

**STATE BAR OF ARIZONA  
CONSTRUCTION LAW SECTION BYLAWS**

**ARTICLE I: IDENTIFICATION**

**1.1 NAME.** This Section shall be known as "The Construction Law Section," and shall be hereafter designated simply as the "Section."

**1.2 PURPOSE.** The general purpose of the Section shall be the promotion of the objects of the State Bar of Arizona (State Bar) within the particular fields designated by the name of this Section. To that end, it shall be the purposes of this Section: to provide an opportunity for attorneys representing owners, architects/engineers, contractors, subcontractors and suppliers to discuss construction problems in both the private and public sectors; to serve as a vehicle for attorneys involved with the construction industry to become better informed about developments in construction law; to sponsor programs for improved related legal services; and to foster communications among members of the construction bar and the construction industry.

**1.3 LIMITATIONS.** These bylaws have been adopted subject to the Rules of the Supreme Court and Bylaws of the State Bar.

**ARTICLE II: MEMBERSHIP**

**2.1 ENROLLMENT.** Any member in good standing of the State Bar shall, upon request to the Executive Director of the State Bar, be enrolled as a member of the Section by the payment of annual Section dues. Moreover, any qualified individual involved in the construction industry may be enrolled as an associate member of the Section by the payment of annual Section dues. Associate members shall be provided all rights of membership other than the rights to vote or serve as officers and Council members.

**2.2 THE MEMBERSHIP.** Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

**2.3 DUES.** Dues for membership in the Section shall be in an amount set by the Section and approved by the Board of Governors, payable upon enrollment and thereafter annually in advance each year, at the beginning of the State Bar's fiscal year succeeding such enrollment.

**2.4 DELINQUENCY.** Any member of the Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section.

**ARTICLE III: COMMITTEES**

**3.1 COMMITTEES.** The Council of this Section is authorized to establish, or to empower the Chair of the Section to establish, such committees as it may deem necessary and desirable to

promote effectively the activities of the Section within the jurisdiction of the Section and with the approval of the Board of Governors. In establishing a new committee, the Council shall state the area of its proposed activities.

#### **ARTICLE IV: MEETINGS OF THE MEMBERSHIP**

**4.1 ANNUAL MEETING.** The Section shall hold an annual meeting of members in conjunction with the annual meeting of the State Bar. The Section may, upon approval of the Council, hold other meetings of members throughout the year.

**4.2 QUORUM.** The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

**4.3 CONTROLLING VOTE.** Action of the Section shall be by majority vote of the members present.

**4.4 VOTING ELIGIBILITY.** Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for 30 days prior to the time of voting shall be eligible to vote.

**4.5 AGENDA.** Among the matters of business to be transacted at the annual meeting of the membership shall be the election of officers and Council members. The agenda shall consist of other matters as decided by the Chair or Council.

**4.6 MAIL/E-MAIL VOTING.** The Council may direct that a matter be submitted to the members of the Section for vote by mail or e-mail. In the event, binding action of the Section shall be by a majority of the votes received from members in accordance with rules fixed by the Council.

#### **ARTICLE V: OFFICERS**

**5.1 OFFICERS.** The officers of the Section shall be the Chair, the Chair-Elect, the Secretary, and the Budget Officer.

**5.2 CHAIR.** The Chair, or successively, the Chair-Elect, in the absence of the Chair, shall preside at all meetings of the Section and of the Council. The Chair shall appoint the chairpersons and members of all committees of the Section who are to hold office during his/her term as Chair. He/she shall plan and superintend the program of the Section during the term, subject to the directions and approval of the Council. He/she shall superintend the performance of all activities of the Section. The Chair shall keep the Council duly informed and carry out its decisions. He/she shall perform such other duties and acts as usually pertain to the office or as may be designated by the Council.

**5.3 CHAIR-ELECT.** The Chair-Elect shall, on consultation with the Chair, arrange for the appointment of the chairpersons and members of all committees who are to hold office during his/her coming term as Chair. He/she shall aid the Chair in the performance of his/her responsibilities in such manner and to such extent as the Chair may request. He/she shall perform such further powers as usually pertain to his/her office or as may be designated by the Council or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability, as the case may be.

**5.4 SECRETARY.** The Secretary shall consult with and assist all of the officers of the Section as to the work of the Section generally in the manner and to the extent they may request. The Secretary shall be the liaison between the Section and State Bar staff regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the State Bar. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

**5.5 BUDGET OFFICER.** The Budget Officer shall keep an accurate record of all monies appropriated to it by the Board of Governors and expended by the State Bar for the purposes of the Section. The Budget Officer shall monitor all accounts, reports, and other documents prepared as to Section funds, revenues, and expenditures, and seek to make certain that all such accounts, reports, and other documents are, at all times, accurate and correct. The Budget Officer shall report on the Section's present and projected financial condition at each meeting of the Section Council. He/she shall advise the officers and Council as to the financial impact of any proposed action by the officers, Council or Section which, in his/her judgment, would have a significant impact on the financial condition of the Section. At least once each year, the Budget Officer shall prepare a projected budget to the Council for approval or modification at the time of the annual meeting, or such other time as may be expressly fixed by the Council. The Budget Officer shall submit to the Section, at the annual meeting, a report on the Section's financial affairs and financial condition. He/she shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section.

## **ARTICLE VI: THE COUNCIL**

**6.1 POWERS.** The Council shall be vested with the powers and duties necessary for the administration of the affairs of the Section. The policy of the Council shall be consistent with the policies set by the Board of Governors. It shall specially authorize all commitments which entail the payment of money, and shall authorize the expenditure of all monies appropriated by the State Bar for the use or benefit of the Section. It shall not, however, authorize commitments which entail the payment of more money than collected during any fiscal year. No action of any Section committee shall be effective until approved by the Council or by the Section.

**6.2 COMPOSITION.** The Council shall be composed of the following persons:  
(i) the officers;

- (ii) the last retiring Chair;
- (iii) six members-at-large elected to that council by the Section membership for three-year terms (at any one time, one-third of these years members shall be serving the first year of their terms, one-third shall be serving the second year of their terms, one-third shall be serving the third year);
- (iv) a member elected to the Council by the Section membership who shall represent the Young Lawyers Division membership.

**6.3 CONTROLLING VOTE.** Action of the Council shall be by majority vote of those members present. The members of the Council present at any meeting shall constitute a quorum for the transaction of business.

**6.4 MEETINGS.** The Council shall hold at least one regular meeting each year at the time and place of the annual meeting of the State Bar to dispatch any necessary business. The Chair, may upon request of two members of the Council shall, call special meetings of the Council between annual meetings.

**6.5 POLL OF COUNCIL.** In urgent matters requiring immediate attention, the Chair may, and upon request of two members of the Council shall, submit in writing to each of the members of the Council a proposition upon which the Council may be authorized to act, and the members of the Council may vote upon the proposition either by written ballot or by telephone or e-mail vote, confirmed in writing, to the Secretary, who shall record the proposition and votes in the matter.

**6.6 COUNCIL AUTHORITY.** Between meetings of the Section, the Council shall have full power to do and perform all acts and functions which the Section itself might perform. Any such action taken by the Council shall be reported to the Section at its next meeting.

**6.7 NO COMPENSATION.** No salary or compensation for services shall be paid to or by any officer, member of the Council, or member of any committee, except as may be specifically authorized by the Board of Governors.

**6.8 REFERENDUM.** The Council may direct that a matter be submitted to the members of the Section for vote by mail or e-mail. In such event, binding action of the Section shall be a majority of the votes received in accordance with rules fixed by the Council and as conducted and certified by the Secretary.

## **ARTICLE VII: ELECTIONS**

**7.1 ELECTIVE OFFICES.** At each annual meeting of the Section, the membership shall elect:

- (i) a Chair-elect to serve a term of one year;
- (ii) a third of the total number of members-at-large of the Council and, if necessary, the representative from the Young Lawyers Division to serve a term of three years;
- (iii) a Secretary and a Budget Officer for a one-year term; and

(iv) officers or Council members to fill vacancies in any office or upon the Council as provided in Article 8.

**7.2 CHAIR.** The Chair-Elect shall automatically succeed to the office of Chair. The Chair-Elect shall serve a term of one year and may not again accede to that office. In the event the office of Chair-Elect shall be vacant, then a Chair shall be elected in the manner set forth in Section 7.4.

**7.3 ELIGIBILITY FOR OFFICE.** Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for 30 days prior to the time of election shall be eligible for office.

**7.4 NOMINATIONS AND VOTING.** At any time not later than 60 days before the commencement of the annual meeting, the Chair, after consultation with the Council, shall appoint a Nominating Committee of three members of the Section who are not candidates for office, at least one of whom shall not be either a present or former officer or Council member of the Section, and he/she shall promptly thereafter announce the names and addresses of the members of the Committee in a publication of the State Bar may be by e-mail to Section members. The Chair may appoint a member to fill any vacancy which may arise thereafter in the Nominating Committee. The Nominating Committee shall make and report one nomination for each position which is to be filled by election as provided elsewhere in these bylaws. The report shall identify each nominee and shall include a brief statement of his/her activities in the Section and in the law profession generally. The Committee shall submit its report to the Chair of the Section within enough time to allow it published in a publication of the State Bar or by e-mail to Section members not later than 30 days prior to the commencement of the annual meeting. One or more additional nominations may be made for any office by petition signed by not less than 10 percent of the members of the Section. The petition shall be sent to the Chair of the Section and must be received by the Chair by not less than 15 days prior to the commencement of the annual meeting. Any nomination made by petition shall be made known immediately to the Nominating Committee, the other candidates, the Council, and the Executive Director of the State Bar. The Secretary shall publish, preceding the annual meeting, in a publication of the State Bar reaching all members of the Section, or by e-mail to Section members, a notice of all contested Section elections. The Chair of the Nominating Committee shall announce the committee's nominees at a business meeting of the Section, and the Chair of the Section shall thereupon announce the nomination of any other person for the same office by petition duly made in accordance with procedure prescribed herein. The Chair of the Section shall then announce the time and place when the election shall be held in a publication of the State Bar reaching all members of the Section, or by e-mail to Section members, which election shall be held at a business session at the beginning of the Section seminar at the annual meeting of the State Bar, or as otherwise selected by the Council. Elections for contested positions shall be by written ballot, unless otherwise ordered by unanimous consent of the Section members present. Each contested position shall be voted upon separately. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained.

**7.5 TERM OF OFFICE.** The term of office shall begin with the adjournment of the annual meeting following the election, and shall end following the annual meeting at which a successor has been duly elected. If at the close of any term of office a successor has not been elected then the terms shall be extended until a successor shall have been elected.

## **ARTICLE VIII: SUCCESSION OF OFFICERS AND VACANCIES**

**8.1 CHAIR-ELECT.** The Chair-Elect shall, unless he/she shall have refused to act as Chair-Elect or been disqualified, automatically assume the office of the Chair for a term of one year at the end of the annual meeting following election.

**8.2 OFFICERS AND COUNCIL.** Between annual meetings of the Section, the Council may fill vacancies in its own membership, or in the offices of Chair-Elect, Secretary or Budget Officer. Members of the Council and officers so elected shall serve until the next annual meeting of the Section, at which time the membership of the Section shall elect officers or Council members to fill any unexpired terms existing at the time.

**8.3 ABSENTEEISM.** If any officer or member of the Council shall fail to attend two successive meetings of the Council, his/her office shall be automatically vacated, unless excused upon good cause accepted by the members of the Council.

**8.4 RETIRING CHAIR.** At the end of the term of office the retiring Chair shall become a member of the Council for a term of one year.

**8.5 SUCCESSION.** No Council member-at-large may serve more than two successive three-year terms as a member-at-large, however, a Council member-at-large may serve additional terms on the Council as an ex-officio member.

## **ARTICLE IX: REPRESENTATION OF STATE BAR'S POSITION**

Any action by this Section must be approved by the Board of Governors of the State Bar before action can be effective as the action of the State Bar. Any resolution adopted or action taken by the Section shall be reported by the Chair or the Chair's representative to the Board of Governors for action by the State Bar.

## **ARTICLE X: AMENDMENTS**

These Bylaws may be amended at any annual or special meeting of the Section by a majority vote of the members of the Section present and voting, providing such proposed amendment shall first have been approved by a majority of the Council. They shall become effective upon approval by the Board of Governors