



## Washington State Bar Association

### BYLAWS WORK GROUP

#### Meeting Minutes

June 2, 2016

The meeting was held at the WSBA offices, 1325 4<sup>th</sup> Avenue, Suite 600, Seattle, WA 98101.

Present were: Anthony Gipe (chair), Elijah Forde, Brad Furlong, Mario Cava, Jill Karmy, Angela Hayes, Ken Masters (phone), Kirsten Schimpff, Paula Littlewood, Bill Hyslop, and Darlene Neumann. Excused were G. Kim Risenmay, Jerry Moberg, Jean McElroy, and Doug Ende.

The meeting was called to order at 9:16 a.m.

The minutes were adopted by consensus.

#### **Art. I, Functions, new GR 12 and revised GR 12.1**

The work group reviewed the earlier drafts and discussed incorporating the mission statement in GR 12 and whether to have an expressed rather than an implicit delegation to WSBA and the bylaws. The subcommittee noted the implicit delegation is probably sufficient because the bylaws cover the organization's purpose and specified activities. No changes were suggested.

#### **Art. II, Definitions and General Provision**

The work group discussed whether the bylaw regarding the Bar's office location should be more specific than State of Washington. They also suggested revisions to the language on parliamentary procedure and that it be moved to Art. VII, Meetings.

#### **Art. III, Membership**

The chair noted that Jean McElroy (who could not be present) was still working on the membership language in section A and the present draft was not final. The work group then suggested a number of language and grammatical tweaks to section B. The subgroup will convey the comments made by the work group to its members at their next meeting.

#### **Art. IV, Governance**

The subgroup reviewed the latest changes to draft Art. IV and noted that none of the revisions were considered major. The work group discussed the issue of

whether Governors who are public members may serve as officers. Currently, only active members, which will include LPOs and LLLTs, may become officers. Because the issue has important implications, the work group concluded that it should be highlighted for the BOG's consideration. There were further suggested changes to language in A.2.f, B.7.b, C.2 and C.3. After discussing the provision regarding a committee chair's discretion under C.2., to make Bar staff voting members of a BOG committee, the work group also decided this was another issue to be flagged for the BOG. The subgroup will incorporate the suggested language revisions and conform section C to Art. IX in their next draft.

#### **Art. VI , Elections**

Mario Cava circulated a working draft of Art. VI to members just before the meeting. The work group discussed what to call appointed public member governors and the scope of limited license legal professionals qualified to run for office. They noted that limited license legal professionals may also run for district election and be appointed. The work group reviewed the draft provision for Public Governors under section D and suggested the language be conformed more closely to the recommendation in the Governor's Task Force report. References to election of a public member governor will be corrected and the subgroup will include public governors in the Board orientation training provision.

#### **Art. VII , Meetings**

The definition of meeting under A.1.a was expanded to include "other Bar entity". The work group suggested several changes to definitions under section A dealing with subcommittee, action, final action, and agenda. Under section B, the work group suggested deleting the first paragraph and revising language in the second paragraph, specifying that only approved minutes may be posted and including a reference to elections and Art. VI, D under paragraph 6. The work group suggested inserting "rules of order" under section C.6., and noted that posting notice of an emergency meeting is already covered under section B. The work group added a new paragraph to section D to provide that three members of the Executive Committee may call a special meeting of the BOG.

#### **Art. IX, Committees, Task Forces, Councils**

No fundamental changes were suggested. A number of corrections were noted, such as references to WSBA which should be replaced with Bar.

#### **Art. XI , Sections**

The chair commented that the proposed changes to Art. XI do not interfere with the work being done by the Sections Work Group. Minor grammatical fixes were noted.

#### **Art. XIV, Indemnification**

The work group discussed various qualified indemnitees, such as hearing officers, and suggested the bylaw maintain a full descriptive listing of indemnitees. Discussion followed regarding the potential of multiple insurance coverage plans coming into play (e.g., the volunteer's own professional liability insurance), which is an issue not covered under the bylaw. The work group decided this issue should be highlighted for the BOG. The work group also discussed the need for a broad policy

to provide protection for all volunteers, including individual sections members, and concerns about the Board's fiduciary duty. The work group suggested getting input from the bar general counsel on the issue.

**Art. VIII, Member Referenda**

The work group discussed changing the threshold requirement, currently at five percent of the active membership, to qualify a petition. The work group was unable to reach a consensus on whether to recommend a change in the requirement to the BOG. The chair will raise the issue with the BOG after the meeting to get more direction.

The meeting adjourned at 12:30 pm.