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FOCUS

President's Message

Peter Marchel

Dear Fellow ACC Washington State Chapter Members:

Greetings!

This week has been an extraordinary week for the legal profession in Washington. The ACC Annual Meeting was held in Seattle from Sunday, October 19 to Wednesday October 22. Approximately 1,500 of ACC's 25,000 members arrived in Seattle for workshops and meetings. This is the largest legal group to ever gather in the city.

The kick off for the week started for many of us on Sunday. The Leadership Development Institute held a workshop that began at noon and dismissed at 5:00 PM. Read more about the workshop in this newsletter by Heather Deranek.

Our chapter, in conjunction with the Mountain-West Chapter, Oregon Chapter, and the Small Law Department Committee, cosponsored the HobNob Cruise—a three hour journey on one of the Argosy Boats in Puget Sound. The sun was out, food and drink were flowing, and even Mt. Rainer made an appearance for the 120

or so people who took the 3-hour cruise. Many new friends were made with people from Maine and Florida to California. Special thanks goes to board members Karen, Lynda, Heather, and Susan who helped to organize the event. The best part about the cruise was learning more about the Small Law Department Committee and meeting many of the members. If you are not involved in this group, I would encourage you to seek them out and find out more about them.

One of the most difficult decisions during the three days of programs was to determine which of the 117 programs to sign up for. Another difficult decision during the conference was which one of the many after conference parties to attend. Law firms and various legal vendors had restaurants and clubs booked all over the city—everything from being up in the Space Needle to the underwater Aquarium. For those more inclined to stay at ground level, other events included: beer and wine Tasting, dinner and



drinks at some of the best restaurants in the city, and even a special night at REI.

As the host chapter, we had the benefit of having many of our members serving on many of the panels. I would like to

thank our members for participating. You helped make this one of the best Annual Meeting ever.

As we wind down 2008, we want to remind you to please mark your calendar for our December ethics holiday dinner, which will be held on December 8, 2008, at the Columbia Tower Club. Additional information will be provided as we get closer to the date of the event, please check our website at washingtonstate.acc.com.

I look forward to meeting and working with you in the coming year.

Sincerely

Peter Marchel

Counseling Around Corners

Susan Hackett

Senior Vice President and General Counsel, Association of Corporate Counsel (ACC)

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The economic downturn is more evident everywhere I go. The impact can be seen and felt all around us: closing businesses, laid off workers, less abundance, less “consumerism,” and an increased focus on family time.

My mother recently reminded me of some things I had since pushed aside. Mom, born in the Depression years, grew up in a very large family that barely made ends meet from day to day. They lived without a lot of frills, and only because all of the kids pitched in at home or to earn money. They focused on frugality, getting good value from everything they purchased, doing everything they could with less. I saw the enduring imprint of the Depression on my mom every time she rolled up and “re-gifted” the paper and the ribbon off her birthday package, or made us carry recycled lunch bags, or carefully washed and stored the empty mayonnaise jars for future use. We teased her mercilessly about this kind of frugal behavior.

In the last few months, those of us who grew up with plenty and who have been living large have seen a glimpse of what was bred in many of our elder parents’ bones: a healthy respect for prudence, a less ostentatious lifestyle. We are stepping back from excess and more carefully shepherding our resources because we are worried about what might come. Those of us fortunate enough to enjoy relative security in our jobs, our homes, and our daily routines cannot escape the unfortunate comparison to some of our neighbors and colleagues who have been harder hit.

By reflecting on the past, we can learn prudence relevant to corporate counseling in today’s volatile environment. As you examine your budgets and look at what can or must be trimmed, or what you can do to drive greater value, outside counsel costs often rise to the top of the pile. Empirically, we know that outside counsel costs constitutes more than 50 percent of the budget for more than half of in-house

departments. While many outside counsel are worth every penny they are paid, we all know there are many more who could be managed to spend a bit less for the work they perform, relative to the value of the services provided. Unless we manage toward those efficiencies, we are going to be caught spending our precious time in unproductive arguments over bills.

ACC has resources readily available to you for your consideration as you hone in on costs and increased value:

Hours, Rates, and Budgets

Don’t ask for a discounted rate or a freeze on fees. Many members have indicated that their approach to their firms this year is to ask for a 10 to 20 percent rate decrease. In part, this plan is fueled by the perception (and reality) that rates charged are out of proportion, and that they have grown exponentially for several years without any corresponding increase or change in the value of the services those counsel provide. Services have gotten more expensive and AmLaw and others continue to report that firms and leading partners are sometimes profiting in an almost unseemly manner. While everyone likes a profit, you have to start to wonder, “Who is in control here?”

Every situation has its own unique drivers, and I believe focusing on reducing outside lawyers’ rates is the wrong way to go in establishing the groundwork for successfully controlling costs. In-house counsel are surprised to find that, despite setting lower billing rates, fee ceilings, or blended rates for their work, the overall bill submitted did not get any smaller. Law firms that overcharge for matters and that agree to freeze or reduce their rates, just bill more hours, involve more billers, or do not properly control other expenses. Bills inevitably gravitate toward a certain amount, regardless of what might have been negotiated.

Set a budget for the project and to hold the firm accountable. Talk about what that project or matter is worth. Do not attach a price to the project, nor accept a fee reduction or a request for a discount. Simply state that this is what the matter is worth to you and then ask, “Is the firm willing to take this matter on for this fee?”

You should clearly articulate that you will not allow adjustments or overruns, except in pre-determined (in writing) extreme circumstances. For the price you agree to, they must finish the project, however that is defined. If it is important to you, tell them which lawyers you want in charge of or working on your matter. Make sure you are playing fair: tell them up front that you will not seek a refund or rebate if they resolve the matter more quickly/less expensively. You want them to profit by working efficiently. While some worry that the work done could suffer as a result of this kind of arrangement, I believe this is a myth of convenience, without any empirical merit. Firms that set flat fees for services begin to value lawyers who provide services not based on hours, but on getting clients what they want quickly.

What do you get from this? Much of the time, you will get lower costs. However, even if costs are not reduced, there is something to be said for managing them predictably for your clients in such tumultuous times, since busted budgets and missed financial targets often cause even more trouble. In addition to the surety of bills inline with your expense expectations, you and the firm will not have to waste time arguing over hours or bills.

Establishing a Budget

A project budget is not something that your outside counsel should prepare. It is something you must drive. Outside counsel should be critical in the process of mining their data. Perhaps they have done 437 of these kinds of cases over the last five years and can average some costs for you as a starting point. In-house departments

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must set—and evaluate—the budget based on the value of the work to the client. If a project is only “worth” \$50,000 to the client, what does it matter if the firm says it will cost \$100,000? You either find another firm or settle out now for \$40,000, and spend your time and effort on something that has a higher value.

While many of us are unsure of how to effectively evaluate the “worth” of some kinds of matters, we have to do this in the process of owning our own budgets and costs. If you do not know what a matter is worth, you certainly cannot expect your outside firm to live up to your cost efficiency expectations. We are developing a highly refined set of evaluation tools for our ACC Value Challenge project that will help in-house counsel determine the value of legal work by some other method than the cost of a lawyer’s hour multiplied by the time the lawyer spends working on the matter. If your goal is to set budgets based on incenting efficient performance from all players, inside and out, be sure to visit www.acc.com/valuechallenge for additional tools and insight.

A significant portion of the time you spend with your firms should be focused on evaluation and review of their services.

Most of us, however, do very little to tell our firms what they do that we like and what we want them to do differently. The closest we get is paying or disputing the bill. While your outside firms are not blind, they may not focus on what your needs or concerns are unless you tell them. They are aware that companies are tightening their belts, that legal services are a cost center, and that you are under pressure to do more with less, but what do you expect them to propose without guidance from you? Further, if you work in a larger department, you must also have this “evaluation/review” conversation with your own lawyers internally. You want to incent their better management of firms by rewarding those who drive better performance at lower and predicted costs, and reproaching those that do not. Keep in mind that cost overrun by law firms is often enabled by a lack of good in-house management.

You need to consider adopting evaluation/review criteria for both the in-house staff and the outside firm. Make it clear that compensation and continued retention depends on adherence to a set of criteria that you all understand and are equipped to employ. If you are going to tell internal counsel that they must hire firms and return results and rates within set parameters, you have to allow them to select firms that will accept and abide by those terms, which may mean firing more expensive and less flexible firms that you’ve worked with for years. You have to support your staff’s decisions.

Perhaps one of the best exercises you can go through now is that of data mining to review the kinds of work done in the last year and compare it to previous years, looking at a variety of comparatives. Ask your firms to begin to mine their data for you, too. Given that many of them have long experience performing the kind of work you retain them to do, they should be able to clearly discuss specific types of work, what it costs, when it’s successful, who does it best, etc.

What if You are Unable to Hire Outside Help At All?

When you cannot afford to hire expertise, or the extra hands you need to create a solution to a thorny client problem, your friends in the ACC network can help. There is intrinsic value to what you will derive from a conversation with an experienced in-house peer over the value of analysis of a legal problem that an outside firm might offer. ACC offers several ways to leverage your membership:

- Join an ACC committee to find other practitioners interested in the same subject; (There is no additional cost and no limit on the number of committees you can join as an ACC member)
- Attend your local chapter meetings to find similarly situated peers who are confronted with many of the same issues as you;
- Post questions or requests on any of our many Listservs;
- Visit the online Membership Directory to reach out to a company that is likely to have an answer you want, or has the

established best practice you would like to emulate;

- Search ACC’s online database of research, which includes thousands of documents such as articles (including back issues of the *ACC Docket*), how-to’s, ACC InfoPAKS, program materials/outlines, collected member forms, and policies, and links to other useful sites or resources;
- Look through ACC’s Leading Practices Profiles for added insight to member and department practices. These practical benchmarking tools capture how members have tackled tough topics through in-depth interviews that address their experience in getting started, key resources they developed, staffing and expense and lessons learned;
- Contact vendors who support ACC for discounts, ideas and access to their research. Especially helpful may be those vendors in the ACC Alliance program that co-market specialized products and services made for corporate counsel and available to ACC members at a reduced cost.

For those of you who have already been hit by the downturn and have lost, or may be in jeopardy of losing your job, know that ACC is standing right beside you. We offer in-transition membership at no cost (so long as you were a member prior to losing your position), and we also offer a variety of services and the best job postings in the business on ACC’s In-House Jobline.

Please share your thoughts on what you are doing to focus on more prudent management of your client’s time and spend. You can reach me at hackett@acc.com.

Recent Events

November CLE

DLA Piper graciously sponsored our November program titled “What Every In-house Lawyer Should Know about Doing Business with China.” Matt Adler was the speaker for this exciting topic. Mr. Adler is a partner in the Seattle and Beijing offices of DLA Piper, an international law firm, where he concentrates on international securities offerings, cross-border mergers and acquisitions, and private equity transactions.

Mr. Adler began his career in New York in 1995 and lived and practiced in China for almost seven years. He has extensive experience representing Chinese companies in public and private securities offerings in the United States, and in US-related M&A (both outbound and inbound). His experience includes advising on several of the first Nasdaq IPOs for Chinese companies and advising Lenovo (China’s largest computer manufacturer) on its acquisition of IBM’s PC business. In addition, Mr. Adler regularly advises US and other multinational companies on investments, acquisitions, and other business activities in China and elsewhere in Asia.

Mr. Adler received a JD from Cornell University in 1995 and a BA from the University of Michigan in 1992. In 2008, Seattle Business Monthly named Mr. Adler one of Seattle’s “87 Top Business Lawyers” and one of two leading lawyers in international law.

This event was a lunch CLE held at the Columbia Tower Club. It was a great opportunity for everyone to get a sneak peek at this wonderful location before our annual ethics dinner. Thank you to DLA Piper for securing this wonderful location for lunch.

October Hob Nob Cruise

ACC’s Small Law Department (SLD) cohosted a Hob Nob Cruise around the Sound to jumpstart the ACC Annual Meeting. Cohosted by the Washington Chapter, Oregon Chapter, and Mountain West Chapters, the Hob Nob Cruise proved to be one of the premier social events of the ACC Annual Meeting. Bathed in brilliant sunshine and fall colors, the SLD boarded the Argosy’s Lady Mary at Pier 54 and toured the Sound for a

three-hour cruise with Captain Joe and his attentive staff. Thanks to our generous sponsors, we enjoyed wonderful food and drinks while having a genuine opportunity to network with other SLD members. Tony from Thompson Reuters kindly photographed the happy group while social chair Todd Silverman called out names for the gift certificates and other gifts awarded to nearly every attendee. Because this was the first event for most of us, the connections made were renewed and strengthened throughout the conference. Thanks to the sun, everyone left with a great impression of Seattle and our chapter, and went home with a wine stopper and binoculars! Special thanks to our sponsors: WeComply, Dorsey Whitney, Thompson/Reuters, LegalEase, Lathrop & Gage, Meritas, Dunn Carney, Stoel Rives, Merrill Corp., and Perkins Coie.

October Street Law Breakfast

On Monday of the Annual Meeting, the chapter cohosted a breakfast with Street Law about the Corporate Legal Diversity Pipeline program. If you missed the breakfast, don’t worry, you will soon have another opportunity to learn more about the program and get involved.

Every year, ACC makes a donation to a worthy organization in lieu of a gift to the Annual Meeting faculty. This year, ACC selected the Corporate Legal Diversity Pipeline program. Specifically, the gift was for \$10,000 to do diversity pipeline work in Seattle with the Washington State Chapter!

The Street Law/ACC Corporate Legal Diversity Pipeline program works to encourage young people of color to pursue legal careers. By partnering corporate lawyers with local, diverse high schools, the program teaches students about the law and legal careers and provides them with professional role models. Program volunteers typically visit partner classes to teach about civil and business laws and their careers. Students then take a field trip to the company or a nearby law school to participate in mock lawyer exercises, attend a career fair, and have lunch with the lawyers. Currently, three ACC chapters have active Street Law programs—Central

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Pennsylvania Chapter, Chicago Chapter, and Southern California (ACCA-SoCal) Chapter. Safeco has participated in the program for the past two years, partnering with Chief Sealth High School in West Seattle.

Look for more information about this exciting and very rewarding pro bono opportunity in the coming months. Until then, if you know you are interested in participating, please send your contact information to Susan Ephron at suseph@safeco.com.

Lifetime Leadership... Leaving Your Legacy

On Sunday, October 19, prior to the ACC Annual Meeting, board member and secretary Heather Deranek attended the

Leadership Development Institute organized by ACC National. "Lifetime Leadership...Leaving Your Legacy" was an informative and interactive course facilitated by Peter B. Stark of San Diego, California. This four-hour long workshop paired leaders from various chapters to work through multiple leadership exercises to help define goals, achieve chapter visions, and create successful programs. At the end of the exercises, chapters had the chance to share successes and networking/CLE ideas with the group. "I heard some excellent CLE/networking ideas that I am excited to bring to the board as possible events for our chapter," said Heather Deranek. "I had the pleasure of having individuals from the Colorado, Louisiana, Pittsburgh, Cleveland, Columbus, Ontario, and DC seated at the table with me. It was a wonderful way to share ideas, and I truly enjoyed meeting so many wonderful leaders."

ACC Annual Meeting

The Washington State Chapter would like to send its sincerest thanks to ACC National and all the chapter members who attended the ACC Annual Meeting in Seattle. It was a pleasure hosting so many of the nation's top in-house attorneys. See you all in Boston in 2009!!!

September CLE

Heller Ehrman, LLP, sponsored our September CLE with a presentation by Ken Payson and Brendan Magnan on "Minimizing Class Action Exposure."

2008 Upcoming Events

Annual Ethics Dinner

The Washington State Chapter is proud to present our Annual Ethics Dinner, sponsored by Jackson Lewis. Continuing with tradition, this wonderful event will be held at the Colombia Tower Club, in Seattle. Last year we set a record for attendance, and we hope to break that record again this year! Come join us again for this fabulous event!

Monday, December 8, 2008
Social Time: 5:30–6:30 PM
Dinner: 6:30–7:30 PM
Presentation: 7:30–9:00 PM

We are pleased to welcome John A. Strait, associate professor of law, Seattle University School of Law, as our speaker this year. Professor Strait is a graduate of Yale Law School. He maintains a private practice as a consulting expert in legal malpractice and professional responsibility. Professor Strait has taught, researched, and written in the field of professional responsibility and legal malpractice since 1976. He has appeared as an expert witness in ten states and fifteen counties in the State of Washington. He has been a court-appointed expert in the federal courts of Washington, Alaska, Oregon, and Hawaii. He served as special district counsel to the Washing-

ton State Bar Association Office of Legal Discipline and ran a clinical course in lawyer discipline screening complaints against lawyers for probable cause for the Washington State Bar Association from 1991 to 2005. Professor Strait also serves on the Rules of Professional Conduct Committee for the State of Washington and is a chair of the Seattle Port Authority Ethics Advisory Commission.

Please continue to check our website at washingtonstate.acc.com for the most updated information on all of our exciting programs.

Chapter Accomplishments and Accolades

Great Job!

The Washington State Chapter wishes to congratulate its president, Peter Marchel, and board member, Johann Thaheld, on their wonderful presentations at the ACC Annual Meeting.

Peter's presentation, titled "In-house Counsel as Circus Ringmaster," took place

on Monday. On the panel with Peter were: Michael Keating, a partner at Foley Hoag, and J. Henry Walker, a partner at Kilpatrick Stockton.

Johann's presentation, titled "The Tax Implications of Fines, Penalties, and Punitive Damages," took place on Sunday. On the panel with Johann were: Jason

A. Reschly, a partner at Husch Blackwell Sanders LLP, and Christopher S. Swiecicki, Associate Tax Counsel at Ameren Services Corporation.

Law School Round-Up

Starting this quarter, in a continuing effort to connect our three state law schools with the in-house community, the Washington State Chapter will be featuring a new section call "Law School Round-Up." We will give Gonzaga, University of Washington, and Seattle University the opportunity to inform the in-house community about exciting events, accomplishments, and/or provide information about upcoming activities at their law school. We are honored to partner with our state law schools and are looking forward growing this relationship.

University of Washington School of Law

The University of Washington (UW) School of Law is proud to announce the introduction a new graduate degree program in Health Law. Health law is a dynamic, growing area and by harnessing the strengths of our internationally recognized schools of law, medicine, public health, and public policy, the UW is leading the way in this area of legal practice. The Health Law LLM (a masters of laws degree), which will be offered for the 2009–2010 academic year, will provide specialized advanced legal training in a collaborative and transformative environment.

The Innocence Project Northwest (IPNW) (www.law.washington.edu/Clinics/IPNW), a UW School of Law student clinic, has partnered with the Washington State Patrol (WSP) Crime Lab Division and received more than \$250,000 for post conviction DNA testing from the US Department of Justice. The grant is part of \$4.5 million the DOJ allocated to defray the costs associate with reviewing cases where DNA testing and evidence may prove innocence. Because of a lack of resources, Washington state has a "bottleneck" restricting cases from being approved for post conviction DNA. This grant will allow IPNW to assist additional clients seeking post conviction DNA tests and the WSP crime lab to process more of them.

The UW Asian Law LLM program, widely recognized as the program of choice for those who wish to pursue a deep and practical understanding of Asian legal systems, celebrates its 40th anniversary.

As always, the UW School of Law has a busy and exciting slate of events for 2008-09: Alumni Evening with Casey Trupin '99 (January 14); Harry M. Cross Visiting Professor Lectures include the former Security and Exchange Commissioner Roberta Karmel (January 29) and UCLA law professor Peter Arenella (March 12); Law School Alumni Faculty Breakfast with Egil "Bud" Krogh '68 and Dean Emeritus and Professor of Law Ron Hjorth (March 11); and the Gates Public Service Law Speaker Series. More public events can be found online at www.law.washington.edu/Alumni.

Seattle University Law School

On November 14, 2008, Seattle University Law School will host a CLE reviewing the use of billable hours and the economic and non-economic impact of time billing and its alternatives. Professor John Strait, who is ACC's guest speaker at the December Ethics Dinner, is one of the scheduled presenters. In-house and law firm counsel should find this seminar both provocative and informative. For more information and to register online, visit www.law.seattleu.edu/Continuing_Legal_Education/Current_Programs.xml.

Seattle University Law School's most recent program in its Public Policy Forum series focused on the White House's assertion of executive privilege in support of the refusal of former White House counsel Harriet Miers and Chief of Staff Joshua Bolton to respond to a Congressional subpoena. "Oral argument" was held before a judicial panel composed of United States District Court Judge Thomas Zilly, Washington Supreme Court Justice Richard Sanders and Washington Court of Appeals

Judge Anne Ellington. The University also cohosted (with the Seattle Times and the City Club) a spirited debate between Attorney General candidates John Ladenberg and Rob McKenna. Look for upcoming talks and events at www.law.seattleu.edu.

Gonzaga School of Law

The Gonzaga School of Law Commercial Law Center continues to move forward on its mission of imparting the legal and theoretical knowledge and lawyering skills needed to represent businesses and consumers in all manner of commercial transactions. The Center's activities are guided by a Board of Advisors consisting of leading commercial law lawyers from across the country. Some of the Center's activities since its founding in the summer of 2007 include: (a) publishing a law review symposium on the intersection of bankruptcy law and intellectual property law in the *Gonzaga Law Review*; (b) organizing a symposium in conjunction with the American College of Commercial Finance Lawyers to be published in 2010-11 by the *Gonzaga Law Review* as a ten year retrospective on Uniform Commercial Code Article 9; (c) offering continuing education presentations on a wide array of commercial law topics; and (d) working with the Gonzaga Law Clinic to draft a commercial code for the Kalispel Tribe of Indians. In addition to these externally directed activities, the Center is also working within the Gonzaga University community to foster interaction between the School of Business Administration and the Law School, and to assist law students in understanding the business issues their eventual clients will confront.

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Top Ten Tips for Job Applicants

By Deborah House, Vice President and
Deputy General Counsel, ACC

In this difficult economy, ACC knows that many of its members are finding themselves “in transition,” and thus in the job application process. At one time or another we have all been there and know it can be an uncomfortable and difficult place to be.

But take heart. There are many ways you can improve your chances of getting that next job. How do I know this? Over the course of my life as an attorney, by rough estimate, I have seriously pursued and been offered 10 positions and have been rejected for 3. I have also had personal responsibility for hiring in excess of 50 people. Here are the top job seeking tips that I have developed from these experiences.

Information Is Your Friend. There is a wealth of information on the web and elsewhere. Use it! Use a search engine to find out more about the people with whom you are interviewing. Read the company’s latest annual report. Check out recent company press. Review the company’s website in depth. Have informational interviews with other people who work for the company. Having all this knowledge will be invaluable.

Put Your Best Foot Forward. Your Mother had it right. First impressions do count. I regularly weed out applications by eliminating those that have typos, are improperly addressed, or demonstrate a lack of basic research. If an applicant can’t get it right now, then I assume his/her work will be equally unreliable. This information is available! Proof, proof, proof your application. Don’t just rely on Spell Check; it can be deadly! Secure the assistance of a friend, colleague, or significant other who will proof your application for errors and substance.

Follow Directions. Most job ads have directions. Follow them. As an Interviewer, if you don’t follow my directions now I have to ask myself whether I can depend on you to follow them later when you are working for me. So, if the directions tell you to include a cover letter that outlines how your experience relates to the qualifications sought — do it! If you can’t write that letter because realistically you don’t think you meet the job requirements — consider applying elsewhere and not wasting the interviewer’s time. Or, write the letter and tell them why you meet certain job requirements and why you know you can meet others you don’t meet now (e.g., cite parallel or similar experience and how it applies). If the job ad says “No Calls,” then you may very well make them at your peril. If the job ad asks for salary requirements, then provide them. If you don’t know what the salary range should be, ask your colleagues or use ACC resources.

To read all ten tips, go to: www.acc.com/chapterleaders/upload/ACCTopTips.doc.

Have a question about the Washington State Chapter?

Interesting in joining our legal community? Please feel free to contact any one of our board members with any questions you may have. We would be happy to talk with you and encourage you to join. Our chapter is always accepting new members!

Have an idea for our next newsletter?

Feel free to contribute! Please email questions or submission requests to heather.deranek@onrequestimages.com