



## WSBA Board of Governors

September At-Large Governor Update

Sept. 13, 2018

Dear Friends,

We are deeply concerned about a proposal to eliminate two At-Large seats for diverse and historically under-represented members from the Washington State Bar Association ("WSBA") Board of Governors ("Board"). We request your immediate input on the proposal on the next page.

Under WSBA's current bylaws, the Board elects two At-Large Governors who "have the experience and knowledge of the needs of those lawyers whose membership is or may be historically underrepresented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the [Board of Governors] will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow." The bylaws further explain that underrepresentation and diversity may be based upon various factors, including "race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor will be determinative."

The proposed bylaw amendment strips the Board of the opportunity to select two At-Large Governors for purposes of making the Board a more diverse and representative body. Instead, the proposal turns those positions into generalized At-Large Governors elected by the entire membership.

The Board is scheduled to hear a first reading of this proposal at its next regularly scheduled meeting [on Sept. 27-28, 2018](#). Please send your thoughts to Margaret Shane, WSBA Executive Assistant, at [margarets@wsba.org](mailto:margarets@wsba.org) so the full Board can hear your views.

Thank you,

[Athan Papailiou, athan.papailiou@pacificlawgroup.com](mailto:athan.papailiou@pacificlawgroup.com)

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At-Large Governors

Washington State Bar Association

## Proposed Bylaw Amendments – At-Large Governor Elections (Art. VI)

These amendments are intended to achieve two goals:

1. Policy/Governance Transparency.
2. Enhance Member Influence in WSBA Governance.

This change does not affect the requirements for the At-Large positions but moves the election of the candidates to the general membership instead of the BoG. There is nothing about the makeup of the BoG that makes it more qualified than the membership at large to select the membership's representatives.

### ***REDLINE PROPOSED BYLAW AMENDMENTS re: At-Large Governor Elections***

#### **VI. ELECTIONS**

##### **C. ELECTION OF GOVERNORS**

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###### **3. Election of At-Large Governors**

~~At large Governors are elected by the BOG as set forth below. At-Large Governors shall be elected in the same manner as Governors from Congressional Districts, except that all Active members wherever they reside shall be eligible to cast a vote in each At-Large election. Candidates must meet the requirements for office of the specific At-large position they seek as outlined in §VI.A.2.~~

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##### **D. ELECTIONS BY BOARD OF GOVERNORS**

###### **1. At-Large Governors**

~~The BOG will elect four additional Governors from the Active membership and two additional Governors from the public. The election of At Large Governors will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot.~~

- a. ~~The BOG will elect two At Large Governors who are persons who, in the BOG's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Underrepresentation and diversity may be based upon the discretionary determination of the BOG at the time of the election of any At Large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor will be determinative.~~
- b. ~~The BOG will elect one At Large Governor from nominations made by the Young Lawyers Committee. The Young Lawyers Committee will nominate two~~

~~or more candidates who will be Young Lawyers as defined in Article XII of these Bylaws at the time of the election.~~

~~c. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.~~

~~d. The BOG will elect two At Large Governors who are members of the general public from nominations made by the Nominations Committee~~

**... [THE REMAINDER OF SECTION D UNCHANGED]**