

WASHINGTON STATE B A R A S S O C I A T I O N

CREDITOR DEBTOR RIGHTS SECTION

Bylaws

As last amended and approved by the WSBA Board of Governors on Nov 4, 2021, and including 1992 amendments approved in 1993, 2010 amendments, and 2017 amendments.

ARTICLE 1. IDENTIFICATION

1.1 Creation

The Creditor Debtor Rights Section of the Washington State Bar (the "Section") was established pursuant to the Bylaws of the Washington State Bar Association (the "Bar").

1.2 Purpose

The purpose of the Section shall be to seek the participation of all interested members of the Bar and of the state and local bar associations, in order to benefit the general public, members of the Section and their clients:

- a. By encouraging research and study and initiating proposals for changes and reforms and aiding and educating the bar and the public in the Section's areas of interest;
- b. By review of pending legislation and development of proposed statutory enactments to improve and to facilitate the administration of justice within the Section's area; and
- c. By undertaking such other service as may be of benefit to the public and members and the legal profession.

1.3 Limitations

These bylaws have been 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.

1.5 Fiscal Year

The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE 2. MEMBERSHIP

2.1 Enrollment

Any Active member in good standing of the Bar may be enrolled as a member of the Section upon request and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Bar. Legal professionals who are not Active members of the Bar, law students, and members of the public may be enrolled as a non-voting member (“subscriber”) by paying the annual dues established by the Section. Subscribers may not hold a Section office.

2.2 The Membership

Members enrolled as provided in Section 2.1 shall constitute the membership of the Section.

2.3 Dues

Dues in the amount determined by the Section and approved by the Board of Governors of the Bar shall be paid annually in advance. Any person who shall have failed to pay the annual dues shall cease to be a member of the Section. With the exception of law students, the Section dues fee for subscriber members shall be the same amount as that established for voting members. The Section dues fee for law students shall be set at a standard amount annually determined by the Board of Governors.

ARTICLE 3. MEETINGS OF THE MEMBERSHIP

3.1 Meetings

Meetings of the Section membership may be called upon seven days’ prior written notice to the members by any officer at such time and place as the officers may determine. Such notice shall state the business to be transacted at the special meeting.

3.2 Controlling Vote

Action of the Section shall be by majority vote of the members present at a duly called meeting.

ARTICLE 4. 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 and shall perform duties assigned to it by the Board of Governors.

4.2 Composition

The executive committee shall be composed of the following persons:

- a. Voting Members
 - i. The four officers; and
 - ii. Nine (9) At-Large members elected to the executive committee.

- b. Non-voting Members
- i. Each Section Newsletter Editor appointed under Section Bylaw §4.5; and
- ii. Young Lawyer Liaison

4.3 Controlling Vote

A majority of the executive committee present in person, by telephone or by videoconference shall constitute a quorum. Action of the executive committee shall be determined by a majority vote once a quorum is established. Executive committee members may vote by email in accordance with the Bar's Bylaws.

4.4 Meetings

The first quarterly meeting of the executive committee shall be held in September of each calendar year. Special meetings shall be held at the time and place as may be designated by the Chair or a majority of the executive committee, provided advance notice of the meeting has been posted on the WSBA Event Calendar. The executive committee shall be expected to conduct a minimum of four meetings annually.

4.5 Section Newsletter Editor

The executive committee is authorized to appoint up to three members of the Section to act as section newsletter editor(s). The term of a section newsletter editor shall be two (2) years.

4.6 Young Lawyer Liaison

The executive committee shall appoint a member of the Washington Young Lawyers Committee as the Young Lawyer liaison. The term of the Young Lawyer liaison shall be two (2) years. The purpose of this appointment is to authorize the executive committee to appoint to the executive committee a young lawyer who, in the opinion of the executive committee, shall make a unique contribution to the work and activities of the executive committee.

ARTICLE 5. OFFICERS

5.1 Officers

The officers of the Section shall be the Chair, the Chair-elect, the Secretary/Treasurer and the Immediate Past Chair. Each officer shall be appointed initially as the Secretary/Treasurer from among the elected executive committee members and then rotate into the other officer positions as set forth in Article 6.

5.2 The Chair

The Chair shall preside at all meetings of the Section and of the executive committee. The Chair shall formulate and submit an annual report required by the Bar of the work of the Section for the then past year. The Chair shall perform such other duties as usually pertain to that office or as may be delegated by the executive committee.

5.3 Chair-elect

Upon the death, resignation, or during the disability of the Chair, or upon the Chair's refusal to act, the Chair-elect shall perform the duties of the Chair for the remainder of the Chair's term, except in case of the Chair's disability and then only during so much of the term as the disability continues.

5.4 Secretary/Treasurer

The Secretary/Treasurer will take minutes at each meeting of the Section and executive committee, and provide approved minutes to the Bar for publication and record retention. The Secretary/Treasurer will work with the Bar to ensure that the Section complies 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 conjunction with the Chair and as authorized by the executive committee, the Secretary/Treasurer shall attend generally to the business of the Section.

5.5 The Immediate Past Chair

If asked by the Chair or Chair-elect, the Immediate Past Chair may perform the duties of the Chair at any given time upon request. In addition, the Immediate Past Chair may perform such other duties as are delegated by the Chair or the executive committee.

ARTICLE 6. ELECTIONS AND APPOINTMENTS

6.1 Elected Executive Committee Members

- a. In addition to the officers referenced above, in Article 5, the executive committee shall also include nine (9) elected members representing the State of Washington in nine positions as follows:

Position 1 and Position 2: The Eastern District of Washington;

Position 3: The Western District of Washington, Northern Division, excluding King County;

Positions 4 and 5: King County;

Positions 6 and 7: The Southern Division of the Western District of Washington;

Positions 8 and 9: Can be elected from any area.

A section member who wishes to be elected to a particular position must have his or her office of primary practice in the locale indicated for that particular position unless such member chooses to run for a non-geographically defined position.

Each elected executive committee member shall serve a period of two years. No individual may serve more than two (2) consecutive terms as an elected member of the executive committee.

The Chair shall submit to the nominating committee each year a list of the present executive committee members, the date of their appointment and the expiration of their term so that the nominating committee can put forth those names of qualified members from appropriate geographical locales for the upcoming executive committee vacancies.

- b. Officers

Upon the expiration of the Secretary/Treasurer's two-year term or in the event of a vacancy, a new Secretary/Treasurer shall be appointed by the executive committee to begin his/her term on October 1 or earlier if a vacancy has arisen. As provided below, thereafter, the former Secretary/Treasurer shall proceed to automatically and consecutively serve as Chair-elect, Chair and Immediate Past Chair. The term of office for each officer position shall be two years. In order to ensure continuity and to maintain institutional knowledge, each person appointed initially as Secretary/Treasurer shall be an elected member of the executive committee when first appointed. Upon appointment, the new Secretary/Treasurer shall cease to be an elected member of the executive committee and a new elected member shall be elected for such officer's prior position.

6.2 Chair

Upon completion of the term of office or in the event of a vacancy, the Chair-elect shall automatically succeed to the office of the Chair.

6.3 Chair-elect

Upon completion of the term of office or in the event of a vacancy, the Secretary/Treasurer shall automatically succeed to the office of Chair-elect.

6.3 Immediate Past Chair

Upon completion of the term of office, the Chair shall automatically succeed to the office of the Immediate Past Chair.

6.4 Nominations

The Chair shall annually appoint a nominating committee of not less than three members of the Section, not members of the executive committee, who shall make nominations of not less than two candidates for each open position not less than two months prior to the scheduled election for the members of the executive committee to succeed those whose terms will expire at the close of the fiscal year. The persons nominated for the executive committee may place a statement on the ballot (or in their online application) of not more than 100 words summarizing their qualifications to serve on the executive committee prior to the election. The executive committee will approve a list of nominees for each open position, provided that the ballots for the election shall also contain blanks for "write-in" candidates by the section members.

6.5 Voting

The Bar will administer the elections between March and May each year 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 to be the candidate who chooses the lowest card from a standard deck of cards at the next quarterly executive committee meeting held after the election.

6.6 Term of Office

All executive committee member terms shall commence on October 1 and shall run for two years.

6.7 Interim Appointments

In the event of a vacancy during the interim between annual elections, the executive committee shall appoint, by majority vote, a successor. When a member is appointed to fill a vacancy in an unexpired term, the member will do so until the next annual election when an individual will be elected to serve the remainder of the vacated term.

ARTICLE 7. SUBSTANTIVE RESPONSIBILITIES

7.1 Committees

The Chair may appoint committees to perform such duties and exercise such powers as the executive committee may direct.

ARTICLE 8. AMENDMENTS

These bylaws may be amended at any duly called meeting of the Section by a majority vote of the members of the Section present, or at an executive committee meeting by a majority vote of the voting executive committee members once a quorum is established, provided that no amendment shall become effective until approved by the Board of Governors of the Bar.

I, Thomas S. Linde, as the present Chair of the Creditor Debtor Rights Section of the Washington State Bar Association, attest that the above is a true copy of the bylaws of the Creditor Debtor Rights Section of the Washington State Bar Association as of June 16, 2017.
