



WSBA

BOARD OF GOVERNORS

Anthony David Gipe
Immediate Past President

phone: 206.386.4721
e-mail: adgipeWSBA@gmail.com

From: Anthony David Gipe, BOG Bylaws Workgroup Chair, Immediate Past President
To: Board of Governors
Date: September 19, 2016
Subject: Bylaws Workgroup Report

Action: Approve Proposed WSBA Bylaw Amendments to be effective January 1, 2017.

This memo provides an update on the work of the Bylaws Workgroup since first reading of the proposed bylaws amendments at the Board's August 23, 2016, meeting. The Workgroup met on September 15, 2016, to discuss comments made at the August 23rd meeting and written comments received by the Workgroup to the proposed amendments presented for first reading. Changes to the Workgroup's recommendations as a result are summarized below. Three versions of the Articles mentioned below are attached to this memo: (1) one version showing changes just since first reading; (2) one version showing all currently proposed changes to the existing bylaw; and (3) a clean version showing the as-amended bylaw if the proposed changes are adopted by the BOG.

Changes to Proposed Bylaws Amendments Since August 23rd BOG Meeting:

- Art. III (Membership): The Workgroup recommends changing Heading A from "Classes of Membership" to "Member License Types" for consistency and accuracy.
- Art. IV (Governance): The Workgroup presented three versions of proposed amendments for first reading, reflecting three different ways of filling the new positions on the BOG. In light of discussion at the August 23rd meeting, the Workgroup is now presenting only two versions for the BOG's consideration, which correspond to the original Version 1 (the LLLT/LPO Governor and two public Governors to be elected by the BOG) and Version 3 (the LLLT/LPO Governor to be elected by the BOG and the two public Governors to be nominated by the BOG and appointed by the Washington Supreme Court). For ease of reference, these two proposals will continue to be referred to as Version 1 and Version 3.

- All other articles remain unchanged since first reading and the Workgroup recommends that the previously proposed amendments to those articles be approved by the BOG.

Delayed Execution:

Any adoption of the portions of Article IV and VI relating to the addition and election of three new at-large Governor positions will have to be expressly delayed until the Supreme Court chooses to take action to issue an order adding the new positions.

Issues Not Recommended by the Workgroup, but Referred to the BOG for Consideration:

In forwarding the two versions of Article IV and VI, the Workgroup makes no recommendation on preference for the two versions, and asks the BOG to determine which is more appropriate for action.

In addition, the Article III changes to membership do raise implications for other aspects of the Bylaws, as discussed at the August meeting, primarily relating to who would be qualified to run for Governor positions, or who would be qualified to seek election as an officer of the Bar. Rather than make a recommendation in this regard, the Workgroup chose to leave this discussion for the BOG to address.

The BOG supplemental materials include all the comments received by the Workgroup, although some of the input was not incorporated into these amendments for consideration by the BOG. Although the comments touched on a number of areas, few if any of the comments proposed actual amendment to the draft bylaws. The comments are to inform the BOG if there is debate on topics beyond the items amended by the Workgroup.

Attachments:

1. New clean and redlined versions of proposed amendments to Articles III, IV (Versions 1 and 3), IX, and XI.
2. Memo dated August 17, 2016, from Anthony David Gipe to Board of Governors.
3. Clean and redlined versions presented for first reading of proposed amendments to GR 12 and Articles I, II, V, VI (Versions 1 and 3), VII, VIII, X, XII, XIII, XV, and XVI.

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

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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

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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.

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- 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

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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 Bar, 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. class of membership;
 - f. date of transfer(s) from one class 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

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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

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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.

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- 3) Any lawyer member seeking to change to Active who was Inactive or any combination of Suspended and Inactive in Washington and not engaged in the active practice of law 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

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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.

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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.

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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 as assessments, unless otherwise provided by Supreme Court order.

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

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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 be 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 be 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 email 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 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, email, 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);

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- 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 email 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

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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. 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

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- 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 credits 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.

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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 APRs 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 membership 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

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- 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

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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.

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III. MEMBERSHIP

A. ~~CLASSES OF MEMBERSHIP~~ 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

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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

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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.

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- 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

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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

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- 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 Bar, 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. class of membership;
 - f. date of transfer(s) from one class 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

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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

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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.

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- 3) Any lawyer member seeking to change to Active who was Inactive or any combination of Suspended and Inactive in Washington and not engaged in the active practice of law 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

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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.

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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.

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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

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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 as assessments, unless otherwise provided by Supreme Court order.

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

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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 be 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 be 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 email 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

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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 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, email, 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);

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- 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 email 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

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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. 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

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- 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 credits 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.

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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 APRs 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 membership 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

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- 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

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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.

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III. MEMBERSHIP

A. CLASSES OF MEMBERSHIP/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.

There shall be four classes of membership status classifications with the qualifications, privileges, and restrictions specified.

1. Active.

Any lawyer-member who has been duly admitted by the Supreme Court to the practice of law in the State of Washington pursuant to APRs 3 and 5, and who complies with these Bylaws and the Supreme Court Rules/rules of the Supreme Court of the State of Washington applicable to the member's license type, and who has not changed to another membership class or been status classification or had his or her license suspended or disbarred shall be an Active member.

- a. Active membership in the Bar grants the privilege to fully 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 Rules of the applicable Supreme Court rules of

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~~Washington~~, 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) ~~Fully e~~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 of the Bar~~;
 - 3) Vote in Bar matters and hold office therein, as provided in these Bylaws; ~~and~~
 - 4) Join ~~WSBA Bar Sections~~ 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.

~~There are three types of inactive membership: “Inactive Lawyer,” “Inactive Disability,” and “Inactive Honorary.”~~

Inactive members ~~shall~~ must not practice law in Washington, nor engage in employment or duties ~~in the State of Washington~~ 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, or panel.

a. Inactive members may:

- 1) Join ~~WSBA S~~Bar sections as non-voting members, ~~if allowed under the Section’s bylaws. This does not include eligibility to join as voting members~~;
- 2) Continue their affiliation with the Bar;
- 3) Change their membership ~~class~~ status to Active pursuant to ~~these bylaws~~ Bylaws and any applicable court rule; ~~and~~
- 4) Request a free subscription to the Bar’s official publication; and
- 5) Receive member benefits available to Inactive members.

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b. Types of Inactive membership:

- 1) ~~Inactive-Lawyer Member~~: Inactive-Lawyer members must pay an annual license fee in an amount established by the BOG and as approved by the Supreme Court. They 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) ~~Inactive-Disability~~: ~~Inactive-Disability~~ inactive members are not required to pay a license fee, or earn or report MCLE credits while ~~Inactive-Disability~~ 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) ~~Inactive-Honorary~~: All members who have been Active or Judicial, or a combination of Active and Judicial, members for 50 years may elect to become ~~Inactive-Honorary~~ members of the Bar. ~~Inactive-Honorary~~ members are not required to pay a license fee. A member who otherwise qualifies for ~~Inactive-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 ~~of the Bar~~ 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~~ courts of the United States;
 - 4) An administrative law judge, which ~~shall be~~ 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

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- (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~~-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~~-Judicial membership.
- c. Judicial members, whether serving as a judicial officer full-time or part-time, ~~may~~must not engage in the practice of law and ~~may~~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;~~and~~
 - 3) May receive member benefits provided to Judicial members; and
 - 4) May be non-voting members in ~~WSBA S~~Bar sections, if allowed under the ~~Section's~~section's bylaws.
 - 5) Judicial members are not eligible to vote in Bar matters or to hold office therein.
- e. Nothing in these ~~bylaws~~-Bylaws ~~shall~~will be deemed to prohibit a ~~judicial~~-Judicial members from carrying out their judicial duties.
- f. Judicial members who wish to preserve eligibility to transfer to another membership ~~class~~status upon leaving service as a judicial officer:
- 1) ~~are required to~~must provide the member registry information required of other members each year unless otherwise specified herein, and ~~are to~~ 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

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Court, for this membership ~~class~~status. Notices, deadlines, and late fees ~~shall~~will be consistent with those established for Active members.

- g. Judicial members ~~are required to~~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~~must apply to change to another membership ~~class~~status or to resign.
 - 1) Failure to apply to change membership ~~class~~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 ~~class~~status, ~~shall~~be cause~~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 ~~class~~status and who is no longer eligible for Judicial membership who fails to change to another membership ~~class~~status will be deemed to have voluntarily resigned.
- h. Administrative law judges who are judicial members ~~shall~~must be maintained in their assigned reporting group for mandatory continuing legal education purposes, and shall report earned credits to the Bar in accordance with the reporting requirements of that group 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 ~~WSBA Board of Governors~~BOG are not taken on behalf of ~~judicial~~Judicial members, are not considered to be those of ~~judicial~~Judicial members, and are not binding on ~~judicial~~Judicial members.
- j. ~~WSBA's~~The Bar's disciplinary authority over ~~judicial~~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.

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Emeritus/~~Pro~~ Bono members ~~may~~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 ~~WSBA S~~Bar sections, ~~if permitted under the Section's bylaws;~~
- 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 ~~WSBA Bar~~ members, ~~regardless of membership class, including judicial~~ Judicial members who wish to preserve eligibility to transfer to another membership ~~class~~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;
 - ~~b~~c. principal office address, telephone number, and email address;
 - ~~e~~d. such other data as the ~~Board of Governors~~BOG or Washington Supreme Court may from time to time require of each member

and ~~shall~~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 ~~shall~~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;

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- b. principal office address, telephone number, and email address furnished by the member;
 - c. physical street address of any resident agent for the member;
 - ed. date of admittance;
 - d.e. class of membership;
 - e.f. date of transfer(s) from one class to another, if any;
 - f.g. date and period(s) of administrative suspensions, if any;
 - gh. date and period of disciplinary actions or sanctions, if any including suspension and disbarment;
 - hi. such other data as the ~~Board of Governors~~BOG or Washington Supreme Court may from time to time require of each member.
3. Any Active member, other than Judicial, residing out-of-state must file with the Bar, ~~on in~~ such form and manner as the Bar may prescribe, the name and physical street address of a designated resident agent within ~~the State of Washington State~~ for the purpose of receiving service of process (“resident agent”). ~~Service to such agent shall be deemed service upon or delivery to the lawyer. The member must notify the Bar of any change in resident agent within 10 days of any such change. Any member required to designate a resident agent who fails to do so, or who fails to notify the Bar of a change in resident agent, shall be subject to administrative suspension pursuant to these bylaws and/or the Admission and Practice Rules.~~
4. Any member who fails to provide the Bar with the information required to be provided pursuant to these ~~bylaws~~Bylaws, or to notify the Bar of any changes in such information within 10 days, ~~shall~~will be subject to administrative suspension pursuant to these ~~bylaws~~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 CLASS 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.

1.a. Transfer from Inactive to Active.

a.1) An Inactive-Lawyer member or Inactive-Honorary member may transfer to Active by:

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- 1)a) paying an application and/or investigation fee and completing and submitting an application form, all required licensing forms, and any other required information;
 - 2)b) earning, within the six years preceding the return to Active status, and reporting at least 45 the total number of approved MCLE credits earned within the six years preceding return to Active required for one reporting period for an Active member with the same license type, and paying any outstanding MCLE late fees that are owed. Members returning to Active from Inactive will be reinstated to the MCLE reporting group they were in at the time of transfer to Inactive. However, if the member has been Inactive or a combination of Suspended and Inactive for less than one year, and the member is in an MCLE reporting group that was 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;
 - 3)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
 - 4)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.
- b. 2) In addition to the above requirements, any member seeking to change to Active who If a member was Inactive or any combination of Suspended and Inactive in Washington for more than six consecutive years, the member must establish that the member has earned earn a minimum of 45 approved credits of Continuing Legal Education 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 to the 45 credits, such, lawyer members must complete a reinstatement/readmission course sponsored by the Bar and accredited for a minimum of 15 live CLE credits, which course shall must comply with the following minimum requirements:
- 1)a) At least four to six credit hours regarding professional responsibility and Washington's Rules of Professional

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Conduct, to include proper handling of client funds and IOLTA and other trust accounts, communications with clients, etc.; and

2)b) At least three credit hours regarding legal research and writing.

3)c) The remaining credit hours ~~shall~~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 ~~shall~~will be entitled to credit towards mandatory continuing legal education requirements for all CLE credits for which such reinstatement/admission course is accredited. ~~It is the member's responsibility to pay the cost of attending the course.~~ The member ~~shall~~must comply with all registration, payment, attendance, and other requirements for such course, and ~~shall~~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 ~~shall~~will be included when determining whether a member ~~must~~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 not engaged in the active practice of law 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.

e.4) An Inactive-Disability Inactive status member may be reinstated to Active pursuant to Title 8 of the Rules for Enforcement of Lawyer Conductthe disciplinary rules applicable to their license type. Before being transferred to Active, after establishing compliance with the ELCdisciplinary rules, the member also must comply with the requirements in these bylaws-Bylaws for Inactive-Lawyers to change members transferring to Active status.

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~~d.5) Any 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 by reason of any grievance or complaint.~~

2.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 ~~WSBA~~ Bar must change to another membership ~~class~~ status within the Bar.

- a. 1) A Judicial member who has complied with all requirements for maintaining eligibility to return to another membership ~~class~~ status may transfer to Active by:
- 1) a) paying an application and/or investigation fee and completing and submitting an application form, all required licensing forms, and any other required information;
 - 2) 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;
 - 3) 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
 - 4) d) complying with the MCLE requirements for members returning from Inactive to Active, ~~including completing except that the member must complete a full 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

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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.

- b. 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 ~~and/or~~ pay the annual ~~licensing~~ license fee required of Judicial members to maintain eligibility to transfer to another membership ~~class-status~~ shall, prior to transfer to Active, be required to pay the Active ~~licensing~~ 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.

3. 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.

4. d. Referral to Character and Fitness Board.

All applications for readmission to Active ~~membership-status shall will~~ be reviewed by ~~WSBA-Bar~~ staff for purposes of determining whether any of the factors set forth in ~~and~~ handled consistent with the provisions of APR 20-24.2(a) are present³. All applications that reflect one or more of those factors shall be referred to Bar Counsel for review, who may conduct or direct such further investigation as is deemed necessary. Applying the factors and considerations set forth in APR 24.2, Bar Counsel shall refer to the Character and Fitness Board for hearing any applicant about whom there is a substantial question whether the applicant currently possesses the requisite good moral character and fitness to practice law. The Character and Fitness Board shall conduct a hearing and enter a decision as described in APR 20-24, except that all decisions and recommendations shall be transmitted to the applicant and Bar Counsel, and that the applicant may request that the Board of Governors review a recommendation, with such review to be on the record only, without oral argument. If no review is requested, the decision and recommendation of the Character and Fitness Board shall become final. ~~In all cases reviewed by it, the Character and Fitness Board, and (on review) the Board of Governors, have~~ has broad authority to recommend withholding a transfer to active ~~Active status~~ or to ~~impose~~ imposing conditions on readmission to Active ~~membership~~status, which may include retaking and passing the Washington State Bar licensing examination, in cases where the applicant fails to meet the burden of proof required by APR 20-24 applicable to the member's license type. ~~The member shall will~~ be responsible for the costs of any investigation, ~~bar~~ examination, or proceeding before the Character and Fitness Board and ~~Board of Governor~~the Washington Supreme Court.

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D. E. CHANGE OF MEMBERSHIP CLASS STATUS TO INACTIVE.

1. LLLT members and LPO members may change their membership status to Inactive as provided in the applicable APR.

- ~~1.~~ 2. Any lawyer member who is an Active, Judicial, or Emeritus/Pro Bono member and who is not Suspended or Disbarred shall will become an Inactive-Lawyer member when the member files a written request for Inactive membership with the Executive Director/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-Lawyer member status upon leaving service as a judicial officer, who has failed in any year to provide the annual member registry information ~~and/or~~ to pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership class status shall, prior to transfer to Inactive, be required to pay the Active licensing license fee for lawyer members for any years the registry information was not provided or the Judicial fee was not paid.

- ~~2.~~ 3. Members are transferred to Inactive-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-Disability to Inactive-Lawyer 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-Lawyer members.

- ~~3.~~ 4. All members who have been Active or Judicial, or a combination of Active and Judicial, members for 50 years may qualify for Inactive-Honorary membership status. A qualified member may request to change to Inactive-Honorary membership status by submitting a written request and any required application.

- ~~4.~~ 5. An Active member may apply to change from Active to Inactive-Lawyer 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.

E. F. CHANGE OF MEMBERSHIP CLASS 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.

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F. G. CHANGE OF MEMBERSHIP CLASS 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 ~~and~~ or to pay the annual licensing fee required of Judicial members to maintain eligibility to transfer to another membership class/status shall, prior to transfer to Emeritus/Pro Bono, be required to pay the Active ~~licensing~~ license fee for any years the registry information was not provided or the Judicial fee was not paid.

G. 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. A ~~Unless otherwise provided in the APR, a member may voluntarily resign from the Bar by submitting a written request for voluntary resignation to the Executive Director 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 ~~had~~ has knowledge that the filing of a grievance of substance against such member ~~was~~ 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 ~~WSBA Bar~~ cannot practice law in Washington in any manner. A member seeking reinstatement after resignation must comply with these ~~bylaws~~ Bylaws.

H. 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 shall will be as established by resolution of the ~~Board of Governors~~ BOG, subject to review by the ~~state~~ 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

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exam, will pay 50% of the full ~~active~~ 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~~ Active fee for that year. Persons not admitted elsewhere, who take and pass the ~~Washington~~ lawyer Bar exam in one year but are not admitted until a subsequent year, shall pay 50% -of the full ~~active~~ 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, ~~shall~~ will pay 50% of the full ~~active~~ 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 ~~shall~~ will pay 50% of the full ~~active~~ Active fee.

- 2) An Active member of the ~~Association~~ 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 ~~shall~~ will be exempt from the payment of license fees and assessments for the ~~Lawyers' Fund for 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 ~~Association~~ 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) ~~Effective 2010 and subsequent years,~~ The annual license fee for Inactive members ~~shall~~ will be as established by resolution of the ~~Board of Governors~~ BOG and as approved by the state

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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 ~~shall~~will apply to Inactive-Lawyer members.

- 2) ~~Inactive-Honorary and Disability~~ Inactive-Disability status members ~~shall~~will be exempt from license fees as 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 ~~class~~status upon leaving service as a judicial officer ~~shall~~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 ~~shall~~ 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 ~~shall~~must pay the annual license fee required of ~~Inactive-Lawyer~~ 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 ~~shall~~ apply to Emeritus/Pro Bono members.

2. Assessments.

Members ~~shall~~must pay the ~~Lawyers' Fund for~~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 ~~shall~~are be due and payable on or before February 1st of each year, in such form and manner ~~or on~~ ~~such form as is required by the WSBABar, unless otherwise established by these Bylaws or the APR~~. Members who pay their license fees on or after February 2nd ~~shall~~will be assessed a late payment fee of 30% of the total amount of the license fees required for that membership ~~class~~type and status. License fees for newly admitted members ~~shall~~are be 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 ~~shall~~will be mailed one time by the ~~Executive~~

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~~Director~~Bar to the member's address of record with the Bar by registered or certified mail. In addition to the written notices, the Bar ~~shall~~will make one attempt to contact the member at the telephone number(s) the member has made of record with the Bar and ~~shall~~will speak to the member or leave a message, if possible. The Bar ~~shall~~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 ~~shall~~will be apportioned to fractional parts of the year, except as provided for new admittees by the ~~Board of Governors~~BOG. After February 1st of any year, no part of the license fees ~~shall~~will be rebated ~~by~~for any reason, including but not limited to ~~of~~ death, resignation, suspension, disbarment, license termination, cancellation or revocation, or change of membership class~~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 ~~at the time of the application for hardship exemption~~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 ~~Board of Governors~~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 WSBA-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 WSBA-Bar's website, e-mail, and publication in the -Bar's official publication.

I. 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.

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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; ~~APR 17~~
- 2) Nonpayment of any mandatory assessment (including without limitation the assessment for the ~~Lawyers' Fund for Client Protection Fund~~)-(APR 15(d));
- 3) Failure to file a trust account declaration-(ELC 15.5(b));
- 4) Failure to file an insurance disclosure form-(APR 26(e));
- 5) Failure to comply with mandatory continuing legal education requirements-(APR 11);
- 6) Nonpayment of child support-(APR 17);
- 7) Failure to designate a resident agent or notify the Bar of change in resident agent or the agent's address-(APR 5(f));
- 8) Failure to provide ~~a current address-information required by~~ APR 13 or to notify the Bar of a change of ~~address or other~~ information required by APR 13 within 10 days after the change-(APR 13); and
- 9) For such other reasons as may be approved by the ~~Board of Governors~~BOG and the Washington Supreme Court.

b. Unless requirement for hearing and/or notice of suspension are otherwise stated in these ~~bylaws~~-Bylaws or the APR, ELC, or other applicable rules, a member ~~shall~~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 ~~shall~~will be sent one time by the ~~Executive Director~~Bar to a member at the member's

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address of record with the Bar by registered or certified mail. Such written notice ~~shall~~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 ~~shall~~will make one attempt to contact the member at the telephone number(s) the member has made of record with the Bar and ~~shall~~will speak to the member or leave a message, if possible. The Bar ~~shall~~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 ~~shall~~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 ~~Board of~~GovernorsBOG.
4. A member may be suspended from membership and from the practice of law for more than one reason at any given time.

~~J.~~ 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 ~~class~~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 ELC~~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~~Bylaws and in the applicable APR.

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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. ~~A~~ 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 ~~class~~ status to which the member is seeking to change. For members seeking to change to Active or any other status ~~or membership class~~ from suspension for nonpayment of license fees, the required license fee ~~shall~~ 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 ~~licensing~~ 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 ~~licensing~~ license year for the membership ~~class~~ 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 ~~requested change in~~ return to active status, the member has earned and reported approved MCLE a minimum of 45 credits ~~of continuing legal education~~ 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 ~~less than one year~~ or less and the member is in the MCLE reporting group that 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 ~~than six~~ consecutive years must establish that within the three

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~~years prior to the return to Active status, the member has earned a minimum of 45 and reported approved MCLE credits of continuing legal education in a manner consistent with the requirement for one reporting period for an Active member with the same license type. and completing~~ 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 ~~shall~~ 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 ~~shall~~ 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 ~~shall~~ 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 ~~shall~~ must comply with all registration, payment, attendance, and other requirements for such course, and ~~shall~~ will be responsible for obtaining proof of attendance at the entire course and submitting or having such proof submitted to the Bar.

~~K.~~ 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 APRs relating to reinstatement after disbarment ~~or revocation~~. If the petition is granted and reinstatement is recommended, the petitioner must take and pass the ~~Washington Bar~~ required examination for admission and comply with all other admission and licensing requirements applicable to the member's membership type for the year in which the petitioner is reinstated.

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

No former member ~~shall~~will be allowed to be readmitted to membership of any type after entering into a resignation in lieu of discipline ~~or~~, 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~~Bylaws prior to October 1, 2002, may be readmitted on such terms and conditions as the ~~Board~~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.

~~M.~~ 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 ~~Board of Governors~~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 ~~Board of Governors~~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 ~~shall~~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 ~~45 approved and reported~~approved MCLE credits in the three years preceding the

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~~application~~ 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 ~~for~~ 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 ~~Washington Bar~~ 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.

N. O. BAR EXAMINATION MAY BE REQUIRED.

All applications for reinstatement after disbarment or revocation ~~shall~~ will be subject to character and fitness review, and taking and passing the ~~Washington Bar~~ examination for admission for the applicable license type, pursuant to the provisions of APR 25-25.6. All applications for readmission after voluntary resignation ~~shall~~ will be subject to character and fitness review pursuant to the provisions of APR 20-24.3. All applications for readmission to Active ~~membership status~~ status from Suspended status ~~shall~~ will be handled in a similar fashion to applications for readmission from Inactive status. The Character and Fitness Board, and (on review) the ~~Board of Governors~~ 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 ~~Washington State Bar~~ 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 ~~shall~~ will be responsible for the costs of any investigation, bar examination, or proceeding before the Character and Fitness Board and ~~Board of Governors~~ the Washington Supreme Court.

IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the Bar that determines the general policies of the Bar and approves its budget each year.

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 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 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 communicate with members about BOG actions and issues and to convey member viewpoints to the Board.
- 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 prevent participation.

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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 emailed 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 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; 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.

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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, in

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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 President selects the Chair from among the Governors appointed to the 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.

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- 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 email; however, if any Committee member objects to using an email 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.

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- 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.

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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.

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IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the Bar that determines the general policies of the Bar and approves its budget each year.

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 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 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 ~~represents the interests~~will act in the best interest of all members of the Bar and ~~all residents of the State~~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 communicate with members about BOG actions and issues and to convey member viewpoints to the Board.
- 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 prevent participation.

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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 emailed to all members eligible to vote in the election.

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- 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 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; 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.

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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

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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, in

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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 President selects the Chair from among the Governors appointed to the 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.

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- 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 email; however, if any Committee member objects to using an email 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.

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- 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.

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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.

IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the ~~WSBA which Bar that~~ determines the general policies of the Bar and approves its budget each year.

1. Composition of the Board of Governors.

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

2. Duties.

- a. ~~The Board of Governors~~BOG ~~selects the Executive Director and elects the President-elect of the Bar.~~
- b. The Board of GovernorsBOG selects the Bar's Executive Director annually reviews the Executive Director's performance.
- c. The Board of Governors operates as a representative body of all members. As such, the Board of GovernorsRegardless 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 furthers the WSBA'soperates in accordance with the Bar's Guiding Principles, ~~all within the mandate of General Rule 12.~~
- d. Each Governor represents a constituency of the Bar as defined by these bylaws. As a representative, each Governor is expected to communicate with members about BoardBOG actions and issues, and to convey member viewpoints to the Board, ~~and to fulfill liaison duties as assigned.~~
- 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.

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f. ~~Meetings of the Board of Governors~~BOG shall will be held as provided in these ~~bylaws~~Bylaws. Each Governor is ~~committed to attending~~must attend all board meetings except, in a Governor's judgment, when ~~ancases of~~an emergency or compelling circumstance arises that prevents participation, and to attending other functions as possible.

~~Governors appointed to serve as BOG liaison to a WSBA committee, task force, council, section, board, or other WSBA entity are not voting members of those entities. Liaisons may be present during, but shall not participate in, executive session or confidential deliberations except when requested to do so as a resourcee.~~

3. ~~Term of Office.~~

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

4. ~~Vacancy.~~

a. ~~Vacancy~~A vacancy may arise due to resignation, death, or removal by ~~Board of Governors~~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 ~~Board of Governors~~BOG exclusive of the Governor subject to removal, who ~~shall will~~not vote. The vote ~~shall will~~be by secret written ballot. Good cause for removal ~~shall 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 due to resignation, death, or the removal of a Governor by the BOG, for any reason and 12 months or less remain ~~on said~~in that Governor's term, in the ~~Board of Governors'~~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 ~~shall will~~be elected or appointed to the position.

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- 2) If a vacancy occurs due to resignation, death, or the removal of a Governor by the BOG, and more than 12 months remain ~~on~~ in that Governor's term, the ~~Board of Governors~~ BOG ~~shall~~ must ~~elect an a candidate eligible eandidate for that position to~~ serve as Governor until the next regularly scheduled election for that Governor position.

~~Vacancy due to recall by members~~

~~If a Governor is removed due to recall and 12 months or less remain on that Governor's term, in the Board of Governors' sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor shall be elected or appointed to the position.~~

- 3) If a Governor is removed due to recall and more than 12 months remain ~~on~~ in that Governor's term, a special election ~~shall~~ will be conducted using the general procedures set forth in the "Election of Governors from Congressional Districts" provisions of these ~~bylaws~~ Bylaws. The application period for any special election held pursuant to this ~~section~~ paragraph ~~shall~~ must be no less than 30 days and ~~shall~~ must, at a minimum, be prominently posted on the ~~WSBA-Bar's~~ website and e-mailed to all members eligible to vote in the election ~~who have valid e-mail addresses on record with the Bar.~~
- 4) Regardless of whether a special election will be held to fill a Governor position ~~which~~ that is vacant due to recall by the members, such position ~~shall~~ will not be filled by any interim governors selected by the BOG or appointed by the ~~president~~ President.

B. OFFICERS OF THE BAR.

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

1. President.

The President ~~shall be~~ is the chief spokesperson of the Bar, and ~~shall~~ presides at all meetings of the ~~Board of Governors and at any meetings of the Bar~~ BOG. The President has the authority to set the agenda; take action to execute the policies established by the ~~Board of Governors~~ BOG; assign Governors as liaisons to ~~WSBA-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 ~~Board of Governors~~ BOG. The President ~~shall further~~ also ~~performs~~ those ~~any other~~ duties that usually devolve upon such offic typically performed by an organization's

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President. The President may vote only if the President's vote will affect the result. The President ~~shall~~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 ~~shall also~~performs such other duties as may be assigned by the President or the ~~Board of Governors~~BOG. The President-elect is not a voting member of the ~~Board of Governors~~BOG except when acting in the President's place at a meeting of the ~~Board of Governors~~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 ~~Board of Governors~~BOG. The Immediate Past President ~~shall~~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 ~~shall be~~is to work on behalf of the ~~Board~~BOG and the ~~Officers~~officers to ensure appropriate training and education of new ~~board~~BOG members and officers during their term.

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

4. Treasurer.

The Treasurer ~~shall chairs~~chairs the ~~WSBA-Budget & and~~WSBA-Budget and Audit Committee and is responsible for ensuring that the ~~Board of Governors~~BOG and ~~Officers~~officers are informed about the finances of the ~~Association~~Bar. The Treasurer ~~shall~~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 ~~shall~~also performs such other duties as are assigned by the President or the ~~Board of Governors~~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 ~~WSBA-Budget and~~WSBA-Budget and Audit Committee, (5) ensuring that the ~~WSBA-Bar's~~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

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personal property related to the Bar's operations within the budget approved by the BOG, (9) attending all BOG meetings, (10) reporting to the ~~Board of Governors~~BOG regarding Bar operations, (11) ensuring that minutes are made and kept of all BOG meetings, and (12) performing such other duties as the ~~Board of Governors~~BOG may assign. The Executive Director serves in an *ex officio* capacity and is not a voting member of the ~~Board of Governors~~BOG.

6. Terms of Office.

- a. The President-elect is elected by the ~~Board of Governors~~BOG, as set forth in these ~~bylaws~~Bylaws. The President-elect ~~shall succeeds~~ the President unless removed from office pursuant to these Bylaws.
- b. The President-elect and Treasurer ~~shall take~~ take office at the close of the final regularly scheduled ~~Board~~BOG meeting of the fiscal year in which they were elected to those positions. The President ~~shall takes~~ takes office at the close of the final regularly scheduled ~~Board~~BOG meeting of the fiscal year in which he/ or she served as President-elect. The Immediate Past President ~~shall takes~~ takes office at the close of the final regularly scheduled ~~Board~~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 ~~pleasure~~direction of the ~~Board~~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 ~~Board of Governors~~BOG. Good cause for removal ~~shall mean~~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 ~~shall will~~ fill the unexpired term of the President and ~~shall~~ then serve the term for which he/ or she was elected President. If there is no President-elect, then the ~~Board of Governors~~BOG ~~shall will~~ elect such other person as it may determine, with the Treasurer performing the duties of the President until the ~~Board of Governors~~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 ~~Board of Governors~~BOG ~~shall will~~ elect a new President-elect (from Eastern Washington if the President-elect is mandated to be from Eastern Washington per

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these ~~bylaws~~Bylaws).

3) Upon disqualification, removal, or resignation of the Immediate Past President, the office ~~shall~~will remain vacant until the close of the term of the then-current President.

4) [~~Effective January 1, 2012~~] Upon removal or resignation of the Treasurer, the ~~Board of Governors~~BOG shall ~~will~~will elect a new Treasurer pursuant to the procedures set forth in these Bylaws.

b. The Executive Director is appointed by the ~~Board of Governors~~BOG, serves at the ~~pleasure~~direction of the ~~Board of Governors~~BOG, and may be ~~removed~~dismissed at any time by the ~~Board~~BOG without cause by a majority vote of the entire ~~Board of Governors~~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. BOG BOARD OF GOVERNORS COMMITTEES.

1. The ~~Board of Governors~~BOG may delegate work to BOG standing committees, and special committees, work groups, or other subgroups however defined, the membership of which ~~shall~~will be established by the President with due consideration given to Governors' membership requests. The BOG standing committees ~~shall~~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, in which case voting members are as follows: Governors and Officers officers appointed to BOG committees are voting members of BOG committees and task forces. WSBA Bar staff are non-voting members of BOG standing committees or other Bar entities, unless the chair Chair determines otherwise, and may be voting members of other committees and task forces at the chair's 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

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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 ~~Board of Governors~~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 ~~shall appoints~~the Committee, which ~~shall~~ consists of the following voting members:
 - 1) ~~Eight members of the Board of Governors~~Governors, including the Treasurer;
 - 2) the President;
 - 3) the President-elect; and
 - 4) the Immediate Past President.

~~The chair of the Committee shall be selected by the President~~ selects the Chair from among the Governors appointed to the Committee.

- c. Procedure: Consideration of legislation by the Committee ~~shall~~ proceeds in the following order:
 - 1) The Committee ~~shall 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 ~~Board of Governors~~BOG.
 - 2) If the determination in subsection (1) above is affirmative, then the Committee ~~shall will~~ determine by a two-thirds majority vote of those voting what position, if any, to adopt on the legislation on behalf of the ~~Board of Governors~~BOG.
 - 3) The Committee may determine that major or novel legislative issues will be referred to the ~~Board of Governors~~BOG for consideration.
 - 4) Any issues to be considered or actions taken by the Committee ~~shall must~~ be promptly communicated to the ~~Board of Governors~~BOG by electronic delivery; and actions taken by the

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Committee ~~shall~~must also be communicated at the next BOG meeting ~~of the Board~~.

- 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 ~~shall~~will take up that issue at its next scheduled Committee meeting.
- d. Quorum: A quorum ~~shall~~consists of a majority of the Committee's voting members.
- e. Committee Meetings: ~~The Board of Governors Legislative~~ Committee may meet in executive session, with no persons present except the members of the Committee, other members of the ~~Board of Governors~~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 Board of Governors~~BOG acting as a ~~Board~~board ~~shall~~must not publicly support or oppose, in any election, any candidate for public office.
- b. ~~The Board of Governors~~BOG acting as a ~~Board~~board ~~shall~~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 ~~Board~~BOG with advance notice to the Bar's membership, and the following requirements are met:
 - 1) ~~The Board~~BOG ~~shall~~first votes to determine whether the issue is within the scope of GR 12.1; and
 - 2) If the ~~Board~~BOG determines that the matter is within the scope of GR 12.1, then the ~~Board~~BOG ~~shall~~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 ~~Washington State Bar Association~~;
 - 2) the contribution of funds, facility use, or Bar staff time;

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- 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 ~~Board~~BOG position or authorization to the President or Executive Director to take a position ~~shall~~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 ~~shall~~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 ~~shall~~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 ~~Board of Governors~~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 ~~shall~~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 ~~Bylaw~~Article, then that person ~~shall~~must

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not state or imply that he or she is acting in his or her capacity as officer, Governor or Executive Director of the ~~Washington State Bar Association~~ unless specifically authorized to do so by the ~~Board of Governors~~BOG.

5. Letterhead.

Use of Bar letterhead ~~shall be~~is limited to official business of the Bar and specifically ~~shall~~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 ~~shall~~must not be used to support or oppose any public issue unless the ~~Board of Governors~~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 ~~WSBA other Bar~~ entity, or member thereof, member of the BOG, or officer or employee of the Bar ~~shall assume~~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 ~~Board of Governors~~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. ~~WSBA 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 ~~WSBA 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.

IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the Bar that determines the general policies of the Bar and approves its budget each year.

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; (c) four Governors elected at-large pursuant to these Bylaws; and (d) two Governors who are residents of Washington State, are not licensed and have not been previously licensed to practice law in any state, and are appointed by the Washington Supreme Court after being nominated by the BOG in accordance with these Bylaws.

2. Duties.

- a. The BOG elects the President-elect of the Bar.
- b. The BOG selects the Bar's Executive Director 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 communicate with members about BOG actions and issues and to convey member viewpoints to the Board.
- 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 prevent participation.

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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 or appointment 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 by the BOG of an Elected Governor 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 Elected Governor position.

3) If an Elected 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 such special election must be no less than 30 days and must, at

a minimum, be prominently posted on the Bar's website and emailed to all members eligible to vote in the election.

- 4) Regardless of whether a special election will be held to fill an Elected 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.
- 5) If an Appointed Governor is removed due to recall and more than 12 months remain in that Governor's term, the BOG will nominate another person eligible for that Appointed Governor position for consideration and appointment by the Washington Supreme Court. The application period for any such special nomination procedure must be no less than 30 days and must, at a minimum, be prominently posted on the Bar's website and notices soliciting applications for the position shall be emailed to all members of the Bar.

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 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; 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,

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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.

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- 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

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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, 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 President selects the Chair from among the Governors appointed to the 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

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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 email; however, if any Committee member objects to using an email 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

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- 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.

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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

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may be necessary to perform their job duties.

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IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the Bar that determines the general policies of the Bar and approves its budget each year.

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; (c) four Governors elected at-large pursuant to these Bylaws; and (d) two Governors who are residents of Washington State, are not licensed and have not been previously licensed to practice law in any state, and are appointed by the Washington Supreme Court after being nominated by the BOG in accordance with these Bylaws.

2. Duties.

- a. The BOG elects the President-elect of the Bar.
- b. The BOG selects the Bar's Executive Director 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 ~~represents the interests~~ will act in the best interest of all members of the Bar and ~~all residents of the State~~ 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 communicate with members about BOG actions and issues and to convey member viewpoints to the Board.
- 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

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or compelling circumstance that prevent 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 or appointment 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 by the BOG of an Elected Governor 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 Elected Governor position.
- 3) If an Elected 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"

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provisions of these Bylaws. The application period for any such special election must be no less than 30 days and must, at a minimum, be prominently posted on the Bar's website and emailed to all members eligible to vote in the election.

- 4) Regardless of whether a special election will be held to fill an Elected 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.
- 5) If an Appointed Governor is removed due to recall and more than 12 months remain in that Governor's term, the BOG will nominate another person eligible for that Appointed Governor position for consideration and appointment by the Washington Supreme Court. The application period for any such special nomination procedure must be no less than 30 days and must, at a minimum, be prominently posted on the Bar's website and notices soliciting applications for the position shall be emailed to all members of the Bar.

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 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; 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

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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

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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.

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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, 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 President selects the Chair from among the Governors appointed to the Committee.

- c. Procedure: Consideration of legislation by the Committee proceeds in the following order:

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- 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 email; however, if any Committee member objects to using an email 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:

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- 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

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- 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

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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.

IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the ~~WSBA which Bar that~~ determines the general policies of the Bar and approves its budget each year.

1. Composition of the Board of Governors.

~~The Board of Governors~~BOG shall will consist of (a) the President, ~~pursuant to the State Bar Act~~; (b) one ~~member-Governor~~ elected from each Congressional District, except in the Seventh Congressional District where members ~~shall will~~ be elected from separate geographic regions designated as North and South, and identified by postal zip codes as established by the ~~Bar-Association~~ in accordance with these Bylaws and ~~Board of Governor~~BOG policy; ~~and (c) three-four~~ members-Governors elected at-large pursuant to these ~~bylaws~~Bylaws; and (d) two ~~Governors who are residents of Washington State, are not licensed and have not been previously licensed to practice law in any state, and are appointed by the Washington Supreme Court after being nominated by the BOG in accordance with these Bylaws.~~

2. Duties.

- a. ~~The Board of Governors~~BOG ~~selects the Executive Director and elects the President-elect of the Bar.~~
- b. ~~The Board of Governors~~BOG ~~selects the Bar's Executive Director~~ annually reviews the Executive Director's performance.
- c. ~~The Board of Governors operates as a representative body of all members. As such, the Board of Governors~~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 furthers the WSBA's~~operates in accordance with the Bar's Guiding Principles, all within the mandate of General Rule 12.~~
- d. ~~Each Governor represents a constituency of the Bar as defined by these bylaws. As a representative, each Governor is expected to communicate with members about Board-BOG actions and issues, and to convey member viewpoints to the Board, and to fulfill liaison duties as assigned.~~
- 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~~

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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 Board of Governors BOG shall will be held as provided in these bylaws Bylaws. Each Governor is committed to attending must attend all board meetings except, in a Governor's judgment, when cases of emergency or compelling circumstance arises that prevents participation, and to attending other functions as possible.

Governors appointed to serve as BOG liaison to a WSBA committee, task force, council, section, board, or other WSBA entity are not voting members of those entities. Liaisons may be present during, but shall not participate in, executive session or confidential deliberations except when requested to do so as a resource.

3. Term of Office.

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

4. Vacancy.

a. Vacaney A vacancy may arise due to resignation, death, or removal by Board of Governors 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 Board of Governors BOG exclusive of the Governor subject to removal, who shall will not vote. The vote shall will be by secret written ballot. Good cause for removal shall 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 due to resignation, death, or the removal of a Governor by the BOG, for any reason- and 12 months or less remain on said in that Governor's term, in the Board of Governors' BOG's sole discretion the position may remain

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vacant until the next regularly scheduled election or appointment for that Governor position. In that event, no interim governor ~~shall~~ will be elected or appointed to the position.

- 2) If a vacancy occurs due to resignation, death, or the removal by the BOG of an Elected Governor ~~by the BOG~~, and more than 12 months remain ~~on said~~ in that Governor's term, the ~~Board of Governors~~ BOG shall ~~must~~ elect an ~~a candidate~~ eligible candidate ~~for that position~~ to serve as Governor until the next regularly scheduled election for that Elected Governor position.

~~Vacancy due to recall by members~~

~~If a Governor is removed due to recall and 12 months or less remain on that Governor's term, in the Board of Governors' sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor shall be elected or appointed to the position.~~

- 3) If an Elected Governor is removed due to recall and more than 12 months remain ~~on~~ in that Governor's term, a special election ~~shall~~ will be conducted using the general procedures set forth in the "Election of Governors from Congressional Districts" provisions of these ~~bylaws~~ Bylaws. The application period for any such special election ~~held pursuant to this section~~ shall ~~must~~ be no less than 30 days and ~~shall~~ must, at a minimum, be prominently posted on the ~~WSBA Bar's~~ Bar's website and e-mailed to all members eligible to vote in the election ~~who have valid e-mail addresses on record with the Bar.~~
- 4) Regardless of whether a special election will be held to fill an Elected Governor position ~~which that~~ is vacant due to recall by the members, such position ~~shall~~ will not be filled by any interim governors selected by the BOG or appointed by the ~~president~~ President.
- 5) If an Appointed Governor is removed due to recall and more than 12 months remain in that Governor's term, the BOG will nominate another person eligible for that Appointed Governor position for consideration and appointment by the Washington Supreme Court. The application period for any such special nomination procedure must be no less than 30 days and must, at a minimum, be prominently posted on the Bar's website and notices soliciting applications for the position shall be emailed to all members of the Bar.

B. OFFICERS OF THE BAR.

The officers of the Bar ~~shall~~ consist of a President, President-elect, Immediate Past-

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President, and Treasurer. The ~~WSBA~~ Executive Director of the Bar serves as secretary in an *ex officio* capacity. ~~Only~~ Except for the Executive Director, all officers must be Active members ~~may serve as officers~~ of the Bar.

1. President.

The President ~~shall be~~ the chief spokesperson of the Bar, and ~~shall preside~~ at all meetings of the ~~Board of Governors~~ and at any meetings of the Bar BOG. The President has the authority to set the agenda; take action to execute the policies established by the ~~Board of Governors~~ BOG; assign Governors as liaisons to ~~WSBA~~ 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 ~~Board of Governors~~ BOG. The President ~~shall further~~ also performs ~~those any other~~ duties that usually devolve upon such officer typically performed by an organization's President. The President may vote only if the President's vote will affect the result. The President ~~shall~~ 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 ~~shall also~~ performs such other duties as may be assigned by the President or the ~~Board of Governors~~ BOG. The President-elect is not a voting member of the ~~Board of Governors~~ BOG except when acting in the President's place at a meeting of the ~~Board of Governors~~ 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 ~~Board of Governors~~ BOG. The Immediate Past President ~~shall~~ 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 ~~shall be~~ to work on behalf of the ~~Board~~ BOG and the ~~Officers~~ officers to ensure appropriate training and education of new ~~board~~ BOG members and officers during their term.

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

4. Treasurer.

The Treasurer ~~shall~~ chairs the ~~WSBA~~ Budget & and Audit Committee and is responsible for ensuring that the ~~Board of Governors~~ BOG and ~~Officers~~ officers are informed about the finances of the ~~Association~~ Bar. The Treasurer ~~shall~~ 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 ~~shall~~

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also performs such other duties as are assigned by the President or the ~~Board of~~ Governors~~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 ~~WSBA~~-Budget and Audit Committee, (5) ensuring that the ~~WSBA~~-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 ~~Board of~~ Governors~~BOG~~ regarding Bar operations, (11) ensuring that minutes are made and kept of all BOG meetings, and (12) performing such other duties as the ~~Board of~~ Governors~~BOG~~ may assign. The Executive Director serves in an *ex officio* capacity and is not a voting member of the ~~Board of~~ Governors~~BOG~~.

6. Terms of Office.

- a. The President-elect is elected by the ~~Board of~~ Governors~~BOG~~, as set forth in these ~~bylaws~~Bylaws. The President-elect ~~shall succeed~~s the President unless removed from office pursuant to these Bylaws.
- b. The President-elect and Treasurer ~~shall take~~s office at the close of the final regularly scheduled ~~Board~~-BOG meeting of the fiscal year in which they were elected to those positions. The President ~~shall take~~s office at the close of the final regularly scheduled ~~Board~~-BOG meeting of the fiscal year in which he/or she served as President-elect. The Immediate Past President ~~shall take~~s office at the close of the final regularly scheduled ~~Board~~-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 ~~pleasure~~direction of the ~~Board~~-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 ~~Board of~~ Governors~~BOG~~. Good cause for removal ~~shall mean~~includes, without limitation, incapacity to serve, serious or repeated failures to meet the duties outlined in

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these Bylaws, or conduct or activities that bring discredit to the Bar.

- 1) Upon removal or resignation of the President, the President-elect ~~shall~~will fill the unexpired term of the President and ~~shall~~ then serve the term for which he~~/~~or she was elected President. If there is no President-elect, then the ~~Board of Governors~~BOG ~~shall~~will elect such other person as it may determine, with the Treasurer performing the duties of the President until the ~~Board of Governors~~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 ~~Board of Governors~~BOG ~~shall~~will elect a new President-elect (from Eastern Washington if the President-elect is mandated to be from Eastern Washington per ~~these bylaws~~Bylaws).
 - 3) Upon disqualification, removal, or resignation of the Immediate Past President, the office ~~shall~~will remain vacant until the close of the term of the then-current President.
 - 4) [~~Effective January 1, 2012~~]-Upon removal or resignation of the Treasurer, the ~~Board of Governors~~BOG ~~shall~~will elect a new Treasurer pursuant to the procedures set forth in these Bylaws.
- b. The Executive Director is appointed by the ~~Board of Governors~~BOG, serves at the ~~pleasure~~direction of the ~~Board of Governors~~BOG, and may be ~~removed~~dismissed at any time by the ~~Board~~BOG without cause by a majority vote of the entire ~~Board of Governors~~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. BOG BOARD OF GOVERNORS COMMITTEES.

1. The ~~Board of Governors~~BOG may delegate work to BOG standing committees, and special committees, work groups, or other subgroups however defined, the membership of which ~~shall~~will be established by the President with due consideration given to Governors' membership requests. The BOG standing committees ~~shall~~ include, at a minimum, the following: Executive Committee; Awards Committee; Budget & and Audit Committee;

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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, in which case voting members are as follows: Governors and Officers-officers appointed to BOG committees are voting members of BOG committees and task forces. WSBA-Bar staff are non-voting members of BOG standing committees or other Bar entities, unless the chair-Chair determines otherwise; and may be voting members of other committees and task forces at the chair's 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 ~~Board of Governors~~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 ~~shall appoints~~ the Committee, which ~~shall~~ consists of the following voting members:
 - 1) ~~Eight members of the Board of Governors~~Governors, including the Treasurer;
 - 2) the President;
 - 3) the President-elect; and
 - 4) the Immediate Past President.

~~The chair of the Committee shall be selected by the President~~ selects the Chair from among the Governors appointed to the Committee.

- c. Procedure: Consideration of legislation by the Committee ~~shall~~ proceeds in the following order:
 - 1) The Committee ~~shall 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

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the Committee to determine a position on the legislation on behalf of the ~~Board of Governors~~BOG.

- 2) If the determination in subsection (1) above is affirmative, then the Committee ~~shall~~will determine by a two-thirds majority vote of those voting what position, if any, to adopt on the legislation on behalf of the ~~Board of Governors~~BOG.
- 3) The Committee may determine that major or novel legislative issues will be referred to the ~~Board of Governors~~BOG for consideration.
- 4) Any issues to be considered or actions taken by the Committee ~~shall~~must be promptly communicated to the ~~Board of Governors~~BOG by electronic delivery; and actions taken by the Committee ~~shall~~must also be communicated at the next BOG meeting of the Board.
- 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 ~~shall~~will take up that issue at its next scheduled Committee meeting.

- d. Quorum: A quorum ~~shall~~consists of a majority of the Committee's voting members.
- e. Committee Meetings: The ~~Board of Governors~~Legislative Committee may meet in executive session, with no persons present except the members of the Committee, other members of the ~~Board of Governors~~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 ~~Board of Governors~~BOG acting as a ~~Board~~board ~~shall~~must not publicly support or oppose, in any election, any candidate for public office.
- b. The ~~Board of Governors~~BOG acting as a ~~Board~~board ~~shall~~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

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~~Board~~BOG with advance notice to the Bar's membership, and the following requirements are met:

- 1) The ~~Board~~BOG shall first vote to determine whether the issue is within the scope of GR 12.1; and
 - 2) If the ~~Board~~BOG determines that the matter is within the scope of GR 12.1, then the ~~Board~~BOG shall 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 ~~Washington State Bar Association~~;
 - 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 ~~Board~~BOG position or authorization to the President or Executive Director to take a position shall 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 shall 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 shall 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 ~~Board of Governors~~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 shall 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:

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- 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 ~~Bylaw~~Article, then that person ~~shall~~must not state or imply that he or she is acting in his or her capacity as officer, Governor or Executive Director of the ~~Washington State Bar Association~~ unless specifically authorized to do so by the ~~Board of Governors~~BOG.

5. Letterhead.

Use of Bar letterhead ~~shall be~~is limited to official business of the Bar and specifically ~~shall~~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 ~~shall~~must not be used to support or oppose any public issue unless the ~~Board of Governors~~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 ~~WSBA~~other Bar entity, or member thereof, member of the BOG, or officer or employee of the Bar ~~shall assume~~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 ~~Board of Governors~~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

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from the BOG before doing so.

4. ~~WSBA-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 ~~WSBA-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.