

and submit all required licensing forms for the applicable membership type 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.

#### O. EXAMINATION REQUIRED

All applications for reinstatement after disbarment or revocation will be subject to character and fitness review, and taking and passing the examination for admission for the applicable license type, pursuant to the provisions of APR 25-25.6. All applications for readmission after voluntary resignation will be subject to character and fitness review pursuant to the provisions of APR 20-24.3. All applications for readmission to Active status from Suspended status will be handled in a similar fashion to applications for readmission from Inactive status. The Character and Fitness Board, and (on review) the Washington Supreme Court, 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 applicable examination for admission, in cases where the applicant fails to meet the burden of proof required by APR 20-24.3. The member/former member will be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Board and the Washington Supreme Court.

### IV. GOVERNANCE

#### A. BOARD OF GOVERNORS

The Board of Governors (BOG) is the governing body of the Bar. ~~It that~~ determines the ~~general~~ policies of the Bar and approves its budget each year. Subject to limitation imposed by Statute, Court Rule, or Court Order the Board possesses all power and discretion on all matters concerning the WSBA. The Board may delegate the exercise of its authority but that does not constitute a transfer of it. The Board's authority is retained and may be exercised at any time upon a majority vote of the Board.

##### 1. Composition of the Board of Governors

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

##### 2. Duties

**Comment [MS1]:** A BOG Work Group is considering an amendment that would return the number of At-Large positions to three and will report to the BOG prior to the BOG making a decision on the proposed amendment to this item.

~~The President elect.~~

The ~~President, President Elect,~~ Executive Director and Chief Operations Officer serve as *ex officio*, non-voting members, and the Treasurer serves as Chair of the Committee and has a vote on the committee. ~~Up to two additional voting members who are not Governors or officers may be appointed by the President subject to the approval of the BOG.~~

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

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

B. EXPENSES; LIMITED LIABILITY

1. Requests for payment must be in such form and supported by such documentation as the BOG prescribes.
2. The financial obligation of the Bar to any Bar entity is limited to the amount budgeted and ceases upon payment of that amount unless the BOG authorizes otherwise.
3. Any liability incurred by any Bar entity, or by its members, in excess of the funds budgeted, will be the personal liability of the person or persons responsible for incurring or authorizing the liability.
4. Any liability incurred by any Bar entity, or by its members, not in accordance with the policies of the BOG or in conflict with any part of these Bylaws, will be the personal liability of the person or persons responsible for incurring or authorizing the liability.

VI. ELECTIONS

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS

1. Governors from Congressional Districts: Any Active ~~lawyer~~ member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such person resides.
2. At Large Governors: There will be a total of ~~six~~ At Large Governor positions.

**Comment [MS2]:** A BOG Work Group is considering an amendment that would return the number of At-Large position to three and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

- a. Two Lawyer At Large Positions: Any Active lawyer member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
- b. One Young Lawyer Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
- c. One Limited License Legal Technician (LLLT) or Limited Practice Officer (LPO) Position: Any Active LLLT or LPO member licensed in Washington State, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At-Large Governor, except as provided in this Article.
- d. Two Community Representatives: Any resident of Washington State, except a person who has previously served as a Governor for more than 18 months or who is licensed or has previously been licensed to practice law in any state, may be nominated or apply for election as an At-Large Governor, except as provide in this Article.

**Comment [MS3]:** A BOG Work Group is considering an amendment to eliminate this provision and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

**Comment [MS4]:** A BOG Work Group is considering an amendment to eliminate this provision and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

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

**B. NOMINATIONS AND APPLICATIONS**

1. Applications for Governors elected from Congressional Districts must 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 and nominations for At Large Governor positions must 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 or nomination is to be held.
3. Applications for the position of President-elect must be filed by the deadline set forth in the notice published in the Bar’s official publication and posted on the Bar’s website; notice must 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 will 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 will be held every three years as follows:

- a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District and **two At Large Governors (one lawyer and one community representative)** – 2014 and every three years thereafter.
- b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and **two At Large Governors – (one from nominations made by the Young Lawyers Committee and one LLLT/LPO)** – 2015 and every three years thereafter.
- c. Second, Ninth and Tenth Congressional Districts and **two At Large Governors (one lawyer and one community representative)** – 2013 and every three years thereafter.

**Comment [MS5]:** A BOG Work Group is considering an amendment that would return the At-Large position to one lawyer and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

**Comment [MS6]:** A BOG Work Group is considering an amendment that would return the At-Large position to one Young Lawyer and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

**Comment [MS7]:** A BOG Work Group is considering an amendment that would return the At-Large position to one lawyer and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

2. Election of Governors from Congressional Districts

- a. *Eligibility to Vote.* All Active members, as of March 1st of each year, are eligible to vote in the BOG election for their district, subject to the election schedule shown above. Active members residing in the State of Washington may only vote in the district in which they reside. Active members residing outside the State of Washington may only 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 13, 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 will deliver ballots containing the names of all candidates for Governor for each District in which an election is to be held to each Active member eligible to vote in that District. Elections will be conducted via a secure website (“electronic voting”). Active members who are eligible to vote in an election may request a

D. ELECTIONS BY BOARD OF GOVERNORS

1. At- Large Governors

The BOG will elect four additional Governors from the Active lawyer membership and two additional Governors from the public. The election of At Large Governors will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot.

**Comment [MS8]:** A BOG Work Group is considering an amendment that would return the At-Large position to three lawyers and eliminate the two public members, and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

- a. The BOG will elect two At Large Governors who are persons lawyers who, in the BOG'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 BOG 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 BOG 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 will be determinative.
- b. The BOG will elect one At Large Governor from nominations made by the Young Lawyers Committee. The Young Lawyers Committee will nominate two or more candidates who will be Young Lawyers as defined in Article XII of these Bylaws at the time of the election.
- c. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.
- d. The BOG will elect two At Large Governors who are members of the general public from nominations made by the Nominations Committee.

**Comment [MS9]:** A BOG Work Group is considering an amendment that would eliminate this provision and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

**Comment [MS10]:** A BOG Work Group is considering an amendment that would eliminate this provision and will report to the BOG prior to the BOG making a decision on the proposed amendment to this provision.

2. Office of President-Elect.

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