



# WSBA

BOARD OF GOVERNORS

## BOG GOVERNOR-CHAIR CONFLICT POLICY

The Board of Governors recognizes that there are times when a sitting Governor may be called upon to Chair a meeting in lieu of the President of the WSBA. A particular example is that the President-elect (who may be a Governor) and the Treasurer (who is always a Governor), are both in the line of Chair succession if the President is removed, unavailable, conflicted, or otherwise incapable of doing so. *Bylaws IV.B. (2 & 4).*

The Board of Governors has identified some potential conflicts, and adopted the following policies to deal with such conflicts:

### **Quorum.**

Potential Conflict: The Bylaws define the roles of President and the Treasurer as members of the Board, but the roles of President-elect and Immediate Past President are not considered voting members of the Board. *Bylaws IV.B. (1-4).* This may have been done, in part, to keep the number of board members to 15—the maximum number allowed under the State Bar Act. *RCW 2.48.030.* The President is not treated as a voting member for purposes of quorum; this is not specified in the Bylaws, but appears to be a long standing WSBA practice, based on the President's limited voting role. *Notes of General Counsel Shankland.* This is a debated issue under Robert's Rules of Order.<sup>i</sup> The potential issue under the WSBA Bylaws is, whether the Treasurer or a governor who is also serving as President-elect would count for quorum when he or she is acting as President.

Adopted Policy: A governor acting as President will count for quorum.

### **Voting.**

Potential Conflict: Governors, unless recused, may vote on all issues before the Board. The President only votes to break a tie. The potential issue under the WSBA Bylaws is whether a governor retains the right to vote when he or she is acting as President.

Adopted Policy: A governor acting as President may not vote on an issue before the Board while acting as President except to break a tie.

### **Voting Twice/Tie Breaking.**

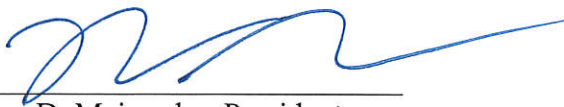
Potential Conflict: A governor could be put in a position where they vote on a matter and *then* is required to temporarily act as President.<sup>ii</sup> Under Robert's Rules of Order, this would not be permitted.<sup>iii</sup> The potential issue under the WSBA Bylaws is how to handle a tie vote of the Board when a governor that has already voted is acting as President.

Adopted Policy: A governor acting as President after he or she has voted and then faced with a tie, will not be allowed to break the tie vote. Instead the matter will be tabled and set over to the earliest of the next day, or the next meeting. Should the matter be tabled in a tie for three meetings,

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the matter will be considered to have failed.

Herein adopted by the WSBA Board of Governors on November 23, 2019.



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Rajeev D. Majumdar, President

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<sup>i</sup> <https://robertsrules.forumflash.com/topic/21953-quorum-president-votes-only-on-tie-vote-do-they-count-as-quorum-member/>.

<sup>ii</sup> *In arguendo*: medical emergency, late recusal, late identified conflict, or refusal of the President.

<sup>iii</sup> RONR(11<sup>th</sup> ed.) p.406, ll. 14-15.