

**VI. ELECTIONS**

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS.

1. Governors from Congressional Districts: Any Active member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such person resides.
2. At Large Governors: There will be a total of six At Large Governor positions.
  - a. Two Lawyer At Large Positions: Any Active lawyer member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - b. One Young Lawyer Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - c. One Limited License Legal Technician (LLLT) or Limited Practice Officer (LPO) Position: Any Active LLLT or LPO member licensed in Washington State, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - d. Two Community Representatives: Any resident of Washington State, except a person who has previously served as a Governor for more than 18 months or who is licensed or has previously been licensed to practice law in any state, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
3. Filing of nominations and applications must be in accordance with this Article.

B. NOMINATIONS AND APPLICATIONS.

1. Applications for Governors elected from Congressional Districts must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of February of the year in which the election is to be held.
2. Applications and nominations for At Large Governor positions must be filed in the office of the Bar not later than 5:00 p.m. on the 20th day of April of the year in which the election or nomination is to be held.

3. Applications for the position of President-elect must be filed by the deadline set forth in the notice published in the Bar's official publication and posted on the Bar's website; notice must be given not less than 30 days before the filing deadline.
4. In the event no application is made for a Congressional District seat, the position will be treated, advertised, and filled as an at-large position for that election cycle only.

C. ELECTION OF GOVERNORS.

1. Election of one Governor from each Congressional District and for the at-large positions will be held every three years as follows:
  - a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District and two At Large Governors (one lawyer and one community representative) – 2014 and every three years thereafter.
  - b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and two At Large Governors (one from nominations made by the Young Lawyers Committee and one LLLT/LPO) – 2015 and every three years thereafter.
  - c. Second, Ninth and Tenth Congressional Districts and two At Large Governors (one lawyer and one community representative) – 2013 and every three years thereafter.
2. Election of Governors from Congressional Districts.
  - a. *Eligibility to Vote.* All Active members, as of March 1st of each year, are eligible to vote in the BOG election for their district, subject to the election schedule shown above. Active members residing in the State of Washington may only vote in the district in which they reside. Active members residing outside the State of Washington may only vote in the district of the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR 13, or, if specifically designated to the Executive Director, within the district of their primary Washington practice.
  - b. *Ballots.* On March 15th of each election year, the Executive Director will deliver ballots containing the names of all candidates for Governor for each District in which an election is to be held to each Active member eligible to vote in that District. Elections will be conducted via a secure website ("electronic voting"). Active members who are eligible to vote in an election may request a paper ballot to be used in place of the electronic ballot. Electronic ballots will be sent to



active members eligible to vote in an election, and will include information about how to vote by electronic voting. Should any Active member eligible to vote fail to receive a ballot, or receive a defective ballot, the member may obtain a replacement ballot by furnishing proof of eligibility to the Executive Director, and upon returning the defective ballot if the member received a paper ballot.

- c. *Voting Procedure.* Each member eligible to vote in the election may vote in one of the following ways. Each member has only one vote. Only one vote will be counted from any member who inadvertently votes both by paper ballot and by electronic means:
- 1) *By paper ballot.* The member must, after marking a ballot, place the ballot in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type the member's name, sign the outside of the envelope, and cause the envelope containing the ballot to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 1st of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, invalidates the ballot.
  - 2) *By electronic voting.* Voters will be sent links to their ballots via email. Voting must be completed by no later than 5:00 p.m. (PDT) on April 1st of that election year.
- d. *Voting System.* In any election for membership on the BOG, if there is only one qualified candidate nominated, then that candidate will be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes will be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

If a run-off election is necessary, the Executive Director in consultation with the President will designate the date for delivering the ballots and the deadline for voting, which will be 5:00 p.m. (PDT), 10 days after the date the ballots are delivered. The candidate receiving the highest number of votes will be declared elected.

- e. *Checking and Custody of Ballots.* The Executive Director will deposit all satisfactorily identified and signed paper ballot envelopes in receptacles segregated as to Districts. The receptacles will remain in the custody of the Executive Director until the ballots are counted. Any paper ballots not enclosed in an envelope, satisfactorily identified

and signed, will not be counted.

Electronic votes must be verified and securely stored by the online voting vendor.

- f. *Counting of Ballots.* Paper ballots will be counted in the office of the Bar, and electronic ballots, if any, will be counted by the online voting vendor and certified. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. At least two members of the Election Board must be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

The Executive Director will establish and follow a procedure that will ensure that no member's vote is counted more than once.

Promptly upon determination of the election results, the Election Board will forward the results to the Executive Director, who will notify each candidate as promptly as reasonably possible of the result of the election and publicly announce the election of the successful candidates. Official written notice of the election results also will be emailed to each candidate.

- g. *Retaining Ballots.* All paper ballots and identifying return envelopes must be retained in the custody of the Executive Director. The elections vendor must retain the electronic voting data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the ballots and identifying return envelopes may be destroyed, and the Executive Director will notify the vendor to destroy the data and auditable trail for that election.

### 3. Election of At Large Governors.

At large Governors are elected by the BOG as set forth below.

## D. ELECTIONS BY BOARD OF GOVERNORS.

### 1. At Large Governors.

The BOG will elect four additional Governors from the Active membership and two additional Governors from the public. The election of At Large Governors will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot.

- a. The BOG will elect two At Large Governors who are persons who, in the



BOG's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Under-representation and diversity may be based upon the discretionary determination of the BOG at the time of the election of any At Large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor will be determinative.

- b. The BOG will elect one At Large Governor from nominations made by the Young Lawyers Committee. The Young Lawyers Committee will nominate two or more candidates who will be Young Lawyers as defined in Article XII of these Bylaws at the time of the election.
- c. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.
- d. The BOG will elect two At Large Governors who are members of the general public from nominations made by the Nominations Committee.

## 2. Office of President-Elect.

The BOG will elect an Active member of the Bar to serve as President-elect. The election shall take place during a BOG meeting not later than the 38th week of each fiscal year, and will be by secret written ballot. The President-elect will take office upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect.

Beginning with the election of the President-elect who will begin to serve as President in the year 2011 and every four years thereafter, the President-elect must be an individual whose primary place of business is located in Eastern Washington. For purposes of these Bylaws, "Eastern Washington" is defined as that area east of the Cascade mountain range generally known as Eastern Washington. During the remaining three years, the President-elect may be an individual from anywhere within the state, including Eastern Washington. In any year, should no qualifying application be received for the position of President-elect within the timeframe allowed, the President will advise the BOG, and the BOG, at any regular meeting or special meeting called for that purpose, will establish procedures to re-open and extend the application period or otherwise address the issue. Such action by the BOG may include waiver of any geographic limitation for the year in question.

3. Treasurer.

The Treasurer must be a current Governor and will be nominated and elected by the BOG at the second to the last regularly scheduled BOG meeting of the fiscal year. The Treasurer will be elected by simple majority of Governors voting. In the event there is more than one nomination, the vote will be by secret written ballot.

4. Election Procedures.

Elections of At Large Governors, President and President-elect elections, and any other elections held by the BOG under these Bylaws, except elections for the position of Treasurer, are conducted as follows:

- a. Notice of the position will be advertised in the Bar's official publication and on the Bar's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.
- b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.
- c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.
- d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the BOG's meeting. Candidates who are competing for the same position must not be present for each other's interviews.
- e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.
- f. Election of candidates will be conducted by secret written ballot.
- g. If no candidate for a given position receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.
- h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
- i. Proxy votes are not allowed; however, a Governor who participated in



the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director and the other persons designated by the President to count the ballots.

- j. The elected candidate will be announced publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

**E. NEW GOVERNOR ORIENTATION.**

Any newly elected Governor will undergo an orientation period commencing from the time of his or her election until being sworn in by the Supreme Court. This orientation must include attendance and participation in a New Governor Orientation to be held at a time and place specified by the Executive Director. In addition, the Governors-elect are expected to attend other meetings and/or activities as invited by or directed by the BOG. Governors-elect must also attend public meetings of the BOG as non-voting Governors. This attendance does not include executive sessions, unless authorized by the BOG.

**F. MEMBER RECALL OF GOVERNORS.**

Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall must identify the Governor, the Governor's congressional district or at-large status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

1. For congressional district Governors, the petition must be signed by 25 percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active status at the time of the vote are eligible to vote.
2. For the Young Lawyers At Large Governor, the petition must be signed by 25 percent of the Young Lawyers as defined in Article XII of these Bylaws at the time of filing. Only Young Lawyers who are on Active status at the time of the vote are eligible to vote. For all other At Large Governors, the petition must be signed by 25 percent of the Active members of the Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
3. The voting procedures set forth in the "Election of Governors from Congressional Districts" will be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

VI. ELECTIONS

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS.

1. ~~Governors from Congressional Districts: Any Active member of the Bar, except a member-person who has previously elected to the Board of Governors who has served as a member of the Board Governor for more than 18 months, may be nominated or apply for election to the office of as~~ Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such member-person resides.
2. At Large Governors: There will be a total of six At Large Governor positions.
  - a. Two Lawyer At Large Positions: Any Active lawyer member of the Bar, except a member-person who has previously elected to the Board of Governors who has served as a member of the Board Governor for more than 18 months, may be nominated or apply for election to the office of as an At-Large Governor, except as provided in this Section Article.
  - b. One Young Lawyer Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - c. One Limited License Legal Technician (LLLT) or Limited Practice Officer (LPO) Position: Any Active LLLT or LPO member licensed in Washington State, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - d. Two Community Representatives: Any resident of Washington State, except a person who has previously served as a Governor for more than 18 months or who is licensed or has previously been licensed to practice law in any state, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
3. ~~Filing of nominations and applications shall~~ must be in accordance with this Article.



B. NOMINATIONS AND APPLICATIONS.

1. Applications for Governors elected from Congressional Districts ~~shall~~must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of February of the year in which the election is to be held.
2. Applications ~~or and~~ nominations for ~~at large~~At Large Governor positions ~~shall~~must be filed in the office of the Bar not later than 5:00 p.m. on the 20th day of April of the year in which the election or nomination is to be held.
3. Applications for the position of President-elect ~~shall~~must be filed by the deadline set forth in the notice published in the Bar's official publication and posted on the ~~WSBA~~Bar's website; notice ~~shall~~must be given not less than 30 days before the filing deadline.
4. In the event no application is made for a Congressional District seat, the position ~~shall~~will be treated, advertised, and filled as an at-large position for that election cycle only.

C. ELECTION OF GOVERNORS.

1. Election of one Governor from each Congressional District and for the at-large positions ~~shall~~will be held every three years as follows:
  - a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District and ~~one two at large member~~At Large Governors (one lawyer and one community representative) – 2014 and every three years thereafter.
  - b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and ~~one two at large member~~At Large Governors (one from nominations made by the Young Lawyers Committee and one LLLT/LPO) – 2015 and every three years thereafter.
  - c. Second, Ninth and Tenth Congressional Districts and ~~one two at large member~~At Large Governors (one lawyer and one community representative) – 2013 and every three years thereafter.
2. Election of Governors from Congressional Districts.
  - a. *Eligibility to Vote.* All Active members, as of March 1st of each year, ~~shall be~~are eligible to vote in the ~~Board of Governors~~BOG election for their district, subject to the election schedule shown above. Active members residing in the State of Washington ~~shall~~may only vote in the district in which they reside. Active members residing outside the State of Washington ~~shall~~may only vote in the district of

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the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR ~~5(4)~~13, or, if specifically designated to the Executive Director, within the district of their primary Washington practice.

- b. *Ballots.* On March 15th of each election year, the Executive Director ~~shall~~will deliver ballots containing the names of all candidates for ~~the office of~~ Governor for each District in which an election is to be held to each ~~active~~Active member eligible to vote in ~~said that~~ District. Elections will be conducted via a secure website (“electronic voting”). Active members who are eligible to vote in an election may request a paper ballot to be used in place of the electronic ballot. Electronic ballots ~~shall~~will be sent to active members eligible to vote in an election, and ~~shall~~will include information about how to vote by electronic voting. Should any ~~active~~Active member eligible to vote fail to receive a ballot, or receive a defective ballot, the member may obtain a replacement ballot by furnishing proof of eligibility to the Executive Director ~~proof of such member's eligibility to receive the same~~, and upon returning the defective ballot, if the member received a paper ballot.
- c. *Voting Procedure.* Each member eligible to vote in the election may vote in one of the following ways. Each member has only one vote. Only one vote ~~shall~~will be counted from any member who inadvertently votes both by paper ballot and by electronic means:
- 1) *By paper ballot.* The member ~~shall~~must, after marking a ballot, place the ~~same~~ballot in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type ~~such the~~ member's name, and sign the outside of the envelope, and cause the ~~same~~envelope containing the ballot to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 1st ~~of that~~ election year. Alteration of or addition to the ballot, other than the marking of the member's choice, ~~shall~~invalidates the ballot.
  - 2) *By electronic voting.* Voters will be sent links to their ballots via email. Voting must be completed by no later than 5:00 p.m. (PDT) on April 1st of that election year.
- d. *Voting System.* In any election for membership on the ~~Board of Governors~~BOG, if there is only one qualified candidate nominated, then that candidate ~~shall~~will be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes ~~shall~~will be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes



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will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

If a run-off election is necessary, the Executive Director in consultation with the President ~~shall~~will designate the date for delivering the ballots and the deadline for voting, which ~~shall~~will be 5:00 p.m. (PDT), 10 days after the date the ballots are delivered. The candidate receiving the highest number of votes ~~shall~~will be declared elected.

- e. *Checking and Custody of Ballots.* The Executive Director ~~shall~~will deposit all satisfactorily identified and signed paper ballot envelopes in receptacles segregated as to Districts. The receptacles ~~shall~~will remain in the custody of the Executive Director until the ballots ~~shall be~~are counted. Any paper ballots not enclosed in an envelope, satisfactorily identified and signed, ~~shall~~will not be counted.

Electronic votes ~~shall~~must be verified and securely stored by the online voting vendor.

- f. *Counting of Ballots.* Paper ballots ~~shall~~will be counted in the office of the Bar, and electronic ballots, if any, ~~shall~~will be counted by the online voting vendor and certified. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. ~~No less than~~At least two members of the Election Board ~~shall~~must be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

The Executive Director ~~shall~~will establish and follow a procedure that will ensure that no member's vote is counted more than once.

Promptly upon determination of the election results, the Election Board ~~shall~~will forward the results to the Executive Director, who ~~shall~~will notify each candidate as promptly as reasonably possible of the result of the election and publicly announce the election of the successful candidates. Official written notice of the election results also ~~shall~~will be emailed to each candidate.

- g. *Retaining Ballots.* All paper ballots and identifying return envelopes ~~shall~~must be retained in the custody of the Executive Director. The elections vendor ~~shall~~must retain the electronic voting data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the

ballots and identifying return envelopes may be destroyed, and the Executive Director ~~shall~~will notify the vendor to destroy the data and auditable trail for that election.

3. Election of At-Large Governors.

At-large Governors are elected by the ~~Board of Governors~~BOG as set forth below.

D. ELECTIONS BY BOARD OF GOVERNORS.

1. At-Large Governors.

The ~~Board of Governors~~BOG ~~shall~~will elect four additional Governors from the ~~active~~Active membership-at-large and two additional Governors from the public. The election of ~~at-large~~At Large Governors ~~shall~~will take place during a BOG meeting of the ~~Board of Governors~~ not later than the 38th week of each fiscal year and ~~shall~~will be by secret written ballot.

- a. ~~There~~The BOG ~~shall~~will elect ~~be two~~ at-largeAt Large Governors ~~positions to be filled with~~who are persons who, in the ~~Board's~~BOG's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the ~~Board of Governors~~BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Under-representation and diversity may be based upon the discretionary determination of the ~~Board of Governors~~BOG at the time of the election of any ~~at-large~~At Large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor ~~shall~~will be determinative.
- b. ~~In addition,~~The Board of GovernorsBOG ~~shall~~will elect one ~~at-large~~At Large Governor from nominations made by the Young Lawyers Committee. ~~Election shall be by a secret written ballot.~~ The Young Lawyers Committee ~~shall~~will nominate two or more candidates who will be ~~young~~Young lawyers-Lawyers as defined in ~~section~~Article XII of these ~~bylaws~~Bylaws at the time of the election.
- c. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.
- d. The BOG will elect two At Large Governors who are members of the general public from nominations made by the Nominations Committee.

2. Office of President-Elect.



The ~~Board of Governors~~ BOG ~~shall will~~ elect an Active member of the ~~Washington State Bar Association~~ Bar to serve as President-elect. The election shall take place during a BOG meeting of the ~~Board of Governors~~ not later than the 38th week of each fiscal year, and ~~shall will~~ be by secret written ballot. The President-elect ~~shall will~~ take office upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect.

Beginning with the election of the President-elect who will begin to serve as President in the year 2011 and every four years thereafter, the President-elect ~~shall must~~ be an individual whose primary place of business is located in Eastern Washington. For purposes of these ~~bylaws~~ Bylaws, "Eastern Washington" is defined as that area east of the Cascade mountain range generally known as Eastern Washington. During the remaining three years, the President-elect may be an individual from anywhere within the state, including Eastern Washington. In any year, should no qualifying application be received for the position of President-elect within the timeframe allowed, the President ~~shall so will~~ advise the ~~Board of Governors~~ BOG, and the ~~Board~~ BOG, at any regular meeting or special meeting called for that purpose, ~~shall will~~ establish procedures to re-open and extend the application period or otherwise address the issue. Such action by the ~~Board of Governors~~ BOG may include waiver of any geographic limitation for the year in question. ~~This provision shall commence with the President-elect election of 2012.~~

3. Treasurer. ~~[Effective January 1, 2012]~~

The ~~treasurer~~ Treasurer ~~shall must~~ be a current ~~governor~~ Governor and ~~shall will~~ be nominated and elected by the ~~Board of Governors~~ BOG at the second to the last regularly scheduled ~~Board~~ BOG meeting of the fiscal year.

The ~~treasurer~~ Treasurer ~~shall will~~ be elected by simple majority of Governors voting. In the event there is more than one nomination, the vote ~~shall will~~ be by secret written ballot.

4. Election Procedures.

Elections of ~~at-large~~ At Large Governors, President and President-elect elections, and any other elections held by the ~~Board of Governors~~ BOG under these ~~bylaws~~ Bylaws, except elections for the position of Treasurer, are conducted as follows:

- a. Notice of the position ~~shall will~~ be advertised in the Bar's official publication and on the ~~WSBA's~~ Bar's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.
- b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.

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- c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.
- d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the BOG's meeting. Candidates who are competing for the same position ~~shall~~must not be present for each other's interviews.
- e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.
- f. Election of candidates ~~shall~~will be conducted by secret written ballot.
- g. If no candidate for a given position receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.
- h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
- i. Proxy votes are not allowed; however, a Governor who participated in the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director and the other persons designated by the President to count the ballots.
- j. The elected candidate will be announced publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

**E. NEW GOVERNOR ORIENTATION.**

Any newly elected Governor will undergo an orientation period commencing from the time of his or her election until being sworn in by the Supreme Court. This orientation must include attendance and participation in a New Governor Orientation to be held at a time and place specified by the Executive Director. In addition, the Governors-elect are expected to attend other meetings and/or activities as invited by or directed by the BOG. Governors-elect must also attend public meetings of the BOG as non-voting Governors. This attendance does not include executive sessions, unless authorized by the BOG.

**F. MEMBER RECALL OF GOVERNORS.**



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Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall ~~shall~~must identify the Governor, the Governor's congressional district or at-large status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

1. For congressional district Governors, the petition must ~~be~~ signed by ~~five~~25 percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active status at the time of the vote are eligible to vote.
2. For the Young Lawyers ~~at large~~At Large Governor, the petition must be signed by ~~five~~25 percent of the ~~young~~Young lawyers~~Lawyers~~ as defined in ~~section~~Article XII of these ~~bylaws~~Bylaws at the time of filing. Only ~~young~~Young lawyers~~Lawyers~~ who are on Active status at the time of the vote are eligible to vote. For all other ~~at large~~At Large Governors, the petition must be signed by ~~five~~25 percent of the Active members of the ~~WSBA~~Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
3. The voting procedures set forth in the "Election of Governors from Congressional Districts" ~~shall~~will be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

*VI. ELECTIONS*

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS.

1. Elected Governors from Congressional Districts: Any Active member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such person resides.
2. Elected At Large Governors: There will be a total of four At Large Governor positions.
  - a. Two Lawyer At Large Positions: Any Active lawyer member of the Bar, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - b. One Young Lawyer Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - c. One Limited License Legal Technician (LLLT) or Limited Practice Officer (LPO) Position: Any Active LLLT or LPO member licensed in Washington State, except a person who has previously served as a Governor for more than 18 months, may apply for nomination to be an Appointed Governor, except as provided in this Article.
3. Appointed Governors: There will be a total of two Governors (Community Representatives) nominated by the BOG for appointment by the Supreme Court. Any resident of Washington State, except a person who has previously served as a Governor for more than 18 months or who is licensed or has previously been licensed to practice law in any state, may apply for nomination to be an Appointed Governor, except as provided in this Article.

Filing of nominations and applications must be in accordance with this Article.

B. NOMINATIONS AND APPLICATIONS.

1. Applications for Governors elected from Congressional Districts must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of February of the year in which the election is to be held.
2. Applications and nominations for At Large Governor and Appointed Governor positions must be filed in the office of the Bar not later than 5:00



p.m. on the 20th day of April of the year in which the election or nomination for appointment is to be held.

3. Applications for the position of President-elect must be filed by the deadline set forth in the notice published in the Bar's official publication and posted on the Bar's website; notice must be given not less than 30 days before the filing deadline.
4. In the event no application is made for a Congressional District seat, the position will be treated, advertised, and filled as an at-large position for that election cycle only.

C. ELECTION OR APPOINTMENT OF GOVERNORS.

1. Election of one Governor from each Congressional District and one Governor At Large, and nomination of one Appointed Governor, will be held every three years as follows:
  - a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District; one At Large Governor (one of the two lawyer positions); and one Appointed Governor (one of the two Community Representative positions) – 2014 and every three years thereafter.
  - b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and two At Large Governors (one from nominations made by the Young Lawyers Committee and one LLLT/LPO) – 2015 and every three years thereafter.
  - c. Second, Ninth and Tenth Congressional Districts; one At Large Governor (the other of the two lawyer positions); and one Appointed Governor (the other of the two Community Representative positions) – 2013 and every three years thereafter.
2. Election of Governors from Congressional Districts.
  - a. *Eligibility to Vote.* All Active members, as of March 1st of each year, are eligible to vote in the BOG election for their district, subject to the election schedule shown above. Active members residing in the State of Washington may only vote in the district in which they reside. Active members residing outside the State of Washington may only vote in the district of the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR 13, or, if specifically designated to the Executive Director, within the district of their primary Washington practice.
  - b. *Ballots.* On March 15th of each election year, the Executive Director

will deliver ballots containing the names of all candidates for Governor for each District in which an election is to be held to each Active member eligible to vote in that District. Elections will be conducted via a secure website ("electronic voting"). Active members who are eligible to vote in an election may request a paper ballot to be used in place of the electronic ballot. Electronic ballots will be sent to active members eligible to vote in an election, and will include information about how to vote by electronic voting. Should any Active member eligible to vote fail to receive a ballot, or receive a defective ballot, the member may obtain a replacement ballot by furnishing proof of eligibility to the Executive Director, and upon returning the defective ballot if the member received a paper ballot.

- c. *Voting Procedure.* Each member eligible to vote in the election may vote in one of the following ways. Each member has only one vote. Only one vote will be counted from any member who inadvertently votes both by paper ballot and by electronic means:
- 1) *By paper ballot.* The member must, after marking a ballot, place the ballot in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type the member's name, sign the outside of the envelope, and cause the envelope containing the ballot to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 1st of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, invalidates the ballot.
  - 2) *By electronic voting.* Voters will be sent links to their ballots via email. Voting must be completed by no later than 5:00 p.m. (PDT) on April 1st of that election year.
- d. *Voting System.* In any election for membership on the BOG, if there is only one qualified candidate nominated, then that candidate will be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes will be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

If a run-off election is necessary, the Executive Director in consultation with the President will designate the date for delivering the ballots and the deadline for voting, which will be 5:00 p.m. (PDT), 10 days after the date the ballots are delivered. The candidate receiving the highest number of votes will be declared elected.



- e. *Checking and Custody of Ballots.* The Executive Director will deposit all satisfactorily identified and signed paper ballot envelopes in receptacles segregated as to Districts. The receptacles will remain in the custody of the Executive Director until the ballots are counted. Any paper ballots not enclosed in an envelope, satisfactorily identified and signed, will not be counted.

Electronic votes must be verified and securely stored by the online voting vendor.

- f. *Counting of Ballots.* Paper ballots will be counted in the office of the Bar, and electronic ballots, if any, will be counted by the online voting vendor and certified. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. At least two members of the Election Board must be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

The Executive Director will establish and follow a procedure that will ensure that no member's vote is counted more than once.

Promptly upon determination of the election results, the Election Board will forward the results to the Executive Director, who will notify each candidate as promptly as reasonably possible of the result of the election and publicly announce the election of the successful candidates. Official written notice of the election results also will be emailed to each candidate.

- g. *Retaining Ballots.* All paper ballots and identifying return envelopes must be retained in the custody of the Executive Director. The elections vendor must retain the electronic voting data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the ballots and identifying return envelopes may be destroyed, and the Executive Director will notify the vendor to destroy the data and auditable trail for that election.

### 3. Election of At Large Governors.

At large Governors are elected by the BOG as set forth below.

### 4. Nomination of Appointed Governors.

Nominations for Appointed Governor will occur as set forth below.

D. ELECTION AND NOMINATIONS FOR APPOINTMENT BY BOARD OF GOVERNORS.

1. At Large Governors.

The BOG will elect four additional Governors from the Active membership. The election of At Large Governors will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot.

- a. The BOG will elect two At Large Governors who are persons who, in the BOG's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Under-representation and diversity may be based upon the discretionary determination of the BOG at the time of the election of any At Large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor will be determinative.
- b. The BOG will elect one At Large Governor from nominations made by the Young Lawyers Committee. The Young Lawyers Committee will nominate two or more candidates who will be Young Lawyers as defined in Article XII of these Bylaws at the time of the election.
- c. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.

2. Appointed Governors.

After receiving input from the Nominations Committee, in accordance with the schedule set forth in this Article, the BOG will nominate for consideration and appointment by the Supreme Court an Appointed Governor from the general public who will serve as a Community Representative. Selection of the BOG's nominee for Appointed Governor will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot. 3. Office of President-Elect.

The BOG will elect an Active member of the Bar to serve as President-elect. The election shall take place during a BOG meeting not later than the 38th week of each fiscal year, and will be by secret written ballot. The President-elect will take office upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect.

Beginning with the election of the President-elect who will begin to serve as President in the year 2011 and every four years thereafter, the President-elect



must be an individual whose primary place of business is located in Eastern Washington. For purposes of these Bylaws, "Eastern Washington" is defined as that area east of the Cascade mountain range generally known as Eastern Washington. During the remaining three years, the President-elect may be an individual from anywhere within the state, including Eastern Washington. In any year, should no qualifying application be received for the position of President-elect within the timeframe allowed, the President will advise the BOG, and the BOG, at any regular meeting or special meeting called for that purpose, will establish procedures to re-open and extend the application period or otherwise address the issue. Such action by the BOG may include waiver of any geographic limitation for the year in question.

#### 4. Treasurer.

The Treasurer must be a current Governor and will be nominated and elected by the BOG at the second to the last regularly scheduled BOG meeting of the fiscal year. The Treasurer will be elected by simple majority of Governors voting. In the event there is more than one nomination, the vote will be by secret written ballot.

#### 5. Election Procedures.

Elections of At Large Governors, President and President-elect elections, nominations for Appointed Governor, and any other elections held by the BOG under these Bylaws, except elections for the position of Treasurer, are conducted as follows:

- a. Notice of the position will be advertised in the Bar's official publication and on the Bar's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.
- b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.
- c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.
- d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the BOG's meeting. Candidates who are competing for the same position must not be present for each other's interviews.
- e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.
- f. Election of candidates or nomination for appointment by the Supreme

Court will be conducted by secret written ballot.

- g. If no candidate for a given position receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.
- h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
- i. Proxy votes are not allowed; however, a Governor who participated in the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director and the other persons designated by the President to count the ballots.
- j. The elected candidate or nominee for appointment will be announced publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

E. NEW GOVERNOR ORIENTATION.

Any newly elected or appointed Governor will undergo an orientation period commencing from the time of his or her election or appointment until being sworn in by the Supreme Court. This orientation must include attendance and participation in a New Governor Orientation to be held at a time and place specified by the Executive Director. In addition, the Governors-elect and Governors-pending appointment are expected to attend other meetings and/or activities as invited by or directed by the BOG. Governors-elect and Governors-pending appointment must also attend public meetings of the BOG as non-voting Governors. This attendance does not include executive sessions, unless authorized by the BOG.

F. MEMBER RECALL OF GOVERNORS.

Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall must identify the Governor, the Governor's congressional district, at-large or appointed status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

- 1. For congressional district Governors, the petition must be signed by 25 percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active



status at the time of the vote are eligible to vote.

2. For the Young Lawyers At Large Governor, the petition must be signed by 25 percent of the Young Lawyers as defined in Article XII of these Bylaws at the time of filing. Only Young Lawyers who are on Active status at the time of the vote are eligible to vote.
3. For all other At Large Governors, the petition must be signed by 25 percent of the Active members of the Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
4. For the Appointed Governors who are Community Representatives, the petition must be signed by twenty five percent of the Active members of the Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
5. The voting procedures set forth in the “Election of Governors from Congressional Districts” will be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

**VI. ELECTIONS**

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS.

1. Elected Governors from Congressional Districts: Any Active member of the Bar, except a member-person who has previously elected to the Board of Governors who has served as a member of the Board Governor for more than 18 months, may be nominated or apply for election to the office of as Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such member-person resides.
2. Elected At Large Governors: There will be a total of four At Large Governor positions.
  - a. Two Lawyer At Large Positions: Any Active lawyer member of the Bar, except a member-person who has previously elected to the Board of Governors who has served as a member of the Board Governor for more than 18 months, may be nominated or apply for election to the office of as an At-Large Governor, except as provided in this Section Article.
  - b. One Young Lawyer Position: Any Active lawyer member of the Bar who qualifies as a Young Lawyer, except a person who has previously served as a Governor for more than 18 months, may be nominated or apply for election as an At Large Governor, except as provided in this Article.
  - c. One Limited License Legal Technician (LLLT) or Limited Practice Officer (LPO) Position: Any Active LLLT or LPO member licensed in Washington State, except a person who has previously served as a Governor for more than 18 months, may apply for nomination to be an Appointed Governor, except as provided in this Article.
3. Appointed Governors: There will be a total of two Governors (Community Representatives) nominated by the BOG for appointment by the Supreme Court. Any resident of Washington State, except a person who has previously served as a Governor for more than 18 months or who is licensed or has previously been licensed to practice law in any state, may apply for nomination to be an Appointed Governor, except as provided in this Article.

Filing of nominations and applications shall ~~must~~ be in accordance with this Article.



B. NOMINATIONS AND APPLICATIONS.

1. Applications for Governors elected from Congressional Districts ~~shall~~must be filed in the office of the Bar not later than 5:00 p.m., on the 15th day of February of the year in which the election is to be held.
2. Applications ~~or and~~ nominations for ~~at-large~~At Large Governor and Appointed Governor positions ~~shall~~must be filed in the office of the Bar not later than 5:00 p.m. on the 20th day of April of the year in which the election or nomination for appointment is to be held.
3. Applications for the position of President-elect ~~shall~~must be filed by the deadline set forth in the notice published in the Bar's official publication and posted on the ~~WSBA~~Bar's website; notice ~~shall~~must be given not less than 30 days before the filing deadline.
4. In the event no application is made for a Congressional District seat, the position ~~shall~~will be treated, advertised, and filled as an at-large position for that election cycle only.

C. ELECTION OR APPOINTMENT OF GOVERNORS.

1. Election of one Governor from each Congressional District and ~~for the at-large~~one Governor At Large positions, and nomination of one Appointed Governor, ~~shall~~will be held every three years as follows:
  - a. Third, Sixth, Eighth Congressional Districts and the North region of the Seventh Congressional District ~~and~~; ~~one at-large member~~At Large Governor (one of the two lawyer positions); and one Appointed Governor (one of the two Community Representative positions) – 2014 and every three years thereafter.
  - b. First, Fourth, Fifth Congressional Districts and the South region of the Seventh Congressional District and ~~one two at-large member~~At Large Governors (one from nominations made by the Young Lawyers Committee and one LLLT/LPO) – 2015 and every three years thereafter.
  - c. Second, Ninth and Tenth Congressional Districts ~~and~~; ~~one at-large member~~At Large Governor (the other of the two lawyer positions); and one Appointed Governor (the other of the two Community Representative positions) – 2013 and every three years thereafter.
2. Election of Governors from Congressional Districts.
  - a. *Eligibility to Vote.* All Active members, as of March 1st of each year, ~~shall be~~are eligible to vote in the ~~Board of Governors'~~BOG election for their district, subject to the election schedule shown above.

Active members residing in the State of Washington ~~shall~~may only vote in the district in which they reside. Active members residing outside the State of Washington ~~shall~~may only vote in the district of the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR ~~5(4)~~13, or, if specifically designated to the Executive Director, within the district of their primary Washington practice.

- b. *Ballots.* On March 15th of each election year, the Executive Director ~~shall~~will deliver ballots containing the names of all candidates for ~~the office of~~ Governor for each District in which an election is to be held to each ~~active~~Active member eligible to vote in ~~said~~that District. Elections will be conducted via a secure website (“electronic voting”). Active members who are eligible to vote in an election may request a paper ballot to be used in place of the electronic ballot. Electronic ballots ~~shall~~will be sent to active members eligible to vote in an election, and ~~shall~~will include information about how to vote by electronic voting. Should any ~~active~~Active member eligible to vote fail to receive a ballot, or receive a defective ballot, the member may obtain a replacement ballot by furnishing proof of eligibility to the Executive Director ~~proof of such member's eligibility to receive the same~~, and upon returning the defective ballot; if the member received a paper ballot.
- c. *Voting Procedure.* Each member eligible to vote in the election may vote in one of the following ways. Each member has only one vote. Only one vote ~~shall~~will be counted from any member who inadvertently votes both by paper ballot and by electronic means:
- 1) *By paper ballot.* The member ~~shall~~must, after marking a ballot, place the ~~same~~ballot in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type ~~such~~the member's name, ~~and~~ sign the outside of the envelope, and cause the ~~same~~envelope containing the ballot to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 1st of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, ~~shall~~ invalidate the ballot.
  - 2) *By electronic voting.* Voters will be sent links to their ballots via email. Voting must be completed by no later than 5:00 p.m. (PDT) on April 1st of that election year.
- d. *Voting System.* In any election for membership on the ~~Board of Governors~~BOG, if there is only one qualified candidate nominated, then that candidate ~~shall~~will be declared elected. If there are only two candidates for a position, then the candidate receiving the highest



number of votes ~~shall~~will be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

If a run-off election is necessary, the Executive Director in consultation with the President ~~shall~~will designate the date for delivering the ballots and the deadline for voting, which ~~shall~~will be 5:00 p.m. (PDT), 10 days after the date the ballots are delivered. The candidate receiving the highest number of votes ~~shall~~will be declared elected.

- e. *Checking and Custody of Ballots.* The Executive Director ~~shall~~will deposit all satisfactorily identified and signed paper ballot envelopes in receptacles segregated as to Districts. The receptacles ~~shall~~will remain in the custody of the Executive Director until the ballots ~~shall be~~ counted. Any paper ballots not enclosed in an envelope, satisfactorily identified and signed, ~~shall~~will not be counted.

Electronic votes ~~shall~~must be verified and securely stored by the online voting vendor.

- f. *Counting of Ballots.* Paper ballots ~~shall~~will be counted in the office of the Bar, and electronic ballots, if any, ~~shall~~will be counted by the online voting vendor and certified. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. ~~No less than~~At least two members of the Election Board ~~shall~~must be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

The Executive Director ~~shall~~will establish and follow a procedure that will ensure that no member's vote is counted more than once.

Promptly upon determination of the election results, the Election Board ~~shall~~will forward the results to the Executive Director, who ~~shall~~will notify each candidate as promptly as reasonably possible of the result of the election and publicly announce the election of the successful candidates. Official written notice of the election results also ~~shall~~will be emailed to each candidate.

- g. *Retaining Ballots.* All paper ballots and identifying return envelopes ~~shall~~must be retained in the custody of the Executive Director. The elections vendor ~~shall~~must retain the electronic voting

data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the ballots and identifying return envelopes may be destroyed, and the Executive Director ~~shall~~will notify the vendor to destroy the data and auditable trail for that election.

3. Election of At-Large Governors.

At-large Governors are elected by the ~~Board of Governors~~BOG as set forth below.

4. Nomination of Appointed Governors.

Nominations for Appointed Governor will occur as set forth below.

D. ELECTIONS-ELECTION AND NOMINATIONS FOR APPOINTMENT BY BOARD OF GOVERNORS.

1. At-Large Governors.

The ~~Board of Governors~~BOG ~~shall~~will elect four additional Governors from the ~~active~~Active membership-at-large. The election of ~~at-large~~At Large Governors ~~shall~~will take place during a BOG meeting of the ~~Board of Governors~~ not later than the 38th week of each fiscal year and ~~shall~~will be by secret written ballot.

- a. ~~There~~The BOG ~~shall~~will elect ~~be~~ two ~~at-large~~At Large Governors ~~positions to be filled with~~who are persons who, in the ~~Board's~~BOG's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the ~~Board of Governors~~BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Under-representation and diversity may be based upon the discretionary determination of the ~~Board of Governors~~BOG at the time of the election of any ~~at-large~~At Large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor ~~shall~~will be determinative.
- b. ~~In addition,~~The Board of GovernorsBOG ~~shall~~will elect one ~~at-large~~At Large Governor from nominations made by the Young Lawyers Committee. ~~Election shall be by a secret written ballot.~~ The Young Lawyers Committee ~~shall~~will nominate two or more candidates who will be ~~young~~Young ~~lawyers~~Lawyers as defined in ~~section~~Article XII of



these ~~bylaws~~Bylaws at the time of the election.

- c. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.

## 2. Appointed Governors.

After receiving input from the Nominations Committee, in accordance with the schedule set forth in this Article, the BOG will nominate for consideration and appointment by the Supreme Court an Appointed Governor from the general public who will serve as a Community Representative. Selection of the BOG's nominee for Appointed Governor will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot.

## 3. Office of President-Elect.

~~The Board of Governors~~BOG shall will elect an Active member of the ~~Washington State Bar Association~~Bar to serve as President-elect. The election shall take place during a BOG meeting~~of the Board of Governors~~ not later than the 38th week of each fiscal year, and ~~shall will~~ be by secret written ballot. The President-elect ~~shall will~~ take office upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect.

Beginning with the election of the President-elect who will begin to serve as President in the year 2011 and every four years thereafter, the President-elect ~~shall must~~ be an individual whose primary place of business is located in Eastern Washington. For purposes of these ~~bylaws~~Bylaws, "Eastern Washington" is defined as that area east of the Cascade mountain range generally known as Eastern Washington. During the remaining three years, the President-elect may be an individual from anywhere within the state, including Eastern Washington. In any year, should no qualifying application be received for the position of President-elect within the timeframe allowed, the President ~~shall so will~~ advise the ~~Board of Governors~~BOG, and the ~~Board~~BOG, at any regular meeting or special meeting called for that purpose, ~~shall will~~ establish procedures to re-open and extend the application period or otherwise address the issue. Such action by the ~~Board of Governors~~BOG may include waiver of any geographic limitation for the year in question. ~~This provision shall commence with the President-elect election of 2012.~~

## 4. Treasurer. ~~[Effective January 1, 2012]~~

~~The treasurer~~Treasurer shall must be a current ~~governor~~Governor and ~~shall will~~ be nominated and elected by the ~~Board of Governors~~BOG at the second to the last regularly scheduled ~~Board~~BOG meeting of the fiscal year.

~~The treasurer~~Treasurer shall will be elected by simple majority of Governors voting. In the event there is more than one nomination, the vote ~~shall will~~ be by secret written ballot.

5. Election Procedures.

Elections of ~~at large~~At Large Governors, President and President-elect elections, nominations for Appointed Governor, and any other elections held by the ~~Board of Governors~~BOG under these ~~bylaws~~Bylaws, except elections for the position of Treasurer, are conducted as follows:

- a. Notice of the position ~~shall~~will be advertised in the Bar's official publication and on the ~~WSBA's~~Bar's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.
- b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.
- c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.
- d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the BOG's meeting. Candidates who are competing for the same position ~~shall~~must not be present for each other's interviews.
- e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.
- f. Election of candidates or nomination for appointment by the Supreme Court ~~shall~~will be conducted by secret written ballot.
- g. If no candidate for a given position receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.
- h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
- i. Proxy votes are not allowed; however, a Governor who participated in the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director and the other persons designated by the President to count the ballots.
- j. The elected candidate or nominee for appointment will be announced



publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

E. NEW GOVERNOR ORIENTATION.

Any newly elected or appointed Governor will undergo an orientation period commencing from the time of his or her election or appointment until being sworn in by the Supreme Court. This orientation must include attendance and participation in a New Governor Orientation to be held at a time and place specified by the Executive Director. In addition, the Governors-elect and Governors-pending appointment are expected to attend other meetings and/or activities as invited by or directed by the BOG. Governors-elect and Governors-pending appointment must also attend public meetings of the BOG as non-voting Governors. This attendance does not include executive sessions, unless authorized by the BOG.

F. MEMBER RECALL OF GOVERNORS.

Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall ~~shall~~must identify the Governor, the Governor's congressional district, ~~or at-large or appointed~~ status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

1. For congressional district Governors, the petition must ~~be~~ signed by ~~five~~25 percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active status at the time of the vote are eligible to vote.
2. For the Young Lawyers ~~at large~~At Large Governor, the petition must be signed by ~~five~~25 percent of the ~~young~~Young lawyers~~Lawyers~~ as defined in ~~section~~Article XII of these ~~bylaws~~Bylaws at the time of filing. Only ~~young~~Young lawyers~~Lawyers~~ who are on Active status at the time of the vote are eligible to vote. ~~For all other at large Governors, the petition must be signed by five percent of the Active members of the WSBA at the time of filing, and only members on Active status at the time of the vote are eligible to vote.~~
3. For all other At Large Governors, the petition must be signed by 25 percent of the Active members of the Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
4. For the Appointed Governors who are Community Representatives, the petition must be signed by twenty five percent of the Active members of the Bar at the time of filing, and only members on Active status at the time of the vote are eligible to vote.

**REDLINE (8.15.2016): VERSION 3**

5. The voting procedures set forth in the “Election of Governors from Congressional Districts” ~~shall~~will be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.