

**STATE BAR OF ARIZONA
WORKERS' COMPENSATION SECTION
BYLAWS**

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as "The Workers' Compensation 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 particular field designated by the name of this Section. To that end, it shall be the purpose of this Section:

To improve the quality of legal services available to the people of the State of Arizona, by use of continuing education, dissemination of information, collecting of opinions and such other means as may be appropriate, for the purpose of serving and educating the bar, lawmakers, and the public.

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.

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. In establishing a new committee, the Council shall state the area of its proposed activities.

3.2 CHAIRPERSON. As used in these bylaws, the word "Chairperson" may include "Co-Chairperson" and the phrase "Chairperson elect" may include "Co-Chairperson elect".

The Chairperson shall announce the membership and the chairperson 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 Workers' Compensation Section Fall Conference or an alternative date approved by the Council.

4.2 QUORUM. The members of the Section present at any meeting shall constitute a quorum for the transaction of business. Meeting presence may include in-person, telephone, or video conference participation.

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 VOTING. The Council may direct that a matter be submitted to the members of the Section for vote by electronic mail or through the U.S. Postal Service. 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, the Chairperson-Elect, the Secretary, and the 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 office or as may be designated by the Council. The chair, with the assistance and input of the assigned State Bar of Arizona section administrator shall plan and superintend the

program of the Section, subject to the directions and approval of the council and consistent with the policies, bylaws, and regulations of the State Bar of Arizona. The chair shall oversee the performance of all activities 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 CHAIRPERSON-ELECT. The Chairperson-Elect 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, in the absence of the Chairperson, shall exercise and perform the powers and duties of the Chairperson. 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 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.

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 internally or by the Finance Office of the State Bar as the 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 judgment, 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 prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chairperson of the 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 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. However, the Council delegates authority to the Continuing Legal Education Committee of the Section to authorize commitments not to exceed \$2,500.00 per calendar year, so long as these expenses are related to routine seminar expenses such as section lunches, venue expenses, and speaker fees.

6.2 COMPOSITION. The Council shall be composed of the following persons:

- (i) the officers;
- (ii) the last retiring Chairperson;
- (iii) two members-at-large elected to that Council by the Section membership for two-year terms;
- (iv) one member-at-large, who represents the Young Lawyers Division, elected to that Council by the Section membership for a two-year term;
- (v) the Chairperson of each standing committee which the Section may have from time to time.

6.3 CONTROLLING VOTE. The members of the Council present for any vote shall constitute a quorum for the transaction of business, so long as at least 5 council members are present. Action of the Council shall be by majority vote of those members present. Presence for purposes of any vote by the Council shall include in-person, telephone, or video conference participation. The Council may direct that a matter be submitted to council members for vote by electronic mail. In such event, binding action of the Council shall be by a majority of the votes received from members, so long as at least 5 council members vote.

6.4 MEETINGS. The Council shall hold at least one regular meeting each year at the time and place of the annual Workers' Compensation Fall Conference or such other time approved by the Council, to dispatch any necessary business. The Chairperson may, and upon request of four members of the Council shall, call special meetings of the Council between annual meetings.

6.5 POLL OF COUNCIL. In urgent matters requiring immediate attention, the Chairperson may, and upon request of four (4) 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 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 may direct that a matter be submitted to the members of the Section for vote by electronic mail or USPS. 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 OFFICES. At each annual meeting of the Section, the membership shall elect:

- (i) A Chairperson-Elect to serve a term of one year;
- (ii) The two members-at-large of the Council and the representative from the Young Lawyers Division to serve a term of two years;
- (iii) A Secretary and a Budget Officer for a one-year term; and
- (iv) Officers or Council members to fill vacancies in any office or upon the Council as provided in Article VIII.

7.2 CHAIRPERSON. The Chairperson-Elect 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. In the event the office of Chairperson-Elect shall be vacant, then a Chairperson 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. At any time no later than sixty (60) days prior to the annual meeting, the Section Chairperson, after consultation with the Council, shall appoint a Nominating Committee of section members. The Nominating Committee shall consist of three section members. The Section Chairperson may appoint a member to fill any vacancy which may arise thereafter in the Nominating Committee. The Nominating Committee shall nominate one candidate for each position. The Nominating Committee shall present the slate of nominees to the Section Chairperson no later than forty-five (45) days prior to the annual meeting. No later than thirty (30) days prior to the annual meeting, the Section Chairperson shall inform the section

members via email, or posting in the Section's online community, who the nominees are, and that further nominations will be accepted from the floor at the Section's annual meeting.

At the annual meeting the Section Chairperson shall conduct the election of section officers and permit nominations from the floor. Nominations from the floor must be seconded. Voting will be done by voice vote, and if the results are unclear, then by show of hands of section members present and voting. The candidate receiving a majority of the votes cast shall be elected to that position. If a section member has a disability that prevents him/her from attending the meeting in person, that section member may vote by proxy. The proxy must be given to another section member in attendance and a copy provided to the section administrator by email. No section member may vote more than five (5) proxies. Proxy votes will be counted as if the member were present and voting.

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. However, in no event should any term of office be extended for more than six months following the annual meeting. If no successor shall have been elected within six months of the annual meeting, the office shall become vacant and the Council may fill the vacancy consistent with the provisions of Section 8.2.

ARTICLE VIII: SUCCESSION OF OFFICERS AND VACANCIES

8.1 CHAIRPERSON-ELECT. The Chairperson-Elect 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 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 Secretary or Budget Officer. 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 RETIRING CHAIRPERSON. At the end of his/her term of office, the retiring Chairperson shall, if they agree, become a member of the Council for a term of one year.

8.4 SUCCESSION. No Council member-at-large may serve more than two successive terms as a member-at-large, however, he may serve additional terms on the Council as an ex officio member.

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 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.