

WASHINGTON STATE BAR ASSOCIATION

HEALTH LAW SECTION

Bylaws

As last amended and approved by the
Washington State Bar Association Board of Governors on July 27, 2017,
and September 7, 2024.

ARTICLE 1. INTRODUCTION

1.1. *Bylaws*

These bylaws of the Washington State Bar Association Health Law Section (the “Bylaws”) shall govern the structure, purpose, and function of the Health Law Section.

1.2. *Name*

This section shall be known as the Health Law Section (“Section”).

1.3. *Purposes*

The purposes of the Section shall be:

1.3.1. To further the knowledge of the members of the Section and the Washington State Bar Association (the “Bar”) in the areas of law involving both federal and local health care;

1.3.2. To form an available working unit to assist in the activities of the Bar; and

1.3.3. To otherwise further the interests of the Bar and the legal profession as a whole.

1.4. *Fiscal Year*

The fiscal year of the Section is the same as the Bar’s fiscal year.

1.5. *Office*

The business address of the Section shall be the Bar’s business address.

ARTICLE 2. MEMBERSHIP; MEETINGS

2.1. *Members*

Health Law Section

2.1.1. Voting Members. Any active member of the Bar, and any Emeritus Pro Bono member pursuant to APR 8(e), Judicial member, House Counsel under APR 8(f), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in Washington but not licensed in Washington, may be a voting member of the Section (a “Voting Member”).

2.1.2. Subscribing Members. Any member of the public may be a non-voting member (“Subscribing Member”) of the Section. Subscribing Members shall have the same rights and privileges as Voting Members except Subscribing Members shall have no voting rights and may not serve as officers or Voting Members of the Executive Committee of the Section.

2.1.3. Dues. All Voting Members and Subscribing Members (collectively, “Members”) must pay dues annually in the amount determined by the Section Executive Committee and approved by the Bar. Any individual who fails to pay the annual dues will cease to be a Member of the Section.

2.2. Meetings of Members

2.2.1. Meetings. The Section may hold a meeting of the Voting Members (“Section Meeting”). Subscribing Members and members of the public may attend any meeting of the Voting Members, but are not entitled to vote at such meetings. A meeting of the Voting Members may be called by the Chair or a majority of the members of the Executive Committee. The Section Meeting shall be conducted and its minutes recorded in a manner that is consistent with the open meeting policy of the Bar as it applies to the Section.

2.2.2. Notices. Notice of the time and place of all meetings of the Voting Members shall be given to all Voting Members of the Section and published on the Bar’s website prior to any such meetings. The notice shall be given in a manner that is consistent with the open meeting policy of the Bar as it applies to the Section and may be given electronically via email.

2.2.3. Quorum; Voting. A majority of the Section’s Voting Members shall constitute a sufficient quorum of Voting Members to transact Section business at a meeting of the Voting Members, and a majority of the Voting Members attending the meeting (with each such Voting Member entitled to one vote) may take action on any proper item presented at such a meeting.

2.2.4. Rules of Order. All business meetings of the Section may be conducted in accordance with the most recent edition of Robert’s “Rules of Order” or such other procedures as selected by the individual presiding over the meeting.

ARTICLE 3. EXECUTIVE COMMITTEE

3.1 Membership

There shall be a Section Executive Committee (“Executive Committee”) with voting members consisting of the following: the officers of the Section described in Article 4 to these Bylaws, the immediate past chair of the Section (“Immediate Past Chair”), and three additional members (“At-Large Members”). The Executive Committee may appoint or remove additional non-voting members of the Executive Committee at its discretion.

3.2 Term

All Executive Committee positions, including those of the At-Large Members and the officers described in Article 4 of these Bylaws, will be for the following term lengths: Chair, 1st Vice Chair, and 2nd Vice Chair—two (2) years beginning on October 1 of each odd year; Secretary, Treasurer, and At-Large Members—one (1) year beginning on October 1 of each year.

3.3 Duties

The Executive Committee shall supervise and direct the affairs and determine the policies of the Section, subject to and in accordance with these Bylaws and the Bylaws of the Bar. The Executive Committee shall have discretion to submit any items of business to the Voting Members for consideration and approval.

3.4 Meetings

The Executive Committee may act at a meeting duly called. A quorum (a majority of the voting members of the Executive Committee) shall be required to transact business, and a majority of the quorum (with each voting member of the Executive Committee entitled to one vote) may take action on items presented at the meeting. Meetings shall be called by the Chair or by a majority of the members of the Executive Committee, and written or electronic notice of such meetings shall be given to members of the Executive Committee and posted on the Bar website prior to such meeting. Executive Committee members may vote by email in accordance with the Bar's Bylaws. All elements of any meeting, including notice, conducting the meeting, and recording minutes of the meeting, shall be done in a manner that is consistent with these Bylaws, the Bar's Bylaws, and the open meeting policy of the Bar as it applies to the Section.

3.5 Removal

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

3.6 Appointments to Fill Vacancies

The Executive Committee will appoint, by a majority vote, qualified members to fill vacancies on the Executive Committee. 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 4. OFFICERS; DUTIES OF OFFICERS

4.1 Executive Committee Officers

The officers of the Section shall include the following: Chair, 1st Vice Chair, 2nd Vice Chair, Secretary, and Treasurer.

4.2 Duties of Officers

- 4.2.1 Chair.** The Chair, as chief executive officer, shall preside at all meetings of the Voting Members and the Executive Committee, and have such other executive powers and perform such other duties as are not inconsistent with these Bylaws or the Bylaws of the Bar.
- 4.2.2 1st Vice Chair.** The 1st Vice Chair shall perform all duties of the Chair during the Chair's absence or inability to act and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The 1st Vice Chair shall have such other powers and perform such other duties not inconsistent with these Bylaws as, from time to time, may be prescribed by the Chair or the Executive Committee.
- 4.2.3 2nd Vice Chair.** The 2nd Vice Chair shall perform all duties of the 1st Vice Chair during the Chair's and the 1st Vice Chair's absence or inability to act and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair or 1st Vice Chair, as applicable. The 2nd Vice Chair shall have such other powers and perform such other duties not inconsistent with these Bylaws as, from time to time, may be prescribed by the Chair or the Executive Committee.
- 4.2.4 Secretary.** The Secretary shall be responsible for the taking of minutes at each meeting of the Section and the Executive Committee, and shall provide approved minutes to the Bar upon request for publication and record retention. In addition, the Secretary shall be responsible for, in coordination with the Chair, preparing the agenda for any Executive Committee meetings, distributing such agenda to the Executive Committee prior to meetings, and distributing the minutes to the Executive Committee following any meeting.
- 4.2.5 Treasurer.** The Treasurer will work with the Bar and Section Executive Committee to ensure that the Section complies with applicable Bar fiscal policies and procedures, work with the Bar and Section Executive Committee to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to the budget.

ARTICLE 5. OTHER COMMITTEES

5.1 Creation of Subcommittees

The Executive Committee shall have the power to create any subcommittee it deems necessary to fulfill the purposes of the Section. Subcommittees, subcommittee chairs, and committee members serve at the discretion of the Executive Committee.

ARTICLE 6. ELECTIONS

6.1 Time

The Section shall hold a regular annual election. Nominations and elections for open Executive Committee positions will be held between March and May each year or such other time period that is consistent with Bar processes for elections.

6.2 Qualifications

All individuals nominated for or holding officer or At-Large Member positions must be Voting Members. No individual may hold multiple officer or At-Large positions at the same time; provided, however, the Executive Committee may appoint an individual to fulfill the responsibilities of one or more officer positions if an officer is unavailable or in the event of a vacancy.

6.3 Method

6.3.1 Applications. Qualified Members will apply through an electronic application process administered by the Bar or such other method approved by the Executive Committee. Applicants may apply to serve in one of the officer positions or as an At-Large Member, or may apply for more than one position, dependent on the applicable election cycle and open positions.

6.3.2 Nominations & Ballot. The applications submitted pursuant to this Article 6 of these Bylaws will be reviewed by a subcommittee of the Executive Committee (the “Nominating Committee”), which shall consist of the Executive Committee Chair, Immediate Past Chair, 1st Vice Chair, and at least one Voting Member, chosen by the Executive Committee, who is not a current member of the Executive Committee. The Chair, Immediate Past Chair, and 1st Vice Chair shall develop a written plan that includes a timeline for communicating with Voting Members about the election process, including the opportunity for a Voting Member to serve on the Nominating Committee (the “Election Plan”). The timeline in the Election Plan will provide adequate notice and opportunity for Voting Members to participate in the election process and to apply for open positions. The Nominating Committee shall meet to create a candidate slate, to be submitted to the Bar, that identifies the names of each nominee and the position for which they are nominated. The Nominating Committee may nominate applicants for positions that they applied for or other positions that they have not applied for but are nonetheless qualified and well-suited for; provided that, before nominating an applicant for a different position, the Nominating Committee will consult with the applicant and obtain the applicant’s agreement to be nominated for such position. The Nominating Committee may also nominate Voting Members of the Section who did not submit applications before the application deadline to positions for which there are no applicants; provided that before making such nominations, the Nominating Committee will consult with and obtain consent from the relevant Voting Member. The Nominating Committee shall submit the completed candidate slate to the Bar in such time as is required by the Bar.

6.3.3 Elections. The Bar will administer the elections by electronic means and certify the results, unless the Section develops its own equivalent electronic election process. If there are two or more candidates for a position listed on the election ballot, then the candidate receiving the highest number of votes will be declared elected. If there is only one candidate for a position listed on the election ballot, then the candidate will be declared elected when election results are announced, regardless of the number of votes received.

6.3.4 Tie-breaking. In the event of a tie, the winner will be determined by a random tie-breaking mechanism selected by the Executive Committee, such as a coin toss.

ARTICLE 7. AMENDMENTS TO BYLAWS

These Bylaws may be amended by either of the following processes:

7.1 Majority Vote of the Executive Committee

Health Law Section

- 7.1.1 Raising an Amendment Proposal.** A member of the Executive Committee shall, at a regularly scheduled Executive Committee meeting or other appropriately called Executive Committee meeting where notice has been given to the Executive Committee in accordance with Article 3 of these Bylaws, raise for discussion any proposed amendment (“Amendment Proposal”).
- 7.1.2 Presenting an Amendment Proposal.** The Amendment Proposal shall be presented orally and/or in written form during the meeting, and distributed to the Executive Committee in writing electronically via email either before or immediately after the meeting, by a member of the Executive Committee. The Amendment Proposal shall contain a copy of the current Bylaws and the proposed amended bylaws with the proposed revisions clearly noted.
- 7.1.3 Voting on an Amendment Proposal.** The Executive Committee will discuss and vote on the Amendment Proposal at a later meeting, consistent with the voting procedures described in Article 3 of these Bylaws, including quorum requirements, and within a reasonable timeframe.
- 7.1.4 Board of Governors Review.** The Chair, or their designee, will provide the Bar’s Board of Governors with the Amendment Proposal, the outcome of the Amendment Proposal vote, any relevant notes, and any other materials required or later requested by the Board of Governors.
- 7.1.5 Effective Date.** Upon approval from the Board of Governors, the Amendment Proposal shall become an effective amendment to these Bylaws.
- 7.1.6 Unapproved Proposals.** If not approved, the Executive Committee shall decide whether to amend and resubmit the Amendment Proposal according to the process listed in this subsection, or table the Amendment Proposal.

7.2 *Majority Vote of the Section*

- 7.2.1 Working with an Executive Committee Member.** A member of the Section may reach out to collaborate with any member of the Executive Committee to create an Amendment Proposal, if there is mutual interest.
- 7.2.2 Raising an Amendment Proposal.** A member of the Executive Committee shall, at a Section Meeting, raise for discussion any Amendment Proposal.
- 7.2.3 Presenting an Amendment Proposal.** The Amendment Proposal shall be presented orally and/or in written form during the meeting and distributed to the Section in writing electronically via email either before or immediately after the meeting, by a member of the Executive Committee. The Amendment Proposal shall contain a copy of the current Bylaws and the proposed amended bylaws with the proposed revisions clearly noted.
- 7.2.4 Voting on an Amendment Proposal.** The Section will discuss and vote on the Amendment at a later Section Meeting, consistent with the voting procedures described in Article 2 of these Bylaws, including requiring a majority vote by Voting Members in attendance, within a reasonable timeframe.

- 7.2.5 Board of Governors Review.** The Chair, or their designee, will provide the Bar’s Board of Governors with the Amendment Proposal, the outcome of the Amendment Proposal vote, any

relevant notes, and any other materials required or later requested by the Board of Governors.

7.2.6 Effective Date. Upon approval from the Board of Governors, the amendment shall become an effective amendment to these Bylaws.

7.2.7 Unapproved Proposals. If not approved, the Executive Committee shall communicate the Board of Governors feedback to the Section electronically by email. The Executive Committee shall decide whether to amend and resubmit the Amendment Proposal according to the process listed in this subsection, or table the Amendment Proposal.