

**SENIOR LAWYERS SECTION  
EXECUTIVE COMMITTEE MEETING AGENDA  
Tuesday, November 16, 2021 at 10:30 am**

Topic: Senior Lawyers Executive Committee Meeting  
Time: Nov 16, 2021 10:30 AM Pacific Time (US and Canada)

Join Zoom Meeting

<https://us02web.zoom.us/j/86874861090>

Meeting ID: 868 7486 1090

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1. **Welcome:** Eleanor Doermann
2. **Secretary's Report:** Al Armstrong
  - Review and approval of minutes from October 19, 2021 meeting
3. **Treasurer's Report**
  - Ron Thompson
4. **Bylaws Revisions Process**
  - Carole Grayson, Brian Comstock, Eleanor Doermann
    - Update from BOG
    - Updating Section Bylaws
5. **Webcasts/Mini-CLE's**
  - Speaker/Topic ideas
  - Formation of mini-CLE Committee
6. **Annual CLE:** Carole Grayson
7. **Newsletter:** Morrie Shore, Jim Riehl, Eleanor Doermann
8. **Other**
9. **Adjourn**

**SENIOR LAWYERS SECTION  
MINUTES OF THE EXECUTIVE COMMITTEE MEETING**

**October 19, 2021**

This meeting was conducted via Zoom. The following Executive Committee members were present at this meeting: Chair Eleanor Doermann, David Sprinkle, Ron Thompson, Jeanine Lutzenhiser, Jim Riehl, Al Armstrong, Joe Gordon, Carole Grayson, Steve DeForest, Brian Comstock and Morrie Shore. Not able to be present was BOG Liaison Tom McBride.

**CHAIR'S REPORT**

Eleanor welcomed the attendees.

It was noted that our new Executive Committee member David Sprinkle was joining us at this meeting. David officially become a Committee member on October 1, the first day of our 2022 fiscal year.

Eleanor indicated that a new BOG Liaison, Jordan Lee Couch of University Place WA, may be coming on board.

**SECRETARY'S REPORT**

Al's Minutes of our September 23 meeting were approved by Motion, with an alteration noting that our soon-to-be Section member David was present at our last meeting.

**TREASURER'S REPORT**

Ron reported that we still have \$13,911.11 in our account, there having been no income or expenditures since the last report, and indeed no activity at all since June 30. Our membership remains at 258. Both our fund balance and our membership total are ahead of our projection in last years' budget. Ron again noted that the reason that we are doing as well as we are is our sponsorship of two mini-CLEs during the course of the last fiscal year. Ron's report was approved by Motion.

Ron also stated that we have received our budget for fiscal year 2022 from the WSBA. This budget includes our plans to hold two mini-CLEs and forecasts a membership of 250, less than we already have.

**UPDATE ON THE BYLAWS REVISIONS PROCESS**

Kevin and the WSBA General Counsel have been collaborating with us on our WSBA bylaws project. They came up with two minor tweaks to the language of our proposal, including

specifying which membership classes would be eligible to assume full section committee membership as per any section's bylaws amendment: Inactive, Disability and Honorary. Our proposal will be presented to the BOG at its next meeting on November 4. Brian, Carole and Eleanor will attend this meeting via Zoom. Brian thought our proposal will be accepted. "It appears to be a routine matter." Ron wanted to know if an inactive member would be eligible to be officers. The consensus of the meeting attendees was that they would be eligible. Carole added that each section could deal with this question should they undertake to amend their respective section bylaws. Jim wondered if the section amendment in this regard would be effective immediately upon the insertion of the amendments. Eleanor opined that this would depend of the provision of each section's bylaws. Our Section's official vote on this matter would of course be limited to members of the Executive Committee (as opposed to the general Section membership). As for the required notice of this vote, Steve noted, reading from our Section bylaws, that a 7-day notice would be required.

## **WEBCAST IDEAS**

Eleanor asked whether the contemplated change in webcast technology has been placed in service yet—whether the speaker can now be seen by the webcast attendees in real time. Carole said she will email Carolyn MacGregor about this.

It was suggested that we form a webcast subcommittee to come up with mini-CLE topics. It was decided that Morrie, Jim and Eleanor would constitute this subcommittee. The subcommittee members indicated that they would set a date for a Zoom-meet.

There were some suggestions for mini-CLE subjects offered: Steve suggested a topic dealing with the remaining questions concerning our integrated Bar in light of recent court decisions. Another topic he mentioned would deal with perceived WSBA staff conflicts. Eleanor mentioned the area of retirement transitions, and Ron thought succession planning tips to protect clients' interests in the event of the retirement or death of a practitioner. David mentioned issues relating to the sale of a practice. The topic of practice management was also proposed, David also said he could present on the subject of underwriting, but allowed as to how the attendees might find this area somewhat dull. Morrie mentioned corporate fiduciary obligations to shareholders. Landlord/tenant matters were also suggested, as well as issues regarding physical infrastructure of such things as highways and bridges.

## **OUR MAY 2022 MAIN CLE**

Eleanor said we are still scheduled at the Marriott for May, 2022. Will we be able to stage it in-person? Jim noted that the Bar will have to decide that. Brian said he wished we could just get back to the old ways. Jim said we should find out from our members how they would feel about in-person attendance. Eleanor said we should find out how to stage a "hybrid" CLE, but others disagreed with that idea.

## **A "WELLNESS CHALLENGE" FROM MIKE FROST**

Attorney Mike Frost has mentioned the idea of a “Wellness Challenge” between, say, younger lawyers vs senior lawyers. Carole suggested a point system for certain physical exercises. Further, Hawaii’s Zoom Yoga was mentioned as a model for physical fitness. Carole will find out more about this and let us know by email.

**ADJOURNMENT**

Eleanor adjourned the meeting at 11:39 am.

**NEXT MEETING**

Our next meeting will take place on a remote-attendance basis on November 16, 2021 at 10:30 am.

# WASHINGTON STATE BAR ASSOCIATION

## SENIOR LAWYERS SECTION

### Bylaws

As last amended, restated and approved by the WSBA Board of Governors effective July 27, 2017; proposed amendments submitted for Board of Governors approval at its May 2021 meeting.

#### ARTICLE I. NAME

The name of this Section shall be the Senior Lawyers Section (the "Section").

#### ARTICLE II. PURPOSE

The purpose of this Section shall be to benefit the members of the Washington State Bar Association and the general public, by:

##### 2.1

Developing and promoting programs for members 55 years of age and older, or who have been in practice for 25 years or more, to keep them informed as to matters pertinent to their particular status, whether relating to their age, length or type of practice, or interest in continuing to contribute to the legal profession wise.

##### 2.2

Providing the opportunity and forum for members of the Washington State Bar Association to exchange ideas in areas particularly of interest to members in the designated age and/or length of practice groups and to engage in educational and related activities in connection with the continuing legal education committee of the Washington State Bar Association, and to maintain communication through a newsletter or other means, and/or set up social engagements.

##### 2.3

Undertaking such other service not inconsistent with the Bylaws of the Washington State Bar Association and the State Bar Act as may be of benefit to the members of the legal profession and the public.

ARTICLE III. MEMBERSHIP

3.1 Eligibility for Membership

A. Lawyers within the following five categories of WSBA status are eligible for voting membership in the Senior Lawyers Section and also in its governance (i.e., its executive committee). These five categories of lawyers will be enrolled as a voting member of the Section upon request and payment of annual Section dues in the amount determined by the executive committee of the Section and approved by the Board of Governors of the Washington State Bar Association:

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A) ~~any~~ Active members of the Washington State Bar Association 55 years of age and older or whose ~~has been in~~ length of practice in ~~all any~~ jurisdictions ~~is at least for~~ 25 years

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2) ~~Honorary members of the Washington State Bar Association~~

3) ~~Judicial members of the Washington State Bar Association~~

4) ~~Emeritus pro bono members of the Washington State Bar Association~~

5) ~~Inactive members of the Washington State Bar Association may be enrolled as a voting member of the Section upon request and payment of annual Section dues in the amount determined by the executive committee of the Section and approved by the Board of Governors of the Washington State Bar Association.~~

B. The following categories of persons are eligible to join the Section as non-voting members ("subscribers") for the purpose of participating in the activities of the Section upon request and payment of annual Section dues in the amount determined by the executive committee of the Section and approved by the Board of Governors of the Washington State Bar Association. However, they may not be involved in the governance of the Section, i.e., cannot be appointed to the executive committee:

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a) ~~Active members of the Washington State Bar Association under 55 years of age and who have been in practice for less than 25 years in all jurisdictions~~

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b) ~~Law students~~

c) ~~APR 6 law clerks~~

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~~and other persons not otherwise identified may join as non-voting members ("subscribers") for the purpose of participating in the activities of the Section but may not be involved in the governance of the Section.~~

d)

Members enrolled as provided in Section 3.1A and 3.1B shall constitute the membership of the Section.

3.2 Annual Dues

Each member, to maintain membership in the Section, shall pay annual dues as established by the Executive Committee of the Section, subject to the approval of the Board of Governors of the Washington State Bar Association. The dues of subscribers will be determined by the Board of Governors. New applicants for membership and members desiring to restore their membership shall become members of the Section upon full payment of the annual dues amount then in effect.

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ARTICLE IV. MEETINGS OF THE MEMBERSHIP

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**4.1 Annual Meeting**

The annual meeting of the Section shall be held at a time and place determined by the executive committee of the Section.

**4.2 Midyear Meeting**

The executive committee may schedule a midyear meeting in cooperation with the Washington State Bar Association.

**4.3 Quorum**

The voting members of the Section present at any regularly scheduled meeting of the Section shall constitute a quorum for the transaction of business.

**4.4 Controlling Vote**

Acts of the Section shall be made by majority vote of the voting members present at a meeting. Voting by proxy shall not be allowed.

**4.5 Special Meetings**

Special meetings of the membership of the Section may be called by the executive committee at such time and place as it may determine.

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**4.6 Meeting Notice**

Members shall be given notice of each meeting of the membership of the Section either in person, or by mail or email, at least seven (7) days prior to the scheduled date of such meeting.

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**ARTICLE V. PRINCIPAL OFFICE**

The principal office of the Section shall be maintained in the offices of the Washington State Bar Association.

**ARTICLE VI. FISCAL YEAR**

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

**ARTICLE VII. EXECUTIVE COMMITTEE**

**7.1 Powers and Duties**

The executive committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section including, without limitation, the power and duty to act on behalf of the Section in connection with the activities listed in Article II. The executive committee shall have the authority to approve the content and publishing of the Section newsletter, work with the Washington State Bar Association to prepare the annual section budget, ensure expenditures comply with the Washington State Bar Association’s fiscal policies and procedures, and perform duties assigned to it by the Board of Governors. The executive committee shall have the responsibility of establishing and discontinuing committees of the Section.

**7.2 Composition**

The executive committee shall be composed of thirteen (13) members, consisting of (a) the Chair, Secretary, and Treasurer elected for one-year terms as provided in Section 9.1, (b) the Immediate Past Chair who will automatically serve one year beyond his or her service as Chair, and (c) the additional nine (9) members each elected to serve one-year terms as provided in Sections 10.1 and 10.2. The executive committee may in advance of any upcoming annual election either increase or decrease the number of members to be elected and serve for the ensuing year.

**7.3 Term**

The term of each member of the executive committee shall begin on October 1.

**7.4 Vote**

Acts of the executive committee shall be by majority vote of the voting members of the executive committee once a quorum (a majority of the voting members of the executive committee) is established.



### **7.5 Meetings**

Meetings shall be held at such time and place as may be designated by the Chair or a majority of the executive committee. Section members and members of the public shall be entitled to attend executive committee meetings. The executive committee shall conduct a minimum of four (4) meetings per year. Meeting notices shall be given as provided for in these bylaws.

### **7.6 Emeritus Members**

Any member or former member of the executive committee who has served with distinction, may at or following the expiration of his or her term, be designated by a majority of the executive committee as an emeritus member. Such members may attend meetings of the executive committee and participate in discussions, but shall have no vote and shall not be entitled to reimbursement of expenses.

This emeritus member denomination is not to be confused with the emeritus pro bono status category under which a lawyer may engage in the authorized practice of law under the auspices of a Qualified Legal Services Provider. [https://www.wsba.org/docs/default-source/legal-community/volunteer/emeritus-flyer-1-12-17.pdf?sfvrsn=58ff3cf1\\_2](https://www.wsba.org/docs/default-source/legal-community/volunteer/emeritus-flyer-1-12-17.pdf?sfvrsn=58ff3cf1_2).

## **ARTICLE VIII. COMMITTEES**

### **8.1 Standing and Interim Committees**

The executive committee shall have the power to designate committees of this Section. Each committee shall have not less than three or more than eleven members. The Chair of each committee shall be selected by the Chair of the Section, upon the approval of the majority of the executive committee.

### **8.2 Members**

The committee members shall be selected by the Chair of the Section from among members of this Section and shall be approved by a majority of the executive committee.

### **8.3 Term**

The terms of the Chair of each committee and the members of each committee shall run concurrently with the term of office of the officers of this Section.

## **ARTICLE IX. OFFICERS**

### **9.1 Officers**

The officers of this Section are the Chair, Secretary and Treasurer, and shall be elected annually by the members to serve one-year terms which may be extended year-to-year also by annual vote of the members. Each such officer so elected by the members shall automatically become and be a voting member of the executive committee for the term or terms of his or her election.

### **9.2 Removal**

Any member of the executive committee may be removed by a two-thirds majority vote of the Senior Lawyers Section

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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

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conduct or whenever, in the executive committee's judgment, the executive committee member is not acting in the best interest of the Section membership.

### **9.3 Chair**

The Chair shall be the chief executive officer of the Section and, subject to the executive committee's control, shall supervise and control all of the affairs of the Section. The Chair shall preside at all meetings of the Section and of the executive committee.

### **9.4 Secretary**

The Secretary shall maintain minutes of the proceedings of all meetings of the Section and of all meetings of the executive committee, and provide approved minutes to the Washington State Bar Association for publication and record retention. Upon direction by the Chair, and as authorized by the executive committee, the Secretary shall attend generally to the business of the Section.

### **9.5 Treasurer**

The Treasurer will work with the Washington State Bar Association to ensure that the Section complies with Washington State Bar Association fiscal policies and procedures, work with the Washington State Bar Association to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget.

### **9.6 Term**

The term of office of each of the officers shall commence on October 1.

## **ARTICLE X. ELECTIONS**

### **10.1 Officers and Members of the Executive Committee**

The Section shall hold a regular annual election for the election of officers and other members of the executive committee. The regular annual election shall be conducted by the Washington State Bar Association electronically between March and May each year.

### **10.2 Nominating Committee**

Each year, the executive committee shall appoint two of its committee members and one other person to serve as its nominating committee. All applicants will apply through an electronic process administered by the Washington State Bar Association. The executive committee will also have an alternative process to allow for nominations to occur outside of the nominating committee process. The nominating committee shall nominate one or more members of the Section for each office and position up for annual election. The executive committee will review and approve the final list of nominees for each open position which is to be submitted to members of the Section for the regular annual election. The Washington State Bar Association will administer the elections by electronic means and certify the results, unless the Section develops its own equivalent electronic election process.

### **10.3 Interim Appointments**

The executive committee will appoint, by majority vote, 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 XI. AMENDMENTS**

These bylaws may be amended at an annual meeting of the Section by a majority vote of the voting members of the Section present. These bylaws may also be amended at any regular or special meeting of the executive committee of the Section called for the purpose of amending the bylaws and upon seven (7) days written notice, by a majority vote of the voting members of the executive committee present, once a quorum is established. No amendment to these bylaws shall become effective until approved by the Board of Governors of the Washington State Bar Association.

### **ARTICLE XII. LIMITATIONS**

These bylaws have been adopted subject to the applicable Washington statutes and the Bylaws of the Washington State Bar Association and shall be construed to be in conformity therewith.