

WASHINGTON STATE
BAR ASSOCIATION

TO: WSBA Board of Governors

FROM: Alec Stephens, Chair
Personnel Committee

DATE: November 6, 2019

RE: Personnel Committee Proposed By-Law Amendment to set a 10-year term limit on an individual serving as WSBA Executive Director [FIRST READ FOR NOVEMBER 2019 BOG MEETING]

Action: Amend the By-Laws to limit any individual serving as WSBA Executive Director to 10 years.

At the October 21, 2019 meeting of the Personnel Committee, an Amendment to the By-Laws was considered and approved to set a 10-year term limit on any individual who serves as WSBA Executive Director. The committee action considered a proposal to revise the Vacancy Section of the Article IV, Section B.7, under Vacancy. The committee chair believes this would work better under the preceding Section B.6 under Terms of Office.

This matter is on the agenda for “First Read” during the November 22-23 BOG meetings. Barring other actions, this matter will be on the agenda for “Action” during the January 16-17 BOG meetings.

Proposed Bylaw Amendment –Governance (Art. IV)

This change affects Art. IV and identifies a ten-year term limit on the position of the Executive Director.

REDLINE PROPOSED BYLAW AMENDMENTS re: Governance

IV. GOVERNANCE

B. OFFICERS OF THE BAR

7. Vacancy

b. The Executive Director is appointed by the BOG, serves at the direction of the BOG, and may be dismissed at any time by the BOG without cause by a majority vote of the entire BOG. If dismissed by the BOG, the Executive Director may, within 14 days of receipt of a notice terminating employment, file with the Supreme Court and serve on the President, a written request for review of the dismissal. If the Supreme Court finds that the dismissal of the Executive Director is based on the Executive Director's refusal to accede to a BOG directive to disregard or violate a Court order or rule, the Court may veto the dismissal and the Executive Director will be retained. No individual shall serve as Executive Director for more than ten years.

Proposed Substitute by the Personnel Committee Chair:

Place the proposed By-Law Amendment under the By-Laws Section regarding terms of office, Article IV. Section B. 6, Terms of Office as follows:

- 6.c. The term of office of each officer position is one year; however, the Executive Director serves at the direction of the BOG and has an annual performance review. No individual shall serve as Executive Director for more than ten years.