

WASHINGTON STATE BAR ASSOCIATION

SOLO & SMALL PRACTICE SECTION

Bylaws

As last amended July 27, 2017, and including amendments approved by the WSBA Board of Governors on September 18, 2014 and October 27, 2006.

ARTICLE 1. IDENTIFICATION

1.1 Creation

The Solo & Small Practice Section of the Washington State Bar (the “Section”), was established pursuant to the Bylaws of the Washington State Bar Association (the “Bar”).

1.2 Name and Definition

The name of the Section shall be the “Solo & Small Practice Section.” For the purposes of these bylaws (“Bylaws”), the term “solo and small practice” means a legal practice consisting of no more than 10 (ten) licensed legal professionals.

1.3 Purpose

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

- a. Providing continuing legal and other education for its members in areas of common interest to members engaged in solo and small firm practices;
- b. Providing opportunities for members of the Section to become better acquainted with other members with similar interests;
- c. Providing a forum for the exchange of ideas and discussion about issues of common interest to members of the Section;
- d. Undertaking such other service as may be of benefit to the public and members of the legal profession;
- e. Reviewing pending legislation and developing proposed statutory enactments to improve and to facilitate the administration of justice within the Section’s area.

1.4 Governance/Limitations

The Section shall be governed by an executive committee (“Executive Committee”), in accordance with Article IV of these Bylaws. These Bylaws are adopted subject to applicable Washington statutes and the Bylaws of the Bar and shall be construed to be in conformity therewith.

1.5 Principal Office

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

1.6 Fiscal Year

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

ARTICLE 2. MEMBERS AND SUBSCRIBERS

2.1 Members

Any active member of the Bar in good standing may be enrolled as a member of the Section (a “Section Member”), upon request and payment of annual Dues in the amount and for the purpose approved by the Board of Governors of the Bar (“Board of Governors”). All Section Members shall be entitled to one vote on any matters placed before Section Members for a vote.

2.2 Subscribers

Licensed legal professionals who are not active members of the Bar, law students and members of the public may be enrolled as subscriber members (“Subscriber Members”), upon payment of the annual dues applicable to such Subscriber Member. Subscriber Members shall not be entitled to vote or otherwise participate in Section governance.

2.3 The Membership

Section Members and Subscriber Members, collectively, shall constitute the Membership of the Section (“Membership”).

2.4 Dues

2.4.1 Amount. Section dues (“Dues”), shall be in the amount determined by the Executive Committee and approved by the Board of Governors of the Bar. Dues shall be the same for Section Members and Subscriber Members, with the exception that Dues for law students shall be as annually determined by the Board of Governors.

2.4.2 When Paid. Dues shall be paid annually in advance. Any person who fails to pay Dues shall cease to be a Section Member or Subscriber Member, as applicable.

ARTICLE 3. MEETINGS OF THE MEMBERSHIP

3.1 Annual Meeting

An annual meeting of the Membership (the “Annual Section Meeting”), will be held each year by the Executive Committee at a time and place specified by the Executive Committee. The Chair of the Executive Committee shall cause notice of the Annual Section Meeting to be published on the Bar’s website in advance of the meeting.

3.2 Agenda

The Executive Committee will publish an agenda for the Annual Section Meeting in the notice referenced above.

3.3 Quorum and Controlling Vote

The Section Members present at the Annual Section Meeting shall constitute a quorum for the transaction of business. A majority vote of the Section Members present and voting shall be required to approve any business brought before such meeting.

ARTICLE 4. THE EXECUTIVE COMMITTEE

4.1 Powers and Duties

All powers and duties necessary for the administration of the affairs of the Section shall be vested with the Executive Committee. The Executive Committee shall also perform any additional duties assigned to it by the Board of Governors.

4.2 Composition

The Executive Committee shall be composed of the following persons (“EC Members”):

- a. The Officers (Chair, Chair-Elect, Secretary and Treasurer);
- b. The immediate past Chair;
- c. Section Members elected at-large to the Executive Committee in the number determined annually by the Executive Committee (“Elected EC Members”); *provided that*, the total number of Elected EC Members shall not be less than four (4), nor greater than seven (7).
- d. Liaisons from the following organizations, if so appointed by their respective organizations (“Liaisons”):

- (i) The Association of Legal Administrators, Puget Sound Chapter;
- (ii) The Washington Young Lawyers Committee;
- (iii) The Law Office Management Assistance Program of the Washington State Bar Association; and
- (iv) The Board of Governors of the Bar.

The Executive Committee may request other organizations to appoint a liaison when it deems such participation will benefit the Section.

- e. Advisors appointed by the Executive Committee where such appointment, in the judgment of the Executive Committee, will substantively benefit the Executive Committee and the Section (“Advisors”).

4.3 Quorum and Voting

Only Officers and EC Members elected at-large (collectively the “Voting EC Members”) shall be entitled to vote on business transacted by the Executive Committee. Unless otherwise stated herein, all Liaisons and Advisors shall serve in an advisory capacity only and are not entitled to vote.

The number of Voting EC Members that are “present” at any meeting of the Executive Committee shall constitute a quorum for the transaction of business. Voting EC Members shall be considered present whether attending in person, via telephone or video conference (“Present”). Action of the Executive Committee shall be determined by majority vote of Voting EC Members Present once a quorum is established.

4.4 Meetings

The Executive Committee shall conduct at least six meetings each year, one of which shall be the annual retreat (“EC Meetings”). EC Meetings shall occur every other month at the time and place designated by the Chair. The first EC Meeting of each fiscal year, shall be designated the Annual Meeting of the Executive Committee (“Annual EC Meeting”). The Chair shall cause notice of each EC Meeting to be published on the Bar’s website.

4.5 Removal

Any member of the executive committee may be removed by a two-thirds majority vote 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 5. OFFICERS

5.1 Officers

The officers of the Section (“Officers”) shall be the Chair, the Chair-Elect, the Secretary and the Treasurer.

5.2 Removal

Any Officer may be removed from Office as provided in Section 4.5 above.

5.3 Chair

The Chair shall serve a one-year term and may serve a maximum of two consecutive terms. The Chair shall preside at the Annual Section Meeting and all EC Meetings, report annually to the Bar on the activities of the Section, and shall perform such other duties as usually pertain to that office or as may be delegated by the Executive Committee.

5.4 Chair-Elect

The Chair-Elect shall serve a one-year term unless he or she succeeds to the position of Chair before the end of the sitting Chair’s term; *provided that*, if the Chair is elected to serve a second-term, the term of the Chair-Elect shall automatically be extended an additional year without action of the Executive Committee. The Chair-Elect shall perform such duties as may be assigned by the Chair, and shall perform all of the duties of the Chair during any period the Chair is absent or unable to act as Chair. The Chair-Elect shall automatically succeed to the office of Chair.

5.5 Secretary

The Secretary shall serve a one-year term. The Secretary will take minutes at each meeting of the Section and Executive Committee, provide approved minutes to the Bar for publication and record retention, and shall perform such other duties as usually pertain to that office and as may be assigned to him or her by the Chair.

5.6 Treasurer

The Treasurer shall serve a one-year term. The Treasurer will work with the Bar to ensure that the Section complies with Bar fiscal policies and procedures, prepare the Section’s annual budget, review the Section’s monthly financial statements for accuracy and comparison to budget, and shall perform such other duties as usually pertain to that office and as may be assigned to him or her by the Chair.

5.7 Immediate Past Chair

The Immediate Past Chair shall serve a one-year term. The Immediate Past Chair’s role is to assist the Chair and other Officers to ensure continuity in the business of the Executive Committee.

ARTICLE 6. ELECTIONS

6.1 Election of Officers

The Executive Committee shall elect Officers at the Annual EC Meeting. Only Voting EC Members may be nominated to serve as an Officer. The EC Member receiving the most votes among those nominated for each position shall be elected.

The Chair-Elect shall automatically succeed to the office of the Chair when the sitting Chair's term expires or the office of the Chair is otherwise vacated. In the event the office of Chair-Elect is vacant, the new Chair shall be elected by the Executive Committee to serve until the next annual election.

6.2 Election of Executive Committee Members

6.2.1 *Nominations.* The Chair shall appoint a nominating committee each year consisting of no less than three (3) Section Members, at least one (1) whom shall not be a current member of the Executive Committee. The nominating committee shall publish to the Membership a call for candidates identifying the number of expiring (i.e., open) positions on the Executive Committee and shall recruit candidates to run for open positions. All applicants will apply through an electronic process administered by the Bar. The executive committee will also have an alternative process to allow for nominations to occur outside of the nominating committee process. Any Section Member may nominate him or herself to fill an open position on the Executive Committee and any EC Member may nominate a candidate; *provided that*, such candidate has expressed their willingness to serve. It shall be the duty of all EC Members to recruit and encourage Section Members to run for open positions on the Executive Committee, bearing in mind the need for broad representation based on geography, diversity of practice, special expertise and other factors of diversity.

6.2.2 *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 by a coin toss.

6.2.3 *Term.* Officers shall serve a one year term and other elected EC Members shall serve a term of two years. The term shall commence on October 1 and shall terminate whenever the Elected EC Member's successor takes office in accordance with these Bylaws. Approximately one-half of the at-large positions on the Executive Committee shall terminate in even numbered years (Group 1), and the other half shall terminate in odd numbered years (Group 2).

6.3 Appointments to Fill Officer or EC Member 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 such EC Member's or Officer's term, the Executive Committee shall appoint, by majority vote, a successor to fill the vacancy. The member(s) appointed to fill the vacancy will serve until the next annual election when an individual will be elected to serve the remainder of the vacated term.

ARTICLE 7. COMMITTEES

7.1 Establishment of Committees.

The Executive Committee may create committees to perform such duties as shall be determined by the Executive Committee. Such committees may be permanent committees or ad hoc committees 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 Chair of the Executive Committee shall appoint a Committee Chair to manage the work of the committee and shall appoint EC Members to serve on specific committees. The Committee Chair, in his or her discretion, may recruit additional committee members from among the Membership of the Section.

ARTICLE 8. AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Executive Committee by a majority vote of the Voting Executive Committee Members once a quorum is established. These Bylaws may also be amended by a majority vote of the Section Members present at a Section Meeting. No amendment to these Bylaws shall be effective until approved by the Board of Governors of the Washington State Bar Association.