BYLAWS

OF THE

STATE BAR OF ARIZONA

ARTICLE I

DEFINITIONS

The following definitions shall apply in the interpretation of these bylaws:

1.01. "Corporation" or "State Bar" means the State Bar of Arizona, as created by Rule 32 of the Rules of the Supreme Court of Arizona.

1.02. "Board" shall mean the Board of Governors of the State Bar of Arizona.

1.03. "Member" shall mean every person licensed to practice law within the State of Arizona.

1.04. "Governor" shall designate a member of the governing body of the State Bar of Arizona.

1.05. "District" shall mean the district referred to in Rule 32(e) of the Rules of the Supreme Court of Arizona.

1.06. "Rule" shall mean the Rules of the Supreme Court of Arizona, which Rules are incorporated herein by this reference.

1.07. "Annual Meeting" shall mean the annual State Bar convention in its entirety.

ARTICLE II

SENIORITY OF ARTICLES OF INCORPORATION AND RULES

2.01. Seniority of the Articles of Incorporation. The State Bar's Articles of Incorporation and amendments thereto as are on file with the Arizona Corporation Commission shall, in all respects, be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the Articles of Incorporation, and these bylaws are deemed to be automatically amended from time to time to eliminate any inconsistency which may then exist.

2.02. Seniority of Rules. The rules shall in all respects be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the rules.
ARTICLE III

CORPORATE OFFICES

3.01. Known Place of Business. The primary address of the known place of business of the corporation is 4201 N. 24th Street, Suite 100, Phoenix, Arizona 85016. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Governors may designate or as the business of the State Bar may require from time to time.

3.02. Change Thereof. The Board of Governors may from time to time change the corporation's known place of business or its statutory agent by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

ARTICLE IV

POWERS

4.01. Sections. The Board of Governors shall create such sections within the State Bar as shall be essential to the proper conduct of the affairs of the corporation and its relations with the American Bar Association.

4.02. Standing State Bar Committees. The President of the State Bar shall, with the approval of the Board of Governors, appoint such standing committees as shall be deemed advisable.

4.03. Special Committees. The President of the State Bar may, from time to time, with the approval of the Board of Governors, appoint such special committees as he or she may deem necessary or expedient.

4.04. Reports of Sections and Committees. All committees and sections shall present to the Board of Governors such reports as may be requested by the President or the Board.

4.05. Cooperation with County and Local Bar Associations. The Board of Governors shall cooperate with county or local Bar Associations in the fulfillment of the purposes of the State Bar.

4.06. Organization of Local Bar Associations. The Board of Governors shall encourage and foster the organization of local Bar Associations.

4.07. Annual Program. The Board of Governors shall provide a suitable program for each annual meeting of the State Bar to accomplish its stated objects and purposes.
4.08. Reports to Annual Meetings. Annual written reports of all sections and committees, with their recommendations, shall be presented to the CEO/Executive Director of the State Bar at least thirty (30) days prior to the annual meeting.¹

ARTICLE V

MEMBERSHIP

5.01. Register of Members. The CEO/Executive Director shall keep a register of members of the State Bar which register shall contain such matters of information, including areas of specialization, as the Board of Governors may determine to be proper and desirable.

ARTICLE VI

RESIGNATION FROM THE STATE BAR

6.01. Resignation. Members in good standing who wish to resign from membership in the State Bar may do so, and such resignation shall become effective when filed in the office of the State Bar, accepted by the Board and approved by the Arizona Supreme Court. A resignation will not be accepted if there are disciplinary proceedings pending against the member. After acceptance by the Board, such member shall be known as a "resigned member in good standing." Such resignation shall not be a bar to institution of subsequent discipline proceedings for any conduct of the resigned member occurring prior to his or her resignation. In the event such resigned member thereafter is disbarred, suspended or censured, the said member's status shall be changed from "resigned member in good standing" to that of a person so disciplined.

6.02. Reinstatement. Resigned members in good standing may be reinstated to membership in the same manner and on the same terms as members suspended for nonpayment of membership dues as provided by the Rules.

6.03. Application to Resign. A member wishing to resign shall apply on a form approved by the Board of Governors and shall furnish such information as is required upon such form and shall make such allegations, under oath, as is required on such form.

ARTICLE VII

NOMINATION AND ELECTION OF GOVERNORS

7.01. Procedures. The procedure for nomination and election of members of the Board of Governors shall be as provided in the Rules.

¹ All references to the CEO/Executive Director and the five officers shall also include the successor-in-title as well.
7.02. Voting. In districts electing more than one (1) Governor, members may vote for any number of candidates equal to or less than the total number of Governors to be elected from the District, but members shall not cast more than one (1) vote for an individual candidate. Failure to comply with this section shall void the member's ballot.

7.03. Tie Vote. In the event of a tie vote, the Board shall determine by lot and in the presence of the candidates which candidate shall be declared elected.

7.04. Assumption of Position. Once the Board of Governors completes the canvass of ballots and certifies the results, those Governors declared elected shall assume their position on the Board of Governors at the conclusion of the annual meeting.

7.05. Vacancies. Vacancies on the Board of Governors shall be filled by the remaining members of said Board as provided by the Rules.

ARTICLE VIII
OFFICERS

8.01. Officers--General. The officers of the State Bar shall be a President, a President-Elect, two (2) Vice-Presidents and a Secretary/Treasurer.

8.02. Duties of Officers:

(A) President. The President shall, in addition to the duties prescribed by the Rules of the Supreme Court of Arizona, appoint and announce, as soon as possible after each annual meeting of the State Bar, the membership of all committees for the ensuing year, the appointment of which shall not have been otherwise provided for. The President shall be a member, ex-officio, of every standing committee, special committee and section. He or she shall appoint each Board member who is not an officer, as an ex-officio member to at least one (1) standing committee or special committee and those Board members shall serve as the liaison between the committee(s) and the Board of Governors. The President shall act as parliamentarian for all meetings of the Board of Governors. The immediate past President shall be an ex-officio member of the Board of Governors for one (1) year and shall have such duties as may be assigned to him or her by the President and the Board, but shall have no vote unless he or she is serving as an elected member of the Board.

(B) President-Elect. The President-Elect shall act as the coordinator of all Board members who serve as liaisons to all committees of the State Bar and, in addition to duties prescribed by the Rules, perform the duties of the President during any absence or disability of the President.
First Vice President. The First Vice President shall perform such duties as are assigned to him or her by the President.

Second Vice President. The Second Vice President shall serve as a member of the Strategic Planning Committee and as an ex-officio member of the Continuing Legal Education Committee, and shall perform all duties assigned to him or her by the President.

Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Governors and all unanimous written consents of the Board of Governors, and shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by applicable law. The Secretary/Treasurer shall receive, collect, safely keep, and, under the direction of the Board of Governors, the Secretary/Treasurer, CEO/Executive Director, or staff of the Staff Bar disburse all funds and render reports of receipts and disbursements as required. The Secretary/Treasurer shall serve as the Vice Chairman of both the Finance and Audit committees. The Secretary/Treasurer shall further be custodian of all corporate records, and, in general, perform all duties incident to the office.

8.03. Election of Officers. At the regular meeting of the Board of Governors, held at the start of the annual meeting, the election of officers shall occur. As provided by the Rules, the President-Elect shall automatically become President and the First-Vice President shall automatically become President-Elect at the conclusion of the annual meeting. The Vice Presidents and Secretary/Treasurer shall be elected in order by nomination and vote of the Board of Governors. Contested elections shall be determined by secret ballot. The ballots shall be counted by the Secretary/Treasurer and the CEO/Executive Director. The Secretary/Treasurer shall not count the ballots if he or she has nominated one of the candidates. The next officer who has not nominated a candidate would then count the votes. The winner, but not the specific vote count, shall be announced by the President. In the event of a tie vote, further discussion will be invited and if three (3) consecutive ballots result in a tie vote, the Board of Governors shall determine by lot and in the presence of the candidates which candidate shall be declared elected to the office in question. In the event that there are more than two nominees, and no single candidate obtains a majority vote in three (3) consecutive ballots and the vote is not tied, the nominee receiving the lowest number of votes on the third ballot shall be removed from the next ballot. Thereafter, the balloting shall proceed until one candidate obtains a majority or there are three consecutive ballots resulting in a tie, thereby resulting in the election being determined by lot as provided above.

8.04. Removal; Delegation of Duties. The Board of Governors may, whenever in its judgment and discretion, the best interests of the State Bar shall be served thereby, remove any officer of the corporation or temporarily delegate his or her powers, duties and responsibilities to any other officer or to any other member of the Board of Governors upon a majority vote of the Board of Governors cast in favor of such officer’s removal at a meeting called for such purpose, as provided by the Rules.
8.05. Scope and Operations Committee and Finance Committee.

(A) Scope and Operations Committee. The five (5) officers listed above and any other Board member appointed by the President shall constitute the Scope and Operations Committee. The Scope and Operations Committee may convene in advance of the regular Board meeting to consider making recommendations to the full Board and shall have the authority to act on behalf of the Board between meetings of the full Board.

(B) The Finance Committee may be appointed by the President and shall work with the CEO/Executive Director and Finance staff in monitoring income and expenditures and in maximizing revenue from prudent investments.

(C) Budget Review. The Scope and Operations Committee shall meet annually at the call of the President to review the proposed budget prior to its submission to the Board.

8.06. Extension of President-Elect's Term as a Governor. If a member of the Board of Governors shall be elected President-Elect at the commencement of the second year of his or her term, the same shall automatically be extended for the period during which he or she serves as President, not to exceed one (1) year. In such event, the members from the district in which the President-Elect resides shall elect one (1) less member to the Board of Governors than said district would be otherwise entitled to under these bylaws and at the end of the term of said President, a special election shall be held in the President's district to elect a member of the Board who shall serve for the second year of the term.

8.07. Vacancies. If the office of any officer becomes vacant by reason of his or her death, resignation, disqualification, removal or otherwise, the Board of Governors shall choose a successor to hold office for the unexpired term at a meeting called for such purpose.

ARTICLE IX

CEO/EXECUTIVE DIRECTOR

9.01. Selection. The Board of Governors shall employ a CEO/Executive Director whose compensation shall be fixed by the Board.

9.02. Duties. The CEO/Executive Director shall perform such duties as may be directed by the Board of Governors.
ARTICLE X

MEETINGS OF THE STATE BAR

10.01. Annual Meeting. The annual meeting of the State Bar shall be held at such time and place as shall be fixed by the Board of Governors.

10.02. Notice of Annual Meeting. Notice of the annual meeting shall state the time and place for holding of such meeting and shall be given to the members of the State Bar by mail or electronic means at least fifteen (15) days before said meeting. Any member may waive call or notice of any annual meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a member at any such meeting in person will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.

10.03. Special Meetings. Special meetings of the State Bar shall be called by the President upon a majority vote of the Board of Governors present at any meeting of the Board. Except by unanimous consent of the members present, special meetings may consider only such matters as are set forth in the call of the meeting.

10.04. Notice of Special Meetings. Notice of a special meeting of the State Bar shall state the time and place of the holding of such meeting and shall be given to the members of the State Bar by mail or electronic means at least ten (10) days prior to said meeting. Said notice shall state generally the matters to be considered at said meeting and shall be issued over the name of the President of the State Bar. Any member may waive call or notice of any special meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a member at any such meeting in person will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.

10.05. Parliamentary Rules. Proceedings at the annual meeting and any special meetings of the State Bar shall be governed by Roberts' Rules of Order.

ARTICLE XI

MEETINGS OF THE BOARD OF GOVERNORS

11.01. Regular Board Meetings. The President shall determine the meeting schedule of the Board of Governors but shall convene a minimum of six (6) regular meetings each year:

(A) The last regular meeting shall be held immediately prior to the annual meeting of the State Bar at a time and place to be designated by the President.
The Board of Governors shall meet at a time and place to be established each year by the President.

11.02. Special Board Meetings. The President, in his or her judgment and discretion, may call special meetings of the Board of Governors, or upon written request of three (3) Governors filed with the CEO/Executive Director, the President shall call a special meeting of the Board of Governors. If the President shall, for any reason, fail or refuse for a period of five (5) days after request therefore to call a special meeting, the CEO/Executive Director or some other person designated by the three (3) Governors joining in the request may call the meeting. The date fixed for said meeting shall not be less than five (5) nor more than ten (10) days from the date of said call.

11.03. Notice of Special Board Meetings. Notice of a special meeting of the Board of Governors shall be signed by the CEO/Executive Director or by the person designated by the Governors in their call. The notice shall set forth the day, place and time of the meeting and its purpose. The business to be transacted at any special meeting shall be confined to the purpose or purposes stated in the notice thereof. Any Member may waive call or notice of any special meeting (and any adjournment thereof) at any time before, during or after it is held. Attendance of a member at any such meeting in person will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed.

11.04. Quorum. A quorum for the transaction of business at any regular meeting, special meeting or adjourned meeting of the Board of Governors shall consist of forty percent (40%) of those then in office and entitled to vote.

11.05. Voting. Any matter submitted to a meeting of the Board of Governors shall be resolved by a majority of the votes cast, with each Governor except the President voting thereon. In case of a tie the President shall have the deciding vote.

11.06. Proxy Voting. Voting by proxy shall not be permitted at any meeting of the Board of Governors.

11.07. Action By Governors Without A Meeting. Any action required or permitted to be taken at a meeting of the Board of Governors may be taken without a meeting if all members of the Board of Governors consent thereto in writing or through electronic means. Such consent shall have the same effect as a unanimous vote of the Governors of the State Bar at a meeting duly called and noticed.

11.08. Presumption of Assent. A Governor of the corporation who is present at a meeting of the Board of Governors at which action is taken on any matter shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or afterwards if such dissent is delivered by registered or certified mail to the President of the State Bar within two (2) business days after the adjournment.
of the meeting. A right to dissent shall not be available to a Governor who voted in favor of the action.

11.09. Board Size. The number of Governors shall be established by the Supreme Court of Arizona as set forth in the Rules.

ARTICLE XII

OFFICE OF THE STATE BAR

12.01. The office of the State Bar of Arizona shall be maintained in the City of Phoenix, Arizona.

ARTICLE XIII

POLITICAL AND IDEOLOGICAL ACTIVITIES

13.01. Political and Ideological Activities. The State Bar shall not, except as provided herein, use the dues of its members to fund activities of a political or ideological nature that are not reasonably related to:

   (A) the regulation and discipline of attorneys;

   (B) matters relating to the improvement of the functioning of the justice system;

   (C) increasing the availability of legal services to the public;

   (D) regulation of attorney trust accounts;

   (E) the education, ethics, competence, integrity, and regulation of the legal profession; and

   (F) any other activity authorized by law.

13.02. Activities Intended to Influence the Legislature.

   (A) The State Bar may use the mandatory dues of all members to review and analyze pending legislation.

   (B) The State Bar may use the mandatory dues of all members to provide content-neutral assistance to legislators, provided that:

       (1) a legislator requests the assistance;
(2) the Board or its designee approves the request in a letter to the legislator stating that providing technical assistance does not imply either support for or opposition to the legislation; and

(3) the Board or its designee annually prepares and publishes a report summarizing all technical assistance provided during the preceding year.

(C) No other activities intended to influence legislation may be funded with members' mandatory dues, unless the legislation in question is limited to matters within the scope of permissible activities as described in 13.01.

13.03. Challenges Regarding State Bar Activities

(A) A member who claims that the State Bar is funding political or ideological activities in violation of this article may submit a written challenge to the CEO/Executive Director of the State Bar.

(1) A written challenge must be made individually and shall include the challenger's name, address, telephone number, email address and Bar number. It must also identify the challenged activity and be signed by the member.

(2) Written challenges must be received at the State Bar office in Phoenix, Arizona, on or before February 1 of the year immediately following the calendar year in which the challenged activity occurred.

(3) Failure to submit a written challenge by the deadline shall constitute a waiver.

(4) Submission of a challenge does not relieve a member from timely paying his or her dues in full.

(B) After a written challenge has been received, the Board or its designee shall promptly determine the pro rata amount of the member's dues used to fund the challenged activity and shall place that amount in an escrow account pending determination of the merits of the challenge.

(C) Upon the expiration of the deadline for receipt of written challenges to the same activity, the Board or its designee shall decide whether to give a pro rata refund to the challengers or to refer the challenge to arbitration. The Board may elect to have all challenges consolidated in a single arbitration proceeding.

(D) Whenever the Board elects to refer a challenge to arbitration, an impartial arbitrator shall be selected by mutual agreement of all parties within
twenty (20) days after the Board gives notice of its election to arbitrate. If all parties cannot agree upon the selection of an arbitrator, the President of the State Bar shall apply to the Chief Judge of the United States District Court for the District of Arizona, who shall select an impartial arbitrator as soon as practicable. Absent a challenge for cause, the selection of an arbitrator by the Chief Judge shall be final. The impartial arbitrator shall determine whether the funding of a challenged activity complies with the limitations of this article. If not, the arbitrator shall determine the pro rata share of dues that is to be refunded, plus the actual interest rate earned in the escrow account from the date of payment of those dues to the State Bar.

(E) The State Bar has the burden of proving by a preponderance of the evidence that the challenged activity is permitted by this article.

(F) The necessary cost of the arbitration shall be paid by the State Bar and may be paid from mandatory dues.

(G) The decision of the arbitrator shall be final on the question whether the challenged activity violates the limitations on the State Bar's political and ideological activities as set forth in this article and any pro rata share of dues to be refunded.

ARTICLE XIV

AMENDMENTS

14.01. These bylaws may be amended by the Board of Governors at any regular meeting thereof. No amendment shall be proposed or considered except after thirty (30) days advance written notice of the proposed amendment by mail or electronic means to each Board member. Amendments to these bylaws may only be adopted by the affirmative vote of a quorum of the Board of Governors.

Comments


Amended 09/15/95: Article 8.03. Election of Officers. (ballot tabulation process amended).

Amended 04/19/02: Article 8.03. Election of Officers. (automatic ascension of First Vice President to President-Elect position; process for ballot tabulation); Article 11.04. Quorum. (Board quorum defined as “40 percent of those entitled to vote”).

Amended 11/30/07: Article 3.01. Known Place of Business (required an address change as a result of the move from the downtown location on Monroe Street to the current 24th Street address); Article 8.02. Secretary/Treasurer (added new duties of this officer as result of the June 14, 2006 Finance Policy manual, which made the Secretary/Treasurer the Vice Chairman of both the Finance and Audit committees); Article 11.01. (reduces the minimum number of meetings from 11 to 9 and allows the Board to set its last regular meeting at a time and place to be designated by the Board).
Amended 10/24-25/13: Article 1.01 and 1.05. Definitions (Rule number changed 12/01/03); Article 3.01 Known Place of Business (suite number changed when 1st floor occupied); Article 4.02 Standing State Bar Committees (clarification regarding type of committees, i.e., member volunteers versus Board); Article 8.02(C) First Vice President (deleted Board officer’s probable cause panelist duty; Rule change effective 01/01/11); Article 8.02(D) Second Vice President (name of “Long-Range Planning Committee” changed to “Strategic Planning Committee”); Article 8.05 Scope and Operations Committee and Finance Committee and 8.05(B) (name of “Finance and Investment Committee” changed to “Finance Committee”); Article 10.02 Notice of Annual Meeting, Article 10.04 Notice of Special Meetings, Article 11.07 Action By Governors Without A Meeting, and Article 14.01 Bylaw Amendments (add that any required notification can be done “by electronic means”); Article 11.01 Regular Board Meetings (President sets meeting schedule; Board meets a minimum of six times per year); Article 13.01 Political and Ideological Activities (deleted “Generally” in title); Article 13.02(3) Activities Intended to Influence the Legislature (deleted “in the Arizona Attorney”; report “published” through electronic or other means as determined by staff).