

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 June 19, 1993, and all other amendments approved by the Board of Governors through September 21, 2007.

This file is also available on the website at www.wsba.org/info/bylaws/.

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Washington State Bar Association BYLAWS

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, sections, and divisions 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 to Practice Rules;
14. Maintain a program of 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. MEMBERSHIP

A. CLASSES OF MEMBERSHIP.

There shall be the following classes of membership with the qualifications, privileges and restrictions specified:

1. Active Members.
 - a. Any person who is duly admitted to practice law in the State of Washington and who complies with these Bylaws and the Rules of the Supreme Court of the State of Washington and is not suspended or disbarred shall be an active member. Active members shall be fully qualified to vote, hold office and otherwise participate in the affairs of the Bar.
 - b. Should any active member cease to reside in the State of Washington, it shall be the duty of the member to file a notice of such change of residence with the office of the Washington State Bar Association. An active member who does not live or maintain an office in the State of Washington must file with the Bar, and on such form as the Bar may prescribe, the name and address of an agent within the state for the purpose of receiving service of process or any other document required or permitted by statute or court rule to be served or delivered to a resident lawyer. Service or delivery to such agent shall be deemed service upon or delivery to the lawyer.
2. Inactive Members.
 - a. An active member shall become an inactive member:
 - (1) when the member files a written request for inactive membership with the Executive Director, or
 - (2) pursuant to Title 8 of the Rules for Enforcement of Lawyer Conduct, when the member does not have the mental or physical capacity to practice law.
 - b. Any active member whose status shall have been changed to inactive, as above provided, shall be an inactive member. An inactive member may not practice law in Washington. No person may be originally admitted as an inactive member. No person may be an inactive member whose employment or duties in the State of Washington constitute the practice of law. An inactive member

may attend the annual and special meetings of the Bar, but may not participate in any debates at such meetings. An inactive member may not be appointed or serve on any committee, Board or Task Force of the Bar. No inactive member shall have a vote in Bar matters or hold office therein. Inactive members shall not be eligible for membership in Sections.

3. Judicial Members.

An active member may become a judicial member of the bar by notifying the Executive Director when the member is one of the following:

- a. A judge or former judge of the courts of record in the State of Washington, or the courts of the United States.
- b. A full-time or former full-time judge in the district or municipal courts in the State of Washington.
- c. A full-time or former full-time commissioner or magistrate in the courts of record or in the district or municipal courts in the State of Washington, or in the courts of the United States.
- d. A full-time administrative law judge in the State of Washington.
- e. A full-time Tribal Court judge in the State of Washington.
- f. Judicial members are deemed inactive members and shall not engage in the practice of law. Judicial members are not required to pay the annual membership fee required of inactive members in Article II, Section E of these Bylaws.

4. Honorary Members.

All lawyers who have been members of the Bar for fifty (50) years or other persons as may be so declared by the Board of Governors, shall, at the lawyers' discretion, be honorary members of the Washington State Bar Association. Honorary members are inactive members, but shall not be required to pay any fees.

5. Emeritus Members.

A member may be an emeritus member by complying with the requirements of Rule 8(e) of the Admission to Practice Rules.

B. REGISTER OF MEMBERS.

1. Each member shall furnish and the Executive Director shall keep records of members of the Washington State Bar Association, including, but not limited to:
 - a. residence address,
 - b. principal office address,
 - c. date of admittance,
 - d. class of membership,

- e. date of transfer from one class to another, if any,
 - f. date and period of suspension or disbarment, if any, and
 - g. such other data which the Board of Governors may from time to time require of each member.
2. Each member shall promptly advise the Executive Director of any change in the member's place of residence or office address.

C. CHANGE OF MEMBERSHIP STATUS.

1. Transfer from Inactive to Active Membership.

(Applicable to Members on Inactive Status Prior to September 1, 2003):

- a. An inactive member who has not been suspended or disbarred and who has maintained inactive status for less than one year may transfer from inactive status to active status by filing an application in the form prescribed by the Board of Governors and by paying the annual membership fee for active members, plus any investigation fee as determined by the Board of Governors, less any membership fee paid by him or her as an inactive member for the same year.
- b. An inactive member who has maintained inactive status for more than one year may apply for reinstatement as an active member by filing an application in the form prescribed by the Board of Governors. At the time of filing his or her application, the applicant shall pay the annual membership fee for active members, less any membership fee paid as an inactive member for the same year. The Board of Governors shall, to whatever extent deemed necessary, conduct an investigation of the applicant. The applicant shall pay the cost, as determined by the Board of Governors, for such investigation.
 - (1) If the applicant has been inactive for more than one year, but less than three years, the applicant must establish that such applicant has not been subject to discipline while inactive.
 - (2) If the applicant has been inactive for more than three years, the applicant must establish that the applicant has not been subject to discipline while inactive and has remained competent to practice. Active legal experience for at least three of the five years immediately preceding the application is presumptive evidence of professional competence. Active legal experience shall mean experience:
 - (a) in the active practice of law
 - (b) as a teacher at an approved law school,

- (c) as an administrative law judge or comparable adjudicative official,
 - (d) as a judge of a court of tribal, general, or appellate jurisdiction, or
 - (e) any combination of the above, in a state or territory of the United States or in the District of Columbia.
- (3) If the applicant was suspended prior to changing to inactive status, and the combined years of being inactive and suspended since the member was previously in active status is more than three years, the member must meet the requirements in part (2) above in order to transfer to active status.
- (4) If the applicant fails to meet the requirements of subsection (1) and subsection (2) or (3) above, the applicant must take and pass the Washington Bar Examination to demonstrate continued professional competence.
2. Transfer from Judicial Membership to Active Membership.

(Applicable to Members on Judicial Status Prior to September 1, 2003)

Any judicial member may transfer from judicial membership to active membership upon the member's resignation, retirement, or completion of such member's term of judicial office by paying the then current year's membership fee, and otherwise complying with subsection 1 above.

3. Transfer from Inactive or Judicial to Active Membership.

(Applicable to Members Transferring to Inactive or Judicial Status as of September 1, 2003)

- a. A member who has been on inactive status for 5 years or less in the preceding 10 years may transfer to active status by:
- (1) filing an application in the form prescribed by the Board of Governors providing satisfactory proof that the member is of good moral character and that he or she has not been subject to discipline in Washington or elsewhere while on inactive status; and, within 6 months of filing the application,
 - (2) paying the current annual membership fee for active members including the assessment for the Lawyers' Fund for Client Protection, less any membership fee paid by him or her as an inactive member for the same year; and
 - (3) providing satisfactory evidence that he or she is current in the continuing legal education requirements of active members for the period that he or she was on inactive status.

- b. A member who was suspended prior to changing to inactive status, and who has been suspended or inactive for a total of 5 years or less in the preceding 10 years, may transfer to active status by complying with part a. above.
 - c. A member transferring to active status within 6 months after service as a judge [as defined in Art. II (A)(3)] may do so by complying with parts (a) (1) and (2) above and providing satisfactory evidence that he or she was current in judicial continuing legal education upon completion of such service, regardless of the number of years he or she served as a judge.
 - d. A member who is inactive for more than for 5 years in the preceding 10 years, or who does not meet the requirements of either part (a) (3) or (b) above, must take and pass the Washington Bar Examination to demonstrate continued professional competence.
 - e. Notwithstanding the above, the Board of Governors may withhold a transfer to active status where for any reason there are serious and substantial questions regarding the present professional competence or moral character of the member, and may refer the matter to the Character and Fitness Committee for investigation and hearing, or may require the inactive member to take and pass the Washington Bar Examination to demonstrate continued professional competence. The member shall be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Committee.
4. Transfer from Disability Inactive to Active Membership.
- A member transferred to disability inactive status may be reinstated to active status only pursuant to title 8 of the rules for enforcement of lawyer conduct. Before being transferred to active status, the member must comply with part 3 above.
5. Transfer from Emeritus Membership to Active Membership.
- An Emeritus member of the WSBA may transfer to active status by:
- a. filing an application in the form prescribed by the Board of Governors providing satisfactory proof that the member is of good moral character and that he or she has not been subject to discipline in Washington or elsewhere while on Emeritus status; and, within 6 months of filing the application,
 - b. paying the current annual membership fee for active members, including the assessment for the Lawyers' Fund for Client Protection, less any membership fee paid by the member as an Emeritus member for the same year; and

- c. if the member was not in compliance with APR 11 (Mandatory Continuing Legal Education) at the time the member became an Emeritus member, the member must make up any deficiency remaining at the time of the transfer to Emeritus status.

6. Change of Membership Status While Disciplinary Investigations and Proceedings Are Pending.

- a. An active member may change from active membership to inactive membership while disciplinary investigations or proceedings are pending against such member. Such change of status shall not terminate, stay or suspend any pending disciplinary investigation or proceeding against the member.
- b. Any member who has changed to inactive membership during the pendency of disciplinary investigations or proceedings may not be reinstated as an active member except as provided in this Article II Section (C) and may be subject to such disciplinary action by reason of any grievance or complaint as may be imposed under the Rules for Enforcement of Lawyer Conduct.

D. RESIGNATION.

A member may resign from the Bar by submitting to the Executive Director a written request that the member's name be removed from the roll of attorneys in the State of Washington, provided that 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. Reinstatement after resignation must comply with Article II, Section (G)(3) of these Bylaws.

E. ANNUAL MEMBERSHIP FEES.

1. Active Members.

- a. The annual membership fees for active members shall be as follows: Year of admission (if not previously admitted in another jurisdiction) when admitted pursuant to passing that year's winter bar examination: 2006 -- \$111; 2007 -- \$113; 2008 -- \$115; and 2009 -- \$117. Year of admission (if not previously admitted in another jurisdiction) when admitted pursuant to passing that year's summer bar examination: 2006 -- \$61; 2007 -- \$62; 2008 -- \$63; and 2009 -- \$64. Year of admission (if previously admitted in another jurisdiction): 2006 -- \$195; 2007 -- \$199; 2008 -- \$203; and 2009 -- \$207. Second and third calendar years following admission in any jurisdiction: 2006 -- \$195; 2007 -- \$199; 2008 -- \$203; and 2009 -- \$207. Fourth and fifth calendar year following admission in any jurisdiction: 2006 -- \$318; 2007 -- \$324; 2008 --

\$331; and 2009 -- \$337. Sixth and subsequent calendar year following admission in any jurisdiction: 2006 -- \$391; 2007 -- \$399; 2008 -- \$407; and 2009 -- \$415.

- b. 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 sixty 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 membership 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 March 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.

2. Inactive Members.

The annual membership fee for inactive members shall be: 2006 -- \$117; 2007 -- \$120; 2008 -- \$120; and 2009 -- \$120. Members on inactive status by reason of disability shall not be required to pay membership fees.

3. Deadline and Late Payment Fee.

Membership fees shall be payable on or before February 1st of each year. Membership fees for newly admitted members shall be due and payable at the time of admission and registration. Those members paying their fees after March 1st but on or before April 1st of each year shall be assessed a late payment fee of 20% of the amount of fees owing and those members paying fees after April 1st of each year shall be assessed a late payment fee of 50% of the amount of fees owing. Any deadline date falling on a Saturday, Sunday or legal holiday shall be continued to the next day that is not a Saturday, Sunday or legal holiday.

4. Rebates / Apportionments.

No part of the membership fees shall be apportioned to fractional parts of the year, except as provided for new admittees by the Board of Governors. No part of the membership fees shall be rebated by reason of death, resignation, suspension, disbarment or change of membership status.

F. SUSPENSION FOR NON-PAYMENT OF MEMBERSHIP FEES.

As directed by the Supreme Court, any member failing to pay any fees after the same become due, and after two (2) months' written notice of his delinquency, must be suspended from membership. Written notice of non-payment shall be

sent by the Executive Director to a member at the member's last known address by registered or certified mail. The name of any member failing to pay the fees within two (2) months after written notice has been mailed, shall be certified to the Clerk of the Supreme Court by the Executive Director, and when approved by Order of the Supreme Court, the member shall be suspended from membership. The list of suspended members may be published in the *Bar News* at the discretion of the Board of Governors.

G. REINSTATEMENT.

Pre 9/1/03 Alternative

1. Reinstatement of Members Suspended for Non-payment of Membership Fees Prior to September 1, 2003.
 - a. A member who has been suspended for non-payment of membership fees shall be reinstated if the member has:
 - (1) submitted an application for reinstatement in the form prescribed by the Board of Governors;
 - (2) demonstrated that the member continues to be morally, ethically and professionally qualified and possesses such character and fitness as are consistent with the standards of the profession; and
 - (3) paid a sum equal to double the amount of all delinquent membership fees, not to exceed the equivalency of double the amount of three years' fees, plus the then current year's fees, and any investigation costs as may be determined by the Board of Governors.
 - b. If the member has been suspended for more than three years, the applicant must in addition to the requirements in part a above establish that the applicant has remained competent to practice law. Active legal experience for at least three of the five years immediately preceding the application is presumptive evidence of professional competence. Active legal experience shall mean experience:
 - (1) in the active practice of law,
 - (2) as a teacher at an approved law school,
 - (3) as an administrative law judge or comparable adjudicative official,
 - (4) as a judge of a court of tribal, general, or appellate jurisdiction, or

- (5) any combination of the above, in a state or territory or under the jurisdiction of the United States or the District of Columbia.
- c. If the member was in inactive status prior to being suspended, and the combined years of being inactive and suspended since the member was last in active status is more than three years, the member must meet the requirements in part b above in order to transfer to active status.
- d. If the applicant fails to meet the requirements of part b or c above, the applicant must take and pass the Washington Bar Examination to demonstrate continued professional competence.

Post 8/31/03 Alternative

1. ***Reinstatement of Members Suspended for Non-Payment of Membership Fees or Assessments After August 31, 2003.***

- a. A member who has been suspended for non-payment of membership fees or assessment may be reinstated by:
 - (1) filing an application in the form prescribed by the Board of Governors providing satisfactory proof that the member is of good moral character and that he or she has not been subject to discipline in Washington or elsewhere while suspended; and
 - (2) paying a sum equal to double the amount of all delinquent membership fees, not to exceed the equivalency of double the amount of three years' fees, plus the then current year's fees including the assessment for the Lawyers' Fund for Client Protection, if the member is reinstating to active status.
- b. A member who has been suspended for a total of 5 years or less in the preceding 10 years, may provide satisfactory evidence that he or she is current in the continuing legal education requirements of active members for the period that he or she was on suspended status.
- c. A member who was in inactive status prior to being suspended, and who has been inactive or suspended for a total of 5 years or less in the preceding 10 years, may provide satisfactory evidence that he or she is current in the continuing legal education requirements of active members for the period that he or she was on suspended status.
- d. A member who does not meet the requirements in part b or c above must take and pass the Washington Bar Examination to demonstrate continued professional competence.

- e. Notwithstanding the above, the Board of Governors may withhold reinstatement to membership where for any reason there are serious and substantial questions regarding the present professional competence or moral character of the member, and may refer the matter to the Character and Fitness Committee for investigation and hearing, or may require the inactive member to take and pass the Washington Bar Examination to demonstrate continued professional competence. The member shall be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Committee.

2. Reinstatement After Disbarment.

Applicants seeking reinstatement after disbarment must file a petition for reinstatement and otherwise comply with the requirements of Admission to Practice Rule 21.

3. Reinstatement After Resignation.

- a. Any former member who has resigned and who seeks reinstatement to membership must file a petition 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 reinstatement.
- b. At the time of filing the petition, the former member seeking reinstatement must pay the current year's membership fee, together with such amount as the Board of Governors may establish to defray the cost of processing the petition and the cost of investigation.
- c. The former member petitioning for reinstatement must establish that such person is morally, ethically and professionally qualified and possesses such character and fitness as are consistent with the standards of the profession. A petition for reinstatement shall be referred by the Executive Director to the Character and Fitness Committee for recommendation in the same manner and procedure as petitions for reinstatement after disbarment, as set out in Admission to Practice Rule 21, except as may otherwise be provided in these Bylaws.
- d. Persons who resign in lieu of disbarment may not be reinstated. Persons who were allowed to resign with discipline pending under former provisions of these bylaws prior to October 1, 2002 may be reinstated on such terms and conditions as the Board determines, provided that if the person resigned with and a prior petition for reinstatement has been denied, no petition will be filed or accepted for a period of 2 years after an adverse decision on the prior petition for reinstatement.

- e. If the petition is granted, the petitioner must take and pass the Washington Bar Examination.
- f. Upon successfully passing the bar examination, the Executive Director shall transmit a recommendation to the Court that the person be reinstated to membership.

III. NOMINATION AND ELECTION OF GOVERNORS

A. BOARD OF GOVERNORS MEMBERSHIP.

The Board of Governors shall consist of one member elected from each Congressional District except in the Seventh Congressional District where members shall be elected from three separate geographic regions identified by postal zip codes within the District and designated Eastern (98028, 98055, 98105, 98115, 98118, 98122, 98125, 98129, 98144, 98145, 98155, 98178, 98185), Central (98101, 98102, 98103, 98104, 98108, 98109, 98111, 98112, 98114, 98124, 98134, 98138, 98148, 98154, 98158, 98161, 98164, 98166, 98168, 98174, 98181, 98184, 98188, 98191) and Western (98013, 98070, 98106, 98107, 98116, 98117, 98119, 98121, 98126, 98133, 98136, 98146, 98160, 98177, 98190, 98195, 98199); and three members elected at-large pursuant to Section N of this Article. All references to the nomination and election of Governors set forth in this Article III shall be for the nomination and election of Governors from Congressional Districts, unless otherwise stated herein.

B. NOMINATIONS FOR GOVERNORS.

Any active member of the Bar, except a member previously elected to the Board of Governors, may be nominated for the office of Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such member resides.

C. FILING OF NOMINATIONS.

Nominations shall be filed in the office of the Bar not later than 5:00 p.m., on the 1st day of March of the year in which the election is to be held.

D. ELECTION.

Election of one Governor from each Congressional District and for the at-large positions shall be held every three (3) years as follows:

1. Third, Sixth, Eighth Congressional Districts and the Eastern region of the Seventh Congressional District and one At-Large Member – 1999 and every three years thereafter.
2. First, Fourth, Fifth Congressional Districts and the Western region of the Seventh Congressional District and one At-Large Member from

nominations made by the Young Lawyers Division Board of Trustees – 2000 and every three years thereafter.

3. Second and Ninth Congressional Districts and the Central region of the Seventh Congressional District and one At-Large Member – 2001 and every three years thereafter.

E. TERMS OF OFFICE.

Governors shall take office at the close of the next annual meeting of the Bar following such election, except that if the annual meeting occurs during a Board meeting, the term of office shall begin at the close of the Board meeting. Governors shall hold office for a term of three (3) years.

F. VACANCY.

Should any vacancy on the Board of Governors occur, the Board of Governors shall elect an eligible resident of the District or eligible member for an at-large position, and in the case of the Seventh District, an eligible resident of the region, where the vacancy occurred to serve as Governor until the next scheduled election for that Governor position. (For purposes of these bylaws, reference to residency shall apply to a Congressional District or in the Seventh Congressional District to a region within that district.) Election may be by a secret written ballot.

G. ELIGIBILITY TO VOTE.

All active members, as of April 1st of each year shall be eligible to vote in the Board of Governors' election for their district, subject to the election schedule shown in Subsection D 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 their agent within the State of Washington for the purpose of receiving service of process as required by APR 5(e), or, if specifically designated to the Executive Director, within the district of their primary Washington practice.

H. BALLOTS.

The Executive Director shall on April 15th of each election year, prepare ballots containing the names of all candidates for the office of Governor for each District in which an election is to be held, and shall mail a ballot to each member eligible to vote in said District, together with an envelope marked "Ballot" and an envelope addressed to the Bar. Should any member eligible to vote fail to receive a ballot or receive an improper ballot, the member may obtain the proper ballot by furnishing to the Executive Director proof of such member's eligibility to receive the same, and upon returning the improper ballot, if any.

I. VOTING.

Each 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 not later than 5:00 p.m. on May 15th of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, shall invalidate the ballot.

J. VOTING SYSTEM.

In an 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, those candidates with the same number of votes will engage in a run-off election. If a run-off election is necessary, the Board of Governors shall designate the date for mailing the ballots and the deadline date for the return thereof, which shall not be less than fourteen (14) nor more than twenty-one (21) days after the date of the mailing.

K. CHECKING AND CUSTODY OF BALLOTS.

On receipt of the ballots, the Executive Director shall, should the envelopes be satisfactorily identified and signed, deposit the same in receptacles segregated as to Districts. The receptacles shall remain in the custody of the Executive Director until the ballots shall be counted. Any ballots not enclosed in an envelope, satisfactorily identified and signed, shall not be counted.

L. COUNTING OF BALLOTS.

Ballots shall be counted in the office of the Bar, supervised by an election Board of not less than three (3) active members appointed by the President. No less than 2 members of the Election Board shall be present at any count. Any member of the Bar may be present at such count. Promptly upon conclusion of the count, the Election Board shall certify the results to the Executive Director, who shall publicly announce the election of the successful candidates and notify each candidate by mail of the result of the election.

M. RETAINING BALLOTS.

All ballots and identifying return envelopes shall be retained in the custody of the Executive Director. If no challenge to the ballot count has been made after ninety (90) days, the ballots and identifying return envelopes may be destroyed.

N. ELECTION OF AT-LARGE GOVERNORS.

Any active member of the Bar, except a member previously elected to the Board of Governors, may apply for the office of At-Large Governor, except as provided in this Section. Filing of applications shall be in accordance with Section C of this Article.

At the regularly scheduled June meeting of the Board of Governors following the regular election of Governors from Congressional Districts, or at a special meeting called for that purpose, the Board of Governors shall elect additional Governors from the active membership at-large. Election may be by a 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 Division Board of Trustees. Election may be by a secret written ballot. Except for the first election of a member nominated by the Young Lawyers Division Board of Trustees, the Trustees shall nominate two or more members who will be members of the Young Lawyers Division at the time of the election.

O. COMPUTATION OF TIME.

If any date specified in this Article is a Saturday, Sunday, or legal holiday, it shall refer to the next regular business day.

IV. OFFICERS OF THE BAR

A. OFFICERS.

The officers of the Bar shall consist of a President, President-elect, Immediate Past-President, Treasurer, and an Executive Director, who shall also serve as Secretary.

1. The President.

The President shall take office at the close of the annual meeting of the Bar except that if the annual meeting occurs during a Board meeting, the term of office shall begin at the close of the Board meeting. The President shall serve for a period of one year. The President may be removed from

office for good cause by an affirmative vote of the Board of Governors with not more than one dissenting vote of those members voting, excluding the President, who shall not vote. Good cause for removal shall mean incapacity to serve, or conduct or activities which bring discredit to the Bar. Upon removal, the Board of Governors shall elect the President-elect to fill the unexpired term of the removed President. If there is no President-elect, then the Board of Governors shall elect such other person as it may determine.

2. The President-elect.

In June of each year, the Board of Governors shall elect an active member of the Washington State Bar Association to serve as President-elect, to take office in September upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect. Election may be by a secret written ballot. The President-elect shall succeed the President unless removed from office for good cause by an affirmative vote of the Board of Governors with not more than one dissenting vote of those members voting, excluding the President-elect, who shall not vote. Good cause for removal shall mean incapacity to serve, or conduct or activities which bring discredit to the Bar. Upon removal, the Board of Governors shall elect a new President-elect to fill the unexpired term of the removed President-elect. The selection of the President-elect shall rotate each year based on primary place of business from within the following geographic areas and in the following order beginning in 1994:

- a. King County,
- b. that area east of the Cascade mountain range generally known as eastern Washington,
- c. King County, and
- d. that area west of the Cascade mountain range generally known as western Washington but outside of King County.

3. The Immediate Past President.

Provided he or she remains an active member of the Washington State Bar Association, the Immediate Past president may take office at the close of his or her term as President and serve for a period of one year or until the close of the term of the then-current President. The Immediate Past President may be removed from office for good cause by an affirmative vote of the Board of Governors. Good cause for removal shall mean incapacity to serve, or conduct or activities which bring discredit to the Bar. 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. The Treasurer.

The Treasurer shall be nominated by the President-elect and confirmed by the Board of Governors from among its members at the regular meeting held not less than one month prior to the annual meeting. The Treasurer shall take office at the close of the annual meeting of the Bar except that if the annual meeting occurs during a Board meeting, the term of office shall begin at the close of the Board meeting. The Treasurer shall serve for a period of one year.

5. The Executive Director.

The Executive Director shall be appointed by the Board of Governors and shall hold office at the will of the Board of Governors.

V. DUTIES OF OFFICERS

A. PRESIDENT.

The President shall be the chief policy-making officer and spokesman of the Bar, and shall preside at all meetings of the Board of Governors, and at the annual and any special meetings of the members of the Bar. The President shall further perform those duties, which usually devolve upon such officer. At all such meetings, the President may vote in the event of a tie.

B. PRESIDENT-ELECT.

In the event of the absence or inability of the President to act at any meeting of the Bar or of the Board of Governors, or in any other matters, the President-elect shall act in the President's place. The President-elect shall perform such other duties as may be assigned to the President-elect by the President or the Board of Governors. The President-elect shall not be 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 in the event of a tie.

C. IMMEDIATE PAST-PRESIDENT.

The Immediate Past President shall perform such duties as may be assigned by the President of the Board of Governors. The Immediate Past President shall not be a voting member of the Board of Governors.

D. TREASURER.

The Treasurer shall cause the books of accounts to be kept and to be audited annually. The Treasurer shall cause the auditor's report to be printed and made available to all active members. The Treasurer shall perform such other duties as are assigned by the President or the Board of Governors. The duties of the Treasurer may be performed by the Executive Director. In the event of the absence or inability of the President or President-elect to act at any meeting of the Bar or of the Board of Governors, or in any other matters, the Treasurer shall act in their place.

E. EXECUTIVE DIRECTOR.

The Executive Director shall have charge of the office and the activities of the Bar under the direction of the Board of Governors, with power to employ and compensate, within the limits of the budget, such professional, clerical, and secretarial help as may be necessary to carry out the functions and purposes of the Bar. The Executive Director shall perform such other duties as may be assigned by the Board of Governors.

F. BOARD OF GOVERNORS.

The Board of Governors shall be the governing body of the Bar which shall perform or supervise all of its executive functions.

G. POLITICAL ACTIVITY.

1. President, President-elect and Immediate Past President.

The President, President-elect and Immediate Past President, during such officer's term of office, shall not endorse or publicly support any candidate for political office. This restriction applies fully to prohibit:

- a. the use of the officer's name,
- b. the contribution of funds, or
- c. active participation or support to any degree.

Further, none of the President, President-elect or Immediate Past President, during such officer's term of office, shall take a side publicly on any issue being submitted to the voters, pending before the legislature or otherwise in the public domain except that such officer may do so when specifically authorized or instructed by the Board of Governors on a matter relating to the function or purposes of the Bar.

2. Board of Governors and Executive Director.

Members of the Board of Governors and Executive Director shall not endorse or publicly support any candidate for public elective office the prerequisites for which include being an attorney. This restriction applies fully to prohibit:

- a. the use of the Governor's or Executive Director's name,
- b. the contribution of funds, or
- c. active public support.

3. Letterhead.

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

VI. BOARD OF GOVERNORS AND APPROPRIATIONS

A. REGULAR MEETINGS.

Regular meetings of the Board shall be held at such times and location as the Board may designate.

B. SPECIAL MEETINGS.

Special meetings of the Board of Governors may be called by the President, the Executive Director, or upon the written request of five members of the Board of Governors. Special meetings may be held by telephone conference call.

C. 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 Governors, 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.

D. QUORUM.

At meetings of the Board of Governors, the presence of eight Governors, or seven Governors and the President, shall constitute a quorum for the transaction of any business of the Board, except that fewer than eight may adjourn from day to day.

E. REPRESENTATION OF THE BAR.

No committee or section, or member thereof, or member of the Board of Governors, or officer or employee of the Bar shall assume to represent the Bar, or

any committee or section 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 authorized to do so by the Board of Governors.

F. APPROPRIATIONS AND EXPENSES.

1. Appropriations of Bar funds and authorization for payment of expenses shall be made by the Board of Governors through the adoption of an annual budget or by special appropriation as required.
2. Requests for payment shall be in such form and supported by such documentation as the Board of Governors shall from time to time prescribe.
3. The financial obligation of the Bar to any division, committee or section shall be limited to the amount budgeted for it and shall cease upon payment of that amount unless the Board of Governors authorizes otherwise.
4. Any liability incurred by any division, committee or section, 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.
5. Any liability incurred by any division, committee or section, or by members thereof, not in accordance with the policies of the Board of Governors 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.

G. EXECUTIVE SESSION.

Board of Governors may meet in executive session at the discretion of the President, with no persons present except the President, President-elect, members of the Board, the Executive Director, and such others as the Board may authorize, when the matters under consideration or discussion involve discipline, litigation, personnel, client's security program claims, an individual character or fitness matter, or other topic where the preservation of confidentiality is desirable or where public discussion might result in the violation of individual rights or in unwarranted or unjustified private or personal harm, but in a manner consistent with Article VII, Section A, relating to open meetings. The President shall publicly announce the purpose for meeting in Executive Session.

H. ELECTIONS BY BOARD OF GOVERNORS.

Elections to the Board of Governors under Article III Section M, or President and President-elect elections under Article IV Sections A.1 and A.2, are conducted as follows:

1. Notice of election to the position shall be advertised in the Bar News and on the WSBA's Web site for at least 30 days before the election with a closing date for filing candidate applications.
2. At the close of the filing date, all candidate names will be posted publicly.
3. The Board of Governors may appoint a committee to recommend candidates to the Board from all who have applied for a position.
4. All recommended candidates, or others as determined at the discretion of the Board, will be interviewed in public session of the Board's meeting. Candidates shall not be present for each other's interviews.
5. Discussion of the candidates will be in public session but candidates will be asked not to be present.
6. Election of candidates will be conducted by secret written ballot.
7. 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.
8. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
9. Proxy votes are not allowed, however a governor who participated in the interview and discussion process may cast a vote telephonically via a confidential phone call with the Executive Director.
10. The elected candidate will be announced publicly. However, the vote count will not be announced and all ballots will be immediately sealed to both the Board and to the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

VII. MEETINGS OF THE BAR

A. OPEN MEETINGS.

1. 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 conducting the regular and special meetings of the Bar, its Board of Governors, and its divisions, committees, task forces, and sections in an open and public manner. 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.
2. 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 divisions, committees, task forces, or sections. "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 multimember board, division, committee, task force, or section or other body working under the authority of 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 decision, or an actual vote by a majority of the members of a governing body when sitting as a body or entity, upon a motion, proposal, resolution, or order.
3. All meetings shall be open and public and all persons shall be permitted to attend any meeting, except as otherwise provided in these bylaws. A meeting may be held by electronic means provided public notice of the meeting is posted on the WSBA website. The notice shall include contact information for any person to arrange access to the meeting or record thereof (as amended October 23, 1999).
 4. Any action taken at meetings failing to comply with the provisions of these bylaws shall be null and void.
 5. Minutes of all regular and special meetings shall be promptly recorded and shall be open to public inspection, except for executive sessions.
 6. This section shall not apply to matters regulated by the Rules for Enforcement of Lawyer Conduct, the Admission to Practice Rules, or Rules of Professional Conduct. It also shall not apply to meetings of the Committee of Law Examiners, the Character and Fitness Committee, the Judicial Recommendation Committee, or the Lawyers’ Assistance Program Committee. It also does not apply to matters governed by Article VI § G.
 7. 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.
 8. 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 unfeasible 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.

9. At any meeting required to be open to the public, no governing body shall vote by secret ballot, except as provided by these bylaws.
10. Each governing body shall provide the time for holding regular meetings by resolution, bylaws, or by whatever other rule is required for the conduct of business by the body. Unless otherwise provided, meetings need not be held within the boundaries of any particular territory. If at any time any regular meeting falls on a holiday, such regular meeting shall be held on the next business day. 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 meeting or a special meeting as these terms are used in this rule: PROVIDED, That they take no action as defined in this bylaw.
11. A governing body may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting the chairperson of the governing body may declare the meeting adjourned to a stated time and place. He or she shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings by resolution, bylaw, or other rule. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meeting by resolution, bylaw, or other rule.
12. Any hearing being held, noticed, or ordered to be held by a governing body at any meeting may by order or notice of continuance be continued or re-continued to any subsequent meeting of the committee in the same manner and to the same extent set forth in Section A (11) for the adjournment of meetings.
13. Any person may petition the Board of Governors for the purpose of stopping violations or preventing threatened violations of these Bylaws by Bar or committee members.

B. ANNUAL MEETING.

The time and place for the annual meeting of the Bar shall be at any place within or without the State of Washington determined by the Board of Governors.

C. NOTICE AND PROGRAM.

1. Notice of the annual meeting including the time and place for such meeting shall be provided to the members at least forty-five (45) days prior to such meeting.
2. At the annual meeting, the President shall present the President's report covering the principal activities of the Bar since the preceding annual meeting.

D. SPECIAL MEETINGS.

Special meetings of the Bar may be called as follows:

1. By the President, on a vote of the Board of Governors, or
2. By the Executive Director, on written request of five percent (5%) of active members stating the purpose of the special meeting and, if any resolution is proposed for adoption at the meeting, setting forth the full text of any resolution and explanatory report in compliance with Section F.1.
3. As may be directed by the President under Section D.1, or within twenty (20) days after receipt of a valid request under Section D.2, the Executive Director shall give notice of the special meeting as provided in Section E. A special meeting may consider only such matters as are set forth in the notice of the meeting.

E. NOTICE OF SPECIAL MEETING.

Subject to the requirements of Section F, the Executive Director shall cause notice of a special meeting to be mailed to the active members not less than twenty (20) days prior to the meeting. The notice shall state generally the matters to be considered at the special meeting, shall include the full text of any proposed resolution and explanatory report, and shall set forth the time and place of the meeting and of any Resolutions Committee hearing.

F. RESOLUTIONS.

1. Any ten (10) active members may present to the Board of Governors at least ninety (90) days before the annual meeting any written resolution to be considered by the members at the annual meeting. Any resolution presented under this Section or under Section E shall be accompanied by a written report explaining the resolution which resolution and report together shall not exceed a one thousand (1,000) words.
2. If the Board of Governors finds that the resolution presented is within the purposes of the Bar as set forth in Article I of these Bylaws it shall refer the resolution to a Resolutions Committee appointed by the Board. If the Board of Governors finds the resolution presented is not within such purposes, the resolution shall not be considered at any meeting. If there is

no other business for a special meeting, then such meeting shall not be held.

3. Prior to each annual meeting, notice of the purpose, function, and personnel of the Resolutions Committee, the full text of any proper resolution and explanatory report received by the Board of Governors at least ninety (90) days prior to the annual meeting, and a solicitation of written responses and comments on such resolutions, shall be published in the same edition of the *Washington State Bar News*.
4. Not more than eleven (11) nor less than seven (7) days prior to the annual meeting, and not more than five (5) days nor less than one (1) day prior to any special meeting, the Resolutions Committee shall hold a public hearing on any resolution which has been referred to it by the Board of Governors. At the hearing, the proponents and opponents of any resolution shall be given a reasonable opportunity to be heard. The Resolutions Committee may also hold a public hearing at the site of the annual or special meeting if deemed desirable or necessary by the Committee. At the conclusion of such public hearing or hearings, the Resolutions Committee shall recommend approval, rejection, or amendment of any resolution.
5. The Resolutions Committee shall make available at each annual or special meeting copies of all resolutions on which it has acted and shall there report upon each such resolution, giving its recommendations, including any proposed amendment. The chairperson of the Resolutions Committee, or any other lawyer who supports the resolution, may move the adoption of each resolution which may include any amendment recommended by the Resolutions Committee.
6. Each resolution shall be open to debate and a vote taken thereon. At the next meeting of the Board following the annual or special meeting, the Board may take such action on each resolution as it deems appropriate in accordance with Article VII, Section L.

G. ORDER OF BUSINESS.

The order of business shall be determined by the President or other Chairperson of the meeting.

H. PARLIAMENTARY RULES AND DEBATE RULES.

1. Proceedings at a special or annual meeting of the Bar shall be governed by Robert's Rules of Order. The President may appoint a Parliamentarian to advise him or her on parliamentary matters during the meeting.
2. Debate Rules:

- a. When a member desires to speak, such member shall rise and address the presiding officer. On being recognized, the member shall state such member's name and residence.
- b. No member shall speak more than once on the same subject, and for not more than five (5) minutes, unless permitted by the presiding officer; provided that the member who made the motion under discussion shall have the right to close the debate upon it for a period not to exceed five (5) minutes.
- c. When a minority report has been filed in connection with a Resolutions Committee report, one representative of the minority, selected by the minority for that purpose, shall have the privileges of the floor, to speak on the question for not more than five (5) minutes.
- d. Only members may participate in any debate at the annual or special meeting unless on motion of a member and the unanimous vote of the meeting.
- e. At the request of the presiding officer, any resolution or motion shall be reduced to writing. Such a resolution or motion shall be read before it may be debated.
- f. The approval of any reports at the annual or special meeting shall be governed by Article VII, Section L of the Bylaws.

I. MEMBERSHIP VOTING BY REFERRAL OR REFERENDUM.

1. The Board of Governors may refer any proposal to a vote of the active members, in accordance with the procedures described in Section J below.
2. A petition for a referendum may be filed with the Board of Governors to modify or reverse a decision of the Board of Governors or to adopt resolutions on any subject on which resolutions have been presented at the annual or special meeting, including amendments to the Bylaws. The petition must be signed by five percent (5%) of the active members at the time the petition is filed, and must be filed within ninety (90) days of the action which is the subject of the referendum. Whenever such a petition has been filed, the Board of Governors shall refer any petition to a vote of the active members, in accordance with the procedures described in Section J below.

J. REFERENDUM VOTING PROCEDURES.

1. Whenever the Board of Governors refers any question to a vote of the active members, or is required to conduct a referendum, the Board shall prepare a ballot designating the subject matter on which the vote is to be taken. The proponents and opponents of the subject matter may each submit, for inclusion in the ballot mailing, an explanatory statement not to

exceed 750 words and a responsive statement not to exceed 250 words. The Board shall designate the date for mailing the ballot and the deadline date for the return thereof, which shall not be less than twenty-one (21) nor more than thirty (30) days after the date of the mailing. The Board may delegate the supervision of the referral or referendum, including the preparation of the ballot and the designation of dates, to a committee consisting of not less than three (3) members of the Board of Governors appointed by the President.

2. All active members who are on the records of the Bar ten (10) days prior to the date on which the ballots are mailed shall be eligible to vote on the referendum.
3. The Executive Director shall cause a ballot to be mailed to each member eligible to vote, together with an envelope marked "Ballot" and an envelope addressed to the Bar. Should any member eligible to vote fail to receive a ballot, or receive an improper ballot, the member may obtain the proper ballot by furnishing to the Executive Director proof of such member's eligibility to receive the same, and upon returning the improper ballot, if any.
4. Each 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 not later than 5:00 p.m. on the deadline date for voting as determined by the Board of Governors.
5. On receipt of the ballots, the Executive Director shall retain them in the Executive Director's custody until the ballots are counted. Should any ballot envelope not be satisfactorily identified and signed, the same shall, if possible, be returned to the sender for further identification or signature. Any ballots not enclosed in an envelope, satisfactorily identified, and signed shall not be counted.
6. Ballots shall be counted in the office of the Bar, supervised by a Referendum Board of not less than three (3) active members appointed by the President. No less than two (2) members of such Referendum Board shall be present at any count. Any member of the Bar may be present at such count.
7. Promptly upon conclusion of the count, the Referendum Board shall certify the results to the Executive Director, who shall notify the Board of Governors and publicly announce the results of the referendum.
8. All ballots, identifying return envelopes and the referendum mailing list shall be retained in the custody of the Executive Director. If no challenge to the ballot count has been made after ninety (90) days, the ballots, identifying return envelopes, and the referendum mailing list may be destroyed.

K. EFFECTS OF REFERENDUM.

The result of said referendum shall be effective and binding as to the specific resolution, proposal, rule, amendment or Board decision for a period of two (2) years from the date of the counting of the referendum ballots.

L. FINAL ACTION OF THE BAR.

Except for a referral or referendum as provided in the above Sections I, J, and K, no report, recommendation or other action taken at any annual or special meeting shall be considered as the final action of the Bar, unless and until it shall have been approved or authorized by the Board of Governors. Any printed material containing any report, recommendation or proposal does not represent the view or action of the Bar, unless the Board of Governors shall have taken approving action with respect thereto.

VIII. COMMITTEES

A. DIVISION OF WORK.

The work of the Bar shall be accomplished by the Board of Governors, the staff, the Officers, sections, appropriate committees, divisions and task forces. 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 standing and special committees.

B. CLASSIFICATION OF COMMITTEES.

The committees of the Bar shall be classified as:

1. Standing Committees authorized by the Board of Governors to investigate and study matters relating to the general purposes and business of the Bar which are of a continuous and recurring character.
2. Special Committees and Task Forces authorized by the Board of Governors to investigate and study matters relating to specific purposes and business of the Bar which are of an immediate or non-recurring character.

C. APPOINTMENT.

Unless otherwise stated in the provision authorizing a committee, appointment of members to serve on each committee of the Bar shall be made by the Board of Governors. The Chairperson of each committee shall be designated annually by the Board of Governors. In the event of the resignation, death or removal of the Chairperson or any member of a committee, the Board of Governors may appoint a successor to serve for the unexpired term.

D. TERMS OF MEMBERSHIP.

1. Appointments to committees shall be for a one-year term unless the Board of Governors determines otherwise. A member's service on any committee shall be limited to three consecutive one-year terms, subject to individual exceptions for cause as approved by the Board of Governors.
2. Special Committees: Each special committee shall consist of a chairperson and six (6) members, unless a different number is designated by the Board of Governors. Each member shall serve until the work of the committee has been concluded or until such member's successor is appointed.
3. Termination of Committees: The Board of Governors may terminate any standing or special committee whenever in its opinion such committee is no longer necessary.

E. MEETINGS.

Meetings of each committee shall be held upon call of its Chairperson.

F. DESIGNATION OF STANDING COMMITTEES.

The Number, size and function of each standing committee shall be determined from time to time by the Board of Governors. A list of the current committees and their functions shall be maintained by the Executive Director.

G. GENERAL DUTIES.

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.

H. COOPERATION WITH OTHER COMMITTEES.

Each committee shall cooperate with other committees and sections of the Bar and with like committees and sections of local bar associations and the American Bar Association.

I. COMMITTEE REPORTS.

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

J. BUDGET.

Each committee 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 as generally set forth in Article VI, Section F.

K. MINUTES.

Each committee shall prepare and distribute minutes of each meeting to members of the committee and to the Executive Director as soon as is reasonably possible after a meeting. Committee minutes shall contain a report of those present, those absent with excuse and those absent without excuse.

L. REMOVAL FOR NON-ATTENDANCE.

Any member who fails to attend two consecutive regularly called meetings of the committee may be removed from the committee by the Board of Governors, in the absence of an excuse approved by the Chairperson of the committee. A member of a committee or a Chairperson may be removed by the Board of Governors for cause, provided that a member or Chairperson so removed and feeling aggrieved shall be entitled to a hearing before the Board of Governors. As a general principle, a member of a committee or the Chairperson of a committee serves at the pleasure of the Board and neither malfeasance nor misfeasance is required for removal.

IX. SECTIONS

A. DESIGNATION AND CONTINUATION.

There shall be sections for carrying 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. A section once established shall continue until discontinued as provided in these Bylaws, in the section bylaws or as determined by the Board of Governors.

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 OR COMBINING SECTIONS.

The Board of Governors shall consider the establishment of a new section on its own motion or on a petition and report endorsed by at least fifty (50) members of the Bar, or as a result of a report of a committee. The report shall show substantial compliance with the following requirements:

1. At least six (6) months prior to the meeting at which action upon the proposal is contemplated the proponents thereof shall have filed with the Executive Director a statement setting 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, standing committee or special

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 (2) 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 combine any sections upon its own motion or upon the petition of the governing boards of each petitioning section. The petition shall be accompanied by proposed amended and restated bylaws of the combined section.

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 as generally set forth in Article VI, Section F.

E. 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.
- 2. If provided for in the Section bylaws, any lawyer specially admitted to the Bar as an Emeritus member (APR 8(e)), or a Foreign House Counsel (APR 8(f)), may be a voting member of sections and eligible for election to office in the section.
- 3. Sections may adopt bylaw provisions authorizing nonvoting members. Law Students may be nonvoting Section members at a standard annual dues fee set by the Board of Governors.

X. *YOUNG LAWYERS DIVISION*

A. PURPOSE.

There shall be a Young Lawyers Division within the Bar for the purposes of stimulating the interest and participation of young lawyers and other newly admitted lawyers in the activities of the Bar; developing and conducting programs of interest and value to young lawyers and the public; improving the legal systems of the State of Washington; and working to improve and maintain the quality of the legal profession.

B. MEMBERSHIP.

Active members of the Bar shall be members of this Division until the last day of December of the year in which the member attains the age of thirty-six (36) years or until the last day of December of the fifth (5th) year after the year in which such member was admitted to practice in any state, whichever shall last occur.

C. BYLAWS.

The Division shall have bylaws which are not inconsistent with the State Bar Act, the Bylaws of the Bar and the policies of the Board of Governors. Division bylaws or amendments thereto shall become effective only when approved by the Board of Governors.

D. BUDGET.

The Division shall submit an annual budget request to the Board of Governors encompassing proposed activities and expenses of the Division for the Bar's fiscal year. The Division shall confine its expenditures to the budget and appropriation as approved by the Board of Governors as generally set forth in Article VI, Section F.

XI. HEADQUARTERS

The office of the Bar shall be maintained in the City of Seattle.

XII. FILING PAPERS WITH THE BAR

Whenever in these Bylaws there is a requirement that petitions, notices or other documents be filed with the Bar, or served upon the Board of Governors, the same must be filed at the office of the Bar.

XIII. RECORDS DISCLOSURE AND 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 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. This records disclosure and preservation section of the Bar's bylaws shall be liberally construed and its exemptions narrowly construed to promote this policy.

B. The Bar, in accordance with published rules, shall make available for public inspection and copying all public records, unless the record falls within the specific exemptions of subsection B.6 or subsection B.9 of this Article. To the

extent required to prevent an unreasonable invasion of personal privacy interests protected by subsection B.9 of this Article, the Bar shall delete identifying details in a manner consistent with those rules when it makes available or publishes any public 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 public inspection and copying a statement of the actual per page cost or other costs, if any, that it charges for providing photocopies of public records and a statement of the factors and manner used to determine the actual per page cost or other costs, if any.
 - a. In determining the actual per page cost for providing photocopies of public records, the Bar may include all costs directly incident to copying such public records including the actual cost of the paper and the per page cost for use of Bar copying equipment. In determining other actual costs for providing photocopies of public records, the Bar may include all costs directly incident to shipping such public records, including the cost of postage or delivery charges and the cost of any container or envelope used.
 - b. The Bar need not calculate the actual per page cost or other costs it charges for providing photocopies of public records if to do so would be unduly burdensome, but in that event: The Bar may not charge in excess of fifteen cents per page for photocopies of public records or for the use of agency equipment to photocopy public records and the actual postage or delivery charge and the cost of any container or envelope used to mail the public records to the requestor.
2. No fee shall be charged for the inspection of public records. No fee shall be charged for locating public documents and making them available for copying. In no event may the Bar charge a per page cost greater than an actual per page cost established by the Bar.
3. Bar records shall be available for inspection and copying, and the Bar shall, upon request for identifiable public records, make them promptly available to any person. 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 public records unless exempted by provisions of this section or other rules.
4. Bar records shall be available for inspection and copying during the customary office hours of the Bar: PROVIDED, That if the Bar office

housing a requested record does not have customary office hours of a least thirty hours per week, the public records shall be available from nine o'clock a.m. to noon and from one o'clock p.m. to four o'clock p.m. Monday through Friday, excluding legal holidays, unless the person making the request and the Bar or its representative agree on a different time.

5. The Bar shall adopt reasonable procedures allowing for the time, resource, and personnel constraints of the organization, consonant with the intent of this section to provide full public access to the Bar's public records, to protect those records from damage or disorganization, and to prevent excessive interference with other essential functions of the Bar. Such rules and regulations shall provide for the fullest assistance to inquirers and the most timely possible action on requests for information. Nothing in this section shall relieve the Bar from honoring requests received by mail for copies of identifiable public records. If a public record request is made at a time when such record exists but is scheduled for destruction in the near future, the Bar shall retain possession of the record, and may not destroy or erase the record until the request is resolved.
6. a. The following are exempt from public inspection and copying:
 - (1) 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.
 - (2) Specific intelligence information and specific investigative records compiled by investigations regarding the discipline or potential discipline of Bar members, the nondisclosure of which is essential to effective law enforcement or for the protection of any person's right to privacy.
 - (3) Information revealing the identity of persons who have assisted a Bar investigation or filed complaints with the Bar, if disclosure would endanger any person's life, physical safety, or property. If at the time a grievance is filed the grievant or witness indicates a desire for disclosure or nondisclosure, such desire shall govern.
 - (4) Test questions, scoring keys, and other examination data used by the Bar to administer a license, employment, or academic examination.
 - (5) 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.

- (6) 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.
- (7) Preliminary drafts, notes, recommendations, and intra-Bar memorandums in which opinions are expressed or policies formulated or recommended except that a specific record shall not be exempt when publicly cited by the Bar in connection with any of its actions.
- (8) Records which are relevant to a controversy to which the Bar is a party but which records would not be available to another party under the rules of pretrial discovery for causes pending in the superior courts.
- (9) Applications for employment with the Bar, including the names of applicants, resumes, and other related materials submitted with respect to an applicant.
- (10) The residential addresses and residential telephone numbers of Bar employees or volunteers which are held by the agency in personnel records, employment or volunteer rosters, or mailing lists of employees or volunteers.
- (11) Information that identifies a person who, while a Bar employee:
 - (a) 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
 - (b) requests his or her identity or any identifying information not be disclosed.
- (12) Membership information; however, 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,
- (13) Applications for admission to the Bar and related records,
- (14) Names of current bar examiners,
- (15) Proceedings and records of the Committee of Law Examiners,

- (16) 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,
 - (17) Proceedings and records of the Judicial Recommendation Committee,
 - (18) Client-related information involving the Lawyers' Fund for Client Protection,
 - (19) Records and proceedings of the Fee Arbitration Program,
 - (20) Records and proceedings of the Mediation Program,
 - (21) Records and proceedings of the Hearing Officer Selection Panel, except as made public by the Panel;
 - (22) Personnel records of Bar employees, except for information relating to compensation for job classifications, and
 - (23) Any other records made confidential by statute, court rule, or court order.
- b. The exemptions of subsection B.6.a are inapplicable to the extent that information, the disclosure of which would violate personal privacy or falls with an exemption, can be deleted from the specific records sought. No exemption may be construed to permit the nondisclosure of statistical information not descriptive of any readily identifiable person or persons.
 - c. Nothing in this section shall affect a positive duty of the Bar to disclose or a positive duty to withhold information which duty to disclose or withhold is mandated by law or court order.
7. Responses to requests for public records shall be made promptly by the Bar. Within five business days of receiving a public record request, the Bar must respond by either (1) providing the record; (2) acknowledging that the Bar has received the request and providing a reasonable estimate of the time the Bar will require in responding to the request; or (3) denying the public record request. Additional time required to respond to a request may be based upon the need to clarify the intent of the request, to locate and assemble the information requested, to notify third persons or agencies affected by the request, or to determine whether any of the information requested is exempt and that a denial should be made as to all or part of the request. In acknowledging receipt of a public record 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. The Bar shall establish mechanisms for the most prompt possible review of decisions denying inspection, and such review shall be deemed completed at the end of the

second business day following the denial of inspection and shall constitute final Bar action for the purposes of any later reviews of such decision.

8. Whenever the Executive Director concludes that a public record is exempt from disclosure and denies a person opportunity to inspect or copy a public 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.
9. 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, and 2) is not of legitimate concern to the public.
10. Nothing in this section shall be construed to require publication in the Washington Administrative Code or the maintenance of indexes of records (amended 12/5/98).

XIV. INDEMNIFICATION

A. MANDATORY INDEMNIFICATION.

1. The Washington State Bar Association shall indemnify any person who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the Washington State Bar Association), because he or she is or was an officer of the Bar; a member of the Board of Governors; an elected or appointed official of a Section or Division; a member of a committee of the Bar; a person exonerated from liability pursuant to Rule 2.12 of the Rules for Enforcement of Lawyer Conduct or Rule 16(e) of the Admission to Practice Rules or granted immunity pursuant to Rule 1(c) of the Admission to Practice Rules; a member of or an arbitrator appointed by the Fee Arbitration Board; a member of the Lawyers' Fund for Client Protection Committee; or an employee of the Bar under the following circumstances:
 - a. where he or she has been successful on the merits or otherwise in defense of any such action, suit or proceeding, and
 - b. where he or she has settled the action or been unsuccessful on the merits and neither the Board of Governors nor an appropriate court has determined that the expenses have resulted from fraud, corruption, actual malice, or intentional wrongdoing on the part of the person claiming indemnification.
2. The indemnification under this section shall cover expenses (including attorneys' fees) actually and necessarily incurred by such person in connection with the defense and/or good faith settlement of such action, suit or proceeding.

3. Any indemnification under paragraph (a) of this Section shall be made by the Washington State Bar Association only as authorized in the specific case by the Board of Governors upon its determination that indemnification is appropriate. 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. ADVANCING EXPENSES.

When an action covered by Section 1 above is pending or threatened, the Washington State Bar Association shall advance expenses (including reasonable attorneys' fees) incurred by a person eligible for indemnification, upon (a) such terms and conditions as the Board of Governors deems appropriate and (b) receipt of a written undertaking by such person to repay such advances if it shall ultimately be determined that he or she is not entitled to be indemnified by the Bar as authorized under this Article.

C. NON-EXCLUSIVITY OF INDEMNIFICATION.

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 any bylaw, agreement, vote of the Board of Governors or members of the Bar, or otherwise.

XV. 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.

XVI. AMENDMENTS

The Bylaws may be amended by majority vote of the Board of Governors at any regular meeting of the Board or at any special meeting called for that purpose.