

**Proposed Bylaw Amendments – Administration
(Art. IV)**

These amendments are intended to achieve two goals:

1. Policy/Governance Transparency.
2. Fiscal/Public Responsibility.

These changes affect Art. IV and the administration and oversight of the WSBA, and reduce costs, including: the right of governors to communicate with the membership; eliminating the Immediate Past President position; capping E.D. compensation; requiring Board of Governors approval for hiring or firing of GC or Chief Disciplinary Counsel; and putting a ten year term limit on the position of the E.D.

REDLINE PROPOSED BYLAW AMENDMENTS re: Administration

IV. GOVERNANCE

A. BOARD OF GOVERNORS

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2. Duties

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d. Each Governor is expected to engage with members about BOG actions and issues, and to convey member viewpoints to the Board. In representing a Congressional District, a Governor will at a minimum: (1) bring to the BOG the perspective, values and circumstances of her or his district to be applied in the best interests of all members, the public and the Bar; and (2) bring information to the members in the district that promotes appreciation of actions and issues affecting the membership as a whole, the public and the organization. To facilitate such Governor communications, at the request of any Governor representing a Congressional District, the staff of the WSBA shall transmit to the members of such Congressional District without delay any communications described in (2) above by the means requested by such Governor, whether electronic or physical mail, and without in any way altering such communications without the express permission of said Governor.

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B. OFFICERS OF THE BAR

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3. Immediate Past President (Eliminated)

~~The Immediate Past President performs such duties as may be assigned by the President or the BOG. The Immediate Past President will perform the duties of the President in the absence, inability, recusal, or refusal of the President, President-elect, and Treasurer to perform those duties. Among the duties specifically assigned to the Immediate Past President is to work on behalf of the BOG and the officers to ensure appropriate training and education of new BOG members and officers during their term.~~

~~The Immediate Past President is not a voting member of the BOG except when acting in the President's place at a meeting of the BOG and then only if the vote will affect the result.~~

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5. Executive Director

The Executive Director is the principal administrative officer of the Bar. The Executive Director is responsible for the day-to-day operations of the Bar including, without limitation: (1) hiring, managing and terminating Bar personnel, (2) negotiating and executing contracts, (3) communicating with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters, (4) preparing an annual budget for the Budget and Audit Committee, (5) ensuring that the Bar's books are kept in proper order and are audited annually, (6) ensuring that the annual audited financial report is made available to all Active members, (7) collecting debts owed to the bar and assigning debts for collection as deemed appropriate, (8) acquiring, managing, and disposing of personal property related to the Bar's operations within the budget approved by the BOG, (9) attending all BOG meetings, (10) reporting to the BOG regarding Bar operations, (11) ensuring that minutes are made and kept of all BOG meetings, and (12) performing such other duties as the BOG may assign.

Notwithstanding the foregoing, the Executive Director shall not have the authority to hire or fire the General Counsel or the Chief Disciplinary Officer, which authority is reserved exclusively to the Board of Governors, acting by majority vote to take such actions. The Executive Director serves in an ex officio capacity and is not a voting member of the BOG. The Executive Director's total annual compensation may not exceed the then current total compensation paid to the Associate Supreme Court Justice of Washington.

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7. Vacancy

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b. The Executive Director is appointed by the BOG, serves at the direction of the BOG, and may be dismissed at any time by the BOG without cause by a majority vote of the entire BOG. If dismissed by the BOG, the Executive Director may, within 14 days of receipt of a notice terminating employment, file with the Supreme Court and serve on the President, a written request for review of the dismissal. If the Supreme Court finds that the dismissal of the Executive Director is based on the Executive Director's refusal to accede to a BOG directive to disregard or violate a Court order or rule, the Court may veto the dismissal and the Executive Director will be retained. No individual shall serve as Executive Director for more than ten years.