

**STATE BAR OF ARIZONA
BANKRUPTCY SECTION BYLAWS**

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as the "Bankruptcy Section" and shall be hereinafter designated 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 particular fields designated by the name of this Section. To that end, it shall be the purposes of this Section:

To promote the objects of the State Bar in the fields of bankruptcy, insolvency laws, debtor's rights, creditor's rights and related fields, including, without limitation, organizational activities, educational activities, promotional activities and review of and comment on pending and existing legislation, rules and procedures.

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.

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.

2.3 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. Dues shall not exceed the sum of \$50 per year.

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

ARTICLE III: COMMITTEES

3.1 COMMITTEES. The Council of this 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.

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 may, upon approval of the Board of Governors, 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 the 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 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 Chairperson or Council.

4.6 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 Chairperson, Chairperson-Elect, the Secretary, and the Budget Officer, provided, however, that at any annual meeting of the Section the members by majority vote of the members present may elect to eliminate the office of Chairperson-Elect, Secretary and/or Budget Officer.

5.2 CHAIRPERSON. The Chairperson, or successively, the Chairperson-Elect in the absence of the Chairperson, shall preside at all meetings of the Section and of the Council. He/she shall appoint the chairpersons and members of all committees of the Section who are to hold office

during his/her term as Chairperson. He/she shall plan and superintend the program of the Section during his/her term, subject to the directions and approval of the Council. He/she shall superintend the performance of all activities of the Section. He/she shall keep the Council duly informed and carry out its decisions. He/she shall perform such other duties and acts as usually pertain to his/her office or as may be designated by the Council.

5.3 CHAIRPERSON-ELECT. The Chairperson-Elect (if any), shall, on consultation with the Chairperson, arrange for the appointment of the chairpersons and members of all committees who are to hold office during his/her coming term as Chairperson. He/she shall aid the Chairperson in the performance of his/her responsibilities in such manner and to such extent as the Chairperson may request. He/she shall perform such further duties and have such further powers as usually pertain to his/her office or as may be designated by the Council or the Chairperson. In case of the death, resignation, or disability of the Chairperson, the Chairperson-Elect (if any) shall perform the duties of the Chairperson for the remainder of the Chairperson'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 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. He/she shall keep a true record of the proceedings of all meetings of the Section and of the Council whether assembled or acting under submission. He/she, in conjunction with the Chairperson, as authorized by the Council shall attend generally to the business of the Section. If by virtue of an election made under Article 5.1 of these Bylaws, there is no Secretary for any year, the Chairperson shall perform the duties of the Secretary during such year.

5.5 BUDGET OFFICER. The Budget Officer shall 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. He/she 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. He/she shall report on the Section's present and projected financial condition at each meeting of the Section Council. He/she shall advise the officers and Council as to the financial impact of any proposed action by the officers, Council or Section which, in his/her judgement, would have a significant impact on the financial condition of the Section. At least once each year, he/she shall prepare 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. He/she shall submit to the Section, at the annual meeting, a report of the Section's financial affairs and financial condition. He/she shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section. If, by virtue of an election made under Article 5.1 of these Bylaws, there is no Budget Officer for any year, the Chairperson shall perform the duties of the Budget Officer for such year.

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 during any fiscal year. No action of any Section committee shall be effective until approved by the Council or by the Section. if, by virtue of an election made pursuant to Article 6.2 of these Bylaws, there is no Council for any year, the Chairperson shall perform the duties of the Council during such year.

6.2 COMPOSITION. At the annual meeting of the Section, the members by majority vote of those present, shall determine whether or not the Section shall elect a Council for the coming Year. If it is determined that a Council should be elected, the Council shall be composed of the following persons:

- (i) the officers elected;
- (ii) the last retiring Chairperson;
- (iii) three members-at-large elected to that Council by the Section membership for a one-year term;
- (iv) a member elected to the Council by the Section membership who shall represent the Young Lawyers Division membership who shall serve for a term of one year.

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 Council members shall be required to conduct its business.

6.4 MEETINGS. If a Council is elected, 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 Chairperson may, and upon request of a majority of the members of the Council shall, call special meetings of the Council between annual meetings.

6.5 POLL OF COUNCIL. If a Council is elected, in urgent matters requiring immediate attention, the Chairperson may, and upon request of a majority 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 or by telephone vote, confirmed in writing, to the Secretary, who shall record the proposition and votes in the matter.

6.6 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.

6.7 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.

6.8 REFERENDUM. The Council or Chairperson may direct that a matter be submitted to the members of the Section for vote by mail. 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 OFFICERS. At each annual meeting of the Section, the membership shall elect:

- (i) a Chairperson (unless a Chairperson-Elect has been elected the prior year);
- (ii) the total number of members-at-large of the Council and of the representative on the Council for the Young Lawyers Section to serve a term of one year, if, by majority vote of those present (pursuant to Article 6.2 above), it is decided to elect a Council for the coming year pursuant to Article 5.1 above; and
- (iii) a Secretary, Budget Officer and Chairperson-Elect for a one-year term, if, by majority vote of those present, the office of Chair-Elect, Secretary and/or Budget Officer are decided to be filled for the the coming year pursuant to Article 5.1 above.

7.2 CHAIR. The Chairperson-Elect (if any) shall automatically succeed to the office of Chairperson. He/she shall serve a term of one year and may not again accede to that office.

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

7.4 NOMINATIONS AND VOTING. Nominations for Chairperson, and such other officers and Council members as have been decided to be filled pursuant to Article 7.1 above shall be made

from the floor of the annual meeting by any eligible voter and must be seconded by two other eligible voters.

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: SUCCESSION OF OFFICERS AND VACANCIES

8.1 CHAIRPERSON-ELECT. The Chairperson-Elect (if any) shall, unless he/she shall have refused to act as Chairperson-Elect or been disqualified, automatically assume the office of the Chairperson for a term of one year at the end of the annual meeting following his/her 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 Chairperson, Vice-Chairperson, Secretary or Budget Officer which exist during the year. 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.

8.3 ABSENTEEISM. If any officer or member of the Council shall fail to attend two successive meetings of the Council, his/her office shall be automatically vacated, unless excused upon good cause accepted by the members of the Council.

ARTICLE IX: REPRESENTATION OF STATE BAR'S POSITION

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 Chairperson or his/her representative to the Board of Governors for action by the State Bar.

ARTICLE X: 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.