

WASHINGTON STATE BAR ASSOCIATION

Governance Committee

Meeting Minutes

November 12, 2025

Present: Governors Kevin Fay (chair), Sunitha Anjilvel, Parvin Price, Kari Petrasek, Nam Nguyen, and staff liaisons, Cate Schur, Darlene Neumann. **Absent:** Francis Adewale, Todd Bloom. **Interested parties:** Carolyn Macgregor, Sections Programs Specialist

The Zoom meeting was called to order at 3:32 p.m. by the chair.

Minutes

The minutes of October 8, 2025, were approved.

Policies to Rescind or Remove from BOG Policy Index

The committee reviewed several BOG policies and voted to recommend to the BOG the policies be rescinded because they are outdated or duplicative.

- Policy 602: Non-dissemination of confidential regulatory information. Kevin Fay moved, seconded by Parvin Price. Passed 4-0.
- Policy 804: WSBA travel policy. Parvin Price moved, seconded by Kari Petrasek. Passed 4-0.
- Policy 1010: COVID-19 vaccination mandate for volunteers. Kari Petrasek moved, seconded by Kevin Fay. Passed 4-0.
- Policy 1101: RPC 1.6 and RCW 42.17. Kevin Fay moved, seconded by Kari Petrasek. Passed 4-0.

The committee reviewed documents in the policy index that were identified as internal WSBA policies that were not adopted by the BOG or that were materials from BOG meetings that were not intended to be policies. These documents did not need approval by the BOG to be removed. Kevin Fay moved to approve the removal of internal WSBA policies from Board Policy Index. Parvin Price seconded. Passed 4-0.

Proposed Clean-Up Amendments to WSBA Bylaws

The committee reviewed and discussed draft bylaw amendments proposed by Chair Kevin Fay, including comments from the survey and notes by the chair. There was consensus to clean up the bylaws for clarity, consolidate definitions, and address substantive issues separately from cosmetic fixes.

Discussion followed on various topics, including revising or clarifying quorum requirements, allowing email voting for section executive committees and other bar entities. Other areas flagged for further review included provisions related to judicial members, suspensions, resignations, re-admittance, with several items needing follow-up consultation with RSD and Doug Ende.

The committee discussed clarifying term lengths, eligibility requirements, and voting procedures for board and committee positions, with some provisions related to the executive director noted for future substantive discussion.

The committee also discussed open meetings policy and committee charters and making requirements clearer and consistent with actual practices and moving certain provisions to board policy rather than bylaws.

Discussion of Approach to Amend Requirements for Section Bylaws

The committee agreed that outreach to WSBA staff who work closely with sections should be done when reviewing and clarifying the process for section nominations and elections and handling section terminations.

Next Steps:

- Prepare BOG memo to rescind BOG adopted policies – staff liaison
- Bylaws Amendments
 - Add/incorporate cosmetic changes to bylaws – chair
 - Consult with WSBA staff regarding specific provisions – staff liaison
 - Add vacancy and term limits provisions – staff liaison

Adjournment:

The meeting adjourned at 5:06 p.m. The next meeting will be held on December 3, 2025.