



TO: Board of Governors

FROM: James K. Doane, Governor District 7-5
Terra Nevitt, Director of Advancement and Chief Development Officer
Paris Eriksen, Sections Program Manager

DATE: January 11, 2017

RE: Article XI. SECTIONS of the WSBA Bylaws

Action Requested on Fourth Reading:

Approval of XI. SECTIONS of the WSBA Bylaws as amended on November 18, 2016.

Background:

The Work Group received substantial member input and considered that input in drafting its recommendation to the BOG. The proposed amendments to Article XI of the WSBA Bylaws are scheduled for fourth reading and action at the January BOG meeting. The Work Group drafted, and voted overwhelmingly to recommend adoption of, these proposed amendments following many months of public discussion, considering the joint input of (a) the general membership; (b) the five elected section representatives on the Work Group; (c) the BOG members on the Work Group; and (d) WSBA's executive management on the Work Group. All of the Work Group meetings have been open to the general membership.

The major difference between the current Work Group proposal and the Work Group's initial recommendation regarding section governance is that the sections retain their own bylaws. The proposed Article XI, would merely provide minimum governance standards to existing section bylaws, regarding, for example, (1) minimum numbers and types of officers; (2) minimum numbers of executive committee members; (3) scheduling of annual elections, without term limits, during the same general time period instead of throughout the year, (4) establishing electronic voting, (5) establishing minimum nomination standards, and other matters previously reported to the BOG in public session, and considered by the BOG, since first reading.

In contrast, the initial Work Group recommendation assumed that each of the sections would adopt a model charter that could be implemented differently in accordance with a section's particular requirements. That recommendation, like the other initial Work Group Recommendations, did not reach the full BOG for consideration, as the BOG authorized the Work Group to take additional time to complete its work, informed by member comments.

Article XI was presented to the BOG for first reading on August 23, 2016. Article XI was presented for action on September 30, 2016. The BOG voted to delay action to allow more time to receive feedback.

Meanwhile the Work Group's mandate expired and it disbanded. At its November 18, 2016 meeting, on third reading, the BOG considered additional feedback regarding the proposed amendments to Article XI. In light of the feedback, the BOG voted to amend Article XI.F3 to clarify that an executive committee member serving in an at-large position may serve a term of *up to* three years. Additionally, the BOG voted to delay action on Article XI to allow for additional feedback. No additional feedback has been received. Live testimony was allowed since first reading at all of the previous BOG meetings on proposed Article XI.

In the event the BOG approves proposed Article XI, it is expected that the sections will later amend, for BOG approval, their own bylaws that incorporate the proposed minimum governance standards.

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ADOPTED AT NOVEMBER BOG MEETING (1/11/2017)**

XI. SECTIONS

A. DESIGNATION AND CONTINUATION.

Sections are entities of the Bar created and tasked to carry on the work of the Bar and further their purposes as defined in individual section bylaws. A list of all current sections will be maintained by the Executive Director. Once established, a section will continue until discontinued as provided in these Bylaws or in the section bylaws.

B. ESTABLISHING SECTIONS.

1. The BOG will consider the establishment of a new section on a petition and report endorsed by at least 150 Active members of the Bar. Any such petition must be filed with the Executive Director at least one BOG meeting prior to the meeting at which action on the proposal is contemplated and must substantially set forth:
 - a. The contemplated purpose of the section, which will be within the purposes of the Bar and not in substantial conflict with the purpose of any existing section or committee, the continuance of which is contemplated after the section is established;
 - b. Proposed bylaws of the section, which must contain a definition of its purpose;
 - c. The names of any proposed committees of the section;
 - d. A proposed budget for the section for the first two years of its operation;
 - e. A list of members of the Bar who have signed statements that they intend to apply for membership in the section;
 - f. A statement of the need for the proposed section.
2. The BOG may create a new section by combining sections as set forth in these Bylaws.

C. MEMBERSHIP.

1. Any Active member of the Bar may be a voting member of a section and eligible for election to office in the section upon paying the annual dues established by the section. Inactive members may not be voting members of sections.
2. If provided for in the section bylaws, any Emeritus Pro Bono member pursuant to APR 8(e), Judicial member, House Counsel under APR 8(f), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in Washington but not licensed in Washington, may be a voting member of the section and eligible for election to office in the section.
3. Law students will be allowed to be nonvoting members of any section at a standard annual dues amount set by the BOG.

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4. Sections may adopt bylaw provisions authorizing inactive members, and others not eligible for section membership as voting members, to be nonvoting members or “subscribers” of the section.

D. DUES

Dues will be paid annually in the amount determined by the section executive committee and approved by the BOG. Any person who fails to pay the annual dues will cease to be a member of the section.

E. BYLAWS AND POLICIES.

1. Sections are subject to all Bar Bylaws, policies, and procedures. Each section must have bylaws consistent with the Bar Bylaws. Amendments to section bylaws may be made by a majority vote of the voting executive committee members or by a majority vote of section members present at a section meeting. Section bylaws or amendments thereof will become effective when approved by the BOG.

F. SECTION EXECUTIVE COMMITTEE.

1. Each section will have a section executive committee consisting of, at a minimum, the following Officer positions: Chair, Secretary and Treasurer (or Secretary/Treasurer); and may have At-Large members. Unless otherwise permitted by a section’s bylaws, voting members of a section executive committee must be Active members of the Bar and a member of the section for their entire term of office on the executive committee. Additionally, a section executive committee may have non-voting members. The section executive committee is empowered to act on behalf of the section unless it chooses to take a vote of the section membership.
2. Officers. Unless otherwise permitted by a section’s bylaws, officers of a section executive committee must be Active members of the Bar and elected by the section membership to complete the one-year term of office.
 - a. Chair. The Chair of the section presides at all meetings of the section and section executive committee, and will have such other executive powers and perform such other duties as are consistent with the Bar and section bylaws.
 - b. Secretary. The Secretary will take minutes at each meeting of the section and section executive committee, and provide approved minutes to the Bar for publication and record retention.
 - c. Treasurer. The Treasurer will work with the Bar to ensure that the section complies with Bar fiscal policies and procedures, work with the Bar to prepare the section’s annual budget, and review the section’s monthly financial statements for accuracy and comparison to budget.
 - d. A section may have additional officer positions as defined in its section bylaws.
3. At-Large Members. At-large members of the section executive committee will be voting members. At-large members will be elected by the section membership for terms of up to

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three-~~years~~-~~terms~~. A section executive committee may appoint its Young Lawyer Liaison (if any) as a voting member of the section's executive committee.

4. Non-voting Members. Voting members of the section executive committee may appoint non-voting members from among the current members of the section to further the work of the Bar and section. on-voting members serve at the discretion of the section executive committee.
5. Executive committee members are not subject to a limit on the number of the consecutive terms they may serve unless stated in a section's bylaws.
6. All section executive committee positions will begin October 1 each year.

G. NOMINATIONS AND ELECTIONS.

1. Nominations.

- a. Nominating Committee. Each section will have a nominating committee consisting of no less than three section members appointed annually by the Chair or executive committee. At least one member of the nominating committee should not be a current member of the section executive committee.
- b. The executive committee should reflect diverse perspectives. To assist this, all applicants will apply through an electronic application process administered by the Bar. The application form will, on a voluntary basis, solicit information including, but not limited to, the person's ethnicity, gender, sexual orientation, disability status, area of practice, years of practice, employer, number of lawyers in law firm, previous involvement in section activities, and skills or knowledge relevant to the position. The nominating committee should actively take factors of diversity into account when making recommendations.
- c. Alternate Nomination Process. The executive committee will also have an alternative process to allow for nominations to occur outside of the nominating committee process.
- d. Executive Committee Approval. The executive committee will approve a list of nominees for each open position. Persons nominated through an alternative nomination process will be included on the final list of approved nominees.

2. Elections

- a. Only voting members of the section may participate in section elections.
- b. The Bar will administer the elections by electronic means and certify results, unless the section develops its own equivalent electronic election process. For sections that administer elections through an alternate equivalent electronic election process, the section must provide the Bar with the total number of votes cast and the number of votes received for each candidate immediately following

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the close of the election.

- c. In the event of a tie, the section executive committee will implement a random tie-breaker of its choice, such as a coin toss or a drawing of lots, to determine the winner.
 - d. All election processes must comply with the Bar record retention policies.
3. Timing. Nominations and elections for open section executive committee persons will be held between March and May each year.

H. VACANCIES AND REMOVAL.

- 1. The section executive committee will appoint, by a majority vote, members to fill vacancies on the section executive committee. When a member is appointed to fill a vacancy in an unexpired term, the member will do so until the next annual election when an individual will be elected to serve the remainder of the vacated term.
- 2. Any member of the executive committee may be removed by a two-thirds majority vote of the section executive committee. Grounds for removal include, but are not limited to, regular absence from section executive committee meetings and events, failure to perform duties, unprofessional or discourteous conduct or whenever, in the executive committee's judgment, the executive committee member is not acting in the best interest of the section membership.

I. OTHER COMMITTEES.

The section executive committee may create other committees as necessary to further the purposes of the section. Section committees, section committee chairs, and section committee members serve at the discretion of the section executive committee.

J. BUDGET.

Each section executive committee must submit an annual budget request for each fiscal year to the BOG for review. The BOG will approve final section budgets as part of the Bar's annual budget. The section executive committee expenditures must be consistent with the approved section budget and consistent with the Bar fiscal policies and procedures.

K. SECTION REPORTS

Each section must submit an annual report to the Executive Director and such other reports as requested by the BOG.

L. TERMINATING SECTIONS.

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1. The BOG may consider terminating a section when it appears the section is no longer carrying on the work of the Bar as defined in these Bylaws. The issue will be raised (a) on motion, (b) on petition, or (c) at a “viability review” as defined in these Bylaws.
2. A section that has less than 75 voting members for two consecutive years will be automatically placed on the BOG agenda for a “viability review.” The BOG has the discretion to retain a section despite what might otherwise be considered to be a lack of viability when in the BOG’s opinion the section is carrying on the work of the Bar as defined in these Bylaws, and the work is of value to the legal profession.
3. Any section subject to a motion, petition, or viability review pursuant to paragraph (1) above will be given notice and an opportunity to be heard by the BOG. Notice must be sent by the Bar to the current section officers and/or executive committee and posted on the Bar website at least one BOG meeting prior to the meeting at which the Board plans to vote on the proposal.
4. A section subject to potential termination may petition the BOG to be combined with another section, with that section’s written approval, and will be given reasonable opportunity to present that petition to the BOG before the BOG votes on the section’s termination.
5. If a section is terminated pursuant to these Bylaws, section members will be allowed to transfer to another section of their choosing, without payment of additional fees, for the remainder of the section dues year.
6. A section terminated pursuant to these Bylaws may apply for reactivation if they meet qualifications for establishing a new section.
7. Any funds remaining in the treasury of a section at the time of termination will be transferred to the Bar’s general operating fund unless otherwise designated by the BOG. Funds in the treasury of combined sections will be combined.

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 - c. The names of ~~the~~ any proposed committees of the section;
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REDLINE – ALL CHANGES (01/10/2017)

L. TERMINATING SECTIONS.

1. The ~~Board of Governors~~BOG may consider terminating a section when it appears the section is no longer carrying on the work of the Bar as defined in the ~~Functions section of these B~~bylaws. The issue ~~shall~~will be raised (a) on motion, (b) on petition, or (c) at a “viability review” as defined in these ~~B~~bylaws.
2. A section ~~which that~~ has less than ~~50-75~~ voting members for two consecutive years will be automatically placed on the BOG agenda for a “viability review.” The ~~Board of Governors~~BOG has the discretion to retain a section despite what might otherwise be considered to be a lack of viability when in the ~~Board’s BOG’s~~ opinion the section is carrying on the work of the Bar as defined in the ~~Functions section of these B~~bylaws, and the work is of value to the legal profession.
3. Any section subject to a motion, petition, or viability review pursuant to paragraph (1) above ~~shall~~will be given notice and an opportunity to be heard by the ~~Board of Governors~~BOG. Notice must be sent by the Bar to the current section officers and/or executive committee and posted on the ~~WSBA Bar~~ website at least one ~~Board BOG~~ meeting prior to the meeting at which the Board plans to vote on the proposal.
4. A section subject to potential termination may petition the ~~Board of Governors~~BOG to be combined with another section, with that section’s written approval, and ~~shall~~will be given reasonable opportunity to present that petition to the BOG before the BOG votes on the section’s termination.
5. If a section is terminated pursuant to these Bylaws, section members ~~shall~~will be allowed to transfer to another section of their choosing, without payment of additional fees, for the remainder of the section dues year.
6. A section terminated pursuant to these Bylaws may apply for reactivation if they meet qualifications for establishing a new section.
7. Any funds remaining in the treasury of a section at the time of termination ~~shall~~will be transferred to the Bar’s general operating fund unless otherwise designated by the ~~Board of Governors~~BOG. Funds in the treasury of combined sections ~~shall~~will be combined.