

REAL PROPERTY, PROBATE AND TRUST SECTION
Washington State Bar Association

AMENDED AND RESTATED
BYLAWS

As approved by the WSBA Board of Governors on October 28, 2005; as amended on March 2, 2007.

ARTICLE I

IDENTIFICATION

1.1 Creation. The Real Property, Probate and Trust Section of the Washington State Bar Association (hereinafter referred to as the "Section") was established pursuant to Article IX, Section I, of the Bylaws of the Washington State Bar Association (hereinafter referred to as the "Bar").

1.2 Purpose. The purpose of the Section is to:

- a. assist our members in achieving the highest standards of competence, professionalism and ethics in their practices,
- b. assist the Legislature in the enactment and improvement of the laws affecting real property, probate, trusts and estates and to assist the Judiciary in the just administration of those laws,
- c. support the WSBA with regard to those matters which concern the practice of law in the areas of real property, probate, trusts and estates, and
- d. otherwise serve our members by helping them realize their professional goals.

1.3 Limitations. These Bylaws are 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 II

MEMBERSHIP

2.1 The Membership. Any active member of the Bar in good standing may be enrolled as a member of the Section upon request and payment of applicable annual Section dues. Such persons shall constitute the membership of the Section.

2.2 Subscribers. Any other person may be enrolled as a subscriber upon request and payment of applicable annual Section dues. Subscribers shall be entitled to receive the Newsletter of the Section and shall have access to materials and pages designated as "Members Pages" on the Section's web site, but subscribers have no right to vote as a member.

2.3 Dues. Dues shall be paid annually in advance. Any person who shall fail to pay the annual dues shall cease to be a member or subscriber of the Section, as applicable. Dues, which shall be set by the Executive Committee of the Section, may differ for members, subscribers, and subscribers who are enrolled in law school.

ARTICLE III

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 meeting shall be held on a date and at a time and place designated by the Executive Committee. Notice of the annual meeting shall be published in the Section newsletter or mailed to all members of the Section at least 30 days prior to the meeting.

3.2 Controlling Vote. A majority vote of the members present in person 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 members of the Executive Committee pursuant to Article VII.

3.4 Special Meetings. Special meetings of the membership of the Section may be called upon seven days' prior written notice to the members by the Chairperson or Chairperson-Elect at such time and place as such person may determine. The notice shall state the business to be transacted at the special meeting.

ARTICLE IV

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, including without limitation the power and duty to act on behalf of the Section in connection with sponsoring, supporting or opposing legislation, sponsoring and co-sponsoring continuing legal education, approving the content of and publishing the Section newsletter, approving the content and maintenance the Section Web Site, and the adoption of budgets and approval of expenditures, and shall perform duties assigned to it by the Board of Governors. The Executive Committee shall have the authority to establish and discontinue committees and *ad hoc* committees of the Section.

4.2 Composition. The members of the Executive Committee and the length of their terms shall be:

- a. The Chairperson (one year);
- b. The Chairperson-Elect (one year);
- c. The Director and members of the Real Property Council (two years);
- d. The Director and members of the Probate and Trust Council (two years);
- e. The immediate Past Chairperson (one year);
- f. The Newsletter Editor (*ex-officio*) (one year);
- g. The Assistant Newsletter Editor (*ex-officio*) (one year);
- h. The Web Site Editor (*ex-officio*) (one year);
- i. The Assistant Web Site Editor (*ex-officio*) (one year); and
- j. Emeritus member (*ex-officio*) (one year).

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 at which the position's term expires and upon the election or appointment of a successor.

4.4 Quorum; Controlling Vote. A majority of the Executive Committee present in person, by telephone or by written proxy shall constitute a quorum. Action of the Executive Committee shall be determined by a quorum, based on a majority vote of the members present in person, by telephone or by written proxy.

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 designated by the Chairperson or a majority of the Executive Committee.

4.6 Action Without a Meeting. At the request of any two members, action between meetings of the Executive Committee may be taken by a majority of all members of the Executive Committee by informal telephone or written poll.

ARTICLE V

COUNCILS

5.1 Real Property Council. There shall be a Real Property Council comprised of a Director and four members. Additionally, *ex-officio* members whose main area of practice relates to real property shall serve on the Real Property Council.

5.2 Probate and Trust Council. There shall be a Probate and Trust Council comprised of a Director and four members. Additionally, *ex-officio* members whose main area of practice relates to probate and trust shall serve on the Probate and Trust Council.

5.3 Purpose. The purpose of the Councils shall be to further the interests of the Section within their particular areas of expertise, in coordination with the Chairperson and subject to control of the Executive Committee.

5.4 Staggered Terms. The Directors of the Councils shall serve two-year staggered terms, so that the first year of the Real Property Council Director's term is the second year of the Probate and Trust Council Director's term. On expiration of his or her term, a Director shall automatically become the Chairperson-Elect. The members of each Council shall serve two-year staggered terms so that two members of each Council are elected at each annual business meeting of the Section. Similarly, the *ex-officio* council members shall serve alternating terms so that, for instance, the editor of the newsletter serves on one council and the assistant editor serves on the other council.

ARTICLE VI

OFFICERS

6.1 Officers. The officers of the Section shall be the Chairperson, Chairperson-Elect, and the Directors of the Real Property Council and the Probate and Trust Council.

6.2 Removal. Any officer, committee or subsection 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.

6.3 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 of the Executive Committee.

6.4 Chairperson-Elect. On expiration of his or her term, the Chairperson-Elect shall automatically become the Chairperson. 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 event that the Chairperson is absent or unable to act.

6.5 Council Directors. The Directors of the Councils shall be responsible for administering the activities of their respective Councils, subject to control of the Executive Committee.

ARTICLE VII

ELECTIONS AND APPOINTMENTS

7.1 Chairperson. If for any reason the office of 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.

7.2 Nominating Committee. A nominating committee consisting of the three immediate past Chairpersons (or if not available, such other past Chairpersons or members of the Section as may be appointed by the Chairperson) shall review nominated persons nominated by members of the Section and shall provide its recommendations to the Chairperson for each of the positions on the Executive Committee to be elected at the annual meeting (i.e., the Director of one of the Councils and two members of each of the Councils). The Chairperson shall confirm the nominating committee by January 1 of each year.

7.3 Nominations to Executive Committee. Notice of the request for nominations from the membership of the Section for the upcoming open positions on the Executive Committee shall occur no less than one hundred and twenty (120) days prior to the annual meeting and shall be published in the Section's newsletter and posted on the Section's website by such date. The notice shall state the following requirements for nominations from the membership: (a) nominations must be received by the identified member of the nominating committee no less than ninety (90) days prior to the annual meeting (and such year's deadline date shall be contained in the published notice); (b) the nomination must be endorsed by three (3) members of the Section and must state the name and WSBA number of the nominee and the position for which he or she is being nominated; (c) the nominee must be a member of the Section; and (d) the nomination must contain a brief written statement of the nominee's qualifications for the position. The Executive Committee and Nominating Committee may nominate individuals, and these nominations must also conform to the requirements of (a) through (d) above. Within thirty (30) days following close

of the nominations period, the nominating committee shall select its nominees and provide its written recommendations to the Chairperson. The names of recommended nominees shall be published in the Section newsletter and posted on the Section website at least thirty (30) days prior to the annual meeting of the Section. Those persons recommended by the nominating committee shall be elected at the annual meeting by a confirming voice vote of the Section members present at such annual meeting.

7.4 Standing Committees. The Section shall have the following standing committees, the members of which shall be filled by appointment by the Chairperson with the consent of the Executive Committee: the Real Property Continuing Legal Education Committee, the Probate & Trust Continuing Legal Education Committee, the Real Property Legislative Committee, the Probate & Trust Legislative Committee, the Probate & Trust Litigation Committee, and the Newsletter Editorial Board.

7.5 Appointments. Positions on the Executive Committee which are not filled as otherwise set forth in these Bylaws and additional Executive Committee committees and task forces, as constituted from time to time by the Executive Committee, shall be filled by appointment of the Chairperson with the consent of the Executive Committee.

7.6 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 VIII

PUBLICATIONS AND WEB SITE

8.1 Newsletter. The Section shall publish and furnish to members of the Section, and to such other persons or organizations as the Executive Committee may determine, a newsletter published at such intervals as the Executive Committee shall determine.

8.2 Web Site. The Executive Committee may create, maintain and furnish one or more web sites to the members of the Section, and to such persons or organizations as the Executive Committee may determine.

8.3 Other Publications. The Section may publish a series of programs or other written material subject to approval by the Bar and/or the Continuing Legal Education Committee to further the objectives of the Section.

ARTICLE IX

EX-OFFICIO MEMBERS

9.1 Newsletter Editor. The Chairperson shall appoint annually an editor of the newsletter who shall be an *ex-officio* member of the Executive Committee during his or her tenure as editor.

9.2 Assistant Newsletter Editor. The Chairperson, with advice and consent of the Chairperson-Elect, shall appoint annually an assistant editor of the newsletter, who shall be an *ex-officio* member of the Executive Committee during his or her tenure as assistant editor. The assistant newsletter editor shall serve as recorder of the Section. As recorder, he or she shall keep a record of the proceedings of the annual membership meeting and all meetings of the Executive Committee, and shall submit drafts thereof to the Chairperson for his or her approval, prior to dissemination.

9.3 Web Site Editor. The Chairperson shall annually appoint an editor of the web site, who shall be an *ex-officio* member of the Executive Committee during his or her tenure as editor.

9.4 Assistant Web Site Editor. The Chairperson, with advice and consent of the Chairperson-Elect, shall appoint annually an assistant editor of the web site, who shall be an *ex-officio* member of the Executive Committee during his or her tenure as assistant editor.

9.5 Emeritus Member. The Chairperson, with the advice and consent of the Section Officers, shall appoint an emeritus member to be chosen from the list of Past Chairs of the Section, who shall be an *ex-officio* member of the Executive Committee during his or her tenure.

9.6 Service on Councils. Each *ex-officio* member of the Executive Committee shall serve on the Council that corresponds with his or her area of law practice.

ARTICLE X

LEGISLATION AND COURT RULE COMMENT POLICY

The WSBA has adopted a Legislation and Court Rule Comment Policy. Thus, the Section will not take a position unless that position is the opinion and position of at least 75% of the members of the Council to whom the legislation or court rule proposal has been referred for comment. The other Council of this Section will be deemed to unanimously support the recommendation of the commenting Council unless the Director or his or her designee of the non-commenting Council voices an objection to the Director of the commenting Council within 24 hours of receipt of the proposal by the non-commenting Council Director or his or her designee. Absent such objection, the position of the Council to whom the proposal has been referred shall be the position of the Section.

ARTICLE XI

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 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 Bar.

Adopted by the Section Executive Committee: September 17, 2005.

Approved by the WSBA Board of Governors: October 28, 2005.

Amendments approved by the WSBA Board of Governors: March 2, 2007.