BYLAWS
OF THE
BUSINESS LAW SECTION
OF THE
WASHINGTON STATE BAR ASSOCIATION

(As Amended May 31, 1986; April 22, 1989;
June 11, 1994; June 3, 2000 and July 23, 2010)

ARTICLE 1.
IDENTIFICATION

1.1 Creation

The Business Law Section of the Washington State Bar Association (hereinafter referred to as Section) was established pursuant to Article IX, Section A, of the Bylaws of the Washington State Bar Association (hereinafter referred to as Bar).

1.2 Purpose

The purpose of the Section shall be to seek the participation of all interested members of the Bar in order to benefit the general public, the members of the Section and their clients:

(a) By encouraging research and study, and initiating proposals for changes and reforms, and aiding and educating the Bar and the public in the area of corporation, business and banking law, and coordinating this education with continuing legal education whenever possible and appropriate;

(b) By review of pending legislation and development of proposed statutory enactments to improve and facilitate the administration of justice within the Section's area; and

(c) By understanding such other service that may be of benefit to the public and members of the legal profession.

1.3 Limitations

These Bylaws have been adopted subject to the applicable Washington Statutes and the bylaws of the Bar.

1.4 Principal Office

The principal office of the Section shall be maintained in the offices of the Bar.

1.5 Fiscal Year

The fiscal year of the Section shall coincide with that of the Bar.

ARTICLE 2.
MEMBERSHIP

2.1 Enrollment

Any active member in good standing of the Bar of the State of Washington may be enrolled as a voting 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 Washington State Bar Association. Attorneys who are not active members of the Bar, law students, and members of the public may be enrolled as a non-voting ("subscriber") member by paying the annual dues established by the Section. Subscriber members may not hold a section office.

2.2 The Membership

Members enrolled as provided in Section 2.1 shall constitute the Membership of the Section.

2.3 Dues

Dues in the amount determined by the Section and approved by the Board of Governors of the Bar shall be paid annually in advance. Any person who shall have failed to pay the annual dues shall cease to be a member of the Section. With the exception of law students, the Section dues fee for non-voting ("subscriber") members shall be the same amount as that established for voting members. The Section dues fee for law students shall be set at a standard amount annually determined by the Board of Governors.

ARTICLE 3.
MEETINGS OF THE MEMBERSHIP

3.1 Annual Meeting.

The annual meeting of the Section shall be held in conjunction with the mid-year meeting of the Section. The mid-year shall be held in the month of April, May or June in each year on a date and at a time and place designated by the Executive Committee. The Chairperson of the Section shall cause notice of the mid-year meeting to be mailed to all members of the Section at least thirty (30) days prior to the meeting.

3.2 Controlling Vote

A majority vote of the members present at any annual or special meeting of the Section shall be required to approve any business brought before such meeting.

3.3 Agenda

Among the business to be transacted at the annual meeting of the membership shall be the election of officers and members at large of the Executive Committee.

3.4 Special Meetings

Special meetings of the membership of the Section may be called upon seven (7) days' prior written notice to the members by any officer at such time and place as the officer may determine. Such notice shall state the business to be transacted at the special meeting.

ARTICLE 4.
THE EXECUTIVE COMMITTEE

4.1 Powers and Duties

The Executive Committee shall be vested with the powers and duties necessary for the administration of the affairs of the Section and shall perform duties assigned to it by the Board of Governors. The Executive Committee shall have the responsibility of establishing new committees of the Section.

4.2 Composition

The Executive Committee shall be composed of the following persons:

(a) The officers;

(b) The immediate Past Chairperson;

(c) Chairpersons of each permanent and ad hoc committee during the term of such committee;

(d) Two members at large; and

(e) Such other persons appointed to the Executive Committee by the Chairperson with the consent of the Executive Committee.

4.3 Term

The term of each position on the Executive Committee shall begin with the adjournment of the annual meeting following the election or appointment and shall end following the next succeeding annual meeting and upon the election or appointment of a successor.

4.4 Controlling Vote

Action of the Executive Committee shall be determined by a majority vote of the members present; provided that actions with respect to proposed legislation shall require the vote of at least 75% of all members of the Executive Committee (or such different percentage as may be required from time to time by the Bar).

4.5 Meetings

The annual meeting of the Executive Committee shall be held in conjunction with the annual meeting of the Section. Special meetings may be held at the time and place as designated by the Chairperson or a majority of the Executive Committee. The Executive Committee shall be expected to conduct a minimum of four (4) meetings annually.

4.6 Action Without a Meeting

At the request of any two officers, action between meetings of the Executive Committee may be taken by a majority of all members of the Executive Committee by informal telephone, email or written poll. Such actions shall be reported in the minutes of the next formal meeting of the Executive Committee.

ARTICLE 5.
OFFICERS

5.1 Officers

The officers of the Section shall be the Chairperson, the Chairperson-Elect, the Vice Chairperson and the Recorder.

5.2 Removal

Any officer, committee chairperson, or other member of the Executive Committee may be removed by the Executive Committee whenever in its judgment the best interests of the Section would be served thereby.

5.3 Chairperson

The Chairperson shall be the principal executive officer of the Section and, subject to the Executive Committee's control, shall supervise and control all the affairs of the Section. The Chairperson shall preside at all meetings of the Section and the Executive Committee.

5.4 Chairperson-Elect

The Chairperson-Elect shall be elected at the annual meeting of the Section and shall automatically become the Chairperson at the next succeeding annual meeting of the Section following his or her election as Chairperson-Elect. The Chairperson-Elect shall perform such duties as shall be assigned to him or her by the Chairperson or by the Executive Committee. The Chairperson-Elect shall perform all of the duties of the Chairperson in the absence or inability to act of the Chairperson.

5.5 Vice Chairperson

The Vice Chairperson shall be in charge of, and have overall responsibility, for continuing legal education programs and seminars, including the annual meeting of the Section, and shall perform such duties as from time to time may be assigned to him or her by the Chairperson or by the Executive Committee.

5.6 Recorder

The Recorder shall keep record of the proceedings of all meetings of the Executive Committee, and shall perform all duties incident to the office of recorder and such other duties as from time to time may be assigned to him or her by the Chairperson or the Executive Committee.

5.7 Vice Chairperson

The Vice Chairperson shall be in charge of, and have overall responsibility, for continuing legal education programs and seminars, including the annual meeting of the Section, and shall perform such duties as from time to time may be assigned to him or her by the Chairperson or by the Executive Committee.

5.8 Recorder

The Recorder shall keep record of the proceedings of all meetings of the Executive Committee, and shall perform all duties incident to the office of recorder and such other duties as from time to time may be assigned to him or her by the Chairperson or the Executive Committee.

ARTICLE 6.
ELECTIONS AND APPOINTMENTS

6.1 Chairperson

If for any reason the office of the Chairperson-Elect shall be vacant prior to an annual meeting of the members of the Section, the Chairperson shall be elected by the membership of the Section at such annual meeting.

6.2 Elections

The Chairperson-Elect, Vice Chairperson, Recorder and two members at large of the Executive Committee shall be elected by the membership of the Section at the annual meeting of the Section.

6.3 Members at Large

Members at large shall be nominated and elected to represent the general interests of the Section membership, and with a view toward broad geographical representation throughout the state on the Executive Committee.

6.4 Nominations

The nominating committee consisting of the Chairperson, the Chairperson-Elect and the Immediate Past Chairperson shall nominate one or more persons for each of the elected positions on the Executive Committee and shall make a report of those nominations at the annual meeting. Other nominations for the same positions may be made from the floor.

6.5 Appointments

Those positions on the Executive Committee which are not filled as otherwise set forth in these Bylaws shall be filled by appointment by the Chairperson with the consent of the Executive Committee.

6.6 Vacancy

Vacancy of any position on the Executive Committee shall be filled by appointment by the Chairperson with the consent of the Executive Committee for the unexpired portion of the term.

ARTICLE 7.
COMMITTEES

7.1 Permanent Committees

The following permanent committees are hereby established:

(a) Agricultural Law Committee;
(b) Conflicts of Interest in Business Law Committee;
(c) Corporate Act Revision Committee;
(d) Current Developments Committee;
(e) Financial Institutions Committee;
(f) Law of Commerce in Cyberspace Committee;
(g) Non-profit Corporations Committee;
(h) Partnership and LLC Law Committee;
(i) Professional Corporations Committee;
(j) Publications Committee;
(k) Securities Law Committee;
(l) Uniform Commercial Code Committee; and
(m) Website Committee

7.2 Other Committees

The Chairperson, with the approval of the Executive Committee, may from time to time authorize the creation of additional permanent or ad hoc committees and appoint members thereof.

7.3 Committee Chairpersons

The Chairperson shall appoint, with the approval of the Executive Committee, all chairpersons of the committees.

ARTICLE 8.
AMENDMENT

These Bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present. 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 (7) days written notice, by a majority vote of the members of the Executive Committee present. No amendment to these Bylaws shall become effective until approved by the Board of Governors of the Washington State Bar Association.