



Board of Governors Meeting

- Special Meeting pursuant to RCW 42.30.080
- Emergency Meeting pursuant to WSBA Bylaws VII.(C)(3)

TELEPHONIC & WEBCAST ONLY DUE TO PUBLIC HEALTH EMERGENCY

March 30, 2020

WSBA Mission: To serve the public and the members of the Bar, to ensure the integrity of the legal profession, and to champion justice.

PLEASE NOTE: ALL TIMES ARE APPROXIMATE AND SUBJECT TO CHANGE

ALL ITEMS ON THIS AGENDA ARE POTENTIAL ACTION ITEMS

To participate remotely: dial 1.866.577.9294, access code 528100#

1:00 PM – CALL TO ORDER

- WELCOME
- Emergency Temporary Bylaw Amendment2
 - Discussion
 - ANNOUNCE BASIS FOR EXECUTIVE SESSION PURSUANT TO RCW 42.30.110(1)(i) (if needed)
 - Vote for Action to Implement and Place on April BOG Agenda for First Read Ratification Pursuant to WSBA Bylaws §XVI(C)
- Proposed Guidance to Members on Performing Essential Services.....5
 - Discussion
 - ANNOUNCE BASIS FOR EXECUTIVE SESSION PURSUANT TO RCW 42.30.110(1)(i) (if needed)
 - Vote for Action
- ANNOUNCE BASIS FOR EXECUTIVE SESSION PURSUANT TO RCW 42.30.110(1)(i) (if needed)
- Return to Public Session

5:00 PM – ADJOURN

TO: WSBA Board of Governors
FROM: Rajeev Majumdar, President
DATE: March 27, 2020
RE: Proposed Emergency Bylaw Amendment Authorizing President to temporarily take actions necessary to allow WSBA to respond to the COVID-19 emergency

ACTION: Approve Emergency Bylaw Amendment. This action requires a 2/3 vote.

I ask that the Board consider approving the attached emergency Bylaw amendment providing the President with discretion to make certain exceptions to current Bylaws and Board Policies allowing WSBA to respond appropriately to the COVID-19 health emergency.

Emergency Bylaw Amendment Procedure

For good cause shown and in exceptional circumstances, the Board may amend the bylaws on an emergency basis, without the prior notice required in normal circumstances. Approval of an emergency amendment requires a two-thirds affirmative vote of the Board. Emergency amendments are effective only until the Board follows the normal amendment process.

On February 29, 2020, Governor Inslee proclaimed a state of emergency in Washington due to the novel coronavirus disease (COVID-19). On March 13, 2020, President Trump declared a national emergency due to COVID-19. On March 19, 2020, The Supreme Court of Washington issued an order providing a statewide response by Washington State courts to the COVID-19 emergency. On March 23, 2020, Governor Inslee issue a Stay Home-Stay Safe Proclamation imposing strict social distancing requirements and closing non-essential businesses. These orders establish the good cause and exceptional circumstances necessary to authorize the Board to amend the bylaws on an emergency basis.

Proposed Bylaw Amendments

The proposed amendment provides the President with discretion to temporarily modify dates, communication procedures and other requirements in the bylaws and Board approved policies. These modifications are intended to be effective only during the COVID-19 emergency, and to allow the WSBA to carry out its normal work with reasonable deviations to accommodate the members and the public's restrictions.

- A. Paragraph A provides the President with discretion to adjust dates, deadlines, or communication procedures in our current Admissions Policy, which was approved by the Board. This is necessary, for example, to allow applicants to communicate with WSBA electronically instead of by mail. This is also necessary to allow WSBA to adjust the bar exam application dates if the date of the bar exam changes.

- B. Paragraph B provides the President authority to temporarily substitute electronic processes and documents for in-person or paper documents and processes when currently required by the bylaws. This is necessary, for example to permit the Election Board to be present electronically during counting of governor election ballots.

- C. Paragraph C authorizes the President to substitute remote attendance when in person attendance is required in the bylaws. This is necessary, for example, to make certain that Governors and Officers' remote attendance at Board meetings satisfies the bylaw requirements.

In Service,



Rajeev D. Majumdar,
WSBA President
(206) 214-5177

**XVII. EMERGENCY BYLAW AMENDMENT
PRESIDENTIAL AUTHORITY DURING COVID-19 EMERGENCY**

- A. During the COVID-19 emergency, the WSBA President is granted discretion to reasonably modify, extend, or make exceptions to the dates, deadlines, or communication procedures in the current Admissions Policies, and exam administration guidelines and policies, when necessary to comply with court, state, health department, or other authorized Coronavirus responses, on the condition that all actions must comply with court rules, court orders, and with the NCBE's requirements for secure administration of the bar exam.

- B. During the COVID-19 emergency, the WSBA President is granted limited authority to temporarily substitute electronic documents and processes for in-person or paper documents and processes outlined in the WSBA Bylaws. This specifically includes the authority to conduct elections electronically and permit the Election Board to be present electronically during the counting of any paper ballots received.

- C. During the COVID-19 emergency, the WSBA President is granted limited authority to temporarily substitute remote attendance at meetings when in person attendance is outlined in the WSBA Bylaws. This specifically include the authority to authorized Governors and Officers to attend Board meetings remotely.



WSBA

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To: The President, President-elect, and Board of Governors
From: Terra Nevitt, Interim Executive Director
Julie Shankland, General Counsel
Date: March 27, 2020
Re: Legal Services Are Essential Under Governor Inslee's Proclamation 20-25

This memo analyzes whether legal services are essential business services in Governor Inslee's Stay Home – Stay Safe Proclamation ([20-25](#)) issued March 23, 2020. My conclusion is that legal services are essential business services, and may stay open. However, the Proclamation requires essential businesses that stay open to establish and implement social distancing and sanitation measures established by the US Department of Labor or the Washington State Department of Health [Guidelines](#). These guidelines require the following, for employees who cannot telework: (1) place staff members at least 6 feet away from each other; (2) do not have in-person meetings; (3) if you must have an in person meeting, meet in a large room allowing people to be at least 6 feet away from one another and meet for the shortest time possible; (4) close lunch rooms and limit access to places where people gather; and (5) limit visitors.

Proclamation 20-25 allows people to leave their homes to conduct or participate in (1) essential activities, and/or (2) employment in providing essential business services. The proclamation states that "employment in essential business services means an essential employee performing work for an essential business as identified in the [Essential Critical Infrastructure Workers" list](#) attached as an appendix to the Proclamation.

Working Together to Champion Justice

The Essential Critical Infrastructure Workers List includes:

1. The Courts, consistent with direction from the Washington State Chief Justice, and
2. Professional services, such as legal or accounting and tax preparation services, when necessary to assist in compliance with legally mandated activities and critical sector services.

This language establishes that legal services are essential services and allows law and legal services offices to remain open to respond to court cases, as directed by the courts, and to assist clients to access or provide essential critical infrastructure services.¹

The following guidance could be given to members:

Legal services are essential services. Legal service providers should still refrain from gathering multiple people together, exposing themselves to others when telephonic options are available, exposing themselves or their employees and colleagues to each other or clients. Accessing critical files and equipment is allowable, but should be done in a manner that limits or eliminates physical exposure to other human beings. Legal service providers should not compromise the health and integrity of the profession or the health of society by facilitating the transmission of the disease, and except when *necessary* to do your essential work, should remain at home.

¹ Similar orders in California, Illinois and Indiana also define legal services as essential business services.