

THE SUPREME COURT OF WASHINGTON

IN THE MATTER OF THE APPROVAL OF)
AMENDMENTS TO ARTICLE VI.C.3.a OF THE)
WSBA BYLAWS)
)
)
_____)

ORDER

NO. 25700-B-700

The Washington Supreme Court has plenary authority over the practice of law in Washington. The Washington State Bar Association (WSBA) serves under the delegated authority of the Court in regulating and administering licenses to practice law in Washington and effectuating other purposes and functions as set forth in General Rule (GR) 12 and 12.1 – 12.5. All amendments to the WSBA’s bylaws are subject to Supreme Court approval.

In a letter dated March 8, 2023, WSBA Executive Director Terra Nevitt provided the Court proposed amendments to Article VI.C.3.a of the WSBA bylaws that were approved by the Board of Governors at its March 4, 2023, meeting. The amendment revises the eligibility requirements for two of the three at large Governors.

Now, therefore, it is hereby

ORDERED:

That the WSBA Bylaws Amendments to Article VI.C.3.a, as described above and as provided in the attached copy of the amendments, are approved by this Court and shall be given full force and effect.

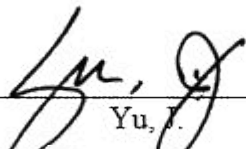
DATED at Olympia, Washington this 10th day of April, 2023.

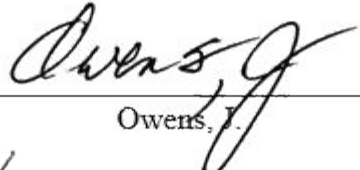

González, C.J.

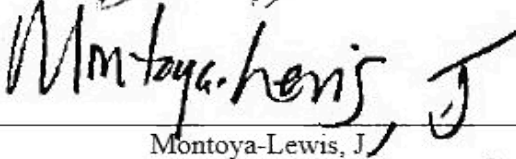

Johnson, J.

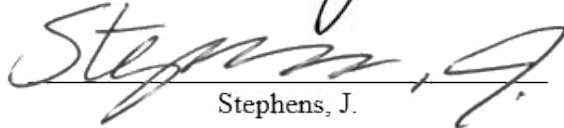

Gordon McCloud, J.


Madsen, J.


Yu, J.


Owens, J.


Montoya-Lewis, J.


Stephens, J.

Proposed Bylaws Amendment to VI.C.3.a
Approved by the BOG March 4, 2023

VI. ELECTIONS

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS

1. Governors from Congressional 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, or geographic regions within the Seventh Congressional 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, or geographic regions within the Seventh Congressional 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.
 - b. One Young Lawyer (“Young Lawyer At Large Governor”) Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer as set forth in these Bylaws, except for a person who has previously served as a Governor for more than 48 consecutive months, may be nominated or apply.
3. Filing of nominations and applications must be in accordance with this Article.

B. NOMINATIONS AND APPLICATIONS

1. Applications for the Board of 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. If this deadline falls on a day in which the office of the Bar is closed, the deadline will be 5:00 p.m. of the following business day.
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 15th 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 seat, the position will be treated, advertised, and filled by Board appointment until the next election cycle only, in which the position will be included in the election cycle for the remainder of the term.

Proposed Bylaws Amendment to VI.C.3.a
Approved by the BOG March 4, 2023

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 one At Large Member Governor – 2014 and every three years thereafter.
 - b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and one At Large Young Lawyer Governor – 2015 and every three years thereafter.
 - c. Second, Ninth and Tenth Congressional Districts and one At Large Member Governor – 2013 and every three years thereafter.
2. Voting in the Election of Governors from Congressional Districts will be conducted in the following manner:
 - 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 ensure delivery of 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 electronically using a secure process (“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 Active 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. Paper ballots will be available upon request. The member must submit the request by March 15th 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.

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- 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 no later than 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 maintain custody of all satisfactorily identified and signed paper ballot envelopes, segregated as to position. The paper ballot will remain in the custody of the Executive Director until counted. Any paper ballots not enclosed in an envelope, satisfactorily identified and signed, will not be counted.
- f. Electronic votes must be verified and securely stored by the online voting vendor.
- g. Counting of Ballots. Paper ballots will be counted by the Executive Director or their designee under the supervision of the Election Board, and electronic ballots will be counted by the online voting vendor. The ballot verification 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 (in person or by video conference) 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.

- h. 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.
- i. 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.

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3. Eligibility Requirements: Election of At-Large Governors

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

- a. Member At Large Governors: After notice of the position has been adequately provided to all members, the Diversity, Equity and Inclusion (DEI) Council shall forward at least three candidates who have ~~the a lived~~ experience and knowledge of the needs of those members whose membership is or may be historically underrepresented in governance, ~~or who represent some of the diverse elements of the public of the State of Washington,~~ to the end that the BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. ~~Underrepresentation and diversity may be based upon, 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. Diversity refers to meaningful representation of, and equal opportunities for, individuals who have a lived experience as a member from one or more historically underrepresented communities in the legal profession. Underrepresentation encompasses and is not limited to, race, disability, age, ethnicity, religion, sexual orientation, gender identity, and gender expression.~~ The Executive Director shall then place all candidates forwarded by the DEI Council on the ballot to be elected by all eligible voting members. If the DEI Council forwards less than three candidates by May 1, the Executive Director shall notify the BOG, which may, at its option, select additional qualifying candidates on its own or place only those candidates forwarded by the DEI Council on the ballot to be elected by all eligible voting members.
 - b. Young Lawyer At Large Governor: By May 1, the Washington Young Lawyers Committee shall forward at least three candidates to the BOG who qualify as Young Lawyers as defined by Article XII(B) of these Bylaws in the year of the election. The BOG shall then place all candidates forwarded by the Washington Young Lawyers Committee on the ballot to be elected by a vote of all Young Lawyer Members as defined in section XII(B) of these Bylaws. If the Washington Young Lawyers Committee forwards less than three candidates by May 1, the Executive Director shall notify the BOG, which may, at its option, select additional qualifying candidates on its own or place only those candidates forwarded by the Washington Young Lawyers Committee on the ballot to be elected by a vote of all Young Lawyer Members as defined in section XII(B) of these Bylaws.
4. Voting in the Election of Member At Large Governor positions will be conducted in the following manner:
- a. Voting Procedure for the At Large Governor positions shall follow the procedures described above with the exception of the dates of the election.
 - b. Election will begin on May 15.
 - c. Voting must be completed no later than 5:00 p.m. (PDT) on June 1 of that election year.

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D. ELECTIONS BY BOARD OF GOVERNORS

1. 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.

If at the time of election, no President-elect in the preceding three years was an individual whose primary place of business was located in Eastern Washington, 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. In any year where the President-elect must be an individual from Eastern Washington and no qualifying application is received 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.

2. 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.

3. Election Procedures for President and President-elect

Elections of President and President-elect elections, and any other elections held by the BOG under these Bylaws, 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

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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.

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G. 2020 ELECTIONS

In response to the Corona virus and public safety concerns, the 2020 elections conducted by the Board of Governors pursuant to these Bylaws may be scheduled anytime prior to 44th week of the fiscal year.