

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

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as "The Section of Worker's Compensation", 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 this Section. To that end, it shall be the purposes of this Section:

To promote excellence among the Worker's Compensation Bar 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 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 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 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 meeting of the State Bar.

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, the Chairperson-Elect, the Secretary, and the Budget Officer, and Vice-Chairperson.

5.2 CHAIRPERSON. The Chairperson, or successively, the Chairperson-Elect and the Vice-Chairperson, 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.

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 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 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 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.

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

- (i) the officers;
- (ii) the last retiring Chairperson;
- (iii) six 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 Division membership;
- (v) the Chairperson of each standing committee which the Section may have from time to time.

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. 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 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 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 OFFICES. At each annual meeting of the Section, the membership shall elect:

- (i) A Chairperson-Elect and a Vice-Chairperson to serve a term of one year;
- (ii) A third of the total number of members-at-large of the Council and the representative from the Young Lawyers Division (optional) to serve a term of three years;
- (iii) A Secretary and a Budget Officer for a one-year term; and
- (vi) 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 not later than sixty (60) days prior to the annual meeting, the Chairperson, after consultation with the Council, shall appoint a Nominating Committee of three (3) members of the Section who are not candidates for office, at least one of who shall not be either a present or former officer or Council member of the Section, and he 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 Chairperson 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 position which is to be filled by election as provided elsewhere in these bylaws. The report shall identify each nominee and shall include a brief statement of his activities in the Section and in the law profession generally. The Committee shall submit its report to the Chairperson of the Section within enough time to allow him to have it published in a publication by the State Bar to Section members or by other publication to Section members not later than ninety (90) 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 twenty (20) members of the Section. The petition must be sent to the Chairperson of the Section and must be received by him/her no later than sixty (60) days prior to the opening 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 Secretary of the State Bar. The Secretary shall publish, preceding the Annual Meeting, in the Arizona Attorney, or other publication reaching all members of the particular sections, a notice of all contested Section elections.

In the event of the nomination of more than one person for any of the positions to be filled by election at the annual meeting, ballots in such form as may be approved by the Section Council shall be placed in the United States Mail at least forty (40) days prior to the opening assembly of the annual meeting, addressed to all members of the Section as shown on the latest roster of Section membership. 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 for which more than one name had been placed in nomination, together with 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 insure the receipt of all valid votes by the Secretary of the Section no later than 12:00 noon on the day of the opening assembly of the annual meeting. Election shall be by a plurality of the votes cast by mail.

In the event that only one person is nominated for each position to be filled, ballots need not be mailed. Instead, election shall be by voice vote at a business session of the Section at the annual meeting.

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

8.4 RETIRING CHAIRPERSON. At the end of his/her term of office, the retiring Chairperson 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, 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 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.