

**STATE BAR OF ARIZONA
PROBATE AND TRUST LAW SECTION BYLAWS**

ARTICLE 1: IDENTIFICATION

1.1 NAME. This Section shall be known as the Probate and Trust Law Section of the State Bar of Arizona.

1.2 PURPOSE. The purposes of the Section shall be to consider and study all matters of legal interest relating to the practice of probate and trust law, including the following:

(a) The law with respect to wills, the creation and administration of estates, probate court jurisdiction, the advisability of specific probate statutes or rules, and other matters of interest in the field of probate law.

(b) The law with respect to trusts in all of its various aspects, including the creation of trust estates, trustees and their powers and duties, trust companies and their relationships to trustors, beneficiaries and the public, the investment, control and protection of trust funds, the function of the various forms of trusts created, consideration of legislation with respect to trusts, the current literature of the trust field, and other matters of general interest in the field of trust law.

The Section shall also promote throughout the State of Arizona, the legal education of the members of the Bar and the public on the problems of probate and trust law through the sponsorship of meetings, institutes and conferences devoted to the issues of probate and trust law, and by the preparation and dissemination of pamphlets and brochures with respect thereto and by preparing and sponsoring the publication of legal writings in this field.

ARTICLE 2: MEMBERSHIP

2.1 ENROLLMENT. 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 may fix, with the approval of the Board of Governors of the State Bar of Arizona. An associate membership may be made available to non-Arizona attorneys and other qualified professionals, upon the payment of annual Section dues.

2.2 DUES. Dues shall be due and payable on January 15, in each year. Any member or associate member of the Section whose annual dues shall be more than three months past due shall thereupon cease to be a member of the Section. Associate members shall be provided all rights of membership other than the right to vote on proposed actions, officers and Council members.

ARTICLE 3: COUNCIL AND OFFICERS

3.1 COMPOSITION. There shall be a Council of nine voting members to be elected as hereafter provided. The retiring Chairperson of the Section shall be a non-voting member of the Council for one year immediately following his or her term as Chairperson. The Chairperson may also appoint such ex-officio non-voting members to serve on the Council as the Chairperson deems appropriate from time to time.

3.2 TERMS. Each voting member of the Council shall serve a three-year term. The Council's voting members shall be divided into three groups of equal number with each group's three-year term expiring in alternating successive years. Upon the expiration of each three-year term, three members of the Council shall be elected at each annual meeting of the Section for a term of three years beginning at the close of the particular annual meeting during which they are elected. "Year," as herein used, means the period beginning at the close of the annual meeting at which each of such persons shall have been elected and ending at the close of the annual meeting to be held during the immediately succeeding year. "Annual meeting," as used herein, means the annual meeting of the State Bar of Arizona.

3.3 ELIGIBILITY. The Council members must be members of the State Bar and the Section whose good standing can be certified by official State Bar records for thirty days prior to time of election. No person shall be eligible for election to the Council as a voting member if he or she has served on the Council without interruption for two consecutive terms, immediately preceding the term for which the election is held. No person shall be eligible for election to the Council unless and until he or she shall have been a member of the State Bar of Arizona for at least three years.

3.4 OFFICERS. The officers of the Section shall be a Chairperson; a Chair-Elect; a Secretary and a Treasurer. Each of the officers of the Section shall be elected by the Section for terms of one year each at the Section's annual meeting. The offices of Secretary and Treasurer may be filled by the same person.

ARTICLE 4: NOMINATION AND ELECTION OF COUNCIL MEMBERS AND OFFICERS

4.1 NOMINATING COMMITTEE. Not less than 30 days before the opening of each annual meeting of the Section, the Chairperson shall appoint a nominating committee of five members of the Council, one of whom shall be the Chair-Elect, which committee shall make and report nominations to the Section for voting members and officers of the Council to succeed those whose terms will expire at the close of the next following annual meeting, and also to fill any vacancies then existing for unexpired terms. Other nominations to the Council may be made from the floor.

4.2 ELECTIONS. All elections of Council members and officers shall be by oral vote unless a written ballot is ordered by resolution duly adopted by the Section at the annual meeting at which the election is held.

4.3 RESIGNATION. Any member of the Council may resign from the Council by giving written notice of his or her desire to resign to the Secretary or the Chairperson and the resignation shall be effective on the date specified in the resignation, or if no date is specified, on the date the request is received by the Secretary or Chairperson. Unless otherwise noted, any resignation as a member of the Council shall be effective as a resignation from any committee or subcommittee on which the member was serving prior to his or her resignation.

ARTICLE 5: DUTIES OF OFFICERS

5.1 CHAIRPERSON. The Chairperson shall preside at all meetings of the Section and of the Council. The Chairperson shall formulate and present at each annual meeting of the Section a report to the Board of Governors of the State Bar of Arizona of the work of the Section for the then past year. The Chairperson shall appoint, remove and fill any vacancy on such committees,

sub-committees and their chairpersons from the Council or from the members of the Section to perform such duties and exercise such powers as the Chairperson may direct, subject to the approval of the Council. The Chairperson shall perform such other duties and acts as usually pertain to his or her office.

5.2 CHAIR-ELECT. The Chair-Elect shall be responsible during his or her term of office for performing the duties and exercising the powers of the Chairperson in the absence of the Chairperson or in the event of the Chairperson's death, inability or refusal to act, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Chair-Elect shall have such powers and perform such other duties and acts as may be assigned to him or her by the Chairperson or by the Council.

5.3 SECRETARY. The Secretary shall be the custodian of all books, papers, documents and other property of the Section. 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. With the Chairperson, the Secretary shall prepare an annual summary or digest of the proceedings of the Section for submission to the Board of Governors of the State Bar of Arizona. The Secretary, in conjunction with the Chairperson, as authorized by the Council, shall attend generally to the business of the Section.

5.4 TREASURER. The Treasurer, except as may be provided otherwise by the Council or the Board of Governors of the State Bar of Arizona, shall be custodian of all funds. The Treasurer shall keep a true record of all monies received and disbursed and report thereon to the Council whenever requested. The Treasurer shall submit a financial report for presentation to the membership of the Section and the Board of Governors of the State Bar of Arizona at each annual meeting of the Section. The Treasurer shall sign any application for, and execute any bonds as may be requested by the Chairperson, pursuant to any resolution duly adopted by the Council for the purpose of protecting the monies of the Section. Any cost or premium for such bond shall be an expense of the Section and paid from the funds of the Section.

ARTICLE 6: DUTIES AND POWERS OF THE COUNCIL

6.1 POWERS. The Council shall have general supervision and control of the affairs of the Section subject to the Supreme Court rules concerning the State Bar of Arizona, and the Bylaws of the State Bar of Arizona, and the Bylaws of the Section. It shall specifically authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount of its current cash balance and carryover from previous years.

6.2 COMMITTEES. The Council shall approve the Chairperson's appointment and removal or any committee member or sub-committee member and their chairpersons.

6.3 VACANCIES. The Council, during the interim between annual meetings of the Section, may fill vacancies in its own membership or in the offices of Chairperson, Chair-Elect, Secretary or Treasurer. Members of the Council, and officers so elected, shall serve until the close of the next annual meeting of the Section, at which the vacancies in the Council shall be filled for the remainder of their respective terms by a special election conducted concurrently with the regular elections as provided in Article 4 hereof.

6.4 REMOVAL. A member and/or an officer of the Council may be removed, with or without cause, at any meeting of the Council, by a vote of the majority of the voting members of the entire Council.

6.5 QUORUM. A majority of the voting members of the Council in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Council. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more members of the Council.

6.6 COUNCIL VOTE. Unless otherwise expressed herein, at any meeting at which a quorum was present when the meeting was convened, the act of the majority of the voting members of the Council present shall be the act of the Council.

6.7 VOTING. Each voting member of the Council shall be entitled to one vote on any issue presented to the Council. Members of the Council, when personally present at a meeting of the Council, shall vote in person, but when absent, may communicate their vote in writing upon any proposition to the Secretary or other officer of the Council and have it counted with the same effect as if cast personally at the meeting.

6.8 ACTION WITHOUT MEETING. The Chairperson may, and upon the request of any three members of the Council, shall submit or cause to be submitted in writing to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their vote thereon in writing, over their respective signatures, to the Secretary or other officer of the Council, who shall record upon the minutes each proposition so submitted, when, how, and at whose request the same was submitted, and the vote of each member of the Council thereon, and keep and file such written and signed votes. If the votes of a majority of the members of the Council shall be in favor of such proposition, or if such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council.

ARTICLE 7: SECTION MEETINGS

7.1 ANNUAL MEETING. The annual meeting of the Section shall be held during the annual meeting of the State Bar of Arizona, in the same city and place as such annual meeting, with such program and order of business as may be arranged by the Council, and at such time and place as shall be designated by the Chairperson or the Council.

7.2 SPECIAL MEETINGS. Special meetings of the Section may be called by the Chairperson, or by three members of the Council, at such time and place as the Chairperson or such three members may determine. Each such call shall specify the purpose or purposes for which the special meeting is called.

7.3 NOTICE OF MEETINGS. At least ten days written notice shall be given to the members of the Section of each annual and special meeting of the Section. Notices shall be given by electronic mail, regular mail or facsimile addressed to the members at their addresses as then shown on the records of the State Bar of Arizona. Notices of special meetings shall set forth generally the purpose or purposes for which the special meeting is called. All such notices shall designate the time and place of each annual or special meeting, as the case may be.

7.4 QUORUM. The members of the Section present at any meetings shall constitute a quorum for the transaction of business.

ARTICLE 8: MISCELLANEOUS PROVISIONS

8.1 FISCAL YEAR. The fiscal year of the Section shall be the same as that of the State Bar of Arizona.

8.2 DISBURSEMENTS. All bills incurred by the Section before paid shall be approved by the Chairperson or the Chair-Elect and the Treasurer, or otherwise, as the Council shall direct. All disbursements of the Council shall be signed by the Treasurer or such other officer as the Council may authorize, and shall be made in such manner and form as may be approved or required by the Board of Governors of the State Bar of Arizona.

8.3 COMPENSATION. No salary or compensation shall be paid to any officer, Council member or Section member.

8.4 PRINTING. All printing of publications for general distribution to the public for the Section or for the Council, or any division or committee of the Section, shall be done under the supervision of the Executive Director of the State Bar of Arizona.

ARTICLE 9: ADOPTION OF BYLAWS

9.1 ADOPTION. These Bylaws have been adopted as the Bylaws of the Section at the annual meeting of the Section held June 12, 2003, and they shall remain in full force and effect unless or until revoked or annulled in whole or in part by the Board of Governors of the State Bar of Arizona; but said Bylaws shall be subject to amendment by members of the Section as hereinafter provided in Article 10.

ARTICLE 10: AMENDMENTS

10.1 AMENDMENTS. 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, provided such proposed amendment shall first have been submitted, as hereinafter provided, to the Council for its recommendation; and provided further that no amendment so adopted shall become effective until approved by the Board of Governors of the State Bar of Arizona.

10.2 PROPOSED AMENDMENTS. Any proposed amendment must be submitted in writing to the Council in the form of a petition signed by at least ten members of the Section, at least 30 days before the annual meeting of the Section at which it is to be voted upon. The Council shall consider the proposed amendment and shall prepare recommendations thereon for submission to the next following annual meeting of the Section.