

WASHINGTON STATE BAR ASSOCIATION

CONSTRUCTION LAW SECTION

BYLAWS

ARTICLE I. NAME, JURISDICTION AND PURPOSE

Section 1

This Section shall be known as the Construction Law Section.

Section 2

The jurisdiction of the Section shall extend to the field of public and private procurement and construction matters, with emphasis upon laws, regulations, and administrative and court decisions affecting the same.

The purposes of this Section are to promote the education of WSBA members in laws, regulations, and administrative and court decisions affecting such procurement and construction, the sound development of relevant laws and regulations, to cooperate in that endeavor with the American Bar Association and its sections and to promote the objects of the Washington State Bar Association (WSBA).

ARTICLE II. MEMBERSHIP AND DUES

Section 1

Each voting member of this Section shall be an active member in good standing of the WSBA.

Section 2

Each member of this Section shall pay to the WSBA annual dues in an amount to be determined by the Council and approved by WSBA. Any member of the WSBA shall, upon request and payment of WSBA and Section dues for the current year, be enrolled as a member of this Section. Thereafter, such dues shall be paid as provided by WSBA..

Section 2

Non-voting members.

- (a) In accordance with the WSBA bylaws, law students may be enrolled as non-voting members of the Section. The Section membership dues for law students shall be set at a standard amount annually determined by the Board of Governors. As non-voting members, law students may not hold a Section office or be a member of the Council.
- (b) Attorneys who are not active members of the Bar may be enrolled as a non-voting member of the Section. The Section membership dues for such non-active attorneys shall be the same as that established for voting members. As non-voting members, non-active attorneys may not hold a Section office or be elected to the Council

ARTICLE III. OFFICERS AND COUNCIL

Section 1.

The officers of this Section shall be a Chair, a Chair-Elect, a Vice Chair, a Treasurer, and a Secretary.

Section 2

There shall be a governing Council, which shall consist of the officers plus nine other Members and the two immediate past Chairs, all as voting members. Other past Chairs of the Section shall be honorary members of the Council. As such, they shall be given notice of and have the right to attend all meetings of the Council, and to participate in the discussions, but shall not have any voting right at any such meeting.

Section 3

- (a) Council Members and Officers shall be selected from the eligible membership of the Section.
- (b) The Term for Officers shall be one year and for Council Members shall be three years.
- (c) Eligible Section Members may be elected for up to two consecutive three year terms as Council Members. No Section Member who has been elected to serve for a second consecutive term of three years as a Council Member shall be eligible for election to a third consecutive three year term. The terms for the officers, Chair, Chair-Elect, Vice Chair, Treasurer, and Secretary, are exclusive of the above limits. If the term of the Chair-Elect or the

Vice-Chair is scheduled to expire, he/she shall remain a Council Member until his/her service as Chair is concluded.

Section 4

The membership of the Section shall be divided into regions of the number, size, and composition as may be established from time to time by the Council.

ARTICLE IV. DUTIES AND POWERS OF OFFICERS

Section 1

The Chair shall preside at all meetings of the Section and of the Council and shall formulate a report of the work of the Section for the then closing year and submit it to WSBA. The Chair shall plan and superintend the program and performance of all activities of the Section, subject to the directions and approval of the Council. The Chair shall keep the Council duly informed of such activities and shall carry out its decisions. The Chair shall, in addition, perform such other duties and acts as usually pertain to the office or as may be designated by the Council.

Section 2

The Chair-Elect shall, in consultation with the Chair, appoint the chairs and members of all Committees of the Section who are to hold office during the Chair-Elect's term as Chair. All such appointments shall be made prior to the end of the year preceding the year in which the Chair-Elect is to serve as Chair. The Chair-Elect shall aid the Chair in the performance of his/her responsibilities in such manner and to such extent as the Chair may request and shall perform such further duties and have such further powers as usually pertain to the office or as may be designated by the Council or by the Chair. In case of the death, resignation or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or during his/her disability, as the case may be.

Section 3

The Vice Chair shall consult with and assist the Chair and the Chair-Elect in the discharge of their duties as set forth above. The Vice Chair shall perform such special assignments and duties and have such further powers as may be designated or conferred upon him/her by the Council or the Chair. In the case of the death, resignation or disability of the Chair-Elect, the Vice Chair shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or during his/her disability, as the case may be.

Section 4

The Secretary shall consult with and assist the officers of the Section in the work of the Section. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section and shall perform such further duties and have such further powers as may be designated by the Chair or the Council. In case of death, resignation or disability of the Chair and Chair-Elect, and Vice Chair, the Secretary shall perform the duties of the Chair for the remainder of the Chair's or Chair-Elect's term or during his/her disability, as the case may be.

Section 5

The Treasurer shall maintain the financial records of the Section under the direction and control of the Chair and the Council and shall perform such other reasonable duties as directed by each of them.

ARTICLE V. DUTIES AND POWERS OF COUNCIL

Section 1

The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Bylaws of WSBA and the Bylaws of this Section. The Council shall especially authorize all commitments or contracts which shall entail the payment of money. It shall not, however authorize commitments or contracts which shall entail the expenditure of funds in excess of the funds on deposit with WSBA to the credit of the Section.

Section 2

A majority of the members of the Council shall constitute a quorum for the transaction of its business. Actions of the Council on procedural matters shall be by majority vote of those present, including by telephone or video conference or the like, and voting. Substantive actions of the Council shall be by two thirds vote of those voting in person or a majority of the Council, whichever is the lesser.

Section 3

Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing, or telephonically or by other electronic means upon any proposition to the Secretary and have it counted, with the same effect as if cast personally at such meeting. All

members of the Council shall have the right to vote on any matter properly before the Council.

Section 4

The Chair of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each member of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted by communicating their vote thereon, in writing or telephonically or by other electronic means to the Secretary, who shall record upon his minutes each proposition so submitted when, how and at whose request the same was submitted and, finally, the vote of each member of the Council thereon. The Secretary shall keep on file all such written and signed votes and votes taken telephonically or by other electronic means. If the votes of a majority of the members of the Council so recorded shall be in favor of such proposition, or if the votes of such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

Section 5

The Council shall authorize the creation of such standing committees as it deems advisable, and may delegate authority to the Chair to create special committees and make special assignments during his/her term, with such powers and duties as the Council may authorize and direct, subject to the limitations of the By-Laws of the Section and the By-Laws of WSBA: provided, however, that no action of any committee shall become effective as the action of the Section until it is approved by the Council or by the Section.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1

At each Annual Meeting of the Section, there shall be elected a Chair-Elect, a Vice Chair, a Secretary, a Treasurer, and, three other Council Members. All of the terms of those elected at each such Annual Meeting shall commence immediately after the close of the Annual Meeting at which said election shall occur. The person elected as Chair-Elect shall cease to be such at the end of his/her term and shall, at that time and without further action by the members of the Section or by the Council, become Chair for the ensuing year. The person elected as Vice Chair shall cease to be such at the end of his/her term and at that time and without further action by the members of the Section or by the Council, become Chair-Elect for the ensuing year.

Section 2

No person shall be elected to any office enumerated in Section 1 hereof unless he has been a voting member of this Section for at least two full years.

Section 3

At least one hundred twenty days in advance of each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of three members of the Section to make recommendations for the offices of Chair-Elect, Vice-Chair, Secretary, Treasurer, and for the three other Council Members to be elected. The Chair shall file a written notice with the Secretary of the Section of the members named to the Nominating Committee at the time of their appointment.

Section 4

The Nominating Committee shall file its report in writing with the Secretary of the Section, making recommendations for all the offices and Council Members to be elected at least sixty days in advance of the Annual Meeting. The Secretary shall forward copies of such report to all members of the Council promptly after the report is filed with the Secretary.

Section 5

Additional nominations may be made after submission of the Nominating Committee's report by filing a petition with the Secretary of the Section, at least thirty days in advance of the Annual Meeting and signed by at least fifteen members of the Section in good standing, nominating a person qualified for any of the positions to be elected. Only nominations made in the manner prescribed in Sections 3-5 of this Article VI may be considered in the elections held at each Annual Meeting.

Section 6

All notices, reports, and petitions filed with the Secretary pursuant to this Article VI shall be made available upon request, to any member of the Section. The Chair shall cause such additional publication of such notices, reports, and petitions to be made as may be practical and as he/she deems appropriate.

Section 7

All Elections shall be held at the Annual Meeting of the Section. All elections shall be by hand vote by a simple majority of those members present and eligible to vote, unless a majority of those present and eligible vote by hand vote to instead conduct the elections by written ballot.

ARTICLE VII. SUCCESSION OF OFFICERS, VACANCIES, ETC.

Section 1

The Chair-Elect shall, unless he/she shall have refused to act as Chair-Elect, automatically assume the office of Chair for the term of one year, as provided in Section 1 of Article VI hereof.

Section 2

- (a) The Council, during the interim between Annual Meetings of the Section, may fill vacancies in its own membership or in the officers as provided elsewhere herein. Members of the Council and officers so named to fill such vacancies shall serve until the end of the next Annual Meeting of the Section.
- (b) If any elected member of Council shall fail to attend a Council Meeting held in conjunction with each of two successive Annual Meetings of the Section, the office held by such member shall be automatically vacated, and the Council shall select a member to fill the vacancy until the close of the next Annual Meeting of the Section.

Section 3

The two immediate past Chairs shall be defined to include (a) the Chair presiding at the Annual Meeting of the Section at the end of his/her term as Chair and (b) his/her immediate predecessor as Chair.

ARTICLE VIII. MEETINGS OF SECTION MEMBERSHIP

Section 1

The Annual Meeting of the Section shall be held in June each year in conjunction with the annual Mid-Year CLE or at such other time as designated by a two-thirds vote of the Council..

Section 2

Special meetings of the Section may be called by the Chair, upon approval of Council, at such time and place as the Chair may determine.

Section 3

The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4

All binding action of the Section shall be by a majority vote of the members present, unless these bylaws specify otherwise.

Section 5

The Section hereby delegates to the Council authority to act for the Section as to all matters whatsoever which come before the Section during intervals between the Annual Meetings of the Section.

Section 6

The Council may direct that a matter be submitted to the members of the Section for vote by mail or electronic means. In such event binding action of the Section shall be by a majority of the votes received in accordance with rules fixed by the Council.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1

The fiscal year of the Section shall be the same as that of WSBA.

Section 2

No salary or compensation shall be paid to any officer of the Section, member of the Council, or member of a Committee.

Section 3

No report, recommendation or other action by this Section shall be considered as the action of WSBA unless and until it shall have been approved by the Board of Governors.

ARTICLE X. AMENDMENTS

These By-Laws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council, and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of WSBA.

APPROVED by the Board of Governors of the Washington State Bar Association at Rosario, Washington, July 18, 1986.

APPROVED by the Council of the Public Procurement and Private Construction Law Section the Washington State Bar Association, September 19, 1986, at Seattle, Washington.

Approved by the Council of the Construction Law Section of the Washington State Bar Association at Seattle, Washington, July 14, 2010.

Approved by the Members of the Construction Law Section of the Washington State Bar Association at Seattle, Washington, October 19, 2010.

Approved by the Board of Governors of the Washington State Bar Association at La Conner Washington, December 10, 2010.