

**AMENDED AND RESTATED BYLAWS
OF THE CORPORATE COUNSEL DIVISION OF THE
MARICOPA COUNTY BAR ASSOCIATION**

REVISED 06/2001

ARTICLE I. NAME.

This organization shall be known as the "Corporate Counsel Division of the Maricopa County Bar Association."

ARTICLE II. PURPOSES OF THE DIVISION.

- (a) To educated and inform the Division membership on legal and other topics of particular interest and concern to attorneys functioning in a business environment.
- (b) To assist the Division membership in the fulfillment of the requirements for Mandatory Continuing Legal Education in Arizona.
- (c) To provide an effective forum for the exchange of ideas, views and information common and/or unique to the business environment and business laws.
- (d) To explore methods and techniques to facilitate and improve the relationship and communication between corporate counsel, law firms, and business management.
- (e) To represent and foster in the legal community and the community-at-large the goals and objectives of corporate counsel of the county's business entities, and to seek and pursue collectively pursue solutions to common problems, which may include proposals and support for legislation and regulatory reform.
- (f) To facilitate social communication and professional relationships and camaraderie among the Division members.
- (g) ~~To stimulate and promote the participation of women attorneys and minority attorneys in their relationship among corporate counsel, law firms and business management.~~ encourage and support diversity in the legal profession and the judicial system. To support fair opportunities for attorneys and all persons regardless of their ethnic background, religion or gender.

ARTICLE III. MEMBERSHIP.

Section 1: **GENERAL MEMBERSHIP.** Any member of the Maricopa County Bar Association shall be eligible for membership in the Division if such member is employed ~~substantially full time~~ by a corporation or other business entity in its law department or in an executive, managerial or supervisory capacity, or is engaged, as the primary aspect of private practice, as counsel for one or more corporations or other business entities. The remaining sole prerequisite to membership shall be the payment of dues imposed on Division members for the current fiscal year pursuant to ARTICLE IV, Section 2 of these Bylaws. The foregoing qualifications notwithstanding, the Executive Board may from time to time by majority vote elect honorary members of the Division. General members shall have voting rights in the Division and shall, subject to ARTICLE X, Section 5 limitation, be eligible for nomination to the Executive Board or any office of the Executive Board.

Section 2: **ASSOCIATE MEMBERSHIP.** Any member of the Maricopa County Bar Association (other than as described in Section 1 of this Article) shall be eligible for an associate membership in the Division, provided that

such member makes written application to the President or the Secretary of the Division. Associate members will not have voting rights in the Division and will be ineligible for nomination to the Executive Board or any office of the Executive Board. ~~The sole remaining sole requisite on Division membership for the current fiscal year is pursuant to Article IV, Section 2, of these Bylaws.~~ The remaining sole prerequisite to associate membership shall be the payment of dues imposed on Division members for the current fiscal year pursuant to ARTICLE IV, Section 2 of these Bylaws.

ARTICLE IV. DUES.

Section 1: FISCAL YEAR. The fiscal year of the Division shall commence on January 1 and shall end on December 31. Division dues shall be payable in accordance with the Bylaws of the Maricopa County Bar Association, as established from time to time by the Board of Directors of the Maricopa County Bar Association.

Section 2: GENERAL & ASSOCIATE MEMBERSHIP. The dues for general members and associate members shall be an amount as determined by the Executive Board of the Division subject to approval by the Association's Board of Directors.

Section 3: NON-PAYMENT OF DUES. The name of any member who has failed to pay his or her annual dues to the Division by July 1 of the current fiscal year a date to be determined from time to time by the Executive Board of the Division shall be stricken from the its membership rolls of the Division; provided, however, such individual may be reinstated at any time during the fiscal year upon payment of the entire amount of annual dues.

ARTICLE V. OFFICERS.

The officers of the Division shall be elected in accordance with Article X and shall be as follows: President; President-Elect; Vice-President; Secretary; and, Treasurer.

ARTICLE VI. DUTIES OF OFFICERS.

Section 1: PRESIDENT. The President, as chief executive officer, shall preside at all meetings of the Division and of the Executive Board; shall serve as the liaison of the Executive Board to the various Division committees, or may appoint a representative to act in that capacity, subject to the approval of the Executive Board; shall serve as the liaison to other bar associations (including, but not limited to, the American Bar Association and the American Corporate Counsel Association); and shall have such other executive powers and perform such other executive duties as are consistent with these Bylaws and with the Articles and Bylaws of the Maricopa County Bar Association. The Division shall pay any dues required for the President to belong to such bar associations.

Section 2: PRESIDENT-ELECT. The President-Elect shall perform all the duties of the President during the latter's absence or inability to act, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties consistent with these Bylaws as from time-to-time may be prescribed by the President or by the Executive Board. The President-Elect shall assume the office of the President upon the expiration of the term of President. In addition, during any period when the President is an elected member of the Association's Board of Directors, the President-Elect shall represent the Division as a voting member of the Association's Board of Directors as provided in its Bylaws.

Section 3: VICE-PRESIDENT. The Vice-President shall have all of the powers and authority and shall perform all of the functions and duties of the President in the absence of the President and President-Elect, or their inability for any reason to exercise such powers and authority or to perform such functions and duties. The Vice-President shall also serve as the Program Chairperson and Division liaison to the MCLE Committee of the

Maricopa County Bar Association, or may appoint a representative to act in that capacity, subject to the approval of the Executive Board.

Section 4: **SECRETARY.** The Secretary shall be responsible for ~~giving notice of each meeting of the Division and Executive Board and any other correspondence, records or notices as deemed necessary by the Executive Board.~~ taking and maintaining minutes of meetings of the Executive Board of the Division and transmitting them to the members of the Executive Board for approval.

Section 5: **TREASURER.** The Treasurer shall be responsible for ~~maintaining accurate records of the members of the Division, for collecting the dues and other monies due and payable to the Division, and for making the necessary disbursements thereof, subject to such procedures as shall be prescribed by the Executive Board or by the Board of Directors of the Maricopa County Bar Association~~ monitoring the records of the Association with respect to the Division's financial affairs and making appropriate reports to the Executive Board and Division membership from time to time.

Section 6: **TERM.** The term of office of each of the officers shall commence on the first day of ~~July~~ January of each year and shall end on the last day of ~~June~~ of the succeeding year.

Section 7: **VACANCY.** Whenever any vacancy shall occur in any office by death, resignation, or otherwise, the same may be filled by the Executive Board by a majority vote at a special meeting called for such purpose.

Section 8: **REMOVAL.** Any officer may be removed by action of a majority of the members of the Executive Board.

ARTICLE VII . EXECUTIVE BOARD.

Section 1: **MEMBERSHIP.** There shall be an Executive Board, which shall consist of not less than six and not more than fifteen members, and shall include the officers of the Division and the Immediate Past President and the Member at Large. The President may designate the additional members of the Board who should be chairpersons of standing or special committees.

Section 2: **MEMBER AT LARGE.** The Member at large shall be elected in accordance with Article X, and shall serve as the liaison of the Executive Board to private practitioners.

Section 3: **TERM.** The term of office of each member of the Executive Board shall run concurrently with the term of office of the officers of the Division.

Section 4: **DUTIES.** The Executive Board shall supervise and direct the affairs and determine and establish the policies of the Division, subject to and in accordance with these Bylaws and the Articles and Bylaws of the Maricopa County Bar Association.

Section 5: **MEETINGS.** The Executive Board may act at a meeting duly called or by a poll of each member of the Executive Board. A majority of the Executive Board shall constitute a quorum to transact business. Meetings shall be called by the President or may be called by a majority of the Executive Board, and written notice of such meetings shall be given to the members of the Executive Board not less than two days prior to such meetings. A poll of the members of the Executive Board may be conducted by the President by telephone and/or by mail. Wherever written notice is required or permitted under these bylaws, with the exception of voting for officers and members of the Executive Board, the term "written notice" shall include notices transmitted electronically by e-mail or by facsimile transmission.

Section 6: **VACANCIES.** Any vacancy occurring on the Executive Board may be filled by the affirmative vote of a majority of the remaining Executive Board members. A person thus elected shall fill the unexpired term of his predecessor in office. Any position on the Executive Board to be filled by reason of increase in the number of members thereof may be filled by the Executive Board for a term of office continuing only until the

next regular election of officers. ~~Should any member of the Executive Board absent himself or herself unreasonably from three (3) consecutive meetings of the Board without sending a communication to the President or Secretary stating his or her reason, that Board member's seat on the Executive Board may be declared vacant and the Executive Board may forthwith proceed to fill the vacancy.~~

ARTICLE VIII . COMMITTEES.

Section 1: STANDING COMMITTEES. There shall be the following standing committees of the Division: Program Committee, ~~Directory Committee, Newsletter Committee, Community Services Committee, and Membership Committee, Standards and Practices Committee, and Laws and Legal Trends Committee.~~ The Executive Board shall have the power to designate other standing committees. Each standing committee shall have not less than one nor more than ten members, unless approved by the Executive Board. The standing committee chairpersons shall be selected by the President and approved by the Executive Board. The standing committee members shall be selected by the respective standing committee chairperson and approved by the President.

Section 2: SPECIAL COMMITTEES. The President shall have the power, without the need for Executive Board approval, to appoint such special committees as are deemed necessary for the purposes of furthering the objectives of the Division.

Section 3: TERM. The terms of the committee chairpersons and its members shall run concurrently with the term of office of the officers of the Division.

ARTICLE IX . MEETINGS OF MEMBERS.

Section 1: MEETINGS. The Division shall hold ~~at least one~~ regularly scheduled meetings of its members ~~during ten of the twelve months of each fiscal year of the Division~~ at such dates, times and places as may be determined by the Executive Board.

Section 2: ANNUAL MEETING. An annual meeting of the members shall be held once each year at any time during the month of ~~June~~ November, as determined by the Executive Board, for the purpose of ratifying the election of officers to serve for the ensuing year.

Section 3: SPECIAL MEETINGS. Special meetings of the members of the Division may be called by the President, by the Executive Board, or by petition signed by 50 or more members, excluding the officers of the Division.

Section 4: NOTICES. Notices of the time, place and purpose of all meetings shall be given to all members of the Division at least five days prior thereto.

Section 5: QUORUM. Fifteen members shall constitute a quorum for the transaction of business at any meeting of Division.

Section 6: PROCEDURE. All meetings of the Division shall be conducted in accordance with rules of order established by the President.

ARTICLE X . ELECTIONS.

Section 1: TIME. The Division shall conduct the election of officers each year during the month of ~~May~~ October by written ballot mailed to all members in good standing as of ~~May~~ October 1.

Section 2. NOMINATING COMMITTEE: There shall be a Nominating Committee of three or more persons chosen by the President of the dDivision from active members in good standing of the Division. The Nominating Committee shall be selected in ~~March~~ May of each year. The Nominating Committee shall nominate one or more members of the dDivision for each of the offices of President-Elect, Vice-President, Secretary, Treasurer, and

Member at large. The written report of the Nominating Committee stating the names of the persons so nominated shall be forwarded to the President of the Division in time to notify the members of the Division of the nominations at the regular meeting held in ~~April~~ September.

Section 3: **ADDITIONAL NOMINATIONS.** Additional nominations for any office may be made from the floor at the ~~April~~ September regular meeting.

Section 4: **ONE CANDIDATE FOR EACH OFFICE.** If the Nominating Committee nominates only one candidate for ~~any~~ any position, and if no one is nominated for such position in accordance with Section 3 of this Article, then that candidate as nominated will be deemed unanimously elected and the results shall be reported in writing to the members of the Division.

Section 5: **SPECIAL LIMITATION FOR MEMBER AT LARGE.** Only the members of the Division who are engaged, as the primary aspect of a private law practice, as counsel for one or more corporations or other business entities may be considered as a candidate for Member at Large. Those members of the Division as described in the previous sentence may not be considered as a candidate for any other office of the ~~d~~Division, nor may such members fill any vacancy for any other office of the Division.

Section 6: **BALLOTS.** Except as provided in Section 4, a ballot containing the names of the nominees for each office with a blank write-in space after each office, shall be mailed to each member of the Division entitled to vote not later than ~~May~~ October 15 each year. The ballots shall be in such form and shall contain such instructions as may be prescribed by the Executive Board. Each member shall be entitled to vote for a nominee or other member of the Division for each office to be filled at the election.

Section 7: **VOTING.** Ballots must be received at the Maricopa county Bar Association office in accordance with the instructions written or furnished with the ballots not later than ~~June~~ November 15, at which time the voting shall cease and the polls shall close.

Section 8: **COUNTING.** Immediately upon the close of the balloting, the votes shall be canvassed and counted by the Maricopa County Bar Association staff in accordance with standard procedure, and the results shall be reported to the Executive Board of the Division and to the members of the Division at the annual meeting in ~~June~~ November for ratification.

Section 9: **VOTES TO ELECT.** A plurality of votes cast shall elect. In case two or more candidates for one office shall receive an equal number of votes, a ballot shall be taken at the first regular monthly meeting thereafter between such candidates.

ARTICLE XI . AMENDMENTS TO BYLAWS.

These bylaws may be amended by the Executive Board by a two-thirds vote of the members present at a meeting duly called at which a quorum is present or by a two-thirds vote of the members of the Executive Board polled pursuant to the provisions of ARTICLE VII, Section 4, of these Bylaws. Alternatively, these Bylaws may be amended by a two-thirds vote of the general membership of the Division at a special meeting called for such purpose, if a petition signed by at least 10 members, excluding officers, is presented to the President or Executive Board setting forth the proposed amendment.