

WASHINGTON STATE BAR ASSOCIATION

SENIOR LAWYERS SECTION

BYLAWS

(As last amended, restated and approved by the WSBA Board of Governors on July 23, 2010)

ARTICLE I. NAME

The name of this Section shall be the Senior Lawyers Section.

ARTICLE II. PURPOSE

The purpose of this Section shall be to benefit the members of the Washington State Bar Association and the general public by:

2.1

Developing and promoting programs for lawyers 55 years of age and older to keep them informed as to matters pertinent to their particular status, age wise.

2.2

Providing the opportunity and forum for members of the Washington State Bar

Association to exchange ideas in areas particularly of interest to lawyers in the designated age group and to engage in educational and related activities in connection with the continuing legal education committee of the Washington State Bar Association, and to set up social engagements.

2.3

Undertaking such other service not inconsistent with the By-Laws of the Washington State Bar Association and the State Bar Act as may be of benefit to the members of the legal profession and the public.

ARTICLE III. MEMBERSHIP

3.1

Any active member of the Washington State Bar Association 55 years of age and older or who has been in practice in any jurisdiction for 25 years may be enrolled as a member of the Section upon request and payment of annual Section dues in the amount of at least \$20.00 and for the purpose recommended by the Executive

Committee of the Section and approved by the Board of Governors of the Washington State Bar Association. Inactive members of the Washington State Bar Association and other lay persons may join as subscribers for the purpose of participating in the activities of the Section but may not be involved in the governance of the Section. Additionally, in accordance with the bylaws of the Washington State Bar Association, law students may join the Section as non-voting subscriber members.

Members enrolled as provided in Section 1 shall constitute the membership of the Section.

3.2

Dues in the amount approved by the Board of Governors of the State Bar Association shall be paid annually, in advance. Any person who shall fail to pay the annual dues by January 1st shall cease to be a member of the Section.

ARTICLE IV. MEETINGS OF THE MEMBERSHIP

4.1 Annual Business Meeting

The annual business meeting of the Section shall be held at a time and place determined by the Executive Committee of the Section.

4.2 Mid-Year Meeting

The Executive Committee may schedule a mid-year meeting in cooperation with Washington State Bar Continuing Legal Education.

4.3 Quorum

The members of the Section present at any regularly scheduled or specially called meeting shall constitute a quorum for the transaction of business.

4.4 Controlling Vote

Acts of the Section shall be made by majority vote of the members present at a meeting. Voting by proxy shall not be allowed.

4.5 Special Meetings

Special meetings of the membership of the Section may be called by the Executive Committee at such time and place as it may determine.

4.6 Official Meetings

No meeting shall be official unless notice thereof has been mailed or e-mailed to the membership at least seven (7) days prior thereto.

ARTICLE V. PRINCIPAL OFFICE

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

ARTICLE VI. FISCAL YEAR

The fiscal year of the Section shall coincide with that of the Washington State Bar Association, October 1 through September 30.

ARTICLE VII. EXECUTIVE COMMITTEE

7.1 Powers and Duties

The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section including, without limitation, the power and duty to act on behalf of the Section in connection with the activities listed in Article II. The Executive Committee shall have the authority to approve the content and publishing of the Section newsletter, and the adoption of the budget and approval of expenditures, and shall perform duties assigned to it by the Board of Governors. The Executive Committee shall have the responsibility of establishing and discontinuing committees of the Section.

7.2 Composition

The Executive Committee shall be composed of at least five (5) members but the number may be increased from time to time. The committee would include the following persons:

- a. Chairperson
- b. Immediate past Chairperson.
- c. Secretary
- d. Treasurer

The Executive Committee may also have up to five emeritus members.

7.3 Term

The term of each member of the Executive Committee shall begin with the adjournment of the annual meeting at which each position is filled by election and shall end following the next annual meeting and upon the election or appointment of a successor for each position.

7.4 Vote

Acts of the Executive Committee shall be by majority vote of the Executive Committee. A member of the Executive Committee may vote in absentia by instructing the Secretary in writing of the manner in which the vote is to be cast.

7.5 Meetings

Meetings shall be held at such time and place as may be designated by the Chairperson or a majority of the Executive Committee. Section members shall be entitled to attend Executive Committee Meetings and shall, upon request, receive notices of such meetings. Meetings are not essential to action by the Executive Committee, provided response is elicited from all members of the Executive Committee. The Executive Committee shall conduct a minimum of four meetings per year. No meeting shall be official unless prior notice thereof shall have been given to the Executive Committee Members as provided for in these Bylaws.

7.6 Emeritus Members

Any member or former member of the Executive Committee who has served with distinction, may at or following the expiration of his or her term, be designated by a majority of the Executive Committee as an emeritus member. Such members may attend meetings of the Executive Committee and participate in discussions, but shall have no vote and shall not be entitled to reimbursement of expenses by the Section.

ARTICLE VIII. COMMITTEES

8.1 Standing and Interim Committees

The Executive Committee shall have the power to designate committees of this Section. Each committee shall have not less than three or more than eleven members. The Chairperson of each committee shall be selected by the Chairperson of the Section, upon the approval of the majority of the Executive Committee.

8.2 Members

The Committee members shall be selected by the Chairperson of the Section from among members of this Section and shall be approved by a majority of the Executive Committee.

8.3 Term

The terms of the Chairperson of each Committee and the members of each Committee shall run concurrently with the term of office of the officers of this Section.

ARTICLE IX. OFFICERS

9.1 Officers

The officers of this Section shall be as follows: Chairperson, Secretary, and Treasurer.

9.2 Removal

Any officer or Committee chairperson may be removed by a majority vote of the Executive Committee whenever, in its judgment, the best interest of the Section would be served thereby.

9.3 Chairperson

The Chairperson 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 Chairperson shall preside at all meetings of the Section and of the Executive Committee.

9.4 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. Upon direction by the Chairperson, and as authorized by the Executive Committee, the Secretary shall attend generally to the business of the Section.

9.5 Treasurer

It shall be the duty of the Treasurer to maintain a true record of all accounts and financial statements of the Section and to present a report of the current status of the Section budget at each Executive Committee Meeting.

9.6 Term

The term of office of each of the officers shall commence at the beginning of the fiscal year of the Section.

ARTICLE X. ELECTIONS

10.1 Officers

The Section shall hold a regular annual election for the election of officers. The date of the regular annual election shall be at the annual meeting of the Section as provided for in these By-Laws.

10.2 Nominating Committee

The Executive Committee shall serve as the Nominating Committee. The Nominating Committee shall nominate one or more members of the Section for each office. Additional nominations for any office may be made at the annual meeting by any member. Plurality of votes cast shall elect.

10.3 Interim Appointments

In the event of a vacancy during the interim between annual meetings, the Executive Committee shall appoint a successor officer to serve until the next annual meeting.

ARTICLE XI. AMENDMENTS

These By-Laws may be amended at an annual meeting of the Section by a majority vote of the members of the Section present. These By-Laws may be amended at any regular or special meeting of the Executive Committee of the Section called for the purpose of amending the By-Laws and upon seven (7) days written notice, by a majority vote of the members of the Executive Committee present. No amendment to these By-Laws shall become effective until approved by the Board of Governors of the Washington State Bar Association.

ARTICLE XII. LIMITATIONS

These By-Laws have been adopted subject to the applicable Washington statutes and the By-Laws of the Washington State Bar Association and shall be construed to be in conformity therewith.

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- As last amended and approved by the WSBA Board of Governors on July 23, 2010. In accordance with the WSBA Bylaws, the approved amendment is specific to Article 3. Membership, stating that law students may be enrolled in the Section as non-voting subscriber members.
 - Amended, restated and approved by the WSBA Board of Governors on June 4, 2010.
 - Amended, restated and approved by the WSBA Board of Governors on October 26, 2007.
 - Original Bylaws. The formation of the Senior Lawyers Section was approved by the WSBA Board of Governors on January 9, 1998.