not indemnify a director under this Article XI unless authorized in the specific case after a determination has been made that indemnification of the director is

permissible in the circumstances because the director has met the standard of conduct set forth in Section 2 (b) of this Article XI.

(b). The determination shall be made:

(i). By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii). If a quorum cannot be obtained under (i) of this subsection, by majority vote of a committee duly designated by the Board of Directors, in which designation directors who are parties may participate, consisting solely of two or more directors not at the time parties to the proceeding;

(iii). By special legal counsel:

(A). Selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii) or this subsection; or

(B). If the quorum of the Board of Directors cannot be obtained under (i) of this subsection and a committee cannot be designated under (ii) of this subsection, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

(iv). By the members, except that those members who are also directors and at the time parties to the proceeding, may not vote on the determination.

(c). Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by those entitled under subsection (b) (iii) of this Section to select counsel.

(6). Indemnification of Officers:

(a). An officer of the Corporation who is not a director shall be indemnified, and is entitled to apply for court-ordered indemnification under Section 4 or this Article XI, in each case to the same extent as a director; and

(b). The Corporation shall indemnify and advance expenses to an officer who is not a director to the same extent as to a director under this Article XI.

(c). The Corporation may also indemnify and advance expenses to an officer who is not a director to the extent, consistent with law, that may be provided by a general or specific action of its Board of Directors, or contract.

(7). Insurance: The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, or who, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not the

Corporation would have power to indemnify the individual against the same liability under this Article XI.

(8). Indemnification as a Witness: This Article XI does not limit a Corporation's power to pay or reimburse expenses incurred by a director in connection with the director's appearance as a witness in a proceeding at a time when the director has not been made a named defendant or respondent to the proceeding.

(9). Report to Members: If the Corporation indemnifies or advances expenses to a director pursuant to this Article XI in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the member with or before the notice of the next members' meeting.

(10). Member Authorized Indemnification:

(a). If authorized by a resolution adopted or ratified, before or after the event, by the members of the Corporation, the Corporation shall have the power to indemnify a director made a party to a proceeding, or obligate itself to advance or reimburse expenses incurred in a proceeding, without regard to the limitations contained in this Article XI (other than this Section 10); provided that no such indemnity shall indemnify any director from or on account of :

(i). Acts or omission of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(ii). Conduct of the director finally adjudged to be an unlawful distribution;
or

(iii). Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

(b). Unless a resolution adopted or ratified by the members of the Corporation provides otherwise, any determination as to any indemnity or advance of expenses under subsection (a) of this Section 10 shall be made in accordance with Section 5 or this Article XI.

(11). Validity of Indemnification: A provision addressing the Corporation's indemnification of or advance for expenses to the directors that is contained in these Bylaws, a resolution of its members or Board of Directors, in a contract or otherwise, is valid only if and to the extent the provision is applicable law.

(12). Interpretation: the provisions contained in this Article XI shall be interpreted and applied to provide indemnification to directors, officers, employees and agents of the Corporation to the fullest extent allowed by applicable law, as such law may be amended, interpreted and applied from time to time.

(13). Savings Clause: If this Article XI or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall nevertheless indemnify each director as to reasonable expenses and liabilities with respect to any proceeding, whether or not brought by or in the right of the Corporation, to the full extent permitted by any applicable portion of this Article XI that

shall not have been invalidated, or by any other applicable law.

(14).; Nonexclusivity Rights: The right to indemnification under this Article XI for directors and officers shall not be exclusive of any other right which any person may have, or hereafter acquire under any statute, provision or the Articles of Incorporation, Bylaws, other agreement, vote of the members or disinterested directors, insurance policy, principles of common law or equity, or otherwise.

ARTICLE X

Amendments

These bylaws may be amended or revised at any regular or special meeting of this corporation provided that:

(a). A copy of the proposed amendment containing the language of the proposed change is provided to each member at least 30 days prior and no less than ten days prior to a meeting at which the vote is to be taken; and

(b). such amendment is approved by a affirmative vote of the majority of the active membership by a mail ballot or by two-thirds vote of the active members voting at any regular meeting or special meeting called for this purpose, prior notice having been given.

ARTICLE XI

The Corporation shall keep at its registered office, its principal office in the state, or its secretary's office if in this state, the following:

- (1). Current Articles and Bylaws;
- (2). A record of members, including names, addresses and classes of membership, if any;
- (3). Correct and adequate records of accounts and finances;
- (4). A record of officers' and directors' names and addresses;
- (5). Minutes of the proceedings of the members, the Board of Directors, and any minutes which may be maintained by committees of the Board of Directors. 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 months standing or a representative of more than five percent of the membership.

Cost of inspecting or copying shall be borne by such member except for cost for copies of Articles and Bylaws. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

The Superior Court to the Corporation's or such member's residence may order inspection and may appoint independent inspectors. Such member shall pay inspection costs unless the court orders

otherwise.

ARTICLE XII

Parliamentary Authority

The rules contain a current edition of Sturgis Standard Code of Parliamentary Procedure shall govern the society in all cases to which they are applicable and to which they are not contrary to these bylaws or any special rules of order this society may adopt.

ARTICLE XIII

Dues and Assessments

(1). Annual dues shall be fixed at the annual meeting by vote of the members. Annual dues and assessments shall be proposed by the treasurer after review by the finance committee.

(2). Corporation members whose dues, assessments or other financial obligations to this society are unpaid 30 days after billing shall be assessed a \$10 monthly surcharge until such time as the financial obligation is paid in full. A member whose dues, assessments or financial liabilities to the corporation are three months in arrears shall be subject to disciplinary action including termination of membership in the society upon two-thirds vote of the membership. Members who are six months in arrears with such payments shall have their membership automatically terminated and a notice of such termination of membership sent to the member by the secretary of the society and recorded in the minutes of the board of directors. Upon payment of the moneys due and fines incurred, the member shall have the right to reapply for membership but shall not have a contractual right to be granted membership in this corporation and shall require approval by majority vote at any regular meeting or special meeting called for that purpose, or by majority vote of the whole membership if by mail vote.

ARTICLE XIV

Fiscal Year

The fiscal year of this corporation shall be 12 months and end December 31 of each calendar year, and its financial books and records kept on a cash accounting basis.

ARTICLE XV

Dissolution of the Organization

Should the organization be dissolved for any reason, all current assets shall be contributed to the Plastic Surgery Educational Foundation.

Bylaws
(Revised 01/28/97)

Policies, Rules, and Regulations of the
WASHINGTON SOCIETY OF PLASC SURGEONS

The purpose of the Washington Society of Plastic Surgeons is to promote dialogue and fellowship amongst the Board Certified members of the specialty in this state. Additional functions include but are not limited to communication with state and local governments, agencies, insurance companies and other special societies on behalf of the membership as a whole.