

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

## CORPORATE COUNSEL 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 Corporate Counsel Section (the “Section”). This Section is established pursuant to the Bylaws of the Washington State Bar Association (the “Bar”).

##### 1.2 PURPOSES.

The purposes of the Section shall be to:

- a. provide continuing legal and other education for its members in areas of common interest to lawyers serving as corporate counsel;
- b. provide opportunities for Section members to become better acquainted with other attorneys with similar interests;
- c. provide a forum for the exchange of ideas and discussion about issues of common interest to Section members;
- d. provide advice to the Bar, as requested, on proposed legislation, Bar rules and other matters; and
- e. undertake such other services that may be of benefit to the public and the Bar.

##### 1.3 LIMITATIONS.

These bylaws are 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. MEMBERS AND SUBSCRIBERS**

### **2.1 MEMBERS.**

Any (i) active member in good standing with the Bar (“Member”), (ii) person granted a limited house counsel license under APR 8(f) or similar successor rule, or (iii) person reasonably believing himself or herself to be in substantial compliance with RPC 5.5(d) governing temporary in-house practice or similar successor rule may enroll as a voting member of the Section and, upon payment of applicable annual dues, become a Section Member.

### **2.2 NON-VOTING SECTION MEMBERS.**

Any person in good standing as a member of any other domestic or foreign state or national bar association, or inactive or retired therefrom but otherwise in good standing, and any student enrolled in any law school may enroll as a Non-voting Section Member upon request and payment of the applicable Non-voting Section Member annual dues. Non-voting Section Members have no right to vote as a Section Member. Non-voting Section Members shall be entitled to receive communications or publications made available to all Section Members and to attend continuing legal education and other events sponsored by the Section upon payment of the applicable fees.

### **2.3 SECTION DUES.**

Section dues shall be paid annually in advance. Any person who fails to pay the annual dues shall cease to be a Section Member until current Section dues are paid. Annual dues shall be set by the Executive Committee of the Section and reasonably approved by the Bar’s Board of Governors. A standard annual dues amount for Non-voting Section Members will be set by the Section and approved by the Board of Governors.

## **ARTICLE III. MEETINGS OF THE MEMBERSHIP**

### **3.1 ANNUAL MEETING.**

The annual meeting of the Section shall generally be held in conjunction with a continuing legal education program sponsored by the Section, as determined by the Executive Committee of the Section. The Chair of the Section shall cause notice of the annual meeting to be sent by email or similar means reasonably selected by the Executive Committee to each member of the Section at least thirty (30) days in advance of the annual meeting and shall also be posted on the Section’s Web page.

**3.2 QUORUM; CONTROLLING VOTE AT SECTION MEETINGS.**

The voting Section Members present at any annual or special meeting shall constitute a quorum for the transaction of business. A majority vote of the voting Section Members present shall be required to approve any business brought before such meeting.

**3.3 SPECIAL MEETINGS.**

Special meetings of the membership of the Section may be called by the Chair upon fourteen (14) days prior written notice to the members by mail, email or other appropriate means, including by publication on the Section's Web page. The notice shall state the business to be transacted at the special meeting.

**ARTICLE IV. THE 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. The Executive Committee shall have the responsibility to establish committees of the Section.

**4.2 COMPOSITION.**

The Executive Committee shall be composed of the following persons, all of whom must be Section Members:

- a. The Chair, Secretary, and Treasurer;
- b. The Immediate Past Chair; and
- c. Up to fifteen At-Large Section Members.

**4.3 TERM.**

The term of each At-Large Section Member of the Executive Committee shall be three (3) years, beginning with the earlier of the date of election or appointment. All Executive Committee positions will begin October 1. There are no term limits for any officer or Executive Committee positions.

**4.4 CONTROLLING VOTE.**

Action of the Executive Committee shall be determined by majority vote once a quorum is established. Quorum for any Executive Meeting shall be deemed established once more than half of the then current Executive Committee members are present in person, telephonically or

by other means by which such Executive Committee Members are able to hear and to be heard by all other Executive Committee Members present. Once established, Quorum shall not be lost by the departure of any Executive Committee Members from the meeting. A member of the Executive Committee may vote in absentia by instructing the Secretary of the manner in which such vote is to be cast, provided any such votes by proxy are announced to the other Executive Committee Members present at the meeting by the Secretary prior to the time the vote of the Executive Committee is taken.

#### **4.5 MEETINGS OF THE EXECUTIVE COMMITTEE.**

The annual meeting of the Executive Committee shall be held following the annual meeting of Section Members. Other meetings shall be held at the time and place as may be designated by the Chair or a majority of the Executive Committee. The Executive Committee is expected to conduct a minimum of four (4) meetings annually. Reasonable advance notice of the meetings shall be provided to the Section membership.

### **ARTICLE V. OFFICERS**

#### **5.1 OFFICERS.**

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

#### **5.2 REMOVAL.**

Any officer or At-Large member of the Executive Committee may be removed by a two-thirds majority vote of the voting members 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.

#### **5.3 CHAIR.**

The Chair shall be the principal executive officer of the Section and shall serve a term of two (2) years. Subject to the control of the Executive Committee, the Chair shall supervise and control all of the affairs of the Section and shall preside at all meetings of the Section and the Executive Committee.

#### **5.4 SECRETARY.**

The Secretary shall be elected at the annual election for a term of two (2) years. The Secretary shall take minutes of the proceedings of all meetings of the Section and the Executive Committee, and provide approved minutes to the Bar for publication and record retention. In addition, the Secretary shall perform such other duties as may be assigned to him or her by the Chair or the Executive Committee.

#### **5.5 TREASURER.**

The Treasurer shall be elected at the annual election for a term of two (2) years. The Treasurer shall work with the Bar to guide the Section in complying 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 addition, the Treasurer shall perform such other duties as may be reasonably assigned to him or her by the Chair or the Executive Committee.

## **ARTICLE VI. ELECTIONS**

### **6.1 NOMINATION OF OFFICERS FOR ELECTION.**

The Chair shall appoint a Nominating Committee of no less than three Section Members, at least one of whom shall not be a current member of the Executive Committee, to nominate one or more persons for election as Chair, Secretary, Treasurer, and At-Large Executive Committee Members upon the expiration of the term of the then incumbent(s). All applicants, including self-nominations and nominations of individuals nominated by the Nominating Committee, will apply through an electronic application process administered by the Bar. The Nominating Committee shall report its nominees to the Executive Committee and Section Members prior to the annual meeting. In addition, other nominations for the same positions may be made from the floor at the annual meeting. The Executive Committee will approve a list of nominees for each open position, but others may be nominated or self-nominated as described above.

### **6.2 ELECTION PROCEDURE.**

Nominations and elections for open Executive Committee positions will be held between March and May each year. 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 conducted by the current Chair in the presence of the current Secretary.

### **6.3 APPOINTMENTS TO FILL VACANCIES.**

If any position on the Executive Committee or the position of Chair, Secretary or Treasurer becomes vacant for any reason before the expiration of a term, the Executive Committee shall appoint, by a majority vote, a successor. When a Section Member is appointed to fill a vacancy in an unexpired term, the Member will do so until the next annual election when the interim incumbent or another individual will be elected to serve the remainder of the vacated term or a new term, as the case may be.

## **ARTICLE VII. COMMITTEES**

### **7.1 COMMITTEES.**

The Executive Committee may form committees to perform such duties as shall be determined by the Executive Committee. Such committees may be permanent committees or formed to

perform specific tasks. All committees shall report to the Chair and shall provide regular reports of their activities to the Executive Committee. Any committee may be disbanded at any time by the Executive Committee.

## **7.2 COMPOSITION AND GOVERNANCE OF COMMITTEES.**

The composition of each committee shall be determined by the Executive Committee who shall appoint a Chair to manage the work of the committee. Committee Members may include Section Members who are not members of the Executive Committee. All Committee members shall serve at the pleasure of the Executive Committee.

## **ARTICLE VIII. AMENDMENTS**

These bylaws may be amended at any annual meeting of the Section. 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; provided that written notice describing the proposed amendments is provided to each Executive Committee Member at least four (4) days in advance of the meeting. No amendment of these bylaws will be effective until approved by the Board of Governors of the Bar.