

# WASHINGTON STATE BAR ASSOCIATION

## CORPORATE COUNSEL SECTION

### Bylaws

As last amended and approved by the  
Washington State Bar Association Board of Governors on ~~July 27, 2017~~ Click or tap to enter a date..

#### ARTICLE I. IDENTIFICATION

- 1.1 Name and Creation.** The name of this section is the Corporate Counsel Section (the "**Section**"). This Section is established pursuant to the Bylaws of the Washington State Bar Association (the "**Bar**").
- 1.2 Purposes.** The purposes of the Section shall be to:
- (a) provide continuing legal and other education for its members in areas of common interest to lawyers ~~servng as corporate counsel~~ employed by an organization;
  - (b) provide opportunities for Section members to become better acquainted with other ~~attorneys-lawyers~~ with similar interests;
  - (c) provide a forum for the exchange of ideas and discussion about issues of common interest to Section members;
  - (d) provide advice to the Bar, as requested, on proposed legislation, Bar rules and other matters; and
  - (e) undertake such other services that may be of benefit to the public and the Bar.
- 1.3 Limitations.** These bylaws are adopted subject to the applicable Washington statutes and the Bylaws of the Bar.
- 1.4 Principal Office.** The principal office of the Section shall be maintained in the offices of the Bar.
- ~~Corporate Counsel Section~~
- 1.5 Fiscal Year.** The fiscal year of the Section shall coincide with that of the Bar.

Commented [KF1]: This tracks the language of RPC 1.13

#### ARTICLE II. MEMBERS AND SUBSCRIBERS

- 2.1 Members.** Any (a) active member in good standing with the Bar (~~"Member"~~), (b) person granted a limited house counsel license under APR 8(f) or similar successor rule, or (c) person reasonably believing himself or herself to be in substantial compliance with RPC 5.5(d) governing temporary in-house practice or similar successor rule, may enroll as a voting member of the Section and, upon payment of applicable annual dues, become a voting member of the Section ("**Section Member**").

2.2 **Non-Voting Section Members.** Any person in good standing as a member of any other domestic or foreign state or national bar association, or inactive or retired therefrom but otherwise in good standing, and any student enrolled in any law school may enroll as a non-voting section member ("**Non-voting Section Member**") upon request and payment of the applicable Non-voting Section Member annual dues. Non-voting Section Members have no right to vote as a Section Member. Non-voting Section Members shall be entitled to receive communications or publications made available to all Section Members and to attend continuing legal education and other events sponsored by the Section upon payment of the applicable fees.

2.3 **Section Dues.** Section dues shall be paid annually in advance. Any person who fails to pay the annual dues shall cease to be a Section Member or Non-voting Section Member until current Section dues are paid. Annual dues shall be set by the Executive Committee of the Section and reasonably approved by the Bar's Board of Governors. A standard annual dues amount for Non-voting Section Members will be set by the Section and approved by the Board of Governors.

**Commented [KF2]:** We don't have the ability to decide if the BOG is acting reasonably. Consistent with next sentence.

### ARTICLE III. MEETINGS OF THE MEMBERSHIP

3.1 **Annual Meeting.** The annual meeting of the Section shall generally be held in conjunction with a continuing legal education program sponsored by the Section, as determined by the Executive Committee of the Section. The Chair of the Section shall cause notice of the annual meeting to be sent by email or similar means reasonably selected by the Executive Committee to each mMember of the Section at least thirty (30) days in advance of the annual meeting and shall also be posted on the Section's Wweb page.

3.2 **Quorum; Controlling Vote at Section Meetings.** The voting Section Members present at any annual or special meeting shall constitute a quorum for the transaction of business. A majority vote of the voting Section Members present shall be required to approve any business brought before such meeting.

**Commented [KF3]:** Section Members may vote by definition.

3.3 **Special Meetings.** Special meetings of the membership of the Section may be called by the Chair upon fourteen (14) days prior written notice to the mMembers by mail, email or other appropriate means, including by publication on the Section's Wweb page. The notice shall state the business to be transacted at the special meeting.

### ARTICLE IV. THE EXECUTIVE COMMITTEE

4.1 **Powers and Duties.** The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section. The Executive Committee shall have the responsibility to establish committees of the Section.

**Commented [KF4]:** Duplicates Article 7.

4.2 **Composition.** The Executive Committee shall be composed of the following persons ("**Executive Committee Members**"), all of whom must be Section Members:

- (a) The Chair, Secretary, and Treasurer ex officio;
- (b) The Immediate Past Chair; and
- (c) Up to fifteen At-Large Section-Executive Committee Members.

4.3 **Term.** The term of each At-Large Section-Member-of-the Executive Committee Member shall be three (3) years, beginning on June 1 with the earlier of the date of election or appointment. All Executive Committee positions will begin October 1. There are no term limits for any officer or Executive Committee positions.

**Commented [SES5]:** Under 6.3, appointments can only be made to fill vacant terms.

~~CONTROLLING VOTE.~~

~~4.54.4~~ **Voting.** Action of the Executive Committee shall be determined by majority vote once a quorum is established. ~~A~~ **Q**uorum for any Executive ~~Committee~~ Meeting shall be ~~deemed~~ established once more than half of the then current Executive Committee ~~m~~Members are present in person, telephonically or by other means by which such Executive Committee Members are able to hear and to be heard by all other Executive Committee Members present. Once established, ~~a~~ **q**uorum shall not be lost by the departure of any Executive Committee Members from the meeting. ~~An member-of-the~~ Executive Committee **Member** may vote *in absentia* by instructing the Secretary of the manner in which such vote is to be cast, provided any such votes by proxy are announced to the other Executive Committee Members present at the meeting by the Secretary prior to the time the vote of the Executive Committee is taken.

~~4.64.5~~ **Meetings of The Executive Committee.** The annual meeting of the Executive Committee shall be held following the annual meeting of ~~the~~ Section ~~Members~~. Other meetings shall be held at the time and place as may be designated by the Chair or a majority of the Executive Committee. The Executive Committee is expected to conduct a minimum of four (4) meetings annually. Reasonable advance notice of the meetings shall be provided to the Section membership.

~~4.74.6~~ **Removal.** Any ~~officer or At-Large member of the~~ Executive Committee **Member** may be removed by a two-thirds majority vote of the voting members of the Executive Committee. Grounds for removal include, but are not limited to, regular absence from Executive Committee meetings and events, failure to perform duties, unprofessional or discourteous conduct, or whenever, in the Executive Committee's judgment, the Executive Committee Member is not acting in the best interest of the Section, ~~membership~~

## ARTICLE V. OFFICERS

**5.1 Officers.** The officers of the Section shall be the Chair, the Secretary, and the Treasurer.

~~REMOVAL.~~

~~Any officer or At-Large member of the Executive Committee may be removed by a two-thirds majority vote of the voting members of the Executive Committee. Grounds for removal include, but are not limited to, regular absence from Executive Committee meetings and events, failure to perform duties, unprofessional or discourteous conduct or whenever, in the Executive Committee's judgment, the Executive Committee Member is not acting in the best interest of the Section membership.~~

~~5.45.2~~ **Chair.** The Chair shall be the principal executive officer of the Section and shall serve a term of two (2) years. Subject to the control of the Executive Committee, the Chair shall supervise and control ~~all of~~ the affairs of the Section and shall preside at all meetings of the Section and the Executive Committee.

~~5.55.3~~ **Secretary.** The Secretary shall ~~be elected at the annual election for~~ **serve** a term of two (2) years. The Secretary shall take minutes of the proceedings of all meetings of the Section and the Executive Committee, and provide approved minutes to the Bar for publication and record retention. In addition, the Secretary shall perform such other duties as may be assigned ~~to him or her~~ by the Chair or the Executive Committee.

~~5.65.4~~ **Treasurer.** The Treasurer shall ~~be elected at the annual election for~~ **serve** a term of two (2) years. The Treasurer shall work with the Bar to guide the Section in complying with Bar fiscal policies and procedures, work with the Bar to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget. In addition, the Treasurer shall perform such other duties as may be reasonably assigned ~~to him or her~~ by the Chair or the Executive Committee.

**Commented [KF6]:** Removal of Executive Committee Members ought not be in the Article on the officers; moved to be Section 4.6, modified as marked.

## ARTICLE VI. ELECTIONS

### ~~6.1~~ **NOMINATION OF OFFICERS FOR ELECTION.**

**6.26.1 Nominations.** The Chair shall appoint a Nominating Committee of no less than three Section Members, at least one of whom shall not be a current ~~member of the~~ Executive Committee Member, to nominate one or more persons for election as Chair, Secretary, Treasurer, and At-Large Executive Committee Members upon the expiration of the term of the then-incumbent(s). All applicants, including self-nominations and nominations of individuals nominated by the Nominating Committee, will apply through an electronic application process administered by the Bar. The Nominating Committee shall report its nominees to the Executive Committee and Section Members prior to May 31 the annual meeting. ~~In addition, other nominations for the same positions may be made from the floor at the annual meeting.~~ The Executive Committee will approve a list of nominees for each open position, but others may be nominated or self-nominated as described above.

**Commented [KF7]:** Nominations of Exec Committee Members too.

**Commented [SES8]:** The elections occur in May. Our Annual Meeting is in November.

**6.36.2 Election Procedure.** Nominations and elections for open Executive Committee positions will be held ~~between March and in~~ May each year. The Bar will administer the elections by electronic means and certify the results, unless the Section develops its own equivalent electronic election process. In the event of a tie, the winner will be determined by a coin toss conducted by the current Chair in the presence of the current Secretary.

**6.46.3 Appointments to Fill Vacancies.** ~~If any position on the Executive Committee or the position of Chair, Secretary or Treasurer becomes vacant for any reason before the expiration of a term, the Executive Committee shall appoint, by a majority vote, a successor. The Executive Committee may also appoint, by majority vote, additional At-Large Executive Committee Members. These~~ When a Section Member is appointed to fill a vacancy in an unexpired term, the Member will do so shall serve until the next annual election ~~when the interim incumbent or another individual will be elected to serve the remainder of the vacated term or a new term, as the case may be.~~

**Commented [SES9]:** What about if there are fewer than 15 EC members? Can the unfilled positions only be filled at elections, or should we add ability to name additional member?

**Commented [KF10R9]:** I have dialed in the ability to appoint At-Large Executive Committee Members.

## ARTICLE VII. COMMITTEES

**7.1 Committees.** The Executive Committee may form committees to perform such duties as shall be determined by the Executive Committee. Such committees may be permanent committees or formed to perform specific tasks. All committees shall report to the Chair and shall provide regular reports of their activities to the Executive Committee. Any committee may be disbanded at any time by the Executive Committee.

**7.2 Composition and Governance of Committees.** The composition of each committee shall be determined by the Executive Committee who shall appoint a Chair to manage the work of the committee. Committee Members may include Section Members who are not members of the Executive Committee. All Committee members shall serve at the pleasure of the Executive Committee.

## ARTICLE VIII. AMENDMENTS

These bylaws may be amended at any annual meeting of the Section. These bylaws may also be amended at an Executive Committee meeting by a majority vote of the voting Executive Committee Members once a quorum is established, provided that written notice describing the proposed amendments is provided to each Executive Committee Member at least four (4) days in advance of the meeting. No amendment of these bylaws will be effective until approved by the Board of Governors of the Bar.