

**STATE BAR OF ARIZONA
BUSINESS LAW SECTION
BYLAWS**

ARTICLE I: IDENTIFICATION

1.1 NAME. The Section shall be known as the “Business Law Section” (“the Section”) of the State Bar of Arizona (“the State Bar”).

1.2 PURPOSE. The purpose of the Section shall be to promote the objectives of the State Bar within the area of private and public business law. To that end, the purposes of the Section shall be to further the development of the field and practice of business law and all its branches; to cooperate in obtaining uniformity with respect to both legislation and administration in all matters within this field; 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 State Bar and the public on new developments and problems within the field of business law by sponsoring meetings, institutes, and conferences; to sponsor the preparation and publication of legal writing in this field; and otherwise to further the interests of the State Bar 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 as in effect from time to time.

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 MEMBERS IN GOOD STANDING. Any member of the State Bar in good standing, whether active, inactive, retired or otherwise, shall be eligible for membership upon application and payment of annual Section dues as the Executive Council may fix in accordance with Article V, Section 5 of these Bylaws.

2.2 CONSTITUENT MEMBERSHIP. A constituent membership shall be made available to non-Arizona lawyers, upon approval of the application of the lawyer by the Executive Council and upon the payment of annual Section dues.

2.3 STUDENT MEMBERSHIP. A student membership shall be made available to any student enrolled in an ABA-approved law school within the State of Arizona upon application by the student to the Executive Council, and payment of the annual Section dues, or a reduced amount of annual Section dues as may be determined by the Executive Council.

2.4 SECTION MEMBERSHIP. Members enrolled pursuant to this Article and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section. All dues shall be payable upon enrollment and thereafter, in advance, each year, at the beginning of the State Bar's fiscal year succeeding enrollment.

2.5 DUES. Any member of the Section whose annual dues are more than three months past due shall no longer be a member of the Section.

ARTICLE III: OFFICERS; TERM AND DUTIES; COMPENSATION

3.1 OFFICERS AND THEIR TERMS. The officers of the Section shall be the Chair, Vice Chair/Chair Elect, Vice Chair, Secretary and Treasurer/Budget Officer. All officers shall be elected at the annual meeting of the Section to serve one-year terms.

3.2 CHAIR. The Chair shall preside at all full-membership meetings of the Section meetings of the membership in the County where the Chair resides, and meetings of the Executive Council. The Chair shall appoint the chairs of all committees of the Section who hold office during the Chair's term. The Chair shall superintend the program of the Section at the annual meeting of the State Bar during the Chair's term. The Chair shall perform such further duties and have such further powers as usually pertain to the office of Chair or as may be designated from time to time by the Executive Council.

3.3 VICE CHAIR/CHAIR ELECT. The Vice Chair/Chair Elect shall, in consultation with the Chair, arrange for the appointment of the chairs of all committees who are to hold office during the Vice Chair/Chair Elect's coming term as Chair. The Vice Chair/Chair Elect shall, in consultation with the Chair, plan the program of the Section at the annual meeting of the State Bar to be held during the Vice Chair/Chair Elect's upcoming term as Chair, subject to the direction and approval of the Executive Council. Upon the death or resignation, or during the disability of the Chair, or upon the Chair's refusal to serve or unavailability, for any reason, the Vice Chair/Chair Elect shall perform the duties of the Chair. The Vice Chair/Chair Elect shall aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. The Vice Chair/Chair Elect shall preside at any section or committee meeting at which the Chair is not present. The Vice Chair/Chair Elect shall perform such further duties and have such further powers as usually pertain to that office or as may be designated from time to time by the Executive Council or the Chair. The Vice Chair/Chair Elect shall share responsibility for the sponsorship and administration of programs devoted to the legal education of the members of the State Bar in the county in which the Vice Chair/Chair Elect resides.

3.4 VICE CHAIR. Upon the death or resignation, or during the disability of the Vice Chair/Chair Elect, or upon the Vice Chair/Chair Elect's refusal to serve or unavailability, for any reason, the Vice Chair shall perform the duties of the Vice Chair/Chair Elect. The Vice Chair shall aid the Vice Chair/Chair Elect in the performance of the Vice Chair/Chair Elect's responsibilities in such manner and to such extent as the Vice Chair/Chair Elect may request. The Vice Chair shall preside at any section or committee meeting at which the Chair and the Vice Chair/Chair Elect are not present. The Vice Chair shall perform such further duties and have such further powers as usually pertain to that office or as may be designated from time to time by the Executive Council, the Chair, or the Vice Chair/Chair Elect. The Vice Chair shall share

responsibility for the sponsorship and administration of programs devoted to the legal education of the members of the State Bar in the county in which the Vice Chair resides.

3.5 SECRETARY. The Secretary, in conjunction with the Chair as authorized by the Executive Council, shall attend generally to the business of the Section. 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. 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 under submission. The Secretary shall be responsible for the taking of the minutes, and the transcription and distribution thereof, subject to the direction of the Chair.

3.6 TREASURER/BUDGET OFFICER. The Treasurer/Budget Officer shall keep an accurate record of all monies appropriated to the Section by the Board of Governors and expended by the State Bar for the purposes of the Section. The Treasurer/Budget Officer shall monitor all accounts, reports, and other documents prepared as to 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. The Treasurer/Budget Officer shall report on the Section's present and projected financial condition at each meeting of the Executive Council. The Treasurer/Budget Officer shall advise the officers and Executive Council on the financial impact of any proposed action by the officers, Executive Council, or Section which, in his or her judgment, would have a significant impact on the financial condition of the Section. At least once each year, the Treasurer/Budget Officer shall prepare a projected budget for the Executive Council for approval or modification at the time of the annual meeting, or such other time as may be expressly fixed by the Executive Council. The Treasurer/Budget Officer shall submit to the Section, at the annual meeting, a report on the Section's financial affairs and financial condition. The Treasurer/Budget Officer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section. Upon the unavailability of the Secretary to take minutes and keep a true record of proceedings of a meeting of the Section or of the Executive Council, the Treasurer/Budget Officer shall do so.

3.7 NO COMPENSATION. No salary or compensation for services shall be paid to any officer, member of the Executive Council, or member of any committee, except as may be specifically authorized by the Board of Governors. This provision is not intended to include reimbursement for authorized expenditures.

ARTICLE IV: EXECUTIVE COUNCIL

4.1 MEMBERSHIP. There shall be an Executive Council composed of all the officers of the Section, and the immediate past Chair of the Section if the immediate past Chair is still a member of the Section, and as many at-large members as the Executive Council may designate. The Editor, if any, of the Section's newsletter or other periodic publications and the Bar Convention Program chairs shall be at-large members of the Executive Council. At-large members may be nominated by any Section member

and shall be elected by a majority vote of voting members at a duly-noticed meeting of the Executive Council.

4.2 DIVERSITY OF EXECUTIVE COUNCIL. The Executive Council follows the State Bar's diversity policy. In addition, the Executive Council may, from time to time, determine certain additional requirements for membership of the Executive Council. There shall not be two members of the Executive Council from the same law firm when those two law firm members reside in the same county unless (a) a nomination passes by two-thirds vote of voting members at a duly-noticed meeting of the Executive Council, or (b) the two law firm members are members of the Executive Council by reason of their positions on the Executive Council (for example, one is an officer and the other is the Bar Convention Program chair).

4.3 TERM. The term of office of each Council member-at-large shall be for three years. The at-large membership shall be staggered, with one-third elected each year. The Editor, if any, of the Section's newsletter or other periodic publications shall be a voting member of the Executive Council, without restriction as to term of office.

4.4 VACANCY. Any vacancy on the Executive Council shall be filled by a majority vote of the then remaining members of the Executive Council.

No officer elected to a position may serve more than one successive term in any one office. A person appointed to fill a vacancy in an office, however, may be elected to that office for a one-year term. Between annual meetings of the Section, and if both the positions of Chair and Chair-Elect are vacant, the Vice Chair shall succeed to the position of Chair until a new Chair is elected.

4.5 DUTIES AND POWERS. The Executive Council shall supervise and direct the affairs and determine the policies of the Section, subject to and in accordance with these Bylaws and the Bylaws of the State Bar, and subject to the approval of the members of the Section. The Executive Council shall be vested with the duties and powers 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. It shall specially authorize all commitments that 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 that entail the payment of more money than is or will be available to the Section during any fiscal year. No action of any committee of the Section shall be effective until approved by the Executive Council.

4.6 MEETINGS. Meetings of the Executive Council shall be held at or about the time of each annual meeting of the State Bar and at such other regular times as they shall decide. There shall be regularly-scheduled quarterly meetings of the Executive Council, inclusive or exclusive of the annual meeting of the State Bar. Within sixty (60)

days after the annual meeting, the Chair shall attempt to schedule tentative dates for the regularly-scheduled Executive Council meetings for the remainder of the term. Special meetings shall be called by the Chair or may be called by a majority of the Executive Council. Written notice of a special meeting shall be given to each member of the Executive Council not less than four court days prior to the special meeting. Seven (7) members of the Executive Council present at any meeting, in person or by written proxy, shall constitute a quorum to transact business. An act of the members of the Executive Council may be conducted by approval of a majority of the members of the Executive Council obtained by mail, email, and/or fax transmission.

4.7 ABSENTEEISM. If any officer or member of the Executive Council shall fail to attend three successive meetings of the Executive Council, the Executive Council shall vote at the third meeting as to whether the officer or member shall be removed from office and the Council. Unless the absences are excused upon good cause, accepted by the majority vote of the voting members present, in person or by written proxy of the remaining members of the Executive Council, the officer or member shall be removed immediately.

4.8 DUES. The Executive Council shall have the right to assess annual Section membership dues. The assessment shall be subject to the approval of the Board of Governors of the State Bar.

ARTICLE V: COMMITTEES

5.1 STANDING COMMITTEES. The Executive Council shall have the power to designate the standing committees of the Section. Each standing committee shall have not less than two members. The chair of each standing committee shall be selected by the Chair of the Section. In addition, the Chair shall have the power, without the need for Executive Council approval, to appoint such interim committees as are necessary for the purpose of furthering the objectives of the Section.

5.2 RESPONSIBILITY. Responsibility for directing and completing the activities of each committee shall rest with the chair of the committee.

5.3 MEMBERS. The members of the standing and interim committees shall be selected by the chair of the standing or interim committee, from among the members of the Section. The members selected shall be subject to the approval of the Chair.

5.4 TERM. Unless otherwise determined by the Executive Council, the terms of the chair of each committee and of the members of each committee shall run no longer than concurrently with the term of office of the officers of the Section.

ARTICLE VI: SECTION MEETINGS

6.1 ANNUAL MEETING. The annual meeting of the Section shall be held during the annual meeting of the State Bar in the same city and at the same location as such annual meeting. Besides the election of officers, the agenda for the annual meeting shall consist of other matters as decided by the chair or Executive Council.

6.2 SPECIAL MEETINGS. Special meetings of the Section may be called by the Chair upon approval of the Executive Council, at such time and place as the Executive Council may determine, and upon such notice as hereinafter provided.

6.3 QUORUM. The voting members of the Section present at any meeting, in person or by written proxy, shall constitute a quorum for the transaction of business.

6.4 CONTROLLING VOTE. Action of the Section shall be by majority vote of the voting members present.

6.5 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; provided, however, that no constituent member or student member shall be eligible to vote.

6.6 WRITTEN VOTES. The Chair or the Executive Council may direct that a matter be submitted to the members of the Section for vote by mail, email, and/or fax transmission, inclusive or exclusive of participation by Section members eligible to vote and in attendance at a meeting of Section members. The majority of votes received in accordance with rules fixed by the Executive Council and as conducted and certified by the Secretary shall constitute a binding action of the Section.

6.7 NOTICE. Notice of the time and place of all meetings shall be given to all members of the Section at least five days prior thereto. The presence in person of any person entitled to notice of the meeting shall be deemed to waive notice as to the attending person. An announcement by the State Bar of the time, date, and location of any meeting shall be deemed notice to all members of the Section.

ARTICLE VII: ELECTIONS

7.1 TIME. The Section shall hold a regular election of officers every year at the annual meeting of the Section as provided in Article VI, Section 6.1.

7.2 NOMINATING COMMITTEE. There shall be a nominating committee chosen by the Chair of the Section from active members in good standing of the Section. The nominating committee shall consist of at least three members who are not candidates for office, and shall include the Chair. The nominating committee shall nominate one or more members of the Section for each of the offices of Chair, Vice Chair/Chair Elect, Vice Chair, Secretary, and Treasurer/Budget Officer. Before doing so, the Chair will notify the Section members of the names of the nominating committee, and provide contact information. The Section members will be given at least two weeks to contact one or more members of the nominating committee, advising of an interest in being considered for nomination as an officer. The written report of the nominating committee stating the names of persons so nominated shall be forwarded to the Chair of the Section at least 30 days prior to the regular annual election and the members of the Section shall be notified of such nominations at least 15 days prior to the annual meeting.

7.3 ADDITIONAL NOMINATIONS. Additional nominations for any office may be made prior to and at the annual meeting.

7.4 VOTES TO ELECT. A plurality of votes cast by voting members shall elect the officers. In case two or more candidates for one office shall receive an equal number of votes, they shall determine the election among or between them by lot.

ARTICLE XIII: ADOPTION OF BYLAWS

8.1 EFFECT. These Bylaws have been promulgated by the members of the Section, by and with the advice and assistance of the Committee on Bylaws of the Section, and they have been adopted as the Bylaws of the Section and they are and shall be and remain in force and effect unless or until revoked or annulled in whole or in part by the Board of Governors of the State Bar.

8.2 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. They shall become effective upon approval of the Board of Governors.

ARTICLE IX: EFFECTIVE DATE

9.1 ORIGINATION. The original Bylaws of the Section were adopted when the Section was formed as the “Corporate Banking and Business Law Section” in 1966.

9.2 PRIOR AMENDMENT. The Bylaws were amended in 1991 and 2005.

9.3 EFFECTIVE DATE. These amendments and this restatement are effective as of their adoption by the Membership, June 2009, and subsequent approval by the Board of Governors, pursuant to Article IX, Section 8.2.

Approved by Board of Governors on 8-21-09