

WASHINGTON STATE BAR ASSOCIATION
ENVIRONMENTAL AND LAND USE LAW SECTION
THIRD AMENDED BYLAWS

ARTICLE I. IDENTIFICATION

- 1.1 **Creation.** The Environmental and Land Use Law Section of the Washington State Bar, (the "Section") was established pursuant to Article IX, Section I of the Bylaws of the Washington State Bar (the "Bar").
- 1.2 **Purposes.** The purposes of the Section shall be:
- a. To provide a formal association of attorneys, other professionals, and law students who share a common focus and interest in the practice of environmental or land use law;
 - b. To provide the opportunity and forum for the interchange of ideas in the areas of environmental and land use law and the protection and enhancement of the quality of the environment;
 - c. To initiate, implement, and support projects that are relevant to environmental and land use law and that contribute to the protection and enhancement of the quality of the environment;
 - d. To support the profession of environmental and land use law by providing education and support to Bar members, the public and, in particular, those aspiring to practice law in this field; and
 - e. To undertake such other service as may be of benefit to the members, the legal profession, and the public.
- 1.3 **Limitations.** These Bylaws have been adopted subject to applicable Washington statutes and the Bylaws of the Bar.
- 1.4 **Principal Office.** The principal office of the Section shall be maintained in the offices of the Bar.
- 1.5 **Fiscal Year.** The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE II. MEMBERSHIP

- 2.1 **Members.** Any active member in good standing of the Bar may be enrolled as a member of the Section ("Member") by paying annual Section dues.

- 2.2 **The Membership.** Members enrolled as provided in Section 2.1 shall constitute the Membership of the Section.
- 2.3 **Subscribers.** Attorneys who are not active members of the Bar, law students, and other members of the public may be enrolled as subscribers of the Section ("Subscribers") by paying annual Section dues. Subscribers shall not have voting rights.
- 2.4 **Dues.** Dues in the amount approved by the Board of Governors of the Bar shall be paid annually in advance. Any person who shall have failed to pay the annual dues shall cease to be a Member or Subscriber, as applicable, of the Section.

ARTICLE III. MEETINGS OF THE MEMBERSHIP

- 3.1 **Annual Meeting.** The annual meeting of the Section shall be held at a time and place designated by the Executive Committee to coincide with the Section Mid-Year Conference. Notice of the meeting shall be mailed to all Section Members of record at least fifteen (15) days in advance.
- 3.2 **Quorum.** The Section Members present at any meeting of the Membership shall constitute a quorum for the transaction of business by the Membership.
- 3.3 **Controlling Vote.** Action of the Section shall be by majority vote of the Members present.
- 3.4 **Agenda.** The business to be transacted at the annual meeting shall include the nomination of candidates for Directors and the Chairperson-Elect.
- 3.5 **Special Meetings.** Special meetings of the Membership of the Section may be called by the Chairperson at such time and place as the Executive Committee may determine.

ARTICLE IV. THE EXECUTIVE COMMITTEE

- 4.1 **Powers and Duties.** The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section and perform duties assigned to it by the Board of Governors.
- 4.2 **Composition.** The Executive Committee shall be composed of the following persons:
- a. The Chairperson;
 - b. The Chairperson-Elect;
 - c. The Past-Chairperson (last retiring Chairperson); and
 - d. Seven Directors.
- 4.3 **Quorum; Controlling Vote.** A majority of the existing Executive Committee members present in person or by telephone shall constitute a quorum. Action of the Executive Committee shall be by majority vote of the Executive Committee members present. A

member of the Executive Committee may vote in absentia by instructing the Secretary in writing of the manner in which such vote is to be cast, but that member shall not be considered "present" for purposes of determining whether a quorum exists.

- 4.4 **Action Without Executive Committee Members Present.** Notwithstanding Section 4.3, the Executive Committee may take action without its members being present in person or by telephone if: (a) the Chairperson communicates the proposed action to all Executive Committee members; and (b) a majority of all members communicates to the Chairperson an affirmative vote on the proposed action. Such communication may, but need not, occur by electronic mail.
- 4.5 **Meetings.** The annual meeting of the Executive Committee shall be held in conjunction with the annual meeting of the Section. Special meetings shall be held at such time and place as may be designated by the chairperson or a majority of the Executive Committee. The Executive Committee shall be expected to conduct a minimum of four meetings annually.

ARTICLE V. OFFICERS

- 5.1 **Officers.** The officers of the Section shall be the Chairperson, the Chairperson-Elect, the Secretary, and the Treasurer.
- 5.2 **Chairperson.** The Chairperson shall preside at all meetings of the Section and of the Executive Committee. The Chairperson shall submit to the Board of Governors of the Bar an annual report of the work of the Section for the then-past year. The Chairperson shall perform such other duties as usually pertain to this office or as may be delegated by the Executive Committee.
- 5.3 **Chairperson-Elect.** Upon the Chairperson's death, resignation, or refusal to act, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term. If the Chairperson is otherwise unable to act, the Chairperson-Elect shall perform the duties of the Chairperson for as long as the Chairperson's disability continues.
- 5.4 **Secretary.** The Secretary shall be appointed by the Executive Committee from among members who are neither the Chairperson, the Chairperson-Elect, nor the Past-Chairperson. The Secretary shall be the custodian of all books, papers, documents and other property of the Section. The Secretary shall keep a true record of all of the proceedings of all meetings of the Section and of the Executive Committee, including actions of the Executive Committee taken without a meeting. In conjunction with the Chairperson and as authorized by the Executive Committee, the Secretary shall attend generally to the business of the Section.
- 5.5 **Treasurer.** The Treasurer shall be appointed by the Executive Committee from among members who are neither the Chairperson, the Chairperson-Elect, nor the Past-Chairperson. The Treasurer shall keep a true record of all accounts of the Section. In conjunction with the Chairperson and as authorized by the Executive Committee, the Treasurer shall attend generally to the business of the Section.

- 5.6. **Secretary-Treasurer.** At the option of the Executive Committee, the offices of Secretary and Treasurer may be held by one Executive Committee member.

ARTICLE VI. ELECTIONS

- 6.1 **Elective Officers.** Each year the Membership shall elect a Chairperson-Elect and Directors as necessary to fill expiring terms and vacancies.
- 6.2 **Chairperson.** The Chairperson-Elect shall automatically accede to the office of the Chairperson. In the event the office of the Chairperson-Elect shall be vacant, then a Chairperson shall be elected by the Membership.
- 6.3 **Nominations.** The Executive Committee annually shall compile a list of members of the Section not members of the Executive Committee who may serve on a Nominating Committee. The Past-Chairperson shall appoint a Nominating Committee consisting of not fewer than three persons from that list who are willing to serve on the Nominating Committee. The Nominating Committee shall make and report nominations at the annual meeting of the Section for the offices of Chairperson-Elect and Director to succeed those whose terms will expire at the adjournment of the meeting of the Executive Committee immediately following the next election and to fill vacant, unexpired terms. In formulating its report of nominations, the Nominating Committee shall maintain a view toward providing representation on the Executive Committee that reflects the geographic, practice-area, practice-type, ethnic, and gender diversity of the Membership. Other nominations may be made from the floor at the annual meeting.
- 6.4 **Voting.** All elections shall be by mailed written ballot, or, as available, by electronic submission, conducted after the annual meeting unless otherwise ordered by resolution duly adopted by the Membership at the annual meeting. Results of the elections shall be announced no later than the next meeting of the Executive Committee following the election.
- 6.5 **Term of Office.** The term of office shall begin and end, as the case may be, with the adjournment of the Executive Committee meeting immediately following the election. The offices of Chairperson-Elect, Chairperson and Past-Chairperson shall each have a term of one year. The term for each Director shall be three years, staggered so that at least two shall expire each year.
- 6.6 **Interim Appointments.** In the event of a vacancy during the interim between annual meetings, the Executive Committee shall appoint a Section Member to fill the vacancy until his or her successor is duly qualified.

ARTICLE VII. SUBSTANTIVE RESPONSIBILITIES

The Chairperson shall appoint committees to perform such duties and exercise such powers as the Executive Committee may direct.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended by the Membership, pursuant to Article III, at any annual meeting of the Section, provided that no amendment so adopted shall become effective until approved by the Board of Governors of the Washington State Bar Association.

First adopted on September 6, 1973, amended as approved by the Membership on October 14, 1999 (effective December 3, 1999), amended as approved by the Membership May 19, 2007, and amended as approved by the Membership May 2, 2014.*

THOMAS MCDONALD
Chairperson

LISA NICKEL
Treasurer

KRISTIE CAREVICH ELLIOT
Secretary

*The Second Amended Bylaws became effective upon approval by the Board of Governors of the Bar on July 27, 2007; the Third Amended Bylaws became effective upon approval by the Board of Governors of the Bar on June 6, 2014.