

RESTATED BY-LAWS
ANTITRUST, CONSUMER PROTECTION, AND UNFAIR BUSINESS PRACTICES
SECTION
of the
WASHINGTON STATE BAR ASSOCIATION

As last amended and approved by the WSBA Board of Governors on July 23, 2010. Prior amendments to the Section Bylaws were approved by the WSBA Board of Governors on June 25, 1999.

ARTICLE I - NAME

1.1 The name of this Section shall be Antitrust, Consumer Protection, and Unfair Business Practices.

ARTICLE II - PURPOSE

2.1 The purpose of this Section shall be to provide a forum for members of the Washington State Bar Association to exchange information and ideas, and to develop and conduct educational programs, regarding public and private aspects of trade regulation law, including antitrust, consumer protection, and unfair business practices.

ARTICLE III - MEMBERSHIP

3.1 Active members in good standing of the Washington State Bar Association may be enrolled as Section Members upon request and payment of annual Section dues. Members enrolled as provided in this paragraph shall constitute the voting membership of the Section.

3.2 Other persons may participate in Section activities as Subscribers upon request and payment of annual Section dues. In accordance with the bylaws of the Washington State Bar Association, law students may be enrolled as subscriber members of the Section. Subscribers shall not have voting privileges.

ARTICLE IV - DUES

4.1 The Executive Committee, subject to the approval of the Board of Governors of the Washington State Bar Association, shall establish the amount of the Section dues which shall be payable annually and in advance. Any person who shall fail to pay the annual dues when due shall cease to be a Member or Subscriber of the Section.

ARTICLE V - EDUCATION

5.1 The Section annually shall sponsor at least one Continuing Legal Education program, and periodically shall publish a Section Newsletter, for the benefit of Section Members, Subscribers, other members of the Bar and the public, covering topics relevant to the Section's purposes.

ARTICLE VI - MEMBERSHIP MEETINGS

6.1 Business Meetings. The Section shall hold a business meeting at least once each fiscal year at a time and place to be determined by the Executive Committee. The business meeting may be held in conjunction with a Section-sponsored CLE program.

6.2 Special Meetings. The Section may hold special meetings at such times and places as are determined by the Executive Committee.

6.3 Quorum. The Members of the Section present at any regular or special meeting shall constitute a quorum for the transaction of business.

6.4 Action. Subject to the powers which have been delegated to the Executive Committee as provided below, the Section shall act through a majority vote of the Members present at a meeting. Voting by proxy shall not be allowed.

6.5 Notice. No membership meeting shall be official unless written notice thereof has been mailed to the membership at least seven (7) days prior to the meeting. Such notice may be mailed directly to the members, included in the text of a newsletter published by the Section, or combined with notice of a CLE seminar at which the meeting will be conducted.

ARTICLE VII - PRINCIPAL OFFICE

7.1 The principal office of the Section shall be maintained in the offices of the Washington State Bar Association.

ARTICLE VIII - FISCAL YEAR

8.1 The fiscal year of the Section shall coincide with that of the Washington State Bar Association.

ARTICLE IX - EXECUTIVE COMMITTEE

9.1 Powers and Duties. The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section in the interim between meetings of the Members of the Section, and shall perform duties assigned to it by the Board of Governors.

9.2 Composition. The Executive Committee shall be composed of twelve (12) Members of the Section.

9.3 Elections and Vacancies. The members of the Executive Committee shall be elected by the Members at the annual meeting of the Section on the recommendation of the Nominating Committee. Nominations may be made from the floor. Contested positions will be decided by vote, with cumulative voting not allowed. The Executive Committee shall have authority to appoint Members to fill Executive Committee vacancies.

9.4 Term. Executive Committee members shall serve staggered three-year terms. An Executive Committee member shall remain in office until the member's successor has been elected or appointed to the position.

9.5 Meetings. The Executive Committee shall hold at least four (4) meetings per fiscal year, at such times and places as may be designated by the Chair or by a majority of the Executive Committee. Section Members and Subscribers shall be entitled to attend Executive Committee Meetings.

9.6 Quorum. The members of the Executive Committee present at any scheduled meeting shall constitute a quorum for the transaction of business.

9.7 Action. The Executive Committee shall act through a majority vote of the Executive Committee members present at a meeting. Meetings are not essential to action by the Executive Committee, provided approval of the action is obtained in written or electronic form from a majority of the Executive Committee members.

9.8 Notice. No Executive Committee meeting shall be official unless notice thereof has been given to the Executive Committee members at least seven (7) days prior to the meeting. Notice may be given by delivered or mailed document, electronic transmission, or telephone.

ARTICLE X - COMMITTEES

10.1 Continuing Legal Education Committee. The Section shall have a permanent Continuing Legal Education Committee which shall be charged with the duty of organizing and conducting the Section's annual Continuing Legal Education program.

10.2 Newsletter Committee. The Section shall have a permanent Newsletter Committee which shall be charged with the duty of publishing an educational newsletter on a periodic basis.

10.3 Nominating Committee. The Section shall have a permanent Nominating Committee which shall be charged with the duties of recommending to the Executive Committee a slate of officers, and of recommending to the Section Members a slate of Executive Committee members to fill expiring terms, for each fiscal year. The Nominating Committee shall consist of the Chair, the immediate past Chair, and an at-large member selected by the Chair from the Section Members.

10.4 Other Committees. The Executive Committee shall have the power to create such other temporary and permanent committees as may be necessary to conduct the business of the Section. The Executive Committee shall establish the purpose, size and duration for each other committee, and the duration of the terms for members of the committees.

10.5 Composition. The Chair, subject to the approval of the Executive Committee, shall select the chair and members for each committee. Committee members shall be selected from Section Members and Subscribers.

ARTICLE XI - OFFICERS

11.1 Officers. The Section officers shall be a Chair, a Chair Elect, a Secretary, and a Treasurer. The positions of Secretary and Treasurer may be held by the same person. The Executive Committee shall select the officers from the members of the Executive Committee on the recommendation of the Nominating Committee.

11.2 Removal. The Executive Committee by vote of a majority of the Executive Committee members may remove any person from office.

11.3 Chair. The Chair shall be the chief executive officer of the Section and, subject to the Executive Committee's control, shall supervise and control all of the affairs of the Section. The Chair shall preside at all meetings of the Section and of the Executive Committee.

11.4 Chair Elect. The Chair Elect shall perform the duties of the Chair during the absence or incapacity of the Chair, together with such duties as from time to time may be assigned by the Chair or by the Executive Committee. The Chair Elect shall succeed to the office of Chair in the following fiscal year.

11.5 Secretary. The Secretary shall be the custodian of all books, papers, documents and other property of the Section. It shall be the duty of the Secretary to maintain minutes of the proceedings of all meetings of the Section and of all meetings of the Executive Committee.

11.6 Treasurer. The Treasurer shall endeavor to confirm that the Washington State Bar Association is maintaining accurate and complete records of the financial condition of the Section, and shall report on the Section's budget and financial condition at each Section and Executive Committee meeting. The Treasurer shall be responsible for preparation of the Section's annual fiscal year budget for the Executive Committee's review and approval.

11.7 Term. The term for each office shall be one year, and shall be coextensive with the Section's fiscal year. An officer shall continue in office until a successor is elected or appointed.

ARTICLE XII - AMENDMENTS

12.1 These By-Laws may be amended at a Section annual meeting, or at a Section special meeting called for that purpose, by a majority vote of the Section Members present. No amendment to these By-Laws shall become effective until approved by the board of Governors of the Washington State Bar Association.

Original bylaws first adopted on the ___day of _____, ____.

First amendments to the Section Bylaws were approved by the membership of the WSBA Antitrust, Consumer Protection, and Unfair Business Practices Section at a special membership meeting of the Section on June 4, 1999. The WSBA Board of Governors approved the name change and bylaw changes (except the second sentence of bylaw 9.7) at their June 25, 1999 meeting.

John C. Guadnola
Chairman

Secretary

Second amendment to the Section Bylaws approved by the WSBA Board of Governors on July 23, 2010; in accordance with the WSBA Bylaws, the approved amendment is specific to Article III. Membership, stating that law students may join the Section as non-voting subscriber members.