

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

2020 SECTION ANNUAL REPORT

January 1 - December 31, 2020

Deadline: Friday, December 4, 2020

Name of the Section:	Business Law Section	
Chair:	Jason J. Cruz	
Section Information: <i>*To be completed by WSBA Staff*</i>	Membership Size: <i>(As of December 1, 2020)</i>	1,256
	Staff Lead:	Eleen Trang
	BOG Liaison:	Bryn Peterson
	FY20 revenue (\$): <i>As of September 30, 2020</i>	\$32,327.72
	FY20 direct expenses (\$): <i>(As of September 30, 2020; does not include the Per-Member-Charge)</i>	\$6,739.28
Purpose: <i>(Usually stated in the Section's Bylaws)</i>	<p>The purpose of the Section is to benefit the members of the Section and their clients: (a) by encouraging research and study, and the development of best practices, in the area of business law in the State of Washington, and sharing these efforts through continuing legal education where possible and appropriate; (b) by participating in the development of state legislation and regulations in order to improve and facilitate the administration of justice in the area of business law; and (c) by undertaking such other services relating to the area of business law as may be of benefit to members of the Section, members of the Bar, and the greater public.</p>	
2020 Accomplishments and Work in Progress:	<p><u>Legislation.</u> This year, the Business Law Section continued its tradition of strong legislative involvement, with the active review of dozens of proposed bills through the legislative session. Significant projects included assisting with the drafting and development of Senate Bill 6037, which was signed into law by Governor Jay Inslee. The law amended the Washington Business Corporation Act ("WBCA") with respect to corporate board gender diversity and made certain other</p>	

updates and conforming changes. Additionally, the Section has proposed legislation that would update various provisions of the LLC Act, the Uniform Limited Partnership Act, and the WBCA. Finally, in response to ongoing legislative efforts in Washington to establish statutory wage liens, the Section has formed a working group to help the bill sponsors address concerns raised by the Uniform Commercial Code Committee.

Publications. One of our most significant projects, the *Amended and Restated Report on Third Party Legal Opinion Practice in the State of Washington*, was approved by the Board of Governors of the WSBA at its November 2019 meeting. The report has been made available on the Section’s website, as well as in national legal opinions databases and compilations.

Programming. Although the pandemic has made programming difficult, the Section nonetheless sponsored the Northwest Securities Institute—one of the Section’s two perennial programs for the securities-focused legal community.

Bylaws and Structure. There were no major changes to the Bylaws and Structure of the Section this year.

<p>Please quantify your section’s current member benefits:</p> <p><i>For example:</i></p> <ul style="list-style-type: none"> • \$3000 Scholarships, donations, grants awarded; • 4 mini-CLEs produced 	Quantity	Member Benefit
		Scholarships, donations, grants awarded (\$ amount)
		Law school outreach events/benefits hosted
	Approx. 25 this year	Legislative bills reviewed/drafted
	2 per year	Newsletters/publications produced
		Mini-CLEs produced
	1	Co-sponsored half-day, full-day and/or multi-day CLE seminars with WSBA
		Co-sponsored half-day, full-day and/or multi-day CLE seminars with non-WSBA entity
		Receptions/forums hosted or co-hosted

		Recognitions/Awards given
		New Lawyer Outreach events/benefits
		Other (please describe):
Looking Ahead: Goals & Priorities for 2021 (Top 5)	1	Continue the Section’s strong tradition of legislative participation.
	2	Survey our members to determine whether, how, and to what extent we should proceed with virtual programming initiatives during the pandemic.
	3	When public health orders and public safety allow for large gatherings, continue to improve upon the programming initiatives from recent years, including the new format of the mid-year meeting and collaborative programming with the Corporate Counsel Section.
	4	Continue the publication of our semi-annual newsletter and improve the content and member benefits on our WSBA-hosted website.
	5	Actively recruit more members to participate in the Section.

Please report how this section is addressing diversity:

(Are you using any of the tools provided by WSBA and if so, how? Have you sought out training or consultation from the Diversity Specialist? How have you elicited input from a variety of perspectives in your decision-making? What have you done to promote a culture of inclusion within the board or committee? What has your section done to promote equitable conditions for members from historically underrepresented backgrounds to enter, stay, thrive, and eventually lead the profession?)

Even as compared to other segments of the legal profession, the business law bar is historically lacking in diversity. The Section has tried to be cognizant of this in the constitution of our executive committee. This year, we are thrilled to report that women and racial and ethnic minorities currently represent almost 50% of our executive committee. We continue to actively solicit minority bar associations for their involvement within the Business Law Section. We have also sought out opportunities to participate in business law-tailored events in the community that focus on the inclusion and participation of underrepresented segments of the business law bar. For example, the Section has sponsored events in the past through the McMahon Fund that serve the dual purpose of addressing business issues and targeting underrepresented groups. As a Section, we continue to look for opportunities of this sort.

Please report how this section is addressing professionalism:

(Does the section’s work promote respect and civility within the legal community? Does it seek to improve relationships between and among lawyers, judges, staff and clients? Does it raise awareness about the causes and/or consequences of unprofessional behavior?)

The Section seeks to promote professionalism among our members by helping to build and foster personal relationships among business attorneys across the state and by providing a forum for

the discussion and exchange of ideas leading to the improvement of the laws relating to these areas of law.

Please report how this section is integrating new and young lawyers into its work:

(How have you brought new and young lawyers into your decision making process? Has the section supported new and young lawyers by (for example) helping to find and prepare them for employment, assisting with debt management, building community, and providing leadership opportunities?)

The Section has a policy drafted into its bylaws of including a Young Lawyer Liaison in our executive committee as a full voting member. Historically, we have attended and participated in Open Sections nights to try to promote business law among new/young lawyers. Further, we have co-sponsored and participated in specific CLEs coordinated by the young lawyers' group that focus on business law issues in the practices of more junior lawyers. Finally, we are in the process of forming a new Young Business Lawyers Committee, which will work with the Executive Committee to recruit young lawyers to the Section. We firmly understand that the long-term health of our Section is dependent on succession planning and outreach to new and young lawyers.

Please describe your Executive Committee's relationship with WSBA staff and the Board of Governors.

For example:

- *Quality of WSBA staff support/services provided to Section Executive Committee*
- *Involvement with Board of Governors, including assigned BOG liaison*
- *Ideas you have on ways WSBA can continue to strengthen/support services to sections.*

We believe the Section's relationship with the WSBA staff and governors has been fruitful. The WSBA staff has always been willing to help. We appreciate the lengths to which the WSBA staff always goes to acknowledge the contributions of the section leaders, we appreciate the WSBA leadership's willingness to consider questions of section support and autonomy, and we appreciate the WSBA's willingness to revisit the financial terms of CLE programming.

Note: Annual Reports will be provided to the WSBA Executive Director and Board of Governors and will be posted on your section's webpage. We encourage you to share the Annual Report with your BOG liaison and section membership.

Reports are scheduled to be included in the January 2021 BOG Meeting Materials.

Return by December 4, 2020 to eleent@wsba.org