

SOLO & SMALL PRACTICE SECTION THE WASHINGTON STATE BAR ASSOCIATION

BYLAWS

(As last amended September 18, 2014, and including amendments approved by the WSBA Board of Governors on October 27, 2006.)

ARTICLE 1. IDENTIFICATION

1.1 Creation

The Solo & Small Practice Section of the Washington State Bar (the "Section"), was established pursuant to Article IX, Section 1 of the Bylaws of the Washington State Bar Association (the "Bar").

1.2 Name and Definition

The name of the Section shall be the "Solo & Small Practice Section." For the purposes of these Bylaws, the term "solo and small practice" means a legal practice consisting of no more than 10 (ten) practicing attorneys.

1.3 Purpose

The purpose of the Section shall be to seek participation of all interested members of the Bar in order to benefit the general public, members of the Section and their clients by:

- a. Providing continuing legal and other education for its members in areas of common interest to lawyers engaged in solo and small firm practices;
- b. Providing opportunities for members of the Section to become better acquainted with other attorneys with similar interests;
- c. Providing a forum for the exchange of ideas and discussion about issues of common interest to members of the Section;
- d. Undertaking such other service as may be of benefit to the public and members of the legal profession;
- e. Reviewing pending legislation and developing proposed statutory enactments to improve and to facilitate the administration of justice within the Section's area.

1.4 Governance/Limitations

The Section shall be governed by an executive committee ("Executive Committee"), in accordance with Article IV of these Bylaws. These Bylaws are adopted subject to

applicable Washington statutes and the Bylaws of the Bar and shall be construed to be in conformity therewith.

1.5 Principal Office

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

1.6 Fiscal Year

The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE 2. MEMBERS AND SUBSCRIBERS

2.1 Members

Any active member of the Bar in good standing may be enrolled as a member of the Section (a "Section Member"), upon request and payment of annual Dues in the amount and for the purpose approved by the Board of Governors of the Bar ("Board of Governors"). All Section Members shall be entitled to one vote on any matters placed before Section Members for a vote.

2.2 Subscribers

Attorneys who are not active members of the Bar, law students and members of the public may be enrolled as a subscriber member (a "Subscriber Member"), upon payment of the annual Dues applicable to such Subscriber Member. Subscriber Members shall not be entitled to vote or otherwise participate in Section governance.

2.3 The Membership

Section Members and Subscriber Members, collectively, shall constitute the Membership of the Section ("Membership").

2.4 Dues

2.4.1 *Amount.* Section dues ("Dues"), shall be in the amount recommended by the Section and approved by the Board of Governors of the Bar. Dues shall be the same for Section Members and Subscriber Members, with the exception that Dues for law students shall be as annually determined by the Board of Governors.

2.4.2 *When Paid.* Dues shall be paid annually in advance. Any person who fails to pay Dues shall cease to be a Section Member or Subscriber Member, as applicable.

ARTICLE 3. MEETINGS OF THE MEMBERSHIP

3.1 Annual Meeting

An annual meeting of the Membership (the “Annual Section Meeting”), will be held each year by the Executive Committee in conjunction with the annual Solo and Small Firm Conference co-sponsored by the Bar and the Section, unless the Executive Committee specifies an alternative time and place. The Chair of the Executive Committee shall cause notice of the Annual Section Meeting to be mailed or emailed to the Membership a minimum of 30 (thirty) days in advance of the meeting.

3.2 Agenda

The Executive Committee will publish an agenda for the Annual Section Meeting in the notice referenced above which may include nomination of candidates for open positions on the Executive Committee pursuant to Section 6.2.1.

3.3 Special Meetings

Special meetings of the Membership may be called by any Officer, at such time and place as the Executive Committee may determine. The Chair of the Executive Committee shall cause notice of such meeting to be mailed or emailed to the Membership at least 14 (fourteen) days prior to the meeting. Such notice shall state the business to be transacted at the special meeting.

3.4 Quorum and Controlling Vote

The Section Members present at the Annual Section Meeting or any special meeting of the Membership shall constitute a quorum for the transaction of business. A majority vote of the Section Members present and voting shall be required to approve any business brought before such meeting.

ARTICLE 4. THE EXECUTIVE COMMITTEE

4.1 Powers And Duties

All powers and duties necessary for the administration of the affairs of the Section shall be vested with the Executive Committee. The Executive Committee shall also perform any additional duties assigned to it by the Board of Governors.

4.2 Composition

The Executive Committee shall be composed of the following persons (“EC Members”):

- a. The Officers (Chair, Chair-Elect, Secretary and Treasurer);
- b. The immediate past Chair;
- c. Section Members elected at-large to the Executive Committee in the number determined annually by the Executive Committee (“Elected EC Members”);

provided that, the total number of Elected EC Members shall not be less than four (4), nor greater than seven (7).

- d. Liaisons from the following organizations, if so appointed by their respective organizations (“Liaisons”):
 - (i) The Association of Legal Administrators, Puget Sound Chapter;
 - (ii) The Washington State Bar Association Young Lawyers Committee;
 - (iii) The Law Office Management Assistance Program of the Washington State Bar Association; and
 - (iv) The Board of Governors of the Bar.

The Executive Committee may request other organizations to appoint a liaison when it deems such participation will benefit the Section.

- e. Advisors appointed by the Executive Committee where such appointment, in the judgment of the Executive Committee, will substantively benefit the Executive Committee and the Section (“Advisors”).

4.3 Quorum and Voting

Only Officers and EC Members elected at-large (collectively the “Voting EC Members”) shall be entitled to vote on business transacted by the Executive Committee. Unless otherwise stated herein, all Liaisons and Advisors shall serve in an advisory capacity only and are not entitled to vote.

The number of Voting EC Members that are “present” at any meeting of the Executive Committee shall constitute a quorum for the transaction of business. Voting EC Members shall be considered present whether attending in person, via telephone or video conference, or by proxy (“Present”). Action of the Executive Committee shall be determined by majority vote of Voting EC Members Present; *provided that*, any proposal that the Executive Committee make a public statement of advocacy shall require the approval of two-thirds of all Voting EC Members. A Voting EC Member may vote by proxy only by instructing the Secretary, in writing (which includes by email), of the manner in which such vote is to be cast.

4.4 Meetings

The Executive Committee shall conduct at least six meetings each year, one of which shall be the annual retreat (“EC Meetings”). EC Meetings shall occur every other month at the time and place designated by the Chair. The first EC Meeting of each fiscal year, shall be designated the Annual Meeting of the Executive Committee (“Annual EC Meeting”). The Chair shall cause notice of each EC Meeting to be mailed or emailed to EC Members at least seven (7) days prior to any EC Meeting.

4.5 Action Without Meeting

A meeting is not essential to action by the Executive Committee, provided reasonable efforts are made (consistent with the given circumstances), to include all EC Members in the discussion of any such proposed action (e.g. emails are sent to all EC Members); and, a response via email, or in writing, is elicited from at least one-half of Voting EC Members.

ARTICLE 5. OFFICERS

5.1 Officers

The officers of the Section ("Officers") shall be the Chair, the Chair-Elect, the Secretary and the Treasurer.

5.2 Removal

Any Officer may be removed from Office by a majority vote of the Executive Committee whenever, in its judgment, the best interests of the Membership would be served thereby.

5.3 Chair

The Chair shall serve a one-year term and may serve a maximum of two consecutive terms. The Chair shall preside at the Annual Section Meeting and all EC Meetings; and, shall report annually to the Bar on the activities of the Section. The Chair shall perform such other duties as usually pertain to that office or as may be delegated by the Executive Committee.

5.4 Chair-Elect

The Chair-Elect shall serve a one-year term unless he or she succeeds to the position of Chair before the end of the sitting Chair's term; *provided that*, if the Chair is elected to serve a second-term, the term of the Chair-Elect shall automatically be extended an additional year without action of the Executive Committee. The Chair-Elect shall perform such duties as may be assigned by the Chair, and shall perform all of the duties of the Chair during any period the Chair is absent or unable to act as Chair. The Chair-Elect shall automatically succeed to the office of Chair.

5.5 Secretary

The Secretary shall serve a one-year term. 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 the proceedings of all meetings of the Section and Executive Committee. The Secretary shall perform such other duties as usually pertain to that office and as may be assigned to him or her by the Chair.

5.6 Treasurer

The Treasurer shall serve a one-year term. The Treasurer shall maintain financial records for the Section, communicate with the Bar Association and other organizations on financial matters, report to the Executive Committee and the Membership on its financial position, and shall draft a proposed budget each year for Executive Committee's consideration and adoption. The Treasurer shall perform such other duties as usually pertain to that office and as may be assigned to him or her by the Chair.

ARTICLE 6. ELECTIONS

6.1 Election of Officers

The Executive Committee shall elect Officers at the Annual EC Meeting. Only Voting EC Members may be nominated to serve as an officer. The EC Member receiving the most votes among those nominated for each position shall be elected.

The Chair-Elect shall automatically succeed to the office of the Chair when the sitting Chair's term expires or the office of the Chair is otherwise vacated. In the event the office of Chair-Elect is vacant, the new Chair shall be elected by the Executive Committee for a one-year term.

6.2 Election of Executive Committee Members

6.2.1 *Nominations.* The Chair shall appoint a nominating committee in the Spring of each year. The nominating committee shall publish to the Membership a call for candidates identifying the number of expiring (i.e., open) positions on the Executive Committee and shall recruit candidates to run for open positions. Any person may nominate themselves to fill an open position on the Executive Committee and any EC Member may nominate a candidate; *provided that*, such candidate has expressed their willingness to serve. It shall be the duty of all EC Members to recruit and encourage Section Members to run for open positions on the Executive Committee, bearing in mind the need for broad representation based on geography, diversity of practice and special expertise. The deadline for submittal of nominations shall be August 1st.

6.2.2 *Voting.* The election shall be conducted by paper or electronic ballot or such other means as the Executive Committee determines is appropriate; *provided that*, the election must be concluded prior to the end of the fiscal year.

6.2.3 *Term.* Each Elected EC Member shall serve a term of two years. The term shall commence at the beginning of the fiscal year immediately following the election and shall terminate whenever the Elected EC Member's successor takes office in accordance with these Bylaws. Approximately one-half of the at-large positions on the Executive Committee shall terminate in even numbered years (Group 1), and the other half shall terminate in odd numbered years (Group 2).

6.3 Appointments to Fill Officer or EC Member Vacancies

If any position on the Executive Committee or the position of Chair, Secretary or Treasurer becomes vacant for any reason before the expiration of such EC Member's or Officer's term, the Chair or, if there is no Chair, the Secretary, shall appoint a successor to serve the unexpired portion of such term. If the Chair-Elect position becomes vacant, the Executive Committee shall elect a new Chair-Elect who shall complete the term and succeed to the position of Chair in due course.

ARTICLE 7. COMMITTEES

7.1 Establishment of Committees.

The Executive Committee may create committees to perform such duties as shall be determined by the Executive Committee. Such committees may be permanent committees or ad hoc committees formed to perform specific tasks. The Chair may also unilaterally appoint an ad hoc committee. All committees shall report to the Chair and shall provide regular reports of their activities to the Executive Committee. Any committee may be disbanded at any time by the Executive Committee.

7.2 Composition and Governance of Committees.

The Chair of the Executive Committee shall appoint a Committee Chair to manage the work of the committee and shall appoint EC Members to serve on specific committees. The Committee Chair, in his or her discretion, may recruit additional committee members from among the Membership of the Section.

ARTICLE 8. AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Executive Committee. No amendment to these Bylaws shall be effective until approved by the Board of Governors of the Washington State Bar Association.