

# ENVIRONMENTAL & NATURAL RESOURCES LAW SECTION BYLAWS

(last amended 2015)

## ARTICLE I: IDENTIFICATION

**1.1 NAME.** This Section shall be known as "Environmental and Natural Resources Law 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 (State Bar) within the fields designated by the name of the Section. To that end, it shall be the purpose of the Section to provide for the collection and dissemination of knowledge pertaining to the practice of environmental and natural resources law. This shall be accomplished by, among other methods, holding periodic meetings, conferences, and seminars; publishing newsletters, papers and pamphlets; and furnishing speakers to other interested professional groups. The Section may act as a neutral forum for political, legislative or adjudicative issues, but shall not take a position on any such issue. Members shall not represent a position on any political, legislative or adjudicative issue as that of the Section.

**1.3 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, upon request to the Executive Director of the State Bar, be enrolled as a Member of the Section by the payment of annual Section dues. An Associate Membership shall be made available to non-Arizona attorneys and other interested professionals, upon the payment of annual Section dues.

**2.2 THE MEMBERSHIP.** Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership 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 except that Associate Members shall be allowed to vote on any Associate Member nominated to the Council.

**2.3 DUES.** Dues for Membership and Associate 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.

**2.4 DELINQUENCY.** Any Member or Associate Member of the Section whose annual dues shall be more than three months past due shall thereupon automatically cease to be a Member or Associate Member of the Section.

## ARTICLE III: COMMITTEES

The Council of the Section is authorized to establish, or to empower the Chair 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 and with the approval of the Board of Governors. In establishing a new committee, the Council shall state the area of its proposed activities.

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

**4.1 ANNUAL MEETING.** The Section shall hold an Annual Meeting in conjunction with the Annual Meeting of the State Bar. The Section may hold other meetings of Members throughout the year.

**4.2 QUORUM.** The Members of the Section present at any meeting shall constitute a quorum for the transaction of business, provided that proper notice under these Bylaws was sent to all Section Members in good standing as of the date of mailing.

**4.3 NOTICE.** Notice of the time, date and place of each meeting shall be sent to the address on file with the State Bar. In addition, such notice shall include an agenda of the known matters to be discussed, considered, or decided by vote at the meeting.

**4.4 CONTROLLING VOTE.** Action of the Section shall be by majority vote of the Members present, provided there is a quorum and proper notice has been given.

**4.5 VOTING ELIGIBILITY.** Any Member of the State Bar and the Section whose good standing can be certified by official State Bar records for 30 days prior to the time of voting shall be eligible to vote.

**4.6 AGENDA.** Among the matters of business to be transacted at the Annual Meeting of the Membership or by mail in advance of the meeting shall be the election of Officers and Council Members. The agenda shall consist of other matters as decided by the Chair or Council.

**4.7 MAIL VOTING.** The Council may direct that a matter be submitted to the Members of the Section for vote by mail. 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 Immediate Past Chair, the Chair, the Chair-Elect, the Program-Chairs, the Secretary, and the Budget Officer.

**5.2 CHAIR.** The Chair, or the Chair-Elect, in the absence of the Chair, shall: (i) Preside at all meetings of the Section and of the Council;

(ii) Appoint the Chair and Members of all committees of the Section who are to hold office during the Council Chair's term of office;

(iii) Plan and superintend the programs of the Section during his or her term, subject to the directions and approval of the Council;

(iv) Superintend the performance of all activities of the Section;

(v) Keep the Council duly informed and carry out its decisions; and

(vi) Perform such other duties and acts as usually pertain to the office or as may be designated by the Council.

**5.3 CHAIR-ELECT.** The Chair-Elect shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request, including, but not limited to, updating the Membership Guide, assuming compliance with bylaws and State Bar requirements, and planning and

coordinating the Annual Meeting. The Chair-Elect shall perform such further duties and have such further powers as usually pertain to the office or as may be designated by the Council or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability, as the case may be.

**5.4 PROGRAM-CHAIRS.** The Program-Chairs, on consultation with the Chair, shall arrange for meeting presentations, conferences and seminars.

**5.5 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 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. 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, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

**5.6 BUDGET OFFICER.** The Budget Officer shall:

- (i) Keep an accurate record of all monies appropriated to it by the Board of Governors and expended by the State Bar for the purposes of the Section;
- (ii) 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, always, accurate and correct;
- (iii) Report on the Section's present and projected financial condition at each meeting of the Section Council;
- (iv) Advise the Officers and Council as to the financial impact of any proposed action by the Officers, Council or Section which, in the Budget Officer's judgment, would have a significant impact on the financial condition of the Section;
- (v) Prepare, prior to the start of the fiscal year, a projected budget for the upcoming fiscal year and submit the projected budget to the Council for approval or modification;
- (vi) Submit to the Section, at the Annual Meeting, a report on the Section's financial affairs and financial condition; and
- (vii) Prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section.

**5.7 IMMEDIATE PAST CHAIR.** The Immediate Past Chair is responsible for maintaining communications and coordinating with other bar sections, helping facilitate public communication, facilitating cooperation and contacts with other professional organizations, planning, sponsoring, and selecting speakers and topics for the Summer Associate Program and hosts the location.

## 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 than uncommitted funds contained in the accounts of the Section during any 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:

(i) The Officers,

(ii) Six (6) Members-at-Large, reflecting the spectrum of interests represented by the Membership of the Section, to be elected to the Council by the Section Membership for three-year terms (at any one time, one-third of the Members shall be serving the first year of their terms, one-third the second year and one-third the third year; therefore, in the initial election one-third of these Members shall be elected for a one-year term, one-third for a two-year term, an one-third for a full three-year term), and

(iii) Two (2) Associate Members to be elected to the Council by the Section Membership for two-year terms (at any one time, one of such Members shall be serving the first year of his/her term and one shall be serving the second year of his/her term;; therefore, in the initial election one such Member shall be elected for a one-year term and one for a full two-year term). The Associate Members shall be provided all rights of other Council Members other than the right to vote on proposed actions.

**6.3 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 may, and upon request of two (2) Members of the Council shall, call special meetings of the Council between Annual Meetings.

**6.4 NOTICE.** Notice of the time, date and place of each meeting of the Council shall be sent to each Council Member at the address on file with the State Bar. In addition, such notice shall include an agenda of the matters to be discussed, considered and decided by vote at the meeting.

**6.5 CONTROLLING VOTE.** A quorum of Council Members is required to transact business at each meeting of the Council. Where the expenditure of more than \$500 in Section funds is submitted to a vote, the majority of Council Members entitled to vote shall constitute a quorum. In all other instances, the total number of Council Members present shall constitute a quorum. Action of the Council shall be by majority vote of those Members present who are entitled to vote, provided that proper notice under these Bylaws was sent to every Council Member. Once a quorum is present, the Council may continue to conduct business even if a Council Member entitled to vote leaves the meeting. Council Members can also provide a written proxy to other Council Members to conduct Council business.

**6.6 POLL OF COUNCIL.** In matters requiring immediate attention, the Chair may, and upon request of one-third of the 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, electronically, or by telephone vote. 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 which the Section itself might perform. Any such action taken by the Council shall be reported to the Section at its next meeting.

**6.8 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.

**6.9 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 COUNCIL MEMBERS.** At each Annual Meeting of the Section, pursuant to the voting procedures identified in Section 7.4, the Membership shall elect:

- (i) A Chair-Elect to serve a term of one year;
- (ii) A third of the total number of Members-at-Large of the Council; (iii) An Associate Member for a two-year term;
- (iv) A Secretary and a Budget Officer for a one-year term;
- (v) Council Members-at-large to fill any vacancy upon the Council as provided in Section 9.2;
- (vi) A Program Chair for Southern Arizona to serve a term of one year; (vii) A Program Chair for Central Arizona to serve a term of one year; and (viii) A Program Chair for Northern Arizona to serve a term of one year.

**7.2 CHAIR.** The Chair shall serve a term of one year and may not serve a successive term except as provided in Section 9.4.

**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 30 days prior to the time of election shall be eligible for office.

**7.4 NOMINATIONS AND VOTING.** The Chair in making appointments and the Nominating Committee in making nominations, shall make all reasonable efforts to see that all interests represented by the Membership in the Section receive appropriate representation. The Chair, after consultation with the Council, shall appoint a Nominating Committee of five (5) Members of the Section who are not candidates for office, and shall promptly thereafter announce the names and addresses of the Members of the Committee in a publication of the State Bar or by other publication to Section Members. The Chair may appoint a Member to fill any vacancy which may arise thereafter in the Nominating Committee. The Nominating Committee shall make and report one nomination for each of the following

positions: Chair- Elect, Secretary, Budget Officer and Program Chairs. In addition, the Nominating Committee shall make at least two nominations for each of the following positions: Members-at-Large and Associate Members. The report shall identify each nominee and shall include a brief statement of their activities. The report shall be produced at least 45 days prior to the Annual Meeting. The Executive Council shall provide the report to Members not later than 30 days prior to the opening assembly of the Annual Meeting. One or more additional nominations may be made for any office by petition signed by not less than 20 Members of the Section. The petition should state that the Member nominated has agreed to the nomination. The petition must be sent to the Chair of the Section and must be received no later than 45 days prior to the assembly of the Annual Meeting. Any nomination made by petition shall be made known immediately to the Nominating Committee, the other candidates, the Council, and the Section's administrator at the State Bar. Ballots in such form as may be approved by the Section Council shall be placed in the United States mail at least 35 days prior to the opening assembly of the Annual Meeting, addressed to all Members of the Section in good standing as of the date of mailing. Alternatively, the Section Council may choose to mail ballots electronically at least 35 days prior to the opening assembly of the Annual Meeting to all Members of the Section in good standing. Members enrolled in the Section after the ballots have been mailed are not eligible to vote. Such mail ballot shall be accompanied by a brief biographical statement of each person nominated to an office. Ballots sent via United States mail shall include an envelope addressed to the Secretary of the Section duly identified on the outside to show that it contains a Member's ballot. The Section Council shall prescribe the method of return of these ballots which shall ensure the receipt of all valid votes by the Secretary of the Section no later than 12:00 noon on Wednesday of the week immediately preceding the opening assembly of the Annual Meeting. Election shall be by a plurality of the votes cast by mail.

**7.5 TERM 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: FISCAL YEAR**

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

#### **ARTICLE IX: SUCCESSION OF OFFICERS AND VACANCIES**

**9.1 CHAIR-ELECT.** The Chair-Elect shall automatically assume the office of the Chair for a term of one year at the end of the Annual Meeting following the election.

**9.2 OFFICERS AND COUNCIL.** Between Annual Meetings of the Section, as provided in Article VI, the Council shall fill vacancies of Members-at-Large, the Associate Member, and the offices of the Program-Chairs, Secretary or Budget Officer. The Members-at-Large, Associate Member 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, the Associate Member, and Members-at-Large whose terms have expired, as provided in Section 7.1 (i) through (iv). At the Annual Meeting the Membership of the Section shall also elect Members-at-Large to fill any unexpired terms existing at the time, as provided in Section 7.1 (v).

**9.3 ABSENTEEISM.** If any Officer or Member of the Council fails to attend two successive, properly noticed meetings of the Council, the Officer or Member's position may be vacated by the Council.

**9.4 SUCCESSION.** No Council Member-at-Large may serve a successive full term; however, they may serve additional terms on the Council as an officer or retiring Chair. Between Annual Meetings of the Section, and if both the position of Chair and Chair-Elect are vacant, the Council shall fill the vacancy of the Chair-Elect Position. Such person shall also serve as Chair for the remainder of the term.

**9.5 REMOVAL FOR CAUSE.** Any Officer or Council Member may be removed from his or her position for cause, upon 10 affirmative votes of the Voting Members of the Executive Council.

#### **ARTICLE X: REPRESENTATION OF STATE BAR'S POSITION**

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 their representative to the Board of Governors for action by the State Bar.

#### **ARTICLE XI: 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, 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.