

MEMORANDUM

TO: WSBA Sections Policy Workgroup

FROM: Senior Lawyers Section

RE: Sections Policy – Draft Proposal for Modifications

January 22, 2016

These comments are submitted on behalf of the Senior Lawyers Section ("SLS") to the draft recommendations of the Sections Workgroup ("Workgroup") contained in a memorandum dated as of December 31, 2015 (the "Memo"). Due to time constraints, SLS reviewed only a limited number of the Workgroup recommendations, but those that were reviewed do not further the mission of the SLS to serve its members. The issues identified in the Memo concerning governance and financial policies of the sections should be the subject of further study with greater and meaningful input from the sections.

As an initial matter, the process for section participation in the review was not designed to promote meaningful input from the sections. The SLS was advised at its executive committee meeting on January 19, 2016 of the Memo and requested to submit comments by **January 22nd**. Even assuming that the Memo was available for comment at the end of December, there still was insufficient time for the SLS executive committee to review it, exchange views and present detailed and thoughtful comments. There is also the inherent contradiction of providing "input" at the end of the process after the product has by in large already been produced.

The SLS has a modest membership and maintains a small surplus that has accumulated over the years. The section sponsors one full-day CLE each year that has been well-attended and, the executive committee believes, well received. The members of the executive committee are all volunteers who donate their time in order to provide a positive experience to the section members and other members of the Bar.

The Memo s emphasizes the personal liability of section executive committee members for losses incurred in section programs. At page 10:

Personal Liability. The Current and Suggested Revised Fiscal Policy both reference WSBA Bylaws, which state that personal liability will and would be incurred in the event expenses in excess of funds budgeted or approved outside of the annual budget process, or expenses incurred not in accordance with the

policies of the Board of Governors or in conflict with any part of the WSBA Bylaws.”

The Memo seems to indicate that the WSBA will interpret these policies to impose personal liability on executive committee members if there is an unanticipated loss associated with section-sponsored programs. This policy should be revisited, since it is doubtful that any member of the SLS will be willing to serve on the executive committee if it is policy of the WSBA is to make executive committee members guarantors of the financial success of section programs. This is particularly true if section's positive fund balance is appropriated by the Bar, thereby eliminating any financial cushion.

The governance procedures outlined are unclear as to how members of the executive committee will be selected in the future. There is a discussion of elections conducted under WSBA supervision, but the nominating process for executive committee members is unclear. It is unclear whether this new process will result in a group of volunteers that are willing to donate their time and energy to the section.

The Memo's suggestion of uniform dues is also confusing in its discussion of how the dues will be established. It is not clear from the Memo what will be gained from seeking uniform dues for all sections. The procedure would, however, create the perception that the higher amount will be a hidden subsidy for other administrative activity.

Given the nature of the SLS, its members have a longer-term perspective on the WSBA and section activities. Our members have learned that the practice of law is a privilege which should serve the public interest and the public interest is served best in disputes when the opposing attorneys know and respect one another. When many of SLS members began practicing law, a significant number of the lawyers in the state would gather at least annually to attend seminars and associate with one another in a social setting. As the Bar increased in size, the sections and their meetings took the place of annual meetings as a forum for lawyers practicing in similar areas to gather, become acquainted and create professional relationships. The sections provide a valuable opportunity for lawyers to meet, study, converse and become efficient in dealing with one another, all of which ultimately benefit the public by expediting resolution of client issues. The WSBA, the practice of law and the professional environment have moved on from the days when most of the SLS members began practicing, but part of the WSBA mission remains to encourage lawyers who work in common areas of practice to meet, educate one another and learn to solve problems together. The sections further these goals and the WSBA should adopt policies that encourage and promote section activities.

SLS is in favor of adjusting any section operations or governance to reduce expenses and make it easier for the sections to pursue their activities. The Workgroup seems to have concluded that wholesale governance and fiscal changes are necessary, but the changes do not relate to any specific operational goal. Frankly, it is not clear from the Memo what role is envisioned for the sections in the future. The Memo is the product of a flawed process and the limited number of recommendations that the SLS reviewed reflect those process deficiencies. SLS

suggests that the process be done again with real input from the sections and specific goals to be achieved established by the WSBA.