

BYLAWS
OF THE
STATE BAR OF ARIZONA

ARTICLE I
DEFINITIONS

The following definitions shall apply in the interpretation of these bylaws:

1.01. "Corporation" or "State Bar" means the State Bar of Arizona, as created by Rule 32 of the Rules of the Supreme Court of Arizona.

1.02. "Board" shall mean the Board of Governors of the State Bar of Arizona.

1.03. "Member" shall mean every person licensed to practice law within the State of Arizona.

1.04. "Governor" shall mean a member of the Board of Governors of the State Bar of Arizona.

1.05. "District" shall mean the district referred to in Rule 32(e) of the Rules of the Supreme Court of Arizona.

1.06. "Rule" shall mean the Rules of the Supreme Court of Arizona, which Rules are incorporated herein by this reference.

1.07. "Annual Meeting" shall mean the Board meeting held each year in conjunction with the State Bar Convention; the conclusion of the annual meeting for purposes of assuming governor and officer seats, pursuant to Rule 32, will be at the end of Convention.

ARTICLE II

PRECEDENCE OF ARTICLES OF INCORPORATION AND RULES

2.01. Precedence of the Articles of Incorporation. The State Bar's articles of incorporation and amendments are on file with the Arizona Corporation Commission and shall, in all respects, take precedence over these bylaws, with any inconsistency to be resolved in favor of the articles of incorporation. These bylaws are deemed to be automatically amended from time to time to eliminate any inconsistency which may then exist.

2.02. Precedence of Supreme Court Rules. Supreme Court Rules shall, in all respects, take precedence over these bylaws, with any inconsistency to be resolved in favor of the Rules.

ARTICLE III

CORPORATE OFFICES

3.01. Known Place of Business. The primary address of the known place of business of the Corporation is 4201 N. 24th Street, Suite 100, Phoenix, Arizona 85016. The Corporation may have such other offices, either within or without the State of Arizona, as the Board may designate or as the business of the State Bar may require from time to time.

3.02. Change Thereof. The Board may from time to time change the Corporation's known place of business or its statutory agent by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

ARTICLE IV

POWERS

4.01. General Powers of the Board. The State Bar shall be governed by the Board, which shall have the powers and duties prescribed in accordance with the Rules.

4.02. Sections. The Board shall create such sections as necessary to further the mission of the State Bar.

4.03. Standing State Bar Committees. The president of the State Bar shall appoint standing committees. The president shall appoint members to committees; such authority may be delegated by the president. Notice will be provided to the Board regarding such actions.

4.04. Special Advisory Councils, Working Groups and Task Forces. The president of the State Bar may appoint such special advisory councils, working groups, task forces or other entities as he or she may deem necessary. Notice will be provided to the Board regarding such actions.

ARTICLE V

STATE BAR MEMBERSHIP

5.01. Membership. Membership shall be determined and processed in accordance with the Rules. The CEO/executive director shall maintain a record of members of the State Bar. The record shall contain information required by the Rules and other information necessary for the effective and efficient operation of the State Bar.

5.02. Resignations and Reinstatements. Resignations, reinstatements and other changes in status shall be processed in accordance with the Rules and related policies established by the Board.

ARTICLE VI

NOMINATION AND ELECTION OF GOVERNORS

6.01. Procedures. The procedure for nomination and election of members of the Board shall be as provided by the Rules.

6.02. Candidate Qualifications. Each elected Governor must be an active Member of the State Bar throughout the elected term. Beginning in 2019, pursuant to and consistent with the Rules, each elected Governor must have been an active State Bar Member, and have had no record of disciplinary sanctions (under the Rules), for five years prior to election to the Board.

6.03. Voting. In Districts electing more than one (1) Governor, Members may vote for any number of candidates equal to or less than the total number of Governors to be elected from the District, but Members shall not cast more than one (1) vote for an individual candidate. Failure to comply with this section shall void the Member's ballot.

6.04. Tie Vote in an Election. In the event of a tie vote in an election, the Board shall determine by lot which candidate shall be declared elected. Candidates shall have the option to be present during the vote and declaration of the candidate elected.

6.05. Voting for Nominations and Filling Vacancies. Voting for a nomination by the Board, or to fill a vacancy on the Board, shall be governed by Bylaw 9.07.

6.06. Assumption of Position. Once the Board completes the canvass of ballots and certifies the results, those Governors declared elected shall assume their position on the Board at the conclusion of the Annual Meeting.

6.07. Standard of Conduct. In exercising the powers of the Board, Governors shall discharge their duties consistent with the Rules, the oath required of Governors by the Rules, and the fiduciary standards set forth in the Arizona Nonprofit Corporation Act.

6.08. Removal. Beginning in 2019, pursuant to and consistent with the Rules, a Governor may be removed for good cause, as defined in the Rules, by a vote of two-thirds or more of the Governors cast in favor of removal, or pursuant to any other process for removal as may be specified in the Rules. The process of initiating such removal shall be pursuant to the policy adopted by the Board.

6.09. Vacancies. The procedure for filling vacancies on the Board shall be as provided by the Rules.

ARTICLE VII

OFFICERS

7.01. Officers--General. In accordance with the Rules, officers of the State Bar shall be: president, president-elect, vice-president and secretary-treasurer. The assumption and term for each office shall be as prescribed by the Rules.

7.02. Duties of Officers and Board Advisor:

- (A) President. The president shall, in addition to the duties prescribed by the Rules, preside at the meetings of the Board. The president shall also serve as the official spokesperson for the State Bar, representing the organization to the Members and the public. The president may delegate authority to speak on behalf of the State Bar as necessary.
- (B) President-Elect. The president-elect may be assigned to duties by the president as necessary to fulfill the mission of the State Bar. Those duties may include serving as chair of the Board's Strategic Planning Working Group. In the absence of the president, the duties of the president shall be performed, and the president's powers may be exercised, by the president-elect.
- (C) Vice-President. The vice-president may be assigned duties by the president as necessary to fulfill the mission of the State Bar. Those duties may include serving as chair of the State Bar's Appointments Committee and any other role established by Board policy.
- (D) Secretary-Treasurer. The secretary-treasurer may be assigned duties by the president as necessary to fulfill the mission of the State Bar. Those duties may include serving as the custodian of the records of the Board, signing the approved minutes for all meetings of the Board, and serving on the Finance and Audit Committee.
- (E) Board Advisor. The immediate past president of the Board will serve a one-year term as an advisor to the Board. The board advisor may participate in Board discussions but has no vote at Board meetings, except an immediate past president may continue to vote if his or her term as an elected Board member has not expired. If the board advisor's elected term ended at the conclusion of his or her presidency, then a special election shall be held in the board advisor's District to elect a member of the Board.

7.03. Election of Officers. At the start of the Annual Meeting, the election of officers shall occur. As provided by the Rules, the president-elect shall automatically become president at the conclusion of the Annual Meeting. The president-elect, vice-president and secretary-treasurer shall be elected in order by nomination and vote of the Board. Beginning in 2019, the board advisor, with the assistance of two or more Governors chosen by the president will lead a committee to recruit, recommend and nominate candidates for the above-named offices. The Board will vote on the candidates presented by the committee as well as any nominations from the floor.

7.03.1 Officer elections shall be determined by secret ballot. The ballots shall be counted by the secretary-treasurer and the CEO/executive director. The secretary-treasurer shall not count the ballots if he or she has nominated one of the candidates. The next officer who has not nominated a candidate would then count the votes. The winner, but not the specific vote count, shall be announced by the president. In the event of a tie vote, further discussion will be

invited and if three (3) consecutive ballots result in a tie vote, the Board shall determine by lot and in the presence of the candidates which candidate shall be declared elected to the office in question. A Governor may not be elected to a second term for any office that the Governor has held during the preceding nine or fewer consecutive years of service on the Board. However, a Governor may serve a partial term, either before or after service of one full term, as may be provided in the Rules.

7.04. Removal. Pursuant to and consistent with the Rules, an officer may be removed from office, with or without good cause, by a vote of two-thirds or more of the Governors cast in favor of removal, or such other process for removal as may be specified in the Rules.

7.05. Recusal of an Attorney Governor. Beginning in 2019, pursuant to and consistent with the Rules, an attorney Governor who is the subject of either a probable cause order issued pursuant to the Rules or an agreement for discipline by consent must recuse himself or herself from serving on the Board pending disposition of the matter.

7.06. Executive Council. The four officers listed above and any other Board member appointed by the president shall constitute the Executive Council. The Executive Council may convene as necessary to consider making recommendations to the full Board. Any decision requiring a vote of the Executive Council resulting in a tie vote shall be determined by lot.

7.07. Board Committees. Board committees are subject to the Public Meetings Policies, as adopted by the Arizona Supreme Court. The president shall make all appointments to Board committees.

7.08. Extension of President-Elect's Term as a Governor. Pursuant to the Rules, the term of a Governor chosen as president or president-elect automatically extends until completion of a term as president if his or her term as a Governor expires in the interim without their re-election or re-appointment to the Board, or if the term is limited under the Rules. In either of these events, there shall not be an election or appointment of a new Governor for the seat held by the president or the president-elect until the person has completed his or her term as president, and then the election or appointment of a successor-Governor shall be a partial term that otherwise remains in the regular three-year cycle under the Rules.

7.09. Vacancies. Pursuant to the Rules, a vacancy in any office before expiration of a term may be filled by the Board at a meeting called for that purpose.

ARTICLE VIII

CEO/EXECUTIVE DIRECTOR

8.01. Selection. The Board shall employ a CEO/executive director whose compensation shall be fixed by the Board.

8.02. Duties. The CEO/executive director shall perform such duties as directed by the Board.

ARTICLE IX

MEETINGS

9.01. Public Meetings. All meetings of the Board shall be noticed and conducted in accordance with the State Bar of Arizona Public Meetings Policy as promulgated in Arizona Supreme Court Administrative Order No. 2017-34, dated April 5, 2017.

9.02. Regular Meetings. The president shall determine the meeting schedule of the Board but shall convene a minimum of six (6) regular meetings each year. The Annual Meeting is one of the six Regular Meetings.

9.03. Annual Meeting. The Annual Meeting is defined by Bylaw 1.07.

9.04. Special Meetings. Special meetings of the Board shall be called by the president upon a majority vote of the Governors present at any meeting of the Board. Except by unanimous consent of the Governors present, special meetings may consider only such matters as are set forth in the call of the meeting.

9.05. Meeting Procedures. Proceedings at meetings of the Board shall be conducted in accordance with policies adopted by the Board.

9.06. Quorum. The transaction of business and taking of votes requires that a quorum be maintained at any meeting of the Board, and shall consist of a majority of Governors entitled to vote.

9.07. Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Governors present and entitled to vote (excluding the president) shall be the act of the Board, unless the Rules, the articles of incorporation, or bylaws require the vote of a greater number of Governors. Votes may be taken by a show of hands, vocal acknowledgement or by electronic means. During contested elections, and whenever the vote is by secret ballot, the president may vote by casting a secret ballot. Once the president has voted by casting that ballot, the president may no longer vote again to break a tie.

9.08. Proxy Voting. Voting by proxy shall not be permitted at any meeting of the Board.

9.09. Virtual Attendance. Participation and voting remotely shall be permitted at any meeting of the Board designated as a virtual or hybrid meeting by the president, or with consent of the president.

9.10. Agendas. The president shall set the agenda for all Board meetings. In the event a Governor wishes to have an item placed on the agenda for a future meeting wherein the president disagrees, the Governor may demand and the Board shall vote on whether or not such item will be placed on a future agenda.

ARTICLE X

POLITICAL AND IDEOLOGICAL ACTIVITIES

10.01. Political and Ideological Activities. The State Bar shall conduct all lobbying activities in compliance with *Keller vs. State Bar of California*, 496 U.S. 1 (1990).

10.02. Activities Intended to Influence the Legislature.

- (A) The State Bar may use the mandatory membership fees of all Members to review and analyze pending legislation.
- (B) The State Bar may use the mandatory membership fees of all Members to provide content-neutral assistance to legislators, provided that:
 - (1) a legislator requests the assistance;
 - (2) the Board or its designee approves the request in a letter to the legislator stating that providing technical assistance does not imply either support for or opposition to the legislation.
- (C) No other activities intended to influence legislation may be funded with Members' mandatory fees, unless the legislation in question is limited to matters within the scope of permissible activities as described in 10.01.
- (D) The State Bar will produce a report that summarizes any positions taken by the organization on legislation. This report will be posted on the State Bar's official website.

10.03. Requests for Refunds of Lobbying Activities. A Member who objects to particular State Bar lobbying activities may request a refund of the portion of the annual membership fees allocable to those activities at the end of the membership year, as set forth in the Rules. The process for requesting a refund shall be in accordance with policies and procedures adopted by the Board and posted on the State Bar's official website.

ARTICLE XI

AMENDMENTS AND REVIEW

11.01. Amendment. These bylaws may be amended by the Board at any regular meeting. No amendment shall be proposed or considered except after thirty (30) days advance written notice of the proposed amendment.

11.02. Review. These bylaws shall be reviewed at least once every three years.

ARTICLE XII

TAX-EXEMPT STATUS

12.01. Tax-Exempt Status. Notwithstanding any provision in these bylaws or in the State Bar's articles of incorporation, the State Bar shall not carry on any activities not permitted of an organization exempt from federal income tax as an organization described in § 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code.

Comments

Amended 12/16/94: Article 6.04. Resignation in Lieu of Disbarment. (deleted); Article 8.04. Removal of an Officer. (amended to reference "majority vote"); New Article 13. Political and Ideological Activities.

Amended 09/15/95: Article 8.03. Election of Officers. (ballot tabulation process amended).

Amended 04/19/02: Article 8.03. Election of Officers. (automatic ascension of First Vice President to President-Elect position; process for ballot tabulation); Article 11.04. Quorum. (Board quorum defined as "40 percent of those entitled to vote").

Amended 11/30/07: Article 3.01. Known Place of Business (required an address change as a result of the move from the downtown location on Monroe Street to the current 24th Street address); Article 8.02. Secretary/Treasurer (added new duties of this officer as result of the June 14, 2006 Finance Policy manual, which made the Secretary/Treasurer the Vice Chairman of both the Finance and Audit committees); Article 11.01. (reduces the minimum number of meetings from 11 to 9 and allows the Board to set its last regular meeting at a time and place to be designated by the Board).

Amended 10/24-25/13: Article 1.01 and 1.05. Definitions (Rule number changed 12/01/03); Article 3.01 Known Place of Business (suite number changed when 1st floor occupied); Article 4.02 Standing State Bar Committees (clarification regarding type of committees, i.e., member volunteers versus Board); Article 8.02(C) First Vice President (deleted Board officer's probable cause panelist duty; Rule change effective 01/01/11); Article 8.02(D) Second Vice President (name of "Long-Range Planning Committee" changed to "Strategic Planning Committee"); Article 8.05 Scope and Operations Committee and Finance Committee and 8.05(B) (name of "Finance and Investment Committee" changed to "Finance Committee"); Article 10.02 Notice of Annual Meeting, Article 10.04 Notice of Special Meetings, Article 11.07 Action By Governors Without A Meeting, and Article 14.01 Bylaw Amendments (add that any required notification can be done "by electronic means"); Article 11.01 Regular Board Meetings (President sets meeting schedule; Board meets a minimum of six times per year); Article 13.01 Political and Ideological Activities (deleted "Generally" in title); Article 13.02(3) Activities Intended to Influence the Legislature (deleted "in the Arizona Attorney"; report "published" through electronic or other means as determined by staff).

Amended 07/20/18: In order to conform with amendments the Arizona Supreme Court promulgated in Rule 32, Ariz.R.S.Ct. (Order No. R-16-0013, filed and dated 09/02/16) governing the State Bar, and the Bar's new Public Meetings Policy (A.O. No. 2017-34, dated 04/05/17) mandated by the Court, a major rewrite of the bylaws was undertaken.

Amended 09/23/22: Pursuant to these Bylaws, the required periodic review of the Bylaws was conducted. Minor language modifications were made for clarification purposes, and Article 9.09 was revised to allow for virtual attendance at Board meetings.