

# SOLE PRACTITIONER AND SMALL FIRM SECTION PROPOSED REVISED BYLAWS

## ARTICLE I IDENTIFICATION

**1.1 NAME:** This Section shall be known as “The Sole Practitioner and Small Firm Section” and shall be hereinafter designated simply as the “Section.”

**1.2 PURPOSE:** The general purposes of the Section shall be the promotion of the objectives of the State Bar of Arizona within the particular fields designated by the name of the Section. To this end, it shall be the purpose of the Section: to educate, assist, counsel, advance and promote those attorneys of the State Bar of Arizona who choose to practice law singly and solely by themselves or in small firms as that term is defined in Article I Section 1.3.

**1.3 SMALL FIRM DEFINED:** A small firm is a law firm that does not have more than five attorneys. Members of an entity which do not fall within this definition shall not be eligible for Section membership.

**1.4 LIMITATIONS:** In addition to these bylaws, the Section must adhere to the Rules of the Arizona Supreme Court and the State Bar Board of Governors’ bylaws and policies.

## ARTICLE II MEMBERSHIP

**2.1 ENROLLMENT:** Any member in good standing of the State Bar shall be enrolled as a member of the Section by the payment of annual Section dues, provided that the applicant is an active member of the State Bar practicing law as a sole practitioner or within a small firm. Any member in this category shall be a Voting Member, entitled to vote and to hold office.

**2.2 MEMBERSHIP:** Members so enrolled and whose dues are paid pursuant to the provisions of the articles shall constitute the membership of the Section.

**2.3 SECTION AFFILIATES:** It is the policy of the State Bar of Arizona that non-SBA members be eligible to join State Bar Sections as Section Affiliates upon application to the State Bar and payment of the dues. Such individuals will be entitled to the same Section benefits as SBA members except that such non-SBA members may not vote, hold elected office, be counted in determining the presence of a quorum, or participate on the discussion listserv. Section Affiliates shall not advertise or hold themselves out as members of the State Bar of Arizona, nor shall they use or knowingly permit the use of their non-voting status in any directory or law list for the purpose of soliciting or obtaining business or financial advantage. In any advertisements or professional listings, non-SBA members must describe their association with the State Bar (if they reference it at all) as Affiliates of the Section and must include the phrase “not licensed to practice law in Arizona.” Section Affiliates who advertise themselves as members of the State Bar of Arizona will be immediately removed from the Section.

**2.4 DUES:** Dues for membership in the Section shall be in an amount set by the Section's Executive Council 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.

**2.5 DELINQUENCY:** Any member of the Section or section affiliate whose annual dues shall be more than three months past due shall cease to be a member of the Section.

### **ARTICLE III COMMITTEES**

**3.1 COMMITTEES:** The Council of the Section is authorized to establish, or to empower the Chairperson 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. In establishing a new committee, the Council shall state the area of its proposed activities.

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

**4.1 MONTHLY MEETINGS:** The Section may hold a regular membership meeting at least once each month, except that (1) the June meeting shall be held at and as part of the annual State Bar Convention, and (2) there shall be no meetings in July or August unless deemed necessary for Section business by the Council. The Council shall determine the date, place and time of such meetings.

**4.2 QUORUM:** At any Section meeting, the members present shall constitute a quorum for the transaction of business, provided that an officer is present. (See 4.1)

**4.3 CONTROLLING VOTE:** Action of the Section shall be by majority vote of 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 thirty (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 VOTING:** The Council may direct that a matter be submitted to the membership of the Section for vote by mail, e-mail, facsimile transmission or telephonically. In that 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 Vice Chair, the Secretary, and the Budget Officer.

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

**5.3 VICE CHAIR:** The Vice Chair shall preside at all meetings of the Section and of the Council in the absence of the Chair. The Vice Chair shall aid the Chair in the performance of the responsibilities of the Chair in the manner and to the extent the Chair may request. In the absence of the Chair, or in the event of the death, resignation, or disability of the Chair, the Vice Chair 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 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 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 shall provide the State Bar staff with a copy of the minutes of all meetings. 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 Accounting Office of the State Bar shall keep an accurate record of all monies appropriated to the Section and expended by the State Bar for the purposes of the Section. The Budget Officer receives reports and other documents prepared by the Accounting Department of the State Bar as to the Section funds, revenues, and expenditures, and works with State Bar staff and the accounting department to ensure the accuracy of the reports. The Budget Officer reports on the Section's present and projected financial condition at each meeting of the Section's Council. State Bar staff and the Budget Officer advise the Council as to the financial impact of any proposed action by the officers, Council or 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 especially 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 during any fiscal year than the amount appropriated to the Section for the 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 who may be from any county in Arizona:

- (i) the officers (Chair, Vice Chair, Secretary, Budget Officer);
- (ii) the last retiring chairperson;
- (iii) no more than six (6) members-at-large elected to the Council by the Section membership for three-year terms (at any one time, one third of these members shall be serving the first year of their terms, one third shall be serving the second year, and one third shall be serving the third year);
- (iv) at the option of the Young Lawyers Division, a representative appointed by the Young Lawyers Division from among its members, who shall serve for a term of one year, provided that the appointee is eligible to be a member of the Section and may vote only if he/she is a member of the Section.

**6.3 CONTROLLING VOTE:** Action of the Council shall be by majority vote of those members present, in person or telephonically. A quorum consisting of a majority of the Council members shall be required to conduct its business, provided that an officer is present.

**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 shall call regular meetings of the Council between Annual Meetings.

**6.5 POLL OF COUNCIL:** In urgent matters requiring immediate attention, the Chair may submit 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, electronic mail ballot, facsimile transmission or by telephone 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. 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 MEMBERS OF THE EXECUTIVE COUNCIL:** At each Annual Meeting of the Section, the membership shall elect:

- (i) a Vice Chair to serve a term of one (1) year;
- (ii) a third of the total number of members-at-large of the Council to serve a term of three (3) 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 of the Council as provided in Article VIII.

**7.2 CHAIR:** The Vice Chair shall automatically succeed to the office of Chair. The Vice Chair shall serve a term of one year and may not again accede to that office. In the event the office of Vice Chair 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 thirty (30) days prior to the time of election shall be eligible for office.

**7.4 NOMINATIONS AND VOTING:** By March 1 of each year, the Chair, after consultation with the Council, shall appoint a Nominating Committee of not less than three (3) members of the Section. Initial notification disclosing the nominees and requesting additional nominations will be sent by email to the members of the Section by March 25. The members will be invited to submit such nominations to the Secretary at his/her email address, together with a brief biography or statement which will be included in the ballot materials. All such nominations must be received not later than April 15. If there is more than one person running for the same position, a ballot shall be sent to the Section members by May 1. The final slate will be sent to the Section members by email by May 15. Voting on the final slate shall be cast at the Annual Meeting.

**7.5 TERMS 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 term shall be extended until a successor shall have been elected.

**ARTICLE VIII  
SUCCESSION OF OFFICERS AND VACANCIES**

**8.1 VICE CHAIR:** The Vice Chair, unless he/she refuses or is disqualified, automatically assumes the office of the Chair for a term of one year at the end of the Annual Meeting following the 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 Vice Chair, 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, the officer or Council member's office may be automatically vacated, unless excused upon good cause accepted by the members of the Council.

**8.4 RETIRING CHAIR:** At the end of the Chair's 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 terms as a member-at-large; however, the member-at-large may serve additional terms on the Council as an ex-officio member.

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

**9.1** The Section must seek Board of Governors approval before taking any action or making comments on behalf of the State Bar or the Section. Any action by the 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**

**10.1** These bylaws may be amended at any Annual 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.

9-23-14 Approved by General Counsel/Deputy Director  
Approved by Council  
Approved by Section June 2015  
Deletion to clarify 1.3 approved by Council  
Reference to 4.1 added to 4.2 approved by Council