

# WASHINGTON STATE BAR ASSOCIATION

## BUSINESS LAW SECTION

### Bylaws

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As amended and/or restated on May 31, 1986; April 22, 1989;  
June 11, 1994; June 3, 2000; July 23, 2010; and July 27, 2017.

#### ARTICLE 1. IDENTIFICATION

##### 1.1. Creation

The Business Law Section of the Washington State Bar Association (hereinafter referred to as the “Section”) was established pursuant to the Bylaws of the Washington State Bar Association (hereinafter referred to as the “Bar”).

##### 1.2. Purpose

The purpose of the Section shall be to benefit the members of the Section and their clients:

(a) By encouraging research and study, and the development of best practices, in the area of business law in the State of Washington, and sharing these efforts through continuing legal education where possible and appropriate;

(b) By participating in the development of state legislation and regulations in order to improve and facilitate the administration of justice in the area of business law; and

(c) By undertaking such other services relating to the area of business law as may be of benefit to members of the Section, members of the Bar and the greater public.

##### 1.3. Limitations

These bylaws have been adopted subject to applicable Washington statutes and the Bylaws of the Bar.

##### 1.4. Principal Office

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

**1.5. Fiscal Year**

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

**ARTICLE 2.  
MEMBERSHIP**

**2.1. Enrollment**

Any of the following may be enrolled as voting members of the Section upon application and payment of annual Section dues in such amounts set by the Section and approved by the Board of Governors of the Bar (such individuals, "Voting Members"): (i) active members of the Bar in good standing, including lawyers, limited practice officers and limited license legal technicians, (ii) Active members of the state or federal judiciary within the State of Washington, (iii) professors, assistant professors, associate professors, instructors and other faculty members of accredited law schools within the State of Washington, and (iv) such other individuals as the executive committee shall permit on a case-by-case basis, subject to the requirements of the Bar. Individuals that do not qualify in any of the foregoing categories may be enrolled as non-voting members upon application and payment of annual Section dues in such amounts set by the Section and approved by the Bar (such individuals, "Non-voting Members" and, collectively with the Voting Members, the "Members"). Non-voting Members may not hold any Section office.

**2.2. The Membership**

Members enrolled as provided in Section 2.1 shall constitute the membership of the Section.

**2.3. Dues**

Member dues in the amount determined by the Section and approved by the Bar shall be paid annually in advance or as otherwise agreed to by the Section and the Bar. Any person who shall have failed to pay the annual dues when required shall cease to be a member of the Section. With the exception of law students, the Section dues for Non-voting Members shall be the same amount as that established for Voting Members. The Section dues for law students shall be set annually by the Board of Governors of the Bar, in an amount no greater than the dues charged to law students by any other section of the Bar.

**ARTICLE 3.  
MEETINGS OF THE MEMBERSHIP**

**3.1. Annual Meeting**

The annual meeting of the Section shall be held in the month of April or May in each year on a date and at a time and place designated by the Chair. The Chair shall cause notice of the annual meeting to be provided to all Members of the Section at least ten (10) days prior to the meeting. For the avoidance of doubt, electronic notice, including through the Bar's website, shall be sufficient for these purposes.

### **3.2. Other Meetings**

Meetings of the membership of the Section, other than annual meetings, may be called by any Officer, at such time and place as such Officer may determine, upon seven (7) days' prior notice to the Members. For the avoidance of doubt, electronic notice, including through the Bar's website, shall be sufficient for these purposes. Such notice shall contain a summary of the business to be transacted at such meeting.

### **3.3. Controlling Vote**

A majority vote of the Members present at any annual or other meeting of the Section shall be necessary and sufficient to approve any business brought before such meeting. Members may participate in any meeting in person or electronically, as permitted by the Bar. Members participating in this fashion are deemed to be present at the meeting.

## **ARTICLE 4. THE EXECUTIVE COMMITTEE**

### **4.1. Powers and Duties**

Except as reserved to the Members, the executive committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section in accordance with these bylaws and the Bylaws of the Bar.

### **4.2. Composition**

The executive committee shall be composed of the following persons, each of whom shall be a voting member of the executive committee unless otherwise specified:

- (a) the Officers;
- (b) the person having served as Chair in the immediately preceding term (the “Immediate Past Chair”), who shall be a non-voting member of the executive committee;
- (c) the chair or co-chairs of each permanent and ad hoc committee during the term of such committee;
- (d) up to two (2) members at large;
- (e) the designated liaison from the Washington Young Lawyers Committee (the “WYLC Liaison”); and
- (f) such other persons appointed to the executive committee by the Chair of the Section with the consent of the executive committee, who shall be non-voting members of the executive committee except to the extent otherwise specified by the executive committee and consistent with the Bylaws of the Bar.

#### **4.3. Term**

The term of the WYLC Liaison shall be two (2) years. The term for all other positions on the executive committee shall be one (1) year. Each term shall be beginning on October 1 of the year of election or such other date as mandated by the Bar. In the event no successor for an executive committee member is elected or appointed at the end of the applicable term, the sitting executive committee member will continue to serve in such capacity until the earlier of: (i) such individual’s resignation, (ii) the election or appointment of a successor, (iii) the elimination of such position in accordance with these bylaws and the Bylaws of the Bar.

#### **4.4. Controlling Vote**

A majority of the voting members of the executive committee shall constitute a quorum at all meetings of the executive committee. When a quorum is present at any meeting of the executive committee, any decision of the executive committee shall be determined by a majority vote of the executive committee members present; provided, that any action (other than taking no position) with respect to proposed legislation shall require the affirmative vote of at least seventy-five percent (75%) of all voting members of the executive committee (or such different percentage as may be required from time to time by the Bar).

#### **4.5. Meetings**

Meetings of the executive committee may be held at such times and places as designated by the Chair or a majority of the executive committee, in such fashion as permitted by the Board of Governors. The executive committee shall be expected to conduct a minimum of four (4) meetings annually. Members may participate in person, by videoconference and/or teleconference or by any other means permitted by the Board of Governors. Members participating in this fashion are deemed to be present at the meeting.

## **ARTICLE 5. OFFICERS**

### **5.1. Officers**

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

### **5.2. Removal**

Any Officer, committee chair, or other member of the executive committee may be removed by a two-third (2/3) 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 interests of the Section Membership.

### **5.3. Chair**

The Chair will preside at all meetings of the Section and executive committee, and will have such other executive powers and perform such other duties as are consistent with the Bar and these bylaws.

### **5.4. Chair-Elect**

The Chair-Elect will be in charge of, and have overall responsibility, for continuing legal education programs and seminars, including any programs or seminars offered in connection with the annual meeting of the Section, and perform such additional duties as may be assigned to him or her by the Chair or by the executive committee. The Chair-Elect shall perform all of the duties of the Chair in the absence or inability to act of the Chair.

Although election to the office of Chair requires the affirmative vote of the Members, the Chair-Elect will be expected to be nominated for the position of Chair at the election following his or her election as Chair-Elect.

### **5.5. Treasurer**

The Treasurer will work with the Bar to ensure that the Section complies with Bar fiscal policies and procedures, work with the Bar to prepare the Section's annual budget, and review the Section's monthly financial statements for accuracy and comparison to budget. Further, the Treasurer will perform any additional duties incident to the office of Treasurer as may, from time to time, be assigned to him or her by the Chair or the executive committee, consistent with the Bar's policies and procedures.

Although election to the office of Chair-Elect requires the affirmative vote of the Members, the Treasurer will be expected to be nominated for the position of Chair-Elect at the election following his or her election as Treasurer.

### **5.6. Secretary**

The Secretary will take minutes at each meeting of the Section and executive committee, and provide approved minutes to the Bar for publication and record retention. Further, the Secretary will perform any additional duties incident to the office of Secretary as may, from time to time, be assigned to him or her by the Chair or the executive committee, consistent with the Bar's policies and procedures.

Although election to the office of Secretary requires the affirmative vote of the Members, the Secretary will be expected to be nominated for the position of Treasurer at the election following his or her election as Secretary.

## **ARTICLE 6. ELECTIONS AND APPOINTMENTS**

### **6.1. Elections**

All voting members of the executive committee, including the Chair, Chair-Elect, Treasurer and Secretary shall be elected annually (or in the case of the WYLC Liaison, appointed every two years) in the manner prescribed by the Bar or, upon reasonable notice to the Members with all pertinent details, by such alternative, equivalent election process determined by the executive committee and administered by the Section, consistent with the requirements of the Bar.

### **6.2. Members at Large**

Members at large to the executive committee shall be nominated and elected as voting members of the executive committee to represent the general interests of the Section membership, with a view towards diversity and broad geographical representation on the executive committee.

### **6.3. Nominations**

A nominating committee, consisting of (i) the Chair, (ii) the Chair-Elect and/or the Immediate Past Chair, and (iii) if reasonably possible, at least one person who is not then a member of the executive committee, shall nominate one or more persons for each of the elected positions on the executive committee and shall make a report of those nominations at the annual meeting of the Section. Each permanent and existing ad hoc committee will be expected to provide the nominating committee with its selection for chair or co-chairs of such committee. Other nominations for the same positions, whether self-nominations or nominations for others, may be made by anyone participating at the annual meeting of the Section, provided that such nominees are, both at the time of nomination and for a continuous period of one year prior to the nomination, Voting Members of the Section.

### **6.4. Appointments**

Those positions on the executive committee which are not filled as otherwise set forth in these bylaws shall be filled by appointment by the Chair with the consent of the executive committee, consistent with the requirements of the Bylaws of the Bar.

### **6.5. Vacancy**

Vacancy of any position on the executive committee shall be filled by appointment by the Chair, subject to the majority vote of the executive committee, for the unexpired portion of the term.

## **ARTICLE 7. COMMITTEES**

### **7.1. Permanent Committees**

The following permanent committees are hereby established:

- (a) Corporate Act Revision Committee;
- (b) Financial Institutions Committee;
- (c) Law of Commerce in Cyberspace Committee;
- (d) Non-profit Corporations Committee;
- (e) Partnership and LLC Law Committee;
- (f) Communications Committee;
- (g) Securities Law Committee;
- (h) Uniform Commercial Code Committee; and
- (i) Legal Opinions Committee.

### **7.2. Other Committees**

The Chair, with the approval of the executive committee, may from time to time authorize the creation of additional permanent or ad hoc committees and appoint members thereof.

## **ARTICLE 8. AMENDMENT**

These bylaws may be amended at any meeting of the Section or of the executive committee. No amendment to these bylaws shall become effective until approved by the Board of Governors of the Bar.