

**OSTATE BAR OF ARIZONA  
SECURITIES REGULATION SECTION  
BYLAWS**

**ARTICLE I  
IDENTIFICATION**

**1.1 NAME.** This section shall be known as the Securities Law Section of the State Bar of Arizona (the “Section”).

**1.2 PURPOSE.** The purpose of the Section shall be to promote the objectives of the State Bar of Arizona (the “State Bar”) within the area of federal and state securities laws, rules, and regulations, and, to that end, to further the development of that field of the law and all its branches; to cooperate in obtaining uniformity with respect to both legislation and administration of all matters within this field; to review, study, report, and comment on pending and existing legislation, rules, regulations, and procedures; to simplify and improve the application of justice in this field; to promote throughout the State of Arizona the legal education of members of the Bar and the public on new developments and problems within this field by sponsoring meetings, institutes, seminars, and conferences, and by the preparation, sponsorship, publication, and dissemination of legal writing in this field; and otherwise to further the interests of the State Bar of Arizona and of the legal profession as a whole in any and all ways relating to this field of the law, all in conformity with the bylaws of the State Bar of Arizona as in effect from time to time.

**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 of the State Bar, payable upon enrollment and thereafter annually in advance each year, at the beginning of the State Bar’s fiscal year succeeding such enrollment. 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  
OFFICERS**

**3.1 OFFICERS.** The officers of the Section shall be the Chairperson, the Chairperson-Elect, the Vice Chairperson, the Secretary, and the Budget Officer.

**3.2 CHAIRPERSON.** The Chairperson, or alternatively, the Chairperson-Elect, in the absence of the Chairperson, shall preside at all meetings of the Section and of the Executive Council. The Chairperson shall appoint the chairmen and members of all committees of the Section who are to hold office during their term as Chairperson. The Chairperson shall plan and

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superintend the program of the Section during their term, subject to the direction and approval of the Executive Council. The Chairperson shall superintend the performance of all activities of the Section. The Chairperson shall keep the Executive Council duly informed and carry out its decisions. The Chairperson shall perform such other duties and have such further powers as usually pertain to their office or as may be designated by the Executive Council.

**3.3 CHAIR-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 their coming term as Chairperson. The Chairperson-Elect shall aid the Chairperson in the performance of their responsibilities in such manner and to such extent as the Chairperson may request. The Chairperson-Elect shall perform such further duties and have such further powers as usually pertain to their office or as may be designated by the Executive 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.

**3.4 VICE CHAIRPERSON.** The Vice Chairperson shall aid the Chairperson in the performance of their responsibilities in the manner and to the extent the Chairperson may request.

**3.5 SECRETARY.** The Secretary shall be the liaison between the Section and the State Bar staff regarding the retention and maintenance of all books, papers, documents, and other property of the Section except monies. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Executive Council, whether assembled or acting by written consent. The Secretary, in conjunction with the Chairperson, as authorized by the Executive Council, shall attend generally to the business of the Section.

**3.6 BUDGET OFFICER.** Except as may otherwise be provided by the Board of Governors of the State Bar, the Budget Officer shall keep a true record of all monies received and disbursed, and report thereon to the Section or to the Executive Council whenever requested. The Budget Officer shall also submit a financial report for presentation to the membership of the Section at the annual meeting of the Section. The Budget Officer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chairperson.

**ARTICLE IV  
THE EXECUTIVE COUNCIL**

**4.1 MEMBERSHIP.** There shall be an executive council (the "Executive Council") composed of the following:

- (i) all the officers of the Section;

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(ii) the last retiring Chairperson of the Section if they are still a member of the Section;

(iii) the members-at-large (the exact number of which to be determined from time to time by resolution adopted by the affirmative vote of a majority of the Executive Council) elected to the Executive 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 representing the Young Lawyers Section Membership; and

(v) at the discretion of the Executive Council, a member of the staff of the Arizona Corporation Commission (who shall be a non-voting member of the Executive Council).

**4.2 POWERS.** The Executive Council shall be vested with the powers and duties necessary for the administration of the affairs of the Section. The policy of the Executive Council shall be consistent with the policies set by the Board of Governors of the State Bar. The Executive Council shall specifically authorize all commitments which entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. It shall not, however, authorize commitments that entail the payment of more money during any fiscal year than the amount that shall have been previously appropriated to the Section for such fiscal year. No action of any Section Committee shall be effective until approved by the Executive Council or by the Section.

**4.3 COMMITTEES.** The Executive Council may from time to time designate and authorize the formation of committees to perform such duties and exercise such power as the Executive Council may direct. The Chairperson shall thereafter, with the advice and consent of the Executive Council, either directly appoint committees and their Chairpersons from the Executive Council or from the members of the Section or authorize a committee to make such appointments. The Chairperson, on direction from the Executive Council, shall remove any committee chairperson or member from any such committee and, with the advice and consent of the Executive Council, fill the vacancies on such committees created by removal or resignation. The Executive Council shall also have power to dissolve committees. The Executive Council shall have three standing committees:

(i) a Nominating Committee (as specified in Section 6.3 of these Bylaws);

(ii) a Continuing Legal Education Committee; and

(iii) an Annual Convention Committee.

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**4.4 CONTROLLING VOTE; QUORUM.** Action of the Executive Council shall be by majority vote of those members present. The members of the Executive Council present at any meeting shall constitute a quorum.

**4.5 MEETINGS.** The Executive 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 Executive Council shall, call special meetings of the Executive Council between Annual Meetings. Meetings may be held by means of conference telephone, teleconferencing, internet-conferencing, or other electronic transmission or remote communication by which all participants have the opportunity to read or hear the proceedings at the meeting substantially and concurrently with such proceedings. Notices of the time and place of meetings of the Executive Council (including the purpose of the special meetings) may be given in writing by U.S. mail at least five (5) days prior to the date of any such meeting, by telecopy or electronic mail at least two days prior to such meeting, or on an emergency basis by telephone at least one day prior to such meeting.

**4.6 POLL OF EXECUTIVE COUNCIL.** In urgent matters requiring immediate attention, the Chairperson may, and upon request of a majority of the members of the Executive Council shall, submit in writing to each of the members of the Executive Council a proposition upon which the Executive Council may be authorized to act, and the members of the Executive 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.

**4.7 EXECUTIVE COUNCIL AUTHORITY.** Between meetings of the Section, the Executive Council shall have full power to do and perform all acts and functions that the Section itself might perform. Any such action taken by the Executive Council shall be reported to the Section at its next meeting.

**4.8 NO COMPENSATION.** No salary or compensation for services shall be paid to or by any officers, member of the Executive Council, or member of any committee, except as may be specifically authorized by the Board of Governors of the State Bar.

**ARTICLE V  
SECTION MEETINGS**

**5.1 MEETINGS.** The Section shall hold an annual meeting of members in conjunction with the annual meeting of the State Bar. The Section may hold other meetings of members throughout the year.

**5.2 QUORUM.** The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

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**5.3 CONTROLLING VOTE.** Action of the Section shall be by majority vote of the members present.

**5.4 VOTING ELIGIBILITY.** Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for thirty (30) days prior to the time of voting shall be eligible to vote.

**5.5 AGENDA.** Among the matters of business to be transacted at the annual meeting of the membership shall be the election of officers and Executive Council members. The agenda shall consist of other matters as decided by the Chairperson or the Executive Council.

**5.6 MAIL VOTING.** The Executive 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 by a majority of the votes received from members in accordance with rules fixed by the Executive Council.

**ARTICLE VI  
ELECTIONS**

**6.1 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 Secretary and a Budget Officer to serve a term of one year;
- (iii) a third of the total number of members-at-large of the Executive Council to serve a term of three years;
- (iv) the representative from the Young Lawyers Sections, to serve a term of two years (if the term of such representative is expiring at such annual meeting); and
- (v) officers or Executive Council members to fill vacancies in any office or upon the Executive Council.

**6.2 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.

**6.3 NOMINATING COMMITTEE.** The Chairperson, after consultation with the Executive Council, shall appoint a Nominating Committee of three members of the Section who are not candidates for office, and shall promptly thereafter announce the names and addresses of the members of the Nominating Committee in a publication to Section members. The

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Chairperson may appoint a member to fill any vacancy that may arise thereafter in the Nominating Committee. The Nominating Committee shall make and report one nomination for each position that 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 their activities in the Section and in the law profession generally. The Nominating Committee shall submit its report to the Chairperson of the Section within enough time to allow the Chairperson to have it published in a publication to Section members prior to the opening assembly of the annual meeting.

**6.4 ADDITIONAL NOMINATIONS.** One or more additional nominations may be made for any office by petition signed by not less than one-third of the members of the Section. The petition should state that the member nominated has agreed to the nomination. The petition must be sent to the Chairperson of the Section and must be received by him 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 Executive Council, and the Executive Director of the State Bar. The Executive Director of the State Bar shall publish, preceding the annual meeting, in a publication reaching all members of the Section, a notice of all contested Section elections.

**6.5 VOTING.** 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 Executive Council shall be placed in the U.S. 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. 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 Executive Council shall prescribe the method of return of these ballots that shall ensure 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 the annual meeting of the Section.

**6.6 TERM OF OFFICE.** The term of office of any Section officer 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.

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**ARTICLE VII  
SUCCESSION OF OFFICERS AND VACANCIES**

**7.1 CHAIR-ELECT.** Unless the Chairperson-Elect shall have refused to act as Chairperson-Elect or been disqualified, the Chairperson-Elect shall automatically assume the office of the Chairperson for a term of one year at the end of the annual meeting following their election.

**7.2 OFFICERS AND EXECUTIVE COUNCIL.** Between annual meetings of the Section, the Executive Council may fill vacancies in its own membership, or the offices of Vice Chairperson, Secretary, or Budget Officer. Members of the Executive 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 Executive Council members to fill any unexpired terms existing at the time.

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

**7.4 RETIRING CHAIR.** At the end of their term of office the retiring Chairperson shall become a member of the Executive Council for a term of one year.

**ARTICLE VIII  
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 their representative to the Board of Governors for action by the State Bar.

**ARTICLE IX  
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 Executive Council. These Bylaws shall become effective upon approval by the members of the Section and the Board of Governors of the State Bar.

*Revised Bylaws  
Approved by Board of Governors  
June 11, 2003*