

WASHINGTON STATE BAR ASSOCIATION

Agenda

WSBA Business Law Section – Governance/Bylaw Review Committee

February 12, 2026

For Discussion:

(1) *Finalizing Proposed Changes:*

a. *Section 4.2(c):*

- i. Removing “ad hoc” committees to avoid automatic additional executives.
Approved last meeting.
- ii. Making the Young Business Lawyers Committee a standing committee. ***For Discussion.*** (Current Chair, Kaitlyn Karstetter, is in favor of it becoming a standing committee).

b. *Section 4.4:*

- i. Specifying that quorum is 7 (of 18 possible executives). ***For Discussion.***
 1. It appears the WSBA Bylaws will not allow this.

Section (I)(E)(2) (Definitions) - “Quorum” means the presence of a majority of the voting membership (i.e., more than half the voting members). A quorum must be present when votes are taken.

2. (Comments from Carolyn MacGregor indicate this would be unlikely to change).
- ii. Lowering the requirement that 75% vote on legislative matters to a simple majority. ***For Discussion***
 1. The WSBA Bylaws allows voting by email during a legislative session.
 - a. Section (XI)(F)(2) Due to the section executive committee’s unique need to be able to act quickly to address issues that arise during a regular or special legislative session, between executive committee meetings during a legislative session, upon notice to all section executive committee members, the section executive committee may discuss and vote on issues relating to the section’s position on pending or proposed legislation by email. However, if any section executive

committee member objects to using an email process for any particular issues, the section executive committee instead will take up that issue at its next section executive committee meeting.

2. The WSBA Bylaws do not require 75% consensus on legislative matters.

c. *Section 4.5*

i. Allow voting by email

1. *WSBA Bylaws (VII)(B)(6) At any meeting required to be open to the public, no Bar entity is permitted to vote by secret ballot, except for elections for At Large Governors and the President-elect, as required by Article VI(D) for purposes of elections, or as otherwise provided by these Bylaws. A vote taken by email will not be deemed a secret ballot so long as the vote, including the question voted on, the identity of each person voting, and vote cast by each person, is recorded and published with the minutes. Votes taken on matters in a duly designated executive session need not be recorded or published, unless otherwise required by these Bylaws or court rule.*

- ii. (There is no express prohibition on this – but – since it outlines specific circumstances where it is allowed, it isn't allowed in all others).
- iii. Comments from Carolyn indicated this might be something the BOG would change and collaboration with other sections would be helpful.

(2) *Additional Discussion*

a. *Attendance requirement.*

Action Items:

- At the time of our Executive Committee Meeting on February 18 propose bylaw changes to:
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- Prior to that meeting, have spoken with Carolyn MacGregor & Kevin Fay regarding the proposed changes.