

**STATE BAR OF ARIZONA
SOLE PRACTITIONER AND SMALL FIRM SECTION 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 purpose of this Section shall be the promotion of the objects of the State Bar of Arizona (“the State Bar”) within the practice of law by sole practitioners and members of small firms. To that end, it shall be the purposes of this 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 three attorneys. Members of an entity which holds itself out as having more than three attorneys shall not be eligible for section membership.

1.4 DETERMINATION OF ELIGIBILITY. Questions of eligibility for membership shall be decided by the Council of the Section in accordance with these bylaws.

1.5 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 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 AUXILLIARY BAR / JUDICIARY MEMBERSHIP. All active members of the State Bar in good standing or active members in good standing of the Judiciary of the State of Arizona not otherwise qualified to serve as a Voting Member of the SPSF may join the SPSF section as an Auxiliary Member. Auxiliary Members shall be *ineligible* to vote on section business and *ineligible* to hold office on the Executive Council. Auxiliary Members may participate in all other section offerings upon the same terms and conditions as Voting Members.

2.3 LAW STUDENT MEMBERSHIP. All law students at an ABA accredited or an Arizona law school so registered during the calendar year of the SPSF membership may join the SPSF section as a Law Student Member. Members of the Law Student category shall be ineligible to vote on section business and ineligible to run for office on the Executive Council.

Law Student Members may participate in all other section offerings upon the same terms and conditions as Voting Members.”

2.4 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. Each practitioner within a small firm who desires to become a Section member shall pay dues to the State Bar as an individual Section member.

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

ARTICLE III: MEETINGS OF THE MEMBERSHIP

3.1 MONTHLY MEETINGS. The Section shall 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 Chair. The Chair shall determine the date, place and time of such meetings, and shall endeavor to select times and places which shall accommodate the greatest number of Section members.

3.2 ANNUAL MEETING. The June meeting held at the State Bar Convention shall be designated the “Annual Meeting” for actions required to be taken at an Annual Meeting of the Section.

3.3 NOTICE OF MEETINGS. The Chair or Chair’s appointee shall provide advance notice of all meetings to all Section members, which notice shall include the date, time and place, and to the extent practical, an agenda for the meeting.

3.4 QUORUM. The members of the Section present at any membership meeting shall constitute a quorum for the transaction of business, except that at least eight members must be present in person or by telephone to constitute a quorum.

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

3.6 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.

3.7 REFERENDUM/MAIL VOTING. Either the Council or the members of the Section may vote to submit a question or matter to the members of the Section for a vote by mail. In the event of such a mail vote, the ballots shall be mailed and received by the State Bar staff, and action of the Section shall be by a majority of the votes timely received.

3.8 REFRESHMENTS EXPENSES. The Chair or Treasurer may authorize the expenditure of Section funds for food or non-alcoholic beverages to be served to persons attending Section meetings.

ARTICLE IV: THE COUNCIL

4.1 POWERS. The Council shall be vested with all of 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. The Council 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 than the approved budget for the Section during any fiscal year. No action of any Section committee shall be effective until approved by the Council or by the Section.

4.2 COMPOSITION. The Council shall be composed of the following Section Officers:

- A. Chair
- B. Vice Chair
- C. Secretary
- D. Treasurer
- E. Southern Arizona Sole Practitioner and Small Firm Subsection Chair
- F. Immediate Past Chair
- G. Chair of any other County or Regional Subsection

4.3 COUNCIL AUTHORITY. Between meetings of the Section, the Council shall have full power to 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 the Section's next meeting.

4.4 POLL OF COUNCIL. In urgent matters requiring immediate attention, the Chair may, and upon request of three (3) 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 vote, confirmed in writing to the Secretary, who shall record the proposition and votes in the matter.

4.5 MAIL VOTING BY COUNCIL. The Chair may submit a matter to the members of the Council for a decision or vote by mail. Telecopiers may be used. The action of the Council shall be by a majority of the votes received. Such written votes shall be kept and disclosed at the next Section meeting.

4.6 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 V: MEETINGS OF THE COUNCIL

5.1 COUNCIL MEETINGS. The Council shall meet at the call of the Chair. The Chair shall call a meeting upon request of any two Council members.

5.2 TELEPHONIC PARTICIPATION. A member of the Council may participate at a Council meeting by telephone or conference call.

5.3 QUORUM. There must be a minimum of three (3) Council members present at any meeting to constitute a quorum for the transaction of business.

5.4 CONTROLLING VOTE. Provided a quorum is present, action of the Council shall be by majority vote of the Council members present. The Chair may cast an additional vote in the event of a tie.

ARTICLE VI: OFFICERS

6.1 OFFICERS. The Officers of the Section shall be the:

- A. Chair
- B. Vice Chair
- C. Secretary
- D. Treasurer
- E. Southern Arizona Sole Practitioner and Small Firm Subsection Chair
- F. Immediate Past Chair
- G. Chair of any other County or Regional Subsection

6.2 CHAIR. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall appoint the chairmen and members of all committees of the Section who are to hold office during the current term. The Chair shall plan and superintend the program of the Section during the current term, subject to the directions and approval of the Council. 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 office of Chair, and when so acting, shall perform such other duties as from time to time may be assigned to the Chair by the Council.

All serving SPSF Committee Chairs and appointed administrators (such as the Limited Listserv Administrator, for example), shall, during their tenure in those positions, be a voting member of the SPSF Executive Council. In the event a member holds more than one qualifying voting position at a given time, only one vote shall be permitted by that member.

6.3 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 Chair's death, inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting,

shall perform such other duties as from time to time may be assigned to the Vice Chair by the Council.

6.4 SECRETARY. The Secretary shall keep a true record of the proceedings if all meetings of the Section and of the Council and 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.

6.5 TREASURER. The Treasurer shall keep an accurate record of all monies appropriated to the Section by the Board of Governors and expended by the State Bar for the purposes of the Section. The Treasurer 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 Treasurer shall report on the Section's present and projected financial condition at each meeting of the Section Council. The Treasurer shall advise the officers and Council as to the financial impact of any proposed action by the officers, Council or Section which, in the Treasurer's judgment, would have a significant impact on the financial condition of the Section. At least once each year, the Treasurer shall submit 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 Treasurer shall submit to the Section, at the annual meeting, a report on the financial affairs of the Section as may be requested by the Chair or the Council.

6.6 SOUTHERN ARIZONA SOLE PRACTITIONER AND SMALL FIRM SUBSECTION CHAIR. All Section members in Pima County shall automatically be members of the "Southern Arizona Sole Practitioner and Small Firm-Subsection of the Section. This subsection shall have its own meetings, and shall be open for participation to all members of the Section. Members of the subsection shall select their Chair either concurrently with the officer elections provided for in Article VIII, or may select their Chair in a separate election among members of the subsection. In addition to electing a Chair, subsection members may elect other subsection officers which may include, but are not limited to, a Vice Chair, Secretary, Treasurer, and Steering Committee, from among the subsection membership. Only the Chair of the Southern Arizona Sole Practitioner and Small Firm Subsection shall serve as an officer of the Section and as a member of the Council, but if the Subsection has a Vice Chair, then such Vice Chair shall serve as the Subsection Chair in the absence of the Subsection Chair.

6.7 CHAIR OF ANY OTHER COUNTY OR REGIONAL SUBSECTION. If Section members residing or practicing in any county of Arizona or geographical region of Arizona outside of Maricopa and Pima Counties desire to constitute themselves into a subsection of this Section, the Council may recognize such group of practitioners as a subsection on terms substantially similar to those affecting the Southern Arizona Sole Practitioner and Small Firm Subsection. Such recognition by the Council may, in the Council's discretion, become effective without action at an annual meeting of the Section.

ARTICLE VII: COMMITTEES

7.1 Either the Chair or the Council may establish a committee to study or act in furtherance of the Section's interests. The Chair shall appoint the chairmen and the members of such committees.

7.2 Each Section committee shall give a report on its activities at each Section meeting until the conclusion of its work or the dissolution of the committee.

7.3 No action of a committee shall be deemed to be the action of the Section until such action is approved by the membership or the Council.

ARTICLE VIII: ELECTIONS

8.1 ELECTIVE OFFICES. Each year, the members shall elect a Vice Chair, Secretary, Treasurer, and the members of the Southern Arizona Subsection shall elect a Subsection Chair, as provided for in Section 6.6.

8.2 ELIGIBILITY FOR OFFICE. A candidate for an elective office must be a member in good standing of the State Bar of Arizona who is a sole practitioner or practitioner in a small firm who has been a member of the Section for at least sixty days prior to the deadline set for receipt of ballots at the State Bar Office.

8.3 SUCCESSION TO CHAIR AND IMMEDIATE PAST CHAIR. At a time of the election of officers, the Vice Chair shall automatically be elected Chair, and the Chair shall be automatically elected Immediate Past Chair.

8.4 TIME AND PROCEDURE. The Secretary shall send to all Section members a written notice ("Notice of Elections") of the forthcoming election of Section officers, which shall list the officers to be elected, and invite each member to submit his or her nomination in writing, with the nomination being sent to the Secretary, with copies to the Chair and State Bar Administrator of Committees and Sections. Such nominations shall include a brief biography or Nominee's Statement, which shall be included with the ballot materials. All such nominations must be received not later than April 26 of the year in which the election is to be held. Between April 29 and May 6, election ballots shall be mailed to all Section members by the State Bar Staff, with instructions that all ballots must be returned to the State Bar office in the envelopes provided not later than May 17. The Secretary shall select a date and time between May 18 and May 25 at which time the ballots shall be opened and counted, and the winners certified by the Secretary and State Bar staff. The Secretary shall notify all members of the Council and all candidates of the date and time of the ballot count, and all such persons may be present for the count. The candidate receiving the highest number of votes shall be elected to the office.

8.5 PROCEDURE WHEN ALL OFFICES ARE UNCONTESTED. If, by April 26 of the election year, no more than one candidate has submitted his or her written nomination for each office, the Secretary shall declare the candidates who have submitted nominations elected by the Section. The Council may vote to overrule the Secretary and

direct that an election be conducted as provided in Section 8.4, above, notwithstanding the absence of contest for any office.

8.6 TERM OF OFFICE. The terms of officers commence at the conclusion of the June Section meeting at the State Bar Convention.

ARTICLE IX: SUCCESSION AND VACANCIES

9.1 OFFICERS AND COUNCIL. Between the Annual Meetings of the Section, the Council may fill vacancies in its own membership, or in the offices of Vice Chair, Secretary or Treasurer. 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.

9.2 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 the officer or Council member's absence is excused upon good cause accepted by the members of the Council.

9.3 RETIRING CHAIR. The Immediate Past Chair shall automatically be a member of the Council for the year following the Immediate Past Chair's service as Chair.

ARTICLE X: REPRESENTATION OF STATE BAR'S POSITION

10.1 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 XI: AMENDMENTS

11.1 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. Amendments to these bylaws shall become effective upon approval of the Amendment or Amendments by the Board of Governors of the State Bar.

Submitted to Board of Governors
Approved 09-21-07