

**STATE BAR OF ARIZONA  
ALTERNATIVE DISPUTE RESOLUTION SECTION BYLAWS**

**ARTICLE I: IDENTIFICATION**

**1.1 NAME:** This Section shall be known as “The Section of Alternative Dispute Resolution”, and shall be hereinafter designated simply as the “Section”.

**1.2 PURPOSE:** The general purposes of the Section shall be the promotion of the objects of the State Bar of Arizona (State Bar) within the particular fields designated by the name of the Section. To the end, it shall be the purpose of the Section:

To promote the awareness and use of dispute resolution methods other than litigation (including negotiation, mediation, facilitation, arbitration, mini trials, use of special masters, and fact finding) among members of the State Bar, the business, professional and legal community and the public at large. This awareness and use will be promoted by educational activities, participation in rule-making and legislation and other appropriate activities.

**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:**

**SECTION MEMBER:** Any member in good standing of the State Bar shall, upon request and payment of annual Section dues, be enrolled as a member of the Section.

**2.2 THE MEMBERSHIP:** Members so enrolled and whose dues are paid pursuant to the provisions of the articles shall constitute the membership of the Section.

**2.3 NON-VOTING CONSTITUENT MEMBERS:** Non-State Bar of Arizona members may be eligible to join the section as a non-voting constituent 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. Non-voting constituent members shall not advertise or hold themselves out as members of the State Bar of Arizona or any of its sections, nor shall they use or knowingly permit the use of their non-voting constituent membership status in any directory or law list for the purpose of soliciting or obtaining business or financial advantage

**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.

**2.5 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: COMMITTEES**

**3.1 COMMITTEES:** The council of the Section is authorized to establish, or to empower the chairperson 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.

**3.2 CHAIRPERSONS.** The Chair shall announce the membership and the chair of each committee of the Section for the following Section year, no later than the business meeting held during the Annual Meeting of the Section.

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

**4.1 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.

**4.2 QUORUM:** The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

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

**4.4 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.

**4.5 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.

**4.6 VOTING:** The council may direct that a matter be submitted to the membership of the Section for vote by mail, e-mail, facsimile transmission or 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 V: OFFICERS**

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

**5.2 CHAIR:** The chair, or successively, the vice chair, in the absence of the chair, shall preside at all meeting of the Section and of the council. The chair shall appoint the chair and members of all committees of the Section who are to hold office during his/her term as chair. During the chair's term, the chair shall plan and superintend the program of the Section, subject to the directions and approval of the council. The chair shall superintend the performance of all

activates of the Section. 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 chair office or as may be designated by the council.

**5.3 VICE-CHAIR or CHAIR-ELECT:** The vice-chair shall, on consultation with the chair, arrange for the appointment of the chair and members of all committees who are to hold office during his/her coming term as vice-chair. 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 of as may be designated by the council or the chair. In case of the 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.

**5.4 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 meeting 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.

**5.5 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 the 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 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 Section Council. 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 policy 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:

- (i) the officers;
- (ii) the last retiring chairperson;
- (iii) Nine(9) members-at-large elected to that Council by the Section membership for three-year terms (at any one time, one third of these

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);

(iv) a member elected to the Council by the Section membership who shall represent the Young Lawyers Section membership.

Non-voting Members:

(v) A Legislative Liaison (any member may hold this position)

(vi) The Council may appoint up to six (6) other persons to sit on the Council which shall be known as "Affiliate Members". These persons shall be Arizona State Bar members or Non-State Bar Constituent members of the ADR Section. The purpose of Affiliate members on the Council shall be to encourage and maintain communication with, and a good working relationship between, the ADR Section and educational institutions or organizations in the State of Arizona which promote and encourage ADR.

**6.3 CONTROLLING VOTE:** Action of the Council shall be by 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 5 days prior to any meeting, a Council member who cannot be present for the meeting may give his proxy authority to vote on the matter identified to any other voting member of the Council by sending a written statement of the proxy authority to the voting member by letter, electronic mail or facsimile transmission. The written statement of proxy authority shall be given to the Secretary on or before the date of the meeting at which the agenda matter is voted on to be recorded in the minutes of the meeting. A Council member who is present at a meeting at which a matter identified to be voted on, either prior to the meeting in a written agenda as set forth in this subsection or identified during the meeting to be voted on, and who must leave the meeting before the vote is cast, may verbally give his proxy authority to vote on the matter identified to another voting Council member in attendance at the meeting and the Secretary shall record the verbal proxy authority in the minutes of the 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 attention, 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 of the council may vote upon the proposition either by written ballot, electronic mail ballot, facsimile transmission or by telephone vote, confirmed in writing, to the secretary, who 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 take by the council shall be reported to the Section at its next meeting.

**6.8 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.

**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.

## **VII: ELECTIONS**

**7.1 ELECTIVE OFFICERS:** 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) a third of the total number of members-at-large of the council to serve a term of three (3) years and representative from the Young Lawyers Division) to serve a term of one year.

a secretary and a budget officer for a one-year term; and

- (ii) up to six (6) non-voting affiliate members to serve a term of one (1) year.
- (v) officers or council members to fill vacancies in any office open on the council as provided in Article VIII.

**7.2 CHAIR:** The vice-chair or chair-elect shall automatically succeed to the office of chair. The vice-chair or chair-elect shall serve a term of one year and may not again accede 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:**

By March 1 of each year, the chair, after consultation with the council, shall appoint a Nominating Committee to include the vice chair and not less than two (2) members of the Section who are not candidates for office.

The chair shall announce the names and addresses of the members of the Nominating Committee in a publication of the State Bar to the Section members. The chair may appoint a member to fill any vacancy that may arise thereafter in the Nominating Committee.

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 chair to have it published in a publication by the State Bar to the Section members not later than sixty (60) days prior to the opening assembly of the Annual Meeting

State Bar Staff with the assistance of the Secretary shall publish a notice of all contested Section elections to all members of the section.

The chair of the Nominating Committee announces the committee's nominees at a business meeting of the Section. The Chair of the Section shall then announce the time and place when the election shall be held which shall be as stated in the Official Program of the Annual Meeting of the State Bar. All elections shall be held at a business session of the Section during the Annual Meeting. Elections for contested petitions shall be by written ballot, unless otherwise ordered by unanimous consent of the Section members present. 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.

**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/VICE-CHAIR:** The chair-elect/vice-chair, unless he/she 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.

**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 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.

**8.4 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.

**8.5 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 ex-officio member.

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

**9.1** The Section must seek BOARD OF GOVERNORS approval before taking any official action or making official comments on behalf of the State Bar or the Section. 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 the chair's representative to the Board of Governors for action by the State Bar.

#### **ARTICLE X: AMENDMENTS**

**10.1** 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.

They shall become effective upon approval by the Board of Governors.

Approved by Board of Governors 9-21-07.