

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1 Mark Up:

2 **IV. GOVERNANCE**

3 **A. BOARD OF GOVERNORS**

4 [ . . . ]

5 **1. Composition of the Board of Governors**

6 The BOG will consist of (a) the President; (b) one Governor elected from each Congressional  
7 District, except in the Seventh Congressional District where members will be elected from  
8 separate geographic regions designated as North and South, and identified by postal zip codes  
9 as established by the Bar in accordance with these Bylaws and BOG policy; (c) one Governor  
10 elected from an out-of-state district comprising all regions outside Washington state; and (ed)  
11 three Governors elected at-large pursuant to these Bylaws.

12 **2. Duties**

13 a. – c. [Unchanged]

14 d. Each Governor is expected to engage with members about BOG actions and issues, and  
15 to convey member viewpoints to the Board. In representing a ~~Congressional D~~district, a  
16 Governor will at a minimum: (1) bring to the BOG the perspective, values and  
17 circumstances of her or his district to be applied in the best interests of all members, the  
18 public<sub>2</sub> and the Bar; and (2) bring information to the members in the district that  
19 promotes appreciation of actions and issues affecting the membership as a whole, the  
20 public<sub>2</sub> and the organization.

21 e. – f. [Unchanged]

22 **3. Term** [Unchanged]

23 **4. Vacancy**

24 a. [Unchanged]

25 b. Response to a Vacancy

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1           1) – 2) [Unchanged]

2           3) If a Governor is removed due to recall and more than 12 months remain in that  
3           Governor’s term, a special election will be conducted using the general procedures  
4           set forth in the ~~“Election of Governors from Congressional Districts”~~ provisions  
5           Article VI.C.2 of these Bylaws. The application period for any special election held  
6           pursuant to this paragraph must be no less than 30 days and must, at a minimum,  
7           be prominently posted on the Bar’s website and e-mailed to all members eligible to  
8           vote in the election.

9 **VI. ELECTIONS**

10 **A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS**

11       1. Governors from Congressional and Out-of-State Districts: Any Active member of the Bar, except  
12       a person who has previously served as a Governor for more than 48 consecutive months, may  
13       be nominated or apply for election as Governor from the Congressional District, ~~or~~ geographic  
14       regions within the Seventh Congressional District, or the out-of-state district, in which such  
15       person resides.

16       Members that have served as Governors for more than 48 consecutive months at time of filing  
17       an application, are not eligible to be nominated or apply for election or appointment as  
18       Governor from the Congressional District, At-Large Governor position, ~~or~~ geographic regions  
19       within the Seventh Congressional District, or out-of-state district in which such person resides,  
20       for a period of 36 months after the conclusion of that term of service. Any disputes regarding  
21       the eligibility of a member to serve on the Board of Governors shall be addressed by the Board  
22       of Governors.

23       2. At-Large Governors: There will be a total of three At-Large Governor positions.

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

- 1           a. Two At-Large (“Member At-Large Governor”) Positions: Any Active member of the Bar,  
2           except a person who has previously served as a Governor for more than 48 consecutive  
3           months, may be nominated or apply.
- 4           b. One Young Lawyer (“Young Lawyer At-Large Governor”) Position: Any Active lawyer  
5           member of the Bar who qualifies as a Young Lawyer as set forth in these Bylaws, except  
6           for a person who has previously served as a Governor for more than 48 consecutive  
7           months, may be nominated or apply.
- 8           3. Filing of nominations and applications must be in accordance with this Article.

9 **B. NOMINATIONS AND APPLICATIONS**

- 10           1. Applications for the Board of Governors elected from Congressional Districts and the out-of-  
11           state district must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of  
12           February of the year in which the election is to be held. If this deadline falls on a day in which  
13           the office of the Bar is closed, the deadline will be 5:00 p.m. of the following business day.
- 14           2. – 4. [Unchanged]

15 **C. ELECTION OF GOVERNORS**

- 16           1. Election of one Governor from each Congressional District and the out-of-state district and for  
17           the At-Large positions will be held every three years as follow:
- 18           a. Third, Sixth, Eighth Congressional Districts<sub>2</sub> and the North region of the Seventh  
19           Congressional District<sub>2</sub> and one At-Large Member Governor – 2014 and every three  
20           years thereafter.
- 21           b. First, Fourth, Fifth Congressional Districts<sub>2</sub> and the South region of the Seventh  
22           Congressional District<sub>2</sub> and one Young Lawyer At-Large ~~Young Lawyer~~ Governor – 2015  
23           and every three years thereafter.
- 24           c. Second, Ninth<sub>2</sub> ~~and~~ Tenth Congressional Districts<sub>2</sub> and the out-of-state district, and one  
25           At Large Member Governor – 2013 and every three years thereafter.

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1 2. Voting in the Election of Governors from Congressional Districts and out-of-state district will be  
2 conducted in the following manner:

3 a. Eligibility to Vote. All Active members, as of March 1st of each year, are eligible to vote  
4 in the BOG election for their district, subject to the election schedule shown above.  
5 Active members residing in the State of Washington may only vote in the district in  
6 which they reside. Active members residing outside the State of Washington may only  
7 vote in the out-of-state district ~~of the address of the agent they have designated within~~  
8 ~~the State of Washington for the purpose of receiving service of process as required by~~  
9 ~~APR 13, or, if specifically designated to the Executive Director, within the district of their~~  
10 ~~primary Washington practice.~~

11 b. – i. [Unchanged]

12 3. Eligibility Requirements: Election of At-Large Governors

13 At-Large Governors shall be elected by the Members as follows:

14 a. Member At-Large Governors: After notice of the position has been adequately provided  
15 to all members, the Diversity, Equity and Inclusion (DEI) Council shall forward at least  
16 three candidates who have a lived experience and knowledge of the needs of those  
17 members whose membership is or may be historically underrepresented in governance  
18 to the end that the BOG will be a more diverse and representative body than the results  
19 of the election of Governors based solely on ~~Congressional~~ Districts may allow.  
20 Diversity refers to meaningful representation of, and equal opportunities for, individuals  
21 who have a lived experience as a member from one or more historically  
22 underrepresented communities in the legal profession. Underrepresentation  
23 encompasses and is not limited to, race, disability, age, ethnicity, religion, sexual  
24 orientation, gender identity, and gender expression. The Executive Director shall then  
25 place all candidates forwarded by the DEI Council on the ballot to be elected by all

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1 eligible voting members. If the DEI Council forwards less than three candidates by May  
2 1, the Executive Director shall notify the BOG, which may, at its option, select additional  
3 qualifying candidates on its own or place only those candidates forwarded by the DEI  
4 Council on the ballot to be elected by all eligible voting members.

5 **D. – E.** [Unchanged]

6 **F. MEMBER RECALL OF GOVERNORS**

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

- 12 1. For ~~congressional~~ district Governors, the petition must be signed by five percent of the Active  
13 members of the Governor’s ~~congressional~~ district at the time of filing. Only members of the  
14 Governor’s district who are on Active status at the time of the vote are eligible to vote.
- 15 2. For the Young Lawyers At-Large Governor, the petition must be signed by five percent of the  
16 Young Lawyers as defined in Article XII of these Bylaws at the time of filing. Only Young Lawyers  
17 who are on Active status at the time of the vote are eligible to vote. For all other At-Large  
18 Governors, the petition must be signed by five percent of the Active members of the Bar at the  
19 time of filing, and only members on Active status at the time of the vote are eligible to vote.
- 20 3. The voting procedures set forth in the ~~“Election of Governors from Congressional Districts”~~  
21 Article VI.C.2 of these Bylaws will be used as a procedural guideline for conducting a recall vote,  
22 and a majority vote is sufficient to pass a recall petition.

23 **G. 2020 ELECTIONS** [Unchanged]

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1 Clean Copy:

2 **IV. GOVERNANCE**

3 **A. BOARD OF GOVERNORS**

4 [. . .]

5 **1. Composition of the Board of Governors**

6 The BOG will consist of (a) the President; (b) one Governor elected from each Congressional  
7 District, except in the Seventh Congressional District where members will be elected from  
8 separate geographic regions designated as North and South, and identified by postal zip codes  
9 as established by the Bar in accordance with these Bylaws and BOG policy; (c) one Governor  
10 elected from an out-of-state district comprising all regions outside Washington state; and (d)  
11 three Governors elected at-large pursuant to these Bylaws.

12 **2. Duties**

13 a. – c. [Unchanged]

14 d. Each Governor is expected to engage with members about BOG actions and issues, and  
15 to convey member viewpoints to the Board. In representing a district, a Governor will at  
16 a minimum: (1) bring to the BOG the perspective, values and circumstances of her or his  
17 district to be applied in the best interests of all members, the public and the Bar; and (2)  
18 bring information to the members in the district that promotes appreciation of actions  
19 and issues affecting the membership as a whole, the public and the organization.

20 e. – f. [Unchanged]

21 **3. Term** [Unchanged]

22 **4. Vacancy**

23 a. [Unchanged]

24 b. Response to a Vacancy

25 1) – 2) [Unchanged]

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

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 Article VI.C.2 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.

**VI. ELECTIONS**

**A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS**

1. Governors from Congressional and Out-of-State Districts: Any Active member of the Bar, except a person who has previously served as a Governor for more than 48 consecutive months, may be nominated or apply for election as Governor from the Congressional District, geographic regions within the Seventh Congressional District, or the out-of-state district, in which such person resides.

Members that have served as Governors for more than 48 consecutive months at time of filing an application, are not eligible to be nominated or apply for election or appointment as Governor from the Congressional District, At-Large Governor position, geographic regions within the Seventh Congressional District, or out-of-state district in which such person resides, for a period of 36 months after the conclusion of that term of service. Any disputes regarding the eligibility of a member to serve on the Board of Governors shall be addressed by the Board of Governors.

2. At-Large Governors: There will be a total of three At-Large Governor positions.

a. Two At-Large (“Member At-Large Governor”) Positions: Any Active member of the Bar, except a person who has previously served as a Governor for more than 48 consecutive months, may be nominated or apply.

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1           c. One Young Lawyer (“Young Lawyer At-Large Governor”) Position: Any Active lawyer  
2           member of the Bar who qualifies as a Young Lawyer as set forth in these Bylaws, except  
3           for a person who has previously served as a Governor for more than 48 consecutive  
4           months, may be nominated or apply.

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

6 **B. NOMINATIONS AND APPLICATIONS**

7           1. Applications for the Board of Governors elected from Congressional Districts and the out-of-  
8           state district must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of  
9           February of the year in which the election is to be held. If this deadline falls on a day in which  
10          the office of the Bar is closed, the deadline will be 5:00 p.m. of the following business day.

11          2. – 4. [Unchanged]

12 **C. ELECTION OF GOVERNORS**

13          1. Election of one Governor from each Congressional District and the out-of-state district and for  
14          the At-Large positions will be held every three years as follow:

15           a. Third, Sixth, Eighth Congressional Districts, and the North region of the Seventh  
16           Congressional District, and one At-Large Member Governor – 2014 and every three  
17           years thereafter.

18           b. First, Fourth, Fifth Congressional Districts, and the South region of the Seventh  
19           Congressional District, and one Young Lawyer At-Large Governor – 2015 and every three  
20           years thereafter.

21           c. Second, Ninth, Tenth Congressional Districts, and the out-of-state district, and one At  
22           Large Member Governor – 2013 and every three years thereafter.

23          2. Voting in the Election of Governors from Congressional Districts and out-of-state district will be  
24          conducted in the following manner:

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1           a. Eligibility to Vote. All Active members, as of March 1st of each year, are eligible to vote  
2           in the BOG election for their district, subject to the election schedule shown above.  
3           Active members residing in the State of Washington may only vote in the district in  
4           which they reside. Active members residing outside the State of Washington may only  
5           vote in the out-of-state district.

6           b. – i. [Unchanged]

7           3. Eligibility Requirements: Election of At-Large Governors

8           At-Large Governors shall be elected by the Members as follows:

9           a. Member At-Large Governors: After notice of the position has been adequately provided  
10           to all members, the Diversity, Equity and Inclusion (DEI) Council shall forward at least  
11           three candidates who have a lived experience and knowledge of the needs of those  
12           members whose membership is or may be historically underrepresented in governance  
13           to the end that the BOG will be a more diverse and representative body than the results  
14           of the election of Governors based solely on districts may allow. Diversity refers to  
15           meaningful representation of, and equal opportunities for, individuals who have a lived  
16           experience as a member from one or more historically underrepresented communities  
17           in the legal profession. Underrepresentation encompasses and is not limited to, race,  
18           disability, age, ethnicity, religion, sexual orientation, gender identity, and gender  
19           expression. The Executive Director shall then place all candidates forwarded by the DEI  
20           Council on the ballot to be elected by all eligible voting members. If the DEI Council  
21           forwards less than three candidates by May 1, the Executive Director shall notify the  
22           BOG, which may, at its option, select additional qualifying candidates on its own or place  
23           only those candidates forwarded by the DEI Council on the ballot to be elected by all  
24           eligible voting members.

25           **D. – E.** [Unchanged]

**Option 5:**  
**Suggested Amendments to WSBA Bylaws to Add Out-Of-State Governor**

1 **F. MEMBER RECALL OF GOVERNORS**

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

6 1. For district Governors, the petition must be signed by five percent of the Active members of the  
7 Governor’s district at the time of filing. Only members of the Governor’s district who are on  
8 Active status at the time of the vote are eligible to vote.

9 2. For the Young Lawyers At-Large Governor, the petition must be signed by five percent of the  
10 Young Lawyers as defined in Article XII of these Bylaws at the time of filing. Only Young Lawyers  
11 who are on Active status at the time of the vote are eligible to vote. For all other At-Large  
12 Governors, the petition must be signed by five percent of the Active members of the Bar at the  
13 time of filing, and only members on Active status at the time of the vote are eligible to vote.

14 3. The voting procedures set forth in Article VI.C.2 of these Bylaws will be used as a procedural  
15 guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

16 **G. 2020 ELECTIONS [Unchanged]**

17  
18  
19  
20  
21  
22  
23  
24  
25  
26