

# WASHINGTON STATE BAR ASSOCIATION

## WSBA Board of Governors Conflict of Interest Policy

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Adopted: July 27, 2007. Amended Jan. 16, 2026.

### Purpose

The Washington State Bar Association (“WSBA”) and the WSBA Board of Governors (“BOG”) are accountable to both WSBA members and the public for the responsible and proper use of WSBA’s resources and the pursuit of its mission. WSBA Governors and Officers have fiduciary duties to act in WSBA’s best interests and may not improperly use their position for their own personal benefit.

This Conflict of Interest Policy is intended to ensure compliance with these fiduciary duties when WSBA is contemplating an action that might benefit Covered Person (as defined below).

### Definitions

*BOG Delegated Group:* A group to which the BOG has delegated final decision-making powers.

*Conflict of Interest:* A situation in which a Covered Person or Immediate Family Member (as defined below) has a financial or other interest that impairs, or would be reasonably considered to impair, the Covered Person’s independence or objectivity in the discharge of their duties to WSBA.

*Covered Person:* A WSBA Governor, Officer, or member of a BOG Delegated Group.

*Immediate Family Member:* A sibling, parent, spouse, domestic partner, or child (including adopted children) of either (1) a Covered Person or (2) the spouse or domestic partner of a Covered Person.

*Interested Covered Person:* A Covered Person with a Conflict of Interest regarding a matter before the BOG.

### Policy:

1. It is the duty of each Covered Person to be conscious of any actual or potential conflicts of interest and to act with candor and care in such a situation.
2. Within 30 days of initial election or appointment, and annually thereafter, each Covered Person must complete, sign, and submit to the WSBA Executive Director a Conflict of Interest Affirmation and Disclosure Form in which they (a) agree to abide by the policy, and (b) disclose any conflicts of interest of which they are aware.
3. Covered Persons shall have a continuing obligation to disclose in good faith any actual or potential Conflicts of Interest that arise after submission of the annual form. An Interested Covered Person shall make such disclosures before discussion and vote on any relevant matter before the BOG or a BOG Delegated Group. The BOG or BOG Delegated Group may seek information from the Interested Covered Person before discussing the matter, but the Interested Covered Person may not be present during the discussion and vote, nor shall the Interested Covered Person count toward quorum. If a Covered Person is uncertain whether a Conflict of Interest exists, they should seek guidance from the WSBA President and Executive Director.

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4. In the event of a dispute as to whether a Conflict of Interest exists, the BOG or BOG Delegated Group will determine by majority vote whether a Conflict of Interest exists. The BOG or BOG Delegated Group may seek information from the potentially Interested Covered Person to assist in its determination, but the potentially Interested Covered Person may not participate in the discussion or vote. If the BOG determines a Conflict of Interest exists, paragraph 3 above applies to the proceedings.
5. If a Covered Person becomes aware that the BOG or a BOG Delegated Group has taken an action without knowledge of a relevant, undisclosed Conflict of Interest, the Covered Person must promptly inform the WSBA President, Executive Director, and BOG and the BOG will determine as soon as practicable whether reexamination of the matter is necessary.
6. Disclosure of a Conflict of Interest and recusal must be noted in the minutes of the meeting.
7. Covered Persons will not use their position to direct WSBA staff, resources, or property for their personal use.
8. Covered Persons may not receive, accept, take, seek, or solicit, directly or indirectly, anything of economic value as a gift, gratuity, or favor from a person if it could be reasonably expected that the gift, gratuity, or favor would influence the vote, action, or judgment of the Covered Person, or be considered as part of a reward for action or inaction.
9. Covered Persons may not knowingly advise or represent persons in pending or likely proceedings adverse to WSBA, including but not limited to, lawsuits, administrative proceedings, or proceedings relating to lawyer, LPO, or LLLT discipline, disability, admissions, or reinstatement. Covered Persons may refer a person to the procedures governing these proceedings.

**Remedies**

Failure to comply with this Conflict of Interest Policy may be grounds for removal or other corrective action as permitted by the WSBA Bylaws.

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**WSBA BOARD OF GOVERNORS**  
**ANNUAL CONFLICT OF INTEREST AFFIRMATION AND DISCLOSURE**

By signing below, I affirm that I have received a copy of the WSBA Board of Governors Conflict of Interest Policy (the “Policy”). I understand the Policy and agree to abide by it.

To the best of my knowledge, I have no conflicts as defined in the Policy except as disclosed below. If I become aware of a conflict during my term on the Board of Governors, I will disclose it according to the procedures in the Policy.

I have listed below the following:

1. Any entity with which WSBA has a financial relationship and in which I or an Immediate Family Member participate (e.g., as a director, officer, employee, owner, or member);
2. Any transaction in which WSBA is a participant with which I might have a Conflict of Interest; and
3. Any other situation involving WSBA which poses a conflict of interest for me.

I understand that the information disclosed on this form will be retained by WSBA and may be available for review pursuant to Washington Supreme Court General Rule 12.4.

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## Signature

Print name

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Date