

WASHINGTON STATE BAR ASSOCIATION

CONSTRUCTION LAW SECTION

BYLAWS

ARTICLE I. NAME, JURISDICTION AND PURPOSE

Section 1

This Section shall be known as the Construction Law Section (formerly the Section of Public Procurement and Private Law).

Section 2

The jurisdiction of the section shall extend to laws and regulations in the field of public procurement and private construction contracts.

The purpose of this section is to promote the sound development of such laws and regulations and to cooperate in that endeavor with the American Bar Association and its sections and in doing so promote the objects of the Washington State Bar Association.

ARTICLE II. MEMBERSHIP AND DUES

Section 1

Each member of this Section shall be a member in good standing of the Washington State Bar Association.

Section 2

Each member of this Section shall pay to the Washington State Bar Association annual dues of eighteen dollars (\$18.00). Any member of the Association shall, upon request and payment of Association and Section dues for the current year, be enrolled as a member of this Section. Thereafter, such dues shall be paid in advance each year beginning on September first next succeeding such enrollment. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section.

ARTICLE III. OFFICERS AND COUNCIL

Section 1.

- (a) The officers of this section shall be a Chairman, a Chairman-Elect, a Vice Chairman, and a Secretary.
- (b) For the year commencing immediately after the 1986 Annual Meeting of the Board of Governors of the Washington State Bar Association, such officers shall be elected at the first meeting of the Section, and thereafter such offices shall be filled as provided in Article VI.

Section 2

There shall be a Council, which shall consist of the Chairman, Chairman-Elect, Vice Chairman, Secretary, nine other Council Members and the two immediate past Chairmen - ex officio. Other past Chairmen of the Section shall be honorary members of the Council. As such, they shall be given notice of and have the right to attend all meetings of the Council, and to participate in the discussions, but shall not have any voting right at any such meeting.

Section 3

- (a) The nine other Council Members shall be selected from the eligible membership of the Section.
- (b) For the year commencing immediately after the 1986 Annual Meeting of the Washington State Bar Association, three of the nine other Council Members shall be elected for a term of three years, three of such Council Members shall be elected for a term of two years and three of such Council Members shall be elected for a term of one year. For the year beginning immediately after the 1987 Annual Meeting of the Washington State Bar Association, and continuing each year thereafter, the eligible membership of the Section shall elect three of such other Council Members for three year terms.
- (c) No Council Member who has been elected to serve for a term of three years as one of the nine other Council Members shall be eligible for election to a second consecutive three year term.

Section 4

The membership of the Section shall be divided into regions of the number, size, and composition as may be established from time to time by the Council.

ARTICLE IV. DUTIES AND POWERS OF OFFICERS

Section 1

The Chairman, or successively the Chairman-Elect, Vice Chairman or the Secretary, in the absence of the Chairman, shall preside at all meetings of the Section and of the Council. He shall formulate and present at each Annual Meeting of the Washington State Bar Association a report of the work of the Section for the then closing year. He shall plan and superintend the program of the Section at the Annual Meeting of the Washington State Bar Association during his term, subject to the directions and approval of the Council, and shall superintend the performance of all activities of the Section. He shall keep the Council duly informed of his activities and shall carry out its decisions. He shall, in addition, perform such other duties and acts as usually pertain to his office or as may be designated by the Council. He shall keep an accurate record of all moneys appropriated to and expended for the use of the Section.

Section 2

The Chairman-Elect shall, in consultation with the Chairman, appoint the chairmen and members of all Committees of the Section who are to hold office during his term as Chairman. All such appointments shall be made prior to June 20 of the year preceding the year in which the Chairman-Elect is to serve as Chairman. The Chairman-Elect shall aid the Chairman in the performance of his responsibilities in such manner and to such extent as the Chairman may request. He shall perform such further duties and have such further powers as usually pertain to his office or as may be designated by the Council or by the Chairman. In case of the death, resignation or disability of the Chairman, the Chairman-Elect shall perform the duties of the Chairman for the remainder of the Chairman's term or during his disability, as the case may be.

Section 3

The Vice Chairman shall consult with and assist the Chairman and the Chairman-Elect in the discharge of their duties as set forth above. He shall perform such special assignments and duties and have such further powers as may be designated or conferred upon him or her by the Council or the Chairman. In the case of the death, resignation or disability of the Chairman-Elect, the Vice Chairman shall perform the duties of the Chairman-Elect for the remainder of the Chairman-Elect,

the Vice Chairman shall perform the duties of the Chairman-Elect for the remainder of the Chairman-Elect's term or during his disability, as the case may be.

Section 4

The Secretary shall consult with and assist the officers of the Section in the work of the Section generally. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. He shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. He, in conjunction with the Chairman, as authorized by the Council, shall attend generally to the business of the Section. He shall perform such further duties and have such further powers as may be designated by the Chairman of the Section or the Section Council. In case of death, resignation or disability of the Chairman and Chairman-Elect, and Vice Chairman, the Secretary shall perform the duties of the Chairman for the remainder of the Chairman's or Chairman-Elect's term or during his disability, as the case may be.

ARTICLE V. DUTIES AND POWERS OF COUNCIL

Section 1

The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and Bylaws of the Washington State Bar Association and the Bylaws of this Section. It shall especially authorize all commitments or contracts which shall entail the payment of money. It shall not, however authorize commitments or contracts which shall entail the expenditure of funds in excess of the funds on deposit with the Association to the credit of the Section.

Section 2

A majority of the members of the Council shall constitute a quorum for the transaction of its business. Actions of the Council on procedural matters shall be by majority vote of those present and voting. Substantive actions of the Council shall be by two thirds vote of those voting in person or a majority of the Council, whichever is the lesser.

Section 3

Members of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate their vote, in writing, upon any proposition to the Secretary and have it counted, with the same effect as if cast personally at such meeting. All members of the Council shall have the right to vote on any matter properly before the Council.

Section 4

The Chairman of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon, in writing, over their respective signatures to the Secretary, who shall record upon his minutes each proposition so submitted when, how and at whose request the same was submitted and, finally, the vote of each member of the Council thereon. The Secretary shall keep on file all such written and signed votes. If the votes of a majority of the members of the Council so recorded shall be in favor of such proposition, or if the votes of such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

Section 5

The Council shall authorize the creation of such standing committees as it deems advisable, and may delegate authority to the Chairman to create special committees and make special assignments during his term, with such powers and duties as the Council may authorize and direct, subject to the limitations of the By-Laws of the Section and the By-Laws of the Washington State Bar Association: provided, however, that no action of any committee shall become effective as the action of the Section until it is approved by the Council or by the Section.

ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 1

At each Annual Meeting of the Section, there shall be elected a Chairman-Elect, a Vice Chairman, a Secretary and, except as provided in Section 3(b) of Article III, three other Council Members. Except as provided in Section 3(b) of Article III, all of the terms of those elected at each such Annual Meeting shall commence immediately after the close of the Annual Meeting at which said election shall occur and shall end at the close of the next succeeding Annual Meeting. The person elected as Chairman-Elect shall cease to be such at the end of his term and shall, at that time and without further action by the members of the Section or by the Council, become Chairman for the ensuing year. The person elected as Vice Chairman shall cease to be such at the end of his term and at that time and without further action by the members of the Section or by the Council, become Chairman-Elect for the ensuing year.

Section 2

Except as provided in Article III, Section 1(b) and for the first two years of the section's existence, no person shall be elected to any office enumerated in Section 1 hereof unless he has been a member of this Section for at least two full years.

Section 3

At least one hundred twenty days in advance of each Annual Meeting of the Section, the Chairman shall appoint a Nominating Committee of three members of the Section to make recommendations for the offices of Chairman-Elect, Vice-Chairman, Secretary, and three other Council Members. The Chairman shall file a written notice with the Secretary of the Section of the members named to the Nominating Committee at the time of their appointment.

Section 4

The Nominating Committee shall file its report in writing with the Secretary of the Section making recommendations for all the offices listed in Section 3 of this Article VI at least sixty days in advance of each Annual Meeting. The Secretary shall forward copies of such report to all members of the Council promptly after the report is filed with the Secretary.

Section 5

Additional nominations may be made after submission of the Nominating Committee's report by filing a petition with the Secretary of the Section, at least thirty days in advance of the Annual Meeting and signed by at least fifteen members of the Section in good standing, nominating a person qualified for any of the offices listed in Section 3 of this Article VI. Only nominations made in the manner prescribed in Sections 3-5 of this Article VI may be considered in the elections held at each Annual Meeting.

Section 6

All notices, reports, and petitions filed with the Secretary pursuant to this Article VI shall be made available upon request, to any member of the Section. The Chairman shall cause such additional publication of such notices, reports, and petitions to be made as may be practical and as he deems appropriate.

Section 7

All elections shall be by written ballot unless otherwise ordered by resolution, approved by at least two-thirds of those members present and eligible to vote, at the Annual Meeting at which the election is held. No written ballot shall be counted which is not submitted by a member present at the meeting and otherwise eligible to vote.

ARTICLE VII. SUCCESSION OF OFFICERS, VACANCIES, ETC.

Section 1

The Chairman-Elect shall, unless he shall have refused to act as Chairman-Elect, automatically assume the office of Chairman for the term of one year, as provided in Section 1 of Article VI hereof.

Section 2

- (a) The Council, during the interim between Annual Meetings of the Section, may fill vacancies in its own membership or in the office of Secretary or, in the event of a vacancy in the office of Chairman or Chairman-Elect, they may fill either or both of such vacancies, as the case may be. Members of the Council and officers so elected shall serve until the end of the next Annual Meeting of the Section.
- (b) If any elected member of Council shall fail to attend a Council Meeting held in conjunction with each of two successive Annual Meetings of the Section, the office held by such member shall be automatically vacated, and the Council shall select a member to fill the vacancy until the close of the next Annual Meeting of the Section.

Section 3

The two immediate past Chairmen shall be defined to include (a) the Chairman presiding at the Annual Meeting of the Section at the end of his term as Chairman and (b) his immediate predecessor as Chairman.

ARTICLE VIII. MEETINGS OF SECTION MEMBERSHIP

Section 1

The Annual Meeting of the Section shall be held during the Annual Meeting of the Washington State Bar Association, in the same city or place as such Annual Meeting of the Washington State Bar Association, with such program and order of business as may be arranged by the Council.

Section 2

Special meetings of the Section may be called by the Chairman, upon approval of Council, at such time and place as the Council may determine.

Section 3

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

Section 4

All binding action of the Section shall be by a majority vote of the members present.

Section 5

The Section of Construction Law hereby delegates to its Council authority to act for the Section as to all matters whatsoever which come before the Section during intervals between the Annual Meetings of the Section.

Section 6

The Council may direct that a matter be submitted to the members of the Section for vote by mail. In such event binding action of the Section shall be by a majority of the votes received in accordance with rules fixed by the Council.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1

The fiscal year of the Section shall be the same as that of the Washington State Bar Association.

Section 2

All bills incurred by the Section, before being forwarded to the Treasurer of the Washington State Bar Association for payment, shall be approved by the Chairman.

Section 3

No salary or compensation shall be paid to any officer of the Section, member of the Council, or member of a Committee.

Section 4

No report, recommendation or other action by this Section shall be considered as the action of the Washington State Bar Association unless and until it shall have been approved by the Board of Governors. Any resolution or action taken by this Section may on request of the Section be reported by the Chairman of the Section to the Annual Meeting of the Washington State Bar Association for the Association's action thereon.

Section 5

These By-Laws shall become effective upon the approval thereof by the Board of Governors of the Washington State Bar Association and by this Section.

Section 6

All printing for the Section or for the Council or any Committee of the Section shall be done under the supervision of the office of the Washington State Bar Association.

ARTICLE X. AMENDMENTS

These By-Laws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council, and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of the Washington State Bar Association.

APPROVED by the Board of Governors of the

Washington State bar at Rosario, Washington, July 18, 1986.

APPROVED by the Council of the Public Procurement and Private Construction Law Section the Washington State Bar Association, September 19, 1986, at Seattle, Washington.

The current edition of the Amended Bylaws of the Construction Law Section was approved by the Membership on September 20, 2001.