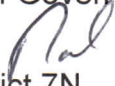


MEMORANDUM

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 Article VI of the WSBA Bylaws re Election of At-Large Governors

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

The changes would amend Article VI.C.3 and D to provide for electing At-Large Governors instead of appointing them.

The rationale for this is to make the election of At-Large Governors more transparent and less subject to capture or undue influence by a potentially entrenched WSBA executive leadership. The independence of all WSBA Governors is critical for good governance and transparency at the WSBA.

Electing At-Large Governors instead of appointing them will also improve “gatekeeping” against the types of conflicts of interest the WSBA has experienced in recent years, including the undisclosed relationship between the WSBA Executive Director and the Chair of the LLLT Program and also the problematic presence on the Board of Governors of an At-Large Governor whose firm does substantial work for the WSBA.

In terms of process, the proposed amendment provides that *“At-Large Governors shall be elected in the same manner as Governors from Congressional Districts, except that all Active members wherever they reside shall be eligible to cast a vote in each At-Large election.”*

Lastly, the proposed amendment preserves the intent behind the At-Large Governor seats by providing that *“Candidates must meet the requirements for office of the specific At-large position they seek as outlined in §VI.A.2.”*

**Proposed Bylaw Amendments – At-Large Governor Elections
(Art. VI)**

These amendments are intended to achieve two goals:

1. Policy/Governance Transparency.
2. Enhance Member Influence in WSBA Governance.

This change does not affect the requirements for the At-Large positions but moves the election of the candidates to the general membership instead of the BoG. There is nothing about the makeup of the BoG that makes it more qualified than the membership at large to select the membership's representatives.

REDLINE PROPOSED BYLAW AMENDMENTS re: At-Large Governor Elections

VI. ELECTIONS

C. ELECTION OF GOVERNORS

...

3. Election of At-Large Governors

At-large Governors are elected by the BOG as set forth below. At-Large Governors shall be elected in the same manner as Governors from Congressional Districts, except that all Active members wherever they reside shall be eligible to cast a vote in each At-Large election. Candidates must meet the requirements for office of the specific At-large position they seek as outlined in §VI.A.2.

...

D. ELECTIONS BY BOARD OF GOVERNORS

1. At-Large Governors

The BOG will elect four additional Governors from the Active membership and two additional Governors from the public. The election of At Large Governors will take place during a BOG meeting not later than the 38th week of each fiscal year and will be by secret written ballot.

a. The BOG will elect two At Large Governors who are persons who, in the BOG's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the BOG will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Underrepresentation and diversity may be based upon the discretionary determination of the BOG at the time of the election of any At Large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor will be determinative.

b. The BOG will elect one At Large Governor from nominations made by the Young Lawyers Committee. The Young Lawyers Committee will nominate two

~~or more candidates who will be Young Lawyers as defined in Article XII of these Bylaws at the time of the election.~~

~~e. The BOG will elect one At Large Governor who is a LLLT or LPO from nominations made by the Nominations Committee.~~

~~d. The BOG will elect two At Large Governors who are members of the general public from nominations made by the Nominations Committee~~

... [THE REMAINDER OF SECTION D UNCHANGED]