

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

## INTERNATIONAL PRACTICE SECTION

### Sixth amended and restated bylaws

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

#### ARTICLE I – IDENTIFICATION

1.1 This section shall be known as the International Practice Section (“Section”) of the Washington State Bar Association (“WSBA”).

#### ARTICLE II – PURPOSES

The purposes of this Section are:

- 2.1 To discuss issues related to international practice, including but not limited to the following:
- a. the movement of persons, goods and services across national boundaries;
  - b. the establishment of business, investment and contractual entities by domestic entities in foreign jurisdictions, and vice versa;
  - c. laws governing space, the seas, sea beds and resources contained therein;
  - d. the protection and exploitation of domestic entities’ intellectual property in foreign jurisdictions, and vice versa;
  - e. tax-related, diplomatic, ethical, regulatory, contractual, and jurisdictional issues related to the foregoing.
- 2.2 To collect, analyze, and disseminate information as to legislation and judicial decisions relating to international practice, including but not limited to immigration, aerospace, taxation, intellectual property, financing, services, trade regulation, exports and imports, jurisdiction, transnational contracts, dispute resolution, and travel;

2.3. To provide the Board of Governors and the WSBA, upon request, recommendations on how to proceed on matters dealing with international issues;

2.4 To engage in educational and related activities in conjunction with the Continuing Legal Education Committee of the WSBA with other organizations, and independently;

2.5 To develop contacts with foreign lawyers, scholars, and law students, especially those who work or study in Washington State;

2.6 To communicate to members of the WSBA, members of this Section, and the general public through a newsletter, website, email or other means;

2.7 To initiate, sponsor, and promote within the WSBA, court rules and legislation regarding international practice issues, as appropriate;

2.8 To serve as a representative of the WSBA, subject to appropriate authorization, on international practice issues;

2.9 To communicate and cooperate with other organizations interested in international practice matters;

2.10. To mentor and otherwise assist with the professional development of law students and young lawyers interested in the international practice of law; and

2.11 To foster collegiality among the members of the Section, members of the WSBA, and anyone else interested in the international practice of law.

### **ARTICLE III – MEMBERSHIP IN SECTION**

3.1 Any (1) Active member, (2) Emeritus Pro Bono member (APR 8(e)), (3) professor at any law school in Washington state (whether licensed in Washington or not), (4) Judicial member, (5) House Counsel, or (6) full time lawyer in a branch of the military who is stationed in Washington, in good standing as applicable in the WSBA, may be enrolled as a voting member of the Section upon request and payment of annual Section dues.

3.1.1 Inactive members of the WSBA, lawyers licensed and/or in good standing in foreign jurisdictions but not in Washington, and other legal professionals may be enrolled as non-voting observer members (“subscribers”) of the Section upon such terms as the executive committee may determine from time to time.

3.1.2 Law students may be enrolled as subscribers of the Section at a standard annual dues amount set by the WSBA Board of Governors.

3.2 Members enrolled as provided in Section 3.1 shall constitute the membership of the Section.

3.3 Dues in the amount approved by the Board of Governors of the WSBA 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 IV – EXECUTIVE COMMITTEE AND SUB-COMMITTEES**

4.1 There shall be an executive committee, which shall consist of (1) at least six (6) At-Large members, (2) the officers listed in Section 5.1, and (3) the Immediate Past Chair of the Section. Additional members or the reduction of members of the executive committee shall be determined by the Section.

4.2 The selection of the members of the executive committee shall be in accordance with the provisions of Article IX.

4.3 At-Large positions on the executive committee shall be for staggered three (3) year terms.

4.4 There shall be subcommittees, officers and other positions of the Section as determined by the executive committee. Each subcommittee shall have a subcommittee Chair or Co-Chairs appointed by the Section Chair. The Section Chair may appoint others to serve on the respective subcommittee. The sub-committee shall have no authority to act for the Section, except as authorized by the executive committee.

4.5 Each subcommittee Chair shall be responsible for the work of the respective subcommittee. Each subcommittee Chair shall carry out tasks as determined by the Section Chair or executive committee. Subcommittee Chairs shall be invited to executive committee meetings.

#### **ARTICLE V – OFFICERS**

5.1 The officers of the Section shall be the Chair, the Chair-elect, the Secretary/Treasurer, and the Communications Committee Chair.

5.2 The officers shall be elected in accordance with the provisions of Article IX.

5.3 The Chair may appoint a Continuing Legal Education Liaison representative to serve as administrator of continuing legal education programs for the Section and as a representative, when appropriate, to the Continuing Legal Education Committee of the WSBA.

5.4 The Chair shall appoint members of subcommittees authorized by the executive committee. The Chair shall appoint members for such other positions as authorized by the executive committee.

#### **ARTICLE VI – GENERAL DUTIES AND POWERS OF OFFICERS**

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

6.2 The Chair-elect, upon the death, resignation or during the disability of the Chair, or upon his or her refusal to act, shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's disability, and then only during so much of the term as the disability continues. The Chair-elect shall also perform such duties as the Chair may designate.

6.3 The Secretary/Treasurer shall take minutes at all section and executive committee meetings and provide approved minutes to the WSBA for publication and record retention, work with the WSBA to ensure that the Section complies with WSBA fiscal policies and procedures, work with the WSBA to prepare the Section's annual budget, review the Section's monthly financial statements for accuracy and comparison to budget, and generally oversee the fiscal responsibility of the Section.

6.4 The Communications Committee Chair shall be responsible for the creation and maintenance of the Section's website, blog, social media, and publications outlined in Article VIII, and shall manage Section communications with members.

#### **ARTICLE VII – DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE**

7.1 The executive committee shall have general supervision and control of the affairs of the Section, subject to the provisions and the guidelines established by the WSBA and the Board of Governors. During the interval between the meetings of the Section, the executive committee and Chair shall have full authority to act for the Section in any way in which the Section itself would be authorized to act. The executive committee and Chair shall operate with a budget prepared under the guidance of the officers and approved by the WSBA Board of Governors.

7.2 The executive committee may authorize members of the executive committee to make commitments or expend money on behalf of the Section, so long as such expenditures are consistent with the Section's budget as approved by the Board of Governors, and all contracts on behalf of the Section are approved and signed by the WSBA.

7.3 The executive committee shall meet at, or about, the time and place of each annual meeting of the Section and may meet at any other time or place on the call of the Chair or four (4) members of the executive committee.

7.4 Except as provided herein, all binding actions of the executive committee shall be by majority vote of the voting members of the executive committee present at a meeting thereof, once a quorum is established. A quorum consisting of a majority of the voting members of the executive committee must be present to conduct business. Votes may be cast by email, so long as the voter attended a portion of the meeting during which the matter at issue was discussed.

7.5 Any or all members of the executive committee may participate in a meeting of the executive committee (or of a subcommittee thereof) in person, or by telephone or videoconference. A member participating in a meeting by such means shall be deemed to be present in person at the meeting.

#### **ARTICLE VIII – PUBLICATIONS**

8.1 If desired by the executive committee, there shall be published and furnished to members in good standing of the Section and to such other persons or organizations as the executive committee may determine, a newsletter published at such intervals as the executive committee or the Chair shall determine.

8.2 The executive committee may create a publication subcommittee to create and manage any publications that the Section may decide to publish.

8.3 The Section may publish a series of programs or other written materials, subject to approval by the WSBA, to further the objectives of the Section.

#### **ARTICLE IX – NOMINATIONS AND ELECTIONS**

9.1 The Chair, with the approval of the executive committee, shall annually appoint a nominating committee of not less than three (3) members of the Section, at least one of whom shall not be a current member of the executive committee. Such committee shall make and report nominations for proposed officers and members of the executive committee to succeed the members whose terms will next expire. A member may be renominated to the executive committee. The nominating committee shall also propose to fill vacancies existing for any unexpired terms. The executive committee will approve a list of nominees for each open position. All nominees must be voting members of the Section. As an alternate method, any member may nominate themselves for a vacant position, so long as they receive the written endorsement of five (5) members of the Section. All candidates will apply through an electronic process administered by the WSBA.

9.2 Nominations and elections for open executive committee positions will be held between March and May each year. The WSBA 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.

9.3 All executive committee positions will begin October 1 each year and be for the following duration:

Chair	-	One Year
Chair-elect	-	One Year
Secretary/Treasurer	-	One Year
Communications Committee Chair -		One Year
At-Large members	-	Three Years

9.4 The expiration date for the term of At-Large executive committee members will alternate so that the term of approximately one-third (1/3) of such members shall expire each year.

#### **ARTICLE X – APPOINTMENTS**

10.1 The executive committee will appoint, by a 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.

10.2 Subcommittee vacancies shall be filled by the Chair.

#### **ARTICLE XI – REMOVAL**

11.1 Any 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.

11.2 A subcommittee member may be removed by the Chair.

#### **ARTICLE XII – MEETING OF THE MEMBERSHIP**

12.1 The annual meeting of the Section shall be at such date and time as may be set by the executive committee.

12.2 The voting members of the Section present at any meeting shall constitute a quorum for the transaction of business.

12.3 Action of the Section shall be by majority voice vote of the voting members present. Voting members shall consist of those members identified in Section 3.1.

12.4 Special meetings of the membership of the Section may be called at such time and place as the Chair or the executive committee may determine.

#### **ARTICLE XIII – MISCELLANEOUS PROVISIONS**

13.1 The fiscal year of the Section shall be the same as that of the WSBA.

13.2 No salary or compensation may be paid to any officer, member of the executive committee, or member of a subcommittee, but actual expenses may be reimbursed in accordance with the rules and guidelines promulgated by the WSBA.

13.3 These bylaws may be amended at any annual meeting of the Section by a majority of the voting members of the Section present and voting, or at an executive committee meeting by a majority vote of the voting executive committee members once a quorum is established, and provided that no amendment hereof shall become effective until approved by the Board of Governors of the WSBA.

13.4 This Section may be terminated pursuant to the WSBA Bylaws.

#### **ARTICLE XIV – HISTORY**

15.1 The International Law Committee of the WSBA at its regularly called meeting of June 4, 1984, did adopt initial bylaws for the Section on International Law and Practice.

15.2 First amended and restated at the annual meeting of the Section on International Law and Practice of the WSBA held on September 22, 1986.

15.3 Amended and restated a second time at the annual meeting of the Section on International Law and Practice of the WSBA held on September 24, 1991. Approved by the WSBA Board of Governors on October 25, 1991.

15.4 Amended and restated a third time at the annual meeting of the Section on International Practice of the WSBA held on December 28, 1998. Approved by the WSBA Board of Governors on January 8, 1999.

15.5 On October 11, 2004, the Chair and Secretary of the Section certified the Third Amended and Restated bylaws to be the true and correct bylaws of the Section (see 15.4).

15.6 Amended and restated a fourth time at the annual meeting of the Section on International Practice of the WSBA held on July 26, 2007. Approved by the WSBA Board of Governors on September 20, 2007.

15.7 Amended and restated a fifth time at the annual meeting of the Section on International Practice of the WSBA held on July 16, 2010. Approved by the WSBA Board of Governors on March 18, 2011.

15.8 Amended and restated a sixth time at the meeting of the executive committee of the International Practice Section of the WSBA held on June 8, 2017. Approved by the WSBA Board of Governors on July 27, 2017.