

# WASHINGTON STATE BAR ASSOCIATION

## Governance Committee

### Meeting Minutes

May 6, 2026

**Present:** Kevin Fay (chair), Kari Petrasek, Nam Nguyen, Parvin Price and staff liaisons Cate Schur, Darlene Neumann. **Absent:** Francis Adewale, Sunitha Anjilvel, Todd Bloom.

The chair called the meeting to order at 3:33 p.m.

#### Minutes

Parvin Price moved to approve the minutes of April 15, 2026. Nam Nguyen seconded. The motion passed. 4-0.

#### Email Voting for Sections

The committee reviewed draft email voting provisions for section executive committees, focusing on clarifying the language around quorum, and ensuring voting thresholds are clearly stated. Discussion covered majority and super majority situations and potential variable requirements due to differing sections bylaws.

The chair will finalize the draft language, send to staff and Kevin Plachy for review and distribution to the sections, together with the section viability amendment approved at the April meeting. Before distribution, the committee suggested a courtesy FYI to the BOG so that liaisons are aware of the draft.

#### Quorum Requirements and Practices Discussion

Staff liaison Cate Schur presented an overview of quorum practices based on Robert's Rules, WSBA Bylaws, and statutory examples. The committee discussed challenges Bar entities face in getting quorums and explored allowing meetings to proceed for discussion or information-sharing without requiring quorum so long as no action is taken.

#### Bylaws Revisions for Requirements for Bar Entities

The group considered creating default rules or charter requirements for Bar entities, noting court-appointed boards are governed by court rules. The chair recommended work on broader structural issues in the bylaws be taken up after the Court has dealt with the other bylaws provisions submitted earlier.

#### Next Steps

- Staff will finalize markup versions of the email voting and the section viability provisions.

- Staff and Kevin Plachy will prepare communications to sections and the BOG.
- The next meeting will be held June 10, 2026.

### **Adjournment**

The meeting adjourned at 4:12 p.m.