

# WASHINGTON STATE B A R A S S O C I A T I O N

## Board of Governors January Meeting Update

*A summary of the Board of Governors meeting Jan. 16 and 17, 2020, in Seattle prepared by WSBA*

The agenda, materials, and video recording from this Board of Governors meeting, as well as past meetings, are [online](#). The next regular meeting is March 19-20 in Olympia. The Board of Governors is WSBA's governing body charged with determining general policies of the bar and approving its annual budget.

Your At-Large Governors are [Russell Knight](#), [Hunter Abell](#), and [Alec Stephens](#).

### TOP TAKEAWAYS

1. The Board of Governors approved several **WSBA Bylaw changes**—liberalizing the timing of Section elections; changing the composition, terms, and election of board seats; setting a presumptive term limit for the Executive Director position; and more. (More information below.)
2. The state's **2020 legislative session** is underway. WSBA is actively focusing on bills related to legal professionals and the legal profession, promoting a bar-request bill, and monitoring bills of interest to Sections. According to all indications at this point, there will be no resuscitation of any bill to change the State Bar's authorization or structure. (More information below.)
3. The Washington Supreme Court has ordered a proposed amendment to APR 26 published for public comment, with a comment deadline of April 30, 2020. The amendment would require lawyers in private practice to carry **mandatory malpractice insurance**, with defined exceptions; in response, the WSBA President will communicate to the Court why the Board declined to endorse the same rule last year (originally brought forward by WSBA's [Mandatory Malpractice Insurance Task Force](#)). The President will also create an ad hoc committee to generate public-protection alternatives to mandatory malpractice insurance. ([See page 232.](#))
4. Looking for **legal luminaries**: It's time to submit APEX (Acknowledging Professional Excellence) Award nominations! "These awards are an opportunity for those of us in the legal profession to honor the heroes among us—those who knock down barriers every day to ensure and protect the right to justice for all," said WSBA President Rajeev Majumdar. "Please take the time to nominate an individual or group that is deserving of statewide

recognition. Those who work for justice do so tirelessly and passionately, but often behind the scenes; I believe it is absolutely important to spotlight and celebrate such work as a way to inspire and ignite others, to show the true nature of lawyers' work to the public, and to provide a much-deserved thank you to our legal luminaries.”

## **MEETING RECAP**

**Bylaw changes.** The Board of Governors passed several bylaw amendments to:

- Limit any individual's term as Executive Director to 10 years, with the ability of the board to extend the term in two-year increments via a supermajority vote. ([See page 90.](#))
- Change the definition of quorum to a simple majority. ([See page 130.](#))
- Change the composition and election process for At-Large governor positions, including removal of dedicated seats for two community (non-members) representatives and one Limited License Legal Technician or Limited Practice Officer—instead, all qualified license types will be allowed to run for open district and At-Large seats (with the exception of the Young Lawyer representative); and election of the Young Lawyer and Diversity At-Large positions via membership votes rather than board selection (with candidates on the ballot put forth by the Washington Young Lawyers Committee and Diversity Committee, respectively). ([See page 106 and 116 and Late Materials page 6.](#))
- Allow governors to serve two terms (of three years) instead of just one. ([See page 106.](#))
- Allow governor class representatives to designate alternates from their class on the Executive Committee. ([See page 135.](#))
- Increase flexibility in the timing of Section elections to coincide with mid-year meetings. ([See page 139.](#))

Relatedly, in lieu of approving a proposed change to the bylaws in regards to Sections, the board asked the Board Legislative Committee to fine-tune a policy to clarify how Sections introduce and respond to legislation in a manner that encourages members to share their subject-matter expertise with lawmakers in an official WSBA capacity while adhering to GR 12 ([see page 113](#)).

The governors also conducted a first-read of a proposed bylaw change that would allow judicial members who are entering or leaving the judicial office to NOT change to a new member status classification ([see page 141](#)).

The bylaw changes are now subject to approval from the Washington Supreme Court, [pursuant to the Court's directive in October 2019](#).

**Civil arrests in connection with judicial proceedings.** Representatives from the Washington Immigration Solidarity Network, Northwest Justice Project, Washington Defender Association, and ACLU of Washington described the disruptions to courts and impediments to the rule of law that

occur when federal immigration agents arrest non-U.S. citizens in connection with court appearances. They asked WSBA to support a suggested new General Rule (GR) 38 ([see page 304](#)) to prohibit civil arrests in a Washington courthouse—or while travelling to and from the courthouse—without a judicial arrest warrant or judicial order for arrest while the person is involved with a judicial proceeding or other business with the court. They also asked WSBA to support an amendment to [Rules of Professional Conduct \(RPC\) 4.4 Comment 4](#) to extend the existing prohibition on threatening to report or reporting individuals to immigration authorities to both civil and criminal cases. The WSBA Committee on Professional Ethics reviewed and commented on both proposals. The Board of Governors agreed to send comments to the Court in support of GR 38; they will ask the Court to extend the comment period for the RPC 4.4 amendment to give interested stakeholders time to come to consensus on some minor changes. ([See pages 253 and 344](#) and [Late Materials page 44.](#))

**Legislative update.** The state’s “short” legislative session began Jan. 13 and is scheduled to adjourn March 13. As with most sessions, WSBA is supporting legislative proposals that originated through WSBA Sections and were later approved by the Board of Governors. For 2020, there is one such bill: SB 6037, a legislative proposal from the Corporate Act Revision Committee of WSBA’s Business Law Section to modernize the Business Corporation Act by requiring gender diversity on boards of public companies.

WSBA’s Legislative Affairs team will also focus its strategy in two other areas: 1. Legislation aligned with the bar’s mission, including proposals that create and promote access to justice for all Washington residents, enhance statewide civics education, provide funding for the state’s court system, and provide funding for civil legal aid services; and 2. Legislation affecting legal professionals, including those that would increase existing court fees or alter court rules or the structure of the judiciary branch.

As usual, the bar is also monitoring non-WSBA request bills relevant to Sections so that lawmakers can benefit from our members’ subject-area expertise. *Please note: According to all indications at this point, there will be no resuscitation of any bill to change the state bar’s authorization or structure.* WSBA will provide regular updates throughout the session on [NWSidebar](#) and other WSBA communication channels. If you have comments or questions, contact Legislative Affairs Manager [Sanjay Walvekar](#).

**Budget and Audit update.** The Budget and Audit Committee reported the good news that, once again, certified public accounting firm Clark Nuber issued an [unmodified, “clean” audit opinion for the Washington State Bar Association’s 2019 fiscal year](#). Up next are two processes to make sure WSBA’s finances are highly accurate and aligned with best accounting practices and safeguards: An internal “reforecast” to examine revenues and expenditures midway through the FY20 budget and an expanded external audit focused on adherence to policies and procedures. [Read the Treasurer’s Report in each issue of NWLawyer \(scheduled to revert to its previous name, Washington State Bar News, in April\) for updates.](#)

**Miscellaneous.** The Board of Governors:

- Approved a policy that expands the WSBA Legislative Review Committee (to up to 35 members) to help it appropriately vet proposed legislation through a wide variety of stakeholders. (See page 101.)
- Approved suggested technical amendment to APR 8(b) to correctly identify the legal offices and services that assist military personnel; the current rule lists legal service offices that no longer exist. (See page 94.)
- Approved the appointment of Carrie Umland as 2019-20 Chair of the Client Protection Board. (See Late Materials page 3.)
- Did not approve WSBA taking action to provide LLLT education at this time.

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