



Washington State Bar Association

BYLAWS WORK GROUP

Meeting Minutes

December 21, 2015

The meeting was held at the WSBA offices, 1325 4th Avenue, Suite 600, Seattle, WA 98101.

Present were: Anthony Gipe (chair), Elijah Forde (phone), Brad Furlong (phone), Mario Cava, Jill Karmy (phone), Angela Hayes (phone), Kim Risenmay (phone), Ken Masters (phone), Jerry Moberg (phone), Jean McElroy, Doug Ende, Kirsten Schimpff, and Darlene Neumann.

The meeting was called to order at 1:37 p.m.

Welcome and introductions were made around the table and over the telephone.

A. Minutes

The minutes were approved by consensus.

B. Subgroup Reports

Subgroup 2, Membership and Elections

Article III, Memberships. Mario Cava reported the subgroup found the central issue was the definition of "member". Currently, the four classes of membership relate only to attorney members. Nonlawyers (LPOs and LLLTs) and other legal practitioners such as Rule 9s and foreign law consultants are not addressed in the bylaws. Following the Governance Task Force recommendations for the addition of nonlawyer members to the BOG, the subgroup considered two possible options: 1) keep the "member" term, but create new sub categories; 2) create a legal definition of member that would include lawyers and other legal professionals. Maintaining "member" and expanding the sub categories would allow class distinctions such as active and non-active that could be applied to all licensed legal professionals. The work group discussed various terms to replace member and the meaning of "bar membership".

Article VI, Elections. One significant issue for this workgroup was whether members who are not lawyers may run for officer positions. The subgroup considered possible language for election of officers who are not lawyers and suggested the process might be modeled after elections of At-Large Governors. The subgroup then asked for the work group's guidance. The general consensus by members was that the issue cannot be fully answered until the question of membership is resolved.

The work group was also made aware of work by WSBA staff to make admission, license renewal, and other processes more uniform for the various legal professions that fall under the Bar's administration, which may be helpful to the subgroup's considerations. This information will be shared with the workgroup as appropriate for its consideration and use.

Subgroup 1, Functions and Definitions

Article I, Functions. Ken Masters noted the same issues regarding the definition of member may well affect proposed revisions for these Articles. The work group discussed changes to the structure of GR 12.1 and Article I, and noted that GR 12.1 is identical to the beginning of Article I. (Mr. Ende is currently working separately on a revision of GR 12.1.) It was suggested that possibly Article I could be simplified by having it refer to GR 12.1. Further discussion concerned changing and revising the structure of Articles I and II.

The work group also discussed whether to insert a provision regarding the rules to be used for parliamentary procedure. The chair's preference was to leave the choice of how to keep order with the current President and by agreement of the governors, but saw no problem with a default to Robert's Rules if other procedural rules are not designated.

Subgroup 5, Indemnification

No update.

Subgroup 3, Governance and Meetings

Kirsten Schimpff gave an overview of the subcommittee's memo and draft revisions which focused on three areas:

- Changes recommended by the Governor's Task Force (GTF)
- Improving the function and reducing the workload of the BOG
- Changes requiring Supreme Court action

The subcommittee incorporated the GTF recommendations, including those for the Executive Committee and included more references to the "Bar". They also revised language regarding removal of a Governor for good cause (failure to attend meetings or to meet certain duties). Members discussed excused absences for Governors who choose not to attend for good reason. Further discussion followed

and it was suggested the subgroup refine the draft language to make clear the expectations regarding duties and attendance of Governors.

C. Future Work Group Meetings

It was decided the next meeting will be scheduled for early February 2016. The chair proposed a longer meeting of 3-4 hours to allow for expanded discussion. Staff will send out proposed meeting dates and advise members of the final date. The chair also recommended the subgroups meet in the interim to complete proposals for the next full meeting.

The meeting adjourned at 3:15 p.m.