

WASHINGTON STATE B A R A S S O C I A T I O N

HEALTH LAW SECTION

Bylaws

As last amended and approved by the
Washington State Bar Association Board of Governors on July 27, 2017.

ARTICLE I. INTRODUCTION

1.1 Name

This section shall be known as the Health Law Section (“Section”).

1.2 Purposes

The purposes of the Section shall be:

- 1.2.1 To further the knowledge of the members of the Section and the Washington State Bar Association (“Association”) in the areas of law involving both federal and local health care;
- 1.2.2 To form an available working unit to assist in the activities of the Association; and
- 1.2.3 To otherwise further the interests of the Association and the legal profession as a whole.

1.3 Fiscal Year

The fiscal year of the Section is the same as the Association’s fiscal year.

1.4 Office

The business address of the Section shall be the Association business address.

ARTICLE II. MEMBERSHIP; MEETINGS

2.1 Members

2.1.1 Voting Members

Any Active member of the Association, and any Emeritus Pro Bono member pursuant to APR 8(e), Judicial member, House Counsel under APR 8(f), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in Washington but not licensed in Washington, may be a voting member of the Section (a “Voting Member”).

2.1.2 Subscribing Members

Any member of the public may be a non-voting member (“Subscribing Member”) of the Section. Subscribing Members shall have the same rights and privileges as Voting Members except Subscribing Members have no voting rights and may not serve as an officer or voting member of the executive committee of the Section.

2.1.3 Dues

All Voting Members and Subscribing Members (collectively, “Members”) must pay dues annually in the amount determined by the Section executive committee and approved by the Association. Any individual who fails to pay the annual dues will cease to be a Member of the Section.

2.2 Meetings of Members

2.2.1 Meetings

The Section may hold a meeting of the Voting Members. Subscribing Members and members of the public may attend any meeting of the Voting Members, but are not entitled to vote at such meetings. A meeting of the Voting Members may be called by the Chair or a majority of the members of the executive committee. The meeting shall be conducted and its minutes recorded in a manner that is consistent with the open meeting policy of the Association as it applies to the Section.

2.2.2 Notices

Notice of the time and place of all meetings of the Voting Members shall be given to all Voting Members of the Section and published on the Association’s web site prior thereto. The notice shall be given in a manner that is consistent with the open meeting policy of the Association as it applies to the Section, and may be given electronically.

2.2.3 Quorum; Voting

A majority of the Section’s voting executive committee members shall constitute a sufficient quorum of Voting Members to transact Section business at a meeting of the Voting Members, and a majority of the Voting Members attending the meeting (with each such Voting Member entitled to one vote) may take action on any proper item presented at such a meeting.

2.2.4 Rules of Order

All business meetings of the Section may be conducted in accordance with the most recent edition of Robert’s “Rules of Order” or such other procedures as selected by the individual presiding over the meeting.

ARTICLE III. OFFICERS; DUTIES OF OFFICERS

3.1 Positions.

The officers of the Section shall be Chair, a 1st Vice Chair, 2nd Vice Chair, Secretary, and Treasurer.

3.2 Duties of Officers

3.2.1 Chair

The Chair, as chief executive officer, shall preside at all meetings of the Voting Members and the executive committee, and have such other executive powers and perform such other duties as are not inconsistent with these bylaws or the Bylaws of the Association.

3.2.2 1st Vice Chair

The 1st Vice Chair shall perform all duties of the Chair during the Chair's absence or inability to act and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The 1st Vice Chair shall have such other powers and perform such other duties not inconsistent with these bylaws as, from time to time, may be prescribed by the Chair or the executive committee.

3.2.3 2nd Vice Chair

The 2nd Vice Chair shall perform all duties of the 1st Vice Chair during the 1st Vice Chair's absence or inability to act and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the 1st Vice Chair. The 2nd Vice Chair shall have such other powers and perform such other duties not inconsistent with these bylaws as, from time to time, may be prescribed by the Chair or the executive committee.

3.2.4 Secretary

The Secretary shall be responsible for the taking of minutes at each meeting of the Section and the executive committee, and shall provide approved minutes to the Association for publication and record retention.

3.2.5 Treasurer

The Treasurer will work with the Association and Section executive committee to ensure that the Section complies with Association fiscal policies and procedures, work with the Association and Section executive committee to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget.

3.3 Term

All officer positions will be for one year and begin October 1 each year.

ARTICLE IV. EXECUTIVE COMMITTEE

4.1 Membership

There shall be a Section executive committee with voting members consisting of the following: all the officers of the Section, the Immediate Past Chair of the Section, and three At-Large members. The executive committee may appoint or remove additional non-voting members of the executive committee.

4.2 Term

All executive committee positions will be for one year and begin October 1 each year.

4.3 Duties

The executive committee shall supervise and direct the affairs and determine the policies of the Section, subject to and in accordance with these bylaws and the Bylaws of the Association. The executive committee also has the discretion to submit any items of business to the Voting Members for consideration and approval.

4.4 Meetings

The executive committee may act at a meeting duly called. A quorum (a majority of the voting members of the executive committee) shall be required to transact business, and a majority of the quorum (with each voting member of the executive committee entitled to one vote) may take action on any proper item presented at the meeting. Meetings shall be called by the Chair or by a majority of the members of the executive committee, and written or electronic notice of such meetings shall be given to members of the executive committee and posted on the Association web site prior to such meeting. Executive committee members may vote by email in accordance with the Association's Bylaws. All elements of any meeting, including notice, conducting the meeting, and recording minutes of the meeting, shall be done in a manner that is consistent with the open meeting policy of the Association as it applies to the Section.

4.5. Removal

Any officer or member of the executive committee may be removed for any reasons deemed appropriate by a two-thirds majority vote of the section executive committee. Grounds for removal include, but are not limited to, regular absence from section executive committee meetings and events, failure to perform duties, unprofessional or discourteous conduct, or whenever, in the executive committee's judgment, the officer or executive committee member is not acting in the best interest of the section membership.

4.6. Appointments to Fill Vacancies

If any officer position or position on the executive committee becomes vacant for any reason before the expiration of a term, the voting members of the executive committee shall, by majority vote, appoint a successor. When a member is appointed to fill a vacancy in an unexpired term, the member will do so until the next annual election when an individual will be elected to serve the remainder of the vacated term.

ARTICLE V. OTHER COMMITTEES

5.1 Creation of Committees

The executive committee shall have the power to create any committee pursuant to the Section as necessary for the purposes of furthering the objectives of the Section. Committees, committee chairs, and committee members serve at the discretion of the executive committee.

ARTICLE VI. ELECTIONS

6.1 Time and Method

The Section shall hold a regular annual election. Nominations and elections for open officer and executive committee positions will be held between March and May each year. The Association will administer the elections by electronic means and certify the results, unless the Section develops its own equivalent electronic election process.

For each officer position, if there is only one qualified candidate nominated, then that candidate will be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes will 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, and the candidate receiving the highest number of votes in such run-off election shall be declared elected.

A single vote will be held for the three At-Large executive committee positions, with each Voting Member having the ability to vote for one candidate. The three candidates receiving the most votes shall be declared elected to such At-Large positions.

In the event of a tie, the winner will be determined by a random tie-breaking mechanism selected by the executive committee, such as a coin toss.

6.2 Nominating Committee

The nominating committee shall consist of the Immediate Past Chair, the current Chair, the 1st Vice Chair, and at least one Voting Member, chosen by the executive committee, who is not a current member of the executive committee. All applicants will apply through an electronic application process administered by the Association. The nominating committee shall nominate one or more members of the Section for each of the officers and At-Large positions. The individual(s) nominated for Chair by the nominating committee shall have previously held an officer or At-Large position in the Section unless the nominating committee unanimously waives this requirement. The executive committee will also have an alternative nominating process to allow for nominations to occur outside of the nominating committee process. The executive committee will approve a list of nominees for each open position. Individuals nominated through an alternative nomination process will be included on the final list of approved nominees.

6.3 Qualifications

All individuals nominated for or holding officer or At-Large positions must be Voting Members. No individual may hold multiple officer or At-Large positions at the same time; provided, however, the executive committee may appoint an individual to fulfill the responsibilities of one or more officer positions if an officer is unavailable or in the event of a vacancy.

ARTICLE VII. AMENDMENTS TO BYLAWS

7.1 Amendment.

These bylaws may be amended by approval of such amendment at either a meeting of the Voting Members or a meeting of the executive committee. Amendments will become effective when approved by the Association's Board of Governors.

7.2 Notice

The notice calling the meeting at which the bylaws amendment is to be voted upon shall include the proposed bylaw amendment as an agenda item.