

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

Labor and Employment Law Section

Bylaws

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

ARTICLE I – IDENTIFICATION

1.1 *Name and Creation.* The name of this section is the Labor and Employment Law Section (the “Section”). This Section was established pursuant to the Bylaws of the Washington State Bar Association (the “Bar”).

1.2 *Purpose.* The purpose of the Section shall be to seek the participation of all interested members of the Bar including plaintiff’s and defense counsel from both the public and private sectors and of state and local bar associations in order to benefit such members, their clients and the general public.

- a. By providing a forum for members to exchange ideas in all areas of labor and employment law.
- b. By establishing an annual CLE and business meeting
- c. By undertaking such other service as may be of benefit to the members, the legal profession and the public.

1.3 *Limitations.* These bylaws have been adopted subject to the applicable Washington statutes and the Bylaws of the Bar.

1.4 *Principal Office.* The principal office of the Section shall be maintained in the offices of the Bar.

1.5 *Fiscal Year.* The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE II – MEMBERSHIP

2.1 *Enrollment.* Any Active member in good standing of the Bar of the State of Washington may be enrolled as a voting member of the Section upon request and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Bar. Inactive members, currently enrolled law students, and certified human resources professionals may also be enrolled as non-voting members (“subscribers”) of the Section upon request and payment of annual Section dues. Subscribers shall not be eligible to serve on the executive committee.

2.2 *The Membership*. Members enrolled as provided in Section 2.1 shall constitute the Membership of the Section.

2.3 *Dues*. Dues in the amount approved by the Board of Governors of the Bar shall be paid annually in advance. Any person who shall have failed to pay the annual dues shall cease to be a member of the Section.

ARTICLE III – MEETINGS OF THE MEMBERSHIP

3.1 *Annual Meeting*. The annual meeting, if any, and any other meeting of the Section shall be called by the executive committee at such time and place as it may determine.

3.2 *Quorum*. The voting members of the Section present at any regularly scheduled or specially called meeting shall constitute a quorum for the transaction of business.

3.3 *Controlling Vote*. Action of the Section shall be by majority vote of the voting members present.

3.4 *Meeting Notice*. Notice of meetings will be provided to the members and subscribers prior thereto.

ARTICLE IV – EXECUTIVE COMMITTEE

4.1 *Powers and Duties*. The executive committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section and perform duties assigned to it by the Board of Governors.

4.2 *Composition*. The executive committee shall be composed of the following positions, each of which shall have voting rights:

- Four (4) At-Large positions held by individuals that primarily practice as defense counsel in the private sector;
- Two (2) At-Large positions held by individuals that primarily practice as defense counsel in the public sector;
- One (1) At-Large position held by an individual that primarily practices as a full-time neutral;
- Three (3) At-Large positions held by individuals that primarily practice as plaintiff's counsel;
- Three (3) At-Large positions held by individuals that primarily practice as counsel for a labor union or labor unions; and
- One (1) position held by the WSBA Young Lawyer Liaison to the Section.

4.3 *Controlling vote*. After a quorum (a majority of the voting members of the executive committee) is established, action of the executive committee will be by majority vote or consensus of such quorum.

4.4 *Meetings*. Meetings shall be held at such time and place as may be designated by the Chair or a majority of the executive committee. Section members, subscribers, and members of the public shall be entitled to attend executive committee meetings. Notice of executive committee meetings will be

provided as in section 3.4 of these bylaws. The executive committee shall be expected to conduct a minimum of four meetings annually.

ARTICLE V – OFFICERS

5.1 *Officers.* The officers of the Section shall be the Chair, the Secretary, and Treasurer.

5.2 *Chair.* The Chair shall preside at all meetings of the Section and of the executive committee. The Chair shall formulate and present at each meeting of the Bar a report of the work of the Section for the then past year, and shall perform such other duties as usually pertain to this office or as may be delegated by the executive committee.

5.3 *Secretary.* The Secretary will take minutes at each meeting of the Section and executive committee, and provide approved minutes to the Bar for publication and record retention.

5.4 *Treasurer.* The Treasurer will work with the Bar to ensure that the Section complies with Bar fiscal policies and procedures, work with the Bar to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget. In conjunction with the Chair and as authorized by the executive committee, the Treasurer shall attend generally to the business of the Section.

5.5 *Removal.* Any officer or other member of the executive committee may be removed by a two-thirds majority vote of the executive committee. 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.

ARTICLE VI – ELECTIONS

6.1 *Elective Offices.*

- a. At-Large Executive Committee Members. Nominations and elections for open At-Large executive committee positions will be held between March and May each year. Each of the thirteen elected positions on the executive committee shall be for a three-year term with three positions expiring each year.
- b. Officers. Nominations and elections for open officer positions will be held between March and May each year. Officers serve a one year term in the specified office and shall serve simultaneously as executive committee members. The executive committee may nominate officers from the existing executive committee or officers may be nominated in an alternative process; however, any person not already an elected member of the executive committee must be elected to the executive committee through its ordinary procedures before serving as an officer.

6.2 *Nomination.* The Chair or the executive committee shall annually appoint a nominating committee of not less than three members of the Section, including one member who is not currently an executive committee member. The nominating committee shall make and report nominations of the Section at the next executive committee meeting for the members of the executive committee to succeed those whose terms will expire at the close of the annual meeting, and to fill vacancies then existing for

unexpired terms. The executive committee will also have an alternative process to allow for nominations to occur outside of the nomination committee process. It shall be the responsibility of the nomination committee to contact each member nominated and verify their willingness to accept the nomination. All applicants will apply through an electronic process administered by the Bar.

In selecting its nominees, the nomination committee shall bear in mind the need for broad representation on the executive committee, based on geography, diversity of practice, special expertise, and other factors of diversity. No person shall be nominated to serve more than two full terms consecutively. The executive committee will approve a list of nominees for each open position.

6.3 Voting. The Bar 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 coin toss administered by two members of the executive committee.

6.4 Term of Office. The term of office for each executive committee member shall begin on October 1 each year.

6.5 Interim Appointments. The executive committee will appoint, by majority vote, members to fill vacancies on the executive committee. 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.

ARTICLE VII – SUBSTANTIVE RESPONSIBILITIES

7.1 Committees. The executive committee may appoint committees to perform such duties and exercise such powers as it determines are necessary to further the purposes of the Section.

ARTICLE VIII – AMENDMENTS

These bylaws may be amended at any meeting of the Section by a majority vote of the voting members of the Section present. Additionally, these bylaws may 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 advance notice, by a majority vote of the voting members of the executive committee present after a quorum is established. No amendment shall become effective until approved by the Board of Governors of the Bar.

Original bylaws adopted and approved by the Bar Board of the Governors on February 18, 2000.

Bylaws first amended and adopted by the Bar Labor and Employment Law Section Executive Committee on October 12, 2005, and subsequently approved by the Bar Board of Governors on January 12, 2006.

Bylaws amended and adopted by the Bar Labor and Employment Law Section Executive Committee and subsequently approved by the Bar Board of Governors on July 25, 2008, and on September 22, 2011.

Bylaws amended and adopted by the Bar Labor and Employment Law Section Executive Committee and subsequently approved by the Bar Board of Governors on December 12, 2012, and on March 8, 2013.

Bylaws amended and adopted by the Bar Labor and Employment Law Section Executive Committee and subsequently approved by the Bar Board of Governors on July 9, 2014, July 25, 2014, and on July 27, 2017.