



## Washington State Bar Association

### BYLAWS WORK GROUP

#### Meeting Minutes

July 14, 2016

The meeting was held at the WSBA offices, 1325 4<sup>th</sup> Avenue, Suite 600, Seattle, WA 98101.

Present were: Anthony Gipe (Chair), Brad Furlong (phone), Jill Karmy (phone), Angela Hayes (phone), G. Kim Risenmay (phone), Ken Masters, Jerry Moberg (phone), Jean McElroy, Doug Ende, Kirsten Schimpff, Bill Hyslop (phone), Paula Littlewood, and Darlene Neumann. Mario Cava was excused. Elijah Forde was absent.

The meeting began at 1:16 p.m.

#### **1. Minutes**

The minutes were deemed approved.

#### **2. Announcements**

The chair announced the BOG will hold a special meeting on August 23, 2016, to consider the bylaw amendments.

#### **3. Art. I Functions**

The subgroup added "legal profession" and "public" to ensure that other legal licensees, LPOs and LLLTs, are included in Functions and to emphasize service to the public. The work group recommended sections B.22 and C be conformed to current and proposed amended GR 12.1.

The work group discussed the desired breadth of the Bylaws and GR 12.1 (c) for commenting on legislative and political matters.

#### **4. Art. II Definitions**

The work group voted unanimously to add a definition of consensus as defined by Robert's Rules. The subgroup noted there was a dissonance between the definition of "Electronic means" here and the one used in Art. VII. The work group agreed

that the Art. II definition was more restrictive and should be used in Art. VII. The subgroup will prepare revised drafts for the next meeting.

### **5. Art. III Membership**

The workgroup heard an overview of the suggested changes to Article III Membership to include and treat LPOs and LLLTs as members of the Bar. The group also discussed the subsection regarding lawyers who are inactive or suspended and suggested using a set period of 10 consecutive years as the cut off for needing to retake the Bar exam.

### **6. Art. VI Elections**

The proposed draft incorporated the LPOs, LLLTs, and community members as Governors in accordance with the Governors' Task Force report. Under A.1, any active member would also mean LPOs and LLLTs. Community members were intentionally defined so that LPOs and LLLTs would not be considered community representatives. The proposed revisions allow the BOG to make appointments of At-Large Governors, including one at-large Governor representing an LPO or LLLT nominated by the Nominations Committee. Orientation for new governors was also added as requirement. The work group suggested a minor tweak to the attendance exception.

The work group decided to defer a discussion of member referenda provisions to a later period in order to include more member participation in the discussion.

### **7. Art. IV Governance**

The draft incorporated changes to the composition of the BOG, to include six at-large governors elected by the BOG as provided in the bylaws. The work group will highlight two issues for the BOG regarding at-large governors serving as officers and the discretion of committee chairs to allow Bar staff to become voting members of a committee. The work group recommended other entities be removed from C.1, because the section only applies to standing committees and to make sure that D.1.b mirrors proposed GR 12.1 regarding political activity.

### **8. Art. VII Meetings**

The work group recommended removing the definition of "Electronic" after discussions that the definition as written would allow open meetings by email, which did not seem possible. Refinements to the definition of "Meeting" and "Special Meeting" were also suggested. Members agreed with the proposed definition of "Action" after suggesting a minor revision.

The work group recommended electronic means under B.1 specify teleconferencing and videoconferencing. They discussed the procedure of committees voting by email and agreed that this was acceptable, but that email should not be used for

holding discussions or debate. Requirements for maintaining records of email votes and publishing the votes publicly were suggested.

Members discussed the Executive Session provisions, and suggested that draft language be developed to be discussed further at the next work group meeting and by the BOG.

## **9. Art. IX Committees, Task Forces, and Councils**

There were no substantial changes to the draft, only corrections for typos. The subgroup kept Councils and added Other Bar Entities to the Committees heading. The work group noted "working" (in front of bar entities) should be removed in A.2, A.3, and A.4.

## **10. Art. XI Sections**

The proposed changes discussed included language stating that Sections are entities of the Bar and are obligated to comply with the Bar's bylaws and policies. The work group suggested adding court rules, bylaws, and policies in B.2 and discussed changes to jurisdiction referenced in C. The number of active section members was increased to 200 to create a new section, and increased to 100 or less active members to potentially terminate a section, because it is difficult for a section to be viable with less than 100 members and Bar staff are already providing administrative support and resources to 28 sections.

The chair will inform the Sections Work Group of any proposed changes at their August 13 meeting.

## **11. Art. XIV Indemnification**

The draft was updated since the last work group meeting, but there were no new changes. The subgroup suggested getting feedback from the BOG regarding the issue of recourse to insurance held by an indemnified party.

## **12. Art. VIII Member Referenda**

The work group discussed proposed changes to the bylaws to qualify member petitions and changes to the number of votes required to pass a referenda and decided to ask the Board to authorize a review of the issue.

## **Adjournment**

The chair asked staff to schedule another meeting of the work group in early August to review the final drafts that will be submitted for the BOG's special meeting.

The meeting adjourned at 5:18 p.m.