



WASHINGTON YOUNG LAWYERS DIVISION

BYLAWS

Approved by the WYLD Board of Trustees: April 30, 2009

Approved by the WSBA Board of Governors: May 29, 2009

I. NAME AND PURPOSE

1.1 NAME

The name of this Division shall be the Young Lawyers Division ("Division" or "WYLD") of the Washington State Bar Association ("Association").

1.2 PURPOSES

The purpose of this Division shall be to encourage the interest and participation of young lawyers and law students in the activities of the Association, to develop and conduct programs of value to young lawyers and the public, to improve the legal system and to work to enhance the quality of the legal profession in our state and our country.

1.3 PRINCIPAL OFFICE

The principal office of the Division shall be maintained in the offices of the Association.

1.4 FISCAL YEAR

The fiscal year of the Division shall coincide with that of the Association.

1.5 LIMITATION

These bylaws have been adopted subject to the laws of the State of Washington and the bylaws of the Association.

II. MEMBERSHIP

2.1 ELIGIBILITY

Any active member of the Association shall be a member of the Division until the 31st day of December of the year in which such member attains the age of thirty-six (36) years or until the 31st day of December of the fifth (5th) year in which any such member has been admitted to practice in any state, whichever is later.

Affiliated organizations are young lawyer groups in Washington that the Board shall from time to time by resolution designate.

II. BOARD OF TRUSTEES

3.1 DUTIES

The Board of Trustees ("Board") shall conduct and supervise the activities, programs and affairs of the Division and shall establish such policies for the Division as are not

inconsistent with these bylaws and the laws of the State of Washington. Each Trustee shall remain involved with affiliated organization or other organizations within the Trustee's district, as assigned by the Division's President.

3.2 COMPOSITION

Trustees shall be elected or appointed as follows:

- a. Trustee Districts. One trustee shall be elected from each Trustee District, except that three trustees shall be elected from King County. Either the residence or office of a Trustee candidate shall serve as the basis for determining eligibility to hold office, as the candidate shall elect.
- b. At-large Trustee. Any member of the WYLD, except a member previously elected to the Board under the preceding section, may apply for the position of At-large Trustee. Filing of applications shall be consistent with Section 3.8. The At-large Trustee shall be a person who, in the Board's discretion, has the experience and knowledge of the issues affecting those lawyers whose membership is or may have been historically underrepresented on the Board, or who represent some of the diverse elements of young lawyers of the State of Washington. Under-representation and diversity may be determined by the Board at the time of the election of any At-large Trustee, considering factors such as race, gender, sexual orientation, disability, and age, provided that no single factor shall be determinative.
- c. Law School Trustees. In addition, the law schools in the state shall have the right to designate one of their members to attend meetings of the Board.

The immediate past president of the Division shall serve as a nonvoting ex-officio member of the Board, notwithstanding the provisions of paragraphs 2.1 or 3.7.

3.3 TRUSTEE DISTRICTS

The county or counties represented by each Trustee District are as follows:

- **At-large** – service area pursuant to section 3.2 b
- **Greater Olympia** – serving Lewis County and Thurston County
- **Greater Spokane** – serving Lincoln County, Pend Oreille County, Spokane County and Stevens County
- **King County At-Large** – serving King County (3 positions)
- **North Central Washington** – serving Chelan County, Douglas County, Ferry County, Grant County and Okanogan County
- **Northwest Washington** – serving Island County, San Juan County, Skagit County and Whatcom County
- **Peninsula** – serving Clallam County, Grays Harbor County, Jefferson County, Kitsap County and Mason County

- **Pierce** – serving Pierce County
- **Snohomish** - serving Snohomish County
- **South Central** – serving Yakima County, Kittitas County and Klickitat County
- **Southeast Washington** – serving Adams County, Asotin County, Benton County, Columbia County, Franklin County, Garfield County, Walla Walla County and Whitman County
- **Southwest Washington** – serving Clark County, Cowlitz County, Pacific County, Skamania County and Wahkiakum County

3.4 TERMS

Each Trustee shall serve a three (3) year term, which shall commence at the close of the annual meeting of the Association. Trustee terms shall be staggered as follows:

GROUP 1 (Five Districts in Rotation)

1. North Central Washington District
2. King County District Position C
3. Northwest Washington District
4. Olympia District
5. Southeast Washington District

GROUP 2 (Five Districts in Rotation)

6. King County District Position B
7. Snohomish District
8. Southwest Washington District
9. Spokane District
10. At-large Position

GROUP 3 (Four Districts in Rotation)

11. Pierce District
12. King County District Position A
13. South Central District
14. Peninsula District

3.5 LIMITATION ON TERMS

No person may serve on the Board more than two (2) terms, regardless of the actual length of each term; provided however, such persons shall be eligible to serve as president-elect and president.

3.6 TRUSTEE VACANCIES

A vacancy on the Board shall exist upon any of the following:

- a. The death or resignation of a Trustee; or
- b. Upon a Trustee's ceasing to be an active member of the Association; or
- c. Upon a Trustee's assumption of the office of President-elect prior to expiration of the Trustee's term.

Should a Trustee fail to attend three (3) duly scheduled meetings in a fiscal year, that Trustee shall be deemed to have resigned from the Board of Trustees. Written confirmation of the resignation shall be given to said absent Trustee by the President. Trustee may seek review of this decision if the request is made within ten (10) days of receipt of the written confirmation of resignation. The Board may reconsider the resignation if there is a two-thirds majority vote.

A vacancy shall also exist in the event a Trustee no longer works or resides in the District which he or she represents on the Board and more than twelve (12) months of that trustee's term remains. Any vacancy shall be filled by appointment, to be made by the President with the consent of the Board.

3.7 ELIGIBILITY

No person shall be eligible to serve as a Trustee who is not a member of the Division. At the commencement of a Trustee's term, the Trustee shall work or reside in the district or county from which he or she is elected. No person shall be eligible to file for election to or be appointed to any Trustee position if the term extends 12 months or more beyond date such person would no longer be a member of the Division.

3.8 NOMINATIONS AND ELECTIONS COMMITTEE

The President shall appoint a committee composed of three (3) Trustees to serve as a Nominations and Elections Committee for all candidates for a District Trustee or President-elect position. The President-elect shall chair the committee. The WYLD Committee for Diversity shall serve in this capacity for all candidates for the At-large Trustee position. The Committees shall seek qualified candidates willing to run for each Trustee position and for the office of President-elect and obtain from all candidates a statement of eligibility which shall be sufficient to satisfy the Board that such person may assume the office for which he or she is running, consistent with these bylaws. The statement of qualifications may include a statement by each candidate regarding those matters which the candidate is interested in promoting as a Trustee or as President-elect. No person may run for election to more than one position in any one election. If there are no candidates for an open trustee position, the incumbent trustee for that position may seek an additional term, notwithstanding the provisions of paragraph 3.5, so long as that incumbent trustee meets all other eligibility requirements set forth in these bylaws.

3.9 NOTICE OF ELECTIONS

The President-elect shall ensure that notice of election of Trustees is published in the official publication of the Division or other suitable publications each year. The notice shall invite candidates to file, contain the requirements for filing and designate the person with whom a notice of intention to stand for election may be filed. The deadline for filing shall be May 1 of each year or such other date as the Board by resolution shall select.

3.10 ELECTIONS

Elections shall be had by mail or through on-line voting. If a candidate is unopposed, no election need be held, as such person shall simply be deemed elected to the position. The District Trustees shall be elected by a vote of the young lawyers in their respective Districts. The President-elect and the At-large Trustee shall be elected by a vote of the Board, which may be conducted by secret ballot but otherwise held in public session.

II. OFFICERS

4.1 OFFICERS

Officers of the Division shall include a President, President-elect and Parliamentarian.

4.2 SELECTION OF PRESIDENT

The President-elect shall succeed to the office of President upon the close of the annual meeting of the Association following such person's term as President-elect.

4.3 SELECTION OF PRESIDENT-ELECT

The President-elect shall be selected by a majority of the Board from among those persons who are selected by the Nominating Committee or who file for office. The election of President-elect shall be conducted at the last regular meeting of the Board prior to the annual meeting of the Association. Election shall be by a secret written ballot.

4.4 NOTICE OF ELECTIONS

The current President-elect shall ensure that notice of election of President-elect is published in the official publication of the Division or such other publication as the Board shall by resolution designate. The notice shall invite candidates to file, contain the requirements for filing and designate the person with whom a notice of intention to stand for election may be filed. The deadline for filing shall be May 1 of each year or such other date as the Board by resolution shall select. The term of office shall be one (1) year commencing at the close of the annual meeting of the Association.

4.5 ELIGIBILITY

The President shall be a member of the Division at the time of taking office as President-elect. At the time of this election, the President-elect shall not have a principal place of business in the same county as the person then serving as President-elect, such that the President and President-elect serving concurrently will always work in different counties.

4.6 ELECTION OF PARLIAMENTARIAN

The parliamentarian shall be elected for a one (1) year term from among the members of the Board by the Board at its first meeting following the annual meeting of the Association. Proceedings at Board meetings shall be governed by Robert's Rules of Order. The parliamentarian is responsible for monitoring these proceedings and for informing the President when such Rules are not followed. The parliamentarian is also responsible for reviewing

procedural bylaws and for informing the President when such procedures have not been implemented.

4.7 DUTIES OF OFFICERS

The officers shall perform such duties as are ordinarily ascribed to such officers and such additional duties as may be prescribed by the Board from time to time. In addition, the duties normally ascribed to a treasurer shall be fulfilled by the President-elect.

4.8 VOTING

By virtue of their offices, the President shall not vote unless such vote would affect the outcome of a matter before the Board and the President-elect shall vote as a member of the Board except when acting as President. The Parliamentarian shall vote as a member of the Board.

4.9 VACANCIES OF OFFICERS

A vacancy in the office of President, President-elect or Parliamentarian shall exist upon the death or resignation of the officer, upon the officer's ceasing to be an active member of the Association or upon the officer's failure to attend three (3) out of any four (4) consecutive duly called meetings of the Board (unless the Board finds that such failure resulted from extraordinary circumstances unlikely to recur). The President-elect shall automatically succeed to the office of President upon a vacancy in that office. A vacancy in the offices of President-elect or Parliamentarian shall be filled by election from among the members of the Board.

II. MEETINGS

5.1 ANNUAL MEETINGS

The Board may hold an annual meeting of the Division. The annual meeting of the Division will be held at such time and place as the president shall designate. The location and time of the meeting shall be published at least sixty (60) days prior to the time established for the meeting in the official publication of the Division or such other publication as the Board shall by resolution designate. Any business may be brought before the annual meeting, except that any proposed action to overturn an action of the Board can be taken only in the event notice of such proposed action has been given to all members of the Division at least thirty (30) days prior to the date of such meeting. It shall be the duty of the president-elect to give such notice on the request of any member of the Division. The Board is not required to hold an annual meeting of the Division, but may do so in response to a request from its membership or as a forum to overturn an action of the Board. To request an annual meeting, members of the Division must send a written request to the WYLD president, clearly stating the purpose of the request.

5.2 REGULAR BOARD MEETINGS

The President shall establish a schedule of regular meeting dates and places for the Board at least four (4) months in advance of such meetings. Notice of the time and place of such meetings shall be published as a matter of course in the official publication of the Division

or such publication as the Board shall by resolution designate. The WSBA staff support person or a person designated by the President shall be responsible for recording minutes at all meetings of the Division.

5.3 ATTENDANCE POLICY

- a. Personal attendance is required at all duly scheduled regular and special board meetings. The President may authorize a Trustee to appear by telephone.
- b. Should a Trustee fail to attend three (3) duly scheduled meetings in a fiscal year, that Trustee shall be deemed to have resigned from the Board of Trustees. Written confirmation of the resignation shall be given to said absent Trustee by the President. Trustee may seek review of this decision if the request is made within ten (10) days of receipt of the written confirmation of resignation. The Board may reconsider the resignation if there is a two-thirds majority vote.
- c. Law Student Trustees shall be exempt from the attendance policy set forth in section 5.3(b).

5.4 SPECIAL MEETINGS

Special meetings of the Board of Trustees may be called by the president or upon the written request of five members of the Board. Special meetings may be held by telephone conference call.

5.5 NOTICE OF SPECIAL MEETINGS

Notice of a special meeting shall set forth the time, place and purpose thereof, and shall be given to all members of the Board of Trustees, the President, and the President-elect at least five (5) days prior to the meeting. The five days notice requirement may be waived by unanimous consent.

5.6 OPEN MEETINGS

All meetings shall be open to all members of the Division and general public. The Parliamentarian shall cause notice of all significant actions and resolutions of the Board to be given to the membership, through publication, direct mailing or otherwise. No meetings shall be held by the Division or its committees in places which discriminate against any person on the basis of race, sex, creed or national origin.

5.7 QUORUM

The members of the Division present at any meeting of the membership shall constitute a quorum for the transaction of business. A majority of the persons entitled to vote (including the President) shall constitute a quorum for transaction of business at any meeting of the Board.

5.8 CONTROLLING VOTE

Unless otherwise provided by these bylaws, the controlling vote at any meeting shall be the majority of those present who are eligible to vote. At an annual meeting or a meeting of the

Division, all members shall be eligible to vote.

5.9 CONFERENCE CALLS OR ACTION BY CONSENT

At the option of the President, any meeting of the Board may be conducted by conference call. In the event that President determines there is particular need to take action and it is impractical to convene a special meeting, the Board may take action by the telephoned, or written consent of two-thirds of the members of the Board, subject to review at the next regular or special meeting.

VI. AMENDMENT TO BYLAWS

These bylaws may be amended by an affirmative vote of two-thirds of the members of the Board, by a two-thirds majority vote of those present at the annual meeting after proper notice or by any referendum or initiative as provided below, subject to the approval of the Board of Governors of the Association.

VII. REFERENDUM AND INITIATIVE

Any question may be referred to the general membership by the Board. Any action taken by the Board shall be referred to the general membership upon filing of a petition with the Association office bearing the signatures of fifty (50) members of the Division. Any action may be initiated by a vote of its membership which must be taken on the filing of a petition with the Association office bearing the signatures of fifty (50) members of the Division. On any referendum or initiative, the vote shall be by ballot mailed within thirty (30) days after the filing of the petition and it shall require a majority of those voting to carry any such proposition.

The Board shall have no power to change any action taken by initiative or referendum for a period of one (1) year after its effective date and then only by a two-thirds majority of the voting members of the Board for the second one (1) year after its effective date and then only by a two-thirds majority of the voting members of the Board for the second one (1) year period following the effective date. The Board shall have the power to change an action at the annual meeting for a period of two (2) years following its effective date only by referring the question to the membership or by a two-thirds majority of the voting members of the Board.

VIII. RECALL

Any Trustee or officer may be recalled from office by the majority of those voting in an election held for that purpose. Such election shall be held within sixty (60) days of the filing of a petition for recall bearing signatures of ten percent (10%) of the persons eligible to vote regarding such Trustee or officer, together with a statement of position and reasons for the recall, in the office of the Association. A statement of the persons seeking recall, together with any statement the Trustee or officer sought to be recalled may file, shall be circulated to those eligible to vote in the recall election at least twenty (20) days prior to the date for mailing the

ballots.

IX. COMMITTEES

9.1 ESTABLISHMENT

The Board may create by resolution standing committees and special committees to conduct the programs and projects of the Division.

9.2 STANDING COMMITTEES

The Board may by majority vote change the composition and structure of the standing committees.

9.3 SPECIAL COMMITTEES

The Board may establish special committees as it deems advisable from time to time for carrying on the activities of the Division.

9.4 CHAIRPERSONS

Except as provided in paragraph 9.1, chairpersons of the committees shall be appointed by the President with the advice and consent of the Board. They shall serve at the pleasure of the President.

9.5 MEMBERSHIP

Each committee shall have at least one Trustee as a member who will act as liaison to the Board. Membership on committees shall be open to all members of the Division and to students enrolled in law schools in the state. In addition, the President may appoint such laypersons to committee membership as he or she feels advisable.

X. DIVISION FELLOWS

There shall be a group of Young Lawyers and former Young Lawyers known as Division Fellows, composed of past Division officers, trustees and ABA/YLD District 29 Representatives, who are members of the Association and who elect to join said group. The purpose of this group shall be to assist the Division with the accomplishment of its goals and objectives as set forth in these bylaws and mission statement, to act as liaison with the Washington State Bar Association on matters of special interest to the Division, and to promote the active participation of former Division members in activities of the Association. The Division Fellows shall meet and hold other activities and elect such officers as they deem necessary to carry out their purpose, and shall be invited to participate in Division activities and projects from time to time.

XI. LAW STUDENT TRUSTEES

11.1 Membership

The Membership of the Board shall include three (3) law students elected by their peers, with one (1) law student representing each of the three Washington law schools. The term of service shall be one year, running from October 1 through September 30.

11.2 Description

The position title shall be “Law Student Trustee”. While the Law Student Trustee position shall be Non-Voting, the Law Student Trustee shall otherwise be entitled to full participation in the activities and discussions of the Board.

11.3 Meetings

The Law Student Trustee shall be required to attend at least two Board meetings per year, and is encouraged to actively participate in at least one committee of the Division. The individual law schools, or their respective student government associations, may develop additional qualifications for election to the WYLD Board, or further detail the duties of the Trustee.

Each Law Student Trustee shall attend two meetings per year; specific meeting dates in which the Law Student Trustees attend shall be designated by the Board. Each Law Student Trustee shall be funded to attend these meetings according to the WYLD Financial Policy. Overnight accommodations shall be pre-authorized by the president or president-elect (to enable the Law Student Trustees to attend Board meetings throughout Washington) and included on the WYLD’s master bill.