BYLAWS
Washington State Bar Association

Note: This edition of the Bylaws of the Washington State Bar Association includes the comprehensive review of the Bylaws adopted by the Board of Governors at its meeting on September 24, 2010, and all other amendments approved by the Board of Governors through September 18, 2015.

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I. FUNCTIONS

A. PURPOSES: IN GENERAL.

In general, the Washington State Bar Association strives to:

1. Promote independence of the judiciary and the bar;
2. Promote an effective legal system, accessible to all;
3. Provide services to its members;
4. Foster and maintain high standards of competence, professionalism, and ethics among its members;
5. Foster collegiality among its members and goodwill between the bar and the public;
6. Promote diversity and equality in the courts, the legal profession, and the bar;
7. Administer admissions to the bar and discipline of its members in a manner that protects the public and respects the rights of the applicant or member;
8. Administer programs of legal education;
9. Promote understanding of and respect for our legal system and the law;
10. Operate a well-managed and financially sound association, with a positive work environment for its employees;
11. Serve as a statewide voice to the public and the branches of government on matters relating to these purposes and the activities of the association.

B. SPECIFIC ACTIVITIES AUTHORIZED.

In pursuit of these purposes, the Washington State Bar Association may:

1. Sponsor and maintain committees and sections whose activities further these purposes;
2. Support the judiciary in maintaining the integrity and fiscal stability of an independent and effective judicial system;
3. Provide periodic reviews and recommendations concerning court rules and procedures;
4. Administer examinations and review applicants' character and fitness to practice law;

5. Inform and advise lawyers regarding their ethical obligations;

6. Administer an effective system of discipline of its members, including receiving and investigating complaints of lawyer misconduct, taking and recommending appropriate punitive and remedial measures, and diverting less serious misconduct to alternatives outside the formal discipline system;

7. Maintain a program, pursuant to court rule, requiring members to submit fee disputes to arbitration;

8. Maintain a program for mediation of disputes between members and their clients and others;

9. Maintain a program for lawyer practice assistance;

10. Sponsor, conduct, and assist in producing programs and products of continuing legal education;

11. Maintain a system for accrediting programs of continuing legal education;

12. Conduct audits of lawyers' trust accounts;

13. Maintain a lawyers' fund for client protection in accordance with the Admission and Practice Rules;

14. Maintain a program for the aid and rehabilitation of impaired members;

15. Disseminate information about bar activities, interests, and positions;

16. Monitor, report on, and advise public officials about matters of interest to the Bar;

17. Maintain a legislative presence to inform members of new and proposed laws and to inform public officials about bar positions and concerns;

18. Encourage public service by members and support programs providing legal services to those in need;

19. Maintain and foster programs of public information and education about the law and the legal system;

20. Provide, sponsor, and participate in services to its members;

21. Hire and retain employees to facilitate and support its mission, purposes, and activities, including in the bar's discretion, authorizing collective bargaining;

22. Collect, allocate, invest, and disburse funds so that its mission, purposes, and activities may be effectively and efficiently discharged.

C. ACTIVITIES NOT AUTHORIZED.

The Washington State Bar Association will not:

1. Take positions on issues concerning the politics or social positions of foreign nations;

2. Take positions on political or social issues which do not relate to or affect the practice of law or the administration of justice; or

3. Support or oppose, in an election, candidates for public office.

II. DEFINITIONS AND GENERAL PROVISIONS

A. HEADQUARTERS.

The office of the Bar shall be maintained in the State of Washington.

B. SEAL.

The Bar shall have a Seal having the words and figures of "The Washington State Bar Association—June 7, 1933." The Seal shall remain in the control of the Executive Director at the office of the Bar.

C. FILING PAPERS WITH THE BAR.

Whenever these Bylaws require that petitions, notices, or other documents be filed with the Bar, or served upon the Board of Governors (BOG) or the Executive Director, they must be filed at the office of the Bar.

D. COMPUTATION OF TIME.

If any date specified in these Bylaws is a Saturday, Sunday, or legal holiday observed by the Bar, it shall refer to the next regular business day. Legal holidays observed by the Bar may differ from the legal holidays statutorily designated by the state Legislature.

E. DEFINITIONS AND USE OF TERMS.

Unless otherwise specifically stated herein,

1. "Days" means calendar days.

2. "Quorum" means the presence of a majority of the voting membership (i.e., half the voting members plus one).

3. "Excused absence" means an absence excused by the President or presiding officer.

4. “Writing” includes e-mail and fax.

5. “Electronic means” includes e-mail, fax, video conferencing, and telephone; however, in the context of meetings, “electronic means” is limited to video conferencing and telephone.

6. “Bar records” and/or “Bar documents” means documents or records maintained by the Bar, whether in printed or electronic form.

7. When used in connection with a particular act or event, the terms “active membership” or “active members” shall refer to the Active membership at the time of the act or event.

8. “APR” refers to the Admission and Practice Rules.

9. “ELC” refers to the Rules for Enforcement of Lawyer Conduct.

F. PARLIAMENTARY PROCEDURE.

1. Proceedings at meetings of the Board of Governors shall be governed by the most current edition of Roberts’ Rules of Order.

2. The President may appoint a Parliamentarian to advise him or her on parliamentary matters during any meeting of the Board of Governors.

III. MEMBERSHIP

A. CLASSES OF MEMBERSHIP.

There shall be four classes of membership with the qualifications, privileges and restrictions specified.

1. Active.

Any lawyer who has been duly admitted to the practice of law in the State of Washington pursuant to APRs 3 and 5, and who complies with these Bylaws and the Rules of the Supreme Court of the State of Washington, and who has not changed to another membership class or been suspended or disbarred shall be an Active member.

a. Active membership in the Bar grants the privilege to fully engage in the practice of law. Upon payment of the Active annual license fee and assessments, compliance with these Bylaws and Rules of the Supreme Court of Washington, and compliance with other licensing requirements, Active members are fully qualified to vote, hold office and otherwise participate in the affairs of the Bar.

b. Active members may:

1) Fully engage in the practice of law:

2) Be appointed to serve on any committee, board, panel, council, task force, or other entity of the Bar;

3) Vote in Bar matters and hold office therein; and

4) Join WSBA Sections as voting members.

c. All persons who become members of the Bar must first do so as an Active member.

2. Inactive.

There are three types of inactive membership: "Inactive-Lawyer," "Inactive-Disability," and "Inactive-Honorary."

a. Inactive members shall not practice law in Washington, nor engage in employment or duties in the State of Washington that constitute the practice of law. Inactive members are not eligible to vote in Bar matters or hold office therein, or serve on any committee, board, or panel.

b. Inactive members may:

1) Join WSBA Sections as non-voting members, if allowed under the Section's bylaws. This does not include eligibility to join as voting members;

2) Continue their affiliation with the Bar;

3) Change their membership class to Active pursuant to these bylaws; and

4) Request a free subscription to the Bar's official publication.

c. Types of Inactive membership:

1) *Inactive-Lawyer*: Inactive-Lawyer members must pay an annual license fee in an amount established by the BOG and as approved by the Supreme Court. They are not required to earn or report MCLE credits while Inactive, but may choose to do so, and may be required to do so to return to Active membership.

2) *Inactive-Disability*: Inactive-Disability members are not required to pay a license fee, or earn or report MCLE credits while Inactive-Disability, but they may choose to do so, and

they may be required to earn and report MCLE credits to return to Active membership.

3) *Inactive-Honorary*: All members who have been Active or Judicial, or a combination of Active and Judicial, members for 50 years may elect to become Inactive-Honorary members of the Bar. Inactive-Honorary members are not required to pay a license fee. A member who otherwise qualifies for Inactive-Honorary membership but wants to continue to practice law in any manner must be an Active member or, if applicable, an Emeritus/Pro Bono member.

3. Judicial. [*Effective January 1, 2012*]

a. An Active member may qualify to become a Judicial member of the Bar if the member is one of the following:

1) A current judge, commissioner, or magistrate judge of the courts of record in the State of Washington, or the courts of the United States, including Bankruptcy courts;

2) A current judge, commissioner, or magistrate in the district or municipal courts in the State of Washington, provided that such position requires the person to be a lawyer;

3) A current senior status or recall judge in the Courts of the United States;

4) An administrative law judge, which shall be defined as either:

(a) Current federal judges created under Article I of the United States Constitution, excluding Bankruptcy court judges, or created by the Code of Federal Regulations, who by virtue of their position are prohibited by the United States Code and/or the Code of Federal Regulations from practicing law; or

(b) Full-time Washington State administrative law judges in positions created by either the Revised Code of Washington or the Washington Administrative Code; or

5) A current Tribal Court judge in the State of Washington.

b. Members not otherwise qualified for judicial membership under (1) through (5) above and who serve full-time, part-time or ad hoc as *pro tempore* judges, commissioners or magistrates are not eligible for judicial membership.

c. Judicial members, whether serving as a judicial officer full-time or part-time, may not engage in the practice of law and may not engage in mediation or arbitration for remuneration outside of their judicial duties.

d. Judicial members:

    1) May practice law only where permitted by the then current Washington State Code of Judicial Conduct as applied to full-time judicial officers;

    2) May be appointed to serve on any task force, council or Institute of the Bar; and

    3) May be non-voting members in WSBA Sections, if allowed under the Section's bylaws.

    4) Judicial members are not eligible to vote in Bar matters or to hold office therein.

e. Nothing in these bylaws shall be deemed to prohibit a judicial member from carrying out their judicial duties.

f. Judicial members who wish to preserve eligibility to transfer to another membership class upon leaving service as a judicial officer:

    1) are required to provide the member registry information required of other members each year unless otherwise specified herein, and are to provide the Bar with any changes to such within 10 days of any change; and

    2) must annually pay any required license fee that may be established by the Bar, subject to approval by the Supreme Court, for this membership class. Notices, deadlines, and late fees shall be consistent with those established for Active members.

g. Judicial members are required to inform the Bar within 10 days when they retire or when their employment situation has otherwise changed so as to cause them to be ineligible for Judicial membership, and must apply to change to another membership class or to resign.

    1) Failure to apply to change membership class or to resign within ten days of becoming ineligible for Judicial membership, when a Judicial member has annually maintained eligibility to transfer to another membership class, shall be cause for administrative suspension of the member.

2) A Judicial member who has not annually complied with the requirements to maintain eligibility to transfer to another membership class and who is no longer eligible for Judicial membership who fails to change to another membership class will be deemed to have voluntarily resigned.

h. Administrative law judges who are judicial members shall be maintained in their assigned reporting group for mandatory continuing legal education purposes, and shall report earned credits to the Bar in accordance with the reporting requirements of that group. Either judicial continuing education credits or lawyer continuing legal education credits may be applied to the credit requirement for judicial members; if judicial continuing education credits are applied, the standards for determining accreditation for judicial continuing education courses will be accepted as establishing compliance.

i. Legal, legislative, and policy positions and resolutions taken by the WSBA Board of Governors are not taken on behalf of judicial members, are not considered to be those of judicial members, and are not binding on judicial members.

j. WSBA's disciplinary authority over judicial members is governed exclusively by ELC 1.2 and RPC 8.5.

4. Emeritus/Pro Bono.

A member may become an Emeritus/Pro Bono member by complying with the requirements of APR 8(e), including payment of any required license fee and passing a character and fitness review.

Emeritus/Pro Bono members may not engage in the practice of law except as permitted under APR 8(e), but may:

a. Be appointed to serve on any task force, council, or Institute of the Bar. In addition, up to two Emeritus/Pro Bono members are permitted to serve on the Pro Bono Legal Aid Committee (PBLAC) and may be appointed to serve as Chair, Co-Chair, or Vice-Chair of that committee;

b. Join WSBA Sections, if permitted under the Section's bylaws;

c. Request a free subscription to the Bar's official publication.

B. REGISTER OF MEMBERS.

1. All WSBA members, regardless of membership class, including judicial members who wish to preserve eligibility to transfer to another membership class upon leaving service as a judicial officer, must furnish the information

below to the Bar:

a. physical residence address;

b. principal office address, telephone number, and email address;

c. such other data as the Board of Governors or Washington Supreme Court may from time to time require of each member

and shall promptly advise the Executive Director in writing of any change in this information within 10 days of such change. Judicial members are not required to provide a physical residence address.

2. The Executive Director shall keep records of all members of the Washington State Bar Association, including, but not limited to:

   a. physical residence address furnished by the member;

   b. principal office address, telephone number, and email address furnished by the member;

   c. date of admittance;

   d. class of membership;

   e. date of transfer(s) from one class to another, if any;

   f. date and period(s) of administrative suspensions, if any;

   g. date and period of disciplinary actions or sanctions, if any including suspension and disbarment;

   h. such other data as the Board of Governors or Washington Supreme Court may from time to time require of each member.

3. Any member, other than Judicial, residing out-of-state must file with the Bar, on such form as the Bar may prescribe, the name and physical street address of a designated resident agent within the State of Washington for the purpose of receiving service of process ("resident agent"). Service to such agent shall be deemed service upon or delivery to the lawyer. The member must notify the Bar of any change in resident agent within 10 days of any such change. Any member required to designate a resident agent who fails to do so, or who fails to notify the Bar of a change in resident agent, shall be subject to administrative suspension pursuant to these bylaws and/or the Admission and Practice Rules.

4. Any member who fails to provide the Bar with the information required to be provided pursuant to these bylaws, or to notify the Bar of any changes in such

information within 10 days, shall be subject to administrative suspension pursuant to these bylaws and/or the Admission and Practice Rules. Judicial members are exempt from suspension pursuant to this provision while eligible for Judicial membership and serving as a judicial officer.

C. CHANGE OF MEMBERSHIP CLASS TO ACTIVE.

1. Transfer from Inactive to Active.

a. An Inactive-Lawyer or Inactive-Honorary member may transfer to Active by:

1) paying an application and/or investigation fee and completing and submitting an application form, all required licensing forms, and any other required information;

2) reporting at least 45 approved MCLE credits earned within the six years preceding return to Active and paying any outstanding MCLE late fees that are owed. Members returning to Active from Inactive will be reinstated to the MCLE reporting group they were in at the time of transfer to Inactive. However, if the member has been Inactive or a combination of Suspended and Inactive for less than one year, and the member is in an MCLE reporting group that was required to report during the time the member was Inactive and/or Suspended, the member must establish that the member is compliant with the MCLE reporting requirements for that reporting period before the member can change to Active;

3) passing a character and fitness review essentially equivalent to that required of all applicants for admission to the Bar; and

4) paying the current Active license fee, including any mandatory assessments, less any license fee (not including late fees) and assessments paid as an Inactive member for the same year.

b. In addition to the above requirements, any member seeking to change to Active who was Inactive or any combination of Suspended and Inactive for more than six consecutive years must establish that the member has earned a minimum of 45 approved credits of Continuing Legal Education in a manner consistent with the requirement for one reporting period for an Active member. In addition to the 45 credits, such member must complete a reinstatement/admission course sponsored by the Bar and accredited for a minimum of 15 live CLE credits, which course shall comply with the following minimum requirements:

1) At least four to six credit hours regarding professional

responsibility and Washington's Rules of Professional Conduct, to include proper handling of client funds and IOLTA and other trust accounts, communications with clients, etc.; and

2) At least three credit hours regarding legal research and writing.

3) The remaining credit hours shall cover areas of legal practice in which the law in Washington may be unique or may differ significantly from the law in other U.S. jurisdictions, or in which the law in Washington or elsewhere has changed significantly within the previous 10 years.

Any member completing such course shall be entitled to credit towards mandatory continuing legal education requirements for all CLE credits for which such reinstatement/admission course is accredited. It is the member's responsibility to pay the cost of attending the course. The member shall comply with all registration, payment, attendance, and other requirements for such course, and shall be responsible for obtaining proof of attendance at the entire course and submitting or having such proof submitted to the Bar.

Periods of administrative and/or disciplinary suspension occurring immediately before or after a change to Inactive shall be included when determining whether a member must take the readmission course. For purposes of determining whether a member has been Inactive and/or Suspended for more than six consecutive years, the period continues to run until the change to Active membership is completed, regardless of when the application is submitted to the Bar.

c. An Inactive-Disability member may be reinstated to Active pursuant to Title 8 of the Rules for Enforcement of Lawyer Conduct. Before being transferred to Active, after establishing compliance with the ELC, the member also must comply with the requirements in these bylaws for Inactive-Lawyers to change to Active.

d. Any member who has transferred to Inactive during the pendency of grievance or disciplinary proceedings may not be transferred to Active except as provided herein and may be subject to such discipline as may be imposed under the Rules for Enforcement of Lawyer Conduct by reason of any grievance or complaint.

2. Transfer from Judicial to Active. *[Effective January 1, 2012]*

A Judicial member may request to transfer to Active. Upon a Judicial member's resignation, retirement, or completion of such member's term of judicial office, such member must notify the Bar within 10 days, and any

Judicial member desiring to continue his/her affiliation with the WSBA must change to another membership class within the Bar.

a. A Judicial member who has complied with all requirements for maintaining eligibility to return to another membership class may transfer to Active by:

    1) paying an application and/or investigation fee and completing and submitting an application form, all required licensing forms, and any other required information;

    2) paying the then current Active license fee, including any mandatory assessments, less any license fee and assessments paid as a Judicial member for the same licensing year;

    3) passing a character and fitness review essentially equivalent to that required of applicants for admission to the Bar. Judicial members seeking to transfer to Active must disclose at the time of the requested transfer any pending public charges and/or substantiated public discipline of which the member is aware; and

    4) complying with the requirements for members returning from Inactive to Active, including completing a full-day reinstatement/admission course tailored to judges, to include lawyer ethics and IOLTA requirements among other topics, if a Judicial member for six or more consecutive years. Administrative law judge Judicial members shall complete the 15 credit reinstatement/admission course required of Inactive lawyers if a Judicial member for six or more consecutive years. Either judicial continuing education credits or lawyer continuing education credits may be applied to the credit requirement for Judicial members transferring to Active. If judicial continuing education credits are applied, the standards for determining accreditation for judicial continuing education courses will be accepted as establishing compliance.

b. A Judicial member wishing to transfer to Active upon leaving service as a judicial officer who has failed in any year to provide the annual member registry information and/or pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership class shall, prior to transfer to Active, be required to pay the Active licensing fee for any years the registry information was not provided or the Judicial fee was not paid, in addition to complying with the requirements of (a) above.

3. Transfer from Emeritus/Pro Bono to Active.

An Emeritus/Pro Bono member may transfer to Active by complying with the requirements for members returning from Inactive to Active.

4. Referral to Character and Fitness Board.

All applications for readmission to Active membership shall be reviewed by WSBA staff for purposes of determining whether any of the factors set forth in APR 24.2(a) are present. All applications that reflect one or more of those factors shall be referred to Bar Counsel for review, who may conduct or direct such further investigation as is deemed necessary. Applying the factors and considerations set forth in APR 24.2, Bar Counsel shall refer to the Character and Fitness Board for hearing any applicant about whom there is a substantial question whether the applicant currently possesses the requisite good moral character and fitness to practice law. The Character and Fitness Board shall conduct a hearing and enter a decision as described in APR 20-24, except that all decisions and recommendations shall be transmitted to the applicant and Bar Counsel, and that the applicant may request that the Board of Governors review a recommendation, with such review to be on the record only, without oral argument. If no review is requested, the decision and recommendation of the Character and Fitness Board shall become final. The Character and Fitness Board, and (on review) the Board of Governors, have broad authority to withhold a transfer to active or to impose conditions on readmission to Active membership, which may include retaking and passing the Washington State Bar examination, in cases where the applicant fails to meet the burden of proof required by APR 20-24. The member shall be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Board and Board of Governors.

D. CHANGE OF MEMBERSHIP CLASS TO INACTIVE.

1. Any Active, Judicial, or Emeritus/Pro Bono member who is not Suspended or Disbarred shall become an Inactive-Lawyer member when the member files a written request for Inactive membership with the Executive Director and that request is approved.

   Effective January 1, 2012, a Judicial member wishing to transfer to Inactive-Lawyer upon leaving service as a judicial officer who has failed in any year to provide the annual member registry information and/or pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership class shall, prior to transfer to Inactive, be required to pay the Active licensing fee for any years the registry information was not provided or the Judicial fee was not paid.

2. Members are transferred to Inactive-Disability pursuant to Title 8 of the Rules for Enforcement of Lawyer Conduct. Any member seeking to transfer from Inactive-Disability to Inactive-Lawyer must first establish that the member has complied with the requirements of Title 8 of the ELC, and then must

submit a written request to make the change and comply with all applicable licensing requirements for Inactive-Lawyer members.

3. All members who have been Active or Judicial, or a combination of Active and Judicial, members for 50 years may qualify for Inactive-Honorary membership. A qualified member may request to change to Inactive-Honorary membership by submitting a written request and any required application.

4. An Active member may apply to change from Active to Inactive-Lawyer while grievances or disciplinary proceedings are pending against such member. Such transfer, however, shall not terminate, stay or suspend any pending grievance or proceeding against the member.

E. CHANGE OF MEMBERSHIP CLASS TO JUDICIAL.

An Active member may request to become a Judicial member of the Bar by submitting a written request on judicial letterhead and any required application, and complying with the provisions of these Bylaws.

F. CHANGE OF MEMBERSHIP CLASS TO EMERITUS/PRO BONO.

A member may become an Emeritus/Pro Bono member by complying with the requirements of APR 8(e), including payment of any required license fee, and passing a character and fitness review.

Effective January 1, 2012, a Judicial member wishing to transfer to Emeritus/Pro Bono upon leaving service as a judicial officer who has failed in any year to provide the annual member registry information and/or pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership class shall, prior to transfer to Emeritus/Pro Bono, be required to pay the Active licensing fee for any years the registry information was not provided or the Judicial fee was not paid.

G. VOLUNTARY RESIGNATION.

Voluntary resignation may apply in any situation in which a member does not want to continue practicing law in Washington for any reason (including retirement from practice) and for that reason does not want to continue membership in the Bar. A member may voluntarily resign from the Bar by submitting a written request for voluntary resignation to the Executive Director. If there is a disciplinary investigation or proceeding then pending against the member, or if the member had knowledge that the filing of a grievance of substance against such member was imminent, resignation is permitted only under the provisions of the Rules for Enforcement of Lawyer Conduct. A member who resigns from the WSBA cannot practice law in Washington in any manner. A member seeking reinstatement after resignation must comply with these bylaws.

H. ANNUAL LICENSE FEES AND ASSESSMENTS.

1. License Fees.

a. Active Members.

1) Effective 2010, and all subsequent years, the annual license fees for Active members shall be as established by resolution of the Board of Governors, subject to review by the state Supreme Court. First time admittees not admitted elsewhere who take and pass the Washington Bar exam and are admitted in the first six months of the calendar year in which they took the exam will pay 50% of the full active fee for that year. First time admittees not admitted elsewhere who take and pass the Washington Bar exam and are admitted in the last six months of the calendar year in which they took the exam will pay 25% of the full active fee for that year. Persons not admitted elsewhere who take and pass the Washington Bar exam in one year but are not admitted until a subsequent year shall pay 50% of the full active fee for their first two license years after admission. Persons admitted in one calendar year in another state or territory of the United States or in the District of Columbia by taking and passing a bar examination in that state, territory, or district, who become admitted in Washington in the same calendar year in which they took and passed the exam, shall pay 50% of the full active fee if admitted in Washington in the first six months of that calendar year and 25% of the full active fee if admitted in Washington in the last six months of that calendar year. All persons in their first two full licensing years after admission in any jurisdiction shall pay 50% of the full active fee.

2) An Active member of the Association who is activated from reserve duty status to full-time active duty in the Armed Forces of the United States for more than 60 days in any calendar year, or who is deployed or stationed outside the United States for any period of time for full-time active military duty in the Armed Forces of the United States shall be exempt from the payment of license fees and assessments for the Lawyers' Fund for Client Protection upon submitting to the Executive Director satisfactory proof that he or she is so activated, deployed or stationed. All requests for exemption must be postmarked or delivered to the Association offices on or before February 1st of the year for which the exemption is requested. Eligible members must apply every year they wish to claim the exemption. Each exemption applies for only the calendar year in which it is granted, and exemptions may be granted for a

maximum total of five years for any member. Granting or denying an exemption under this provision is within the sole discretion of the Executive Director and is not appealable.

b. Inactive Members.

1) Effective 2010 and subsequent years, the annual license fee for Inactive members shall be as established by resolution of the Board of Governors and as approved by the state Supreme Court. Except for the amount of the license fee itself, the annual license fee payment requirements, including deadlines and late payment fees, for Active members shall apply to Inactive-Lawyer members.

2) Inactive-Honorary and Inactive-Disability members shall be exempt from license fees.

c. Judicial Members. *[Effective January 1, 2012]*

Judicial members who wish to preserve eligibility to transfer to another membership class upon leaving service as a judicial officer shall pay the annual license fee established by the Bar as approved by the Supreme Court. Except for the amount of the license fee itself, the annual license fee payment requirements, including deadlines and late payment fees, for Active members shall apply to Judicial members; however, Judicial members are not subject to administrative suspension for nonpayment of license or late payment fees.

d. Emeritus/Pro Bono Members

Emeritus/Pro Bono members shall pay the annual license fee required of Inactive-Lawyer members. Except for the amount of the license fee itself, the annual license fee payment requirements, including deadlines and late payment fees, for Active members shall apply to Emeritus/Pro Bono members.

2. Assessments.

Members shall pay the Lawyers' Fund for Client Protection assessment, and any other assessments, as ordered by the Supreme Court.

3. Deadline and Late Payment Fee.

a. License fees and mandatory assessments shall be payable on or before February 1st of each year, in such manner or on such form as is required by the WSBA. Members who pay their license fees on or after February 2nd shall be assessed a late payment fee of 30% of the total amount of the license fees required for that membership class.

License fees for newly admitted members shall be due and payable at the time of admission and registration, and are not subject to the late payment fee.

b. Notices required for the collection of license fees, late payment fees, and/or assessments shall be mailed one time by the Executive Director to the member's address of record with the Bar by registered or certified mail. In addition to the written notices, the Bar shall make one attempt to contact the member at the telephone number(s) the member has made of record with the Bar and shall speak to the member or leave a message, if possible. The Bar shall also make one attempt to contact the member at the member's e-mail address of record with the Bar.

4. Rebates /Apportionments.

No part of the license fees shall be apportioned to fractional parts of the year, except as provided for new admittees by the Board of Governors. After February 1st of any year, no part of the license fees shall be rebated by reason of death, resignation, suspension, disbarment or change of membership class.

5. License Fee Exemptions Due to Hardship.

In case of proven extreme financial hardship, which must entail a current household income equal to or less than 200% of the federal poverty level as determined at the time of the application for hardship exemption, the Executive Director may grant a one-time exemption from payment of annual license fees by any Active member. Hardship exemptions are for one licensing period only, and a request must be submitted on or before February 1st of the year for which the exemption is requested. Denial of an exemption request is not appealable.

6. License Fee Referendum.

Once approved by the Board of Governors, license fees shall be subject to the same referendum process as other BOG actions, but may not be modified or reduced as part of a referendum on the WSBA budget. The membership shall be timely notified of the BOG resolutions setting license fees both prior to and after the decision, by posting on the WSBA website, e-mail, and publication in the Bar's official publication.

I. SUSPENSION.

1. Interim Suspension.

Interim suspensions may be ordered during the course of a disciplinary investigation or proceeding, as provided in the Rules for Enforcement of Lawyer Conduct, and are not considered disciplinary sanctions.

2. Disciplinary Suspension.

Suspensions ordered as a disciplinary sanction pursuant to the Rules for Enforcement of Lawyer Conduct are considered disciplinary suspensions.

3. Administrative Suspension.

a. Administrative suspensions are neither interim nor disciplinary suspensions, nor are they disciplinary sanctions. Except as otherwise provided in these Bylaws, a member may be administratively suspended for the following reasons:

1) Nonpayment of license fees or late-payment fees; APR 17

2) Nonpayment of any mandatory assessment (including without limitation the assessment for the Lawyers' Fund for Client Protection) (APR 15(d));

3) Failure to file a trust account declaration (ELC 15.5(b));

4) Failure to file an insurance disclosure form (APR 26(c));

5) Failure to comply with mandatory continuing legal education requirements (APR 11);

6) Nonpayment of child support (APR 17);

7) Failure to designate a resident agent (APR 5(f));

8) Failure to provide a current address or to notify the Bar of a change of address or other information required by APR 13 within 10 days after the change (APR 13); and

9) For such other reasons as may be approved by the Board of Governors and the Washington Supreme Court.

b. Unless requirement for hearing and/or notice of suspension are otherwise stated in these bylaws or the APR, ELC, or other applicable rules, a member shall be provided notice of the member's failure to comply with requirements and of the pendency of administrative suspension if the member does not cure the failure within 60 days of the date of the written notice, as follows:

1) Written notice of non-compliance shall be sent one time by the Executive Director to a member at the member's address of record with the Bar by registered or certified mail. Such written notice shall inform the member that the Bar will recommend to the Washington Supreme Court that the member

be suspended from membership and the practice of law if the member has not corrected the deficiency within 60 days of the date of the notice.

2) In addition to the written notice described above, the Bar shall make one attempt to contact the member at the telephone number(s) the member has made of record with the Bar and shall speak to the member or leave a message, if possible. The Bar shall also make one attempt to contact the member at the member's e-mail address of record with the Bar.

c. Although not required to provide any additional notice beyond what is described above, the Bar may, in its sole discretion, make such other attempt(s) to contact delinquent members as it deems appropriate for that member's situation.

d. As directed by the Supreme Court, any member failing to correct any deficiency after two months' written notice as provided above must be suspended from membership. The Executive Director must certify to the Clerk of the Supreme Court the name of any member who has failed to correct any deficiency, and when so ordered by the Supreme Court, the member shall be suspended from membership in the Bar and from the practice of law in Washington. The list of suspended members may be provided to the relevant courts or otherwise published at the discretion of the Board of Governors.

4. A member may be suspended from membership and from the practice of law for more than one reason at any given time.

J. CHANGING STATUS AFTER SUSPENSION.

1. Upon the completion of an ordered disciplinary or interim suspension, or at any time after entry of an order for an administrative suspension, a suspended member may seek to change status from suspended to any other membership class for which the member qualifies at the time the change in status would occur.

2. Before changing from suspended status, a member who is suspended pursuant to an interim or disciplinary suspension must comply with all requirements imposed by the Court and/or the ELC in connection with the disciplinary or interim suspension. Additionally, such member must comply with all other requirements as stated in these bylaws.

3. If a member was suspended from practice for more than one reason, all requirements associated with each type of suspension must be met before the change from suspended status can occur.

4. A suspended member may seek to change status by:

a. paying the required license fee and any assessments for the licensing year in which the status change is sought, for the membership class to which the member is seeking to change. For members seeking to change to Active or any other status or membership class from suspension for nonpayment of license fees, the required license fee shall be the current year's license fee and assessments, the assessments for the year of suspension, and double the amount of the delinquent license fee and late fees for the licensing year that resulted in the member's suspension;

b. completing and submitting to the Bar an application for change of status, any required or requested additional documentation, and any required application or investigation fee, and cooperating with any additional character and fitness investigation or hearing that may be required; and

c. completing and submitting all licensing forms required for the licensing year for the membership class to which the member is seeking to change.

d. In addition to the above requirements:

1) Any member seeking to change to Active who was Suspended, or any combination of Suspended and Inactive, for less than six consecutive years must establish that within the six years prior to the requested change in status, the member has earned a minimum of 45 credits of continuing legal education in a manner consistent with the requirements for one reporting period for an Active member. However, if the member has been Suspended and/or Inactive for less than one year and the member is in the MCLE reporting group that was required to report during the time the member was Suspended and/or Inactive, the member must establish that the member is compliant with the MCLE credits the member would have been required to report that period.

2) Any member seeking to change to Active who was Suspended, or any combination of Suspended and Inactive, for more than six consecutive years must establish that the member has earned a minimum of 45 credits of continuing legal education in a manner consistent with the requirement for one reporting period for an Active member and completing a reinstatement/admission course sponsored by the Bar and accredited for a minimum of 15 live CLE credits, which course shall comply with the following requirements:

(a) At least four to six credit hours regarding law office

management and professional responsibility and Washington's Rules of Professional Conduct, to include proper handling of client funds and IOLTA and other trust accounts, communications with clients, law practice issues, etc., and

(b) At least three credit hours regarding legal research and writing.

(c) The remaining credit hours shall cover areas of legal practice in which the law in Washington may be unique or may differ significantly from the law in other U.S. jurisdictions, or in which the law in Washington or elsewhere has changed significantly within the previous 10 years.

Any member completing such course shall be entitled to credit towards mandatory continuing legal education requirement for all CLE credits for which such reinstatement/admission course is accredited. It is the member's responsibility to pay the cost of attending the course. The member shall comply with all registration, payment, attendance, and other requirements for such course, and shall be responsible for obtaining proof of attendance at the entire course and submitting or having such proof submitted to the Bar.

K. REINSTATEMENT AFTER DISBARMENT.

Applicants seeking reinstatement after disbarment must file a petition for reinstatement and otherwise comply with the requirements of the APRs relating to reinstatement after disbarment. If the petition is granted and reinstatement is recommended, the petitioner must take and pass the Washington Bar examination and comply with all other admission and licensing requirements for the year in which the petitioner is reinstated.

L. REINSTATEMENT AFTER RESIGNATION IN LIEU OF DISBARMENT OR DISCIPLINE.

No former member shall be allowed to be readmitted to membership after entering into a resignation in lieu of discipline or disbarment pursuant to the ELC. Persons who were allowed to resign with discipline pending under former provisions of these bylaws prior to October 1, 2002, may be readmitted on such terms and conditions as the Board determines, provided that if the person resigned with discipline pending and a prior petition for reinstatement or readmission has been denied, no petition may be filed or accepted for a period of two years after an adverse decision on the prior petition for reinstatement or readmission.

M. READMISSION AFTER VOLUNTARY RESIGNATION.

Any former member who has resigned and who seeks readmission to membership must do so in one of two ways: by filing an application for readmission in the form prescribed by the Board of Governors, including a statement detailing the reasons the member resigned and the reasons the member is seeking readmission, or by seeking admission by motion pursuant to APR 3(c) (if the former member is licensed in another U.S. jurisdiction and would otherwise qualify for admission under that rule).

1. A former member filing an application for readmission after voluntary resignation must:

    a. pay the application fee, together with such amount as the Board of Governors may establish to defray the cost of processing the application and the cost of investigation; and

    b. establish that such person is morally, ethically and professionally qualified and is of good moral character and has the requisite fitness to practice consistent with the requirements for other applicants for admission to practice. An application for readmission shall be subject to character and fitness investigation and review as described in APR 20-24, consistent with other applications for admission.

    c. In addition to the above requirements, if an application for readmission is granted and:

        i) it has been less than four consecutive years since the voluntary resignation, the applicant must establish:

            1) that the former member has earned 45 approved MCLE credits in the three years preceding the application in a manner consistent with the requirement for one reporting period for an Active member, without including the credits that might otherwise be available for the reinstatement/admission course; and

            2) attend and complete the BOG-approved reinstatement/admission course.

        ii) it has been four or more consecutive years since the voluntary resignation, the petitioner must take and pass the Washington Bar examination.

    d. Upon successful completion of the above requirements, the member must pay the license fees and assessments and complete and submit all required licensing forms for the year in which the member will be readmitted.

2. A voluntarily resigned former member seeking readmission through admission by motion pursuant to APR 3(c) must comply with all requirements

for filing such application and for admission upon approval of such application.

N. BAR EXAM MAY BE REQUIRED.

All applications for reinstatement after disbarment shall be subject to character and fitness review, and taking and passing the Washington Bar examination, pursuant to the provisions of APR 25. All applications for readmission after voluntary resignation shall be subject to character and fitness review pursuant to the provisions of APR 20-24. All applications for readmission to Active membership from Suspended status shall be handled in a similar fashion to applications for readmission from Inactive status. The Character and Fitness Board, and (on review) the Board of Governors, have broad authority to withhold a transfer to Active or to impose conditions on readmission to Active membership, which may include taking and passing the Washington State Bar examination, in cases where the applicant fails to meet the burden of proof required by APR 20-24. The member/former member shall be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Board and Board of Governors.

IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the WSBA which determines the general policies of the Bar and approves its budget each year.

1. Composition of Board of Governors.

The Board of Governors shall consist of (a) the President, pursuant to the State Bar Act; (b) one member elected from each Congressional District, except in the Seventh Congressional District where members shall be elected from separate geographic regions designated as North and South, and identified by postal zip codes as established by the Bar Association in accordance with these Bylaws and Board of Governor policy; and (c) three members elected at-large pursuant to these bylaws.

2. Duties.

a. The Board of Governors selects the Executive Director and elects the President-elect of the Bar. The Board of Governors annually reviews the Executive Director's performance. The Board of Governors operates as a representative body of all members. As such, the Board of Governors carries out the mission of the Bar and furthers the WSBA's Guiding Principles, all within the mandate of General Rule 12.

b. Each Governor represents a constituency of the Bar as defined by these bylaws. As a representative, each Governor is expected to

communicate with members about Board actions and issues, convey member viewpoints to the Board, and to fulfill liaison duties as assigned.

c. Meetings of the Board of Governors shall be held as provided in these bylaws. Each Governor is committed to attending all board meetings except, in a Governor's judgment, when an emergency or compelling circumstance arises that prevents participation, and to attending other functions as possible.

d. Governors appointed to serve as BOG liaison to a WSBA committee, task force, council, section, board, or other WSBA entity are not voting members of those entities. Liaisons may be present during, but shall not participate in, executive session or confidential deliberations except when requested to do so as a resource.

3. Term of Office.

Governors shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which they were elected. Governors shall hold office for a term of three years, except as may be otherwise provided by these bylaws.

4. Vacancy.

a. Vacancy due to resignation, death, or removal by Board of Governors.

1) Any Governor may be removed from office for good cause by a 75% vote of the entire Board of Governors exclusive of the Governor subject to removal, who shall not vote. The vote shall be by secret written ballot. Good cause for removal shall include incapacity to serve or conduct or activities that bring discredit to the Bar.

2) If a vacancy occurs due to resignation, death, or the removal of a Governor by the BOG, and 12 months or less remain on said Governor's term, in the Board of Governors' sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor shall be elected or appointed to the position.

3) If a vacancy occurs due to resignation, death, or the removal of a Governor by the BOG, and more than 12 months remain on said Governor's term, the Board of Governors shall elect an eligible candidate to serve as Governor until the next regularly scheduled election for that Governor position

b. Vacancy due to recall by members

1) If a Governor is removed due to recall and 12 months or less remain on that Governor's term, in the Board of Governors' sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor shall be elected or appointed to the position.

2) If a Governor is removed due to recall and more than 12 months remain on that Governor's term, a special election shall be conducted using the general procedures set forth in the "Election of Governors from Congressional Districts" provisions of these bylaws. The application period for any special election held pursuant to this section shall be no less than 30 days and shall, at a minimum, be prominently posted on the WSBA website and e-mailed to all members eligible to vote in the election who have valid e-mail addresses on record with the Bar.

3) Regardless of whether a special election will be held to fill a Governor position which is vacant due to recall by the members, such position shall not be filled by any interim governors selected by the BOG or appointed by the president.

B. OFFICERS OF THE BAR.

The officers of the Bar shall consist of a President, President-elect, Immediate Past-President, and Treasurer. The WSBA Executive Director serves as secretary in an *ex officio* capacity. Only Active members may serve as officers of the Bar.

1. President.

The President shall be the chief spokesperson of the Bar, and shall preside at all meetings of the Board of Governors and at any meetings of the Bar. The President has the authority to set the agenda; take action to execute the policies established by the Board of Governors; assign Governors as liaisons to WSBA sections, committees, task forces, specialty bar associations, and other law related organizations; and to appoint task forces, BOG committees, or other ad hoc entities to carry out policies established by the Board of Governors. The President shall further perform those duties that usually devolve upon such officer. The President may vote only if the President's vote will affect the result. The President shall present a report to the membership covering the principal activities of the Bar during the President's tenure.

2. President-elect.

The President-elect performs the duties of the President at the request of the President, or in the absence, inability, recusal, or refusal of the President to perform those duties. The President-elect shall perform such other duties as may be assigned by the President or the Board of Governors. The President-elect is not a voting member of the Board of Governors except when acting in the President's place at a meeting of the Board of Governors and then only if the vote

will affect the result.

3. Immediate Past President.

The Immediate Past President performs such duties as may be assigned by the President or the Board of Governors. The Immediate Past President shall perform the duties of the President in the absence, inability, recusal, or refusal of the President, President-elect, and Treasurer to perform those duties. Among the duties specifically assigned to the Immediate Past President shall be to work on behalf of the Board and the Officers to ensure appropriate training and education of new board members and officers during their term.

The Immediate Past President is not a voting member of the Board of Governors except when acting in the President's place at a meeting of the Board of Governors and then only if the vote will affect the result.

4. Treasurer.

The Treasurer shall chair the WSBA Budget & Audit Committee and is responsible for ensuring that the Board of Governors and Officers are informed about the finances of the Association. The Treasurer shall perform the duties of the President in the absence, inability, recusal, or refusal of the President and the President-elect to perform those duties. The Treasurer shall perform such other duties as are assigned by the President or the Board of Governors.

5. Executive Director

The Executive Director is the principal administrative officer of the Bar. The Executive Director is responsible for the day-to-day operations of the Bar including, without limitation: (1) hiring, managing and terminating Bar personnel, (2) negotiating and executing contracts, (3) communicating with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters, (4) preparing an annual budget for the WSBA Budget and Audit Committee, (5) ensuring that the WSBA books are kept in proper order and are audited annually, (6) ensuring that the annual audited financial report is made available to all Active members, (7) collecting debts owed to the bar and assigning debts for collection as deemed appropriate, (8) acquiring, managing, and disposing of personal property related to the Bar's operations within the budget approved by the BOG, (9) attending all BOG meetings, (10) reporting to the Board of Governors regarding Bar operations, (11) ensuring that minutes are made and kept of all BOG meetings, and (12) performing such other duties as the Board of Governors may assign. The Executive Director serves in an *ex officio* capacity and is not a voting member of the Board of Governors.

6. Terms of Office.

    a. The President-elect is elected by the Board of Governors, as set forth in these bylaws. The President-elect shall succeed the President unless removed from office pursuant to these Bylaws.

b. The President-elect and Treasurer shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which they were elected to those positions. The President shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which he/she served as President-elect. The Immediate Past President shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which he/she served as President.

c. The term of office of each officer position is one year; however, the Executive Director serves at the pleasure of the Board and has an annual performance review.

7. Vacancy.

a. The President, President-Elect, Immediate Past President, and Treasurer may resign or be removed from office for good cause by an affirmative vote of 75% of the entire Board of Governors. Good cause for removal shall mean incapacity to serve, or conduct or activities that bring discredit to the Bar.

1) Upon removal or resignation of the President, the President-elect shall fill the unexpired term of the President and shall then serve the term for which he/she was elected President. If there is no President-elect, then the Board of Governors shall elect such other person as it may determine, with the Treasurer performing the duties of the President until the Board of Governors elects a new President.

2) Upon removal or resignation of the President-elect, or ascendancy of the President-elect to the Presidency pursuant to paragraph (1) above, the Board of Governors shall elect a new President-elect (from Eastern Washington if the President-elect is mandated to be from Eastern Washington per these bylaws).

3) Upon disqualification, removal, or resignation of the Immediate Past President, the office shall remain vacant until the close of the term of the then-current President.

4) [*Effective January 1, 2012*] Upon removal or resignation of the Treasurer, the Board of Governors shall elect a new Treasurer pursuant to the procedures set forth in these Bylaws.

b. The Executive Director is appointed by the Board of Governors, serves at the pleasure of the Board of Governors, and may be removed at any time by the Board without cause by a majority vote of the entire Board of Governors.

C. BOG COMMITTEES.

1. The Board of Governors may delegate work to BOG standing and special committees, the membership of which shall be established by the President with due consideration given to Governors' membership requests. The BOG standing committees shall include, at a minimum, the following: Awards Committee; Budget & Audit Committee; Legislative Committee; Personnel Committee; and Diversity Committee. Governors and Officers are voting members of BOG committees and task forces. WSBA staff are non-voting members of BOG standing committees, unless the chair determines otherwise, and may be voting members of other committees and task forces at the chair's discretion.

2. BOG Legislative Committee

    a. Purpose: The BOG Legislative Committee is authorized to propose or adopt positions on behalf of the Board of Governors with respect to legislation that has been introduced or is expected to be introduced in the Washington State Legislature, including the authority to propose amendments to legislation or to adopt positions on amendments to legislation.

    b. Membership: The President shall appoint the Committee, which shall consist of the following voting members:

        1) Eight members of the Board of Governors, including the Treasurer;

        2) the President;

        3) the President-elect; and

        4) the Immediate Past President.

    The chair of the Committee shall be selected by the President from among the Governors appointed to the Committee.

    c. Procedure: Consideration of legislation by the Committee shall proceed in the following order:

        1) The Committee shall first determine, by a two-thirds majority vote of those voting, whether the legislation is within the scope of GR 12.1 and whether it is appropriate under the circumstances for the Committee to determine a position on the legislation on behalf of the Board of Governors.

        2) If the determination in subsection (1) above is affirmative, then the Committee shall determine by a two-thirds majority vote of those voting what position, if any, to adopt on the legislation on behalf of the Board of Governors.

3) The Committee may determine that major or novel legislative issues will be referred to the Board of Governors for consideration.

4) Any issues to be considered or actions taken by the Committee shall be promptly communicated to the Board of Governors by electronic delivery; and actions taken by the Committee shall also be communicated at the next meeting of the Board.

5) Due to the Committee's unique need to be able to act quickly to address issues that arise during a regular or special legislative session, between meetings the Committee may discuss and vote on issues by e-mail; however, if any Committee member objects to using an e-mail process for any particular issue, the Committee shall take up that issue at its next scheduled Committee meeting.

d. Quorum: A quorum shall consist of a majority of the Committee's voting members.

e. Committee Meetings: The Board of Governors Legislative Committee may meet in executive session, with no persons present except the members of the Committee, other members of the Board of Governors, the Executive Director, the Legislative Liaison, and such others as the Committee may authorize. Committee meetings may be held electronically.

D. POLITICAL ACTIVITY.

1. Board of Governors.

a. The Board of Governors acting as a Board shall not publicly support or oppose, in any election, any candidate for public office.

b. The Board of Governors acting as a Board shall not take a side or position publicly or authorize any officer or the Executive Director to take a side or position publicly on any issue being submitted to the voters or pending before the legislature, unless the matter is considered in public session at a meeting of the Board with advance notice to the Bar's membership, and the following requirements are met:

1) The Board shall first vote to determine whether the issue is within the scope of GR 12.1; and

2) If the Board determines that the matter is within the scope of GR 12.1, then the Board shall vote to determine what position, if any, to adopt on the issue.

c. The restriction applies fully to prohibit:

1) the use of the name or logo of the Washington State Bar Association;

2) the contribution of funds, facility use, or Bar staff time;

3) participation or support to any degree in the candidate's campaign, or the campaign on either side of the issue.

d. The restriction does not apply to matters that are exclusively related to the administration of the Bar's functions or to any issue put to a vote of the Bar's membership.

Notice of any Board position or authorization to the President or Executive Director to take a position shall be published on the Bar's website as soon as possible after the meeting at which the final action is taken.

2. President and President-elect.

The President and President-elect shall not publicly support or oppose, in an election, any candidate for public office. This restriction applies fully to prohibit:

a. the use of the President's and President-elect's name,

b. the contribution of funds, or

c. participation or support to any degree in the candidate's campaign.

Further, the President and President-elect shall not take a side publicly on any issue being submitted to the voters, pending before the legislature or otherwise in the public domain except when specifically authorized or instructed by the Board of Governors to do so on a matter relating to the function or purposes of the Bar.

3. Governors, other Officers and Executive Director.

Governors, other officers, and the Executive Director shall not publicly support or oppose, in an election, any candidate for public elective office in the State of Washington the prerequisites for which include being an attorney, except where the candidate is a member of that person's immediate family. This restriction applies fully to prohibit:

a. the use of the Governor's, officer's, or Executive Director's name,

b. the contribution of funds, or

c. participation or support to any degree in the candidate's campaign.

The term "immediate family" as used in this Article includes a sibling, parent, spouse, domestic partner, child and the child of a spouse or domestic partner.

4. Other.

If any officer, Governor, or the Executive Director supports or opposes any candidate or issue as permitted in this Bylaw, then that person shall not state or

imply that he or she is acting in his or her capacity as officer, Governor or Executive Director of the Washington State Bar Association unless specifically authorized to do so by the Board of Governors.

5. Letterhead.

Use of Bar letterhead shall be limited to official business of the Bar and specifically shall not be used for personal or charitable purposes, or in connection with any political campaign or to support or oppose any political candidate. Bar letterhead shall not be used to support or oppose any public issue unless the Board of Governors has taken a position on the issue.

E. REPRESENTATION OF THE BAR.

Except as specifically set forth in these Bylaws, no committee, section, task force, or WSBA entity, or member thereof, member of the BOG, or officer or employee of the Bar shall assume to speak for or represent the Bar, or any committee, section, task force, or entity thereof, before any legislative body, in any court, before any other tribunal or in any communication to the Governor or the Attorney General of the State, unless prior authorization to do so has been specifically granted by the BOG by policy adopted by the BOG or by specific BOG action.

1. As the chief spokesperson of the Bar, the President has the authority to take action to execute the policies established by the Board of Governors, and to serve as the representative of the Bar in connection therewith.

2. The BOG Legislative Committee is specifically authorized, under the terms of these Bylaws, to propose or adopt positions on behalf of the BOG with respect to legislation that has been introduced or is expected to be introduced in the Washington State Legislature, including the authority to propose amendments to legislation or to adopt positions on amendments to legislation.

3. The Executive Director may communicate with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters and policies established by the BOG, and is not required to obtain prior approval from the BOG before doing so.

4. WSBA employees whose job duties require them to do so, and independent counsel retained at the direction of the President or the BOG, are specifically authorized to represent the WSBA, or any committee, section, or task force thereof, before any legislative body, in any court, before any other tribunal or in any communication to the Governor or the Attorney General of the State as may be necessary to perform their job duties.

V. APPROPRIATIONS AND EXPENSES

A. APPROPRIATIONS.

Appropriations of WSBA funds and authorization for payment of expenses shall be made by the BOG through the adoption of an annual budget or by special appropriation as required.

1. The President shall appoint a BOG Budget and Audit Committee, which shall consist of the following voting members:

    a. At least one Governor from each class, not to exceed seven Governors, one of whom shall be the Treasurer;

    b. The President; and

    c. The President-Elect.

    The WSBA Executive Director and Deputy Director for Finance and Administration shall serve as *ex officio*, non-voting members, and the Chair of the Committee shall be the Treasurer. Up to two additional non-Board of Governor voting members may be appointed by the President subject to the approval of the Board of Governors.

2. The Treasurer, together with the Budget and Audit Committee, shall present a proposed Annual Budget to the BOG for approval prior to each fiscal year.

3. Decisions regarding non-budgeted appropriations shall be made in accordance with the BOG-approved fiscal policies and procedures.

B. EXPENSES; LIMITED LIABILITY.

1. Requests for payment shall be in such form and supported by such documentation as the BOG shall from time to time prescribe.

2. The financial obligation of the Bar to any committee, board, section, or other WSBA entity shall be limited to the amount budgeted and shall cease upon payment of that amount unless the BOG authorizes otherwise.

3. Any liability incurred by any committee, board, section, or other WSBA entity, or by members thereof, in excess of the funds budgeted, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

4. Any liability incurred by any committee, board, section, or other WSBA entity, or by members thereof, not in accordance with the policies of the BOG or in conflict with any part of these Bylaws, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

VI. ELECTIONS

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS.

1. Governors from Congressional Districts: Any Active member of the Bar, except a member previously elected to the Board of Governors who has served as a member of the Board for more than 18 months, may be nominated or apply for election to the office of Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such member resides.

2. At Large Governors: Any Active member of the Bar, except a member previously elected to the Board of Governors who has served as a member of the Board for more than 18 months, may be nominated or apply for election to the office of At-Large Governor, except as provided in this Section.

3. Filing of nominations and applications shall be in accordance with this Article.

B. NOMINATIONS AND APPLICATIONS.

1. Applications for Governors elected from Congressional Districts shall be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of February of the year in which the election is to be held.

2. Applications or nominations for at-large Governor positions shall be filed in the office of the Bar not later than 5:00 p.m. on the 20th day of April of the year in which the election is to be held.

3. Applications for the position of President-elect shall be filed by the deadline set forth in the notice published in the Bar's official publication and posted on the WSBA website; notice shall be given not less than 30 days before the filing deadline.

4. In the event no application is made for a Congressional District seat, the position shall be treated, advertised, and filled as an at-large position for that election cycle only.

C. ELECTION OF GOVERNORS.

1. Election of one Governor from each Congressional District and for the at-large positions shall be held every three years as follows:

    a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District and one at-large member – 2014 and every three years thereafter.

    b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and one at-large member from nominations made by the Young Lawyers Committee – 2015 and every three years thereafter.

c. Second, Ninth and Tenth Congressional Districts and one at-large member – 2013 and every three years thereafter.

2. Election of Governors from Congressional Districts.

a. *Eligibility to Vote*. All Active members, as of March 1st of each year, shall be eligible to vote in the Board of Governors' election for their district, subject to the election schedule shown above. Active members residing in the State of Washington shall vote in the district in which they reside. Active members residing outside the State of Washington shall vote in the district of the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR 5(f), or, if specifically designated to the Executive Director, within the district of their primary Washington practice.

b. *Ballots*. On March 15th of each election year, the Executive Director shall deliver ballots containing the names of all candidates for the office of Governor for each District in which an election is to be held to each active member eligible to vote in said District. Elections will be conducted via a secure website ("electronic voting"). Active members who are eligible to vote in an election may request a paper ballot to be used in place of the electronic ballot. Electronic ballots shall be sent to active members eligible to vote in an election, and shall include information about how to vote by electronic voting. Should any active member eligible to vote fail to receive a ballot, or receive a defective ballot, the member may obtain a replacement ballot by furnishing to the Executive Director proof of such member's eligibility to receive the same, and upon returning the defective ballot, if the member received a paper ballot.

c. *Voting Procedure*. Each member eligible to vote in the election may vote in one of the following ways. Each member has only one vote. Only one vote shall be counted from any member who inadvertently votes both by paper ballot and by electronic means:

1) *By paper ballot*. The member shall, after marking a ballot, place the same in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type such member's name, and sign the outside of the envelope, and cause the same to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 1st of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, shall invalidate the ballot.

2) *By electronic voting*. Voters will be sent links to their ballots via email. Voting must be completed by no later than 5:00

p.m. (PDT) on April 1st of that election year.

d. *Voting System*. In any election for membership on the Board of Governors, if there is only one qualified candidate nominated, then that candidate shall be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes shall be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

   If a run-off election is necessary, the Executive Director in consultation with the President shall designate the date for delivering the ballots and the deadline for voting, which shall be 5:00 p.m. (PDT), 10 days after the date the ballots are delivered. The candidate receiving the highest number of votes shall be declared elected.

e. *Checking and Custody of Ballots*. The Executive Director shall deposit all satisfactorily identified and signed paper ballot envelopes in receptacles segregated as to Districts. The receptacles shall remain in the custody of the Executive Director until the ballots shall be counted. Any paper ballots not enclosed in an envelope, satisfactorily identified and signed, shall not be counted.

   Electronic votes shall be verified and securely stored by the online voting vendor.

f. *Counting of Ballots*. Paper ballots shall be counted in the office of the Bar, and electronic ballots, if any, shall be counted by the online voting vendor and certified. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. No less than two members of the Election Board shall be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

   The Executive Director shall establish and follow a procedure that will ensure that no member's vote is counted more than once.

   Promptly upon determination of the election results, the Election Board shall forward the results to the Executive Director, who shall notify each candidate as promptly as reasonably possible of the result of the election and publicly announce the election of the successful candidates. Official written notice of the election results also shall be emailed to each candidate.

g. *Retaining Ballots*. All paper ballots and identifying return envelopes

shall be retained in the custody of the Executive Director. The elections vendor shall retain the electronic voting data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the ballots and identifying return envelopes may be destroyed, and the Executive Director shall notify the vendor to destroy the data and auditable trail for that election.

3. Election of At-Large Governors.

At-large Governors are elected by the Board of Governors as set forth below.

D. ELECTIONS BY BOARD OF GOVERNORS.

1. At-Large Governors.

The Board of Governors shall elect additional Governors from the active membership at-large. The election of at-large Governors shall take place during a meeting of the Board of Governors not later than the 38th week of each fiscal year and shall be by secret written ballot.

There shall be two at-large Governor positions to be filled with persons who, in the Board's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the Board of Governors will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Under-representation and diversity may be based upon the discretionary determination of the Board of Governors at the time of the election of any at-large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor shall be determinative.

In addition, the Board of Governors shall elect one at-large Governor from nominations made by the Young Lawyers. Election shall be by a secret written ballot. The Young Lawyers Committee shall nominate two or more candidates who will be young lawyers as defined in section XII of these bylaws at the time of the election.

2. Office of President-Elect.

The Board of Governors shall elect an Active member of the Washington State Bar Association to serve as President-elect. The election shall take place during a meeting of the Board of Governors not later than the 38th week of each fiscal year, and shall be by secret written ballot. The President-elect shall take office upon

the incumbent President-elect becoming President or upon vacancy of the office of President-elect.

Beginning with the election of the President-elect who will begin to serve as President in the year 2011 and every four years thereafter, the President-elect shall be an individual whose primary place of business is located in Eastern Washington. For purposes of these bylaws, "Eastern Washington" is defined as that area east of the Cascade mountain range generally known as Eastern Washington. During the remaining three years, the President-elect may be an individual from anywhere within the state, including Eastern Washington. In any year, should no qualifying application be received for the position of President-elect within the timeframe allowed, the President shall so advise the Board of Governors and the Board, at any regular meeting or special meeting called for that purpose, shall establish procedures to re-open and extend the application period or otherwise address the issue. Such action by the Board of Governors may include waiver of any geographic limitation for the year in question. This provision shall commence with the President-elect election of 2012.

3. Treasurer. [Effective January 1, 2012]

The treasurer shall be a current governor and shall be nominated and elected by the Board of Governors at the second to the last regularly scheduled Board meeting of the fiscal year. The treasurer shall be elected by simple majority of Governors voting. In the event there is more than one nomination, the vote shall be by secret written ballot.

4. Election Procedures.

Elections of at-large Governors, President and President-elect elections, and any other elections held by the Board of Governors under these bylaws, except elections for the position of Treasurer, are conducted as follows:

a. Notice of the position shall be advertised in the Bar's official publication and on the WSBA's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.

b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.

c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.

d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the BOG's meeting. Candidates who are competing for the same position shall not be present for each other's interviews.

e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.

f. Election of candidates shall be conducted by secret written ballot.

g. If no candidate receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.

h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.

i. Proxy votes are not allowed; however, a Governor who participated in the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director and the other persons designated by the President to count the ballots.

j. The elected candidate will be announced publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

E. MEMBER RECALL OF GOVERNORS.

Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall shall identify the Governor, the Governor's congressional district or at-large status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

1. For congressional district Governors, the petition must be signed by five percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active status at the time of the vote are eligible to vote.

2. For the Young Lawyers at-large Governor, the petition must be signed by five percent of the young lawyers as defined in section XII of these bylaws at the time of filing. Only young lawyers who are on Active status at the time of the vote are eligible to vote. For all other at-large Governors, the petition must be signed by five percent of the Active members of the WSBA at the time of filing, and only members on Active status at the time of the vote are eligible to vote.

3. The voting procedures set forth in the "Election of Governors from Congressional Districts" shall be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

VII. MEETINGS

A. GENERAL PROVISIONS; DEFINITIONS.

1. Definitions.

As used in this article unless the context indicates otherwise:

a. "Meeting" means any regular or special meeting of the Bar, its Board of Governors, or one or more of its governing bodies. "Regular meetings" are recurring meetings held in accordance with a periodic schedule declared by these bylaws or a governing body's resolution, bylaw, or rule.

b. "Governing body" means a board, committee, subcommittee, task force, section, or other body working under the authority of, or administered by, the Bar. The activities of such governing bodies may include, but are not limited to, conducting meetings, taking actions, conducting hearings, or gathering information or member comment.

c. "Action" means the transaction of the official business of the Bar by a governing body including but not limited to receipt of member information, deliberations, discussions, considerations, reviews, evaluations, and final actions. "Final action" means a collective positive or negative consensus, or an actual vote by a majority of the voting members present, whether in person or by electronic means, at the time of the vote, upon a motion, proposal, resolution, or order.

2. Order of Business.

The President or Chair of the meeting shall determine the order of the business of any meeting.

B. OPEN MEETINGS POLICY.

1. Given the important role of the attorney in society and the Bar's singular authority over the provision and providers of legal services, except as it may otherwise be limited by these bylaws or by court rules the Bar is committed to conducting all meetings of the Bar, its Board of Governors, and its governing bodies in an open and public manner. Through such openness, the Bar intends to make information available to its members and to the people of Washington that will allow them to become informed about matters regarding the provision of legal services and other topics falling under the Bar's authority.

   All meetings shall be open and public and all persons shall be permitted to attend any meeting, except as otherwise provided in these bylaws or under court rules. A meeting may be held by electronic means. Meeting schedules and contact information shall be made available by the Bar.

2. This Open Meetings Policy shall not apply to duly designated executive sessions, meetings otherwise excluded under the terms of these bylaws, meetings of the BOG Personnel and Awards Committees, the Judicial Recommendation Committee, or to matters regulated by the Rules for Enforcement of Lawyer Conduct, the Admission and Practice Rules, or the Rules for Enforcement of Conduct of Limited Practice Officers.

3. Minutes of all meetings, except for executive sessions, shall be promptly recorded and shall be open to public inspection upon request. Minutes from every BOG public session shall be posted on the WSBA website once approved by the BOG.

4. A member of the public shall not be required, as a condition of attendance at a meeting, to register his or her name and other information, to complete a questionnaire, or otherwise to fulfill any condition precedent to his or her attendance.

5. In the event that any meeting is interrupted by a group or groups of persons so as to render the orderly conduct of such meeting not feasible, and order cannot be restored by the removal of individuals who are interrupting the meeting, the persons presiding over the meeting may order the meeting room cleared and continue in session or may adjourn the meeting and reconvene at another location selected by majority vote of the members of the governing body. In such a session, final disposition may be taken only on matters appearing on the agenda. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the governing body from establishing a procedure for readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting.

6. At any meeting required to be open to the public, no governing body shall

vote by secret ballot, except as provided by these bylaws.

7. Each governing body shall set regular and special meetings as needed. It shall not be a violation of these bylaws for a majority of the members of a governing body to travel together or gather for purposes other than a regular or special meeting as these terms are used in these bylaws, provided that they take no final action as defined in these bylaws.

8. A governing body may adjourn any meeting to a time and place specified in the order of adjournment. A quorum is not required to adjourn. If all members are absent from any meeting the chair of the governing body may declare the meeting adjourned to a stated time and place. He or she shall cause written or electronic notice of the adjournment to be given to all members of the governing body within 48 hours of the adjournment.

9. Any member may timely petition the Board of Governors to declare any BOG final action voidable for failing to comply with the provisions of these bylaws. Any member may petition the BOG to stop violations or prevent threatened violations of these bylaws.

C. MEETINGS OF THE BOARD OF GOVERNORS.

1. Regular Meetings.

   Regular meetings of the BOG shall be held at such times and locations as its President may designate. Notice of the date, time, and location of each regular meeting shall be posted on the WSBA website no later than 45 days prior to the date of the meeting. The agenda for the meeting shall be posted on the WSBA website once finalized. Late materials related to agenda items may be accepted. Any changes to the agenda will be posted as soon as practicable given the circumstances of the change.

2. Special Meetings.

   a. Special meetings of the BOG may be called by the President at his or her discretion, the Executive Director, or at the written request of five members of the BOG. Special meetings shall customarily be held at the WSBA offices. All reasonable efforts will be made to schedule special meetings so the maximum number of Governors may attend, and Governors who are unable to attend in person may attend by electronic means.

   b. Notice of a Special Meeting shall be in writing and shall set forth the time, place and purpose thereof, and shall be given to all members of the BOG, the officers, the Executive Director, and the General Counsel, and posted on the WSBA website, at least five days prior to the meeting. The five days' notice requirement may be waived by unanimous consent of the BOG. The Special Meeting shall only

consider such matters as set forth in the notice of the meeting. A Special Meeting may be canceled by the written consent of eight Governors, directed to the Executive Director, who in turn shall transmit the cancellation notice and supporting documentation to all persons who were sent notice of the meeting.

3. Emergency Meetings.

An emergency meeting may be called, with 24-hour electronic notice to all members of the Board and the General Counsel:

a. When the President determines that an extraordinary matter requires immediate attention of the Board; or

b. By the Executive Director when there has been a natural disaster or catastrophic event that significantly impacts the Bar's ability to function.

The emergency meeting shall be held at a location designated by the President or Executive Director, and board members who are unable to attend in person may attend by electronic means. Notice of the meeting must indicate the subject matter to be considered, and the meeting shall only consider such noted subject matter.

4. Agenda.

For every meeting, the President will establish the agenda and order of business. Upon request to the President, a Governor may add an item to the upcoming regular meeting's agenda. If in the President's good faith estimation the upcoming agenda is full, the requested item will be placed on the next regularly scheduled meeting's agenda, unless otherwise agreed by the President and the requesting Governor.

5. Executive Session.

The BOG may meet in executive session at the discretion of the President, with no persons present except the President, President-elect, Immediate Past President, Governors, Executive Director, General Counsel, and such others persons as the BOG may authorize, when the matters under consideration or discussion involve discipline, litigation, personnel, Lawyers' Fund for Client Protection claims, an individual character or fitness matter, or any other topic in which the President in his/her discretion believes the preservation of confidentiality is desirable or where public discussion might result in violation of individual rights or in unwarranted or unjustified private or personal harm, but in a manner consistent with the Open Meetings Policy of these bylaws. An individual may be recused from executive session for conflict of interest or other reasons at the person's request or by a majority vote of the Board. The President shall publicly announce the purpose for meeting in Executive Session.

D. EXECUTIVE COMMITTEE OF THE BOG.

1. The Board of Governors recognizes the need for an Executive Committee to address emergent but non-policy making matters that need timely attention in between Board meetings. The Executive Committee's authority derives solely from the authority of the Board, and is limited by the authority granted by the Board. The Board may establish a Charter specifically delineating the duties and functions of the Executive Committee.

2. The Executive Committee members shall include the President, President Elect, Immediate Past President, the Treasurer, the Chair of the BOG Personnel Committee, and the Executive Director.

3. The Executive Committee may meet as necessary to develop the BOG Meeting Agenda or for discussion and action on matters within its scope. All agenda setting meetings shall be set in advance and notice provided in writing to all Governors with the day, time, place, and agenda or purpose of the Executive Committee's meeting, and any Governor may attend the meeting. Although emergent issues may make it difficult to provide advanced notice of Executive Committee meetings not related to Meeting and Agenda setting, the Executive Committee shall provide advance notice to all Governors to permit them to attend whenever feasible to do so.

E. FINAL ACTION OF THE BAR.

Reports, recommendations or proposals do not represent the view or action of the Bar, unless approved by a vote of the Board of Governors.

VIII. MEMBER REFERENDA AND BOG REFERRALS TO MEMBERSHIP

A. MEMBER REFERENDA.

1. The Board of Governors sets the policy for the Bar. The membership, through a referendum, has the opportunity to affect policy set by the BOG. Membership referenda may accomplish the following:

    a. Reverse a final action taken by the by the Board of Governors;

    b. Modify a final action taken by the Board of Governors;

    c. Enact a resolution; or

    d. Amend these bylaws**.**

2. Any Active member may file a petition for a referendum. All petitions must meet the following requirements:

    a. The petition must set forth the exact language of the proposed

resolution, bylaw amendment, or modification/reversal of the BOG action.

b. The petition must be signed by at least five percent of the Active membership of the Bar at the time the petition is filed.

c. The petition must comply with GR 12. The BOG will determine, within 30 days of the filing of a petition for a referendum, if the subject of the petition falls within the requirements of GR 12.

d. If the subject of the petition seeks to reverse or modify final action taken by the Board of Governors, then the petition must be filed with the Executive Director within 90 days of that final action.

e. All petitions for a referendum must be filed with the WSBA Executive Director.

3. All qualifying petitions will be put to a vote of the active membership within 90 days of the date that the petition was filed.

B. BOG REFFERALS TO MEMBERSHIP.

The Board of Governors may also refer a proposed resolution, bylaw amendment, or other proposal to a vote of the Active membership in accordance with the procedures set forth in these bylaws.

C. BALLOT PREPARATION

The Executive Director shall prepare ballots as directed by the BOG. The proponents of the action may submit, for inclusion with the ballot a “statement for” not to exceed 750 words and a “rebuttal of statement against” not to exceed 250 words. The opponents of the action may submit, for inclusion with the ballot, a “statement against” not to exceed 750 words and a “rebuttal of statement for” not to exceed 250 words. The Executive Director will determine the deadlines for filing all such statements with the Bar and provide notice of those deadlines. If more than one opponent statement is submitted, the WSBA President will determine which statement(s) will be submitted with the ballot.

D. VOTING PROCEDURES.

The procedures set forth in the “Election of Governors from Congressional Districts” section of these bylaws shall be used as a procedural guideline. The ballot, petition, and accompanying statements shall be posted on the WSBA website, distributed electronically to Active members with e-mail addresses on record with the Bar, and mailed to all other Active members. The deadline for return of ballots shall be not less than 30 days from the date of distribution.

E. EFFECT OF VOTE

1. All member referenda and BOG referrals only require a majority of those Active members voting to pass. No unsuccessful member referenda may be resubmitted to the membership until two years have passed from the date of the voting results.

2. The BOG may not alter the effects of a member referenda that passed sooner than two years from the date of the voting results.

IX. COMMITTEES, TASK FORCES, AND COUNCILS

A. GENERALLY.

1. The work of the Bar shall be accomplished by the Board of Governors, the officers, and the WSBA staff. To facilitate the work of the Bar in accordance with its purposes as provided in Article I, the Board of Governors may delegate such work under appropriate sections, committees, councils, task forces, and other WSBA entities.

2. The work of a committee, council, or task force must:

    a. have a defined scope that requires the active and continuing attention of the Board of Governors (BOG);

    b. further WSBA's Guiding Principles and/or the purposes outlined in GR 12; and

    c. enhance consideration of a topic that is beyond the time and expertise of the BOG and staff by incorporating expertise and additional viewpoints from the broader community.

3. A list of the current committees, councils, and task forces, and their functions, shall be maintained by the Executive Director. The Board of Governors may terminate any committee whenever in its opinion such committee is no longer necessary. A council or task force shall automatically terminate pursuant to the terms of its charter or originating document.

4. Board of Governors' members appointed to serve as BOG liaisons to WSBA committees, councils, and task forces are not voting members.

B. COMMITTEES AND TASK FORCES.

1. Committees.

Committees are created and authorized by the Board of Governors to study matters relating to the general purposes and business of the Bar which are of a continuous and recurring character. The number, size, and functions of each committee shall be determined from time to time by the Board of Governors.

a. Committee members, Chairs, and Vice Chairs must be Active members of the Bar. Exceptions: (a) up to two Emeritus/Pro Bono members are permitted to serve on the Pro Bono Legal Aid Committee (PBLAC) and may be appointed to serve as the Chair, Co-Chair, or Vice-Chair of that committee; and (b) faculty of Washington state law schools who are not active members of the WSBA are permitted to serve on the Committee on Professional Ethics (CPE).

b. Committee members are appointed by the Board of Governors. Appointments to committees shall be for a two-year term unless the Board of Governors determines otherwise. A member's service on any committee shall be limited to two consecutive terms, after which the member cannot be reappointed to that committee for three years, subject to individual exceptions for cause as approved by the Board of Governors. Appointments to the WSBA Legislative Committee shall be made pursuant to the written BOG policy for that committee.

c. The President-elect shall annually select the Chair or Vice Chair of each committee, with the Board of Governors having the authority to accept or reject that selection.

d. In the event of the resignation, death, or removal of the Chair or any member of a committee, the Board of Governors may appoint a successor to serve for the unexpired term.

2. Task Forces.

Task forces are created and authorized by the Board of Governors to study matters relating to specific purposes and business of the Bar which are of an immediate or non-recurring character.

a. The WSBA President shall select the persons to be appointed to a task force, with the Board of Governors having the authority to accept or reject those appointments. The term of appointments to a task force shall be until the work of the task force has been concluded or until such member's successor is appointed.

b. The Chair(s) of any task forces shall be appointed by the WSBA President at the time of creation of the task force, with the Board of

Governors having the authority to accept or reject that selection, and shall serve for the duration of the task force or until replaced.

c. In the event of the resignation, death or removal of the Chair or any task force member, the WSBA President may appoint a successor to serve for the unexpired term.

3. General Duties and Responsibilities.

a. Each committee shall carry out various tasks and assignments as requested by the Board of Governors or as the committee may determine consistent with its function.

b. Each task force shall carry out the tasks and assignments set forth in its originating document or charter.

c. Each committee and task force shall submit an annual report to the Executive Director and submit such other reports as requested by the Board of Governors or Executive Director.

d. Committees and task forces shall not issue any report, take a side publicly on any issue being submitted to the voters, pending before the legislature, or otherwise in the public domain, or otherwise communicate in a manner that may be construed as speaking on behalf of the Bar or the Board of Governors without the specific authorization to do so by the Board of Governors. Reports, recommendations, or proposals do not represent the view or action of the Bar unless approved by a vote of the Board of Governors.

e. Bar staff shall work with each committee and task force to prepare and submit an annual budget request as part of the Bar's budget development process. Each committee and task force shall confine its expenditures to the budget and appropriation as approved by the Board of Governors as generally set forth in these bylaws.

f. Each committee and task force shall prepare and distribute minutes of each meeting to its members, and shall post those minutes on the WSBA website, as soon as is reasonably possible after a meeting. Minutes shall contain a report of those present, those absent with excuse and those absent without excuse, and of the votes taken at each meeting.

g. The success of any committee or task force is dependent upon the active participation of its members.

1) Chairs and members of committees and task forces serve at the pleasure of, and may be removed by, the Board. Neither malfeasance nor misfeasance is required for removal.

2) Any member who fails to attend two consecutive regularly called meetings of the committee or task force may be removed by the Board of Governors, in the absence of an excuse approved by the Chair of the committee or task force.

C. COUNCILS.

1. Councils are created and authorized by the Board of Governors to serve as advisory committees to the BOG on matters and issues of particular import to the WSBA.

2. Nominations to councils are made as set forth in the council's originating document or charter, and are confirmed by the BOG. Except as may be specifically required under the council's originating document or charter, council members are not required to be members of the Bar.

3. Terms of appointments to councils shall be as set forth in the council's originating document or charter.

4. Each council shall carry out the duties and tasks set forth in its originating document or charter.

5. Each council shall submit an annual report, and such other reports as may be requested, to the Board of Governors or Executive Director.

6. Bar staff shall work with each council to prepare and submit an annual budget request as part of the Bar's budget development process.

X. REGULATORY BOARDS

The Bar shall administer regulatory boards created by court rules and shall have any powers necessary to administer those boards. Appointment to regulatory boards shall be as provided in the promulgating rule or as otherwise directed by the Supreme Court. A list of the current regulatory boards and their functions shall be maintained by the Executive Director. Governors and WSBA staff appointed as liaisons to regulatory boards are not voting members of those boards. Liaisons may be present but shall not participate in executive session or confidential deliberations except as a resource.

XI. SECTIONS

A. DESIGNATION AND CONTINUATION.

Sections shall carry on the work of the Bar, each within the jurisdiction defined in its bylaws. A list of all current sections shall be maintained by the Executive Director. Once established, a section shall continue until discontinued as provided in these bylaws or in the section bylaws.

B. BYLAWS.

Each section shall have bylaws consistent with these bylaws. Section bylaws or amendments thereof shall become effective when approved by the Board of Governors.

C. ESTABLISHING SECTIONS.

1. The Board of Governors shall consider the establishment of a new section on a petition and report endorsed by at least 100 Active members of the Bar. Any such petition shall be filed with the Executive Director at least one BOG meeting prior to the meeting at which action upon the proposal is contemplated and shall substantially set forth:

    a. The contemplated jurisdiction of the section, which shall be within the purposes of the Bar and not in substantial conflict with the jurisdiction of any existing section or committee, the continuance of which is contemplated after the section is established;

    b. Proposed bylaws of the section, which shall contain a definition of its jurisdiction;

    c. The names of the 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 Board of Governors may create a new section by combining sections as set forth below.

D. BUDGET.

Each section shall submit an annual budget request to the Board of Governors, and shall confine its expenditures to the budget and appropriation as approved by the Board of Governors.

E. SECTION REPORTS

Each section shall submit an annual report to the Executive Director and such other reports as requested by the Board of Governors.

F. 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 lawyer admitted to the Bar as an Emeritus/Pro Bono member pursuant to APR 8(e), or specially licensed to practice law pursuant to APR 8(d) (educational purposes), APR 8(f) (House Counsel), or APR 8(g) (Military Lawyer), may be a voting member of the section and eligible for election to office in the section.

3. Law students shall be allowed to be nonvoting members of any Section at a standard annual dues amount set by the Board of Governors.

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.

G. TERMINATING SECTIONS.

1. The Board of Governors 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 bylaws. The issue shall be raised (a) on motion, (b) on petition, or (c) at a "viability review" as defined in these bylaws.

2. A section which has less than 50 voting members for two consecutive years will be automatically placed on the BOG agenda for a "viability review." The Board of Governors has the discretion to retain a section despite what might otherwise be considered to be a lack of viability when in the Board's opinion the section is carrying on the work of the Bar as defined in the Functions section of 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 shall be given notice and an opportunity to be heard by the Board of Governors. Notice must be sent by the Bar to the current section officers and/or executive committee and posted on the WSBA website at least one Board 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 to be combined with another section, with that section's written approval, and shall 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 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 be transferred to the Bar's general operating fund unless otherwise designated by the Board of Governors. Funds in the treasury of combined sections shall be combined.

XII. YOUNG LAWYERS

A. PURPOSE.

There shall be a member segment within the Bar identified as "young lawyers" for the purposes of encouraging the interest and participation of (i) new and young lawyers and law students in the activities of the Bar; and (ii) developing and conducting programs of interest and value to new and young lawyers consistent with the focus areas of public service and pro bono programs, transition to practice, and member outreach and leadership; and (iii) upholding and supporting the Guiding Principles of the Bar.

B. DEFINITION.

Active members of the Bar shall be considered "young lawyers" until the last day of December of the year in which the member attains the age of 36 years or until the last day of December of the fifth year after the year in which such member first was admitted to practice in any state, whichever shall last occur.

XIII. RECORDS DISCLOSURE & PRESERVATION

A. Given the important role of the attorney in society and the Bar's singular authority over the provision and providers of legal services, the Bar is committed to maintaining its records in a manner that makes them as open and available to its members and the public as is reasonably possible. Through such openness, the Bar intends to make information available to the people of Washington that will allow them to become informed about matters regarding the provision of legal services and other topics falling under the Bar's authority.

   These Bylaws apply to Bar records created before July 1, 2014. Access to Bar records created on or after July 1, 2014, is governed by GR 12.4

B. The Bar, in accordance with published rules, shall make available for its members and/or public inspection and copying all Bar records, unless the record falls within the specific exemptions of these bylaws or is made confidential by the Rules of Professional Conduct, the Rules for Enforcement of Lawyer Conduct, the Admission and Practice Rules, the Rules for Enforcement of Limited Practice Officer Conduct, GR 25, or any other applicable statute or rule. To the extent required to prevent an unreasonable invasion of personal privacy interests protected by these bylaws or the

above-referenced rules or statutes, the Bar shall delete identifying details in a manner consistent with those rules when it makes available or publishes any Bar record; however, in each case, the justification for the deletion shall be explained fully in writing.

1. The Bar shall establish, maintain, and make available for its members and/or public inspection and copying a statement of the actual per page cost or other costs, if any, that it charges for providing photocopies of Bar records and a statement of the factors and manner used to determine the actual per page cost or other costs, if any.

2. No fee shall be charged for the inspection of Bar records. No fee shall be charged for locating Bar records or documents and making them available for copying unless the request entails a substantial use of staff time to locate and gather the documents. In no event may the Bar charge a per page cost greater than an actual per page cost established by the Bar.

3. The Bar shall not distinguish among persons requesting records and such persons shall not be required to provide information as to the purpose for the request except to establish whether inspection and copying would violate a statute, court order, or rule which exempts or prohibits disclosure of specific information or records to certain persons. Bar facilities shall be made available to any person for the copying of Bar records except when and to the extent that this would unreasonably disrupt the operations of the Bar. The Bar shall honor requests received by mail for identifiable Bar records unless exempted by provisions of these bylaws or other rules.

4. Bar records shall be available for inspection and copying during the customary office hours of the Bar.

5. The following are exempt from public inspection and copying:

    a. Personal information in files maintained for employees, appointees, or elected officials of the Bar to the extent that disclosure would violate their right to privacy.

    b. Specific information, records, or documents relating to lawyer or Limited Practice Officer discipline that is not expressly classified as public information or confidential information by court rule.

    c. Information revealing the identity of persons who have assisted a Bar investigation or filed grievances or complaints with the Bar, if disclosure would endanger any person's life, physical safety, or property.

    d. Test questions, scoring keys, and other examination data used by the Bar to administer a license, employment, or academic examination.

e. The contents of real estate appraisals made by the Bar relative to the acquisition or sale of property, until the project or prospective sale is abandoned or until such time as all of the property has been acquired or the property to which the sale appraisal relates is sold, but in no event shall disclosure be denied for more than three years after the appraisal.

f. Valuable formulae, designs, drawings, and research data obtained by the Bar within five years of the request for disclosure when disclosure would produce private gain and loss to the Bar.

g. Preliminary or intra-Bar memoranda, notes, and e-mails, and other documents in which recommendations or opinions are expressed or policies formulated or recommended, except that a specific record shall not be exempt when referenced during an open meeting or cited by the Bar in connection with any of its actions.

h. Manuals, policies, and procedures, developed by Bar staff, that are directly related to the performance of investigatory, disciplinary, or regulatory functions, except as may be specifically made public by court rule;

i. Applications for employment with the Bar, including the names of applicants, resumes, and other related materials submitted with respect to an applicant.

j. The residential addresses and residential telephone numbers of Bar employees or volunteers which are held by the Bar in personnel records, employment or volunteer rosters, or mailing lists of employees or volunteers.

k. Information that identifies a person who, while a Bar employee:

    1) Seeks advice, under an informal process established by the Bar, in order to ascertain his or her rights in connection with a potentially discriminatory or unfair employment practice; and

    2) requests his or her identity or any identifying information not be disclosed.

l. Membership information; however

    1) status, business addresses, business telephones, facsimile numbers, electronic mail addresses (unless the member has requested that it not be made public), bar number, and dates of admission, shall not be exempt, provided that, for reasons of personal security or other compelling reason, the Executive Director may, on an annual basis, approve the confidentiality

of any such information; and

2) age information may be used as a criterion for eligibility for membership in a WSBA committee or section, but only when used in conjunction with year of admission.

m. Applications for admission to the Bar and related records;

n. Information which would identify bar examiners responsible for writing and/or grading specific bar exam questions;

o. Proceedings and records of the Board of Bar Examiners;

p. Proceedings and records of the Law Clerk Board, including information, records, or documents received or compiled that relate to any application for admission to the Law Clerk program, or to the retention of any current participant in the Law Clerk program;

q. Proceedings and records of the Practice of Law Board, including information, records, or documents received or compiled regarding the investigation, or potential investigation, of any incident or alleged incident of the unauthorized practice of law;

r. Proceedings and records of the Character and Fitness Board, including information, records, or documents received or compiled that relate to any application for admission, special admission, special licensing, or change of membership status or class, except where those proceedings are specifically made public by court rule;

s. Records relating to requests by members for ethics opinions to the extent that they contain information identifying the member or a party to the inquiry,

t. Proceedings and records of the Judicial Recommendation Committee**,**

u. Records and proceedings of any Fee Arbitration Program, Mediation Program, or other alternative dispute resolution program which may be administered by the Bar,

v. Records and proceedings of the Personnel and Awards Committees,

w. Records and proceedings of the Hearing Officer Selection Panel, except as made public by the Panel;

x. Personnel records of Bar employees, whether permanent, temporary, or contract, except for information relating to compensation for job classifications, verifying periods of employment or, when specifically requested, the Executive Director's current

annual compensation; and

y. Any other documents or records made confidential by statute, court rule, or court order.

The above exempted information will be redacted from the specific records sought. Statistical information not descriptive of any readily identifiable person or persons will be disclosed.

6. Responses to requests for Bar records shall be made promptly by the Bar. In acknowledging receipt of a records request that is unclear, the Bar may ask the requestor to clarify what information the requestor is seeking. If the requestor fails to clarify the request, the Bar need not respond to it. Denials of requests must be accompanied by a written statement of the specific reasons therefor.

7. Whenever the Executive Director concludes that a Bar record is exempt from disclosure and denies a person opportunity to inspect or copy such record for that reason, the person may appeal that decision to the Board of Governors. The Board of Governors shall provide the person with its written opinion on whether the record is exempt.

8. The disclosure of information under this section should not violate an individual's right to privacy by amounting to a disclosure of information about that person that 1) would be highly offensive to a reasonable person, or 2) is not of legitimate concern to the public.

9. Nothing in this section shall be construed to require publication in the Washington Administrative Code or the maintenance of indexes of records.

XIV. INDEMNIFICATION

A. GENERALLY.

1. The Bar shall provide indemnification to qualified indemnitees for liabilities arising out of qualified actions.

   a. A qualified indemnitee is a person who is or was an officer, member of the Board of Governors, member of the staff of the Bar, or is serving at the request or appointment of the Bar as a member of any board, committee, task force, or other WSBA entity.

   b. A qualified action is an action in good faith within the course and scope of the authority expressly or impliedly delegated by applicable Supreme Court Rule, policy adopted by the Board of Governors, or by the Executive Director within his or her authority.

2. Each qualified indemnitee who is a party to, or is threatened to be made a party to, or is involved in any threatened, pending, or completed claim, action,

suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the indemnitee, or a person of whom the indemnitee is a legal representative, is, or was, an officer or member of the Board of Governors, member of the staff of the Bar, or a member of a board, committee, task force, or other WSBA entity formed by the Board of Governors, shall be defended, indemnified, and held harmless by the Bar against all expenses, liability, and losses (including, but not limited to, attorneys' fees, judgments, fines, and amounts paid in settlement) reasonably incurred or suffered by the indemnitee in connection therewith. The Board of Governors shall have the right, as a condition of granting indemnification, to approve in advance the choice of counsel as well as any settlement by the person requesting indemnification. The Board shall not unreasonably withhold its approval.

B. CUMULATIVE, NON-EXCLUSIVE RIGHT.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under law or under any bylaw, agreement, vote of the Board of Governors or members of the Bar, or otherwise.

XV. KELLER DEDUCTION

As a mandatory bar association, the Bar may not use compulsory license fees of any member who objects to that use for political or ideological activities that are not germane, or reasonably related, to regulating the legal profession or improving the quality of legal services. *Keller v. State Bar of California*, 496 U.S. 1 (1990). These activities are considered "nonchargeable." The Bar may use compulsory membership fees for all other activities.

A. Under Keller, the Bar is required to identify that portion of mandatory license fees that go to "nonchargeable" activities and establish a system whereby objecting members may either deduct that portion of their fees or receive a refund. The WSBA shall calculate the Keller deduction prospectively for each fiscal year, using that fiscal year's budget and the actual activities of the Bar during the prior fiscal year. The process to be followed in calculating the Keller deduction shall be as set forth in the Keller Deduction Policy. When calculating the Keller deduction, the Bar shall use a conservative test for determining whether an individual activity is chargeable or nonchargeable. When in doubt, the Bar shall err in favor of the membership by considering activities to be nonchargeable even when a reasonable argument could be made that such activities were chargeable.

B. Notice of the amount of the Keller deduction shall be included with the annual licensing information provided to members, and detailed information regarding the calculation of the deduction shall be posted on the WSBA website. Members admitted to the Bar during the course of a year shall be advised of this notice with their initial fee statements. Such members may demand arbitration within 45 days following receipt of the notification. If arbitration is pending at the date of delivery

of a demand for arbitration submitted pursuant to this paragraph, the newly admitted member's demand shall be consolidated with the pending arbitration. All of the provisions of this section shall otherwise apply to demands for arbitration filed by newly admitted members.

C. Except for requests for arbitration submitted by newly admitted members pursuant to Paragraph (B) above, any member requesting arbitration of the calculation of the amount of the Keller deduction for a licensing year shall deliver a written request for arbitration to the Executive Director on or before February 1 of the licensing year in which the deduction is being challenged. Delivery may be made in person or by first-class mail, and mailed demands will be deemed delivered upon mailing. Demands shall include the name and address of the member or members demanding arbitration, a brief statement of the claim or objection, identifying each challenged activity with such specificity as to allow the WSBA to respond, and the signature of each objecting member.

1. Within 14 days of receipt of a timely demand for arbitration, the Bar shall submit the matter to the Chief Justice of the Washington Supreme Court for appointment of an impartial arbitrator.

2. All timely demands for arbitration, including any timely demands received after submission of one earlier received, shall be consolidated.

3. A member demanding arbitration is required to pay his or her license fee and assessments, excepting the amount in dispute, on a timely basis as otherwise required by the WSBA bylaws. Failure to pay the fees and assessments, other than the amount in dispute, by the requisite date may result in suspension as provided by the WSBA bylaws or applicable court rules.

4. Unless the parties agree to a different schedule, a hearing shall be held within 30 days of the appointment of the arbitrator. The arbitrator shall determine the date, time, and location of the arbitration hearing(s) and shall so notify the parties at least 15 days prior to said hearing(s).

5. The burden is on the member(s), as a condition of arbitration, to identify each challenged activity with such specificity as to allow the Bar to respond. The burden is on the Bar to establish the accuracy of the determination of the *Keller* calculation. Members demanding arbitration shall have access to the financial records upon which the Bar based the determination of the amount of fee that can be withheld. These records shall be available for inspection and copying during normal business hours. Copying shall be at the member's expense.

6. At the hearing(s) the parties will be permitted to participate personally or through counsel admitted to practice in the state of Washington. All parties will be given the opportunity to present evidence and to present arguments in support of their positions. The following rules shall apply to the arbitration

proceedings:

a. There will be no transcripts or post-hearing briefs; except, however, post-arbitration motions for reconsideration or clarification are permitted.

b. The arbitrator will issue a written opinion, stating the reasons for the decision, within 14 days of the close of the hearing. The opinion will be brief and will be based on the evidence and arguments presented.

c. The arbitrator shall be compensated at an hourly rate established pursuant to BOG policy for the hearing, preparation, and study time, and shall be reimbursed for all necessary expenses of the arbitration. The Bar will pay for the arbitrator's services.

d. The arbitration is not a judicial proceeding but is *sui generis*. Except for production of documents as set forth in Paragraph 5 above, or as may be stipulated to by the parties, there is no discovery, and the civil rules, arbitration rules, rules of evidence, and other court rules shall not apply.

7. The arbitrator shall have no authority to add, subtract, set aside, or delete from any Supreme Court Rule or WSBA Bylaw.

8. The scope of the arbitration is limited to reviewing the challenged activities specified for the purpose of determining whether the Bar has correctly calculated the *Keller* deduction, and the sole relief potentially available through arbitration is a change in the amount of the named parties' *Keller* deduction for that licensing year.

9. The arbitration shall be binding and the decision of the arbitrator final, with no right of trial de novo or appeal

XVI. AMENDMENTS

A. These bylaws may be amended by the Board at any regular meeting of the Board, or at any special meeting of the Board called for that purpose under the terms of these bylaws.

B. All proposed bylaw amendments must be posted on the WSBA website and presented for "first reading" at least one Board meeting prior to the meeting at which the Board votes on the proposed amendment, and the Board shall not vote on any proposed bylaw amendment at the meeting at which the amendment is originally proposed, except as may be allowed below.

C. For good cause shown under exceptional circumstances these bylaws may be amended on an emergency basis, without the prior notice required above, by an affirmative vote of two-thirds of the Board; however, any such amendment shall

be effective only until notice is given and a vote taken pursuant to the procedures set forth above.

D. Notice of all bylaw amendments adopted by the Board shall be prominently posted on the WSBA website within 14 days of the Board's vote on the amendment.