

**AMENDED AND RESTATED BYLAWS OF
WASHINGTON RESTAURANT ASSOCIATION**
a Washington nonprofit corporation

May 17, 2023

**ARTICLE I
ORGANIZATION**

Section 1.1. The legal name of the association shall be Washington Restaurant Association (the "**Association**"). The Association will do business as the Washington Hospitality Association, the Washington Lodging Association, and the Washington Restaurant and Lodging Association.

Section 1.2. The headquarters and registered offices of the Association shall be located in Olympia, Thurston County, Washington.

**ARTICLE II
MISSION AND PURPOSES**

Section 2.1. The mission of the Association shall be as follows:

We deliver "wins" for the hospitality industry

Section 2.2. The corporation shall be organized and operated exclusively for such purposes and activities as permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or corresponding provisions of any subsequent federal tax laws ("§501 (c)(6)"), including, but not limited to, the following:

a. To promote the general welfare of the lodging, hospitality, restaurant and food service industries in a lawful and upright manner in the following ways: (i) furnish technical and statistical information; (ii) assist in the negotiation of labor disputes; (iii) represent various groups of members in dealing with governmental agencies, as well as local, state and federal agencies, and with consumer groups; (iv) assist the industry in research studies; (v) supply governmental agencies with information and assistance in matter concerning the industry; (vi) publicize the industry legislation and administration orders affecting the industry; (vii) promote and organize educational programming; and (viii) promote the services provided by the corporation's members to the general public; and

b. Toward these ends to do all acts and things necessary, conductive, incidental, or advisable to accomplish any of the purposes for which the corporation is formed, including, but not limited to, any powers now or hereafter conferred upon or allowed by the Washington Nonprofit Corporation Act and § 501(c)(6); provided, that the corporation shall not carry a business, trade, avocation, or profession for profit.

**ARTICLE III
MEMBERSHIP**

Section 3.1. There will be four (4) classes of members:

a. Lodging

- b. Restaurant/Food Service
- c. Other Hospitality
- d. Allied

The Board of Directors of the Association shall review and establish the criteria for each class of membership.

Section 3.2. No person or corporation shall be a member who has not paid dues as specified by the Board of Directors of the Association.

Section 3.3. Any member may withdraw at any time and upon their withdrawal shall forfeit all rights of every nature and kind which they may have had by virtue of their membership in this Association including the forfeiture of the remainder of their dues paid.

Section 3.4. Membership in this Association shall be nontransferable.

Section 3.5. [Intentionally deleted.]

Section 3.6. Any member who shall be delinquent in the payment of dues for more than sixty (60) days may be suspended by the Board of Directors, provided, that notice of such delinquency was delivered to the member at least ten (10) days prior to suspension. Notices of delinquency or suspension shall be given in person or by letter directed to the delinquent member at the last address in the files of the Association.

Section 3.7. A suspended member's rights and privileges shall cease and terminate; however nothing herein shall excuse the suspended member from their liability to pay delinquent dues.

Section 3.8. All members shall have all the rights and privileges of membership, including the right to serve on the Board, to hold office and to serve on committees.

Section 3.9. All members shall have access to the Bylaws of the Association, so they may be apprised of their rights, privileges and responsibilities.

Section 3.10. The annual meeting of Members shall be held in the Spring for the purpose of transacting such business as may properly come before the meeting. If the annual meeting is not held in the Spring, the Board of Directors shall cause the meeting to be held as soon thereafter as may be convenient.

Section 3.11. The President/CEO, the Board of Directors, or not less than ten percent (10%) of the Members, may call a special meeting of Members for any purpose.

Section 3.12. Notice of Meetings:

a. Notice of the meeting, stating the date, time, and place and, in the case of the special meeting, the purpose or purposes for which the meeting is called, shall be given by the President/CEO, the Chair or the Secretary to the Members not less than ten (10) days nor more than fifty (50) days before the date of the meeting.

b. Notice may be given orally, (e.g., communicated in person, by telephone, or via wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record, via tangible medium (e.g., mail, overnight delivery or facsimile) or via electronic transmission (e.g., email), provided that notice given via electronic transmission is effective only with respect to those Members who have consented in writing to receive electronically transmitted notices and designated in the consent the address, location or system to which notices may be electronically transmitted.

c. Notice to Members who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the Member a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

d. Notice given under this Section 3.12 is effective 1) when mailed, five (5) days after being deposited in the United States mail, 2) when sent certified mail, on the date shown on the return receipt, 3) when sent via facsimile, when dispatched, 4) when sent via overnight delivery or personal delivery, when received or 5) when sent via email, when transmitted to an address, location or system designated by the recipient or has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 3.13. Members shall not have any voting rights.

ARTICLE IV DUES

Dues for all memberships shall be fixed by the Board of Directors. The method and calculation of these dues will be provided as part of the established procedure when a potential member makes application. Dues shall be established or changed by a two-thirds majority vote of the Directors present at a meeting.

ARTICLE V OFFICERS

Section 5.1. The officers of the Association ("**Officers**") shall consist of a Chair, a Vice Chair, a Secretary/Treasurer, and the Immediate Past Chair; all of whom shall sit on the Executive Committee.

Section 5.2. The Chair, the Vice Chair and Secretary/Treasurer designated in the preceding section shall be elected from the Board of Directors at the annual meeting of the Board of Directors. Except as set forth in Section 5.1, these Officers are elected for one (1) year terms, are eligible for reelection to an additional one (1) year term and shall serve until their successors are elected and qualified. The Chair shall be elected on a rotating basis between the Lodging and Restaurant/Food Service membership classes. The Vice Chair shall be elected on a rotating basis between the Lodging and Restaurant/Food Service membership classes with the intention that the Vice Chair will move next into the position of Chair.

Section 5.3. No officer or other representative of the Association shall incur any indebtedness or liability in the name of the Association unless having first secured written approval to do so from the Board of Directors. The Board of Directors shall establish fiscal policies for the operation of the Association, and on delivery of these policies to the President/CEO, said delivery shall constitute the instructions to the President/CEO for the operation of the Association, and further shall be the authority for the President/CEO to incur such indebtedness or liability on behalf of the Association so long as said indebtedness or liabilities are within the scope of the policies and authorities granted to the President/CEO.

Section 5.4. Within budgetary limitation, the President/CEO shall fix the compensation of the staff whose compensation is not in excess of an amount designated by the Finance Committee per annum,

and shall recommend to the Board of Directors the compensation for those members of the staff whose salary is in excess of the amount designated by the Finance Committee per annum.

ARTICLE VI DUTIES OF OFFICERS

Section 6.1. Chair: The Chair shall preside at all meetings of the Association, Board of Directors and Executive Committee. The Chair shall, with the approval of the Board of Directors, appoint committees whose selection shall not otherwise be provided for and shall be an ex officio member of all committees. The Chair or his/her designee shall represent the Association before the public and allied industries. The Chair shall advise and consult with the President/CEO as to the policies that have been approved by the Board of Directors and shall make recommendations to the Board as to policy. It shall be the Chair's duty, at any time that he or she is unable to attend any meeting of the Association or Board to notify the President/CEO in advance of such meeting.

Section 6.2. Vice Chair: The Vice Chair shall perform the duties of the Chair during his or her absence or inability to act; shall perform such other duties as the Board of Directors or the Chair may request and shall have the duty of acquainting himself/herself with the work of every committee. In addition, the Vice Chair shall be a Co-Chair of the Government Affairs Committee.

Section 6.3. Immediate Past Chair: The Immediate Past Chair shall serve on the Board Development Committee. In addition, the Immediate Past Chair shall perform such other duties as the Board of Directors or the Chair may request. In the event of a vacancy in the office of the Immediate Past Chair, the Executive Committee shall fill such vacancy for the unexpired term.

Section 6.4. Secretary/Treasurer: The Secretary/Treasurer shall oversee the taking of the meeting minutes of the members and Board of Directors and shall keep himself/herself fully advised as to the financial condition of the Association and shall regularly report to the Board of Directors on the financial condition of the Association and the adequacy of the accounting records of the Association. In addition, the Secretary/Treasurer shall be the Chair of the Finance Committee.

Section 6.5. Contracts, agreements, bank resolutions, and other authorizations shall be signed by the President/CEO and/or other authorized officers as directed and authorized by the Board of Directors.

Section 6.6. At the Annual Meeting of the Board of Directors, Officers of the Association, shall be elected for the ensuing year or until their successors shall be so elected, provided, however, that vacancies in the various offices of the Association shall be filled by the Board of Directors. Officers shall be elected by the current Board of Directors by at least a two-thirds majority. No person shall be eligible to be elected an Officer of the Association unless such person is a member in good standing.

Section 6.7. In the event of a vacancy of any Officer's position, the Executive Committee shall appoint a replacement to fill that vacancy.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1. The Board of Directors shall be comprised as follows:

7.1.1 The management and administration of the affairs of the Association shall be by a Board of Directors ("**Board of Directors**" or "**Board**") consisting of no fewer than twenty-five (25) nor more than thirty-two (32) persons. The Board of Directors may, from time to time, establish by resolution the size of the Board, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent. Members of the Board ("**Directors**") shall be elected from the following categories:

- a. All Officers (Chair, Vice Chair, Secretary/Treasurer, and Immediate Past Chair).
- b. Nine (9) Directors shall be elected from the following categories based on the number of full-time equivalent ("**FTE**") employees in their or their employer's restaurant or hotel:
 - i. Large (greater than 100 FTEs): Three (3) Directors
 - ii. Medium (50-100 FTEs): Three (3) Directors

c. Allied Members: Four (4) Directors.

d. At-Large Directors: Six to eleven (6-11) Directors. (At-Large Directors shall include the chairs of the Member Services Corporation and the Education Foundation.)

e. Chapter Directors: There shall be four (4) additional Directors, one (1) each from the Seattle Restaurant Chapter and the Seattle Lodging Chapter, one (1) from the Spokane Hospitality Chapter, and one (1) from the Southwest Washington Hospitality Chapter.

f. The President/CEO shall be a non-voting member of the board.

7.1.2. Term of Office.

a. The term of office for each Director shall be three (3) years.

b. Directors shall be limited to two (2) terms.

c. Officers are exempt from such term limits as long as they are officers

d. The terms of the twenty-eight (28) Directors, who are not Officers, shall be staggered as determined by the Board of Directors.

Section 7.2. The Board shall establish the criteria on which the Board Development Committee shall base the selection for nominations to Director positions.

Section 7.3. In the event of a vacancy on the Board of Directors, the Chair of the Board Development Committee shall recommend a replacement to fill that vacancy to the Board of Directors who may elect that individual to complete the term until such time as the unexpired term of the Director whose position has become vacant expires, at which time a replacement Director shall be appointed for the vacant position.

Section 7.4. The Board of Directors shall have the supervision over and general control of the business and policies of the Association pursuant to the Articles of Incorporation and these Bylaws.

Section 7.5. The Board of Directors shall meet at any time or place on the call of the Chair, or the President/CEO of the Association or a majority of the Board of Directors acting jointly. The Board of Directors shall meet not less than two (2) times annually, with one of those meetings designated as the annual meeting ("**Annual Meeting**") as required by state law. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other and participation in a meeting by such means shall constitute presence in person at such meeting. The Board may also act without a meeting by unanimous consent in the form of a written record (e.g., email, mail or fax).

Section 7.6. Notice of the Meetings:

a. Notice of the meetings of the Board of Directors, stating the day, time and place of the meeting, shall be given by the person(s) authorized to call the meeting at least ten (10) days (but not more than thirty (30) days) prior to the meeting.

b. Notice of special meetings, stating the day, time, place and purpose of the meeting, shall be given by the person(s) authorized to call the meeting, at least forty-eight (48) hours prior to the meeting. Notice may be given orally, (e.g., communicated in person, by telephone, or via wire or wireless equipment that does not transmit a facsimile of the notice, or by any electronic means that does not create a record, via tangible medium (e.g., mail, overnight delivery or facsimile) or via electronic transmission (e.g., email), provided that notice given via electronic transmission is effective only with respect to those Directors who have consented in writing to receive electronically transmitted notices and designated in the consent the address, location or system to which notices may be electronically transmitted.

c. Notice to Directors who have consented to receipt of electronically transmitted notices may be provided by posting the notice on an electronic network and delivering to the

Director a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

- d. Notice given under this Section is effective 1) when mailed, five (5) days after being deposited in the United States mail, 2) when sent certified mail, on the date shown on the return receipt, 3) when sent via facsimile, when dispatched, 4) when sent via overnight delivery or personal delivery, when received or 5) when sent via email, when transmitted to an address, location or system designated by the recipient or has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.
- e. The consent of a Director to receive notice by electronic transmission is revoked if either (a) such a Director revokes her or his consent by delivering a revocation to the Association in the form of a record, or (b) the Association is unable to electronically transmit two (2) consecutive notices given by the Association to the Director and this inability becomes known to the person responsible for giving the notice. The inadvertent failure by the Association to treat this inability as a revocation of a Director's consent does not invalidate any meeting or other action.

Section 7.7. At the Annual Meeting of the Board of Directors, the current Board of Directors shall review the nominations for new Board of Directors from the Board Development Committee, consider nominations from the floor and elect the new Board of Directors by at least a two-thirds majority of the Directors present. The new Directors shall begin serving upon election.

Section 7.8. The Board of Directors shall receive all reports of the Officers and members of the Association, and shall be responsible for the audit or review of the books or accounts and have full charge of business affairs and policies of the Association subject to the Articles of Incorporation of the Association and these Bylaws.

Section 7.9. All Directors, as part of their commitment of service to the Association, shall be required to serve (a) on at least one (1) committee, (b) as a board member on either the WRA Member Services Corporation or the Washington Restaurant Association Education Foundation, or (c) serve as an active participant in a local Chapter.

Section 7.10. Annually, the Board of Directors shall approve an Association budget by a two-thirds majority vote of the Directors present.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 8.1. Executive Committee shall comprise of the following:

- a. All Officers (voting positions)
- b. The chairs of the Education Foundation and the Member Services Corporation
- c. The Executive Committee shall be comprised of at least two (2) representatives each from the lodging and restaurant/food service membership classes.

Section 8.2. The Executive Committee shall meet from time to time as the Chair and President/CEO shall deem advisable for proper operation of the Association.

Section 8.3. The President/CEO shall be a non-voting member of the Executive Committee.

ARTICLE IX COMMITTEES

Section 9.1. Committees and Taskforces: Committees and/or Taskforces of either the Directors of the Association or the Membership of the Association, or Committees and Taskforces comprised of both Directors and Members, may be established by action of either the Board of Directors, or the Executive Committee and shall function and operate, on such terms, and for such period of time as shall be stated in the Resolution of the Board of Directors, or the Executive Committee, as the case may be, creating or establishing the Committee or Taskforce, and the Board of Directors may authorize such Committee to make such determinations, and/or take such actions as are set forth in the Resolution establishing the Committee or Taskforce, as long as such authority is not inconsistent with the provisions of these Bylaws or the Association's Articles of Incorporation.

Section 9.2. Board Development Committee: The Immediate Past Chair shall chair the Board Development Committee, except there shall be co-chairs for first four (4) years following adoption of these Bylaws:

- a. Members on the Board Development Committee shall be comprised of equal numbers from Lodging and Restaurant/Food Service membership classes and be appointed by the Association's Executive Committee.

b. The Board Development Committee will be tasked with the following:

- i. Nominate individuals to full anticipated and current vacancies on the Board of Directors
- ii. Nominate individuals to fill the various Officers of the Association, with the exception of the President/CEO
- iii. Annually conduct a Board assessment/evaluation
- iv. Identify, develop and implement Board training needs
- v. Develop Board and Officer position descriptions that list skill sets and responsibilities
- vi. Develop committee chair position descriptions that list skill sets and responsibilities
- vii. Develop and implement a Board orientation process
- viii. At a minimum every three years, the Board Development Committee shall review the Bylaws of the Association and recommend any changes
- ix. Provide leadership for Board strategic planning processes

c. Considerations for the Board Development Committee:

1. Though geography, diversity and industry would not be definitive items for consideration of potential Director nominations, the Board Development Committee shall endeavor to achieve balance in nominations.
2. The Board Development Committee shall give first priority consideration for nomination of new Directors to those members who have served on the Association's various committees.

Section 9.3. In addition to the Executive Committee and the Board Development Committee, the following standing committees will serve the association: Finance Committee, Government Affairs Committee, and the Editorial Board for the Visitor's Guide. Other committees and/or task forces may be appointed by the Board of Directors or the Executive Committee from time to time.

ARTICLE X PRESIDENT/CEO

Section 10.1. There shall be a President/CEO of the Association who shall be a paid employee of the Association, who shall be appointed by a two-thirds vote of the Board of Directors present at a meeting, and who shall serve at the pleasure of the Board of Directors of the Association, except as otherwise set forth herein. The Board of Directors shall have authority to adopt a resolution or resolutions authorizing the employment of such President/CEO on such terms and conditions as the Board of Directors may deem appropriate, and the Board of Directors, in furtherance of such action, may adopt a resolution authorizing the execution of written employment agreement ("**Employment Agreement**") with the President/CEO on such terms and conditions as are set forth in said written Employment Agreement. In the event of execution of such a written Employment Agreement, the terms and conditions of said written Employment Agreement shall control with respect to the employment relationship between the Association and the President/CEO. In the absence of such a written Employment Agreement, said employee shall serve at the pleasure of the Board of Directors on an "at will" employment basis. Termination or Dismissal due to performance would require a 51% vote of the Executive Committee.

Section 10.2. The President/CEO shall give notice of and attend all meetings of the Association and the Board of Directors and oversee record keeping of the proceedings; conduct all correspondence and carry into execution, all orders, votes and resolutions not otherwise committed; execute on behalf of the Association all leases, contracts and other documents; keep a list of all members of the Association; collect all monies due to the Association and deposit all sums received in the bank or banks approved by the Board of Directors; keep records of staff, employees, and other agents of the Association, their salaries and terms of employment, and take charge and supervise the performance by them of their respective duties; prepare an Annual Report of the transactions and condition of the Association; be responsible for the preparation and submission of an Annual Budget of income and expenses to the Finance Committee at least thirty (30) days prior to the beginning of the fiscal year; cause to be kept full and accurate account of all receipts and disbursements in books belonging to the Association; perform such other duties as prescribed by the Board of Directors, and generally devote his/her best efforts to forwarding the business and advancing the interest of the Association. Complete responsibility and authority over the staff shall be vested in the President/CEO and, without limiting the generality of the foregoing, he/she shall have exclusive authority to fill vacancies in staff personnel and to train, discipline, discharge and assign work to staff personnel.

ARTICLE XI ELECTIONS

The Directors and Officers nominated through the Board Development Committee shall be elected by the existing Board of Directors at the Annual Meeting. The Officers shall be elected by the existing Board of Directors that elected the new Directors. Both the Board of Directors and the Officers of the Association shall be elected by a two-thirds majority vote of the Directors present.

ARTICLE XII REMOVAL OF DIRECTORS OR OFFICERS

Section 12.1. The Board of Directors, acting with not less than a quorum, shall have the authority to remove any Director or Officer with or without cause for reasons other than as set forth below in Section 3 or otherwise stated in these Bylaws.

Section 12.2. Members of the Executive Committee shall attend eighty percent (80%) of Executive Committee meetings held during the year. Failure to attend the meetings may be considered just cause for removal. The Board of Directors, acting with not less than a quorum and at the request of the Chairperson, shall have the authority to remove any member who fails to attend Executive Committee meetings on a regular basis and can give no justifiable reason for not attending.

Section 12.3. For the purpose of this Section, the failure by Directors to attend seventy-five percent (75%) of Board of Directors Meetings during the course of their respective terms may be considered just cause for removal by the Board of Directors. No Director or Officer shall be removed without first being notified at least ten (10) days before the contemplated action is taken and being first given an opportunity to be heard by the Board Development Committee.

ARTICLE XIII LOCAL CHAPTER DEVELOPMENT

An Association chapter ("Chapter") may be established by a majority vote of the Board of Directors in order to provide local networks throughout the state to facilitate improved member services. A Chapter may be dissolved at any time by a majority vote of the Board of Directors.

ARTICLE XIV QUORUM

Section 14.1. All meetings of the Board of Directors shall require at least a simple majority of the Directors to be present in order to constitute a quorum unless otherwise stated herein. A Director may be represented in person or by written proxy properly executed by the Director. For purposes of this Section, a "written proxy" shall be deemed to include, without limitation, a facsimile, email or similar electronic transmission by the Director from which it can reasonably be determined that the transmission was authorized by the Director, or a photographic, facsimile or similar reproduction of a writing executed by the Director. Proxies for use at any Board meeting or in connection with any vote taken by electronic transmission or the taking of any action by unanimous consent in the form of an executed record shall be filed with the President/CEO, before or at the time of the meeting, the electronic vote or execution of unanimous consent, as applicable. All proxies shall be received and taken charge of and all ballots shall be received by the President/CEO, who shall decide all questions concerning the qualification of voting members, the validity of proxies and the acceptance or rejection of votes. No proxy shall be valid after the meeting, electronic vote or execution of the written consent for which it was provided.

Section 14.2. Meetings of the Executive Committee and other committees shall also require a simple majority of its members to be present in order to constitute a quorum.

ARTICLE XV AMENDMENTS

These Bylaws may be altered, changed or amended at any meeting of the Board of Directors of this Association, provided notice of all proposed changes, alterations, or amendments has been given to the

Board of Directors at a previous meeting or shall have been delivered to each Board member at least thirty (30) days prior to the date of the meeting when the amendments to the Bylaws are to be considered. A two-thirds vote of the Board of Directors where there is a quorum shall be necessary for the adoption of any change, alteration, or amendment of these Bylaws.

ARTICLE XVI INDEMNIFICATION

Any individual who is, was, or is threatened to be made a party to or is otherwise involved in (including without limitation as a witness) any threatened, pending, or completed action, suit, or other proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, by reason of the fact that he or she is or was a Director or Officer of the Association, shall be indemnified and held harmless by the Association, to the fullest extent permissible by Washington State Law, as then in effect, against all expenses and liabilities (including without limitation any obligation to pay any judgment, settlement, penalty, fine, or expense incurred with respect to the proceeding, including attorneys' fees) actually and reasonably incurred; provided, however, that the Association shall not indemnify any Director or Officer from or on account of: (a) any act or omission of the Director or Officer finally adjudged to be intentional misconduct, gross negligence, or a knowing violation of law, or (b) any transaction with respect to which it is finally adjudged that the Director or Officer personally received a benefit in money, property, or services, to which such Director or Officer was not legally entitled. The right to indemnification conferred in this Article XVI shall be a contract right and shall include the right to be paid by the Association for the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Association of a written undertaking, by or on behalf of the Director or Officer, in the form of a general unlimited obligation to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under this Article XVI or otherwise. The right to indemnification as provided herein shall continue as to an individual who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators. The indemnification provided by this section shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or under any section of these Bylaws, agreement, vote of the Board of Directors, or otherwise. The Association shall purchase and maintain indemnification insurance and/or officers and directors' liability insurance for any person to the extent provided by applicable laws.

ARTICLE XVII DATE OF ADOPTION

These Bylaws were duly adopted by the Board of Directors of this Association on this 17th day of May 2023.



Chair of the Board