

**BYLAWS
OF THE
MARICOPA COUNTY BAR ASSOCIATION**

ARTICLE I

NAME

This organization shall be known as the Maricopa County Bar Association (“MCBA” or “the Association”), an Arizona not-for-profit corporation duly authorized to do business and qualified under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE II

MISSION

The mission of the MCBA is to serve its members, the legal profession, the judicial system, and the public.

ARTICLE III

MEMBERSHIP

Section 1 - Eligibility. The Board of Directors shall establish various types of membership for the Association and may change such types from time to time as it deems appropriate in accordance with the following categories:

(A) Active Members. Active Members are persons who are members in good standing of the State Bar of Arizona. Only Active Members shall have the right to vote in Association elections (with the exception of members of the Corporate Counsel and Paralegal Divisions, who may vote in their Division elections).

(B) Affiliate Members. Affiliate Members shall include (i) persons who are attorneys licensed to practice law in a jurisdiction other than Arizona, (ii) persons who are engaged in aspects of the legal profession for which licensure is not required, and (iii) persons who are law students or paralegal students.

(C) Honorary Members. Honorary Members shall include non-dues-paying members of the Association.

Section 2 - Dues. All Active and Affiliate Members of the Association shall pay dues in an amount prescribed by the Board of Directors. The Board shall review the dues structure of the Association prior to June 30 of each year and make any adjustments it deems necessary and proper for the following year.

Section 3 - Specific Dues Categories. The currently-existing specific membership types and the dues assessed for each type shall be described in Appendix A to these Bylaws, which shall be updated as needed per the actions of the Board of Directors.

Section 4 - Non-Payment of Dues. The name of any member of the MCBA from the prior year who does not renew his or her membership by payment of dues on or before March 1 of the current year shall be stricken from the membership rolls. Such persons may be reinstated during such year upon payment of the entire amount of annual dues.

Section 5 - Refusal or Revocation of Membership. The Association shall have the power to refuse membership to any person. The Board of Directors shall have the power to revoke the membership of any person by a two-thirds vote of the voting members of the Board participating in the meeting once a quorum has been established

ARTICLE IV

BOARD OF DIRECTORS

Section 1 - Composition and Duties. The management of the business of the Association shall be conducted by the Board of Directors, which shall be composed of the following voting members:

The Officers of the Association (as set forth in Article V hereof)
Five (5) At-Large Directors elected to two-year terms ending in odd-numbered years
Five (5) At-Large Directors elected to two-year terms ending in even-numbered years

The Presidents of the Association's Corporate Counsel Division, Paralegal Division, Public Lawyers Division, and Young Lawyers Division

Section 2 – Election of Directors. The ten (10) At-Large Directors of the Association shall be selected as follows:

- (A) Five (5) At-Large Directors shall be elected each year by plurality vote for two-year terms commencing the following January 1
- (B) The election of At-Large Directors will be conducted in accordance with Appendix B hereto, Board of Directors Election Procedures, which shall be updated as needed per the actions of the Board of Directors.
- (C) Only Active Members of the Association are eligible to serve as At-Large Directors of the MCBA and shall express his or her interest in seeking such position prior to September 15 (in accordance with Appendix B hereto).
- (D) Should there be fewer than five (5) candidates by September 1, the President shall appoint a Board Development Committee which shall seek to solicit additional persons to stand for election up to the required five (5) candidates. Should there be five (5) or fewer candidates as of close of business on September 15 (or the first business day thereafter if September 15 falls on a weekend or holiday), no ballots shall be transmitted to the membership and such candidates shall be deemed elected.
- (E) Should there be more than five (5) candidates, a written or electronic ballot containing the candidates for At-Large Director shall be transmitted to all Active Members of the Association on or before November 1 of each year. Ballots shall be returned not later than November 20 (or the first business day thereafter if November 20 falls on a weekend or holiday). The ballot shall provide that each voter may cast one vote for one or more candidates up to the number to be elected. There shall be no write-in votes counted.
- (F) Any tie vote shall be resolved by high card draw.

Section 3 – Division Representatives. Should the current President of one of the Association’s Divisions already be an Officer or At-Large Director of the Association, said Division shall have the right to appoint another member of the Division’s Board as a voting member of the Association Board.

Section 4 – Meetings. The Board of Directors shall meet at such times and places as it may determine, and meetings may be called at any time by the President or by the written request of at least three (3) voting members of the Board of Directors. Members of the Board of Directors may participate in such meetings via teleconference upon prior notice to the Executive Director. Meetings of the general membership of the Association may be called at any time by the President or by the written request of not less than three (3) voting members of the Board.

Section 5 – Board Action. The Board may act either at a Board meeting or via email. Except as otherwise provided in these Bylaws, action taken at a Board meeting requires a majority vote of the voting members participating in the meeting once a quorum has been established. Board action via email requires a majority of the voting members of the Board responding aye or nay to the emailed motion.

Section 6 – Quorum. A majority of all voting members of the Board of Directors shall constitute a quorum for the conduct of business. Once a quorum is established it shall be deemed to remain for the entirety of that meeting.

Section 7 – Proxies. Proxy voting by the Board of Directors shall not be permitted.

Section 8 – Ex-Officio Members. The Board of Directors may appoint such *ex-officio* members as it deems appropriate. Such *ex-officio* members shall have voice but no vote.

Section 9 – Attendance and Removal. An Officer or At-Large Director shall automatically be removed from office by operation of these Bylaws upon accumulating four (4) total absences from regular monthly Board meetings within one calendar year. Any At-Large Director may be removed by vote of a majority of the voting members of the Board of Directors.

Section 10 – Indemnification. The Association shall maintain professional liability insurance with limits of liability not less than \$3,000,000 insuring the voting members of the Board against any claims levied against them while performing services that are within the course and scope of their capacities as voting members. The Association shall indemnify the Board member to meet any retention amounts set forth in the insurance contract up to a maximum of \$20,000.

Section 11 – Vacancy. Whenever any vacancy shall occur in an At-Large Director position on the Board of Directors by death, resignation, removal, or otherwise, the same may be filled by vote of a majority of the voting members of the Board of Directors.

ARTICLE V

OFFICERS AND DUTIES

Section 1 – Officers. The Officers of the MCBA shall be the President, President-Elect, Treasurer, Secretary, and Immediate Past President. All Officers shall serve one-year terms and shall be voting members of the Board of Directors during such terms. The President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President. All other Officers shall be elected annually by the Board of Directors (no later than December 1) from among the Officers or At-Large Directors.

Section 2 – Executive Committee. The five Officers of the Association shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall meet monthly at a time in advance of the meeting of the Board of Directors. The duties of the Executive Committee shall be *inter alia* to review items that are to come before the Board of Directors and make recommendations thereon, to monitor the financial condition of the Association, to act on matters of an emergency nature that occur between Board meetings (reporting same to the Board as soon as practicable thereafter), and to oversee the work and compensation of the Executive Director. Additionally, the Executive Committee shall serve as the Nominating Committee for the Association and shall annually present a slate of proposed Officers to the Board for its consideration.

Section 3 – President. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors or of the

MCBA membership. The President may create Committees as deemed appropriate and may establish, modify or amend the scope and purposes of such committees or may eliminate the same. The President shall appoint the members and committee chairs of said Committees and shall be an *ex-officio* member thereof. The currently existing Committees of the Association shall be reflected in Appendix C hereto, which shall be updated as needed per the actions of the President. The President shall have such additional powers and duties as are customarily exercised by the president of an association, including the right to vote on all matters considered by the Board of Directors and the Executive Committee.

Section 4 – President-Elect. The President-Elect shall have all the powers and authority and shall perform all of the functions and duties of the President in the President’s absence or should the President be unable for any reason to exercise such powers and functions or to perform such duties. The President-Elect shall assume the office of the President upon the expiration of the President’s term. In the event that the President dies, resigns, or is removed during his or her term, the President-Elect shall assume the office of President and shall serve the remainder of said President’s term as well as a full term as President in the following year.

Section 5 – Treasurer. The Treasurer shall (in conjunction with the Executive Director and the Association’s accountants and auditors) oversee the finances of the Association and shall report periodically to the Board of Directors regarding same.

Section 6 – Secretary. The Secretary shall record the minutes of the meetings of the Board of Directors and the Executive Committee.

Section 7 – Immediate Past President. The Immediate Past President shall perform such duties as may be delegated by the President or the Board of Directors. Additionally, the Immediate Past President shall serve as a liaison to the Maricopa County Bar Foundation.

Section 8 – Executive Director. The Association shall employ a professional chief staff executive whose responsibility it shall be to operate the MCBA in keeping with all policies and procedures adopted by the Board of Directors. The Executive Director shall be an *ex-officio* member of the Board of Directors and its Executive Committee with voice but no vote.

Section 9 – Removal or Vacancy. Any Officer may be removed by vote of a majority of the voting members of the Board of Directors. Whenever any vacancy shall occur in the office of Secretary or Treasurer by death, resignation, removal, or otherwise, the same may be filled by vote of a majority of the voting members of the Board of Directors.

ARTICLE VI

DIVISIONS AND SECTIONS

Section 1 – Divisions. The Board of Directors may from time to time create Divisions of the Association to consist of members having some common interest other than substantive law practice. The Divisions that are in existence at the time of the adoption of these Bylaws are the Corporate Counsel Division, Paralegal Division, Public Lawyers Division, and Young Lawyers Division. The Board of Directors shall retain the power to dissolve a Division which is no longer functioning or achieving the purposes for which it was established.

Section 2 – Division Voting Rights. Except as otherwise provided in these Bylaws, the President of each of said Divisions shall be voting members of the Board of Directors during their term as President. Should the Board of Directors establish additional Divisions, it shall consider whether to provide voting rights to such Divisions.

Section 3 – Sections. The Board of Directors may from time to time create Sections of the Association to consist of members having a common area of substantive law practice. The Board of Directors shall retain the power to dissolve a Section which is no longer functioning or achieving the purposes for which it was established. The currently existing Sections of the Association shall be reflected in Appendix D to these Bylaws, which shall be updated as needed per the actions of the Board of Directors.

Section 4 – Dues. The Board of Directors shall establish annual membership dues for the Divisions and Sections in an amount deemed appropriate and may modify the amount of said dues at any time. The currently-existing membership dues for the Divisions and Sections shall be contained in Appendix D to these Bylaws, which shall be updated as needed per the actions of the Board of Directors.

Section 5 – Governance and Bylaws. The Divisions and Sections have no separate legal existence apart from the Association, and all of said groups are subject to the authority of the Board of Directors. The Divisions and Sections may establish executive boards to oversee the work and affairs of the Division or Section which may be conducted under Division or Section bylaws that have been previously approved by the Board of Directors.

Section 6 – Public Actions. No Division, Section, Committee or member of the Association shall release any statement in the name of the Association to the media, take a position regarding any legislation or rule of court, file any briefs *amicus curiae* or otherwise participate in litigation in the name of the Association without the express prior approval of the Executive Director or the Board.

Section 7 – Reports. Upon request of the Board, each Division, Section, or Committee shall provide a report to the Board of Directors which shall outline the activities of the Division, Section or Committee, as well as any other such information as the Board may request. A representative of each Division shall provide an oral report to the Board of Directors at each of the meetings thereof.

ARTICLE VII

AMERICAN BAR ASSOCIATION DELEGATE

Section 1 – Existence. Under the rules of the American Bar Association (“ABA”) as they exist at the time of the adoption of these Bylaws, the MCBA is entitled to select one of its members to serve as a member of the ABA House of Delegates (“ABA Delegate”).

Section 2 – Qualifications. The ABA Delegate must at all times be a member of the American Bar Association.

Section 3 – Election and Term. The ABA Delegate shall be selected by the Board of Directors not later than May 1 of every even-numbered year. The ABA Delegate shall serve a two-year term which commences at the adjournment of the ABA Annual Meeting in said even-numbered year. An ABA Delegate may serve multiple, consecutive terms at the discretion of the Board of Directors.

ARTICLE VIII

BYLAWS

The Bylaws of the Association may be amended, altered or repealed by vote of a majority of the voting members of the Board of Directors at any regular meeting or at a special meeting called for such purpose (in which case the notice of the special meeting shall set forth that action on the Bylaws will be taken).

ADOPTED by the Board of Directors on October 20, 2011.

Revised as of June 18, 2015

APPENDIX A

MEMBERSHIP CATEGORIES AND DUES

Active Members (Voting)

Private Practice Less than 3 Years	\$100
Private Practice More than 3 Years	\$190
Public Lawyer Less than 3 Years	\$95
Public Lawyer More than 3 Years	\$145
Judicial Officer (Judge/ Commissioner)	\$145
Private Practice Age 70+, 10-Year Member	\$100

Affiliate Members (Non-Voting)

Law Professor	\$145
Associate (Licensed Not in Arizona)	\$155
Associate Retired	\$75
Legal Related	\$115
Court Personnel/Office Administrator	\$85
Paralegal	\$110
Paralegal Student	\$20
Law Student (Arizona Law School)	\$10
Law Student (Non-Arizona Law School)	\$50

Honorary Members (Non-Voting)

Retired (Age 70+, 10-year Member)	\$0
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Effective January 1, 2012

APPENDIX B

BOARD OF DIRECTORS ELECTION PROCEDURES

A. General Policies

1. Required election material must be submitted electronically, as detailed in Section B (with the exception of the formal letter of candidacy, which may be mailed), and all materials must be received by September 15.
2. Submitted biographies that exceed the 200 word limit may be edited by staff.
3. Position statements and any other campaign or election materials may not refer to other candidates nor include defamatory or inappropriate language, as determined by an ad hoc Election Review Committee appointed by the President of the Association.

B. Candidate Election Materials

The following materials are required from candidates **no later than September 15:**

1. A **letter formally declaring candidacy** for the Board of Directors, with the candidate's signature and addressed to the Executive Director. This document may be submitted electronically as a PDF document, but a mailed paper version is also acceptable.
2. A **200-word biographical statement**. This bio may include an optional "position statement" of the candidate's vision and priorities for the MCBA. This information must be submitted electronically as an attachment to an e-mail, preferably in MS Word. Regardless of what is included in the biography, the word limit total is 200 words as counted electronically in MS Word. MCBA staff may edit bios exceeding the limit. (Please note that a standard-form *resume* or *curriculum vitae* is not acceptable.)
3. A **color photograph in JPG format**, sent as an attachment to an e-mail. The photo format must be JPG - no other types of files or format can be accepted. Please note that photos taken directly off a website are of very poor quality and normally unusable.

APPENDIX C
COMMITTEES

Bench-Bar

Continuing Legal Education

Diversity and Inclusion

Finance

Law Week

Lawyer Referral Service

Maricopa Lawyer Editorial Board

Membership

Technology

APPENDIX D

DIVISIONS AND SECTIONS WITH DUES

Divisions

Corporate Counsel Division	\$30
Paralegal Division	\$0
Public Lawyers Division	\$0
Solo/Small Firm Division	\$0
Young Lawyers Division	\$0

Sections (\$30 dues for all)

Bankruptcy Law	Construction Law
Criminal Law	Employment Law
Environmental & Natural Resources Law	Estate Planning, Probate & Trust
Family Law	Litigation
Personal Injury/Negligence	Public Lawyers - Associate
Real Estate	