

**MCBA BYLAWS**  
(As Amended on May 20, 2010)

**I. Members**

Unless otherwise specifically limited, all references in these Bylaws to “members” of this Association shall include Active Members, Honorary Members, Associate Members and Affiliate Members.

**A. Active Members.** Any member in good standing of the State Bar of Arizona may become an “active member” of this Association by the payment of such annual or periodic dues as may from time to time be fixed by the Board of Directors.

**B. Honorary Members.** The following categories of individuals may apply to be Honorary Members of the Association: 1) Any active member in good standing who has reached the age of 70 and no longer wishes to hold active membership; 2) a person licensed to practice before the highest court of the District of Columbia or of any other state other than the State of Arizona and who is in good standing and who is not a member of the State Bar of Arizona; or 3) A person who is enrolled as a student in any law school in Maricopa County accredited by the American Bar Association. Honorary Members shall not be required to pay membership dues but are required to complete a membership application; except that law students shall not be required to fill out a membership application. Honorary Members shall not be entitled to vote or hold office in the association or any division or section, but may participate in the other activities of this Association in the same manner as active members.

**C. Affiliate Members.** The following categories of individuals are eligible for Affiliate membership in the Association: Person, who though not members of the State Bar of Arizona: 1) Are qualified through education, training or work experience and who are employed or retained by a lawyer, law office, corporation, governmental agency, court or other entity in a capacity or function that involves the performance, under the direction of an attorney or on behalf of an attorney, of specifically delegated substantive legal work except where unsupervised work is specifically allowed by statute, rule or regulation, which work for the most part requires sufficient knowledge of legal concepts such that, absent that legal assistant, the attorney would perform that task; or 2) Hold degrees in law office administration and are employed in helping lawyers deliver legal services or are employed by an ABA approved school to teach or assist in the delivery of courses of a substantive legal nature to students who are pursuing certificates or degree in paralegal or legal assisting studies. Any attorney who has been disbarred, suspended or is not in good standing in any jurisdiction shall not be eligible to be an Affiliate Member. Affiliate Members shall be allowed to participate in the activities of the association and its divisions or sections except as specifically limited by the bylaws of the Association or any division or section. Affiliate Members shall not be entitled to vote or hold office in the association, divisions or sections except within a division specifically established for Affiliate Members. The President of such a division will be afforded a voting position on the Board of Directors as provided in Section V(A) of these bylaws.

**D. Right to Refuse Membership.** The Association reserves the right to refuse anyone the right to become an active member, honorary member or affiliate member of the association, and this right of refusal applies and renews at each time of application for membership.

**E. Other Members.** The Board of Directors may from time to time create such additional membership categories as it deems appropriate.

## **II. Meetings and Notices**

**A. Annual Meetings.** The Annual meeting of the Association shall be held in November of each year at such time and place as shall be fixed by the Board of Directors.

**B. Regular Meetings.** Regular meetings of the members shall be held in Maricopa County at such times and places as may from time to time be fixed by the Board of Directors.

**C. Special Meetings.** Special meetings may be held at any place within or without Maricopa County as may be called by the President or by no fewer than three (3) Members of the Board of Directors or by ten percent (10%) of the membership, except that voting of membership shall not take place at any place outside Maricopa County. The Secretary shall give notice of all meetings in such manner as may be directed by the Board of Directors, or, if to Members, as provided in Section II (D) below.

**D.** The *Executive Director* shall give *five business days* written notice of all meetings in such manner as may be directed by the Board of Directors, or, if to Members, as provided in Section II (E) below.

**E.** All notices required to be given to Members of the Association by these Bylaws or by resolution of the Board of Directors shall be given by mail, newsletter or other official publication of the Association.

## **III. Board of Directors/Executive Committee**

**A. Election and Terms.** The management of all the business and affairs of this Association shall be conducted by the Board of Directors, which Board shall consist of ten members in addition to the President, President Elect, Treasurer, Secretary, and Immediate Past President, and the Presidents of the Association's Young Lawyers Division, Corporate Counsel Division, Paralegal Division and Public Lawyers Division.

1. No officer, member of the Board, or President of the Young Lawyers Division, Corporate Counsel Division, Paralegal Division or Public Lawyers Division shall be entitled to more than one vote by virtue of service in a capacity entitled to a vote as a member of the Board of Directors pursuant to these bylaws. A President of the Association's Young Lawyers Division, Corporate Counsel Division, or Public Lawyers Division who is also an officer or elected member of the Board of Directors may designate the President-Elect of such division to attend board meetings and to vote in his or her place as President of that division.

2. The President may appoint a Leadership Development Committee consisting of not more than six members of this Association, at least three of whom shall be Directors or Officers, whose responsibility it shall be to encourage full participation by all interested persons in the election process and to recruit candidates should the self-nominated candidates number fewer than five (5) persons. The efforts of the Leadership Development Committee shall be to encourage candidates who are the best-qualified for a seat on the Board of Directors and who reflect the diversity of the Association's membership.

3. MCBA members eligible to stand for election to the Board of Directors, or vote for Board of Directors candidates, are attorneys licensed by the State Bar of Arizona and in good standing with both the State Bar and the MCBA.

4. Members shall be notified of the opportunity to become applicants no later than July 1 of each year. Applicants seeking to run for election to the Board of Directors shall submit a letter of candidacy along with additional materials as detailed in Appendix A "MCBA Election Policies and Procedures" to this Association no later than September 15.

5. Five members of the Board shall be elected by plurality vote each year for a term of two (2) years by written or electronic ballot, made available to all members entitled to vote, on or before

November 1 of each year. The ballot shall provide that each voter may cast one vote for one or more candidates up to the number of Directors to be elected. The ballot shall also provide for write-in votes. Any tie vote shall be resolved by coin toss or high card draw. Voting shall end on the last day of November.

6. The term of the members of the Board of Directors shall begin January 1 of each year following the annual election. Directors may serve until their successors are duly elected and qualified.

**B. Quorum.** A majority of all voting members of the Board of Directors shall constitute a quorum for the conduct of business.

**C. Meetings.** The Board of Directors shall meet at such times and places as it may from time to time determine, and meetings may be called at any time by the President or by the written request of no fewer than three (3) Members of the Board of Directors. Members of the Board of Directors or Members of the Executive Committee may attend, upon reasonable notice to the Executive Director, Board of Directors and/or Executive Committee meetings telephonically.

**D. Proxies.** Proxy voting by the Board of Directors shall not be permitted.

**E. Vacancies.** Upon a vacancy occurring on the Board of Directors for any reason, the remaining Members of the Board shall appoint a Member of this-Association to fill such vacancy. The Board of Directors shall also fill vacancies occurring in the elected offices of President Elect, Secretary, and Treasurer.

**F. Indemnification.** This Association shall purchase and maintain a policy or policies of professional liability insurance, with limits of liability of not less than \$3,000,000, insuring a Director against any liability asserted against or incurred by him or her while performing services for this Association within the course and scope of his or her capacity as a Director and shall indemnify the Director to the extent necessary to meet deductible amount requirements under such liability policy or policies, but in no event to exceed the sum of \$15,000.00.

**G. Executive Committee.** There shall be an Executive Committee whose membership shall be comprised of the President, President Elect, Treasurer, Secretary, and Immediate Past President. The Executive Committee, during intervals between regular meetings of the Board of Directors, shall have and may exercise all of the authority of the Board of Directors except as shall be expressly limited by the Board of Directors from time to time. All actions of the Executive Committee shall be reported to the Board of Directors at its next regular meeting. The Executive Committee shall keep regular minutes of its proceedings and a copy thereof shall be mailed to each Member of the Board of Directors.

**H.** The Board of Directors may from time to time appoint such ex-officio members as it deems appropriate. Ex-officio members shall have no voting privileges.

#### ***IV. Officers***

**A. Election and Term.** The Board shall elect from among its elected-at-large Members the following officers, who shall thereby automatically be elected as Members of the Board for an ensuing term: a President Elect, a Treasurer, and a Secretary. The President Elect shall become the President at the conclusion of his/her term as President Elect. The President Elect, Treasurer and Secretary shall be elected by plurality vote each year for a term of one year by written ballot of the Board of Directors on or before October 1 of each year. The ballot shall provide that each board member may cast one vote for each office. All officers and members of the board shall be entitled to vote. Any tie vote shall be resolved by a coin toss or high card draw. Directors seeking to run for office shall submit a letter of candidacy to the Executive Director no later than August 15. Officers shall hold office for a term of one year, commencing January 1st immediately following their election, or until their successors are elected and qualified.

**B. Duties of Officers.**

1. *President.* The President shall be the chief executive officer of this Association. The President shall preside at all meetings of the Members and of the Board of Directors. The President shall appoint all standing Committees and shall be an ex-officio Member thereof. The President shall have such powers and duties as are customarily exercised by the President of an Association, including the right to vote on all matters before the Board of Directors and the Executive Committee.

2. *President Elect.* The President Elect shall perform the duties of the President at such times as the President is absent or unable to perform the same, together with such other and further duties, as may be from time to time assigned by the President or Board of Directors. Upon the occurrence of a vacancy in the office of President during the normal term of that office, the President Elect becomes President, and the President Elect position becomes vacant. The President Elect shall serve as Program Chairman of this Association and may appoint such persons to assist in this as deemed necessary.

3. *Treasurer.* The Treasurer shall oversee the collection of all dues and other receipts of this Association and shall oversee their disbursement at the direction of the Board of Directors. The Treasurer shall keep a record of all receipts and disbursements and shall make an accounting thereof when requested by the Board of Directors. The Treasurer shall perform such other duties as may be delegated by the Board of Directors.

4. *Secretary.* The Secretary shall oversee the taking and preservation of the minutes of all meetings of the Board of Directors and minutes of any meetings of the Members at which any business may be discussed or acted upon. The Secretary shall perform such other duties as may be delegated by the Board of Directors.

5. *Immediate Past President.* The Immediate Past President shall perform such duties as may be delegated by the President or the Board of Directors.

## **V. Divisions, Sections and Committees**

**A. Divisions.** The Board of Directors may, from time to time, create Divisions of this Association to consist of Members having some common interest other than substantive law practice. Membership in each Division shall be open to any Member who expresses an interest in joining such Division and who meets the qualifications for membership in such Division. The Board of Directors may create a Division at any time and shall consider the creation of a particular Division upon petition of any ten (10) Members of this Association. Immediately following the determination by the Board of Directors that a Division should be created, the President shall appoint no fewer than five (5) persons who are interested in the activities of the Division to prepare Division Bylaws or a Statement of Scope of Activities of the Division, or both, which shall include any limitations upon the membership of the division which may be determined desirable. The proposed Bylaws or Statement of Scope of Activities, including the restriction on memberships, shall then be presented to the Board of Directors which shall have the power to reject, amend, or approve all or any portion of the Bylaws or Statement. The Bylaws and Statement of Scope of Activities of any Division shall not be effective until approved by the Board of Directors. At the option of the Board of Directors or a Division, dues may be assessed to Division Members in such amounts as may be determined by the Board of Directors. The dues shall be collected by this Association. The Corporate Counsel Division, Paralegal Division, Public Lawyers Division and Young Lawyers Division, shall have voting rights on the Board of Directors. No other Divisions shall have voting rights on the Board of Directors.

**B. Sections.** The Board of Directors may from time to time create Sections of this Association to consist of Members having a common area of substantive law practice. Membership in each Section shall be open to any Member who expresses an interest in joining such Section and who meets the qualifications for membership in such Section. The Board of Directors may create a Section at any time and shall consider the creation of a particular Section upon petition of any ten (10)

Members of this Association. Immediately following the determination by the Board of Directors that a Section should be created, the President shall appoint no fewer than five (5) persons who are interested in the activities of the Section to prepare Section Bylaws or a Statement of Scope of Activities of the Section, or both, which shall include any limitations upon the membership of the Section which may be determined desirable. The proposed Bylaws or Statement of Scope of Activities, including the restriction on memberships shall then be presented to the Board of Directors, which shall have the power to reject, amend or approve all or any portion of the Bylaws or Statement. The Bylaws and Statement of Scope of Activities of any Section shall not be effective until approved by the Board of Directors. At the option of the Board of Directors or a Section, dues may assessed to Section Members in such amounts as may be determined by the Board of Directors. The dues shall be collected by this Association.

**C. Committees.** The Board of Directors or President, may create committees as deemed appropriate and shall establish, modify or amend the scope and purposes of such Committees or may eliminate the same.

**D. General.** No Division, Section or Committee or any individual Member thereof shall release any statement in the name of the association to the media, propose, support or oppose any legislation or rule of court, file any briefs amicus curiae or otherwise participate in any litigation, or otherwise take any public position on behalf of any Committee, Section or Division in the name of this Association on any issue without prior approval of the Board of Directors or its Executive Committee.

The scope of activity of any new or proposed Division, Section or Committee shall not be in any substantial conflict with the scope of activity of any existing Division, Section or Committee. In the event of conflict between any Division, Section or Committee with respect to the scope of their activity or any perceived overlapping scope, the Board of Directors shall adjudicate the conflict and determine the proper scope of activity of the Division, Section or Committee involved.

Each Division, Section or Committee shall submit, no less frequently than annually, a report to the Board of Directors which shall outline the activities of the Division, Section or Committee for the past year and the plan of the Division, Section or Committee for the ensuing year, together with such other information as the Division, Section or Committee deems appropriate.

## ***VI. Suspension and Removal***

**A. Members.** Any Member of this Association shall automatically lose membership in this Association by failure to maintain the requirements for the designated classification of membership or by failure to pay the dues or assessments of this Association within time limits set by the Board of Directors.

**B. Officers and Directors.** A Director or Officer may be removed from office by a vote of two-thirds of the remaining Members of the Board of Directors whenever in their judgment the best interests of this Association shall be served by such removal.

An elected-at-large-director or officer shall automatically be removed from office upon four (4) total absences from duly scheduled and noticed regular monthly meetings, within one calendar year.

## ***VII. Dues***

**A. Establishment of Dues** Dues shall be payable in advance and shall be in such amount and payable at such times as may from time to time be determined by the Board of Directors. The Board of Directors may establish different dues amounts for each category of Association membership.

**B. Waiver of Dues** The MCBA will waive the annual or periodic membership dues for those attorneys who are in good standing of the State Bar of Arizona and who devote fifty percent (50%) or more of their full-time practice to the provision of pro-bono services. Those attorneys who believe they qualify for such a waiver shall annually request the waiver in writing to the Executive Director.

The request shall outline the nature of the attorney's practice and the type and volume of pro-bono services provided; shall contain a representation that the attorney devotes fifty percent or more of his or her practice to the provision of pro-bono services; and shall be signed by the attorney.

### ***VIII. American Bar Association House of Delegates***

The delegate to represent the Association in the American Bar Association House of Delegates shall be elected by the Board of Directors from among the Members of the Association. The election shall be held no later than May of every even numbered year. The delegate shall serve for a term beginning immediately after adjournment of the annual meeting of the American Bar Association next after his or her election and ending with the adjournment of the annual meeting of the American Bar Association two years thereafter.

### ***IX. Amendments***

These Bylaws may be amended, altered or repealed by:

A. the Board of Directors at any regular or special meeting if, in the case of such special meeting only, notice of such amendment or repeal is contained in the notice or waiver of notice of such special meeting; or

B. the Members of this Association at any regular or special meeting called for such purpose if a petition setting forth the proposed amendment is signed by at least ten percent (10%) of the Members in good standing of this Association and is presented to the President or the Board of Directors.

## **Appendix A - Board of Directors Election Policies and Procedures**

(Added to the Bylaws May 20, 2010)

### **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.