

WASHINGTON STATE BAR ASSOCIATION

ALTERNATIVE DISPUTE RESOLUTION SECTION

BYLAWS

As last amended and approved by the
Washington State Bar Association Board of Governors on July 27, 2017.

ARTICLE I. NAME

This section shall be known as the “Alternative Dispute Resolution Section” (hereinafter referred to as the “Section”) of the Washington State Bar Association (hereinafter referred to as “Association”).

ARTICLE II. MEMBERSHIP

Any Active member in good standing of the Association, Emeritus Pro Bono member (APR 8(e)), Judicial Member, House Counsel (APR 8(f)), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in Washington but not licensed in Washington, may be enrolled as a voting member of this Section upon request and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Association pursuant to Article 5.5 of these Bylaws. In addition, inactive members of the Association and others may be subscribers of the Section by paying the Section dues established by the Section and approved by the Board of Governors, and law students may be subscribers of the Section by paying the standard annual law student dues amount set by the Board of Governors. Subscriber members are non-voting members of the Section and may not hold an elected office.

ARTICLE III. OFFICERS

The officers of this Section shall be the Chair, Chair-elect, Secretary and Treasurer. No individual may hold more than one officer position at a time.

ARTICLE IV. DUTIES OF OFFICERS

4.1 Chair

The Chair, as chief executive officer, shall preside at all meetings of the executive committee and of the Section membership, and have such other executive powers and perform such other duties as are not inconsistent with these bylaws or the Bylaws of the Association. The Chair may, at his or her discretion, appoint other members of the executive committee to perform some of the tasks normally performed by the Chair.

4.2 Chair-elect

The Chair-elect shall perform all duties of the Chair during the latter's absence or inability to act and, when so acting, shall have all the executive powers and perform such other duties as are not inconsistent with these bylaws or the Bylaws of the Association. The Chair-elect shall have such other powers and perform such other duties not inconsistent with these bylaws as, from time to time, may be requested by the Chair or the executive committee.

4.3 Secretary

The Secretary shall be responsible for the taking of minutes at each meeting of the Section and the executive committee, and the transcription and distribution of such minutes to the members of the Section and to the Association for publication and record retention. The Secretary shall also send timely notices of executive committee meetings and the annual meeting.

4.4 Treasurer

The Treasurer shall be responsible for maintaining accurate records of the finances of this Section, tracking the dues and other receipts of the Section, and approving the necessary disbursements thereof, consistent with the budget and subject to such procedures as shall be prescribed by the executive committee or the Board of Governors of the Association. The Treasurer will work with the Association to ensure that the Section complies with Association fiscal policies and procedures, work with the Association to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget.

4.5 Term

The term of office of each Officer shall commence on October 1 and shall be for one year.

ARTICLE V. EXECUTIVE COMMITTEE

5.1 Membership

There shall be an executive committee composed of all the officers of this Section, the Immediate Past Chair of this Section, the Young Lawyer Liaison and up to eight (8) other At-

Large members. All other past Chairs of this Section shall be non-voting ex officio members of the executive committee.

5.2 Term

The term of each member of the executive committee, other than officers, shall begin on October 1, and be for three (3) years, or until the member resigns or is removed for cause. The executive committee shall, by majority vote, appoint members to the executive committee to fill an unexpired term. 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. Any member may be removed from the executive committee by a two-thirds majority vote of the sitting voting members. Grounds for removal shall include, but are not limited to, regular absence from executive committee meetings (failing to attend two-thirds, i.e., eight out of twelve, of the monthly meetings) and events, failing to perform job 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. The member shall be provided the reason(s) in writing and may, if he or she chooses, present his or her reasons for his or her acts or omissions at the next regular meeting of the executive committee. If a majority of the executive committee still determines that the member should be removed, a replacement shall be appointed.

5.3 Duties

The executive committee shall supervise and direct the affairs and determine the policies of this Section, subject to and in accordance with these bylaws and the Bylaws and policies of the Association.

5.4 Meetings

The executive committee may act at a meeting duly called. A majority of the voting members of the executive committee shall constitute a quorum to transact business. Meetings shall be called by the Chair or by a majority of the members of the executive committee, and notice of such meetings shall be given to members of the executive committee and made reasonably available to the public not less than three days prior to such meeting.

5.5 Dues

The executive committee shall have the right to assess annual Section membership dues upon each member of this Section, subject to approval by the Board of Governors of the Association.

ARTICLE VI. COMMITTEES

6.1 Standing Committees

The chair of each standing committee shall be selected for the next year, which begins October 1, by the Chair-elect, upon the approval of the executive committee. The committee chair shall

ADR SECTION BYLAWS

serve for one year, unless reappointed by the next Chair-elect. In addition, the Chair shall have the power, in consultation with the executive committee, to appoint such ad hoc committees as are necessary for the purpose of furthering the objectives of this Section.

6.2 Members

The Chair shall have the power to designate the members of standing committees of this Section in consultation with the executive committee. The members of the standing committees shall be selected from among members of this Section by the Chair in consultation with each committee chair.

ARTICLE VII. MEETINGS OF MEMBERS

7.1 Meetings

This Section may hold an annual meeting of its members at any time called for by the Chair subject to approval of the executive committee. Special meetings of the members may be called by the Chair, Chair-elect, or a majority of the members of the executive committee.

7.2 Notices

Notice of the time and place of all meetings shall be given to all members of this Section and made reasonably available to the public at least five days prior to the meeting date.

7.3 Quorum

Ten voting members shall constitute a quorum for the transaction of business at any meeting of this Section.

7.4 Rules of Order

All meetings of this Section shall be guided by Robert's "Rules of Order, Newly Revised" or The Standard Code of Parliamentary Procedure, Latest Edition (formerly the Sturgis Standard Code of Parliamentary Procedure).

ARTICLE VIII. ELECTIONS

8.1 Time

This Section shall hold a regular annual election of officers, except for the office of Chair which automatically shall be filled by the Chair-elect, and At-Large members of the executive committee for open At-Large seats. Nominations and elections will be held between March and May each year.

8.2 Nominating Committee

The nominating committee shall consist of the Immediate Past Chair, the current Chair and the Chair-elect, and one Section member who is not currently a voting member of the executive committee. The nominating committee shall nominate one or more members of this Section for each of the offices of Chair-elect, Secretary and Treasurer, and for the open At-Large executive committee positions. All applicants will apply through an electronic application process administered by the Association. The executive committee will also have an alternative nominating process to allow for nominations to occur outside of the nominating committee process. The executive committee will approve a list of nominees for each open position. Persons nominated through an alternative nomination process will be included on the final list of approved nominees.

8.3 Procedure

The 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 a single toss of a coin.

ARTICLE IX. AMENDMENTS TO BYLAWS

These bylaws may be amended at any annual meeting of the Section by a majority vote of the voting members of the Section present. These bylaws may also be amended at any regular or special meeting of the executive committee of the Section called for the purpose of amending the bylaws and upon seven days written notice to members of the executive committee and made reasonably available to the public, and by a majority vote of the voting members of the executive committee present, once a quorum is established. No amendment to these bylaws shall become effective until approved by the Board of Governors of the Association. These bylaws are subject to the Bylaws of the Association.

As last amended and adopted by the executive committee of the Section on June 16, 2017.

Approved by the Board of Governors of the Association on July 27, 2017.