

DRAFT AMENDED

**WASHINGTON STATE BAR ASSOCIATION
ALTERNATIVE DISPUTE RESOLUTION SECTION
BYLAWS**

ARTICLE I. NAME

This organization shall be known as the Alternative Dispute Resolution Section (“the Section”) of the Washington State Bar Association (“the Association”).

ARTICLE II. MEMBERSHIP

Any active member in good standing with the Association and any lawyer specially admitted to the Bar for educational purposes (APR 8(d)); as an Emeritus member (APR 8(e)); as a Foreign House Counsel (APR 8(f)), as a Military Lawyer (APR 8(g)); or authorized to practice as House Counsel pursuant to RPC 5.5(d) may be enrolled as a member of the Section upon request and payment of annual Section dues in the amount and for the purpose approved by the Board of Governors of the Association pursuant to Article 6.5 of these Bylaws. In addition, inactive attorneys, law students and non-attorneys may be subscriber members of the Section by paying the Section dues as required by the Washington State Bar Association. Subscriber members are non-voting members of the Section and may not hold an elected office.

ARTICLE III. OFFICERS

The officers of the Section shall be the Chair, Chair-Elect, Secretary and Treasurer. No individual may hold more than one officer position at a time.

ARTICLE IV. DUTIES OF OFFICERS

4.1 Chair

The Chair, as chief executive officer, shall preside at all meetings of the Executive Committee and of the Section membership, and have such other executive powers and perform such other duties as are not inconsistent with these Bylaws or the Bylaws of the Association. The Chair

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may, at his or her discretion, appoint other members of the Executive Committee to perform some of the tasks normally performed by the Chair.

4.2 Chair-Elect

The Chair-Elect shall perform all duties of the Chair during the latter's absence, inability to act, or upon a request by the Chair and, when so acting, shall have all the executive powers and perform such other duties as are not inconsistent with these Bylaws or the Bylaws of the Association. The Chair-Elect shall have such other powers and perform such other duties not inconsistent with these Bylaws as, from time to time, may be requested by the Chair or the Executive Committee.

4.3 Secretary

The Secretary shall be responsible for the taking of minutes at each meeting of the Section and the Executive Committee, the transcription and distribution of such minutes to the members of the Section, and shall timely send out notices of Executive Committee meetings and the Annual Meeting.

4.4 Treasurer

The Treasurer shall be responsible for maintaining accurate records of the finances of the Section, tracking the dues and other receipts of the Section, and approving the necessary disbursements thereof, subject to such procedures as shall be prescribed by the Executive Committee or the Board of Governors of the Association.

4.5 Term.

The term of office of each Officer shall commence each year on October 1 and shall continue until the Officer's successor is elected or the officer resigns.

ARTICLE V. EXECUTIVE COMMITTEE

5.1 Membership

There shall be an Executive Committee composed of all of the officers of the Section, the immediate past Chair of the Section, and up to eight (8) other persons. The members of the Executive Committee for the next year shall be nominated by the Nominating Committee, approved by the existing Executive Committee and then elected by the membership at the Annual Meeting. Any member may put himself or herself up for election to the Executive Committee at the Annual Meeting. All past Chairs of the Section shall be exofficio members of the Executive Committee. Any member of the Section, including subscriber members, may attend Executive Committee meetings. The calendar of upcoming meetings will be posted on the WSBA-ADR.org website.

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5.2 Term.

The term of each member of the Executive Committee, other than Officers, shall begin on October 1 and be for three years, or until the member resigns or is removed for cause. A member of the Executive Committee may continue in office for additional one-year terms, if the member is renominated by the Nominating Committee, approved by the existing Executive Committee and then elected by the membership at the Annual Meeting..

If a member of the Executive Committee cannot, for any reason, complete his or her term, a successor shall be appointed by the Chair to fill the unexpired term, with the approval of the Executive Committee.

Any member may be removed from the Executive Committee by a majority vote of the sitting members. Grounds for removal shall be failing to attend two-thirds of the monthly Executive Committee meetings (eight out of twelve) or for other good cause as determined by a majority of the Executive Committee. The member shall be provided the reason(s) in writing and may, if he or she chooses, present his or her reasons for his or her acts or omissions at the next regular meeting of the Executive Committee meeting. If a majority of the Executive Committee still determines that the member should be removed, a replacement shall be appointed.

5.3 Duties

The Executive Committee shall supervise and direct the affairs and determine the policies of the Section, subject to and in accordance with these Bylaws and the Bylaws and policies of the Association.

5.4 Meetings

The Executive Committee may act at a meeting duly called or by a poll of each member of the Executive Committee. A majority of the Executive Committee shall constitute a quorum to transact business. Meetings shall be called by the Chair or by a majority of the members of the Executive Committee, and written notice of such meetings shall be given to members of the Executive Committee, by letter, fax and/or e-mail, not less than three days prior to such meeting. A poll of the members of the Executive Committee may be conducted by the Chair by telephone, mail, fax or email. All acts of the Executive Committee shall be recorded by the Secretary or a designee, and kept with the minutes of the Executive Committee.

5.5 Dues

The Executive Committee shall have the right to assess annual Section membership dues upon each member of the Section.

ARTICLE VI. COMMITTEES

6.1 Standing Committees

In addition to the Executive Committee, there shall be Standing Committees, which may change from time to time at the discretion of the Executive Committee and in consultation with the members of the respective standing committees.¹ At present, the Standing Committees are the:

Education Committee;
Land Use & Environmental Law Committee;
Legislation Committee;
Media and Communications Committee;
Membership Committee; and
NW DR Conference Committee.

The Chair of the Section shall select the chairs of each Standing Committee for the bar year he or she is Chair.

6.2 Ad Hoc Committees

In addition, the Chair shall have the power, in consultation with the Executive Committee, to appoint such Ad Hoc Committees as are necessary for the purpose of furthering the objectives of the Section.²

6.3 Members

Any member of the Section may volunteer to serve on any Standing Committee and Ad Hoc Committee.

¹ Three standing Committees that have been recently discontinued are: the Deskbook Committee; the Newsletter Committee; and the Operations Committee.

² At the time of that these bylaw amendments are being considered, existing Ad Hoc Committees are: the Advisory Opinion 2223 Discussion Group; Arbitration Place; the Collaborative Law Act/Rule Committee; the Foreclosure Mediation Discussion Group; Independent Foreclosure Mediation Professionals; the Seattle University Dispute Resolution Board; and the Uniform Task Force on Early Dispute Resolution.

ARTICLE VII. ANNUAL OR SPECIAL MEETINGS OF SECTION MEMBERS

7.1 Meetings

Each year, the Section shall hold an annual meeting of its members prior to October 1. It shall be called by the Chair, subject to approval of the Executive Committee. Special meetings of the members may be called at any time, when there is adequate time for notice to the membership, by either the Chair, Chair-Elect, or a majority of the members of the Executive Committee.

7.2 Notices

Notice of the time and place of all meetings shall be given to all members of the Section at least five days prior to the meeting date and shall be posted on the WSBA-ADR.org website.

7.3 Quorum

Ten section members shall constitute a quorum for the transaction of business at any meeting of the Section.

7.4 Rules of Order

All meetings of the Section shall be guided by The Standard Code of Parliamentary Procedure, Latest Edition (formerly the Sturgis Standard Code of Parliamentary Procedure) and Robert's "Rules of Order, Newly Revised."

ARTICLE VIII. ELECTION OF OFFICERS

8.1 Time

The Section shall hold a regular annual election of Officers, except for the office of Chair which automatically shall be filled by the Chair-Elect. The regular annual election shall be held at the Annual Meeting of the Section as provided in Article 7.1, which must take place prior to the new Officers taking office on October 1 as provided in Article 4.5.

8.2 Nominating Committee

A Nominating Committee shall be appointed by the Chair prior to the annual meeting each year. The Committee may include the Immediate Past Chair; the current Chair; and the Chair-Elect and any other Officer or member of the Executive Committee designated by the Chair. The Nominating Committee shall nominate one or more members of the Section for each of the offices of Chair-Elect, Secretary and Treasurer.

The written report of the Nominating Committee stating the names of the persons so nominated shall be forwarded to the Chair of the Section at least ten days prior to the regular annual

election, and the members of the Section shall be notified of such nominations in the notice of the annual meeting as provided in Article 8.1.

ARTICLE IX. AMENDMENTS TO BYLAWS

These Bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present pursuant to Article 7.3. Between Annual Meetings, these Bylaws may be amended at any regular or special meeting of the Executive Committee of the Section, called for the purpose of amending the Bylaws and upon seven days written notice to members of the Executive Committee and by a majority vote of the members of the Executive Committee present, or if the vote is by e-mail, a majority of the sitting members. The amended Bylaws will then be put to a vote of the membership at the next Annual Meeting. However, no amendment to these Bylaws shall become the official Bylaws of the Section until approved by the Board of Governors of the Washington State Bar Association.

Adopted by the Executive Committee this ____ day of _____, 2014.

Approved by the WSBA Board of Governors on _____, at _____, Washington.