

WASHINGTON STATE BAR ASSOCIATION

ANTITRUST, CONSUMER PROTECTION, AND UNFAIR BUSINESS PRACTICES SECTION

As last amended and approved by the Washington State Bar Association Board of Governors on September 29, 2017. Prior amendments to the Section bylaws were approved by the Washington State Bar Association Board of Governors on June 25, 1999, and on July 23, 2010.

ARTICLE I - NAME

1.1 The name of this section shall be Antitrust, Consumer Protection, and Unfair Business Practices Section (the "Section").

ARTICLE II - PURPOSE

2.1 The purpose of this Section shall be to provide a forum for members of the Washington State Bar Association to exchange information and ideas, and to develop and conduct educational programs, regarding public and private aspects of trade regulation law, including antitrust, consumer protection, and unfair business practices.

ARTICLE III - MEMBERSHIP

3.1 Active members in good standing of the Washington State Bar Association may be enrolled as Section members upon request and payment of annual Section dues. Members enrolled as provided in this paragraph shall constitute the voting membership of the Section.

3.2 Other persons may participate in Section activities as subscribers upon request and payment of annual Section dues. In accordance with the Bylaws of the Washington State Bar Association, law students may be enrolled as subscriber members of the Section at the standard annual dues amount set by the Board of Governors. Subscribers shall not have voting privileges.

ARTICLE IV - DUES

4.1 The executive committee, subject to the approval of the Board of Governors of the Washington State Bar Association, shall establish the amount of the Section dues which shall be payable annually and in advance. Any person who shall fail to pay the annual dues when due shall cease to be a member or subscriber of the Section.

ARTICLE V - EDUCATION

5.1 The Section annually shall sponsor at least one Continuing Legal Education program, for the benefit of Section members, subscribers, other members of the Washington State Bar Association and the public, covering topics relevant to the Section's purposes.

ARTICLE VI - MEMBERSHIP MEETINGS

6.1 Section Meetings. The Section shall hold a formal Section Meeting at least once each fiscal year at a time and place to be determined by the executive committee.

6.2 Quorum. The voting members of the Section present at any meeting shall constitute a quorum for the transaction of business.

6.3 Action. Subject to the powers which have been delegated to the executive committee as provided below, the Section shall act through a majority vote of the voting members present at a meeting. Voting by proxy shall not be allowed.

6.4 Notice. Notice of a Section Meeting will be made reasonably available to the public through notice on the Section web page and to the Members via electronic means reasonably calculated to reach the Members.

ARTICLE VII - PRINCIPAL OFFICE

7.1 The principal office of the Section shall be maintained in the offices of the Washington State Bar Association.

ARTICLE VIII - FISCAL YEAR

8.1 The fiscal year of the Section shall coincide with that of the Washington State Bar Association.

ARTICLE IX - EXECUTIVE COMMITTEE

9.1 Powers and Duties. The executive committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section in the interim between meetings of the members of the Section, and shall perform duties assigned to it by the Board of Governors.

9.2 Composition. The executive committee shall be composed of no more than twelve (12) members of the Section, including the officers identified in Article XI and up to eight (8) At-Large members. A Young Lawyer Liaison to the Section shall also have membership in the Executive Committee with full voting rights.

9.3 Elections and Vacancies. The members of the executive committee shall be elected by the voting members annually on the recommendation of the nominating committee or as described in this section. Nominations may be made from the Membership at large via electronic notification to Secretary and/or existing Chair by any member, provided that the nomination is received prior to March 15. The executive committee will approve a list of nominees for each open position. Nominations and elections for open executive committee positions will be held between March 20 and May 31 each year. The Washington State Bar Association will administer the elections by electronic means and certify the

results, unless the Section develops its own equivalent electronic election process. In the event of a tie, the winner will be determined by coin toss by the existing Section Chair. The executive committee shall have authority to appoint members, by majority vote, to fill executive committee vacancies. When a member is appointed to fill a vacancy in an unexpired term, the member will do so until the next annual election when an individual will be elected to serve the remainder of the vacated term.

9.4 Term. At-Large executive committee members shall serve staggered three-year terms, and officers shall serve one-year terms, beginning on October 1st.

9.5 Meetings. The executive committee shall hold at least four (4) meetings per fiscal year, at such times and places as may be designated by the Chair or by a majority of the executive committee.

9.6 Quorum. A majority of the voting members of the executive committee shall constitute a quorum for the transaction of business.

9.7 Action. Once a quorum is established, the executive committee shall act through a majority vote of the executive committee members present at a meeting in person or by electronic attendance such as telephone or video conference.

9.8 Notice. No executive committee meeting shall be official unless notice thereof has been given to the executive committee members prior to the meeting. Notice may be given by electronic transmission, or telephone.

ARTICLE X - COMMITTEES

10.1 Nominating Committee. The Section shall have a nominating committee which shall be charged with the duties of recommending to the Section members a slate of officers and At-Large executive committee members to fill expiring terms, for each fiscal year. The nominating committee shall consist of the Chair, the Immediate Past Chair, and an At-Large member selected by the Chair from the Section members who are not current members of the executive committee. The Nominating Committee shall report its list by March 16.

10.2 Other Committees. The executive committee shall have the power to create such other temporary and permanent committees as may be necessary to conduct the business of the Section. The executive committee shall establish the purpose, size and duration for each other committee, and the duration of the terms for members of the committees.

ARTICLE XI - OFFICERS

11.1 Officers. The Section officers shall be a Chair, a Secretary, and a Treasurer. The positions of Secretary and Treasurer may be held by the same person as Secretary/Treasurer. The officers will be elected annually as set forth above and in the Washington State Bar Association Bylaws.

11.2 Removal. The executive committee by vote of a two-thirds majority of the executive committee members may remove any person from office. Grounds for removal include, but are not limited to, regular absence from executive committee meetings and events, failure to perform duties, unprofessional or discourteous conduct or whenever, in the executive committee's judgment, the executive committee member is not acting in the best interest of the Section membership.

11.3 Chair. The Chair shall be the chief executive officer of the Section and, subject to the executive committee's control, shall supervise and control all of the affairs of the Section. The Chair shall preside at all meetings of the Section and of the executive committee.

11.4 Secretary. The Secretary will take minutes at each meeting of the Section and executive committee, and provide approved minutes to the Washington State Bar Association for publication and record retention. The Secretary shall perform the duties of the Chair during the absence or incapacity of the Chair, together with such duties as from time to time may be assigned by the Chair or by the executive committee.

11.5 Treasurer. The Treasurer will work with the Washington State Bar Association to ensure that the Section complies with Washington State Bar Association fiscal policies and procedures, work with the Washington State Bar Association to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget.

11.6 Term. The term for each office shall be one year, and shall be coextensive with the Section's fiscal year.

ARTICLE XII - AMENDMENTS

12.1 These bylaws may be amended at any meeting of the Section, by a majority vote of the Section members present. These bylaws may also be amended at an executive committee meeting by a majority vote of the voting executive committee members once a quorum is established. No amendment to these bylaws shall become effective until approved by the Board of Governors of the Washington State Bar Association.

Original bylaws first adopted on the ___ day of _____, ____.

First amendments to the Section bylaws were approved by the membership of the Washington State Bar Association Antitrust, Consumer Protection, and Unfair Business Practices Section at a special membership meeting of the Section on June 4, 1999. The Washington State Bar Association Board of Governors approved the name change and bylaw changes (except the second sentence of bylaw 9.7) at their June 25, 1999 meeting.

Second amendment to the Section bylaws approved by the Washington State Bar Association Board of Governors on July 23, 2010; in accordance with the Washington State Bar Association Bylaws, the approved amendment is specific to Article III. Membership, stating that law students may join the Section as non-voting subscriber members.

Third amendments to the Section bylaws approved by the Washington State Bar Association Board of Governors on September 29, 2017.