

including the definition of “member” as it relates to section membership. Chair Gipe noted that there are valid concerns regarding how the recommended amendments interface with other recommended amendments in the WSBA Bylaws, and asked that suggestions for aligning the recommendations be brought to the next Work Group meeting on September 15, 2016, and to the Board.

**PROPOSED WSBA BYLAW AMENDMENTS – Immediate Past-President Anthony Gipe, Chair, and Jean McElroy, General Counsel/Chief Regulatory Counsel (first reading)**

Chair Gipe reviewed the history and background leading up to the proposed WSBA Bylaw amendments and referred the Board to the information contained in the meeting materials. He then gave a summary of the highlights of the proposed amendments in each of the WSBA Bylaw Articles.

Article I: conform WSBA Bylaws to GR 12.

Article II: general provisions and definitions, including definition of a member.

Article III: membership classes; status of each class; changing class. General Counsel McElroy noted that “class” should be changed to “type.” Discussion ensued regarding licensures; definition of “members;” budgetary concerns regarding reserves; and clarifying language regarding license fee referendum in Section 6.

Article IV: governance of the Board. Chair Gipe explained that three versions of Article IV are being presented since Article IV is tied to Article VI on elections and addition of new members on the Board. Version 1, recommended by the Bylaws Work Group, suggests that all three proposed at-large positions be elected by the Board; version 2, recommended by the Governance Task Force, suggests all three at-large positions be appointed by the Washington Supreme Court; and version 3, recommended by the BOG Executive Committee, suggests a compromise of versions 1 and 2, which would entail the LLLT/LPO at-large members be elected by the Board, and the public at-large members be nominated by the Board and appointed by the Supreme Court . He asked that comments be sent to him and to General Counsel McElroy. Discussion ensued regarding the fiduciary obligations and responsibilities of the Board members; appointing versus electing members of the Board; and active members versus active lawyer members.

Article V: conforming to style changes.

Article VI: inclusion of three new at-large members on the Board in direct response to the Governance Task Force Report and the Board's 2015 Governance Report, which recommended the addition of two public members and one Limited Practice Officer/Limited License Legal Technician member. Discussion ensued regarding whether to institute proposed version 1, 2, or 3 for selection of these Board members; and concern regarding voting members of the Board who are not members of WSBA. Further discussion was postponed due to timing issues. The Board meeting was recessed at 3:30 p.m. in order to hold the Question and Answer Session with members, and was resumed at 4:20 p.m.

Article VII: meetings. Chair Gipe explained that the Open Public Meetings Act does not apply to the WSBA as an organization, but it has consistently been the policy of this Board to conduct open meetings and maintain open records, consistent with the approach of the Washington Supreme Court and in accordance with Court rules.

Article VIII: member referenda. He advised that the Board withdrew this item from the Bylaws review at its July 22-23, 2016, meeting and that there is no recommendation to amend this Article at this time.

Article IX: committees, task forces, councils. Chair Gipe noted that most of the proposed amendments are designed to stop proliferation of naming working bodies without direction.

Article X: regulatory boards. Liaisons may not be excluded from meetings.

Article XI: sections. Discussed earlier.

Article XII: young lawyers. No substantive amendments.

Article XIII: records disclosure and preservation. Conforming to other amendments.

Article XIV: indemnification. Chair Gipe advised that the Board has received a great deal of advice from Counsel in Executive Session that cannot be shared in Public Session. General Counsel McElroy explained the two basic positions relating to what extent the Bar will indemnify its volunteers who hold certain roles. She noted that the question to be resolved has to do with the relationship of individual and WSBA insurance coverage when considering indemnification. Discussion ensued regarding these concepts.

Article XV: Keller deduction. No substantive amendments.

Article XVI: amendments. No substantive amendments.

Discussion then resumed regarding Article VI: inclusion of three new at-large members on the Board. A straw vote was taken and it was the consensus of the Board to proceed with version 1, recommended by the Bylaws Work Group, which would result in the Board electing all three proposed at-large positions.

Chair Gipe requested that any language amendments to the proposed Bylaws be written and sent to the Bylaws Work Group prior to the September 15, 2016, Bylaws Work Group meeting. It was announced that there would be a Town Hall event held on September 14, 2016, at the WSBA Conference Center.

### **ADJOURNMENT**

There being no further business, the Public Session portion of the Special Meeting was adjourned at 5:10 p.m. on Tuesday, August 23, 2016.

Respectfully submitted,

*Paula C. Littlewood*

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WSBA Executive Director & Secretary