



## Washington State Bar Association

### BYLAWS WORK GROUP

#### Meeting Minutes

**September 15, 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, Mario Cava, Jill Karmy, Angela Hayes, Ken Masters, Paula Littlewood, Jean McElroy, Doug Ende, Kirsten Schimpff, and Darlene Neumann (paralegal). Excused were G. Kim Risenmay and Jerry Moberg. Elijah Forde was absent.

Also in attendance were Ruth Edlund, Karen Denise Wilson, Phil Brady, and Sean Davis.

The meeting was called to order at 3:05 p.m.

The minutes were approved by consensus.

The Work Group reviewed input received at the special BOG meeting held on August 23, 2016.

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

The work group considered a suggestion that Art. I incorporate GR 12 by reference rather than amend the bylaw to conform with the rule. The chair recalled previous work group discussions and the decision to keep the existing language as is to reinforce the BOG's policies. No changes were made to the current draft.

#### **Art. II Definitions and General Provisions**

The work group considered a member's concern regarding short notice for special BOG meetings. Members discussed the computation of time, definition of calendar days, computation for legal holidays and notice requirements for special BOG meetings and emergency meetings. Following discussion, no changes were proposed.

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

The work group discussed a suggestion to use the term "licensurees" instead of members to describe the different member types. The general consensus was that the use of "members" in this context is intended to emphasize that LPOs and LLLTs

are full members. The title of subsection A was changed to “Member License Types” and A.2 was split into two paragraphs with the third paragraph (A.3) incorporating the last sentence from A. 2.

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

Of the three proposed alternate versions, the work group agreed to recommend Version 1 (all six at-large governors elected) and Version 3 (hybrid of four elected and two Court appointed at-large governors) to the BOG. It was noted that if Version 3 is selected the implementation date will be dependent on the Supreme Court’s adoption of the bylaw. Next, the work group discussed changes to A.2.c by Brad Furlong which concerned a governor’s accountability to district members and modifying the language referring to state residents. Following the discussion, the work group did not adopt the proposed language on representation of district members, but agreed with the suggestion to replace state residents language with the public.

#### **Art. V Appropriations and Expenses**

There were no comments from the August 23, 2016 BOG meeting concerning Art. V.

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

Consistent with recommendations for Art. IV made earlier, the work group will forward Versions 1 and 3 to the BOG for consideration.

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

The work group reviewed a couple of member comments received after the August 23 BOG meeting. One comment suggested the bylaws allow open meetings via email which is not permitted under the current proposal. The work group considered this issue before and determined that open meetings by email are inconsistent with the Bar’s open meetings policy, because of the closed nature of email meetings. The work group reviewed a comment that suggested the text of motions be recorded verbatim in minutes. They discussed the responsibility of committee chairs to summarize motions and the proposed provision requiring actions to be recorded, thereby including the motion in the minutes. Following the discussion, members did not propose any changes to the current draft.

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

This article was not on the table.

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

The work group changed the title of Art. IX to “Committees, Councils, and Other Bar Entities”. Members discussed whether the term bar entity also included sections. Following discussion, members agreed to leave Sections in A.1, which had been stricken in an earlier draft, and to add an exception to Art. XI for section bylaws governing internal committees. The work group also discussed the comment policy for committees and other bar entities in 3.c, and the application of the policy to sections.

### **Art. X Regulatory Boards**

There were no comments regarding Art. X from the August 23, 2016 BOG meeting.

### **Art. XI Sections**

The work group did not suggest any further changes. The chair noted the Sections Work Group will meet again to finalize their revisions to Art. XI. The Bylaws Work Group will then combine both sets of changes into one document and submit it to the BOG.

### **Art. XIII Records Disclosure and Preservation**

The work group noted the first paragraph in A was stricken because it was considered surplus language.

### **Art. XIV Indemnification**

The work group considered edits from Brad Furlong and a proposed draft of Art. XIV from Ruth Edlund. Members discussed the issue of coverage for volunteers who are not in the primary class of indemnitees and proposed changes to the bylaw that would affect the Bar's insurance policy. After considering the Edlund draft and issues raised by Mr. Furlong, the work group decided to withdraw the proposed amended article and recommend to the BOG that it be referred for further review by another committee to assess the potential insurance impact.

### **GR 12**

The work group briefly reviewed changes to GR 12 proposed by Brad Furlong and determined they primarily dealt with BOG policy recommendations which should be discussed by the Board instead.

This was the last meeting of the Bylaws Work Group. Staff will prepare revised drafts of the articles that were changed, including a memo to the BOG for the September 29-30, 2016 meeting. The chair thanked the all the Board members, staff, and others who had contributed to the review of the bylaws.

The meeting adjourned at 5:34 p.m.