

**AMENDED BYLAWS OF THE ISCRE**

**ADOPTED ON MARCH 9, 2016**



**Imperial Sovereign Court of Small Claims, the Raintree Empire  
2512 E. Evergreen Blvd. #55 Vancouver, WA 98661**

**Regular Nonprofit Corporation with Charity Registration Certificate in Washington**

**Date of Incorporation: October 25, 1976**

**UBI #: 601643661**

**Employer Identification Number (EIN): 34-2053874**

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## **SECTION 1.0: DEFINING CHARACTERISTICS OF THE CORPORATION**

### **1.1 CORPORATE NAME, BOUNDARIES AND OFFICES**

The official name of the corporation shall be “The Imperial Sovereign Court of Small Claims, Raintree Empire,” but the common name shall be “The Imperial Sovereign Court of the Raintree Empire,” hereinafter referred to as the ISCRE, the Court, or sometimes as the Court of Vancouver, Washington.

The boundaries of the ISCRE shall encompass Clark, Cowlitz, Skamania, Wahkiakum, Pacific, and Lewis Counties in the State of Washington.

The ISCRE shall maintain a principal office and mailing address in Vancouver, Clark County, Washington, a registered agent with an address in the same location. For correspondence, the Court also shall maintain an Internet site, email group, and one or more social media locations. The Board of Directors, hereinafter referred to as the Board, may change these addresses at any time. Such changes shall not require amendments to these Bylaws.

### **1.2 CORPORATE PURPOSES AND ACTIVITIES**

Specifically, the purposes of the ISCRE are to promote generosity and to raise funds for charitable organizations that address needs of the LGBTQ community in Southwest Washington.

The ISCRE shall accomplish its fundraising purpose by collaborating, sponsoring, and producing cultural events and activities to solicit donations and to educate, promote understanding among, and entertain diverse audiences.

The Board shall be responsible for planning, financing, and conducting activities in accord with laws and regulations of the State of Washington. All revenues of ISCRE events and activities shall become assets of the ISCRE and the ISCRE shall be responsible for all concurrent liabilities.

For the purpose of maintaining registration as a Regular Nonprofit Corporation in the State of Washington, the ISCRE shall be and remain organized exclusively for charitable purposes, including the distribution of funds to organizations that are registered as Regular Nonprofit Corporations in the State of Washington or as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The ISCRE activities will be limited to the purposes set in section 501(c)(3) of the Internal Revenue Code. Accordingly,

- No substantial part of ISCRE shall involve lobbying or otherwise attempting to influence legislation as outlined under section 501(c)(3).
- The ISCRE shall not participate in the political campaign of any candidate for public office as outline under section 501(c)(3).
- No part of the net earnings of the ISCRE shall be distributed to private individuals except as reasonable compensation for services rendered.
- Upon dissolution of the corporation, all remaining net assets shall be distributed in compliance with laws and regulations of the State of Washington, in accordance with section 501(c)(3) of the internal revenue code. Upon dissolution, net assets shall be distributed to Martha’s Pantry a Washington State nonprofit and 501(c)(3).

### **1.3 CORPORATE GOVERNANCE AND SOVEREIGNTY**

The ISCRE shall operate under Articles of Incorporation certified by Washington’s Secretary of State on October 25, 1976.

The ISCRE shall be governed by the following, in hierarchical order: the Articles of Incorporation, these By-

Laws, and the Operations Manual. If there is any conflict between the provisions of the Articles of Incorporation and these Bylaws, provision of the Articles of Incorporation shall govern. If there is any conflict between the provisions of these Bylaws and the Operations Manual, these Bylaws shall govern.

Should any provision or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

The ISCRE is one of many imperial courts and baronies in the United States, Canada, and Mexico that are recognized by the International Court Council. For as long as the sovereignty of the ISCRE is respected by the International Court Council and by other imperial courts and baronies of the International Court System, the ISCRE shall refrain from interfering in affairs of other courts and baronies and respect recommendations and accords issued by the Council.

#### **1.4 CODE OF ETHICAL CONDUCT**

The ISCRE does not tolerate unlawful discrimination and harassment of any kind. Reports and complaints are kept confidential to the extent permitted by law and the ISCRE's need to properly review the situation. The ISCRE prohibits retaliation against members who, in good faith, submit or participate in reviewing any complaint. Members who believe they are subjects of retaliation should report their concerns to the Board.

In order to maintain an inclusive, fair, and healthy organization, the ISCRE expects all members to use good judgment, be accountable for their actions, and conduct themselves with integrity. Members are expected to treat others with respect, dignity, honesty, and fairness. Behavior that encourages or permits an offensive or hostile environment or that is threatening, insubordinate, violent, or obscene is not tolerated.

Members of the ISCRE shall:

- act with fundamental honesty and integrity in all Court dealings.
- comply with all policies and procedures in the Bylaws and Operations Manual;
- protect the privacy and integrity of the organization and its members.
- act responsibly with Court property and funds at all times.
- show respect for the organization and all of its members in all public utterances and actions.

Members of the ISCRE shall not:

- use their Court positions, titles, or membership for their personal advantage.
- discuss confidential proceedings of the Court.
- interfere with duties of directors and title holders.
- speak for the Court unless specifically authorized to do so.

#### **SECTION 2.0: MEMBERSHIP AND MEETINGS OF THE MEMBERSHIP**

The ISCRE shall have five classes of membership: Resident Members, Honored Members, Registered Members, College Members, and Court Members of a specific reign.

An individual may belong to one class, but in any instance of voting, shall have only one vote. Any right of membership in any class shall be extended only if the member is "in good standing." Good standing shall be presumed to exist unless such standing has been suspended, limited or removed by action of the Board.

Members of any class shall be entitled to run for a title, office, or position only if they meet all applicable eligibility requirements.

Registered members, College members, and Court members of the current reign shall meet in accord with provisions described in these Bylaws and the Operations Manual.

## **2.1 RESIDENT MEMBERS**

To be recognized as a Resident Member, an individual must be at least 21 years of age and provide proof of current residency within the Raintree Empire.

Resident members shall have the right

- to vote in elections for Rain Emperor(x) and Tree Empress(x).
- to vote in elections for Mr., Miss, Ms., and Mx. Gay Vancouver.
- to petition the Board for any purpose.

## **2.2 HONORED MEMBERS**

Honored Members are individuals who have been recognized for their service to the ISCRE. This class of Members includes

- Rain Emperors(x) and Tree Empresses(x), Imperial Princes(x) and Imperial Princesses(x), and Gay Vancouver Title Holders who successfully completed their terms of office.
- individuals who were awarded lifetime titles or citizenship in the Empire with approval of the Board.
- recipients of the Tim Kelly Lifetime Achievement Award.
- at-large directors who completed their terms of office prior to qualifying as above.

Regardless of their current residency, Honored Members shall have the right

- to vote in elections for Rain Emperor(x) and Tree Empress(x).
- to vote in elections for Mr. Miss, Ms., and Mx. Gay Vancouver.
- to petition the Board for any purpose.

## **2.3 REGISTERED MEMBERS**

To be recognized as Registered Member, an individual must

- be a resident member or honored member of the ISCRE.
- complete and sign a form declaring intent to uphold the Bylaws and Operations Manual of the ISCRE.
- provide a current address and other contact information.
- pay nonrefundable annual dues in an amount determined by the Board.

No individual shall hold more than one registered membership in the ISCRE or transfer a registered membership or any right associated with such membership.

All registered members shall have the same rights, privileges, restrictions and conditions as other registered members.

As such, registered members shall not be personally liable for the debts, liabilities or obligations of the corporation.

The Board may terminate registered memberships of individuals when

- the Board determines that they have engaged in conduct that substantially violates the Code of Ethical Conduct or is materially and seriously prejudicial to the ISCRE.
- they provide the Board with written notice of intent to resign from membership.
- they move within the Empire and fail to provide an updated mailing address within 30 days.
- they are not honored members and move out of the Empire for more than 30 days.

Registered members shall have all rights of Resident Members and also retain the rights to:

- be listed on the membership roll of the ISCRE.
- vote in elections of at-large directors and amendments to the ISCRE Bylaws.
- receive notices of meetings of the Board.

## **2.4 COLLEGE MEMBERS**

Rain Emperors(x) and Tree Empresses(x) who have completed their reigns shall comprise the College of Monarchs.

College members shall retain the rights to:

- approve candidates for Rain Emperor(x) and Tree Empress(x), Mr., Miss, Ms., and Mx. Gay Vancouver, Imperial Prince(x) and Imperial Princess(x), and At-large Director;
- approve declarations and honored titles recommended by the reigning monarchs;
- recommend discipline or removal of reigning monarchs, imperial princes(x) and princesses(x), and Gay Vancouver title holders;
- vote in elections to represent College members on the Board;
- be introduced for the crowning ceremony at every ISCRE Coronation, Investitures, and Gay Vancouver Pageant.

## **2.5 COURT MEMBERS**

During each Reign, individuals who accept invested titles or otherwise are identified with the ISCRE shall be considered Court members Court for the duration of that particular reign and afterwards only when the number of the reign is incorporated in their title or identification.

Court members shall have the right to be presented in ISCRE protocol at events in other Empires or sponsored by the ISCRE.

## **2.6 MEETINGS OF REGISTERED MEMBERS**

The Board shall convene an Annual Meeting of registered members each year following coronation. The agenda of each Annual Meeting shall include action to disburse funds raised for charities designated during the previous reign, the seating of reigning monarchs and College representatives, the election and seating of at-large directors, and the election of Board officers for the reign.

Special Meetings of registered members may be called at any time by the Board or any five registered members who are Board members.

Notice of each meeting of registered members shall describe who is calling the meeting and the date, time, location, and purpose(s) of the meeting. Such notices shall be provided at least seven days in advance with postings to the ISCRE web site, email group, and social media.

All meetings of registered members shall be open. A quorum shall consist of registered members who are present, regardless of their number. Actions shall require a majority of votes cast. Records of attendance and outcomes of votes at meetings of registered members shall be entered into the minutes of the next meeting of the Board.

## **2.7 MEETINGS OF COLLEGE MEMBERS**

College members shall meet each spring. Date of the meeting shall be established by the Board when the calendar for each reign is established.

The agenda of the spring meeting shall provide for review of applicants for Rain Emperor or Tree Empress for the next reign, and election of a Dean and other representatives to the Board.

Notices of meetings of College members shall include the date, time, location, and agenda for each meeting and shall be published when established and again approximately 10 days in advance.

Special meetings of College members may be called by the Board or any five College members. The Dean shall be responsible for notifying College members of the date, time, location, and purpose of each special meeting approximately 10 days in advance.

College members in attendance at a properly called meeting shall constitute a quorum for the conduct of business, regardless of their number. All actions shall require a majority of votes cast in order to pass.

Written records of attendance and outcomes of votes at meetings of College members shall be entered into the minutes of the next meeting of the Board.

## **2.8 MEETINGS OF COURT MEMBERS**

Reigning monarchs shall be responsible for calling meetings of Court members, establishing agendas for those meetings, and notifying Court members in advance.

## **SECTION 3.0: BOARD OF DIRECTORS**

### **3.1 SIZE AND COMPOSITION OF THE BOARD**

The Board of the ISCRE shall consist of 7 to 11 members, including the Reigning Monarch(s), two or more College representatives, and two or more at-large directors. For a period not to exceed six months or the end of the current reign, the Board may reduce the minimum number of directors to no fewer than five persons by taking and recording action in minutes of a regular meeting.

### **3.2 QUALIFICATIONS AND ELECTION OF REIGNING MONARCHS**

To be considered eligible applicants for Rain Emperor(x) or Tree Empress(x), individuals must

- be a registered member at the time of application.
- be current residents of the Empire.
- have lived in the Empire for the 12 months prior to applying.
- have successfully completed all requirements of a title or position with duties specified in the Bylaws or the Operations Manual or the ISCRE.
- have not been removed from a title, office, or membership of any Imperial Court in the five years prior to applying.
- be Honored Members of the ISCRE or have attended more than half of the total number of Board meetings, Court-sponsored fundraisers, and Court meetings in the year prior to applying.
- have paid the \$100 application fee.

Applicants shall submit completed application forms on or before a date established by the Board. A screening committee comprised of directors and College members shall determine the eligibility of applicants, conduct individual interviews with all applicants, and determine whether each is capable of responsibly carrying out the duties of a monarch and director and therefore should be advanced to candidacy.

Successful applicants shall be notified immediately, and application fees shall be refunded to applicants who are not advanced to candidacy.

New monarchs shall be elected by resident members and honored members with secret ballots to be cast the day prior to Coronation. They shall begin their reigns during a crowning ceremony at Coronation and begin their one-year terms as members of the Board at the Annual Meeting.



### **3.3 QUALIFICATIONS AND ELECTION OF COLLEGE REPRESENTATIVES**

To be considered eligible candidates for election to represent the College of Monarchs on the Board of Directors, College members must, at the time of their election, must

- be registered members of the ISCRE.
- be current residents of the Raintree Empire.
- have lived in the Raintree Empire for the 12 months prior to their election.

College representatives shall be nominated and elected by College members in attendance at the Spring College meeting. The nominee receiving the most votes shall be elected as Dean and representative to the Board. Other nominees who receive the highest number of votes shall be elected as representatives. Runner(s) up may be designated as alternates with rights to succession if an elected representative resigns or is removed from the Board.

College representatives shall assume their one-year terms on the Board at the Annual Meeting.

### **3.4 QUALIFICATIONS AND ELECTION OF AT-LARGE DIRECTORS**

To be considered eligible to stand for election as an at-large director of the ISCRE at the time of the Annual Meeting, individuals must

- be registered members of the ISCRE.
- be residents of the Raintree Empire.
- have resided in the Empire for the past 12 months.
- not have been removed from a title, office, or membership of any Imperial Court in the last five years.
- be Honored Members of the ISCRE or have attended more than half of the total number of ISCRE Board meetings, Court-sponsored fundraisers, and Court meetings in the prior year.
- have paid the \$25 application fee.

Directors and College members shall determine whether each applicant meets the eligibility requirements and, following interviews with individual applicants, shall determine whether each is capable of responsibly carrying out the duties of a member of the Board. Successful applicants shall be notified immediately of their candidacy and application fees shall be refunded to applicants who are not advanced to candidacy.

At-large directors shall be elected by registered members in attendance at the Annual Meeting. Candidates receiving the highest number of votes shall be declared elected. If there are fewer candidates than needed to fill all open positions, candidates who receive more than half of the votes cast shall be elected.

At-large directors shall begin their one-year terms at the Annual Meeting.

### **3.5 MEETINGS OF THE BOARD**

The Board shall meet on the second Wednesday of each month. The time and place of meetings may be otherwise designated by action at a regular Board meeting and without requiring an amendment to these Bylaws. Any such action shall be recorded in the minutes of that meeting and notice shall be provided to members.

Special meetings of the Board may be called by the President or by any three directors. Such meetings shall be held at a place designated by the person(s) calling the special meeting. No actions may be taken at special meetings unless notice has been provided to directors and other registered members at least one week in advance.

Executive sessions of directors may be called by the President with prior concurrence of at least three directors and only for the purpose of considering matters regarding individual members. Such sessions will be closed unless a majority of directors agree to include other individuals. Actions may be taken by a majority of directors voting on the motion and must be taken up at a subsequent and duly called open meeting.

A quorum at each Board meeting shall consist of a majority of directors. Other than acting upon a motion to adjourn, no action shall be taken at any meeting at which the required quorum is not present.

Directors may participate in board meetings using conference communication equipment that allows all persons participating in the meeting to hear each other at the same time.

With the exceptions noted below, every decision made by a simple majority of directors present at a duly-called meeting at which a quorum is present is the act of the Board. A two-thirds majority of directors and registered members who are present at a duly called meeting shall be required to approve actions to:

- amend the Articles of Incorporation,
- authorize the dissolution of the ISCRE,
- adopt a plan of merger or consolidation with another organization, or
- authorize the sale or distribution of all or substantially all assets of ISCRE.

A director may vote against or abstain on an action taken by the Board, but if a director is present at the meeting where the action is taken, it is assumed that the director consented to the action unless the Director files a written notice of dissent or abstention to be filed with minutes of the meeting.

Any action to be taken at a meeting of directors may be taken without a meeting if majority directors sign a record of the action taken with manual signatures or verifiable return email consents. The record of action shall be filed with the minutes of the next Board meeting.

Meetings of the Board shall be presided over by the President, or in the President's absence, by the Vice President or a chair *pro tem* chosen by a majority of the directors present at the meeting.

The presiding officer at any Board meeting may participate in discussion and has the right to vote on any action, but may abstain unless his or her vote will break a tie when the action to be taken requires either a specified majority vote of directors who have cast votes or of directors present at the meeting.

The Secretary shall act as recorder of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as recorder.

Meetings shall be governed by rules consistent with common rules of civil discourse. Additional rules governing Board meetings may be adopted by majority vote of directors at any time and shall apply until the composition of the Board changes at the next Annual Meeting.

### **3.6 POWERS, RESPONSIBILITIES, AND LIABILITY OF THE BOARD**

As provided by RCW 24.03.035, the Board shall have and exercise all powers necessary or convenient to serve the stated purposes of the ISCRE.

The Board shall have all powers not specifically retained by the member classes, including, but not limited to:

- approving or disqualifying applicants for positions;
- disciplining or removing individuals from positions or membership;
- determining the date, time, location, nature, coordinators, and budget of all functions, fundraising events, and elections, and
- interpreting and resolving any question or dispute concerning these Bylaws or the Operations Manual.

The Board shall be responsible for

- managing all business of the ISCRE in a manner indicative of sound business practices and in accord with federal, state, and local regulations.
- creating and supplying all applications and ballots for titles and at-large positions on the Board.
- appointing and monitoring the performance of all committees and adjunct officers.
- providing for annual review and approval of amendments to the By-Laws and Operations Manual.
- insuring that records of actions and fiscal transactions are complete and accurate.
- obtaining and insuring the maintenance of Court property, regalia, awards, and symbols of office.
- establishing and publicizing calendars of meetings and court-sponsored events and activities.

To the full extent permitted by the Washington Nonprofit Corporation Act, a director of the ISCRE shall not be liable to the corporation for monetary damages for conduct as a director. Any amendments to or repeal of this section of these Bylaws shall not adversely affect any director for any acts or omissions occurring prior to such amendment or repeal.

### **3.7 ELECTED OFFICERS AND THEIR DUTIES**

Directors shall elect a President, Vice President, Secretary and Treasurer from among their number at the Annual Meeting. Reigning monarchs shall not be eligible to serve as president or treasurer.

The President shall

- preside over all meetings of the Board.
- serve as ex-officio member of all committees.
- perform other duties as specified in the Operations Manual or by Board action.

The Vice President shall

- assume the duties of the President in the absence or inability of the President to serve.
- distribute announcements, news releases, flyers, programs, and publications.
- perform other duties as specified in the Operations Manual or by Board action.

The Secretary shall

- produce, or cause to be produced, agendas, minutes, and other documents required by the Board and Board committees.
- maintain organized paper files of minutes, correspondence, membership rosters, attendance records, and other official documents.
- perform other duties as specified in the Operations Manual or by Board action.

The Treasurer shall

- have charge and custody of all funds and moneys due.
- disburse, or cause to be disbursed, the funds of the corporation.
- produce, or cause to be produced, records of financial transactions, assets, liabilities, receipts, disbursements, and reports required by the State of Washington or the Board.
- perform other duties as specified in the Operations Manual or by Board action.

### **3.8 STANDING COMMITTEES**

Standing committees shall be appointed to support important organizational functions and serve in an advisory capacity to the Board. The roster of Standing Committees is subject to change by Board action without requiring amendments to these Bylaws, but ordinarily will include the following:

- Advertising, Marketing, and Fundraising Committee
- Bylaws and Operations Manual Review Committee
- Finance & Budget Committee
- Coronation and Gay Vancouver Pageant Planning Committees
-

The Board shall appoint members of Mediation, Audit, and other *ad hoc* Committees on an as-needed basis.

Committees may include adjunct officers and registered members in addition to directors.

Meetings of standing committees shall be held in accordance with provisions for public notice and minutes including records of actions taken.

### **3.9 ADJUNCT OFFICERS**

The Board shall recruit, appoint, define responsibilities, and review the work of Adjunct Officers including the following:

- Moderators for official Email groups and Social Networks,
- Webmaster,
- Membership Secretary,
- Minister of Protocol,
- Check Signers, and
- Liaisons to designated charities, the ICC, other imperial courts, and LGBTQ groups within the Empire.

The Board may change the roster of Adjunct Officers without requiring amendments to these Bylaws.

## **SECTION 4.0: CORPORATE OPERATIONS**

### **4.1 NONDISCRIMINATION POLICY**

The ISCRE is committed to attracting, developing, and retaining a diverse and dedicated membership and therefore complies fully with laws providing equal opportunity to all members without regard to race, color, religion, gender identity or expression, sexual orientation, age, national origin, disability, military or veteran status, marital status, or any other status protected under federal, state, or local laws.

### **4.2 EXECUTION OF INSTRUMENTS, DEBITS AND CREDITS**

The Board must authorize any officer or agent of the corporation to enter into any contract in the name of and on behalf of the corporation. Unless so authorized, no officer or agent shall have any power or authority to bind the corporation by any contract or to render it liable monetarily for any purpose or in any amount.

Unless authorized by action of the Board, all checks and other evidence of indebtedness of the corporation shall be signed by the Treasurer or other check signer who is registered with the Bank.

All funds of the corporation shall be deposited promptly to the credit of the corporation in such banks or other depositories as the Board may select.

The Board may accept any donation, contribution, gift, bequest, or device on behalf of the corporation.

### **4.3 CORPORATE RECORDS**

The corporation shall maintain, at minimum, reproducible, copies of

- minutes of all Board and Board Committee meetings.
- adequate and correct financial records.
- records of registered members' legal names, their attendance at meetings, and actions taken to terminate membership.
- copies of the Articles of Incorporation, Bylaws, and Operations Manual.

Policies and procedures concerning the contents and retention of and access to these records shall conform state regulations and be specified in the Operations Manual.

#### **4.4 CONFLICT OF INTEREST POLICY**

If any director has a direct or indirect financial interest in any corporation with which ISCRE wants to do business, the steps listed below shall be followed.

1. The interested person shall disclose the existence of the financial interest to the Board.
2. The person shall refrain from participating while Board members discuss and decide whether a conflict of interest exists.
3. If the Board decides that a conflict of interest exists, the Board shall exercise due diligence to investigate alternatives to the proposed transaction.
4. If the Board determines that alternative transactions are not reasonable even though they will not produce a conflict of interest, disinterested members of the Board shall approve or reject the original proposed transaction.

Minutes of the relevant Board meetings shall contain the following information:

- how the Board determined that a conflict of interest existed;
- the process through which the Board exercised due diligence in examining alternatives;
- the outcome of deliberations and actions taken, including a record of votes taken.

#### **4.5 AMENDMENT OF THESE BYLAWS**

Registered members and College members shall have the right to present proposed amendments to the Bylaws in writing at any Board meeting.

The Board shall be responsible for proposing amendments to the Bylaws that are required to accommodate changes in state or federal laws or regulations.

The Board shall provide opportunities for review and discussion of proposed amendments and convene a meeting at which registered members may accept or reject proposed amendments.

Approved amendments shall take effect upon approval unless another date is specified in the amendment. The Board shall be required to follow and enforce all amendments as soon as they take effect.

Changes in the Bylaws shall be posted on the Court's web site and forwarded to appropriate officers/agencies of Washington State as required.