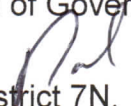


MEMORANDUM

TO: WSBA Board of Governors, President and Executive Director

FROM: Paul Swegle 
Governor, District 7N,
Immediate Past Chair, Corporate Counsel Section
Member, Securities Law Committee

DATE: September 12, 2018

SUBJECT: Cover Memo re Amendments to WSBA Bylaws, Article XI, to:
(i) Allow Sections to Comment and Take Positions and
(ii) Extend Section Leader Nomination and Balloting Period.

The proposed changes to Article VI are shown in the marked attachment.

These changes would amend Article XI to (i) allow Sections to comment on matters such as pending legislation and (ii) extend the nominations and elections of section executive committee seats from May 30 to June 30.

Each of the two proposed amendments should be considered by and voted upon separately by the WSBA Board of Governors.

1. In relevant part, the amendment to Article XI regarding Section commenting and taking positions adds the following language to Article XI.E.1:

“... no Bar Bylaw, policy, or procedure shall act as a prior restraint that would prevent a section from commenting or issuing a position on a public matter, so long as:

- a. Such position has been approved by the Section’s Executive Committee;*
- b. The Section has promulgated Bylaws providing for reasonable comment and feedback on the issue from its members; and*
- c. The Section makes explicitly clear in all communications that its position is not that of the WSBA as a whole, but only that of the Section, and that the position is not endorsed by the WSBA as a whole.”*

There have been several years of uncertainty, inconsistency and confusion on the ability of Sections to comment on and take positions on issues of interest to their members. Sections are intended to be subject matter experts within their areas of the law, both for the benefit of their members and for the benefit of the public.

Section leaders have become increasingly concerned and frustrated by the WSBA’s uneven and illogical handling of issues relating to Sections taking positions and commenting on proposed legislation and other matters.

The proposed amendment to Article XI.E.1 is intended to address these concerns in a reasonable and definitive manner.

2. The proposed amendment to Article XI.G both corrects a small typo (“positions” instead of “persons”) and alters the timeframe for Section leader nominations and elections to accommodate the timing of Section mid-year meetings. These changes are supported by the WSBA Section staff and by many Section leaders.

As amended, Article XI.G would read:

“NOMINATIONS AND ELECTIONS

3. Timing. Nominations and elections for open section executive committee positions will be held no later than June 30th of each year.”

**Proposed Bylaw Amendments – The Sections
(Art. XI)**

These amendments are intended to clarify and protect certain advocacy rights for Sections and increase flexibility in the timing of elections consistent with concerns about which the WSBA staff is already aware and in agreement.

REDLINE PROPOSED BYLAW AMENDMENTS

XI. SECTIONS

E. BYLAWS AND POLICIES

1. Sections are subject to all Bar Bylaws, policies, and procedures. However, no Bar Bylaw, policy, or procedure shall act as a prior restraint that would prevent a section from commenting or issuing a position on a public matter, so long as:

a. Such position has been approved by the Section’s Executive Committee;

b. The Section has promulgated Bylaws providing for reasonable comment and feedback on the issue from its members; and

c. The Section makes explicitly clear in all communications that its position is not that of the WSBA as a whole, but only that of the Section, and that the position is not endorsed by the WSBA as a whole.

G. NOMINATIONS AND ELECTIONS

3. Timing. Nominations and elections for open section executive committee ~~persons~~positions will be held ~~between March and May~~no later than June 30th of each year.