



WSBA

TO: Board of Governors

FROM: Anthony Gipe, Immediate Past President
Ann Holmes, Chief Operations Officer
Terra Nevitt, Director of Advancement and Chief Development Officer

RE: Sections Policy Workgroup recommended revisions to Article XI [Sections] of the Bar Bylaws

DATE: August 15, 2016

First Reading: The attached suggested amendments to Article XI. [Sections] of the Bar Bylaws are presented for first reading. These amendments are coming directly to the Board from the Sections Policy Work Group at the agreement of the Bylaws Work Group.

BACKGROUND

Sections were established by the Bar in the 1970s as a mechanism to connect more broadly with the membership in furtherance of member development in various areas of the legal profession. Sections are an important community builder and benefit for the professional development of the membership, and provide important benefits such as continuing legal education seminars, professional networking events, legal publications and active engagement in the legislative process.

Over time, the Sections' various bylaws, policies and procedures have resulted in differing practices that have become a challenge to administer. The Sections Policy Workgroup was formed in September 2015 to review sections' current policies, procedures and practices to determine where consistency can be achieved and efficiencies in administration can be created to support staff and volunteers in providing member benefits.

The Sections Policy Workgroup (workgroup), expanded to include five section leaders, has met in four, half-day meetings to discuss the applicability of WSBA fiscal policies to sections, areas of governance standardization, alignment of the section membership year with the license fee year, and WSBA open meeting requirements. Attached, please find meeting minutes and the memo from the July BOG meeting materials detailing the discussion topics for each of these meetings.

DISCUSSION

The workgroup met on August 12 to continue to discuss open meeting policy and practices, membership year alignment and areas of standardization in governance. Potential governance standardization was captured in proposed changes to the WSBA Bylaws. The meeting minutes are attached here. In addition to the bylaw amendments discussed below, the workgroup unanimously agreed to change the section membership year (which aligned with the Bar fiscal year) to the Bar licensing year (which aligns with the calendar year). This change in membership year will take effect January 2018.

The workgroup further recommends revisions to Article XI of the Bar Bylaws to support more consistent governance practices, while providing sufficient flexibility for each section to maintain the unique practices that best support each section's body of work. These amendments:

- Clarify the relationship between the Bar and its 28 sections.
- Detail minimum governance standards to be practiced by each section, including, for example, a minimum number of section executive committee officers, an electronic election process, and a consistent nomination and election timeline across all sections.
- Align with changes proposed by the Bylaws Workgroup regarding terminology, syntax and other substantive areas of the Bylaws (e.g. Active membership in the Bar).

If approved, the Bar's sections team will work with each section's executive committee to amend their individual section bylaws to align with the minimum standards and practices described in Article XI of the Bar Bylaws.

The workgroup meeting minutes, materials and these draft Bylaws have also been circulated to section leaders and section members via list serve(s), eblast(s) and posted online prior to this meeting. The Workgroup will seek comments from Section leaders and section members prior to its final meeting on September 15.

NEXT STEPS

The workgroup will have its final meeting on September 15. At this meeting, the workgroup plans to consider input regarding the recommended amendments to Article XI, make any desired changes, and provide an updated Article XI to the Board at the September meeting or another date if deemed necessary by the workgroup. Additionally, the workgroup will discuss next steps and provide a recommendation to the Board regarding suggested topics of importance to the WSBA and sections that warrant further discussion, which may include Continuing Legal Education seminars, and section reserve funds.

Sections Policy Workgroup

Meeting Minutes

August 12, 2016

The Sections Policy Workgroup meeting began at 9:05 a.m. on Friday, August 12. The meeting focused on 1) the Bar's open meeting policy and best practices for sections, 2) areas of standardization for section governance and 3) aligning the section membership year to the licensing year. The group did not have time to discuss the agenda item related to section reserve funds. Present at the meeting were the following workgroup members: Chair Gipe, President-elect Haynes, Governors Brady, Danieli, Davis, Doane, and Wilson; section leaders Edlund, Hunter, Reed, and Stephens; and WSBA employees Eriksen, Holmes, McElroy, and Nevitt. WSBA Executive Director Littlewood and employees Unite, Terrenzio, and Plachy also attended. Steve Crossland, LLLT Board Chair, attended as a guest. Workgroup members Black, Lynch, and Swegle were absent.

1. BAR OPEN MEETING POLICY AND PRACTICES

Following a review of the meeting agenda, workgroup member Hunter provided a summary of her research related to the open meetings policy and agreed to forward the case citations to General Counsel for further discussion. It was clarified that the WSBA is not subject to the Open Meetings Act, but is subject to its own open meeting policy found in Article VII of the Bar Bylaws and only looks to the Open Meetings Act and related case law for guidance.

2. AREAS OF STANDARDIZATION FOR SECTION GOVERNANCE

The workgroup then turned its focus to Article XI of the Bar Bylaws, which describes sections. WSBA staff provided draft revisions to the Bar Bylaws intended to capture previous workgroup conversations about areas where standardization in governance could be achieved. The proposed revisions focused on section executive committee composition, nominations and elections processes. The group reviewed each revision in Article XI and made additional edits to reflect the consensus of the group. Votes were taken for a few provisions, including:

Establishing/terminating a section. The workgroup voted unanimously, with one abstention, to increase the threshold for establishing a section to 150 and for triggering a viability review to 75.

Membership. After considerable discussion, the workgroup voted 13 to 1 not to comment on or oppose the changes proposed by the Governance Task Force and Bylaws workgroup to expand the definition of an 'Active' member of the WSBA to include LPOs and LLLT's. The practical effect of this change would be to permit the other licensees to join and serve in leadership roles in sections.

Elections. The workgroup voted unanimously to modify the draft revisions to Article XI.G.2(c) to provide that in the event of a tie in elections, that a tie-breaker should be settled through a random selection process stipulated by each section.

After discussing each segment of Article XI of the Bar Bylaws, the workgroup discussed the timeframe for sharing these changes, soliciting feedback and bringing materials forward to the WSBA Board of

Governors (BOG) for discussion. After discussion about the nature of first reading, timing for gathering feedback and concerns about losing the input of BOG members that have been working on these issue for some time, the workgroup voted 11 to 1, with 2 abstentions to recommend to the BOG that the amendments to Article XI remain on the BOG agenda for first reading at the August 23 meeting. Workgroup members, including staff, agreed to share the recommended changes to the Bylaws, solicit feedback and provide that feedback to the BOG for consideration at the August 23 meeting. The Workgroup also reserved its right to ask the BOG to delay second reading and further action on Article XI if the public feedback warranted further discussion and amendments.

The recommended revisions to Article XI of the Bar Bylaws (approved by the Sections Policy Workgroup) can be found [online here](#).

3. ALIGNING THE SECTION MEMBERSHIP YEAR TO THE LICENSING YEAR

Continuing its discussion from the July 11 meeting, the workgroup determined that the section membership year should be aligned with the licensing year, effective 2018. During this transition year, section financial statements for October through December will show no dues revenue. The Bar will continue to use the cash basis accounting method for section dues.

The next (and final) meeting of the Sections Policy Workgroup is September 15. Discussion topics include: reviewing any input regarding proposed changes to the Article XI, section reserves and a recommended set of next steps to continue to dialogue regarding WSBA sections. These next steps will be provided to the BOG for review. The current Sections Policy Workgroup will dissolve, in its current form, after September 30.

For questions, comments or feedback, contact me directly or email sections@wsba.org

Thank you,

Anthony David Gipe, Chair of the Sections Policy Workgroup
Immediate Past President, WSBA

XI. SECTIONS

A. DESIGNATION AND CONTINUATION.

Sections are entities of the Bar created and tasked to shall carry on the work of the Bar and further their purposes as defined in individual section bylaws, each within the jurisdiction defined in its bylaws. A list of all current sections shall will be maintained by the Executive Director. Once established, a section shall will continue until discontinued as provided in these Bylaws or in the section bylaws.

B. ESTABLISHING SECTIONS.

1. The Board of Governors BOG shall will consider the establishment of a new section on a petition and report endorsed by at least 150 100 Active members of the Bar. Any such petition shall must be filed with the Executive Director at least one BOG meeting prior to the meeting at which action upon on the proposal is contemplated and shall must substantially set forth:
 - a. The contemplated jurisdiction purpose of the section, which shall will be within the purposes of the Bar and not in substantial conflict with the jurisdiction purpose of any existing section or committee, the continuance of which is contemplated after the section is established;
 - b. Proposed bylaws of the section, which shall contain a definition of its jurisdiction purpose;
 - c. The names of the any proposed committees of the section;
 - d. A proposed budget for the section for the first two years of its operation;
 - e. A list of members of the Bar who have signed statements that they intend to apply for membership in the section;
 - f. A statement of the need for the proposed section.
2. The Board of Governors BOG may create a new section by combining sections as set forth below in these Bylaws.

C. MEMBERSHIP.

1. Any Active member of the Bar may be a voting member of a section and eligible for election to office in the section upon paying the annual dues established by the section. Inactive members may not be voting members of sections.
2. If provided for in the section bylaws, any lawyer admitted to the Bar as an Emeritus /Pro Bono member pursuant to APR 8(e), House Counsel under APR 8(f), professor at a Washington law school (whether licensed in Washington or not), or any lawyer who is a full time lawyer in a branch of the military who is stationed in Washington but not licensed in Washington, specially licensed to practice law pursuant to APR 8(d) (educational purposes), APR 8(f) (House Counsel), or APR 8(g) (Military Lawyer), may

be a voting member of the section and eligible for election to office in the section.

3. Law students shall be allowed to be nonvoting members of any section at a standard annual dues amount set by the Board of Governors BOG.
4. Sections may adopt bylaw provisions authorizing inactive members, and others not eligible for section membership as voting members, to be nonvoting members or “subscribers” of the section.

D. DUES

Dues are to be paid annually in the amount determined by the section executive committee and approved by the BOG. Any person who fails to pay the annual dues will cease to be a member of the section.

E. BYLAWS AND POLICIES.

1. Sections are subject to all Bar Bylaws, policies, and procedures. Each section shall-must have bylaws consistent with these Bar Bbylaws. Amendments to section bylaws may be made by a majority vote of the voting executive committee members or by a majority vote of section members present at a section meeting. Section bylaws or amendments thereof shall-will become effective when approved by the Board of Governors BOG.

F. SECTION EXECUTIVE COMMITTEE.

1. Each section will have a section executive committee consisting of, at a minimum, the following Officer positions: Chair, Secretary and Treasurer (or Secretary/Treasurer); and may have At-Large members. Voting members of a section executive committee must be Active members of the Bar and members of the section for their entire term of office on the executive committee. Additionally, a section executive committee may have *ex-officio* (non-voting) members. The section executive committee is empowered to act on behalf of the section unless it chooses to take a vote of the section membership.
2. Officers. Officers of a section executive committee must be Active members of the Bar and elected by the section membership to complete the one-year term of office.
 - a. Chair. The Chair of the section presides at all meetings of the section and section executive committee, and will have such other executive powers and perform such other duties as are consistent with the Bar and section bylaws.
 - b. Secretary. The Secretary must take minutes at each meeting of the section and section executive committee, and provide approved minutes to the Bar for publication and record retention.
 - c. 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.
 - d. A section may have additional officer positions as defined in its section bylaws.

3. At-Large Members. At-large members of the section executive committee will be voting members. At-large members will be elected by the section membership to three-year terms. A section executive committee may appoint its Young Lawyer Liaison (if any) as a voting member of the section's executive committee.
4. Ex-Officio Members. Voting members of the section executive committee may appoint ex-officio members from among the current members of the section to further the work of the Bar and section. Ex-officio members do not vote on section executive committee matters and serve at the discretion of the section executive committee.
5. Executive committee members are not subject to a limit on the number of the consecutive terms they may serve unless stated in a section's bylaws.
6. All section executive committee positions begin October 1st each year.

G. NOMINATIONS AND ELECTIONS.

1. Nominations.
 - a. Nominating Committee. Each section will have a nominating committee consisting of no less than three section members appointed annually by the Chair or executive committee. At least one member of the nominating committee should not be a current member of the section executive committee.
 - b. The executive committee should reflect diverse perspectives. To assist this, all applicants must apply through an electronic application process administered by the Bar. The application form will, on a voluntary basis, solicit information including, but not limited to, the person's ethnicity, gender, sexual orientation, disability status, area of practice, years of practice, employer, number of lawyers in law firm, previous involvement in section activities, and skills or knowledge relevant to the position. The nominating committee should actively take factors of diversity into account when making recommendations.
 - c. Alternate Nomination Process. The executive committee will also have an alternative process to allow for nominations to occur outside of the nominating committee process.
 - d. Executive Committee Approval. The executive committee will approve a list of nominees for each open position. Persons nominated through an alternative nomination process will be included on the final list of approved nominees.
2. Elections
 - a. Only voting members of the section may participate in section elections.
 - b. The Bar will administer the elections by electronic means and certify results, unless the section develops its own equivalent electronic election process. For sections that administer elections through an alternate equivalent electronic election process, the section must provide the Bar with the total number of votes cast and the number of votes received for each candidate immediately following

the close of the election.

- c. In the event of a tie, the section executive committee will implement a random tie-breaker of its choice, as such a coin toss or a drawing of lots, to determine the winner.
 - d. All election processes must comply with the Bar record retention policies.
3. Timing. Nominations and elections for open section executive committee persons will be held between March and May each year.

H. VACANCIES AND REMOVAL.

1. The section executive committee will appoint, by a majority vote, voting members to fill vacancies on the section 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.
2. Any member of the executive committee may be removed by a two-thirds majority vote of the section executive committee. Grounds for removal include, but are not limited to, regular absence from section executive committee meetings and events, failure to perform duties, unprofessional or discourteous conduct or whenever, in the executive committee's judgement, the executive committee member is not acting in the best interest of the section membership.

I. OTHER COMMITTEES.

The section executive committee may create other committees pursuant to this provision, as necessary to further the purposes of the section. Section committees, section committee chairs, and section committee members serve at the discretion of the section executive committee.

J. BUDGET.

Each section executive committee shall must submit an annual budget request for each fiscal year to the Board of Governors BOG for review. The BOG will approve final section budgets as part of the Bar's annual budget. The section executive committee, and shall confine its expenditures must to the budget and appropriation be consistent with as the approved section budget. by the Board of Governors.

K. SECTION REPORTS

Each section shall must submit an annual report to the Executive Director and such other reports as requested by the Board of Governors BOG.

L. TERMINATING SECTIONS.

1. The ~~Board of Governors~~BOG may consider terminating a section -when it appears the section is no longer carrying on the work of the Bar as defined in the Functions seetion of these ~~B~~bylaws. The issue ~~shall~~may be raised in one of three ways: (a) on motion, (b) on petition, or (c) at a “viability review” as defined in these ~~B~~bylaws.
2. A section ~~which~~that has less than ~~50-75~~ voting members for two consecutive years will be automatically placed on the BOG agenda for a “viability review.” The ~~Board of Governors~~BOG has the discretion to retain a section despite what might otherwise be considered to be a lack of viability when in the ~~Board's~~BOG's opinion the section is carrying on the work of the Bar as defined in the Functions seetion of these ~~B~~bylaws, and the work is of value to the legal profession.
3. Any section subject to a motion, petition, or viability review pursuant to paragraph (1) above ~~shall~~will be given notice and an opportunity to be heard by the ~~Board of Governors~~BOG. Notice must be sent by the Bar to the current section officers and/or executive committee and posted on the ~~WSBA~~Bar website at least one ~~Board~~BOG meeting prior to the meeting at which the Board plans to vote on the proposal.
4. A section subject to potential termination may petition the ~~Board of Governors~~BOG to be combined with another section, with that section’s written approval, and ~~shall~~must be given reasonable opportunity to present that petition to the BOG before the BOG votes on the section’s termination.
5. If a section is terminated pursuant to these Bylaws, section members ~~shall~~will be allowed to transfer to another section of their choosing, without payment of additional fees, for the remainder of the section dues year.
6. A section terminated pursuant to these Bylaws may apply for reactivation if they meet qualifications for establishing a new section.
7. Any funds remaining in the treasury of a section at the time of termination ~~shall~~will be transferred to the Bar’s general operating fund unless otherwise designated by the ~~Board of Governors~~BOG. Funds in the treasury of combined sections ~~shall~~will be combined.

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 - c. The names of any proposed committees of the section;
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matters and serve at the discretion of the section executive committee.

5. Executive committee members are not subject to a limit on the number of the consecutive terms they may serve unless stated in a section's bylaws.
6. All section executive committee positions begin October 1st each year.

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 - c. In the event of a tie, the section executive committee will implement a random tie-breaker of its choice, as such a coin toss or a drawing of lots, to determine the winner.

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L. TERMINATING SECTIONS.

1. The BOG may consider terminating a section when it appears the section is no longer carrying on the work of the Bar as defined in these Bylaws. The issue may be raised in one of three ways: (a) on motion, (b) on petition, or (c) at a "viability review" as defined in these Bylaws.

2. A section that has less than 75 voting members for two consecutive years will be automatically placed on the BOG agenda for a “viability review.” The BOG has the discretion to retain a section despite what might otherwise be considered to be a lack of viability when in the BOG’s opinion the section is carrying on the work of the Bar as defined in these Bylaws, and the work is of value to the legal profession.
3. Any section subject to a motion, petition, or viability review pursuant to paragraph (1) above will be given notice and an opportunity to be heard by the BOG. Notice must be sent by the Bar to the current section officers and/or executive committee and posted on the Bar website at least one BOG meeting prior to the meeting at which the Board plans to vote on the proposal.
4. A section subject to potential termination may petition the BOG to be combined with another section, with that section’s written approval, and must be given reasonable opportunity to present that petition to the BOG before the BOG votes on the section’s termination.
5. If a section is terminated pursuant to these Bylaws, section members will be allowed to transfer to another section of their choosing, without payment of additional fees, for the remainder of the section dues year.
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7. Any funds remaining in the treasury of a section at the time of termination will be transferred to the Bar’s general operating fund unless otherwise designated by the BOG. Funds in the treasury of combined sections will be combined.