

# WASHINGTON STATE B A R A S S O C I A T I O N

## CONSTRUCTION LAW SECTION

### Bylaws

As last amended and approved by the Washington State Bar Association Board of Governors on September 7, 2024.

#### ARTICLE I. NAME AND PURPOSE

##### Section 1. NAME

This Section shall be known as the Construction Law Section (hereinafter referred to as “the Section”).

##### Section 2. PURPOSE

The purpose of the Section shall extend to the field of public and private procurement and construction matters, with emphasis upon laws, regulations, and administrative and court decisions affecting the same.

The purposes of this Section are to promote the education of Washington State Bar Association members in laws, regulations, and administrative and court decisions affecting such procurement and construction, and the sound development of relevant laws and regulations; to cooperate in that endeavor with the American Bar Association and its sections; and to promote the objects of the Washington State Bar Association (hereinafter referred to as “WSBA”).

#### ARTICLE II. MEMBERSHIP AND DUES

##### Section 1

Each voting member of this Section shall be an Active member in good standing of the WSBA, an inactive member, or any professor at a Washington law school (whether licensed in Washington or not).

##### Section 2

Each member of this Section shall pay to the WSBA annual dues in an amount to be determined by the executive committee and approved by the WSBA Board of Governors. Any member of the WSBA shall, upon request and payment of WSBA and Section dues for the current year, be enrolled as a member of this Section. Thereafter, such dues shall be paid as provided by WSBA.

##### Section 3

Subscribers are non-voting members who may not hold Section office or be a member of the executive committee.

- (a) In accordance with the WSBA Bylaws, law students may be enrolled as subscribers (“subscribers”) of the Section. The Section membership dues for law students shall be set at a standard amount annually determined by the Board of Governors.

- (b) Licensed legal professionals who are not Active members of the WSBA may be enrolled as a subscriber of the Section. The Section membership dues for such non-active subscriber shall be the same as that established for voting members.

### **ARTICLE III. EXECUTIVE COMMITTEE**

#### **Section 1**

The Officers of this Section shall be a Chair, a Chair-elect, a Vice Chair, a Treasurer, and a Secretary (collectively, "Officers").

#### **Section 2**

There shall be a governing executive committee, which shall consist of sixteen total members:

- Officers (5)
- At-Large Members (9)
- Immediate Past Chair (IPC) (1)
- Young Lawyer Liaison (1)

Past Chairs (PC) of the Section, other than the Immediate Past Chair, shall be honorary members of the executive committee. As such, they shall be given notice of and have the right to attend all meetings of the executive committee, and to participate in the discussions, but shall be nonvoting members other than the limited voting rights provided in Article V, Section 3.

#### **Section 3**

- (a) Officers and At-Large executive committee members shall be selected from the eligible membership of the Section.
- (b) The term for Officers, except Treasurer and Secretary, shall be one year, the term for Treasurer and Secretary shall be two years, and the term for At-Large executive committee members shall be three years, unless an executive committee member is elected for a partial term to fill a vacancy. Note: any individual elected as an At-Large member for a term of *less* than three full years shall then be guaranteed inclusion on the ballot if they apply for the subsequent At-Large position when their given term expires. Any shorter cycle will not count towards the limits below in Section 3(c).

Eligible Section members may be elected for up to three consecutive three-year terms as At-Large executive committee members. No Section member who has been elected to serve for a third consecutive term of three years as an At-Large executive committee member shall be eligible for election to serve a fourth consecutive three-year term. The terms for the Officers elect are exclusive of the above limits. If the term of the Chair-elect or the Vice Chair is scheduled to expire, they shall remain an executive committee member until their service as Immediate Past Chair is concluded (see Article VI, Section 2).

#### **Section 4**

The membership of the Section shall be divided into regions of the number, size, and composition as may be established from time to time by the executive committee.

## **ARTICLE IV. DUTIES AND POWERS OF OFFICERS**

### **Section 1**

The Chair shall preside at all meetings of the Section and of the executive committee and shall formulate a report of the work of the Section for the then closing year and submit it to WSBA. The Chair shall plan and superintend the program and performance of all activities of the Section, subject to the directions and approval of the executive committee. The Chair shall keep the executive committee duly informed of such activities and shall carry out its decisions. The Chair shall, in addition, perform such other duties and acts as usually pertain to the office or as may be designated by the executive committee.

### **Section 2**

The Chair-elect shall, in consultation with the Chair, appoint the chairs and members of all Committees of the Section who are to hold office during the Chair-elect's term as Chair. All such appointments shall be made prior to the Chair-elect beginning its term as Chair. The Chair-elect shall aid the Chair in the performance of their responsibilities in such manner and to such extent as the Chair may request and shall perform such further duties and have such further powers as usually pertain to the office or as may be designated by the executive committee or by the Chair. In case of the death, resignation, or disability of the Chair, the Chair-elect shall perform the duties of the Chair for the remainder of the Chair's term or during their disability, as the case may be.

### **Section 3**

The Vice Chair shall consult with and assist the Chair and the Chair-elect in the discharge of their duties as set forth above. The Vice Chair shall perform such special assignments and duties and have such further powers as may be designated or conferred upon them by the executive committee or the Chair. In the case of the death, resignation, or disability of the Chair-elect, the Vice Chair shall perform the duties of the Chair-elect for the remainder of the Chair-elect's term or during their disability, as the case may be.

### **Section 4**

The Secretary shall consult with and assist the officers of the Section in the work of the Section. The Secretary shall take minutes at all meetings of the Section and of the executive committee and provide approved minutes to the WSBA for publication and record retention. The Secretary, in conjunction with the Chair, as authorized by the executive committee, shall attend generally to the business of the Section and shall perform such further duties and have such further powers as may be designated by the Chair or the executive committee. In case of death, resignation, or disability of the Chair and Chair-elect, and Vice Chair, the Secretary shall perform the duties of the Chair for the remainder of the Chair's or Chair-elect's term or during their disability, as the case may be.

### **Section 5**

The Treasurer shall work with the WSBA to ensure that the Section complies with WSBA fiscal policies and procedures, work with the WSBA to prepare the Section's annual budget and review the Section's monthly financial statements for accuracy and comparison to budget, and shall perform such other reasonable duties as directed by the Chair and the executive committee.

## **ARTICLE V. DUTIES AND POWERS OF EXECUTIVE COMMITTEE**

**Section 1** The executive committee shall have general supervision and control of the affairs of the Section subject to the provisions of the Bylaws of WSBA and the bylaws of this Section.

## **Section 2**

A majority of the voting members of the executive committee shall constitute a quorum for the transaction of its business. Except as otherwise provided in these Bylaws or the WSBA Bylaws, actions of the executive committee shall be by majority vote of those present once a quorum is established, including by telephone or video conference or the like, and voting.

## **Section 3**

Executive committee members may vote in person (or by telephone or videoconference if attending remotely), or by email in accordance with the WSBA Bylaws. All members of the executive committee shall have the right to vote on any matter properly before the executive committee. With respect to the IPC only, in the IPC's absence, inability, recusal, or refusal to cast a vote on any matter properly before the executive committee, one honorary past chair attendee present at the executive committee meeting may act in the IPC's place. In that case, if more than one past chair is present for a vote, the PC who most recently served as Chair will cast the designated vote.

## **Section 4**

The executive committee shall authorize the creation of such standing committees as it deems advisable, and may delegate authority to the Chair to create special committees and make special assignments during their term, with such powers and duties as the executive committee may authorize and direct, subject to the limitations of the bylaws of the Section and the Bylaws of WSBA: provided, however, that no action of any committee shall become effective as the action of the Section until it is approved by the executive committee or by the Section.

# **ARTICLE VI. NOMINATIONS AND ELECTIONS**

## **Section 1**

At each annual election, there shall be elected a Vice Chair and three At- Large executive committee members. In odd-numbered years, there shall also be elected a Secretary and a Treasurer.

## **Section 2**

All executive committee positions will begin on October 1 each year. The then-existing Chair-elect shall cease to be such at the end of their term and shall, at that time and without further action by the members of the Section or by the executive committee, become Chair for the ensuing year. The then-existing Vice Chair shall cease to be such at the end of their term and at that time and without further action by the members of the Section or by the executive committee, become Chair-elect for the ensuing year. The then-existing Chair shall cease to be such at the end of their term and at that time, and without further action by the members of the section or by the executive committee, become the IPC for the ensuing year.

## **Section 3**

No person shall be elected to any office enumerated in Section 1 hereof unless that person has been a voting member of this Section for at least one full year. No person may be elected to the office of Vice Chair who has not been an executive committee member for at least two full years. No person may be elected to the office of Treasurer or Secretary who has not been an executive committee member for at least one full year.

## **Section 4**

Each year, the Chair shall appoint a nominating committee of three members of the Section, at least

one of whom should not be a current member of the executive committee, to make recommendations for candidates for the offices of Vice Chair and the three At-Large executive committee positions, and every other year for the offices of Secretary and Treasurer. The Chair shall provide a list of the members named to the nominating committee to the Secretary of the Section at the time of their appointment.

#### **Section 5**

All applicants will apply through an electronic application process administered by the WSBA. The nominating committee shall file its report in writing with the Secretary of the Section, making recommendations for all the Officers and At-Large executive committee members to be elected at least by the last day of March. The Secretary shall forward copies of such report to all members of the executive committee promptly after the report is filed with the Secretary.

#### **Section 6**

Additional nominations may be made after submission of the nominating committee's report by filing a petition with the Secretary of the Section, at least thirty days in advance of the election and signed by at least fifteen members of the Section in good standing, nominating a person qualified for any of the positions to be elected. The executive committee will approve a list of nominees for each open position which shall be the basis for WSBA's electronic voting as per Section 7 hereunder.

#### **Section 7**

All notices, reports, and petitions filed with the Secretary pursuant to this Article VI shall be made available upon request. The Chair shall cause such additional publication of such notices, reports, and petitions to be made as may be practical and as they deem appropriate.

#### **Section 8**

Nominations and elections for open executive committee positions will be held in May each year. The WSBA will administer the elections by electronic means and certify the results, unless the Section develops its own equivalent electronic election process. In the event of a tie, the winner will be determined by majority vote of the executive committee. The results will be announced at the annual meeting.

### **ARTICLE VII. SUCCESSION OF OFFICERS, VACANCIES, ETC.**

#### **Section 1**

The Chair-elect shall, unless they have been removed from office by the executive committee, automatically assume the office of Chair for the term of one year, as provided in Section 1 of Article VI hereof.

#### **Section 2**

- (a) The executive committee, during the interim between annual elections of the Section, will appoint, by majority vote, members to fill vacancies on the executive committee. When a member is appointed to fill a vacancy in an unexpired term, the member will do so until the next annual election when an individual will be elected to serve the remainder of the vacated term.
- (b) Any member of the executive committee may be removed by a two-thirds majority vote of the executive committee. Grounds for removal include, but are not limited to, regular absence from executive committee meetings and events, failure to perform duties, unprofessional or

discourteous conduct or whenever, in the executive committee's judgment, the executive committee member is not acting in the best interest of the section membership. Attendance is a key component. Because the Section permits video or telephonic attendance, the goal is 90% attendance. All members of the executive committee must agree, during their first meeting, to a substantially similar pledge: *"I understand and acknowledge that my attendance at monthly meetings is essential. If I am not able to attend, I will notify the Chair and Vice-Chair by email prior to the meeting. Excused absences include trials or arbitrations as well as serious health concerns or travel (such as being on a plane or in a place with no wi-fi). Because attendance is possible by phone, at a minimum, I vow to be present at 90% of the meetings. If not, I understand that I will be notified that my position is at risk and if unexcused absences continue, I may be subject to removal."*

**Section 3**

The IPC shall be defined as the Chair presiding at the time of the annual election.

**ARTICLE VIII. MEETINGS OF SECTION MEMBERSHIP**

**Section 1**

The annual meeting of the Section shall be held in June each year in conjunction with the annual midyear CLE or at such other time as designated by a majority vote of the executive committee.

**Section 2**

Special meetings of the Section may be called by the Chair, upon approval of the executive committee, at such time and place as the Chair may determine.

**Section 3**

The members of the Section present at any meeting of the Section shall constitute a quorum for the transaction of business.

**Section 4**

All binding action of the Section shall be by a majority vote of the members present, unless these bylaws specify otherwise.

**Section 5**

The Section hereby delegates to the executive committee authority to act for the Section as to all matters whatsoever which come before the Section during intervals between the annual meetings of the Section.

**Section 6**

The executive committee may direct that a matter be submitted to the members of the Section for vote by electronic means. In such event binding action of the Section shall be by a majority of the votes received in accordance with rules fixed by the executive committee.

**ARTICLE IX. MISCELLANEOUS PROVISIONS**

**Section 1**

The fiscal year of the Section shall be the same as that of WSBA.

**Section 2**

No salary or compensation shall be paid to any officer of the Section, member of the executive committee, or member of a committee.

### **Section 3**

No report, recommendation or other action by this Section shall be considered as the action of WSBA unless and until it shall have been approved by the Board of Governors.

## **ARTICLE X. AMENDMENTS**

These bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present and voting, or at an executive committee meeting by a majority vote of the voting executive committee members once a quorum is established, and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of WSBA.

APPROVED by the Board of Governors of the Washington State Bar Association at Rosario, Washington, July 18, 1986.

APPROVED by the Council of the Public Procurement and Private Construction Law Section the Washington State Bar Association, September 19, 1986, at Seattle, Washington.

APPROVED by the Council of the Construction Law Section of the Washington State Bar Association at Seattle, Washington, July 14, 2010.

APPROVED by the Members of the Construction Law Section of the Washington State Bar Association at Seattle, Washington, October 19, 2010.

APPROVED by the Board of Governors of the Washington State Bar Association at La Conner Washington, December 10, 2010.

APPROVED by the Board of Governors of the Washington State Bar Association at Union, Washington, July 27, 2017.

APPROVED by the Executive Committee Construction Law Section of the Washington State Bar Associated at Seattle, Washington, July 10, 2024.

APPROVED by the Board of Governors of the Washington State Bar Associated at Grand Mound, Washington, September 7, 2024.