

**STATE BAR OF ARIZONA
ELDER LAW & MENTAL HEALTH SECTION BYLAWS**

ARTICLE I: IDENTIFICATION

1.1 NAME: This Section shall be known as The Elder Law and Mental Health Section and shall be hereinafter designated simply as the "Section".

1.2 PURPOSE: The purpose of this Section shall be to consider all matters of legal interest relating to the various subjects covered by the Section, including but not limited to the following:

- (a) To provide a forum for Section members to exchange information and ideas about mental health and elder law, related areas of law and the delivery of services;
- (b) To review mental health and elder law and related issues, and to propose, promote, and monitor legislation enabling the development of improved services;
- (c) To provide education and support services about the practice of mental health and elder law to members of the Bar, to mental health and elder law professionals and to the public.

ARTICLE II: MEMBERSHIP

2.1 THE MEMBERSHIP. Any member of the State Bar of Arizona in good standing shall be eligible for membership in the Section upon application and payment of such annual dues, if any, as the Council shall fix, with the approval of the Board of Governors of the State Bar of Arizona. Section affiliate memberships may be available to non-Arizona attorneys and other qualified professionals who are not members of the State Bar of Arizona, upon application to the State Bar, the payment of annual Section dues and compliance with these bylaws and the rules, regulations and bylaws of the State Bar of Arizona.

2.2 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.

2.3 NON-VOTING SECTION AFFILIATE MEMBERS: Non-State Bar of Arizona members and non-Arizona attorneys may be eligible to join the section as a non-voting Section Affiliate member 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, or be counted in determining the presence of a quorum. 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 a particular 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 their section.

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

ARTICLE III: MEETINGS OF THE SECTION MEMBERSHIP

3.1 ANNUAL MEETING: The Section shall hold an Annual Meeting of members in conjunction with the Annual Meeting of the State Bar. The Section should hold other meetings of members throughout the year.

3.2 QUORUM: The members of the Section present at any Annual Meeting shall constitute a quorum for the transaction of business.

3.3 CONTROLLING VOTE: Action of the Section shall be by majority vote of members present.

3.4 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.

3.5 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. All members can submit items for the agenda to the chair at least 15 days prior to the publication of the agenda to the membership

3.6 VOTING: The Council may direct that a matter be submitted to the membership of the Section for vote by mail, e-mail, facsimile transmission to 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 IV: OFFICERS

4.1 OFFICERS: The officers of the Section shall be the chair, the vice chair or chair-elect, the secretary, and the budget officer of the Council.

4.2 CHAIR: .

ARTICLE V: DUTIES OF OFFICERS

5.1 CHAIR. The Chairs shall preside at the meetings of the Section and of the Council. The chair shall appoint the chair of all committees of the Section who are to hold office during his/her term as chair. The chair may appoint all members of committees active during his/her term or delegate that

authority to the committee chair. The chair shall superintend the performance of all activities of the Section. The chair shall keep the Council 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.

5.2 VICE-CHAIR or CHAIR-ELECT: The vice chair, in the absence of the chair, shall preside at any meetings of the Section and of the Council. The vice chair shall aid the chair in the performance of the vice chair's responsibilities in such manner and to such extent as the chair may request. The vice chair shall perform such further duties and have such further powers as usually pertain to the vice chair's office or as may be designated by the Council or the chair. In case of 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.

5.3 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.

5.4 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 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 the 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 Council and the Section. State Bar staff and the Budget Officer advise the officers and 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 policies of the Council shall be consistent with the policies. The policies of the Council shall be consistent with the policies set by the Board of Governors. It shall especially authorize all commitments that 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 that 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:

Voting Members:

- (a) The officers of the Council;
- (b) The last retiring chairperson of the Council

- (c) Nine (9) members-at-large elected to the Council by the Section membership or appointed by the Council to fill a vacancy (at any one time, one third of these members-at-large 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);

Non-voting Members:

- (d) a legislative Liaison (any member may hold this position)
- (e) The Council shall appoint persons to sit on the Council who shall be known as “Constituent Members”. These persons may be State Bar of Arizona members or Non-State Bar Affiliate members of the Section. Constituent members shall be non-voting members and shall not be eligible to hold office.

6.3 CONTROLLING VOTE: Action of the Council shall be majority vote of those members present. A quorum consisting of a majority of the voting Council members shall be required to conduct its business.

6.4 VOTING BY PROXY: For matters identified to be voted on in a written agenda sent to the Council members at least five (5) days prior to any meeting..

6.5 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.

6.6 POLL OF COUNCIL: In urgent matters requiring immediate action, 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 if the Council may vote upon the proposition either by written ballot, electronic mail ballot, facsimile transmission or by telephone vote, confirmed in writing. The secretary shall record the proposition and votes in the matter.

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

6.8 COMMITTEES: The Council may appoint committees and chairpersons from the Council or from the members of the Section to perform such duties and exercise such powers as the Council may direct. The Chair, on direction of the Council, shall remove any chairperson or member from any such committee and fill the vacancies on such committees created by removal or resignation.

6.9 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.

ARTICLE VII: ELECTIONS

7.1 ELECTIVE OFFICES. At each Annual Meeting of the Section, the membership shall elect:

- (i) A vice-chair or chair-elect to serve a term of one (1) year;
- (ii) Officers or Council members to fill vacancies in any office or member-at-large position open on the Council as provided in Article VII;
- (iii) A secretary and budget officer for a one-year term; and
- (iv) A third of the total number of members-at-large of the Council to serve a term of three (3) years (at any one time, one third of the 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).

7.2 CHAIR: The vice-chair or chair-elect shall automatically succeed to the office of chair unless he/she declines, refuses or is disqualified. The vice-chair or chair elect shall serve a term of one year and may not again succeed 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 thirty (30) days prior to the time of election shall be eligible for office.

7.4 NOMINATIONS AND VOTING: Nominations and voting for elective offices shall be conducted as follows:

a) By March 1 of each year, the chair, after consultation with the Council, shall appoint a Nominating Committee to include the vice chair or chair elect and not less than two (2) members of the Section. The chair may appoint a member to fill any vacancy that may arise thereafter in the Nominating Committee.

b) The chair shall announce the names and addresses of the members of the Nominating Committee to the Section members and elicit any interest from the section members to become members-at-large on the Council.

c) The Nominating Committee shall make and report one nomination for each position which is to be filled by elections as provided elsewhere in these bylaws. The report shall identify each nominee and shall include a brief statement of the nominee's activities in the Section and in the law profession generally. The Nominating Committee shall submit its report to the chair of the Section within enough time to allow the Council to consider and vote on the slate of nominees recommended by the Nominating Committee and for the chair to have a slate of nominees approved by the Council to be published to the Section members not later than fifteen (15) days prior to the Annual Meeting.

d) The chair of the Nominating Committee or his/her designee shall announce the committee's slate of nominees at a meeting of the Council. The Council may accept the slate of nominees recommended by the Nominating Committee or reject it or revise it. The Chair of the

Section shall cause the slate of nominees approved by the Council to be published to the members of the Section together with an announcement of the time and place when the election shall be held. All elections except special elections shall be held at a business session of the Section during the Annual Meeting. Elections shall be by voice vote unless otherwise directed by the Council or a motion for voting by written ballot is approved by the Section at the Annual Meeting. Nominations also may be made from the floor. 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.

e) New member-at-large or officer positions on the Council created by an amendment to these bylaws shall be filled by vote of the Council and confirmed by vote of the section membership at the next occurring 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 CHAIR-ELECT or VICE-CHAIR: The chair-elect or vice-chair, unless he/she declines, 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. The chair-elect or vice-chair is disqualified if his/her office is automatically vacated by absenteeism in accordance with Article VIII section 8.3 or if he/she is removed for cause in accordance with Section 8.4.

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, vice-chair, secretary, or budget office. 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 shall be automatically vacated, unless excused upon good cause accepted by the members of the Council. The Council shall fill any vacancies caused by removal or resignation. The newly appointed Council member shall serve for the remainder of the replaced Council member's term.

8.4 REMOVAL FOR CAUSE: The Council may remove any Council member or officer by majority vote of the council members at a regular or special meeting scheduled with notice to the member or officer. The Council shall fill any vacancies caused by removal or resignation. The newly appointed Council member shall serve for the remainder of the replaced Council member's term.

8.5 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.

8.6 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 Affiliate member.

ARTICLE IX: AMENDMENTS

9.1 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. The bylaws may also be amended by referendum 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. Any amendment shall become effective upon approval by the Board of Governors.

Approved by Board of Governors on June 14, 2011.