



Washington State Bar Association

BYLAWS WORK GROUP

Meeting Minutes

February 11, 2016

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

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

The meeting was called to order at 11:20 a.m.

I. Minutes

The minutes were deemed approved.

II. Reports of Subgroups

Subgroup 1: Art. I, Functions, and Art. II, Definitions

The subgroup made several technical changes to Art. I. The most significant change was the addition of new GR 12 and rewriting GR 12.1 from the current rule. The reference to 'Association' was also removed. Because Art. I and GR 12.1 are identical, changes to the bylaw could not be made without affecting GR 12.1. The subgroup noted the purpose of new GR 12 is to formally recognize what the WSBA is—and to acknowledge the State Bar Act and the Supreme Court's authority over the Bar. The subgroup simplified GR 12.1 by removing the list of administrative activities, placing license fees under its own subsection, and clarifying prohibited activities. The long list of administrative activities was left in Art. I. The subgroup noted the changes overall are consistent with the Governors' Task Force Report (GTF). Discussion followed on specific language in draft GR 12.1 and whether the changes actually narrowed the current rule. The subgroup commented the intention was to remove the ambiguities in the current rule to be consistent with *Keller* and other case law.

Subgroup 2: Art. III, Memberships, and Art. VI, Elections

Subgroup 2 reviewed data on the different paths for bar membership and the points at which these paths intersected. They developed a definition of Members which clearly listed three types of legal practitioners regulated by the bar: 1. lawyers, 2. LLLTs, and 3. LPOs. The subgroup noted the GTF report offered no guidance as to whether LLLTs or LPOs could be office holders. Members agreed the issue needed to be resolved since it may affect other parts of the bylaws.

Discussion followed on LLLTs and LPOs becoming full participating members of the bar, running for office, and limits on certain board positions. Members also discussed the at-large Governor positions as a model for LLLTs and LPOs on the BOG and the possibility of LLLTs and LPOs joining Sections. Although unrelated to the GTF report, the issue of continuing certain types of inactive memberships was also raised since those members are not paying license fees, but are still receiving benefits which has a fiscal impact.

Subgroup 3: Art. IV, Governance, and Art. VII, Meetings

Subgroup 3 continued discussion of their draft which made conforming changes to the bylaws in response to the GTF report. Art. IV was restructured to make it easier to follow; a paragraph was added for the three public, LLLT and LPO Governor at-large positions; Duties were reorganized as separate topics; new language was added regarding a Governor's responsibility to all members and residents of the state not solely to his/her district constituents; Governor communications to members and expected attendance at all BOG meetings were clarified; Vacancy and recall were reorganized into subsections. Several members noted recall will also need to be conformed to the Elections bylaw. Conforming changes were made to Officers, Committees, Open Meetings, and Political Activity. A definition of Special Meetings was added to Art. VII and other changes.

Subgroup 4: Art. IX, Committees, and Art. XI, Sections

The chair reported that he is working on the Sections bylaw and with the Sections Bylaws Work Group separately on their changes, which are expected by June or July. Meanwhile, the subgroup is considering creating a universal definition for Committee that would encompass all committees, task forces, work groups, etc. under one subsection to simplify the bylaw. The new definition would not include BOG created entities.

Subgroup 5: Art. XIV Indemnification

Subgroup 5 researched the indemnification policies of other jurisdictions and will make adjustments to their draft to be presented at a later meeting. They discussed the conforming edits to qualified action and expressed concern that it might be too broad. Other changes will be to clarify the meaning of indemnity, define who would be covered under the policy, and review costs that are not addressed. Members suggested the subgroup review the Bar's own insurance policy and see whether their draft tracks closely to language there.

III. Future Work

Governor Kim Risenmay will present a progress report on behalf of the Work Group at the March BOG meeting. The next full Work Group meeting will take place in early April. Staff will follow up with members regarding notification of the exact date and time.

IV. Adjournment

The meeting adjourned at 2 p.m.