

Executive Director Littlewood reminded the Board that under the GR 9 process, the Court will decide whether to publish the suggested GR 12 changes as proposed amendments for public comment; if it does, anyone will have an opportunity to submit comments to the Court. Geoff Revelle, Access to Justice (ATJ) Board liaison, stated that the ATJ Board supports the concepts in the suggested GR 12 amendments, as well as the proposed Bylaw amendments, and feels they are long overdue and a step forward in getting unmet civil legal needs solved.

Governor Pickett's motion to table this item to the November Board meeting failed 11-2-1. Governor Black abstained. Governor Karmy moved to approve the language and send the suggested GR 12 amendments to the Washington Supreme Court. Governor Risenmay moved to amend the first line of Rule 12 to replace "exclusive" with "plenary." Governor Risenmay's motion to amend passed 8-4-2. Governor Pickett was among the abstentions. Governor Karmy's main motion as amended (keep "Association" in the name and replace "exclusive" with "plenary" in the first line of Rule 12) passed 13-1. General Counsel McElroy noted that the word "misconduct" will need to be added to the Bylaws since they need to conform to GR 12.

**PROPOSED WSBA BYLAW AMENDMENTS – Immediate Past-President Gipe, Bylaws Work Group Chair, and Jean McElroy, General Counsel/Chief Regulatory Counsel**

Chair Gipe explained the composition of the materials and what would be discussed at this meeting. He noted that implementation of Articles III and IV, if passed, would be delayed if and until the Washington Supreme Court issues an Order; and that Article XIV on Indemnification had been taken off the table for consideration at this meeting. He reminded the Board that everything in the WSBA Bylaws must comply with GR 12.

Governor Black moved that the proposed WSBA Bylaw amendments be conformed to GR 12 to include the word "Association" in all parts of the Bylaws. Motion passed unanimously. Governor Davis was not present for the vote.

Governor Karmy moved to make no changes to the recall provisions (Article VI.F.) at this time. Motion passed unanimously.

Governor Pickett moved to table action on the proposed WSBA Bylaw amendments until the November 18, 2016, Board meeting in order to allow the WSBA membership additional time to comment. Motion failed 12-2. Governor Pickett then moved to table the vote on the proposed WSBA Bylaw amendments, but not table discussion, until the November 18, 2016, Board meeting. Discussion ensued regarding the work of the Board on WSBA governance and the Bylaws over the past three years, and input received from the WSBA membership during that time; trust of the membership being built by appropriate action rather than inaction; and it not being in the interest of the membership for five Board members going off the Board after the September meeting not to participate in the decisions regarding the proposed WSBA Bylaw amendments after three years of education, debate, and discussion of the issues. Motion failed 9-4-1. Governor Black abstained.

#### Article I – Functions

Governor Jarmon moved to adopt the proposed amendments to Article I as contained in the meeting materials. Governor Wilson clarified that “misconduct” would be added to this article as discussed during consideration of the suggested GR 12 amendments (Article I.B.6). Discussion ensued regarding whether to keep “bar” in proposed Article I.A.1; it was noted that “legal profession” broadens the scope of this particular article rather than narrowing it. Governor Jarmon moved to amend the motion to allow for including “and the bar” in Article I.A.1. Motion died for lack of a second. The original motion passed unanimously, with the clarification described by Governor Wilson.

#### Article II – Definitions and General Provisions

Governor Brady moved to adopt the proposed amendments to Article II as contained in the meeting materials. In answer to an inquiry, Chair Gipe clarified that “the office of the bar” is wherever the main office is located. Motion passed 13-1.

### Article III – Membership

Governor Brady moved to adopt the proposed amendments to Article III as contained in the meeting materials.

Chair Gipe clarified that the proposed change to require taking the bar exam when transferring to active status after being inactive and not practicing anywhere for ten years or more (Article III.D.3) is more generous than was allowed in previous WSBA Bylaws (which provided for three or five years), and consistent with current practice.

In addition, Chair Gipe clarified that the intent of the Bylaws Work Group was not to make any change to the license fee referendum process, because that type of referendum is and would continue to be covered by the general referendum provisions in other sections of the Bylaws. Governor Wilson explained that the proposed amendment is intended to clarify that the provision is intended to apply to referenda on the Bar's budget as distinguished from the Bar's license fee. Chair Gipe emphasized that the sole point of the proposed amendment makes it explicit that WSBA members can have a referendum on the license fee, but not on the license fee through the budget, and that this distinction is already contained in the current WSBA Bylaws.

Governor Karmy moved to amend the motion to include "...shall be subject to the same referendum process as other BOG actions, but..." as in the current Article III.H.6. Motion passed 8-5-1. Governor Pickett abstained. Original motion as amended passed 13-1.

### Article IV – Governance

Chair Gipe reminded the Board that the proposed WSBA Bylaws amendment with regard to the addition of BOG members is in actuality a recommendation to the Washington Supreme Court and will not be effective unless the Court issues an Order or adopts a Court Rule consistent with this provision. Governor Doane moved to amend Article IV.B introductory paragraph to include "lawyer" between "Active" and "members." Discussion ensued regarding whether limited license members should be Officers; importance of including the potential of limited license

members as Officers in light of the North Carolina Dental case; and whether to move forward in a measured manner or open the door fully. Motion to amend proposed Article IV.B amendment passed 9-5.

#### Article IV.A.1 – Board of Governors

Chair Gipe advised that the Board would need to choose between two versions regarding election of the proposed newly added At-Large Governors to the Board: Version 1 would result in six At-Large Governors elected by the Board (that is, the three current At-Large BOG members and the proposed 3 new At-Large BOG members); Version 3 would result in four At-Large Governors elected by the Board (that is, the three current At-Large BOG members and the one proposed new LLLT/LPO At-Large member), and the two proposed new At-Large Governors from the public nominated by the Board and appointed by the Washington Supreme Court.

Governor Risenmay moved to amend the proposed WSBA Bylaw amendments to Article IV.A.1 to state that the Limited Practice Officers (LPOs) and Limited License Legal Technicians (LLLTs) be elected by their respective license types. Discussion ensued regarding “WSBA members” including lawyers, LPOs and LLLTs. Motion failed 4-10. Governor Furlong moved to adopt Version 1 (election of six At-Large Governors by the Board). Motion passed 11-2-1. Governor Risenmay abstained.

Governor Furlong moved to amend the language in proposed Article IV.A.1 (Composition of the Board) and Article IV.A.2.d (Duties of the Board Members) as contained on page 576 in the meeting materials. He explained that his intent is to clarify that each Governor is to represent their own district and to bring that unique perspective to the Board to help it make wise decisions that are in the best interest of the entire Bar, not just the members in that particular Congressional District. Governor Furlong’s motion to amend Article IV.A.1 and Article IV.A.2.d passed unanimously.

Governor Cava then moved to amend the amended Article IV.A.1 – Composition of the Board by striking the words “and representing” from the amended language in the first sentence of Article IV.A.1. Governor Cava’s motion to amend passed unanimously.

#### Article V – Appropriations and Expenses

Governor Cava moved to adopt the proposed amendments to Article V as contained in the meeting materials. Motion passed unanimously.

#### Article VI – Elections

Chair Gipe reminded the Board that Version 1 contained in the meeting materials matches the decision the Board made during discussion of Article IV – Governance, in which the BOG voted to have six At-Large Governor positions, with three as designated in the current bylaws, and three more as decided today - two for members of the public and one for either a LLLT or a LPO. Governor Doane moved to amend Article VI.A.1. to insert “lawyer” between “Active” and “member” in the opening paragraph, to clarify that District governor positions are reserved for lawyers and not open to LLLTs and LPOs. Motion passed 8-6. Governor Cava moved to approve the proposed amendments to Article VI as amended. Motion passed unanimously.

#### Article VII – Open Meetings

Governor Cava moved to adopt the proposed amendments to Article VII as contained in the meeting materials. Motion passed 13-0. Governor Pickett abstained.

#### Article VIII – Member Referenda and BOG Referrals to Membership

Chair Gipe advised the Board that this Article has been withdrawn from consideration at this meeting and that the Board will take action at a future date.

#### Article IX – Committees, Councils, and Other Bar Entities

Governor Brady moved to adopt the proposed amendments to Article IX as contained in the meeting materials. Motion passed 13-1.

## Article X – Regulatory Boards

Governor Jarmon moved to adopt the proposed amendments to Article X as contained in the meeting materials. Motion passed unanimously.

## Article XI – Sections

Chair Gipe advised the Board that the proposed amendments in this Article were recommended by the Sections Policy Work Group at its September 15, 2016, meeting. Governor Doane moved to adopt the proposed amendments to Article XI as contained in the meeting materials. In answer to an inquiry, Chair Gipe and Governor Wilson clarified that Sections can determine how many people would be on their Executive Committee as long as they have at least the minimum number of officer positions. They also clarified that a question was raised about whether LPOs and LLLTs would be voting Section members, and whether they would be eligible to be elected to serve as officers of the Sections. It was requested that the Board hold Article XI until the November 18, 2016, Board meeting in order to give the Sections time to provide further input. Governor Black moved to table Article XI until the November 18, 2016, Board meeting. Governor Cava moved to extend the Charter of the Sections Policy Work Group through the November 18, 2016, Board meeting. Chair Gipe advised that these discussions would not require the Sections Policy Work Group, but that the Board could empower the incoming President to create a small group of active Governors and any Sections members from the Sections Policy Work Group to review input on Article XI and prepare a proposal for final action at the Board's November 18, 2016, meeting. Governor Black's motion to table this item until the November 18, 2016, Board meeting passed 11-2-1. Governor Karmy moved to not reassemble the full Sections Policy Work Group, but that the Work Group members should be sent the changes and comments to the draft and be allowed to comment on it. Governor Wilson advised that the members of the Sections Policy Work Group do not want to continue their service and it is not necessary to reconstitute a formal structure. Governor Karmy withdrew the motion.

#### Article XII – Young Lawyers

Governor Cava moved to adopt Article XII as contained in the meeting materials. Motion passed unanimously.

#### Article XIII – Records Disclosure and Preservation

Governor Cava moved to adopt Article XIII as contained in the meeting materials. Motion passed unanimously.

#### Article XIV - Indemnification

The Board agreed unanimously to table this Article indefinitely and that it can be brought back in the future if new amendments are developed and ready for review by the Board.

#### Article XV – Keller Deduction

Governor Cava moved to adopt Article XV as contained in the meeting materials. Motion passed unanimously.

#### Article XVI – Amendments

Governor Cava moved to adopt Article XVI as contained in the meeting materials. Motion passed unanimously.

#### **SUGGESTED AMENDMENTS TO ADMISSION AND PRACTICE RULES (APRs) – Jean McElroy, General Counsel/Chief Regulatory Counsel**

Governor Wilson moved to approve the suggested amendments to the APRs, as contained in the meeting materials, for submission to the Washington Supreme Court. Motion passed unanimously.

#### **WSBA RELIGIOUS AND SPIRITUAL PRACTICES POLICY – Jean McElroy, General Counsel/Chief Regulatory Counsel, and Frances Dujon-Reynolds, Director of Human Resources**

General Counsel McElroy reported that discussions had continued since the July BOG meeting with members of the Indian Law Section and work is being done to produce an agreed-upon revision of the proposed policy. She requested that the Board delay consideration of this item