



Pima County Bar Association BY-LAWS

Proud to serve the legal profession.

*As amended and adopted at the General Membership Luncheon Meeting on Tuesday,
March 27, 2001 and further amended and adopted on September 23, 2008 in Tucson, Arizona*

ARTICLE I - MEMBERSHIP

The principal office of the Association shall be located in Pima County, Arizona.

ARTICLE II - MEMBERSHIP

Section 1 - Voting Members

All Attorneys, Judges, and Law Professors, who are members in good standing of the State Bar of Arizona, shall be eligible for election to Voting membership in this Association.

Section 2 – Non-Voting Members

A. Associate Attorney Member

Any person who is a member in good standing of the Bar of any other state or United States territory and not licensed in Arizona, may be elected as an Associate Attorney member of this Association.

B. Legal Support Associate Member

An individual serving as a legal assistant, paralegal, legal office administrator, or court personnel shall be eligible for Legal Support Associate membership in the Pima County Bar Association if such individual meets and maintains the following criteria:

- (1) The applicant, although not a member of the legal profession, is qualified through education, training or work experience and is employed or retained by a lawyer, law office, governmental agency, or other entity in a capacity or function which involves the performance under the direction and supervision of an attorney or judge, of specifically-delegated substantive legal-oriented work, which for the most part, requires a sufficient knowledge of legal concepts AND
- (2) The applicant is either:
 - a) An individual who has successfully completed and maintains a certified legal assistant status through examination and compliance with the National Association of Legal Assistants testing requirements for certified status or maintains certified paralegal status with professional paralegal certification through NALS; OR,
 - b) An individual who has maintained the principal occupation of a legal assistant,

paralegal, legal office administrator, or court personnel for a minimum of three (3) years; and, who has provided an attestation of a supervising attorney or judge who is also a member of the Pima County Bar Association who attests to the occupation and length of employment.

Application. The application of a Legal Support Associate must indicate that the applicant is proposed by a Voting member or Associate Attorney member in good standing of the Pima County Bar Association.

C. Student Affiliate Member

An individual who is currently working towards a law degree and enrolled as a student of an ABA-accredited law school is eligible to become a student affiliate member of the Pima County Bar Association.

D. Rights, Privileges and Restrictions. Associate Attorney members, Legal Support Associate members, and Student Affiliate members shall have such rights and privileges as declared by the Board except the right to vote and the right to be elected as officers and directors of the Association.

Section 3 - Election of Members

All applicants for Voting or Non-voting membership shall submit their application to the Association. The Association shall determine the fitness and qualifications of each applicant for membership. Each applicant shall be presented for approval at any regular meeting of the Association. Upon approval of a majority of the members present at that meeting the applicant shall be elected.

Section 4 - Membership Dues/Fees

A. Admission. There shall be no admission fee to the Association.

B. Dues. The dues required to be paid by all voting and non-voting members shall be determined by the Board of Directors.

C. Penalties for Default. Any member who defaults in the payment of dues for thirty (30) days after the due date shall be suspended from all privileges of membership. Thirty (30) days after written notice of default, if dues are not paid in full, membership shall terminate.

ARTICLE III - MEETINGS OF MEMBERS

Section 1 - Annual and General Meetings.

The annual meeting of the members shall be held on the last Tuesday in May of each year. The exact number and dates of general meetings of the members to be held during each calendar year shall be determined by the Board. If the day fixed for a meeting shall be a legal holiday, such meeting shall be held as directed by the Board of Directors.

Section 2 - Special Meetings.

Special meetings of the members shall be called by the President, or by a majority of the directors, or by the President at the request of not less than ten percent (10%) of the members entitled to vote at the meeting.

Section 3 - Place of Meetings.

All meetings of the members shall be held in Pima County, Arizona, or at such other place as may be fixed by the Board of Directors and stated in the meeting notice or in a duly executed waiver of notice thereof.

Section 4 - Notice of Meetings.

Written notice stating the place, day and hour of the regular or annual meetings shall be sent not less than seven (7) calendar days before the date of the meeting by mail or publication to each member entitled to vote at such meeting. If the hour is not stated in the notice for regular meeting, it shall be 12:00 noon. A notice of special meeting shall be given in like manner not less than three (3) nor more than thirty (30) business days before such meeting. Notice of meetings may be given in the Association's monthly newspaper.

Section 5 - Quorum and Adjournment.

At any meeting of the members, seventy-five (75) members entitled to vote, represented in person or by proxy, shall constitute a quorum. If less than seventy-five (75) members are represented at a meeting, a majority of the members so represented may adjourn the meeting without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 6 - Voting.

Each Regular member is entitled to vote in person or by proxy. All questions shall be decided by majority vote except as otherwise provided by the Articles of Incorporation, these By-laws or the laws of the State of Arizona.

Section 7 - Proxies.

At all meetings of the members, a Regular member may vote by proxy executed in writing. The proxy shall be filed with the Secretary of the Association or at the time of the meeting. No proxy shall be valid after the expiration of thirty (30) days from the date of its execution. Unless otherwise required by law, all questions concerning the validity or sufficiency of the proxies shall be decided by the Secretary.

Section 8 - Conduct of Meetings.

The President shall preside over meetings of the members, if present, or if not, by the President-elect, if present, or if not, by the person designated by the President or President-Elect. The Secretary of the Association, if present, or if not, a person chosen at the meeting by the person presiding at the meeting, shall act as secretary.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - General.

The business and affairs of the Association shall be managed by the Board of Directors.

Section 2 - Number and Qualifications.

There shall be not less than nineteen (19) nor more than twenty-one (21) directors. All Regular members are eligible for election to twelve (12) elective directorships. The twelve (12) directors elected at large by the membership shall be elected for three (3) year rotating terms, with approximately one-third of such directors being elected each year. In addition to the twelve (12) directors elected at large by the membership, the following shall also be directors of the

Association: the Immediate Past-President, the President and the President-Elect of the Association; the Presiding Judge of the Pima County Superior Court or his/her designee; a member of the faculty of the University of Arizona James E. Rogers College of Law designated by the Board; the representative(s) from the Pima County members on the Arizona State Bar Board of Governors as designated by the Board; and the President of the Young Lawyers Section of the Association.

Section 3 - Election and Term of Office.

Directors at large from the membership shall be chosen by written ballot which shall be mailed to those entitled to vote no later than April 25 of each year and returned by mail to the Secretary no later than one week before the annual meeting of the Association. The ballots shall be canvassed by tellers who are appointed by the President and the results of the canvas announced at the annual meeting of the Association.

The President shall appoint a Nominating Committee consisting of two (2) members of the Board and at least three (3) other members of the Association. The Nominating Committee shall submit its recommendations for the elective members at large of the Board of Directors whose terms have expired to the President during the third week in March. There shall be no nomination or election required for the offices of President and President-Elect. The President, upon receipt of recommendations of the Nominating Committee, shall announce those said recommendations to the membership of the Association during the March membership meeting. Any additional nominations may be submitted by petition signed by at least five (5) Regular members of the Association, together with the written consent of nomination of each candidate. Nominating petitions must be filed with the Secretary no later than the Friday before the last Tuesday in March. Only those names submitted by the Nominating Committee and by nominating petition shall appear on the written ballot mailed to the membership.

Each newly elected director from the membership at large shall hold office for a term of three (3) years. No Regular member shall serve more than two (2) consecutive three-year terms as a director at large.

Section 4 - Regular Meeting.

Regular meetings of the directors shall be held monthly unless otherwise canceled.

Section 5 - Special Meetings.

Special meetings of the directors may be called by the President or at the request three (3) directors. The person or persons authorized to call special meetings of the directors may fix the place for holding any such meeting of the directors called by them.

Section 6 - Notice of Meetings.

Notice of any special meeting shall be given in writing at least three (3) days before the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7 - Conduct of Meetings.

At all meetings of the Board, the President, if present, or if not, the President-Elect, if present, or if not, a director chosen by the directors present, shall preside. The Secretary, if present, or if not, a person chosen at the meeting by the person presiding at the meeting shall act as secretary of the meeting.

Section 8 - Quorum.

At any meeting of the Board, a majority of the directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at any meeting at which there is a quorum shall be the act of the Board.

Section 9 - Presumption of Assent.

A director of the Association who is present at a meeting of the directors at which action on any Association matter is taken shall be presumed to have assented to the action taken, unless the abstention or dissent (1) is entered into the minutes of the meeting, or (2) is filed with the person acting as the secretary of the meeting before the adjournment thereof, or (3) is forwarded by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 10 - Removal of Directors.

Any director who becomes ineligible for Regular membership in the Association shall be removed by action of the Board of Directors. In addition, the Board of Directors may, whenever in its judgment or discretion, the best interests of the Pima County Bar Association shall be served thereby, remove any director of the Association, with or without cause, upon a two-thirds (2/3) vote of the Board of Directors cast in favor of such directors removal at a special meeting of the Board of Directors called for such purpose.

Section 11 - Resignation.

A director may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon acceptance by the Board of the resignation.

Section 12 - Vacancies.

Vacancies occurring from the directors at large on the Board may be filled at a regular meeting of the Board of Directors by a vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall be elected to hold office for the unexpired term of the predecessor.

Section 13 - Compensation.

No compensation shall be paid to directors for their services, but actual incidental expenses incurred in connection with a regular or special meeting of the Board may be authorized.

Section 14 - Action by Resolution.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote of the Board at a meeting duly called and noticed.

ARTICLE V - OFFICERS

Section 1 - General.

The conduct of the Association shall be carried out by the officers of the Association.

Section 2 - Officers.

The officers of the Association shall be a President, President-Elect, Secretary, and Treasurer.

Section 3 - President.

The President shall be the principal executive officer of the Association and shall preside at all meetings of the members and directors. The President may sign, with the Secretary or any other authorized officer of the Association any deeds, mortgages, bonds, contracts or other instruments which the directors have authorized to be executed, except if the signing and execution shall be expressly delegated by the directors or by these By-Laws to some other officer or agent, or shall be required by law to be otherwise signed or executed; the President shall appoint all committees of the Association and fill all vacancies therein; and in general shall perform any duties incident to the office of president and any other duties as may be prescribed by the directors.

Section 4 - President-Elect.

In the absence of the President or in the event of the President's death, inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 5 - Secretary.

The Secretary shall keep the minutes of the members' and directors' meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required, be custodian of the Association records and keep a register of the post-office address of each member which shall be furnished to the Secretary by such member, and in general perform all duties as from time to time may be assigned by the President or by the directors.

Section 6 - Treasurer.

The Treasurer shall have charge and custody of and be responsible for all books and records of the Association and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the directors.

Section 7 - Elected Officers.

The successor to the President-Elect shall be elected by the Board of Directors from among Board members by no later than the February meeting of the Board. The Secretary and Treasurer shall be elected by the Board of Directors from among Board members at the first meeting of the newly elected Board. The offices of Secretary and Treasurer may be held by the same person. The President-Elect shall ascend to the office of President of the Association upon expiration of the President's term or a vacancy in the office of the President caused by the resignation, removal or death of the President.

Section 8 - Term of Office of Officers.

All officers shall hold office for one (1) year or the remainder of one year if previously appointed to fill a vacancy.

Section 9 - Vacancies.

Vacancies in all offices, except the President, shall be filled by a majority vote of the Board of Directors. In the event of a vacancy in the office of President, the President-Elect shall succeed to the office and fulfill its duties.

Section 10 - Re-Election and the Re-Appointment of Officers.

Officers shall not be disqualified for re-election or re-appointment but it is hereby declared to be the general policy of the Association that, except under unusual circumstances and for good cause, the President and President-Elect shall not serve for two (2) consecutive terms in the same office.

Section 11 - Resignation.

An officer may resign at any time by given written notice to the Board or to another officer of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice and the acceptance of the resignation shall not be necessary to make it effective.

Section 12 - Removal.

Any officer may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interests of the Association would be served thereby at a special meeting called for that purpose.

ARTICLE VI - WAIVER OF NOTICE

Any member, director or officer may waive any notice required to be given by the Articles of Incorporation, or these By-Laws.

ARTICLE VII - AMENDMENTS

These By-Laws may be amended or repealed by a majority vote of the members present at the annual meeting, general meeting or special meeting when the proposed amendment has been provided with the notice of such meeting.

ARTICLE VIII - INDEMNIFICATION

Every director and officer shall be indemnified by the Association against all expenses, liabilities and penalties, including attorneys' fees, reasonably incurred by or imposed in connection with any action or proceeding for any acts or omissions committed while acting within the scope of duties as a director or officer, including any settlement thereof, provided that the Board of Directors determines that such person acted in good faith and did not act, fail to act, or refuse to act willfully, with gross negligence, or with fraudulent or criminal intent in regard to the matter involved in the action or proceeding.

ARTICLE IX - EXECUTION OF DOCUMENTS

Section 1 - Execution of Negotiable Instruments.

All checks, drafts, notes, bonds, bills of exchange and orders for the payment of money of the Association in excess of such amount(s) as shall be determined by the Board shall be signed by any two (2) of the authorized signatories of the Association; otherwise, all checks, drafts, notes, bills of exchange and orders for payment of money of the Association shall be signed by any one (1) officer or the Executive Director of the Association.

Section 2 - Execution of Deeds, Contracts and Agreements.

Subject to specific directions of the Board of Directors, all deeds, mortgages and other written contracts and agreements to which the Association is a party shall be executed in its name by the President or President-Elect and by the Secretary or Treasurer.

ARTICLE X - COMMITTEES

The President may designate and appoint such standing or temporary committees as are deemed appropriate and may invest such committees with such powers as s/he may see fit. Each committee shall have and may exercise such power as set forth in these By-Laws or as may be confirmed or authorized by any resolution appointing it. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors and individual directors of any responsibility imposed upon it or upon said director by law. The term of office of committee chairs shall be one (1) year.

The Board shall have the following committees:

(a) Executive Committee. There shall be an Executive Committee composed of the officers of the Association, the Immediate Past-President and others as designated by the President. The Executive Committee shall have such powers and duties that shall from time-to-time be imposed by the Board. The Executive Committee shall have responsibility to make necessary decisions between Board meetings; to serve as a sounding board for the Executive Director; to advise and assist the President with the appointment of committee chairs, issuance of committee charges and monitoring of committee performance; to monitor board recommendations on overall adherence to mission and broader policy directives; and to develop and present to the Board information that helps measure the Association's performance. Any action of the Executive Committee must be approved by at least a majority of the members of the Executive Committee at a meeting or by written consent.

(b) Budget/Finance Committee. There shall be a Budget/Finance Committee charged with preparation and recommendation of the budget of the Association; monthly review and reporting according to written guidelines of the Association's revenues, expenditures and bookkeeping and accounting procedures in a fashion consistent with good business practices; investigation of potential revenue sources; and such other tasks as may be requested by the Board of Directors of the Association. The Treasurer shall act as chair of the Budget/Finance Committee.

(c) Nominating Committee. There shall be a Nominating Committee charged with responsibility to prepare an annual slate of nominees for the election of members of the Board of Directors of the Association and to nominate such persons in a manner which recognizes, among other things, the diverse nature of our legal community. Membership on the Nominating Committee shall include two (2) members of the Board of Directors and at least three (3) other members of the Association.

(d) Membership Committee. There shall be a Membership Committee responsible for recommending general and overall policy, procedures and/or programs for the cultivation of new members of the Association and to coordinate, recommend and develop programs and materials to encourage and sustain membership.

(e) **Continuing Legal Education (CLE) Committee.** There shall be a CLE Committee charged with the task of developing and coordinating continuing legal education programs for MCLE credit.

(f) **Personnel Committee.** There shall be a Personnel Committee with responsibility for recommending personnel policies that include active consideration of the need for diversity in employment, review of all personnel policies developed by the Executive Director of the Association, monitoring the implementation of such policies, and conducting an annual evaluation of the Executive Director's job performance. Membership shall be restricted to Directors of the Association and should include at least one (1) member of the Executive Committee.

(g) **Ad Hoc Committees and Task Groups.** Ad Hoc Committees and Task Groups may be established President and/or the Board of Directors. Said Ad Hoc Committees and Task Groups shall have such powers, duties, structure and membership as set forth by the Board.

Members of any committee of the Association shall be deemed to be serving in an advisory capacity to the Association and to the Board of Directors, and as such are intended to receive the protection and immunities set forth in Arizona Revised Statutes § 10-2317(D) and/or any similar statute. Any committees established by the Board shall report to the Board, and the Board shall have final authority with respect to the business and affairs of the Association. In addition to such obligations and functions as may be expressly provided for by the Board of Directors of the Association, each committee so constituted and appointed by the Board shall from time to time report to and advise the Board of the Association on affairs of the committee within its particular area of responsibility and interest. Each committee of the Association shall keep a record of its acts and proceedings which shall be open for inspection at any time by any director of the Association. Such record shall be submitted to the Board of Directors at such time or times as may be requested by the Board of Directors. No committee of the Association shall have the authority to bind, act on, or speak on behalf of the Association without the approval in advance of such act by the Board of Directors.

ARTICLE XI - EXECUTIVE DIRECTOR

The Association shall employ an Executive Director who shall be the chief administrative employee of the Association; shall be appointed and may be discharged by the Board of Directors; and shall receive such compensation as established by the Board of Directors. Subject to all policies adopted from time-to-time by the Board and to the supervision of the Board, the Executive Director shall have primary authority with respect to all matters involving the day-to-day operations of the Association. Subject to any requirement established by the Board regarding the signatures that will be required on checks, the Executive Director shall be empowered to make budgeted expenditures without approval of the Board; and shall sit as a non-voting member of the Board and all committees of the Association.

ARTICLE XII - CONFLICT OF INTEREST

If any matter should come before the Board or any committee thereof in such a way as to give rise to a conflict of interest, the affected member shall make known the potential conflict and, if

advisable, withdraw from the meeting for so long as the matter shall continue under discussion except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall not vote on such matter. In the event that, when advisable, such member fails to withdraw voluntarily, the President, or in the event of a conflict of interest involving the President any officer or committee chair shall require that such member remove himself/herself from the room during the discussion and vote on the matter.

ARTICLE XIII - PROFESSIONAL ETHICS

The Arizona Rules of Professional Conduct shall govern the ethical standards of the members of this Association.

ARTICLE XIV - ESTABLISHMENT OF SECTIONS AND DIVISIONS

Section 1 - Sections or divisions of the Association may be established by application to and approval of the Board. Each section or division of the Association shall be governed in accordance with a separate set of By-laws adopted by the section or division and approved by the Association's Board of Directors. Upon such approval, that section or division's By-laws are incorporated herein by reference.

Section 2 - Each section and/or division may establish its own membership rules and collect its own dues, subject to approval of the Pima County Bar Association Board of Directors. Each section or division may set the frequency and the times of meetings, if any, elect its own officers, and restrict membership only as approved by the Board of Directors.

Section 3 - Each section or division seeking Association funds shall submit a written budget request to the Board of Directors for approval during the annual budget process.

Section 4 - Each section or division may use the Association's newspaper, offices, and property to the extent deemed practical and approved in advance by the Executive Committee or the Board of Directors.

Section 5 - No policy shall be established or made effective by a section or division of the Association without the express prior written authorization of the Board of Directors.