



WSBA

WASHINGTON STATE BAR ASSOCIATION

Board of Governors Meeting

April 24-25, 2009

Courtyard Marriott

Richland, Washington



WSBA

WASHINGTON STATE BAR ASSOCIATION

WSBA Mission Statement, Guiding Principles, and Strategic Goals

Mission Statement

The Washington State Bar Association's mission is to serve the public and the members of the Bar, ensure the integrity of the legal profession, and to champion justice.

Guiding Principles

The WSBA will operate a well-managed association that supports its members and advances and promotes:

- Access to the justice system;
- Diversity, equality, and cultural understanding throughout the legal community;
- A fair and impartial judiciary;
- The public's understanding of the rule of law and its confidence in the legal system; and
- The ethics, civility, professionalism, and competency of the Bar.

Strategic Goals 2008-2011

1. WSBA engaging in a systematic review of all its programming.
2. WSBA strengthening its connection with its membership.
3. BOG improving its relationship with the WSBA staff.

Criteria for Strategic Goals:

1. The goal should be something that the WSBA either has not been doing or something that the WSBA has been doing, but that the resources devoted to that activity should be dramatically increased to take that activity to a much higher level.
2. The goal should be achievable and measurable.
3. The goal should be a goal in and of itself and not a means to another goal.

(As adopted by the Board of Governors on September 21, 2007)

GR 12

Washington State Bar Association: Purposes

A. PURPOSES: IN GENERAL.

In general, the Washington State Bar Association strives to:

1. Promote independence of the judiciary and the bar;
2. Promote an effective legal system, accessible to all;
3. Provide services to its members;
4. Foster and maintain high standards of competence, professionalism, and ethics among its members;
5. Foster collegiality among its members and goodwill between the bar and the public;
6. Promote diversity and equality in the courts, the legal profession, and the bar;
7. Administer admissions to the bar and discipline of its members in a manner that protects the public and respects the rights of the applicant or member;
8. Administer programs of legal education;
9. Promote understanding of and respect for our legal system and the law;
10. Operate a well-managed and financially sound association, with a positive work environment for its employees;
11. Serve as a statewide voice to the public and the branches of government on matters relating to these purposes and the activities of the association.

B. SPECIFIC ACTIVITIES AUTHORIZED.

In pursuit of these purposes, the Washington State Bar Association may:

1. Sponsor and maintain committees, sections, and divisions whose activities further these purposes;
2. Support the judiciary in maintaining the integrity and fiscal stability of an independent and effective judicial system;
3. Provide periodic reviews and recommendations concerning court rules and procedures;
4. Administer examinations and review applicants' character and fitness to practice law;
5. Inform and advise lawyers regarding their ethical obligations;
6. Administer an effective system of discipline of its members, including receiving and investigating complaints of lawyer misconduct, taking and recommending appropriate punitive and

- remedial measures, and diverting less serious misconduct to alternatives outside the formal discipline system;
7. Maintain a program, pursuant to court rule, requiring members to submit fee disputes to arbitration;
 8. Maintain a program for mediation of disputes between members and their clients and others;
 9. Maintain a program for lawyer practice assistance;
 10. Sponsor, conduct, and assist in producing programs and products of continuing legal education;
 11. Maintain a system for accrediting programs of continuing legal education;
 12. Conduct audits of lawyers' trust accounts;
 13. Maintain a lawyers' fund for client protection in accordance with the Admission to Practice Rules;
 14. Maintain a program of the aid and rehabilitation of impaired members;
 15. Disseminate information about bar activities, interests, and positions;
 16. Monitor, report on, and advise public officials about matters of interest to the Bar;
 17. Maintain a legislative presence to inform members of new and proposed laws and to inform public officials about bar positions and concerns;
 18. Encourage public service by members and support programs providing legal services to those in need;
 19. Maintain and foster programs of public information and education about the law and the legal system;
 20. Provide, sponsor, and participate in services to its members;
 21. Hire and retain employees to facilitate and support its mission, purposes, and activities, including in the bar's discretion, authorizing collective bargaining;
 22. Collect, allocate, invest, and disburse funds so that its mission, purposes, and activities may be effectively and efficiently discharged.

C. ACTIVITIES NOT AUTHORIZED.

The Washington State Bar Association will not:

1. Take positions on issues concerning the politics or social positions of foreign nations;
2. Take positions on political or social issues which do not relate to or affect the practice of law or the administration of justice; or
3. Support or oppose, in an election, candidates for public office.



2008-2009

WSBA BOARD OF GOVERNORS MEETING SCHEDULE

MEETING DATE	LOCATION	POTENTIAL ISSUES / SOCIAL FUNCTION	AGENDA DUE	BOARD BOOK MATERIAL DEADLINE*	OFFICERS MEETINGS
October 24-25, 2008	The Davenport Hotel Spokane, WA	BOG Meeting	October 3, 2008	October 10, 2008	October 3, 2008
December 5-6, 2008	Hotel Bellwether Bellingham, WA	BOG Meeting	November 14, 2008	November 21, 2008	November 7, 2008
January 22-23, 2009	Phoenix Inn Suites Olympia, WA	BOG Meeting Dinner/Meeting with the Supreme Court	January 2, 2009	January 9, 2009	December 19, 2008
March 6-7, 2009	WSBA Seattle, WA	BOG Meeting	February 13, 2009	February 18, 2009	February 6, 2009
April 24-25, 2009	Courtyard Marriott Richland, WA	BOG Meeting	April 3, 2009	April 8, 2009	April 3, 2009
May 29, 2009 May 29-31, 2009	Yakima Convention Center Yakima, WA	BOG Meeting ATJ/Bar Leaders Conference	May 8, 2009	May 13, 2009	May 1, 2009
July 23, 2009 July 24-25, 2009	Tulalip Resort Casino Tulalip, WA	BOG Retreat BOG Meeting	July 2, 2009	July 8, 2009	June 26, 2009
September 24-25, 2009 September 24, 2009	WSBA Seattle, WA	BOG Meeting WSBA Annual Meeting & Awards Banquet	September 3, 2009	September 9, 2009	August 28, 2009

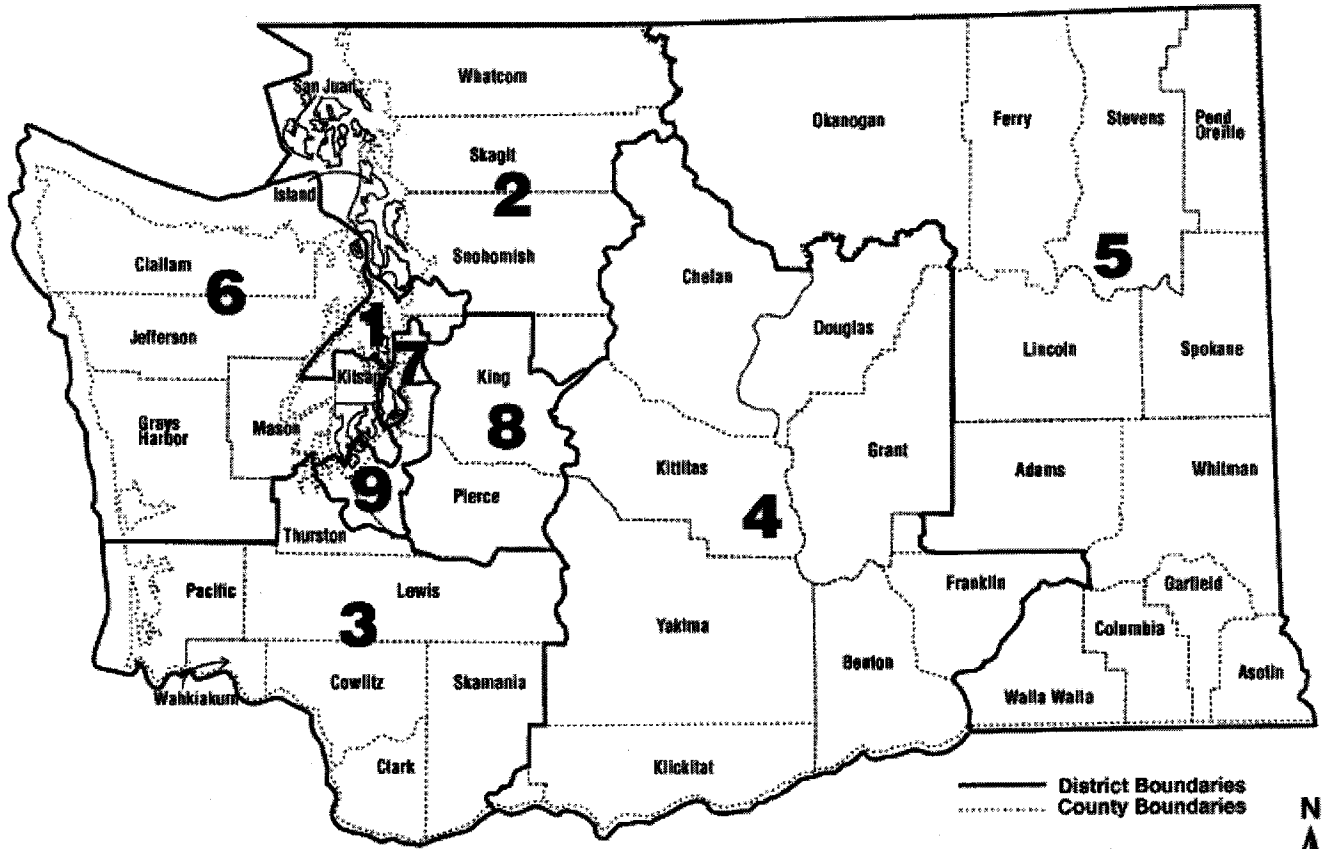
*The Board Book Material Deadline is the final due date for submission of materials for the respective Board meeting. However, you should notify the Executive Director's office in advance of possible meeting agenda item(s).



**2009-2010
WSBA BOARD OF GOVERNORS MEETING SCHEDULE**

MEETING DATE	LOCATION	POTENTIAL ISSUES / SOCIAL FUNCTION	AGENDA DUE	BOARD BOOK MATERIAL DEADLINE*	OFFICERS MEETINGS
October 23-24, 2009	Compton Union Building Pullman, WA	BOG Meeting	October 2, 2009	October 7, 2009	October 2, 2009
December 4-5, 2009	Hotel Murano Tacoma, WA	BOG Meeting	November 13, 2009	November 18, 2009	November 13, 2009
January 21-22, 2010	TBD Olympia, WA	BOG Meeting Dinner/Meeting with the Supreme Court	January 4, 2010	January 6, 2010	December 18, 2009
March 5-6, 2010	Kitsap Conference Center Bremerton, WA	BOG Meeting	February 12, 2010	February 17, 2010	February 12, 2010
April 23-24, 2010	Port Townsend, WA or Port Angeles, WA	BOG Meeting	April 2, 2010	April 7, 2010	April 9, 2010
June 4, 2010	Coast Wenatchee Center Hotel Wenatchee, WA	BOG Meeting	May 14, 2010	May 19, 2010	May 7, 2010
June 4-6, 2010		ATJ/Bar Leaders Conference			
July 22, 2010	Sleeping Lady Resort Leavenworth, WA	BOG Retreat	July 2, 2010	July 7, 2010	June 25, 2010
July 23-24, 2010		BOG Meeting			
September 23-24, 2010	WSBA Seattle, WA	BOG Meeting	September 3, 2010	September 8, 2010	August 27, 2010
September 23, 2010		WSBA Annual Meeting & Awards Banquet			

*The Board Book Material Deadline is the final due date for submission of materials for the respective Board meeting. However, you should notify the Executive Director's office in advance of possible meeting agenda item(s).



Washington State Congressional Districts

DISTRICT 1	RUSS AOKI (Treasurer)
DISTRICT 2	GEOFF GIBBS
DISTRICT 3	LOREN ETENGOFF
DISTRICT 4	ED SHEA
DISTRICT 5	PETE KARADEMOS
DISTRICT 6	PATRICK PALACE
DISTRICT 7 EAST	CATHERINE MOORE
DISTRICT 7 CENTRAL	LORI HASKELL
DISTRICT 7 WEST	ANTHONY BUTLER
DISTRICT 8	BRIAN COMSTOCK
DISTRICT 9	DAVID HELLER
AT-LARGE (A)	BRENDA WILLIAMS
AT-LARGE (B)	ANTHONY GIPE
AT-LARGE (WYLD)	CARLA LEE

RULES FOR CONDUCT OF BOARD OF GOVERNORS MEETINGS

based on

The Modern Rules of Order, 2nd Edition by
Donald A. Tortorice, Esq. and published by
ABA Publishing

- Rule 1:** **Role of the President.** Authority for conduct of the meeting is assigned to the President, who shall act as Chair. Decisions of the Chair are final on questions of procedure, but may be appealed to a vote of the Board. If a ruling is corrected by the Board, the Chair shall amend his or her ruling to reflect the will of the Board.
- Rule 2:** **Governing Law.** These rules are subordinate to the Bylaws of the WSBA, which are themselves subordinate to GR 12.
- Rule 3:** **Agenda.** The officers shall establish the agenda and order of business for each meeting in consultation with the Executive Director.
- Rule 4:** **Quorum.** The Chair shall be responsible for ascertaining and announcing the presence of a quorum, and shall duly convene the meeting when a quorum is present.
- Rule 5:** **Special Officers.** The President may appoint a Special Chair to conduct all or any part of a meeting. The Special Chair shall be the President-Elect, or, if the President-Elect is not present or is unable to serve, then the Treasurer.
- Rule 6:** **Approval of Minutes.** If the minutes of the prior meeting have been circulated, the Chair should ask if there are corrections. Following notation of corrections, the Chair shall announce that the minutes are approved as circulated (or corrected). If there is a dispute on a correction, the proposed correction should be put in the form of a main motion, discussed and voted on according to these rules. If the minutes of the prior meeting have not been circulated, the Chair shall read the minutes and take corrections, and the procedures noted above for correction and approval shall apply.
- Rule 7:** **General Discussion.** Issues that require consideration may be discussed with or without a formal motion. An issue may be resolved by recording (i) the general consensus or "sense of the Board," or (ii) by formal motion.
- Rule 8:** **General Principles for Discussion or Debate.** The Chair shall regulate the discussion to assure adequate consideration of relevant points of view in the best interest of the WSBA. The following principles shall guide the Chair and the Board:
- (a) The discussion should assure sufficient consideration of issues and all pertinent points of view.

(b) The discussion shall at all times maintain the dignity of the meeting, assure that the views of each recognized speaker are made known to the Board, and assure that proper respect is accorded to all members of the Board and others attending the meeting.

(c) The discussion shall assure that the issue(s) is/are presented in a manner understood by the participants.

(d) The ultimate goal of discussion is to determine the will of the Board and to articulate decisions for conduct of the business of the WSBA.

Rule 9: General Consensus or Sense of the Board. When the members of the Board who are present embrace a course of action by clear consensus, the Chair may (if there is no objection) state that action on the issue is resolved by “general consensus” or “sense of the meeting.” A ruling as to general consensus or sense of the meeting shall be recorded as the decision of the Board.

Rule 10: Motion Practice and Procedure. When a sense of the meeting or general consensus is not determined, or where the importance of the issue makes formal action desirable, any member of the Board (other than the President and President-Elect) may state the proposal as a motion.

Motions shall be limited to those noted on the attached Description and Chart. There are 3 categories of motions: (1) Meeting Conduct Motions, (2) Disposition Motions, and (3) Main Motions (to take action or to reconsider action taken). The motions are listed in the attached Chart in order of precedence. **When any motion is pending, any motion listed above it in the list is in order, but those below it are not in order.**

Rule 11: Elections. There should be reasonable discussion of the fitness of a candidate to serve. For each office, a majority vote is required.

Where there are more than two candidates for a position, the following process shall apply, unless the Board adopts a different procedure. In the first round of voting, each voting member of the Board may cast a vote for one candidate only. If one candidate receives a majority of the votes cast, that candidate wins the election. If no candidate receives a majority of the votes, then there shall be a second round of voting. In the second round only the two candidates who received the greatest number of votes in the first round shall be eligible, except that if there is a tie for the second greatest number of votes, all candidates receiving that number of votes shall be eligible. Voting shall proceed in the same manner until a candidate receives a majority of the votes cast.

Elections of the President-Elect, At-Large Governors and WYLD Representative Governor shall be by secret written ballot. In elections by secret written ballot, when there are only two candidates, the President shall record a ballot to be used only in the event of a tie.

Rule 12: **Adjournment.** Upon completion of the meeting agenda, and if no other business is indicated, the Chair shall adjourn the meeting. Adjournment may be accomplished by announcement by the Chair or by motion. A motion to adjourn before completion of the agenda is out of order.

DESCRIPTION:

MOTION PRECEDENCE AND CONDUCT

(If circumstances call for a departure from these procedures, the Chair has authority to determine the conduct of the meeting, subject to appeal)

MEETING CONDUCT MOTIONS

1. **Point of Privilege** – A communication from a member to the Chair drawing urgent attention to a need for personal accommodation. Examples: inability to see or hear a speaker, overlooked right or privilege that should have been accorded.
 - May interrupt a speaker
 - Second not required
 - Not debatable
 - Not amendable
 - Resolved by the Chair; no vote required
2. **Point of Procedure** – (point of order) – A communication from a member to the Chair inquiring into the manner of conducting business or raising a question regarding the propriety of a procedure. An inquiry to be resolved by the Chair.
 - May interrupt a speaker
 - Second not required
 - Not debatable
 - Not amendable
 - Resolved by the Chair; no voting required
3. **Appeal Ruling of the Chair** – An appeal to the Board of a ruling of the Chair on a matter of procedure. **NOTE:** A ruling based on governing law such as a bylaw requirement is not appealable.
 - May not interrupt a speaker
 - Second required
 - Debatable
 - Not amendable
 - Majority vote required

DISPOSITION MOTIONS

4. **Withdraw a Motion** – A maker of a motion—and only the maker of a motion—may make a motion to withdraw. As the maker's privilege, a motion to withdraw does not require a second or a vote.
 - May interrupt a speaker
 - Second not required

- Not debatable
 - Not amendable
 - Resolved by the Chair; no vote required
5. **Postpone Consideration** – Purpose: to enable the Board to deal with the issue more effectively at a later time. A postponed motion can be renewed at a later appropriate time unless otherwise specifically provided in the motion.
- May not interrupt a speaker
 - Second required
 - Debatable
 - Amendable
 - Majority vote required
6. **To Refer** – Typically, to submit an issue to a committee or task force for study and/or recommendation.
- May not interrupt a speaker
 - Second required
 - Debatable
 - Amendable
 - Majority vote required
7. **To Amend** – Proposes a change in the wording or a motion currently under consideration. **NOTE:** When a motion to amend is pending, and an amendment to the amendment is proposed, the Chair should focus discussion on the latest amendment, resolve that question, then proceed to the first amendment before continuing discussion on the main motion. Votes on amendments are in reverse order of the sequence in which they are proposed.
- May not interrupt a speaker
 - Second required
 - Debatable
 - Amendable
 - Majority vote required
8. **To Limit, Extend or Close Debate** – The Chair has discretion to ensure that differing points of view are heard. This motion overrides the Chair's determination. Since it affects a member's right to speak his or her views, it requires a two-thirds vote of the Board. (Includes calling the question.)
- May not interrupt a speaker
 - Second required
 - Debatable
 - Amendable
 - Two-thirds vote required

MAIN MOTIONS

9. **Main Motion** – May be an initial call for action, to reconsider, to rescind a prior decision or to elect persons to office.

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required unless otherwise prescribed by governing law

**SUMMARY OF
MOTION PRECEDENCE AND CONDUCT**
(if circumstances call for a departure from these procedures, the Chair
has authority to determine the conduct of the meeting, subject to appeal)

<u>Name</u>	<u>Interrupt a Speaker?</u>	<u>Second Required?</u>	<u>Debatable?</u>	<u>Amendable?</u>	<u>Vote Required?</u>
MEETING CONDUCT					
MOTIONS					
1. Point of Privilege	YES	NO	NO	NO	NO
2. Point of Procedure	YES	NO	NO	NO	NO
3. Appeal Ruling of the Chair	NO	YES	YES	NO	Majority
DISPOSITION MOTIONS					
4. Withdraw a Motion	YES	NO	NO	NO	NO
5. Postpone Consideration	NO	YES	YES	YES	Majority
6. To Refer	NO	YES	YES	YES	Majority
7. To Amend	NO	YES	YES	YES	Majority
8. To Limit, Extend or Close Debate	NO	YES	YES	YES	Two-Thirds
MAIN MOTION					
9. Main Motion	NO	YES	YES	YES	Majority*

* Unless otherwise required by governing law.



WSBA

WASHINGTON STATE BAR ASSOCIATION

Discussion Protocols Board of Governors Meetings

Philosophical Statement:

"We take serious our representational responsibilities and will try to inform ourselves on the subject matter before us by contact with constituents, stakeholders, WSBA staff and committees when possible and appropriate. In all deliberations and actions we will be courageous and keep in mind the need to represent and lead our membership and safeguard the public. In our actions, we will be mindful of both the call to action and the constraints placed upon the WSBA by GR 12 and other standards."

Governor's Commitments:

- 1. Tackle the problems presented; don't make up new ones.**
- 2. Keep perspective on long-term goals.**
- 3. Actively listen to understand the issues and perspective of others before making the final decision or lobbying for an absolute.**
- 4. Respect the speaker, the input and the Board's decision.**
- 5. Collect your thoughts and speak to the point – sparingly!**
- 6. Foster interpersonal relationships between Board members outside Board events.**
- 7. Listen and be courteous to speakers.**
- 8. Speak only if you can shed light on the subject, don't be repetitive.**
- 9. Consider, respect and trust committee work but exercise the Board's obligation to establish policy and insure that the committee work is consistent with that policy and the board's responsibility to the WSBA's mission.**
- 10. Seek the best decision through quality discussion and ample time (listen, don't make assumptions, avoid sidebars, speak frankly, allow time before and during meetings to discuss important matters).**
- 11. Don't repeat points already made.**

- 12. Everyone should have a chance to weigh in on discussion topics before persons are given a second opportunity.**
- 13. No governor should commit the board to actions, opinions, or projects without consultation with the whole Board.**
- 14. Use caution with e-mail: it can be a useful tool for debating, but e-mail is not confidential and does not easily involve all interests.**
- 15. Maintain the strict confidentiality of executive session discussions and matters.**