

WASHINGTON STATE BAR ASSOCIATION

Labor and Employment Law Section

Bylaws

As last amended and approved by
the Washington State Bar Association
Board of Governors on March 10, 2022

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;
- One (1) At-Large position held by an individual that primarily practices as defense counsel in the public sector;
- One (1) At-Large position held by an individual that practices labor or employment law;
- 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, the Treasurer, and the Immediate Past Chair.
- 5.2 *Chair.* The Chair shall preside at all meetings of the Section and of the executive committee. The Chair shall prepare and submit to the Bar an annual 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. At the conclusion of the executive committee member's term as Chair, they shall serve as the Immediate Past Chair.
- 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 *Immediate Past Chair.* The Immediate Past Chair will largely serve to assist the Chair in exercising their duties, and will stand in for the Chair at any meeting in the Chair's absence. The Immediate Past Chair will perform any additional duties as may be delegated by the executive committee. Consistent with 4.2, should the Immediate Past Chair's term on the executive committee end at the same time their term as Chair ends, in order to serve as Immediate Past Chair, the outgoing Chair may (a) be elected to another term on the Executive Committee consistent with article VI or (b) stay on the Executive Committee as an officer, but in an advisory capacity without voting rights.
- 5.6 *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 June each year. Each of the thirteen elected positions on the executive committee shall be for a three-year term with at least four positions expiring each year.
- b. Officers. The executive committee will nominate and elect officers from the existing executive committee between March and June each year. However, the Immediate Past Chair shall not be a position elected by the executive committee; rather, at the conclusion of the executive committee member's term as Chair, they shall continue to serve as an

officer in the role of Immediate Past Chair. If the Chair's term ends simultaneously with their term on the executive committee and they do not continue in an advisory role consistent with 5.5, any past Chair serving a term on the executive committee may be appointed by the committee as Immediate Past Chair. Executive committee members shall serve a minimum of six months on the executive committee before they are eligible to serve as an officer of the committee. Officers serve a one-year term beginning on October 1 in the specified office and shall serve simultaneously as executive committee members.

- c. Chair Transition. Between June and September each year, the current Chair will work with the incoming Chair to transition Chair duties by October 1.

6.2 *Nomination.* The Chair of 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 solicit input from the Executive Committee regarding potential nominees for vacancies on the Executive Committee and keep the Executive Committee updated on the election process. The nominating committee shall contact and encourage interested members of the Section to submit application materials for vacancies on the Executive Committee. The nominating committee shall review application materials submitted by nominees and other applicants and approve the final slate of candidates to include on the Section's election ballot. All candidates will apply through an electronic process administered by the Bar. The term "nominees" means those individuals the nominating committee solicits to apply. The term "other applicants" means those individuals who apply but were not solicited by the nominating committee. The term "candidates" means any Section member who submits application materials—both nominees and other applicants—and is included on the Section's election ballot.

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, prior service on the executive committee, and other factors of diversity, equity, and inclusion. The executive committee will approve a list of candidates 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. Priority will be given to Section members that qualify to fill the role of the vacant position, but if none are available, then a vacancy may be filled by a Section member whose primary practice is different than that assigned to the vacant position. When a member is appointed to fill a vacancy in an unexpired term, the member will do so for 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.

Bylaws amended and adopted by the Bar Labor and Employment Law Section Executive Committee and subsequently approved by the Bar Board of Governors on March 10, 2022.

