

MEMORANDUM

FROM : DAN BRIDGES, Governor District 9
RAJEEV MAJUMDAR, Governor District 2

TO : WSBA BOARD OF GOVERNORS

RE : PROPOSED BY-LAW AMENDMENTS

Dear Board:

We are proposing that the attached amendments be considered and voted on in the normal course. To assist your consideration, they are comprised of the following:

1. Clarifying a quorum is required for a vote to be valid. [Art II, p. 4.](#)
2. Affirming the authority of the WSBA, except where limited by statute, order, or court rule, resides with and is retained by the Board. [Art. 4, p. 27.](#)
3. Affirming the President sets the agenda but affirming the Board's ability to act on any item properly moved and seconded at a Board meeting. [Art. 4, p. 30, Art. 7, p. 53.](#)
4. Reorganizing Executive Committee to include one member from each class. Clarifying the notice required to call a special Executive Committee meeting. [Art. 7, p. 53-54.](#)
5. Affirming the President's discretion to call executive session but making it subject to override by majority vote by the Board. Clarifying who may attend. [Art. 7, p. 48-50.](#)
6. Aligning who may vote on standing Board committees to those who may vote at Board meetings. Allowing committees to select their own chairperson. [Art. 4, p. 33, p. 44, Art. 5, p. 38.](#)
6. Allowing LLLTs to run for any district governorship. Repealing adding three new governors. [Art. 4, p. 27, Art 5, p. 38-40, 42.](#) Current at large governors are unchanged.
7. Requiring more detail in the Board's minutes. [Art. 7, p. 47.](#)

BYLAWS

Washington State Bar Association

Note: This edition of the Bylaws of the Washington State Bar Association includes the comprehensive review of the Bylaws adopted by the Board of Governors on September 24, 2010, and all other amendments approved by the Board of Governors through January 26, 2017.

I. FUNCTIONS.....	1
A. PURPOSES: IN GENERAL.....	1
B. SPECIFIC ACTIVITIES AUTHORIZED.....	1
C. ACTIVITIES NOT AUTHORIZED.....	3
II. DEFINITIONS AND GENERAL PROVISIONS.....	3
A. HEADQUARTERS.....	3
B. SEAL.....	3
C. FILING PAPERS WITH THE BAR.....	3
D. COMPUTATION OF TIME.....	3
E. DEFINITIONS AND USE OF TERMS.....	4
III. MEMBERSHIP.....	4
A. MEMBER LICENSE TYPES.....	4
B. STATUS CLASSIFICATIONS.....	5
1. Active.....	5
2. Inactive.....	6
3. Judicial [<i>Effective January 1, 2012</i>].....	7
4. Emeritus Pro Bono.....	9
5. Suspended.....	10
C. REGISTER OF MEMBERS.....	10
D. CHANGE OF MEMBERSHIP STATUS TO ACTIVE.....	11

E.	CHANGE OF MEMBERSHIP STATUS TO INACTIVE.....	16
F.	CHANGE OF MEMBERSHIP STATUS TO JUDICIAL.....	17
G.	CHANGE OF MEMBERSHIP STATUS TO EMERITUS PRO BONO	17
H.	VOLUNTARY RESIGNATION	17
I.	ANNUAL LICENSE FEES AND ASSESSMENTS	17
1.	License Fees	17
2.	Assessments.....	19
3.	Deadline and Late Payment Fee	19
4.	Rebates /Apportionments	20
5.	License Fee and Assessment Exemptions Due to Hardship.....	20
6.	License Fee Referendum	20
J.	SUSPENSION	21
1.	Interim Suspension	21
2.	Disciplinary Suspension	21
3.	Administrative Suspension.....	21
4.	Multiple Suspensions.....	23
K.	CHANGING STATUS AFTER SUSPENSION.....	23
L.	REINSTATEMENT AFTER DISBARMENT OR REVOCATION	25
M.	REINSTATEMENT AFTER RESIGNATION IN LIEU OF DISCIPLINE, DISBARMENT, OR REVOCATION	25
N.	READMISSION AFTER VOLUNTARY RESIGNATION	25
O.	EXAMINATION REQUIRED	27
IV.	GOVERNANCE.....	27
A.	BOARD OF GOVERNORS	27
B.	OFFICERS OF THE BAR	30

C.	BOARD OF GOVERNORS COMMITTEES	<u>3332</u>
D.	POLITICAL ACTIVITY	<u>3534</u>
E.	REPRESENTATION OF THE BAR	36
V.	APPROPRIATIONS AND EXPENSES	37
A.	APPROPRIATIONS	37
B.	EXPENSES; LIMITED LIABILITY	<u>3837</u>
VI.	ELECTIONS	38
A.	ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS	38
B.	NOMINATIONS AND APPLICATIONS.....	39
C.	ELECTION OF GOVERNORS.....	<u>4039</u>
D.	ELECTIONS BY BOARD OF GOVERNORS	<u>4342</u>
1.	At- Large Governors.....	<u>4342</u>
2.	Office of President-Elect.	43
3.	Treasurer	<u>4443</u>
4.	Election Procedures	44
E.	NEW GOVERNOR ORIENTATION	45
F.	MEMBER RECALL OF GOVERNORS	45
VII.	MEETINGS	46
A.	GENERAL PROVISIONS; DEFINITIONS.....	46
1.	Definitions	46
2.	Order of Business	<u>4746</u>
B.	OPEN MEETINGS POLICY	<u>4746</u>
C.	MEETINGS OF THE BOARD OF GOVERNORS	<u>5251</u>
1.	Regular Meetings.....	<u>5251</u>
2.	Special Meetings.....	<u>5251</u>

3.	Emergency Meetings	52
4.	Agenda.....	53 <u>52</u>
5.	Parliamentary Procedure.....	53 <u>52</u>
D.	EXECUTIVE COMMITTEE OF THE BOG	53 <u>52</u>
E.	FINAL APPROVAL OF ACTION BY THE BOARD OF GOVERNORS	54 <u>53</u>
VIII.	MEMBER REFERENDA AND BOG REFERRALS TO MEMBERSHIP	54 <u>53</u>
A.	MEMBER REFERENDA	54 <u>53</u>
B.	BOG REFFERALS TO MEMBERSHIP	55 <u>54</u>
C.	BALLOT PREPARATION.....	55 <u>54</u>
D.	VOTING PROCEDURES	55 <u>54</u>
E.	EFFECT OF VOTE.....	55
IX.	COMMITTEES, COUNCILS, AND OTHER BAR ENTITIES	56 <u>55</u>
A.	GENERALLY	56 <u>55</u>
B.	COMMITTEES AND OTHER BAR ENTITIES	56
C.	COUNCILS	59 <u>58</u>
X.	REGULATORY BOARDS	59 <u>58</u>
XI.	SECTIONS	59 <u>59</u>
A.	DESIGNATION AND CONTINUATION.....	60 <u>59</u>
B.	ESTABLISHING SECTIONS	60 <u>59</u>
C.	MEMBERSHIP	60
D.	DUES	61 <u>60</u>
E.	BYLAWS AND POLICIES.....	61 <u>60</u>
F.	SECTION EXECUTIVE COMMITTEE	61 <u>60</u>
G.	NOMINATIONS AND ELECTIONS	62 <u>61</u>
H.	VACANCIES AND REMOVAL	63

I.	OTHER COMMITTEES.....	<u>6463</u>
J.	BUDGET	<u>6463</u>
K.	SECTION REPORTS	<u>6463</u>
L.	TERMINATING SECTIONS	<u>6463</u>
XII.	YOUNG LAWYERS	<u>6564</u>
A.	PURPOSE	<u>6564</u>
B.	DEFINITION	65
XIII.	RECORDS DISCLOSURE & PRESERVATION	65
XIV.	INDEMNIFICATION.....	<u>7069</u>
A.	GENERALLY	<u>7069</u>
B.	CUMULATIVE, NON-EXCLUSIVE RIGHT	70
XV.	KELLER DEDUCTION.....	<u>7170</u>
XVI.	AMENDMENTS.....	<u>7372</u>

I. FUNCTIONS

A. PURPOSES: IN GENERAL

In general, the Washington State Bar Association (Bar) strives to:

1. Promote independence of the judiciary and the legal profession;
2. Promote an effective legal system, accessible to all;
3. Provide services to its members and the public;
4. Foster and maintain high standards of competence, professionalism, and ethics among its members;
5. Foster collegiality among its members and goodwill between the legal profession and the public;
6. Promote diversity and equality in the courts and the legal profession;
7. Administer admissions, regulation, and discipline of lawyers, Limited License Legal Technicians (LLLTs), and Limited Practice Officers (LPOs) 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 organization, with a positive work environment for its employees;
11. Serve as a statewide voice to the public and to the branches of government on matters relating to these purposes and the activities of the organization and the legal profession.

B. SPECIFIC ACTIVITIES AUTHORIZED

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

1. Sponsor and maintain committees and sections 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 its members regarding their ethical obligations;
6. Administer an effective system of discipline of lawyers, LLLTs, and LPOs, including receiving and investigating complaints of 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 others;
9. Maintain a program for legal professional 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 examinations of lawyer, LLLT, and LPO trust accounts;
13. Maintain a client protection fund in accordance with the Admission and Practice Rules;
14. Maintain a program for the aid and rehabilitation of impaired members;
15. Disseminate information about the organization's activities, interests, and positions;
16. Monitor, report on, and advise public officials about matters of interest to the organization and the legal profession;
17. Maintain a legislative presence to inform members of new and proposed laws and to inform public officials about the organization's 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 organization's discretion, authorizing collective bargaining;
22. Establish the amount of all license, application, investigation, and other related fees, as well as charges for services provided by the Bar, and collect, allocate, invest, and disburse funds so that its mission, purposes, and activities may be effectively and efficiently discharged. The amount of any license fee is subject to review by the Supreme Court for reasonableness and may be modified by order of the Court if the Court determines that it is not reasonable;
23. Administer Supreme Court-created boards in accordance with General Rule 12.3.

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.

II. DEFINITIONS AND GENERAL PROVISIONS

A. HEADQUARTERS

The office of the Bar will be maintained in the State of Washington.

B. SEAL

The Bar will have a Seal having the words and figures of "The Washington State Bar Association—June 7, 1933." The Seal will remain in the control of the Executive Director at the office of the Bar.

C. FILING PAPERS WITH THE BAR

Whenever these Bylaws require that petitions, notices, or other documents be filed with the Bar, or served upon the Board of Governors (BOG) or the Executive Director, they must be filed at the office of the Bar.

D. COMPUTATION OF TIME

If any date specified in these Bylaws is a Saturday, Sunday, or legal holiday observed by the Bar, it refers to the next regular business day. Legal holidays observed by the Bar may differ from the legal holidays statutorily designated by the state Legislature.

E. DEFINITIONS AND USE OF TERMS

Unless otherwise specifically stated herein,

1. “Days” means calendar days.
2. “Quorum” means the presence of a majority of the voting membership (i.e., half the voting members plus one). A Quorum must be present when a vote is taken.
3. “Excused absence” means an absence excused by the President or presiding officer.
4. “Writing” includes email and fax.
5. “Electronic means” includes email, fax, video conferencing, and telephone; however, in the context of meetings, “electronic means” is limited to video conferencing and telephone.
6. “Bar records” and/or “Bar documents” means documents or records maintained by the Bar, whether in printed or electronic form.
7. When used in connection with a particular act or event, the terms “active membership” or “active members” refers to the Active membership at the time of the act or event.
8. “APR” refers to the Admission and Practice Rules.
9. “ELC” refers to the Rules for Enforcement of Lawyer Conduct.
10. “Member” means an individual in any of the groups of licensed legal professionals specified in Article III(A) of these Bylaws, unless otherwise specified.
11. “May” means “has discretion to,” “has a right to,” or “is permitted to.”
12. “Must” means “is required to.”

III. MEMBERSHIP

A. MEMBER LICENSE TYPES

1. Members of the Washington State Bar consist of these types of licensed legal professionals:
 - a. Lawyers admitted to the Bar and licensed to practice law pursuant to APR 3 and APR 5;
 - b. Limited License Legal Technicians; and
 - c. Limited Practice Officers.

Members of one type do not automatically qualify to be or become a member of another type, and in order to become a member of another type the member must comply with the requirements for admission as a member of that type.

2. Lawyers licensed to practice law in Washington pursuant to APR 8 (except Emeritus Pro Bono members) and APR 14, or who are permitted to practice pursuant to RPC 5.5 without being licensed in Washington are not members of the Bar.
3. Membership in the Bar ends when a member is disbarred or the equivalent, the member resigns or otherwise terminates his or her license, or when the member's license is revoked or terminated for any reason.

B. STATUS CLASSIFICATIONS

Membership status classifications have the qualifications, privileges, and restrictions specified.

1. Active

Any member who has been duly admitted by the Supreme Court to the practice of law in Washington State who complies with these Bylaws and the Supreme Court rules applicable to the member's license type, and who has not changed to another status classification or had his or her license suspended is an Active member.

- a. Active membership in the Bar grants the privilege to engage in the practice of law consistent with the rules governing the member's license type. Upon payment of the Active annual license fee and assessments required for the member's license type, compliance with these Bylaws and the applicable Supreme Court rules, and compliance with all other applicable licensing requirements, Active members are fully qualified to vote, hold office and otherwise participate in the affairs of the Bar as provided in these Bylaws.
- b. Active members may:

- 1) Engage in the practice of law consistent with the rules governing their license type;
 - 2) Be appointed to serve on any committee, board, panel, council, task force, or other Bar entity;
 - 3) Vote in Bar matters and hold office therein, as provided in these Bylaws;
 - 4) Join Bar sections as voting members; and
 - 5) Receive member benefits available to Active members.
- c. All persons who become members of the Bar must first do so as an Active member.

2. Inactive

Inactive members must not practice law in Washington, nor engage in employment or duties that constitute the practice of law. Inactive members are not eligible to vote in Bar matters or hold office therein, or serve on any committee or board.

- a. Inactive members may:
- 1) Join Bar sections as non-voting members,
 - 2) Continue their affiliation with the Bar;
 - 3) Change their membership status to Active pursuant to these Bylaws and any applicable court rule;
 - 4) Request a free subscription to the Bar's official publication; and
 - 5) Receive member benefits available to Inactive members.
- b. Types of Inactive membership:
- 1) *Inactive Member*: Inactive members must pay an annual license fee in an amount established by the BOG and approved by the Supreme Court. Unless otherwise stated in the APR, they are not required to earn or report MCLE credits while Inactive, but may choose to do so, and may be required to do so to return to Active membership.

- 2) *Disability*: Disability inactive members are not required to pay a license fee, or earn or report MCLE credits while in this status, but they may choose to do so, and they may be required to earn and report MCLE credits to return to Active membership.
 - 3) *Honorary*: All members who have been Active or Judicial, or a combination of Active and Judicial, members for 50 years may elect to become Honorary members of the Bar. Honorary members are not required to pay a license fee. A member who otherwise qualifies for Honorary membership but wants to continue to practice law in any manner must be an Active member or, if applicable, an Emeritus Pro Bono member.
3. Judicial [*Effective January 1, 2012*]
- a. An Active member may qualify to become a Judicial member if the member is one of the following:
 - 1) A current judge, commissioner, or magistrate judge of the courts of record in the State of Washington, or the courts of the United States, including Bankruptcy courts;
 - 2) A current judge, commissioner, or magistrate in the district or municipal courts in the State of Washington, provided that such position requires the person to be a lawyer;
 - 3) A current senior status or recall judge in the courts of the United States;
 - 4) An administrative law judge, which is defined as either:
 - (a) Current federal judges created under Article I of the United States Constitution, excluding Bankruptcy court judges, or created by the Code of Federal Regulations, who by virtue of their position are prohibited by the United States Code and/or the Code of Federal Regulations from practicing law; or
 - (b) Full-time Washington State administrative law judges in positions created by either the Revised

Code of Washington or the Washington
Administrative Code; or

- 5) A current Tribal Court judge in the State of Washington.
- b. Members not otherwise qualified for Judicial membership under (1) through (5) above and who serve full-time, part-time or ad hoc as *pro tempore* judges, commissioners or magistrates are not eligible for Judicial membership.
 - c. Judicial members, whether serving as a judicial officer full-time or part-time, must not engage in the practice of law and must not engage in mediation or arbitration for remuneration outside of their judicial duties.
 - d. Judicial members:
 - 1) May practice law only where permitted by the then current Washington State Code of Judicial Conduct as applied to full-time judicial officers;
 - 2) May be appointed to serve on any task force, council or Institute of the Bar;
 - 3) May receive member benefits provided to Judicial members; and
 - 4) May be non-voting members in Bar sections, if allowed under the section's bylaws.
 - 5) Judicial members are not eligible to vote in Bar matters or to hold office therein.
 - e. Nothing in these Bylaws will be deemed to prohibit Judicial members from carrying out their judicial duties.
 - f. Judicial members who wish to preserve eligibility to transfer to another membership status upon leaving service as a judicial officer:
 - 1) must provide the member registry information required of other members each year unless otherwise specified herein, and provide the Bar with any changes to such information within 10 days of any change; and

- 2) must annually pay any required license fee that may be established by the Bar, subject to approval by the Supreme Court, for this membership status. Notices, deadlines, and late fees will be consistent with those established for Active members.
 - g. Judicial members must inform the Bar within 10 days when they retire or when their employment situation has otherwise changed so as to cause them to be ineligible for Judicial membership, and must apply to change to another membership status or to resign.
 - 1) Failure to apply to change membership status or to resign within ten days of becoming ineligible for Judicial membership, when a Judicial member has annually maintained eligibility to transfer to another membership status, is cause for administrative suspension of the member.
 - 2) A Judicial member who has not annually complied with the requirements to maintain eligibility to transfer to another membership status and who is no longer eligible for Judicial membership who fails to change to another membership status will be deemed to have voluntarily resigned.
 - h. Administrative law judges who are judicial members must continue to comply with APR 11 regarding MCLE. Either judicial continuing education credits or lawyer continuing legal education credits may be applied to the credit requirement for judicial members; if judicial continuing education credits are applied, the standards for determining accreditation for judicial continuing education courses will be accepted as establishing compliance.
 - i. Legal, legislative, and policy positions and resolutions taken by the BOG are not taken on behalf of Judicial members, are not considered to be those of Judicial members, and are not binding on Judicial members.
 - j. The Bar's disciplinary authority over Judicial members is governed exclusively by ELC 1.2 and RPC 8.5.
4. Emeritus Pro Bono

A member may become an Emeritus Pro Bono member by complying with the requirements of APR 8(e), including payment of any required license fee and passing a character and fitness review.

Emeritus Pro Bono members must not engage in the practice of law except as permitted under APR 8(e), but may:

- a. Be appointed to serve on any task force, council, or Institute of the Bar. In addition, up to two Emeritus Pro Bono members are permitted to serve on the Pro Bono Legal Aid Committee (PBLAC) and may be appointed to serve as Chair, Co-Chair, or Vice-Chair of that committee;
- b. Join Bar sections,
- c. Request a free subscription to the Bar's official publication; and
- d. Receive member benefits available to Emeritus Pro Bono members.

5. Suspended

Members of any type and status can have their membership suspended by order of the Washington Supreme Court. Although suspended members remain members of the Bar, they lose all rights and privileges associated with that membership, including their authorization and license to practice law in Washington.

C. REGISTER OF MEMBERS

1. All Bar members, including Judicial members who wish to preserve eligibility to transfer to another membership status upon leaving service as a judicial officer, must furnish the information below to the Bar:
 - a. physical residence address;
 - b. physical street address for a resident agent if required to have one pursuant to these Bylaws or by court rule;
 - c. principal office address, telephone number, and email address;
 - d. such other data as the BOG or Washington Supreme Court may from time to time require of each member

and must promptly advise the Executive Director in writing of any change in this information within 10 days of such change. Judicial members are not required to provide a physical residence address.

2. The Executive Director will keep records of all members of the Washington State Bar Association, including, but not limited to:
 - a. physical residence address furnished by the member;
 - b. principal office address, telephone number, and email address furnished by the member;
 - c. physical street address of any resident agent for the member;
 - d. date of admittance;
 - e. type and status of membership;
 - f. date of transfer(s) from one status to another, if any;
 - g. date and period(s) of administrative suspensions, if any;
 - h. date and period of disciplinary actions or sanctions, if any including suspension and disbarment;
 - i. such other data as the BOG or Washington Supreme Court may from time to time require of each member.
3. Any Active member residing out-of-state must file with the Bar, in such form and manner as the Bar may prescribe, the name and physical street address of a designated resident agent within Washington State. The member must notify the Bar of any change in resident agent within 10 days of any such change.
4. Any member who fails to provide the Bar with the information required to be provided pursuant to these Bylaws, or to notify the Bar of any changes in such information within 10 days, will be subject to administrative suspension pursuant to these Bylaws and/or the Admission and Practice Rules. Judicial members are exempt from suspension pursuant to this provision while eligible for Judicial membership and serving as a judicial officer.

D. CHANGE OF MEMBERSHIP STATUS TO ACTIVE

1. Members may change membership status as provided below. In some situations, LLLTs and LPOs will need to refer to the APR for the appropriate procedure.
 - a. Transfer from Inactive to Active.

- 1) An Inactive member or Honorary member may transfer to Active by:
 - (a) paying an application and/or investigation fee and completing and submitting an application form, all required licensing forms, and any other required information;
 - (b) earning, within the six years preceding the return to Active status, and reporting the total number of approved-MCLE credits required for one reporting period for an Active member with the same license type, and paying any outstanding MCLE late fees that are owed. If the member has been Inactive or a combination of Suspended and Inactive for less than one year, and the member would have been required to report during the time the member was Inactive and/or Suspended, the member must establish that the member is compliant with the MCLE reporting requirements for that reporting period before the member can change to Active. This paragraph does not apply to members transferring back to Active during their first MCLE reporting period;
 - (c) passing a character and fitness review essentially equivalent to that required of all applicants for admission to the Bar, pursuant to APR 20-24.3; and
 - (d) paying the current Active license fee, including any mandatory assessments, less any license fee (not including late fees) and assessments paid as an Inactive member for the same year.
- 2) If a member was Inactive or any combination of Suspended and Inactive in Washington for more than six consecutive years, the member must earn MCLE credits in a manner consistent with the requirement for one reporting period for an Active member of the same license type, and these credits must be earned and reported within the three years preceding the return to Active status. In addition, lawyer members must complete a reinstatement/readmission course sponsored by the Bar and accredited for a minimum

of 15 live CLE credits, which course must comply with the following minimum requirements:

- (a) At least four to six credit hours regarding professional responsibility and Washington's Rules of Professional Conduct, to include proper handling of client funds and IOLTA and other trust accounts, communications with clients, etc.; and
- (b) At least three credit hours regarding legal research and writing.
- (c) The remaining credit hours will cover areas of legal practice in which the law in Washington may be unique or may differ significantly from the law in other U.S. jurisdictions, or in which the law in Washington or elsewhere has changed significantly within the previous 10 years.

The member is required to pay the cost of the course. Any member completing such course will be entitled to credit towards mandatory continuing legal education requirements for all CLE credits for which such reinstatement/admission course is accredited. The member must comply with all registration, payment, attendance, and other requirements for such course, and will be responsible for obtaining proof of attendance at the entire course and submitting or having such proof submitted to the Bar.

Periods of administrative and/or disciplinary suspension occurring immediately before or after a change to Inactive will be included when determining whether a member is required to take the readmission course. For purposes of determining whether a member has been Inactive and/or Suspended for more than six consecutive years, the period continues to run until the change to Active membership is completed, regardless of when the application is submitted to the Bar.

- 3) Any lawyer member seeking to change to Active who was Inactive or any combination of Suspended and Inactive in Washington and does not have active legal experience as defined in APR 3 in any jurisdiction for more than ten consecutive years, is required to complete the requirements in paragraphs a.1.a, c, and d, above, and is also required to take and pass the Uniform Bar Examination and the Multistate Professional Responsibility Examination.
- 4) A Disability Inactive status member may be reinstated to Active pursuant to the disciplinary rules applicable to their

license type. Before being transferred to Active, after establishing compliance with the disciplinary rules, the member also must comply with the requirements in these Bylaws for Inactive members transferring to Active status.

- 5) A member of any type who has transferred to Inactive status during the pendency of grievance or disciplinary proceedings may not be transferred to Active except as provided herein and may be subject to such discipline by reason of any grievance or complaint as may be imposed under the Rules for Enforcement of Lawyer Conduct or other applicable disciplinary rules.

b. Transfer from Judicial to Active. [*Effective January 1, 2012*]

A Judicial member may request to transfer to Active. Upon a Judicial member's resignation, retirement, or completion of such member's term of judicial office, such member must notify the Bar within 10 days, and any Judicial member desiring to continue his or her affiliation with the Bar must change to another membership status within the Bar.

- 1) A Judicial member who has complied with all requirements for maintaining eligibility to return to another membership status may transfer to Active by:
 - (a) paying an application and/or investigation fee and completing and submitting an application form, all required licensing forms, and any other required information;
 - (b) paying the then current Active license fee for the member's license type, including any mandatory assessments, less any license fee (not including late fees) and assessments paid as a Judicial member for the same licensing year;
 - (c) passing a character and fitness review essentially equivalent to that required of applicants for admission to the Bar, pursuant to APR 20-24.3. Judicial members seeking to transfer to Active must disclose at the time of the requested transfer any

pending public charges and/or substantiated public discipline of which the member is aware; and

- (d) complying with the MCLE requirements for members returning from Inactive to Active, except that the member must complete a one-day reinstatement/readmission course tailored to judges, to include lawyer ethics and IOLTA requirements among other topics, if a Judicial member for six or more consecutive years. Administrative law judge Judicial members shall complete the 15 credit reinstatement/readmission course required of Inactive lawyers if a Judicial member for six or more consecutive years. Either judicial continuing education credits or lawyer continuing education credits may be applied to the credit requirement for Judicial members transferring to Active. If judicial continuing education credits are applied, the standards for determining accreditation for judicial continuing education courses will be accepted as establishing compliance.

- 2) A Judicial member wishing to transfer to Active upon leaving service as a judicial officer who has failed in any year to provide the annual member registry information or pay the annual license fee required of Judicial members to maintain eligibility to transfer to another membership status shall, prior to transfer to Active, be required to pay the Active license fee for the member's license type any years the registry information was not provided or the Judicial fee was not paid, in addition to complying with the requirements of (a) above.

c. Transfer from Emeritus Pro Bono to Active

An Emeritus Pro Bono member may transfer to Active by complying with the requirements for members returning from Inactive to Active. There is no limit on how long a member may be Emeritus Pro Bono before returning to Active status.

d. Referral to Character and Fitness Board

All applications for readmission to Active status will be reviewed by Bar staff and handled consistent with the provisions of APR 20-24.3. In all cases reviewed by it, the Character and Fitness Board has broad authority to recommend withholding a transfer to Active status or imposing conditions on readmission to Active status, which may include retaking and passing the licensing examination-applicable to the member's license type. The member will be responsible for the costs of any investigation, examination, or proceeding before the Character and Fitness Board and the Washington Supreme Court.

E. CHANGE OF MEMBERSHIP STATUS TO INACTIVE

1. LLLT members and LPO members may change their membership status to Inactive as provided in the applicable APR.
2. Any lawyer member who is an Active, Judicial, or Emeritus Pro Bono member and who is not Suspended will become an Inactive member when the member files a request for Inactive membership with the Bar, in such form and manner as the Bar may require, and that request is approved.

Effective January 1, 2012, a Judicial member wishing to transfer to Inactive member status upon leaving service as a judicial officer, who has failed in any year to provide the annual member registry information or to pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership status shall, prior to transfer to Inactive, be required to pay the Active license fee for lawyer members for any years the registry information was not provided or the Judicial fee was not paid.

3. Members are transferred to Disability Inactive pursuant to Title 8 of the Rules for Enforcement of Lawyer Conduct or equivalent disciplinary rules applicable to the member's license type. Any member seeking to transfer from Disability Inactive to Inactive member status must first establish that the member has complied with the requirements of Title 8 of the ELC or equivalent rules applicable to the member's license type, and then must submit a written request to make the change and comply with all applicable licensing requirements for Inactive members.
4. All members who have been Active or Judicial, or a combination of Active and Judicial, members for 50 years may qualify for Honorary status. A qualified member may request to change to Honorary status by submitting a written request and any required application.
5. An Active member may apply to change from Active to Inactive status while grievances or disciplinary proceedings are pending against such member. Such transfer, however, shall not terminate, stay or suspend any pending grievance or proceeding against the member.

F. CHANGE OF MEMBERSHIP STATUS TO JUDICIAL

An Active member may request to become a Judicial member of the Bar by submitting a written request on judicial letterhead and any required application, and complying with the provisions of these Bylaws.

G. CHANGE OF MEMBERSHIP STATUS TO EMERITUS PRO BONO

A member who is otherwise retired from the practice of law may become an Emeritus Pro Bono member by complying with the requirements of APR 8(e), including payment of any required license fee, and passing a character and fitness review.

Effective January 1, 2012, a Judicial member wishing to transfer to Emeritus Pro Bono status upon leaving service as a judicial officer who has failed in any year to provide the annual member registry information or to pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership status shall, prior to transfer to Emeritus Pro Bono, be required to pay the Active license fee for any years the registry information was not provided or the Judicial fee was not paid.

H. VOLUNTARY RESIGNATION

Voluntary resignation may apply in any situation in which a member does not want to continue practicing law in Washington for any reason (including retirement from practice) and for that reason does not want to continue membership in the Bar. Unless otherwise provided in the APR, a member may voluntarily resign from the Bar by submitting a written request for voluntary resignation to the Bar in such form and manner as the Bar may require. If there is a disciplinary investigation or proceeding then pending against the member, or if at the time the member submits the written request the member has knowledge that the filing of a grievance of substance against such member is imminent, resignation is permitted only under the provisions of the Rules for Enforcement of Lawyer Conduct or other applicable disciplinary rules. A member who resigns from the Bar cannot practice law in Washington in any manner. A member seeking reinstatement after resignation must comply with these Bylaws.

I. ANNUAL LICENSE FEES AND ASSESSMENTS

1. License Fees

Unless established otherwise pursuant to the APR or by order of the Washington Supreme Court, the following provisions apply to member license fees.

a. Active Members

- 1) Effective 2010, and all subsequent years, the annual license fees for Active members will be as established by

resolution of the BOG, subject to review by the Washington Supreme Court. First time lawyer admittees who are not admitted or licensed elsewhere, who take and pass the Washington Bar exam and are admitted in the first six months of the calendar year in which they took the exam, will pay 50% of the full Active fee for that year. First time lawyer admittees not admitted or licensed elsewhere, who take and pass the Washington lawyer Bar examination and are admitted in the last six months of the calendar year in which they took the exam, will pay 25% of the full Active fee for that year. Persons not admitted elsewhere, who take and pass the lawyer Bar exam in one year but are not admitted until a subsequent year, shall pay 50% of the full Active lawyer fee for their first two license years after admission. Persons admitted as a lawyer in one calendar year in another state or territory of the United States or in the District of Columbia by taking and passing a bar examination in that state, territory, or district, who become admitted as a lawyer in Washington in the same calendar year in which they took and passed the examination, will pay 50% of the full Active lawyer fee if admitted in Washington in the first six months of that calendar year and 25% of the full active fee if admitted in Washington in the last six months of that calendar year. All persons in their first two full licensing years after admission or licensure as a lawyer in any jurisdiction will pay 50% of the full Active fee.

- 2) An Active member of the Bar who is activated from reserve duty status to full-time active duty in the Armed Forces of the United States for more than 60 days in any calendar year, or who is deployed or stationed outside the United States for any period of time for full-time active military duty in the Armed Forces of the United States will be exempt from the payment of license fees and assessments for the Client Protection Fund upon submitting to the Executive Director satisfactory proof that he or she is so activated, deployed or stationed. All requests for exemption must be postmarked or delivered to the Bar's offices on or before February 1st of the year for which the exemption is requested. Eligible members must apply

every year they wish to claim the exemption. Each exemption applies for only the calendar year in which it is granted, and exemptions may be granted for a maximum total of five years for any member. Granting or denying an exemption under this provision is within the sole discretion of the Executive Director and is not appealable.

b. Inactive Members

- 1) The annual license fee for Inactive members will be as established by resolution of the BOG and as approved by the Washington Supreme Court. Except for the amount of the license fee itself, the annual license fee payment requirements, including deadlines and late payment fees, for Active members will apply to Inactive members.
- 2) Honorary and Disability Inactive status members will be exempt from license fees and assessments, unless otherwise provided by Supreme Court order.

c. Judicial Members [*Effective January 1, 2012*]

Judicial members who wish to preserve eligibility to transfer to another membership status upon leaving service as a judicial officer must pay the annual license fee established by the Bar as approved by the Supreme Court. Except for the amount of the license fee itself, the annual license fee payment requirements, including deadlines and late payment fees, for Active members apply to Judicial members; however, Judicial members are not subject to administrative suspension for nonpayment of license or late payment fees.

d. Emeritus Pro Bono Members

Emeritus/Pro Bono members must pay the annual license fee required of Inactive members with the same type of license. Except for the amount of the license fee itself, the annual license fee payment requirements, including deadlines and late payment fees, for Active members apply to Emeritus Pro Bono members.

2. Assessments

Members must pay any Client Protection Fund assessment, and any other assessments, as ordered by the Washington Supreme Court.

3. Deadline and Late Payment Fee

- a. License fees and mandatory assessments are due and payable on or before February 1st of each year, in such form and manner as required by the Bar, unless otherwise established by these Bylaws or the APR. Members who pay their license fees on or after February 2nd will be assessed a late payment fee of 30% of the total amount of the license fees required for that membership type and status. License fees for newly admitted members are due and payable at the time of admission and registration, and are not subject to the late payment fee.
- b. Notices required for the collection of license fees, late payment fees, and/or assessments will be mailed one time by the Bar to the member's address of record with the Bar by registered or certified mail. In addition to the written notices, the Bar will make one attempt to contact the member at the telephone number(s) the member has made of record with the Bar and will speak to the member or leave a message, if possible. The Bar will also make one attempt to contact the member at the member's e-mail address of record with the Bar.

4. Rebates /Apportionments

No part of the license fees will be apportioned to fractional parts of the year, except as provided for new admittees by the BOG. After February 1st of any year, no part of the license fees will be rebated for any reason, including but not limited to death, resignation, suspension, disbarment, license termination, cancellation or revocation, or change of membership status.

5. License Fee and Assessment Exemptions Due to Hardship

In case of proven extreme financial hardship, which must entail a current annual household income equal to or less than 200% of the federal poverty level as determined based on the member's household income for the calendar year immediately preceding the calendar year for which the member is seeking to be exempted from license fees, the Executive Director may grant a one-time exemption from payment of annual license fees and assessments by any Active member. Hardship exemptions are for one licensing period only, and a request must be submitted on or before February 1st of the year for which the exemption is requested. Denial of an exemption request is not appealable.

6. License Fee Referendum

Once approved by the BOG, license fees shall be subject to the same referendum process as other BOG actions, but may not be modified or reduced as part of a referendum on the Bar's budget. The membership shall be timely notified of the BOG resolutions setting license fees

both prior to and after the decision, by posting on the Bar's website, e-mail, and publication in the Bar's official publication.

J. SUSPENSION

1. Interim Suspension

Interim suspensions may be ordered during the course of a disciplinary investigation or proceeding, as provided in the Rules for Enforcement of Lawyer Conduct or equivalent rules for LPOs and LLLTs, and are not considered disciplinary sanctions.

2. Disciplinary Suspension

Suspensions ordered as a disciplinary sanction pursuant to the Rules for Enforcement of Lawyer Conduct or equivalent rules for LPOs and LLLTs are considered disciplinary suspensions.

3. Administrative Suspension

- a. Administrative suspensions are neither interim nor disciplinary suspensions, nor are they disciplinary sanctions. Except as otherwise provided in the APR and these Bylaws, a member may be administratively suspended for the following reasons:
 - 1) Nonpayment of license fees or late-payment fees;
 - 2) Nonpayment of any mandatory assessment (including without limitation the assessment for the Client Protection Fund);
 - 3) Failure to file a trust account declaration;
 - 4) Failure to file an insurance disclosure form;
 - 5) Failure to comply with mandatory continuing legal education requirements;
 - 6) Nonpayment of child support;
 - 7) Failure to designate a resident agent or notify the Bar of change in resident agent or the agent's address;
 - 8) Failure to provide current information required by APR 13 or to notify the Bar of a change of information required by APR 13 within 10 days after the change; and

- 9) For such other reasons as may be approved by the BOG and the Washington Supreme Court.
- b. Unless requirement for hearing and/or notice of suspension are otherwise stated in these Bylaws or the APR, ELC, or other applicable rules, a member will be provided notice of the member's failure to comply with requirements and of the pendency of administrative suspension if the member does not cure the failure within 60 days of the date of the written notice, as follows:
 - 1) Written notice of non-compliance will be sent one time by the Bar to a member at the member's address of record with the Bar by registered or certified mail. Such written notice will inform the member that the Bar will recommend to the Washington Supreme Court that the member be suspended from membership and the practice of law if the member has not corrected the deficiency within 60 days of the date of the notice.
 - 2) In addition to the written notice described above, the Bar will make one attempt to contact the member at the telephone number(s) the member has made of record with the Bar and will speak to the member or leave a message, if possible. The Bar will also make one attempt to contact the member at the member's e-mail address of record with the Bar.
 - c. Although not required to provide any additional notice beyond what is described above, the Bar may, in its sole discretion, make such other attempt(s) to contact delinquent members as it deems appropriate for that member's situation.
 - d. As directed by the Washington Supreme Court, any member failing to correct any deficiency after two months' written notice as provided above must be suspended from membership. The Executive Director must certify to the Clerk of the Supreme Court the name of any member who has failed to correct any deficiency, and when so ordered by the Supreme Court, the member will be suspended from membership in the Bar and from the practice of law in Washington. The list of suspended members may be provided to the relevant courts or otherwise published at the discretion of the BOG.

4. Multiple Suspensions

A member may be suspended from membership and from the practice of law for more than one reason at any given time.

K. CHANGING STATUS AFTER SUSPENSION

1. Upon the completion of an ordered disciplinary or interim suspension, or at any time after entry of an order for an administrative suspension, a suspended member may seek to change status from suspended to any other membership status for which the member qualifies at the time the change in status would occur.
2. Before changing from suspended status, a member who is suspended pursuant to an interim or disciplinary suspension must comply with all requirements imposed by the Washington Supreme Court and/or the applicable disciplinary rules in connection with the disciplinary or interim suspension. Additionally, such member must comply with all other requirements as stated in these Bylaws and in the applicable APR.
3. If a member was suspended from practice for more than one reason, all requirements associated with each type of suspension must be met before the change from suspended status can occur.
4. Unless otherwise provided in the applicable APR, a suspended member may seek to change status by:
 - a. paying the required license fee and any assessments for the licensing year in which the status change is sought, for the membership status to which the member is seeking to change. For members seeking to change to Active or any other status from suspension for nonpayment of license fees, the required license fee will be the current year's license fee and assessments, the assessments for the year of suspension, and double the amount of the delinquent license fee and late fees for the license year that resulted in the member's suspension;
 - b. completing and submitting to the Bar an application for change of status, any required or requested additional documentation, and any required application or investigation fee, and cooperating with any additional character and fitness investigation or hearing that may be required pursuant to APR 20-24.3; and

- c. completing and submitting all licensing forms required for the license year for the membership status to which the member is seeking to change.
- d. In addition to the above requirements:
 - 1) Any member seeking to change to Active who was Suspended, or any combination of Suspended and Inactive, for less than six consecutive years must establish that within the six years prior to the return to active status, the member has earned and reported approved MCLE in a manner consistent with the requirements for one reporting period for an Active member with the same license type. However, if the member has been Suspended and/or Inactive for one year or less and the member was required to report MCLE compliance during the time the member was Suspended and/or Inactive, the member must establish that the member is compliant with the MCLE credits the member would have been required to report that period.
 - 2) Any member seeking to change to Active who was Suspended, or any combination of Suspended and Inactive, for six or more consecutive years must establish that within the three years prior to the return to Active status, the member has earned and reported approved MCLE credits in a manner consistent with the requirement for one reporting period for an Active member with the same license type. In addition, lawyer members must complete a reinstatement/readmission course sponsored by the Bar and accredited for a minimum of 15 live CLE credits, which course must comply with the following requirements:
 - (a) At least four to six credit hours regarding law office management and professional responsibility and Washington's Rules of Professional Conduct, to include proper handling of client funds and IOLTA and other trust accounts, communications with clients, law practice issues, etc., and
 - (b) At least three credit hours regarding legal research and writing.

- (c) The remaining credit hours will cover areas of legal practice in which the law in Washington may be unique or may differ significantly from the law in other U.S. jurisdictions, or in which the law in Washington or elsewhere has changed significantly within the previous 10 years.

Any member completing such course will be entitled to credit towards mandatory continuing legal education requirement for all CLE credits for which such reinstatement/readmission course is accredited. It is the member's responsibility to pay the cost of attending the course. The member must comply with all registration, payment, attendance, and other requirements for such course, and will be responsible for obtaining proof of attendance at the entire course and submitting or having such proof submitted to the Bar.

L. REINSTATEMENT AFTER DISBARMENT OR REVOCATION

Applicants seeking reinstatement after disbarment or revocation must file a petition for reinstatement and otherwise comply with the requirements of the APR relating to reinstatement after disbarment or revocation. If the petition is granted and reinstatement is recommended, the petitioner must take and pass the required examination for admission and comply with all other admission and licensing requirements applicable to the member's license type for the year in which the petitioner is reinstated.

M. REINSTATEMENT AFTER RESIGNATION IN LIEU OF DISCIPLINE, DISBARMENT, OR REVOCATION

No former member will be allowed to be readmitted to membership of any type after entering into a resignation in lieu of discipline, disbarment, or revocation pursuant to the ELC or disciplinary rules applicable to the member's license type. Persons who were allowed to resign with discipline pending under former provisions of these Bylaws prior to October 1, 2002, may be readmitted on such terms and conditions as the BOG determines, provided that if the person resigned with discipline pending and a prior petition for reinstatement or readmission has been denied, no petition may be filed or accepted for a period of two years after an adverse decision on the prior petition for reinstatement or readmission.

N. READMISSION AFTER VOLUNTARY RESIGNATION

Any former member who has resigned and who seeks readmission to membership must do so in one of two ways, unless otherwise provided by the applicable APR for the member's license type: by filing an application for readmission in the form and manner prescribed by the BOG, including a statement detailing the reasons the member resigned and the reasons the member is seeking readmission, or by seeking admission by motion pursuant to APR 3(c) (if the former

member is licensed in another U.S. jurisdiction and would otherwise qualify for admission under that rule).

1. A former member filing an application for readmission after voluntary resignation must:
 - a. pay the application fee, together with such amount as the BOG may establish to defray the cost of processing the application and the cost of investigation; and
 - b. establish that such person is morally, ethically and professionally qualified to be licensed in the applicable member type and is of good moral character and has the requisite fitness to practice consistent with the requirements for other applicants for admission to practice in the applicable membership type. An application for readmission will be subject to character and fitness investigation and review as described in APR 20-24.3, consistent with other applications for admission.
 - c. In addition to the above requirements, if an application for readmission is granted and:
 - i) it has been less than four consecutive years since the voluntary resignation, the applicant must establish:
 - 1) that within the three years prior to the return to Active status the former member has earned and reported approved MCLE credits in a manner consistent with the requirement for one reporting period for an Active member of the same license type, without including the credits that might otherwise be available from the reinstatement/readmission course; and
 - 2) attend and complete the BOG-approved reinstatement/readmission course.
 - ii) it has been four or more consecutive years since the voluntary resignation, the petitioner must take and pass the applicable examination required for admission.
 - d. Upon successful completion of the above requirements, the member must pay the license fees and assessments and complete

and submit all required licensing forms for the applicable membership type for the year in which the member will be readmitted.

2. A voluntarily resigned former member seeking readmission through admission by motion pursuant to APR 3(c) must comply with all requirements for filing such application and for admission upon approval of such application.

O. EXAMINATION REQUIRED

All applications for reinstatement after disbarment or revocation will be subject to character and fitness review, and taking and passing the examination for admission for the applicable license type, pursuant to the provisions of APR 25-25.6. All applications for readmission after voluntary resignation will be subject to character and fitness review pursuant to the provisions of APR 20-24.3. All applications for readmission to Active status from Suspended status will be handled in a similar fashion to applications for readmission from Inactive status. The Character and Fitness Board, and (on review) the Washington Supreme Court, have broad authority to withhold a transfer to Active or to impose conditions on readmission to Active membership, which may include taking and passing the applicable examination for admission, in cases where the applicant fails to meet the burden of proof required by APR 20-24.3. The member/former member will be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Board and the Washington Supreme Court.

IV. GOVERNANCE

A. BOARD OF GOVERNORS

The Board of Governors (BOG) is the governing body of the Bar. ~~It that~~ determines the ~~general~~ policies of the Bar and approves its budget each year. Subject to limitation imposed by Statute, Court Rule, or Court Order the Board possesses all power and discretion on all matters concerning the WSBA. The Board may delegate the exercise of its authority but that does not constitute a transfer of it. The Board's authority is retained and may be exercised at any time upon a majority vote of the Board.

1. Composition of the Board of Governors

The BOG will consist of (a) the President; (b) one Governor elected from each Congressional District, except in the Seventh Congressional District where members will be elected from separate geographic regions designated as North and South, and identified by postal zip codes as established by the Bar in accordance with these Bylaws and BOG policy; and (c) ~~six~~ three Governors elected at-large pursuant to these Bylaws.

2. Duties

- a. The BOG elects the President-elect of the Bar.
- b. The BOG selects the Bar's Executive Director and annually reviews the Executive Director's performance.
- c. Regardless of the method by which any person is selected to serve on the BOG, each Governor will act in the best interest of all members of the Bar and the public. Each Governor is primarily obligated to ensure that the Bar fulfills the mandate set forth in General Rule 12.1, carries out the mission of the Bar, and operates in accordance with the Bar's Guiding Principles.
- d. Each Governor is expected to engage with members about BOG actions and issues, and to convey member viewpoints to the Board. In representing a Congressional District, a Governor will at a minimum: (1) bring to the BOG the perspective, values and circumstances of her or his district to be applied in the best interests of all members, the public and the Bar; and (2) bring information to the members in the district that promotes appreciation of actions and issues affecting the membership as a whole, the public and the organization.
- e. Each Governor appointed to serve as a BOG liaison to a committee, task force, council, section, board, or other entity has the responsibility to fulfill those liaison duties on behalf of the BOG. Governors appointed to serve as BOG liaisons are not voting members of those entities. BOG liaisons must not be excluded but will not participate in those entities' executive sessions or confidential deliberations except when requested to do so as a resource.
- f. Meetings of the BOG will be held as provided in these Bylaws. Each Governor must attend all board meetings except in cases of emergency or compelling circumstance that prevents participation.

3. Term

Governors will assume their duties at the close of the final regularly scheduled BOG meeting of the fiscal year in which they were elected. Governors serve a term of three years, except as may be otherwise provided by these Bylaws.

4. Vacancy

- a. A vacancy may arise due to resignation, death, removal by BOG, or recall by members.
 - 1) Removal by the Board of Governors. Any Governor may be removed from office for good cause by a 75% vote of the entire BOG exclusive of the Governor subject to removal, who will not vote. The vote will be by secret written ballot. Good cause for removal includes, without limitation, incapacity to serve, serious or repeated failures to meet the duties outlined in these Bylaws, or conduct or activities that bring discredit to the Bar.
 - 2) Recall by Members. Any Governor may be removed from the BOG by a recall by members, in accordance with the procedures set forth in these Bylaws.
- b. Response to a Vacancy
 - 1) If a vacancy occurs for any reason and 12 months or less remain in that Governor's term, in the BOG's sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor will be elected or appointed to the position.
 - 2) If a vacancy occurs due to resignation, death, or the removal of a Governor by the BOG, and more than 12 months remain in that Governor's term, the BOG must elect a candidate eligible for that position to serve as Governor until the next regularly scheduled election for that Governor position.
 - 3) If a Governor is removed due to recall and more than 12 months remain in that Governor's term, a special election will be conducted using the general procedures set forth in the "Election of Governors from Congressional Districts" provisions of these Bylaws. The application period for any special election held pursuant to this paragraph must be no less than 30 days and must, at a minimum, be prominently posted on the Bar's website and e-mailed to all members eligible to vote in the election.

- 4) Regardless of whether a special election will be held to fill a Governor position that is vacant due to recall by the members, such position will not be filled by any interim governors selected by the BOG or appointed by the President.

B. OFFICERS OF THE BAR

The officers of the Bar consist of a President, President-elect, Immediate Past-President, and Treasurer. The Executive Director of the Bar serves as secretary in an *ex officio* capacity. Except for the Executive Director, all officers must be Active lawyer members of the Bar.

1. President

The President is the chief spokesperson of the Bar, and presides at all meetings of the BOG. The President has the authority to: set the agenda however that authority is secondary to the authority of the Board of Governors at any Board meeting to take action on any issue raised by a duly seconded motion; take action to execute the policies established by the BOG; assign Governors as liaisons to Bar sections, committees, or task forces, specialty bar associations, and other law related organizations; and to appoint task forces, BOG committees, or other ad hoc entities to carry out policies established by the BOG. The President also performs any other duties typically performed by an organization's President. The President may vote only if the President's vote will affect the result. The President must present a report to the membership covering the principal activities of the Bar during the President's tenure.

2. President-elect

The President-elect performs the duties of the President at the request of the President, or in the absence, inability, recusal, or refusal of the President to perform those duties. The President-elect also performs such other duties as may be assigned by the President or the BOG. The President-elect is not a voting member of the BOG except when acting in the President's place at a meeting of the BOG and then only if the vote will affect the result.

3. Immediate Past President

The Immediate Past President performs such duties as may be assigned by the President or the BOG. The Immediate Past President will perform the duties of the President in the absence, inability, recusal, or refusal of the President, President-elect, and Treasurer to perform those duties. Among the duties specifically assigned to the Immediate Past President is to work on behalf of the BOG and the officers to ensure appropriate training and education of new BOG members and officers during their term.

The Immediate Past President is not a voting member of the BOG except when acting in the President's place at a meeting of the BOG and then only if the vote will affect the result.

4. Treasurer

The Treasurer chairs the Budget and Audit Committee and is responsible for ensuring that the BOG and officers are informed about the finances of the Bar. The Treasurer will perform the duties of the President in the absence, inability, recusal, or refusal of the President and the President-elect to perform those duties. The Treasurer also performs such other duties as are assigned by the President or the BOG.

5. Executive Director

The Executive Director is the principal administrative officer of the Bar. The Executive Director is responsible for the day-to-day operations of the Bar including, without limitation: (1) hiring, managing and terminating Bar personnel, (2) negotiating and executing contracts, (3) communicating with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters, (4) preparing an annual budget for the Budget and Audit Committee, (5) ensuring that the Bar's books are kept in proper order and are audited annually, (6) ensuring that the annual audited financial report is made available to all Active members, (7) collecting debts owed to the bar and assigning debts for collection as deemed appropriate, (8) acquiring, managing, and disposing of personal property related to the Bar's operations within the budget approved by the BOG, (9) attending all BOG meetings, (10) reporting to the BOG regarding Bar operations, (11) ensuring that minutes are made and kept of all BOG meetings, and (12) performing such other duties as the BOG may assign. The Executive Director serves in an *ex officio* capacity and is not a voting member of the BOG.

6. Terms of Office

- a. The President-elect is elected by the BOG, as set forth in these Bylaws. The President-elect succeeds the President unless removed from office pursuant to these Bylaws.
- b. The President-elect and Treasurer take office at the close of the final regularly scheduled BOG meeting of the fiscal year in which they were elected to those positions. The President takes office at the close of the final regularly scheduled BOG meeting of the fiscal year in which he or she served as President-elect. The Immediate Past President takes office at the close of the final regularly scheduled BOG meeting of the fiscal year in which he or she served as President.

- c. The term of office of each officer position is one year; however, the Executive Director serves at the direction of the BOG and has an annual performance review.

7. Vacancy

- a. The President, President-Elect, Immediate Past President, and Treasurer may resign or be removed from office for good cause by an affirmative vote of 75% of the entire BOG. Good cause for removal includes, without limitation, incapacity to serve, serious or repeated failures to meet the duties outlined in these Bylaws, or conduct or activities that bring discredit to the Bar.
 - 1) Upon removal or resignation of the President, the President-elect will fill the unexpired term of the President and then serve the term for which he or she was elected President. If there is no President-elect, then the BOG will elect such other person as it may determine, with the Treasurer performing the duties of the President until the BOG elects a new President.
 - 2) Upon removal or resignation of the President-elect, or ascendancy of the President-elect to the Presidency pursuant to paragraph (1) above, the BOG will elect a new President-elect (from Eastern Washington if the President-elect is mandated to be from Eastern Washington per these Bylaws).
 - 3) Upon disqualification, removal, or resignation of the Immediate Past President, the office will remain vacant until the close of the term of the then-current President.
 - 4) Upon removal or resignation of the Treasurer, the BOG will elect a new Treasurer pursuant to the procedures set forth in these Bylaws.
- b. The Executive Director is appointed by the BOG, serves at the direction of the BOG, and may be dismissed at any time by the BOG without cause by a majority vote of the entire BOG. If dismissed by the BOG, the Executive Director may, within 14 days of receipt of a notice terminating employment, file with the Supreme Court and serve on the President, a written request for review of the dismissal. If the Supreme Court finds that the

dismissal of the Executive Director is based on the Executive Director's refusal to accede to a BOG directive to disregard or violate a Court order or rule, the Court may veto the dismissal and the Executive Director will be retained.

C. BOARD OF GOVERNORS COMMITTEES

1. The BOG may delegate work to BOG standing committees, special committees, work groups, or other subgroups however defined, the membership of which will be established by the President with due consideration given to Governors' membership requests. The BOG standing committees include, at a minimum, the following: Executive Committee; Awards Committee; Budget and Audit Committee; Legislative Committee; Personnel Committee; and Diversity Committee.
2. The purpose of BOG committees, regardless of what they are called, is to make recommendations and make the work of the BOG more efficient. Consensus should govern meetings of BOG committees whenever possible. If a BOG committee is unable to reach a consensus, the committee will vote. Only Governors may vote on standing Board committees. Voting members of ad hoc committees will be determined by the Board on a case-by-case basis., in which case voting members are as follows: Governors and officers appointed to BOG committees are voting members. Bar staff are non-voting members of BOG committees or other Bar entities, unless the Chair determines otherwise at the Chair's discretion.
3. Meetings of BOG committees are open to the public, unless provided otherwise in these Bylaws or by court rule. The ability to participate in and comment at BOG committee meetings is in the discretion of the Chair as provided in these Bylaws.
4. BOG Legislative Committee
 - a. Purpose: The BOG Legislative Committee is authorized to propose or adopt positions on behalf of the BOG with respect to legislation that has been introduced or is expected to be introduced in the Washington State Legislature, including the authority to propose amendments to legislation or to adopt positions on amendments to legislation.
 - b. Membership: The President appoints the Committee, which consists of the following voting members:
 - 1) Eight Governors, including the Treasurer;

- 2) the President;
- 3) the President-elect; and
- 4) the Immediate Past President.

The Committee shall select its chair from ~~President selects the Chair from among~~ the Governors appointed to the Committee with the exception of Treasurer who shall preside over the Budget and Audit Committee.

- c. Procedure: Consideration of legislation by the Committee proceeds in the following order:
 - 1) The Committee first determines, by a two-thirds majority vote of those voting, whether the legislation is within the scope of GR 12.1 and whether it is appropriate under the circumstances for the Committee to determine a position on the legislation on behalf of the BOG.
 - 2) If the determination in subsection (1) above is affirmative, then the Committee will determine by a two-thirds majority vote of those voting what position, if any, to adopt on the legislation on behalf of the BOG.
 - 3) The Committee may determine that major or novel legislative issues will be referred to the BOG for consideration.
 - 4) Any issues to be considered or actions taken by the Committee must be promptly communicated to the BOG by electronic delivery; and actions taken by the Committee must also be communicated at the next BOG meeting.
 - 5) Due to the Committee's unique need to be able to act quickly to address issues that arise during a regular or special legislative session, between meetings the Committee may discuss and vote on issues by e-mail; however, if any Committee member objects to using an e-mail process for any particular issue, the Committee will take up that issue at its next scheduled Committee meeting.
- d. Quorum: A quorum consists of a majority of the Committee's voting members.

- e. Committee Meetings: The Committee may meet in executive session, with no persons present except the members of the Committee, other members of the BOG, the Executive Director, the Legislative Liaison, and such others as the Committee may authorize. Committee meetings may be held electronically.

D. POLITICAL ACTIVITY

1. Board of Governors

- a. The BOG acting as a board must not publicly support or oppose, in any election, any candidate for public office.
- b. The BOG acting as a board must not take a side or position publicly or authorize any officer or the Executive Director to take a side or position publicly on any issue being submitted to the voters or pending before the legislature, unless the matter is considered in public session at a meeting of the BOG with advance notice to the Bar's membership, and the following requirements are met:
 - 1) The BOG first votes to determine whether the issue is within the scope of GR 12.1; and
 - 2) If the BOG determines that the matter is within the scope of GR 12.1, then the BOG will vote to determine what position, if any, to adopt on the issue.
- c. The restriction applies fully to prohibit:
 - 1) the use of the name or logo of the Bar;
 - 2) the contribution of funds, facility use, or Bar staff time;
 - 3) participation or support to any degree in the candidate's campaign, or the campaign on either side of the issue.
- d. The restriction does not apply to matters that are exclusively related to the administration of the Bar's functions or to any issue put to a vote of the Bar's membership.

Notice of any BOG position or authorization to the President or Executive Director to take a position must be published on the Bar's website as soon as possible after the meeting at which the final action is taken.

2. President and President-elect

The President and President-elect must not publicly support or oppose, in an election, any candidate for public office. This restriction applies fully to prohibit:

- a. the use of the President's and President-elect's name,
- b. the contribution of funds, or
- c. participation or support to any degree in the candidate's campaign.

Further, the President and President-elect must not take a side publicly on any issue being submitted to the voters, pending before the legislature or otherwise in the public domain except when specifically authorized or instructed by the BOG to do so on a matter relating to the function or purposes of the Bar.

3. Governors, other Officers, and Executive Director

Governors, other officers, and the Executive Director must not publicly support or oppose, in an election, any candidate for public elective office in the State of Washington the prerequisites for which include being an attorney, except where the candidate is a member of that person's immediate family. This restriction applies fully to prohibit:

- a. the use of the Governor's, officer's, or Executive Director's name,
- b. the contribution of funds, or
- c. participation or support to any degree in the candidate's campaign.

The term "immediate family" as used in this Article includes a sibling, parent, spouse, domestic partner, child and the child of a spouse or domestic partner.

4. Other

If any officer, Governor, or the Executive Director supports or opposes any candidate or issue as permitted in this Article, then that person must not state or imply that he or she is acting in his or her capacity as officer, Governor or Executive Director of the Bar unless specifically authorized to do so by the BOG.

5. Letterhead

Use of Bar letterhead is limited to official business of the Bar and specifically must not be used for personal or charitable purposes, or in connection with any political campaign or to support or oppose any political candidate. Bar letterhead must not be used to support or oppose any public issue unless the BOG has taken a position on the issue.

E. REPRESENTATION OF THE BAR

Except as specifically set forth in these Bylaws, no committee, section, task force, or other Bar entity, or member thereof, member of the BOG, or officer or employee of the Bar is permitted to speak for or represent the Bar, or any committee, section, task force, or entity thereof, before any legislative body, in any court, before any other tribunal or in any communication to the Governor or the Attorney General of the State, unless prior authorization to do so has been specifically granted by the BOG by policy adopted by the BOG or by specific BOG action.

1. As the chief spokesperson of the Bar, the President has the authority to take action to execute the policies established by the BOG, and to serve as the representative of the Bar in connection therewith.
2. The BOG Legislative Committee is specifically authorized, under the terms of these Bylaws, to propose or adopt positions on behalf of the BOG with respect to legislation that has been introduced or is expected to be introduced in the Washington State Legislature, including the authority to propose amendments to legislation or to adopt positions on amendments to legislation.
3. The Executive Director may communicate with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters and policies established by the BOG, and is not required to obtain prior approval from the BOG before doing so.
4. Bar employees whose job duties require them to do so, and independent counsel retained at the direction of the President or the BOG, are specifically authorized to represent the Bar, or any committee, section, or task force thereof, before any legislative body, in any court, before any other tribunal or in any communication to the Governor or the Attorney General of the State as may be necessary to perform their job duties.

V. *APPROPRIATIONS AND EXPENSES*

A. *APPROPRIATIONS*

Appropriations of Bar funds and authorization for payment of expenses will be made by the BOG through the adoption of an annual budget or by special appropriation as required.

1. The President appoints a BOG Budget and Audit Committee, which consists of ~~the following voting members:~~

~~At least one two~~ two ~~Governors~~ Governors from each class, not to exceed seven Governors, one of whom must be the Treasurer;

~~The President; and~~

~~The President elect.~~

The ~~President, President Elect~~, Executive Director and Chief Operations Officer serve as *ex officio*, non-voting members, and the Treasurer serves as Chair of the Committee and has a vote on the committee. ~~Up to two additional voting members who are not Governors or officers may be appointed by the President subject to the approval of the BOG.~~

2. The Treasurer, together with the Budget and Audit Committee, will present a proposed Annual Budget to the BOG for approval prior to each fiscal year.

3. Decisions regarding non-budgeted appropriations must be made in accordance with the BOG-approved fiscal policies and procedures.

B. EXPENSES; LIMITED LIABILITY

1. Requests for payment must be in such form and supported by such documentation as the BOG prescribes.
2. The financial obligation of the Bar to any Bar entity is limited to the amount budgeted and ceases upon payment of that amount unless the BOG authorizes otherwise.
3. Any liability incurred by any Bar entity, or by its members, in excess of the funds budgeted, will be the personal liability of the person or persons responsible for incurring or authorizing the liability.
4. Any liability incurred by any Bar entity, or by its members, not in accordance with the policies of the BOG or in conflict with any part of these Bylaws, will be the personal liability of the person or persons responsible for incurring or authorizing the liability.

VI. ELECTIONS

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS

1. Governors from Congressional Districts: Any Active ~~lawyer~~ member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such person resides.
2. At Large Governors: There will be a total of ~~six~~ three At Large Governor positions.

- a. Two Lawyer At Large Positions: Any Active lawyer member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
- b. One Young Lawyer Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
- ~~c. One Limited License Legal Technician (LLLT) or Limited Practice Officer (LPO) Position: Any Active LLLT or LPO member licensed in Washington State, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.~~
- ~~d. Two Community Representatives: Any resident of Washington State, except a person who has previously served as a Governor for more than 18 months or who is licensed or has previously been licensed to practice law in any state, may be nominated or apply for election as an At Large Governor, except as provided in this Article.~~

3. Filing of nominations and applications must be in accordance with this Article.

B. NOMINATIONS AND APPLICATIONS

1. Applications for Governors elected from Congressional Districts must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of February of the year in which the election is to be held.
2. Applications and nominations for At Large Governor positions must be filed in the office of the Bar not later than 5:00 p.m. on the 20th day of April of the year in which the election or nomination is to be held.
3. Applications for the position of President-elect must be filed by the deadline set forth in the notice published in the Bar's official publication and posted on the Bar's website; notice must be given not less than 30 days before the filing deadline.

4. In the event no application is made for a Congressional District seat, the position will be treated, advertised, and filled as an at-large position for that election cycle only.

C. ELECTION OF GOVERNORS

1. Election of one Governor from each Congressional District and for the at-large positions will be held every three years as follows:
 - a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District and ~~two~~one At Large Governor~~s (one lawyer and one community representative)~~ – 2014 and every three years thereafter.
 - b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and ~~two~~one At Large Governor~~s (one from nominations made by the Young Lawyers Committee and one LLLT/LPO)~~ – 2015 and every three years thereafter.
 - c. Second, Ninth and Tenth Congressional Districts and ~~two~~one At Large Governor~~s (one lawyer and one community representative)~~ – 2013 and every three years thereafter.

2. Election of Governors from Congressional Districts

- a. *Eligibility to Vote.* All Active members, as of March 1st of each year, are eligible to vote in the BOG election for their district, subject to the election schedule shown above. Active members residing in the State of Washington may only vote in the district in which they reside. Active members residing outside the State of Washington may only vote in the district of the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR 13, or, if specifically designated to the Executive Director, within the district of their primary Washington practice.
- b. *Ballots.* On March 15th of each election year, the Executive Director will deliver ballots containing the names of all candidates for Governor for each District in which an election is to be held to each Active member eligible to vote in that District. Elections will be conducted via a secure website (“electronic voting”). Active members who are eligible to vote in an election may request a

paper ballot to be used in place of the electronic ballot. Electronic ballots will be sent to active members eligible to vote in an election, and will include information about how to vote by electronic voting. Should any Active member eligible to vote fail to receive a ballot, or receive a defective ballot, the member may obtain a replacement ballot by furnishing proof of eligibility to the Executive Director, and upon returning the defective ballot if the member received a paper ballot.

- c. *Voting Procedure.* Each member eligible to vote in the election may vote in one of the following ways. Each member has only one vote. Only one vote will be counted from any member who inadvertently votes both by paper ballot and by electronic means:
- 1) *By paper ballot.* The member must, after marking a ballot, place the ballot in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type the member's name, sign the outside of the envelope, and cause the envelope containing the ballot to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 1st of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, invalidates the ballot.
 - 2) *By electronic voting.* Voters will be sent links to their ballots via email. Voting must be completed by no later than 5:00 p.m. (PDT) on April 1st of that election year.
- d. *Voting System.* In any election for membership on the BOG, if there is only one qualified candidate nominated, then that candidate will be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes will be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

If a run-off election is necessary, the Executive Director in consultation with the President will designate the date for delivering the ballots and the deadline for voting, which will be 5:00 p.m.

(PDT), 10 days after the date the ballots are delivered. The candidate receiving the highest number of votes will be declared elected.

- e. *Checking and Custody of Ballots.* The Executive Director will deposit all satisfactorily identified and signed paper ballot envelopes in receptacles segregated as to Districts. The receptacles will remain in the custody of the Executive Director until the ballots are counted. Any paper ballots not enclosed in an envelope, satisfactorily identified and signed, will not be counted.

Electronic votes must be verified and securely stored by the online voting vendor.

- f. *Counting of Ballots.* Paper ballots will be counted in the office of the Bar, and electronic ballots, if any, will be counted by the online voting vendor and certified. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. At least two members of the Election Board must be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

The Executive Director will establish and follow a procedure that will ensure that no member's vote is counted more than once.

Promptly upon determination of the election results, the Election Board will forward the results to the Executive Director, who will notify each candidate as promptly as reasonably possible of the result of the election and publicly announce the election of the successful candidates.

Official written notice of the election results also will be emailed to each candidate.

- g. *Retaining Ballots.* All paper ballots and identifying return envelopes must be retained in the custody of the Executive Director. The elections vendor must retain the electronic voting data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the ballots and identifying return envelopes may be destroyed, and the Executive Director will notify the vendor to destroy the data and auditable trail for that election.

3. Election of At- Large Governors

At- large Governors are elected by the BOG as set forth below.

D. ELECTIONS BY BOARD OF GOVERNORS

1. At-Large Governors

The BOG will elect ~~four~~ three additional Governors from the Active lawyer 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 lawyers 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. Under-representation 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.c. The BOG will elect two At Large Governors who are members of the general public from nominations made by the Nominations Committee.~~

2. Office of President-Elect.

The BOG will elect an Active lawyer member of the Washington State Bar Association to serve as President-elect. The election shall take place during a BOG meeting not later than the 38th week of each fiscal year, and will be by secret written ballot. The President-elect will take office

upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect.

Beginning with the election of the President-elect who will begin to serve as President in the year 2011 and every four years thereafter, the President-elect must be an individual whose primary place of business is located in Eastern Washington. For purposes of these Bylaws, "Eastern Washington" is defined as that area east of the Cascade mountain range generally known as Eastern Washington. During the remaining three years, the President-elect may be an individual from anywhere within the state, including Eastern Washington. In any year, should no qualifying application be received for the position of President-elect within the timeframe allowed, the President will advise the BOG, and the BOG, at any regular meeting or special meeting called for that purpose, will establish procedures to re-open and extend the application period or otherwise address the issue. Such action by the BOG may include waiver of any geographic limitation for the year in question.

3. Treasurer

The Treasurer must be a current lawyer Governor and will be nominated and elected by the BOG at the second to the last regularly scheduled BOG meeting of the fiscal year. The Treasurer will be elected by simple majority of Governors voting. In the event there is more than one nomination, the vote will be by secret written ballot.

4. Election Procedures

Elections of At Large Governors, President and President-elect elections, and any other elections held by the BOG under these Bylaws, except elections for the position of Treasurer, are conducted as follows:

- a. Notice of the position will be advertised in the Bar's official publication and on the Bar's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.
- b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.
- c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.
- d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the

BOG's meeting. Candidates who are competing for the same position must not be present for each other's interviews.

- e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.
- f. Election of candidates will be conducted by secret written ballot.
- g. If no candidate for a given position receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.
- h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
- i. Proxy votes are not allowed; however, a Governor who participated in the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director and the other persons designated by the President to count the ballots.
- j. The elected candidate will be announced publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

E. NEW GOVERNOR ORIENTATION

Any newly elected Governor will undergo an orientation period commencing from the time of his or her election until being sworn in by the Supreme Court. This orientation must include attendance and participation in a New Governor Orientation to be held at a time and place specified by the Executive Director. In addition, the Governors-elect are expected to attend other meetings and/or activities as invited by or directed by the BOG. Governors-elect must also attend public meetings of the BOG as non-voting Governors. This attendance does not include executive sessions, unless authorized by the BOG.

F. MEMBER RECALL OF GOVERNORS

Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall must identify the Governor, the Governor's congressional district or at-large status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

1. For congressional district Governors, the petition must be signed by five percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active status at the time of the vote are eligible to vote.
2. For the Young Lawyers At Large Governor, the petition must be signed by five percent of the Young Lawyers as defined in Article XII of these Bylaws at the time of filing. Only Young Lawyers who are on Active status at the time of the vote are eligible to vote. For all other At Large Governors, the petition must be signed by five percent of the Active members of the Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
3. The voting procedures set forth in the "Election of Governors from Congressional Districts" will be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

VII. MEETINGS

A. GENERAL PROVISIONS; DEFINITIONS

1. Definitions

As used in this Article unless the context indicates otherwise:

- a. "Meeting" means any regular or special meeting of the BOG or other Bar entity at which action is contemplated. A "special meeting" is a meeting limited to specific agenda topics.
- b. When these Bylaws refer to a "Bar entity" or "other Bar entity," this means any body, no matter how named, working under the authority of, or administered by, the Bar, pursuant to these Bylaws or court rule. The activities of such Bar entities subject to the Open Meetings Policy of this Article VII may include, but are not limited to, conducting meetings, taking actions, conducting hearings, or gathering information or member comment.
- c. "Action" means the transaction of the official business of the Bar by the BOG or other Bar entity including but not limited to receipt

of member information, deliberations, discussions, considerations, reviews, evaluations, and final actions.

“Final action” means a collective positive or negative consensus, or an actual vote of the voting members present, whether in person or by electronic means, at the time of the vote, upon a motion, proposal, resolution, or order.

- d. “Minutes” means, at a minimum, recording the members of the Bar entity in attendance, the date and time of the meeting, the agenda of the meeting, ~~and~~ the subject and results of any final action taken, and a reasonable summary of the issues and points raised during discussion.

2. Order of Business

The President or Chair of the meeting determines the order of the business of any meeting.

B. OPEN MEETINGS POLICY

1. All meetings of the BOG or other Bar entity must be open and public and all persons will be permitted to attend any meeting, except as otherwise provided in these Bylaws or under court rules. A meeting may be held in person or by videoconference and/or teleconference. Meeting schedules and contact information will be made reasonably available by the Bar.
2. This Open Meetings Policy does not apply to duly designated executive sessions, meetings otherwise excluded under the terms of these Bylaws, meetings of the BOG Personnel and Awards Committees, the Judicial Recommendation Committee, or to matters regulated by the Rules for Enforcement of Lawyer Conduct, the Admission and Practice Rules, or the Rules for Enforcement of Conduct of Limited Practice Officers.
3. Minutes of all meetings, except for executive sessions, must be recorded and approved minutes will be open to public inspection upon request. Minutes from every BOG public session will be posted on the Bar’s website once approved by the BOG. Sub-entities (for example, subcommittees) need not record minutes, unless they are specifically delegated the authority to take final action on behalf of the entity.
4. A member of the public will not be required, as a condition of attendance at a meeting, to register his or her name and other information, to complete a

questionnaire, or otherwise to fulfill any condition precedent to his or her attendance.

5. In the event that any meeting is interrupted by a group or groups of persons so as to render the orderly conduct of such meeting not feasible, and order cannot be restored by the removal of individuals who are interrupting the meeting, the persons presiding over the meeting may order the meeting room cleared and continue in session or may adjourn the meeting and reconvene at another location selected by majority vote of the members of the Bar entity. In such a session, final disposition may be taken only on matters appearing on the agenda. Representatives of the press or other news media, except those participating in the disturbance, will be allowed to attend any session held pursuant to this paragraph. Nothing in this paragraph prohibits the Bar entity from establishing a procedure for readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting.
6. At any meeting required to be open to the public, no Bar entity is permitted to vote by secret ballot, except for elections for At Large Governors and the President-elect, as required by Article VI(D) for purposes of elections, or as otherwise provided by these Bylaws. A vote taken by email will not be deemed a secret ballot so long as the vote, including the question voted on, the identity of each person voting, and vote cast by each person, is recorded and published with the minutes. Votes taken on matters in a duly designated executive session need not be recorded or published, unless otherwise required by these Bylaws or court rule.
7. Executive Session
 - a. The BOG may meet in Executive Session at the discretion of the President subject to a majority of the Board of Governors voting that the issue is not properly raised in Executive session, or as specifically provided by court rule:
 - 1) To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price, or to consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price;

- 2) To discuss an individual disciplinary matter, character and fitness matter, Client Protection Fund claim, or other matter made confidential by court rule or these Bylaws;
- 3) To evaluate the qualifications of an applicant for employment as Executive Director or General Counsel, or for appointment to a position with the Bar or on a Bar entity; to review the performance of the Executive Director; or to receive or evaluate complaints regarding Officers, Governors, Bar staff, or appointees to other Bar entities;
- 4) To discuss with legal counsel representing the Bar in litigation or potential litigation to which the Bar, the Bar entity, or an employee or officer of the Bar or member of the Bar entity is or is likely to become a party, or to have other privileged or confidential communications with legal counsel representing the Bar;
- 5) To discuss legislative strategy; or
- 6) To discuss any other topic in which the President in his or her discretion believes the preservation of confidentiality is ~~desirable-necessary~~ or where public discussion might result in violation of individual rights or in unwarranted or unjustified private or personal harm. This section shall be narrowly and strictly construed; mere embarrassment or criticism is insufficient standing alone to address an issue in Executive Session.

Executive session of the BOG may proceed with no persons present except the President, President-elect, Immediate Past President, Governors, Executive Director, General Counsel, and such other persons as the BOG may authorize on a case by case basis. All others shall be presumptively excluded and may be admitted only upon approval of a majority of the Board, and then, only on the specific issue that individual's presence the Board determines is necessary for the Board's discussion. An individual may be recused from executive session for conflict of interest or other reasons at the person's request or by a majority vote of the BOG. The President will publicly announce the purpose for meeting in executive session and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the President.

- b. A BOG committee may meet in Executive Session subject to the same terms and conditions as the Board may meet in Executive

~~Session as identified in the preceding section. –at the discretion of the BOG committee Chair or as specifically provided by court rule:~~

- ~~1) — To consider the selection of a site or the acquisition of real estate by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price, or to consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price;~~
- ~~2) — To discuss an individual disciplinary matter, character and fitness matter, Client Protection Fund claim, or other matter made confidential by court rule or these Bylaws;~~
- ~~3) — In the case of the Executive Committee and Personnel Committee, to evaluate the qualifications of an applicant for appointment to a position with the Bar or on a Bar entity, to review the performance of the Executive Director, or to receive or evaluate complaints regarding Officers, Governors, Bar staff, or appointees to other Bar entities;~~
- ~~4) — To discuss with legal counsel representing the Bar in litigation or potential litigation to which the Bar, the Bar entity, or an employee or officer of the Bar or member of the Bar entity is or is likely to become a party, or to have other privileged or confidential communications with legal counsel representing the Bar;~~
- ~~5) — To discuss legislative strategy; or~~
- ~~6) — To discuss any other topic in which the BOG committee Chair in his or her discretion believes the preservation of confidentiality is desirable or where public discussion might result in violation of individual rights or in unwarranted or unjustified private or personal harm.~~

~~Executive session of a BOG committee may proceed with no persons present except the President, President-elect, Immediate Past President, Governors, Executive Director, General Counsel, and such other persons as the BOG committee Chair may authorize. An individual may be recused from executive session for conflict of interest or other reasons at the person's request or by a majority vote of the BOG committee. The BOG committee Chair will publicly announce the purpose for meeting in executive session and the time when the executive session will be~~

~~concluded. The executive session may be extended to a stated later time by announcement of the BOG committee Chair.~~

- c. Other Bar entities may meet in Executive Session on matters within the scope of their work at the discretion of the Chair or as specifically provided by court rule:
 - 1) To discuss an individual disciplinary matter, character and fitness matter, Client Protection Fund claim, or other matter made confidential by court rule or these Bylaws;
 - 2) To evaluate the qualifications of an applicant for appointment to a Bar entity;
 - 3) To discuss with legal counsel representing the Bar in litigation or potential litigation to which the Bar, the Bar entity, or an employee or officer of the Bar or member of the Bar entity is or is likely to become a party, or to have other privileged or confidential communications with legal counsel representing the Bar; or
 - 4) To discuss legislative strategy.

Executive sessions of other Bar entities may proceed with no persons present except members of the entity and such other persons as the Chair may authorize, provided, however, that Bar staff and the BOG liaison may not be excluded from executive session. An individual may be recused from executive session for conflict of interest or other reasons at the person's request. The Chair will publicly announce the purpose for meeting in executive session and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the Chair.

8. Each Bar entity will set regular and special meetings as needed. It will not be a violation of these Bylaws for a majority of the members of a Bar entity to travel together or gather for purposes other than a meeting or special meeting as these terms are used in these Bylaws, provided that they take no final action as defined in these Bylaws.
9. A Bar entity may adjourn any meeting to a time and place specified in the order of adjournment. A quorum is not required to adjourn. If all members are absent from any meeting the Chair of the Bar entity may declare the meeting adjourned to a stated time and place. He or she will cause written or electronic notice of the adjournment to be given to all members of the Bar entity within 48 hours of the adjournment.

10. Any member may timely petition the BOG to declare any BOG final action voidable for failing to comply with the provisions of these Bylaws. Any member may petition the BOG to stop violations or prevent threatened violations of these Bylaws.

C. MEETINGS OF THE BOARD OF GOVERNORS

1. Regular Meetings

Regular meetings of the BOG will be held at such times and locations as the President may designate. Notice of the date, time, and location of each regular meeting must be posted on the Bar's website no later than 45 days prior to the date of the meeting. The agenda for the meeting will be posted on the Bar's website once finalized. Late materials related to agenda items may be accepted. Any changes to the agenda will be posted as soon as practicable given the circumstances of the change.

2. Special Meetings

- a. Special meetings of the BOG may be called by the President at his or her discretion, by the Executive Director, at the written request of five members of the BOG, or at the written request of three members of the BOG's Executive Committee. Special meetings will customarily be held at the Bar's offices. All reasonable efforts will be made to schedule special meetings so the maximum number of Governors may attend, and Governors who are unable to attend in person may attend by electronic means.
- b. Notice of a special meeting must be in writing and must set forth the time, place and purpose thereof, and must be given to all members of the BOG, the officers, the Executive Director, and the General Counsel, and posted on the Bar's website, at least five days prior to the meeting. The five days' notice requirement may be waived by unanimous consent of the BOG. The special meeting will only consider such matters as set forth in the notice of the meeting. A special meeting may be canceled by the written consent of eight Governors, directed to the Executive Director, who in turn will transmit the cancellation notice and supporting documentation to all persons who were sent notice of the meeting.

3. Emergency Meetings

An emergency meeting may be called, with 24-hour electronic notice to all members of the BOG and the General Counsel:

- a. When the President determines that an extraordinary matter requires immediate attention of the BOG; or
- b. By the Executive Director when there has been a natural disaster or catastrophic event that significantly impacts the Bar's ability to function.

The emergency meeting will be held at a location designated by the President or Executive Director, and Governors who are unable to attend in person may attend by electronic means. Notice of the meeting must indicate the subject matter to be considered, and the meeting must only consider such noted subject matter.

4. Agenda

For every BOG meeting, the President will establish the agenda and order of business. Upon request to the President, a Governor may add an item to the upcoming regular meeting's agenda. If in the President's good faith estimation the upcoming agenda is full, the requested item will be placed on the next regularly scheduled meeting's agenda, unless otherwise agreed by the President and the requesting Governor. However, nothing in this section shall prohibit the Board of Governors upon a duly seconded motion from addressing any issue or taking any action a majority of the Board determines to take if otherwise permitted by these by laws.

5. Parliamentary Procedure

Proceedings at BOG meetings may be governed by the most current edition of Robert's Rules of Order or such other set of rules chosen by the President subject to being overridden by a majority of the Board of Governors.

D. EXECUTIVE COMMITTEE OF THE BOG

1. The BOG recognizes the need for an Executive Committee to address emergent but non-policy making matters that need timely attention in between BOG meetings. The Executive Committee's authority derives solely from the authority of the BOG, and is limited by the authority granted by the BOG. The BOG may establish a Charter specifically delineating the duties and functions of the Executive Committee.
2. The Executive Committee members shall include the President, the President-elect, the Immediate Past President, the Treasurer, the Chair of the BOG Personnel Committee, ~~and~~ the Executive Director, and one member of each Governor class as elected by that class unless that class is already represented. Only the President, President-elect, Treasurer, Personnel Committee chairperson, and Governors may vote on the Executive Committee.

3. An Executive Committee meeting may be called by any member of the Executive Committee, provided that at least five days' notice is given to the Board of Governors and all Executive Committee members. If an emergency situation requires less than five days' notice, the notice period may be waived by unanimous consent of the Executive Committee members but the full Board must be given notice at the same time of both the intent to consider an emergency meeting and the day and time of the meeting itself.
4. The Executive Committee may meet as necessary to develop the BOG meeting agenda or for discussion and action on matters within its scope. All agenda setting meetings will be set in advance and notice provided in writing to all Governors with the day, time, place, and agenda or purpose of the Executive Committee's meeting, and any Governor may attend the meeting. Although emergent issues may make it difficult to provide advanced notice of Executive Committee meetings not related to meeting and agenda setting, the Executive Committee must provide advance notice to all Governors to permit them to attend whenever feasible to do so.

E. FINAL APPROVAL OF ACTION BY THE BOARD OF GOVERNORS

Reports, recommendations, or proposals do not represent the view or action of the Bar, unless approved by a vote of the BOG.

VIII. MEMBER REFERENDA AND BOG REFERRALS TO MEMBERSHIP

A. MEMBER REFERENDA

1. The Board of Governors sets the policy for the Bar. The membership, through a referendum, has the opportunity to affect policy set by the BOG. Membership referenda may accomplish the following:
 - a. Reverse a final action taken by the Board of Governors;
 - b. Modify a final action taken by the Board of Governors;
 - c. Enact a resolution; or
 - d. Amend these bylaws.
2. Any Active member may file a petition for a referendum. All petitions must meet the following requirements:
 - a. The petition must set forth the exact language of the proposed resolution, bylaw amendment, or modification/reversal of the BOG action.

- b. The petition must be signed by at least five percent of the Active membership of the Bar at the time the petition is filed.
 - c. The petition must comply with GR 12. The BOG will determine, within 30 days of the filing of a petition for a referendum, if the subject of the petition falls within the requirements of GR 12.
 - d. If the subject of the petition seeks to reverse or modify final action taken by the Board of Governors, then the petition must be filed with the Executive Director within 90 days of that final action.
 - e. All petitions for a referendum must be filed with the WSBA Executive Director.
3. All qualifying petitions will be put to a vote of the active membership within 90 days of the date that the petition was filed.

B. BOG REFFERALS TO MEMBERSHIP

The Board of Governors may also refer a proposed resolution, bylaw amendment, or other proposal to a vote of the Active membership in accordance with the procedures set forth in these bylaws.

C. BALLOT PREPARATION

The Executive Director shall prepare ballots as directed by the BOG. The proponents of the action may submit, for inclusion with the ballot a “statement for” not to exceed 750 words and a “rebuttal of statement against” not to exceed 250 words. The opponents of the action may submit, for inclusion with the ballot, a “statement against” not to exceed 750 words and a “rebuttal of statement for” not to exceed 250 words. The Executive Director will determine the deadlines for filing all such statements with the Bar and provide notice of those deadlines. If more than one opponent statement is submitted, the WSBA President will determine which statement(s) will be submitted with the ballot.

D. VOTING PROCEDURES

The procedures set forth in the “Election of Governors from Congressional Districts” section of these bylaws shall be used as a procedural guideline. The ballot, petition, and accompanying statements shall be posted on the WSBA website, distributed electronically to Active members with e-mail addresses on record with the Bar, and mailed to all other Active members. The deadline for return of ballots shall be not less than 30 days from the date of distribution.

E. EFFECT OF VOTE

1. All member referenda and BOG referrals only require a majority of those Active members voting to pass. No unsuccessful member referenda may be resubmitted to the membership until two years have passed from the date of the voting results.
2. The BOG may not alter the effects of a member referenda that passed sooner than two years from the date of the voting results.

IX. COMMITTEES, COUNCILS, AND OTHER BAR ENTITIES

A. GENERALLY

1. The work of the Bar shall be accomplished by the BOG, the officers, and the Bar staff. To facilitate the work of the Bar in accordance with its purposes as provided in Article I, the BOG may delegate such work to an appropriate Bar entity, such as sections, committees, councils, task forces, or other Bar entity, however that may be designated by the BOG.
2. The work of any Bar entity established by the BOG must:
 - a. have a defined scope that requires the active and continuing attention of the BOG;
 - b. further the Bar's Guiding Principles and/or the purposes of the Bar outlined in General Rules promulgated by the Supreme Court; and
 - c. enhance consideration of a topic that is beyond the time and expertise of the BOG and staff by incorporating expertise and additional viewpoints from the broader community.
3. A list of the current committees, councils, and task forces, and their functions, will be maintained by the Executive Director. The BOG may terminate any recurring committee whenever in its opinion such committee is no longer necessary. Any nonrecurring Bar entity shall automatically terminate pursuant to the terms of its charter or originating document.
4. Governors appointed to serve as BOG liaisons to any Bar entity are not voting members. However, if a Governor is appointed as a member of any Bar entity, then he or she may vote in accordance with the terms of the charter or originating document for that entity.

B. COMMITTEES AND OTHER BAR ENTITIES

1. Committees

Committees are created and authorized by the BOG to study matters relating to the general purposes and business of the Bar which are of a continuous and recurring character. The number, size, and functions of each committee will be determined from time to time by the BOG.

- a. Committee members, Chairs, and Vice Chairs must be Active members of the Bar. Exceptions: (a) up to two Emeritus Pro Bono members are permitted to serve on the Pro Bono Legal Aid Committee (PBLAC) and may be appointed to serve as the Chair, Co-Chair, or Vice-Chair of that committee; and (b) faculty of Washington state law schools who are not Active members of the Bar are permitted to serve on the Committee on Professional Ethics (CPE).
- b. Committee members are appointed by the BOG. Appointments to committees are for a two-year term unless the BOG determines otherwise. A committee member's service on any committee is limited to two consecutive terms, after which the member cannot be reappointed to that committee for three years, subject to individual exceptions for cause as approved by the BOG. Appointments to the Legislative Committee will be made pursuant to the written BOG policy for that committee.
- c. The President-elect will annually select the Chair or Vice Chair of each committee, with the BOG having the authority to accept or reject that selection.
- d. In the event of the resignation, death, or removal of the Chair or any committee member, the BOG may appoint a successor to serve for the unexpired term.

2. Other Bar Entities

The BOG may from time to time establish other Bar entities to study matters relating to specific purposes and business of the Bar which are of an immediate and/or non-recurring character. These other Bar entities may be titled as task forces, workgroups, or any other label the BOG may designate.

- a. The President will select the persons to be appointed to such other Bar entities, with the BOG having the authority to accept or reject those appointments. The term of appointments will be until the work of the entity has been concluded or until such committee member's successor is appointed.

- b. The Chair(s) of any other Bar entity shall be appointed by the President at the time of creation of the entity, with the BOG having the authority to accept or reject that selection, and will serve for the duration established by the BOG or until replaced.
- c. In the event of the resignation, death or removal of the Chair or any other member of the Bar entity, the President may appoint a successor to serve for the unexpired term.

3. General Duties and Responsibilities for Committees and Other Bar Entities

- a. Each committee or other Bar entity will carry out various tasks and assignments as requested by the BOG or as the entity may determine to be consistent with its function or its charter or originating document.
- b. Each Bar entity must submit an annual report to the Executive Director and submit such other reports as requested by the BOG or Executive Director.
- c. These Bar entities are not permitted to issue any report, take a side publicly on any issue being submitted to the voters, pending before the legislature, or otherwise in the public domain, or otherwise communicate in a manner that may be construed as speaking on behalf of the Bar or the BOG without the specific authorization to do so by the BOG. Reports, recommendations, or proposals do not represent the view or action of the Bar unless approved by a vote of the BOG.
- d. Bar staff will work with each committee or other Bar entity to prepare and submit an annual budget request as part of the Bar's budget development process. Each committee and other Bar entity must confine its expenditures to the budget and appropriation as approved by the BOG as generally set forth in these Bylaws.
- e. Each committee and other Bar entity must prepare and distribute minutes of each meeting if required under Article VII of these Bylaws. The minutes will be distributed to its members and posted on the Bar's website, as soon as is reasonably possible after a meeting. The form of the minutes must comply with Article VII of these Bylaws.

- f. The success of any committee or other Bar entity is dependent upon the active participation of its members.
 - 1) Chairs and committee members serve at the pleasure of, and may be removed by, the Board. Neither malfeasance nor misfeasance is required for removal.
 - 2) Any committee member who fails to attend two consecutive regularly called meetings may be removed by the BOG, in the absence of an excuse approved by the Chair.

C. COUNCILS

1. Councils are created and authorized by the BOG to serve as advisory committees to the BOG on matters and issues of particular import to the Bar.
2. Nominations to councils are made as set forth in the council's charter or originating document, and are confirmed by the BOG. Except as may be specifically required under the council's charter or originating document, council members are not required to be members of the Bar.
3. Terms of appointments to councils will be as set forth in the council's charter or originating document.
4. Each council will carry out the duties and tasks set forth in its charter or originating document.
5. Each council must submit an annual report, and such other reports as may be requested, to the BOG or Executive Director.
6. Bar staff will work with each council to prepare and submit an annual budget request as part of the Bar's budget development process.

X. *REGULATORY BOARDS*

The Bar administers regulatory boards created by court rules and has any powers necessary to administer those boards. Appointment to regulatory boards is as provided in the promulgating rule or as otherwise directed by the Supreme Court. A list of the current regulatory boards and their functions will be maintained by the Executive Director. Governors and Bar staff appointed as liaisons to regulatory boards are not voting members of those boards. Liaisons may not be excluded but will not participate in executive session or confidential deliberations except as a resource.

XI. *SECTIONS*

A. DESIGNATION AND CONTINUATION

Sections are entities of the Bar created and tasked to carry on the work of the Bar and further their purposes as defined in individual section bylaws. A list of all current sections will be maintained by the Executive Director. Once established, a section will continue until discontinued as provided in these Bylaws or in the section bylaws.

B. ESTABLISHING SECTIONS

1. The BOG will consider the establishment of a new section on a petition and report endorsed by at least 150 Active members of the Bar. Any such petition must be filed with the Executive Director at least one BOG meeting prior to the meeting at which action on the proposal is contemplated and must substantially set forth:
 - a. The contemplated purpose of the section, which will be within the purposes of the Bar and not in substantial conflict with the purpose of any existing section or committee, the continuance of which is contemplated after the section is established;
 - b. Proposed bylaws of the section, which must contain a definition of its purpose;
 - c. The names of any proposed committees of the section;
 - d. A proposed budget of the section for the first two years of its operation;
 - e. A list of members of the Bar who have signed statements that they intend to apply for membership in the section;
 - f. A statement of the need for the proposed section.
2. The BOG may create a new section by combining sections as set forth in these Bylaws.

C. MEMBERSHIP

1. Any Active member of the Bar may be a voting member of a section and eligible for election to office in the section upon paying the annual dues established by the section. Inactive members may not be voting members of sections.
2. If provided for in the section bylaws, any Emeritus Pro Bono member pursuant to APR 8(e), Judicial member, House Counsel under APR 8(f), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in

Washington but not licensed in Washington, may be a voting member of the section and eligible for election to office in the section.

3. Law students will be allowed to be nonvoting members of any section at a standard annual dues amount set by the BOG.
4. Sections may adopt bylaw provisions authorizing inactive members, and others not eligible for section membership as voting members, to be nonvoting members or “subscribers” of the section.

D. DUES

Dues will be paid annually in the amount determined by the section executive committee and approved by the BOG. Any person who fails to pay the annual dues will cease to be a member of the section.

E. BYLAWS AND POLICIES

Sections are subject to all Bar Bylaws, policies, and procedures. Each section must have bylaws consistent with the Bar Bylaws. Amendments to section bylaws may be made by a majority vote of the voting executive committee members or by a majority vote of section members present at a section meeting. Section bylaws or amendments thereof will become effective when approved by the BOG.

F. SECTION EXECUTIVE COMMITTEE

1. Each section will have a section executive committee consisting of, at minimum, the following Officer positions: Chair, Secretary and Treasurer (or Secretary/Treasurer); and may have At-Large members. Unless otherwise permitted by a section’s bylaws, voting members of a section executive committee must be Active members of the Bar and a member of the section for their entire term of office on the executive committee. Additionally, a section executive committee may have non-voting members. The section executive committee is empowered to act on behalf of the section unless it chooses to take a vote of the section membership.
2. Officers. Unless otherwise permitted by a section’s bylaws, officers of a section executive committee must be Active members of the Bar and elected by the section membership to complete the one-year term of office.
 - a. Chair. The chair of the section presides at all meetings of the section and section executive committee, and will have such other executive powers and perform such other duties as are consistent with the Bar and section bylaws.

- b. Secretary. The Secretary will take minutes at each meeting of the section and section executive committee, and provide approved minutes to the Bar for publication and record retention.
 - c. Treasurer. The Treasurer will work with the Bar to ensure that the section complies with Bar fiscal policies and procedures, work with the Bar to prepare the section's annual budget, and review the section's monthly financial statements for accuracy and comparison to budget.
 - d. A section may have additional officer positions as defined in its sections bylaws.
- 3. At-Large Members. At-large members of the section executive committee will be voting members. At-large members will be elected by the section membership for terms of up to three-years. A section executive committee may appoint its Young Lawyer Liaison (if any) as a voting member of the section's executive committee.
 - 4. Non-voting Members. Voting members of the section executive committee may appoint non-voting members from among the current members of the section to further the work of the Bar and section. Non-voting members serve at the discretion of the section executive committee.
 - 5. Executive committee members are not subject to a limit on the number of the consecutive terms they may serve unless stated in a section's bylaws.
 - 6. All section executive committee positions will begin October 1 each year.

G. NOMINATIONS AND ELECTIONS

- 1. Nominations
 - a. Nominating Committee. Each section will have a nominating committee consisting of no less than three section members appointed annually by the Chair or executive committee. At least one member of the nominating committee should not be a current member of the section executive committee.
 - b. The executive committee should reflect diverse perspectives. To assist this, all applicants will apply through an electronic application process administered by the Bar. The application form will, on a voluntary basis, solicit information including, but not limited to, the person's ethnicity, gender, sexual orientation, disability status, area of practice, years of practice, employer,

number of lawyers in law firm, previous involvement in section activities, and skills or knowledge relevant to the position. The nominating committee should actively take factors of diversity into account when making recommendations.

- c. Alternate Nomination Process. The executive committee will also have an alternative process to allow for nominations to occur outside of the nominating committee process.
- d. Executive Committee Approval. The executive committee will approve a list of nominees for each open position. Persons nominated through an alternative nomination process will be included on the final list of approved nominees.

2. Elections

- a. Only voting members of the section may participate in section elections.
- b. The Bar will administer the elections by electronic means and certify results, unless the section develops its own equivalent electronic election process. For sections that administer elections through an alternate equivalent electronic election process, the section must provide the Bar with the total number of votes cast and the number of votes received for each candidate immediately following the close of the election.
- c. In the event of a tie, the section executive committee will implement a random tie-breaker of its choice, such as a coin toss or a drawing of lots, to determine the winner.
- d. All election processes must comply with the Bar record retention policies.

- 3. Timing. Nominations and elections for open section executive committee persons will be held between March and May each year.

H. VACANCIES AND REMOVAL

- 1. The section executive committee will appoint, by a majority vote, members to fill vacancies on the section executive committee. When a member is appointed to fill a vacancy in an unexpired term, the member will do so until the next annual election when an individual will be elected to serve the remainder of the vacated term.

2. Any member of the executive committee may be removed by a two-thirds majority vote of the section executive committee. Grounds for removal include, but are not limited to, regular absence from section executive committee meetings and events, failure to perform duties, unprofessional or discourteous conduct or whenever, in the executive committee's judgment, the executive committee member is not acting in the best interest of the section membership.

I. OTHER COMMITTEES

The section executive committee may create other committees as necessary to further the purposes of the section. Section committees, section committee chairs, and section committee members serve at the discretion of the section executive committee.

J. BUDGET

Each section executive committee must submit an annual budget request for each fiscal year to the BOG for review. The BOG will approve final section budgets as part of the Bar's annual budget. The section executive committee expenditures must be consistent with the approved section budget and consistent with the Bar fiscal policies and procedures.

K. SECTION REPORTS

Each section must submit an annual report to the Executive Director and such other reports as requested by the BOG.

L. TERMINATING SECTIONS

1. The BOG may consider terminating a section when it appears the section is no longer carrying on the work of the Bar as defined in these Bylaws. The issue will be raised (a) on motion, (b) on petition, or (c) at a "viability review" as defined in these Bylaws.
2. A section that has less than 75 voting members for two consecutive years will be automatically placed on the BOG agenda for a "viability review." The BOG has the discretion to retain a section despite what might otherwise be considered to be a lack of viability when in the BOG's opinion the section is carrying on the work of the Bar as defined in these Bylaws, and the work is of value to the legal profession.
3. Any section subject to a motion, petition, or viability review pursuant to paragraph (1) above will be given notice and an opportunity to be heard by the BOG. Notice must be sent by the Bar to the current section officers and/or

executive committee and posted on the Bar website at least one BOG meeting prior to the meeting at which the Board plans to vote on the proposal.

4. A section subject to potential termination may petition the BOG to be combined with another section, with that section's written approval, and will be given reasonable opportunity to present that petition to the BOG before the BOG votes on the section's termination.
5. If a section is terminated pursuant to these Bylaws, section members will be allowed to transfer to another section of their choosing, without payment of additional fees, for that remainder of the section dues year.
6. A section terminated pursuant to these Bylaws may apply for reactivation if they meet qualifications for establishing a new section.
7. Any funds remaining in the treasury of a section at the time of termination will be transferred to the Bar's general operating fund unless otherwise designated by the BOG. Funds in the treasury of combined sections will be combined.

XII. YOUNG LAWYERS

A. PURPOSE

There will be a member segment within the Bar identified as "Young Lawyers" for the purposes of encouraging the interest and participation of (i) new and young lawyers and law students in the activities of the Bar; and (ii) developing and conducting programs of interest and value to new and young lawyers consistent with the focus areas of public service and pro bono programs, transition to practice, and member outreach and leadership; and (iii) upholding and supporting the Guiding Principles of the Bar.

B. DEFINITION

Active lawyer members of the Bar will be considered Young Lawyers until the last day of December of the year in which the member attains the age of 36 years or until the last day of December of the fifth year after the year in which such member first was admitted to practice as a lawyer in any state, whichever is later.

XIII. RECORDS DISCLOSURE & PRESERVATION

- A. These Bylaws apply to Bar records created before July 1, 2014. Access to Bar records created on or after July 1, 2014, is governed by GR 12.4
- B. The Bar, in accordance with published rules, shall make available for its members and/or public inspection and copying all Bar records, unless the record falls within the

specific exemptions of these bylaws or is made confidential by the Rules of Professional Conduct, the Rules for Enforcement of Lawyer Conduct, the Admission and Practice Rules, the Rules for Enforcement of Limited Practice Officer Conduct, GR 25, or any other applicable statute or rule. To the extent required to prevent an unreasonable invasion of personal privacy interests protected by these bylaws or the above-referenced rules or statutes, the Bar shall delete identifying details in a manner consistent with those rules when it makes available or publishes any Bar record; however, in each case, the justification for the deletion shall be explained fully in writing.

1. The Bar shall establish, maintain, and make available for its members and/or public inspection and copying a statement of the actual per page cost or other costs, if any, that it charges for providing photocopies of Bar records and a statement of the factors and manner used to determine the actual per page cost or other costs, if any.
2. No fee shall be charged for the inspection of Bar records. No fee shall be charged for locating Bar records or documents and making them available for copying unless the request entails a substantial use of staff time to locate and gather the documents. In no event may the Bar charge a per page cost greater than an actual per page cost established by the Bar.
3. The Bar shall not distinguish among persons requesting records and such persons shall not be required to provide information as to the purpose for the request except to establish whether inspection and copying would violate a statute, court order, or rule which exempts or prohibits disclosure of specific information or records to certain persons. Bar facilities shall be made available to any person for the copying of Bar records except when and to the extent that this would unreasonably disrupt the operations of the Bar. The Bar shall honor requests received by mail for identifiable Bar records unless exempted by provisions of these bylaws or other rules.
4. Bar records shall be available for inspection and copying during the customary office hours of the Bar.
5. The following are exempt from public inspection and copying:
 - a. Personal information in files maintained for employees, appointees, or elected officials of the Bar to the extent that disclosure would violate their right to privacy.

- b. Specific information, records, or documents relating to lawyer or Limited Practice Officer discipline that is not expressly classified as public information or confidential information by court rule.
- c. Information revealing the identity of persons who have assisted a Bar investigation or filed grievances or complaints with the Bar, if disclosure would endanger any person's life, physical safety, or property.
- d. Test questions, scoring keys, and other examination data used by the Bar to administer a license, employment, or academic examination.
- e. The contents of real estate appraisals made by the Bar relative to the acquisition or sale of property, until the project or prospective sale is abandoned or until such time as all of the property has been acquired or the property to which the sale appraisal relates is sold, but in no event shall disclosure be denied for more than three years after the appraisal.
- f. Valuable formulae, designs, drawings, and research data obtained by the Bar within five years of the request for disclosure when disclosure would produce private gain and loss to the Bar.
- g. Preliminary or intra-Bar memoranda, notes, and e-mails, and other documents in which recommendations or opinions are expressed or policies formulated or recommended, except that a specific record shall not be exempt when referenced during an open meeting or cited by the Bar in connection with any of its actions.
- h. Manuals, policies, and procedures, developed by Bar staff, that are directly related to the performance of investigatory, disciplinary, or regulatory functions, except as may be specifically made public by court rule;
- i. Applications for employment with the Bar, including the names of applicants, resumes, and other related materials submitted with respect to an applicant.
- j. The residential addresses and residential telephone numbers of Bar employees or volunteers which are held by the Bar in personnel records, employment or volunteer rosters, or mailing lists of employees or volunteers.

- k. Information that identifies a person who, while a Bar employee:
 - 1) Seeks advice, under an informal process established by the Bar, in order to ascertain his or her rights in connection with a potentially discriminatory or unfair employment practice; and
 - 2) requests his or her identity or any identifying information not be disclosed.
- l. Membership information; however
 - 1) status, business addresses, business telephones, facsimile numbers, electronic mail addresses (unless the member has requested that it not be made public), bar number, and dates of admission, shall not be exempt, provided that, for reasons of personal security or other compelling reason, the Executive Director may, on an annual basis, approve the confidentiality of any such information; and
 - 2) age information may be used as a criterion for eligibility for membership in a WSBA committee or section, but only when used in conjunction with year of admission.
- m. Applications for admission to the Bar and related records;
- n. Information which would identify bar examiners responsible for writing and/or grading specific bar exam questions;
- o. Proceedings and records of the Board of Bar Examiners;
- p. Proceedings and records of the Law Clerk Board, including information, records, or documents received or compiled that relate to any application for admission to the Law Clerk program, or to the retention of any current participant in the Law Clerk program;
- q. Proceedings and records of the Practice of Law Board, including information, records, or documents received or compiled regarding the investigation, or potential investigation, of any incident or alleged incident of the unauthorized practice of law;
- r. Proceedings and records of the Character and Fitness Board, including information, records, or documents received or compiled that relate to any application for admission, special admission,

special licensing, or change of membership status or class, except where those proceedings are specifically made public by court rule;

- s. Records relating to requests by members for ethics opinions to the extent that they contain information identifying the member or a party to the inquiry,
- t. Proceedings and records of the Judicial Recommendation Committee,
- u. Records and proceedings of any Fee Arbitration Program, Mediation Program, or other alternative dispute resolution program which may be administered by the Bar,
- v. Records and proceedings of the Personnel and Awards Committees,
- w. Records and proceedings of the Hearing Officer Selection Panel, except as made public by the Panel;
- x. Personnel records of Bar employees, whether permanent, temporary, or contract, except for information relating to compensation for job classifications, verifying periods of employment or, when specifically requested, the Executive Director's current annual compensation; and
- y. Any other documents or records made confidential by statute, court rule, or court order.

The above exempted information will be redacted from the specific records sought. Statistical information not descriptive of any readily identifiable person or persons will be disclosed.

6. Responses to requests for Bar records shall be made promptly by the Bar. In acknowledging receipt of a records request that is unclear, the Bar may ask the requestor to clarify what information the requestor is seeking. If the requestor fails to clarify the request, the Bar need not respond to it. Denials of requests must be accompanied by a written statement of the specific reasons therefor.
7. Whenever the Executive Director concludes that a Bar record is exempt from disclosure and denies a person opportunity to inspect or copy such record for that reason, the person may appeal that decision to the Board of Governors. The Board of Governors shall provide the person with its written opinion on whether the record is exempt.

8. The disclosure of information under this section should not violate an individual's right to privacy by amounting to a disclosure of information about that person that 1) would be highly offensive to a reasonable person, or 2) is not of legitimate concern to the public.
9. Nothing in this section shall be construed to require publication in the Washington Administrative Code or the maintenance of indexes of records.

XIV. INDEMNIFICATION

A. GENERALLY

1. The Bar shall provide indemnification to qualified indemnitees for liabilities arising out of qualified actions.
 - a. A qualified indemnitee is a person who is or was an officer, member of the Board of Governors, member of the staff of the Bar, or is serving at the request or appointment of the Bar as a member of any board, committee, task force, or other WSBA entity.
 - b. A qualified action is an action in good faith within the course and scope of the authority expressly or impliedly delegated by applicable Supreme Court Rule, policy adopted by the Board of Governors, or by the Executive Director within his or her authority.
2. Each qualified indemnitee who is a party to, or is threatened to be made a party to, or is involved in any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the indemnitee, or a person of whom the indemnitee is a legal representative, is, or was, an officer or member of the Board of Governors, member of the staff of the Bar, or a member of a board, committee, task force, or other WSBA entity formed by the Board of Governors, shall be defended, indemnified, and held harmless by the Bar against all expenses, liability, and losses (including, but not limited to, attorneys' fees, judgments, fines, and amounts paid in settlement) reasonably incurred or suffered by the indemnitee in connection therewith. The Board of Governors shall have the right, as a condition of granting indemnification, to approve in advance the choice of counsel as well as any settlement by the person requesting indemnification. The Board shall not unreasonably withhold its approval.

B. CUMULATIVE, NON-EXCLUSIVE RIGHT

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under law or under any bylaw, agreement, vote of the Board of Governors or members of the Bar, or otherwise.

XV. KELLER DEDUCTION

As a mandatory bar association, the Bar may not use compulsory license fees of any member who objects to that use for political or ideological activities that are not germane, or reasonably related, to regulating the legal profession or improving the quality of legal services. *Keller v. State Bar of California*, 496 U.S. 1 (1990). These activities are considered “nonchargeable.” The Bar may use compulsory license fees for all other activities.

- A. Under *Keller*, the Bar is required to identify that portion of mandatory license fees that go to “nonchargeable” activities and establish a system whereby objecting members may either deduct that portion of their fees or receive a refund. The Bar will calculate the Keller deduction prospectively for each fiscal year, using that fiscal year’s budget and the actual activities of the Bar during the prior fiscal year. The process to be followed in calculating the Keller deduction will be as set forth in the Keller Deduction Policy. When calculating the Keller deduction, the Bar shall use a conservative test for determining whether an individual activity is chargeable or nonchargeable. When in doubt, the Bar will err in favor of the membership by considering activities to be nonchargeable even when a reasonable argument could be made that such activities were chargeable.
- B. Notice of the amount of the Keller deduction will be included with the annual licensing information provided to members, and detailed information regarding the calculation of the deduction will be posted on the Bar’s website. Members admitted to the Bar during the course of a year will be advised of this notice with their initial fee statements. Such members may demand arbitration within 45 days following receipt of the notification. If arbitration is pending at the date of delivery of a demand for arbitration submitted pursuant to this paragraph, the newly admitted member's demand will be consolidated with the pending arbitration. All of the provisions of this Article shall otherwise apply to demands for arbitration filed by newly admitted members.
- C. Except for requests for arbitration submitted by newly admitted members pursuant to Paragraph (B) above, any member requesting arbitration of the calculation of the amount of the Keller deduction for a licensing year must deliver a written request for arbitration to the Executive Director on or before February 1 of the licensing year in which the deduction is being challenged. Delivery may be made in person or by first-class mail, and mailed demands will be deemed delivered upon mailing. Demands shall include the name and address of the member or members demanding arbitration,

a brief statement of the claim or objection, identifying each challenged activity with such specificity as to allow the Bar to respond, and the signature of each objecting member.

1. Within 14 days of receipt of a timely demand for arbitration, the Bar will submit the matter to the Chief Justice of the Washington Supreme Court for appointment of an impartial arbitrator.
2. All timely demands for arbitration, including any timely demands received after submission of one earlier received, will be consolidated.
3. A member demanding arbitration is required to pay his or her license fee and assessments, excepting the amount in dispute, on a timely basis as otherwise required by these Bylaws. Failure to pay the fees and assessments, other than the amount in dispute, by the requisite date may result in suspension as provided by these Bylaws or applicable court rules.
4. Unless the parties agree to a different schedule, a hearing will be held within 30 days of the appointment of the arbitrator. The arbitrator will determine the date, time, and location of the arbitration hearing(s) and will so notify the parties at least 15 days prior to the hearing(s).
5. The burden is on the member(s), as a condition of arbitration, to identify each challenged activity with such specificity as to allow the Bar to respond. The burden is on the Bar to establish the accuracy of the determination of the Keller calculation. Members demanding arbitration will have access to the financial records upon which the Bar based the determination of the amount of fee that can be withheld. These records will be available for inspection and copying during normal business hours. Copying will be at the member's expense.
6. At the hearing(s), the parties will be permitted to participate personally or through counsel admitted to practice in the state of Washington. All parties will be given the opportunity to present evidence and to present arguments in support of their positions. The following rules will apply to the arbitration proceedings:
 - a. There will be no transcripts or post-hearing briefs; except, however, post-arbitration motions for reconsideration or clarification are permitted.
 - b. The arbitrator will issue a written opinion, stating the reasons for the decision, within 14 days of the close of the hearing. The opinion will be brief and will be based on the evidence and arguments presented.

- c. The arbitrator will be compensated at an hourly rate established pursuant to BOG policy for the hearing, preparation, and study time, and will be reimbursed for all necessary expenses of the arbitration. The Bar will pay for the arbitrator's services.
 - d. The arbitration is not a judicial proceeding but is *sui generis*. Except for production of documents as set forth in Paragraph 5 above, or as may be stipulated to by the parties, there is no discovery, and the civil rules, arbitration rules, rules of evidence, and other court rules will not apply.
- 7. The arbitrator will have no authority to add, subtract, set aside, or delete from any court rule or these Bylaws.
 - 8. The scope of the arbitration is limited to reviewing the challenged activities specified for the purpose of determining whether the Bar has correctly calculated the Keller deduction, and the sole relief potentially available through arbitration is a change in the amount of the named parties' Keller deduction for that licensing year.
 - 9. The arbitration will be binding and the decision of the arbitrator final, with no right of trial de novo or appeal.

XVI. AMENDMENTS

- A. These Bylaws may be amended by the BOG at any regular meeting of the BOG, or at any special meeting of the BOG called for that purpose under the terms of these Bylaws.
- B. All proposed bylaw amendments must be posted on the Bar's website and presented for "first reading" at least one BOG meeting prior to the meeting at which the BOG votes on the proposed amendment, and the BOG will not vote on any proposed bylaw amendment at the meeting at which the amendment is originally proposed, except as may be allowed below.
- C. For good cause shown under exceptional circumstances these Bylaws may be amended on an emergency basis, without the prior notice required above, by an affirmative vote of two-thirds of the BOG; however, any such amendment will be effective only until notice is given and a vote taken pursuant to the procedures set forth above.
- D. Notice of all bylaw amendments adopted by the BOG must be prominently posted on the Bar's website within 14 days of the BOG's vote on the amendment.

