

**FIFTH¹ AMENDED AND RESTATED
BYLAWS FOR THE
INTERNATIONAL PRACTICE SECTION
OF
THE WASHINGTON STATE BAR ASSOCIATION**

ARTICLE I – IDENTIFICATION

1.1 This section shall be known as the International Practice Section (“Section”) of the Washington State Bar Association (“WSBA”).

ARTICLE II – PURPOSES

The purposes of this Section are:

- 2.1 To discuss issues related to international practice, including the following:
- a. movement of persons, goods and services across national boundaries;
 - b. the establishment of business, investment and contractual entities in foreign jurisdictions;
 - c. laws governing space, the seas, sea beds and resources contained therein;
 - d. taxation, regulation and jurisdictional issues related to the foregoing;
- 2.2 To collect, analyze, and disseminate information as to legislation and judicial decisions regarding certain areas of the law including, but not limited to, immigration, aerospace, taxation, financing, services, trade regulation, exports and imports, jurisdiction, transnational contracts, and travel;
- 2.3 To provide the Board of Governors and the WSBA, upon request, recommendations on how to proceed on matters dealing with international issues;
- 2.4 To engage in educational and related activities in conjunction with the Continuing Legal Education Committee of the WSBA with other organizations, and independently;
- 2.5 To develop contacts with foreign lawyers, especially those who are engaged in work or education in Washington State;

¹ Fifth amended and restated bylaws as approved by the WSBA Board of Governors on March 18, 2011.

2.6 To communicate to members of the WSBA, members of this Section, and the general public through a newsletter, if desired, and through various other means;

2.7 To initiate, sponsor, and promote within the WSBA, court rules and legislation regarding international practice issues, as appropriate;

2.8 To serve as representative for the WSBA, subject to appropriate authorization, on international practice issues; and

2.9 To communicate and cooperate with other organizations interested in international practice matters.

ARTICLE III – MEMBERSHIP IN SECTION

3.1 Any active member in good standing of the WSBA may be enrolled as a voting member of the Section upon request and payment of annual Section dues.

3.1.1 Lawyers licensed and/or in good standing in foreign jurisdictions may be enrolled as non-voting observer members of the Section upon such terms as the Executive Committee may determine from time to time.

3.1.2 Any lawyer specially admitted to the Bar for educational purposes (APR 8(d)), as an Emeritus member (APR 8(e)), as a Foreign House Counsel (APR 8(f)), as a military lawyer (APR 8(g)), or authorized to practice in Washington as house counsel (RPC 5.5(d)), may be a voting member of the Section and eligible for election to office in the Section.

3.1.3 Law students may be enrolled as nonvoting observer members of the Section at a standard annual dues fee set by the WSBA Board of Governors.

3.2 Members enrolled as provided in Section 3.1 shall constitute the membership of the Section.

3.3 Dues in the amount approved by the Board of Governors of the WSBA shall be paid annually, in advance. Any person who shall have failed to pay the annual dues shall cease to be a member of the Section.

ARTICLE IV – EXECUTIVE COMMITTEE AND SUB-COMMITTEES

4.1. There shall be an Executive Committee, which shall consist of six (6) members from the State at-large. In addition, the officers listed in Section 5.1 shall be members of the Executive Committee. Additionally, the immediate past Chair of the Section shall be a member

of the Executive Committee during the term(s) of the successor Chair. Additional members or the reduction of members of the Executive Committee shall be determined by the Section.

4.2 The selection of the members of the Executive Committee shall be in accordance with the provisions of Article IX.

4.3 Positions on the Executive Committee shall be for three (3) years, except that initial positions expire on the date of the Section's Annual Meeting as follows:

2000 Position #1
Position #2

2001 Position #3
Position #4

2002 Position #5
Position #6

4.4 There shall be Sub-Committees, officers and other positions of the Section as determined by the Executive Committee. Each Sub-Committee shall have a Sub-Committee Chair or Co-Chairs appointed by the Section Chair. The Section Chair may appoint others to serve on the respective Sub-Committee. The Sub-Committee shall have no authority to act for the Section, except as authorized by the Executive Committee.

4.5 Each Sub-Committee Chair shall be responsible for the work of the respective Sub-Committee. Each Sub-Committee Chair shall carry out tasks as determined by the Section Chair or Executive Committee. Sub-Committee Chairs shall be invited to Executive Committee meetings.

ARTICLE V – OFFICERS

5.1 The officers of the Section shall be the Chair, the Chair-Elect, the Secretary/Treasurer, and the Communications Committee Chair subject to change by the Executive Committee.

5.2 The officers shall be elected from the Executive Committee at the annual meeting by the membership of the Section.

5.3 The Chair may appoint a Continuing Legal Education Liaison representative to serve as administrator of continuing legal education programs for the Section and as a representative, when appropriate, to the Continuing Legal Education Committee of the WSBA.

5.4 The Chair shall appoint members of Sub-Committees authorized by the Executive Committee. The Chair shall appoint members for such other positions as authorized by the Executive Committee.

ARTICLE VI – GENERAL DUTIES AND POWERS OF OFFICERS

6.1 The Chair shall preside at all meetings of the Section and of the Executive Committee. The Chair shall formulate and present at each annual meeting of the WSBA a report of the work of the Section for the then past year. The Chair shall perform such other duties as usually pertain to the office or as may be delegated by the Executive Committee.

6.2 The Chair-Elect, upon the death, resignation or during the disability of the Chair, or upon his or her refusal to act, shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's disability, and then only during so much of the term as the disability continues. The Chair-Elect shall also perform such duties as the Chair may designate.

6.3 The Secretary/Treasurer shall be custodian of all books, papers, documents, and other property of the Section. The Secretary/Treasurer shall keep a true record of all accounts and of the proceedings of all meetings of the Section and the Executive Committee. In conjunction with the Chair, and as authorized by the Executive Committee, the Secretary/Treasurer shall attend generally to the business of the Section. The Secretary/Treasurer shall also be responsible for preparation of the annual budgets of the Section in conjunction with the Chair and Chair-Elect, reviewing expense reports prepared by Section members for submission to the WSBA, determining to which budget line item an expense or income should be booked, reviewing and disseminating Section financial reports prepared by the WSBA, and generally overseeing the fiscal responsibility of the Section.

6.4 The Communications Committee Chair shall be responsible for the creation and maintenance of the Section's Web site, blog, social media, and publications outlined in Article VIII.

ARTICLE VII – DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

7.1 The Executive Committee shall have general supervision and control of the affairs of the Section, subject to the provisions and the guidelines established by the WSBA and the Board of Governors. During the interval between the meetings of the Section, the Executive Committee and Chair shall have full authority to act for the Section in any way in which the Section itself would be authorized to act. The Executive Committee and Chair shall operate with a budget prepared under the guidance of the officers. The Executive Committee shall authorize all commitments or contracts which will entail the payment of all moneys for the use or benefit of the Section and in compliance with 7.2 below.

7.2 The Executive Committee may authorize the Chair to make commitments or expend money on behalf of the Section, subject only to the limitations of these By-Laws and the rules and regulations of the WSBA as promulgated by the Board of Governors.

7.3 The Executive Committee shall meet at, or about, the time and at, or about, the place of each annual meeting of the Section and may meet at special sessions at any other time or place on the call of the Chair or four (4) members of the Executive Committee.

7.4 Except as provided herein, all binding actions of the Executive Committee shall be by majority vote of the members of the Executive Committee present at a meeting thereof. A quorum consisting of four (4) of the Executive Committee members must be present to conduct business.

7.5 Any action required or permitted to be taken at a meeting of the Executive Committee or any Sub-Committee, may be taken without a meeting if the action is taken by all members of the Executive Committee or all of the members of such Sub-Committee, as the case may be. The action must be evidenced by one or more written consents (which may be delivered by e-mail) setting forth the action taken, signed by, or otherwise marked to indicate the assent of, each of the members of the Executive Committee or by each of the members of such Sub-Committee, as the case may be, either before or after the action taken, and delivered to the Secretary for inclusion in the minutes or filing with the Section's records. Action taken under this section is effective when the last member of the Executive Committee signs the consent, unless the consent specifies a later effective date. A consent signed under this Section 7.5 has the effect of a meeting vote and may be described as such in any document.

7.6 Any or all members of the Executive Committee may participate in a regular or special meeting of the Executive Committee (or of a Sub-Committee thereof) by, or may conduct the meeting through the use of, any means of substantially contemporaneous communication by which all members participating can communicate with all other members attending the meeting. A member participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE VIII – PUBLICATIONS

8.1 If desired by the Executive Committee, there shall be published and furnished to members in good standing of the Section and to such other persons or organizations as the Executive Committee may determine, a newsletter published at such intervals as the Executive Committee or the Chair shall determine.

8.2 The Chairman shall appoint annually an editor of the newsletter, if existing, and editors for such other publications that the Section may decide to publish.

8.3 The Section may publish a series of programs or other written materials, subject to approval by the WSBA, to further the objectives of the Section.

ARTICLE IX – NOMINATIONS AND ELECTIONS

9.1 The Chair, with the approval of the Executive Committee, shall annually appoint a nominating committee of not less than three (3) members of the Section, which Nominating Committee shall make and report nominations for proposed officers and members of the Executive Committee to succeed the members whose terms will next expire. A member may be renominated to the Executive Committee. The Nominating Committee shall also propose to fill vacancies existing for any unexpired terms. Notice of the names of nominees selected by the Nominating Committee and approved by the Executive Committee shall be e-mailed to members of the Section at least thirty (30) days prior to the annual meeting of the Section. Publication of notice in the newsletter, mailed to members of the Section, shall be deemed adequate notice. Other nominations for positions to be filled at the annual meeting must be received by the Chair at least twenty (20) days prior to the annual meeting of the Section. Each additional nomination must be endorsed by five (5) members of the Section.

9.2 All elections shall be by voice unless a motion for elections by written ballot shall be made and passed by vote of the members of the Section present at the meeting.

9.3 The term of office shall begin with the adjournment of the meeting holding the election and shall end following the meeting at which a successor has been duly elected. The following are the terms of office for members of the Executive Committee and Officers:

Chair	-	One Year
Chair-elect	-	One Year
Secretary/Treasurer	-	One Year
Communications Committee Chair-		One Year
Executive Committee	-	Three Years

9.4 Executive Committee members shall be elected each year at the annual Section meeting for those members whose terms have expired. The expiration date for the term of Executive Committee members will alternate so that the term of approximately one-third (1/3) of the Executive Committee members shall expire each year.

ARTICLE X – APPOINTMENTS

10.1 Any officer’s vacancy shall be filled by a majority vote of the Executive Committee, unless otherwise provided herein.

10.2 Any vacancy in the Executive Committee shall be filled by majority vote of the remaining Executive Committee members, with such person to serve until the remainder of that term or until a successor is elected by special election at the next annual meeting.

10.3 Sub-Committee vacancies shall be filled by the Chair.

ARTICLE XI – REMOVAL

11.1 An officer of the Section may be removed for cause by two-thirds vote of the Executive Committee.

11.2 An Executive Committee member may be removed for cause by two-thirds vote of the Executive Committee.

11.3 A Sub-Committee member may be removed by the Chair.

11.4 Any other non-officer position may be removed by the Chair.

ARTICLE XII – MEETING OF THE MEMBERSHIP

12.1 The annual meeting of the Section shall be held immediately following the annual Continuing Legal Education Program, or on such other date and time as may be set by the Executive Committee.

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

12.3 Action of the Section shall be by majority voice vote of the members present. Voting members shall consist of those members identified in Section 3.1

12.4 Among the business to be transacted by the annual meeting by the membership shall be the election of officers and the Executive Committee members whose terms are expiring.

12.5 Special meetings of the membership of the Section may be called at such time and place as the Chair or the Executive Committee may determine.

ARTICLE XIII – MISCELLANEOUS PROVISIONS

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

13.2 No salary or compensation may be paid to any officer, member of the Executive Committee, or member of a Sub-Committee, but actual expenses may be reimbursed in accordance with the rules and guidelines promulgated by the WSBA.

13.3 The Executive Committee can meet or act by any form of substantially instantaneous communication or by unanimous written consent.

13.4 These Bylaws may be amended at any annual meeting of the Section by a majority of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Executive Committee and provided that no amendment hereof shall become effective until approved by the Board of Governors of the WSBA.

13.5 This Section may be terminated pursuant to the procedures of the WSBA or if no procedures are therein provided, by a majority vote of the members of the Section at a meeting duly called for that purpose after notice is given to each member. Notice shall be deemed given to each member on mailing to the address of record with the WSBA office.

ARTICLE XIV – TRANSITION PROVISION

Following approval of these Third Amended and Restated Bylaws by the Board of Governors of the WSBA, the then-elected members of the Executive Committee shall continue to serve until the next annual meeting of the Section, at which time the terms of all members of the Executive Committee, irrespective of when elected, shall terminate, and new elections shall be held for all positions in accordance with Section 4.3 above.

ARTICLE XV – HISTORY

15.1 The International Law Committee of the WSBA at its regularly called meeting of June 4, 1984, did adopt initial Bylaws for the Section on International Law and Practice.

15.2 First amended and restated at the Annual Meeting of the Section on International Law and Practice of the WSBA held on September 22, 1986.

15.3 Amended and restated a second time at the Annual Meeting of the Section on International Law and Practice of the WSBA held on September 24, 1991. Approved by the WSBA Board of Governors on October 25, 1991.

15.4 Amended and restated a third time at the Annual Meeting of the Section on International Practice of the WSBA held on December 28, 1998. Approved by the WSBA Board of Governors on January 8, 1999.

15.5 On October 11, 2004, the Chair and Secretary of the Section certified the Third Amended and Restated Bylaws to be the true and correct Bylaws of the Section (see 15.4).

15.6 Amended and restated a fourth time at the Annual Meeting of the Section on International Practice of the WSBA held on July 26, 2007. Approved by the WSBA Board of Governors on September 20, 2007.

15.7 Amended and restated a fifth time at the Annual Meeting of the Section on International Practice of the WSBA held on July 16, 2010. Approved by the WSBA Board of Governors on March 18, 2011.