

**EIGHTH RESTATED BYLAWS  
SCOTTSDALE BAR ASSOCIATION**

Pursuant to Articles of Incorporation of the Scottsdale Bar Association, the Bylaws are amended and restated, superseding all Bylaws as amended, as follows:

1.0 MEMBERSHIP

- 1.1 ATTORNEY MEMBERS. Any active member in good standing of the State Bar of Arizona is eligible to be an Attorney Member of the Association. Attorney Members may be Voting Attorney Members or Non-Voting Attorney Members.
- 1.2 VOTING ATTORNEY MEMBERS. Voting Attorney Membership in the Association is available to any individual who meets one of the following criteria: (i) maintains an office for the active practice of law in the City of Scottsdale, the Town of Paradise Valley, the Town of Cave Creek, the Town of Carefree, or the Town of Fountain Hills, Arizona, or on the reservation of the Salt River Pima Maricopa or Fort McDowell Indian Communities; (ii) is a member of the judiciary of any such municipality or Indian Community; (iii) is in-house counsel for an organization whose office is located in any such municipality or Indian Community; (iv) is an employee of any government agency whose office is located in any such municipality or Indian Community; or (v) is a dean or faculty member of an American Bar Association accredited law school located in Maricopa County, Arizona. Voting Attorney Members shall be eligible to vote on any matter before the Association, to hold any office of the Association, and to serve on any committee formed by the Board of Directors.
- 1.3 NON-VOTING ATTORNEY MEMBERS. Any Attorney Member who does not meet the criteria for a Voting Attorney Member of the Association shall be a Non-Voting Attorney Member. Non-Voting Attorney Members of the Association are not eligible to vote on any matter before the Association or to hold any office of the Association. Non-Voting Attorney Members shall be eligible to serve on any committee formed by the Board of Directors.
- 1.4 ASSOCIATE MEMBERS. Associate Membership is available to any individual who is not eligible for Attorney Membership and who meets one of the following criteria: (i) any person who has been admitted to the practice of law before any federal court, or court of record in any of the states, commonwealths, territories or possessions of the United States, or in the District of Columbia, and who is not currently under suspension or disbarment in any

jurisdiction; (ii) if not admitted to the practice of law as set forth in the preceding subsection, any person who is a graduate of an American Bar Association accredited law school; (iii) any Justice of the Peace sitting within the City of Scottsdale, Arizona; (iii) any Judge in good standing of the Tribal Court of either the Salt River Pima Maricopa or Fort McDowell Indian Communities; or (iv) any inactive or retired member of the State Bar of Arizona. Associate Members are not eligible to vote on any matter before the Association or to hold any office of the Association. Associate Members shall be eligible to serve on any committee formed by the Board of Directors.

1.5 STUDENT MEMBERS. Any law student in good standing at any American Bar Association accredited law school located in Maricopa County, Arizona shall be eligible to be a Student Member. Student Members are not eligible to vote on any matter before the Association or to hold any office of the Association. Student Members shall be eligible to serve on any committee formed by the Board of Directors.

1.6 APPLICATION. Application for membership shall be made in writing on an application form provided by the Association. "Application form" includes internet forms and forms used by other Bar Associations approved by the Board of Directors. An applicant for membership will be conditionally accepted for membership in the Association upon submission of an application form and the appropriate dues payment to the Association. Applications shall then be considered and voted upon by the Board of Directors at a Regular Board Meeting. Approval of an application for membership shall be by majority vote of the Board of Directors. If the Board of Directors does not approve the application, the applicant's information will be removed from the Association's membership rolls and an appropriate refund or adjustment of any dues or other payments will be provided to the applicant. An application will not be deemed complete until such time as the application is considered and voted on by the Board of Directors.

## 2.0 DUES

2.1 Membership shall be conditioned on the payment of annual or periodic dues as may be fixed by the Board of Directors from time to time.

2.2 Dues shall be payable in advance and shall be in such amount and payable at such times as may be from time to time determined by the Board of Directors.

### 3.0 MEETINGS OF THE MEMBERSHIP

- 3.1 ANNUAL MEETINGS. An Annual Meeting of Voting Attorney Members of the Association shall be held on the second Tuesday in March of each year, at such time and place as shall be fixed by the Board of Directors. The Board may adjust the date of the Annual Meeting if the Annual Meeting location is not available. Notice of the Annual Meeting shall be given to the members by mail, facsimile or electronic mail, addressed or directed to their usual business address, residence address, facsimile number or electronic mail address, not less than seven (7) days prior to the meeting.
- 3.2 SPECIAL MEETINGS. Special Meetings of members of the Association may be called, and time and place for such meetings set, by the President of the Association or by a majority vote of the Board of Directors. A Special Meeting shall be called by the Board of Directors upon written request of not fewer than ten (10) Voting Attorney Members of the Association. Such meeting shall be held not more than fifteen (15) calendar days from the date of the call for such meeting. Notice shall be given to the members by mail, facsimile or electronic mail, addressed or directed to their usual business address, residence address, facsimile number or electronic mail address, not less than seven (7) calendar days prior to the meeting.
- 3.3 REGULAR MEETINGS. Regular Meetings of members of the Association shall be held in Scottsdale, Arizona, at Noon on the second Tuesday of each month, except the month of August, at such places as may be fixed from time to time by the Board of Directors. The Board may adjust the dates of Regular Meetings if the Regular Meeting location is not available. Members shall be notified of the time, place and program of each Regular Meeting by mail, facsimile or electronic mail, addressed or directed to their usual business address, residence address, facsimile number or electronic mail address, not less than five (5) days prior to the meeting.
- 3.4 QUORUM. At all meetings, fifteen percent (15%) of the Voting Attorney Members, whose dues are current, as of the last day of the month preceding the meeting of the membership, shall constitute a quorum for the transaction of any business that may properly be brought before the meeting.

Completed Absentee Ballots, approved and provided by the Board of Directors as set forth in Article 3.8 of these Bylaws, shall count towards establishing a quorum.

Any meeting, with or without a quorum, may be adjourned from time to time by the members without notice other than by announcement at the meeting. The latest edition of Robert's Rules of Order shall govern the proceedings.

- 3.5 CONTROLLING VOTE. Actions of the Association, other than election of Directors, shall be by a majority vote of the Voting Attorney Members who are present at the time of the vote or cast an Absentee Ballot.
- 3.6 AGENDA. The President shall prepare an agenda for the Annual Meeting, to be presented to the Board of Directors at the last regularly scheduled Board Meeting preceding the Annual Meeting of the Association. Among the matters of business may be the election of Directors and any other matter as determined by the Board of Directors.
- 3.7 MAIL VOTING. The Board of Directors may direct that any matter, including election of Directors, may be submitted to the Voting Attorney Members for vote by mail or by such other means as may be approved by the Board.
- 3.8 ABSENTEE BALLOTS. For any business coming before the membership at any meeting, the Board of Directors, at its discretion, may approve and prepare Absentee Ballots for all matters requiring a vote of the Voting Attorney Members. If approved, Absentee Ballots shall be circulated to the Voting Attorney Members with the notice of the meeting at which such vote shall be conducted. In the event that Absentee Ballots are provided for any matter requiring a vote, the majority of ballots cast, including Absentee Ballots, shall control.

#### 4.0 BOARD OF DIRECTORS

- 4.1 NUMBER. The management of all the business and affairs of the Association shall be conducted by the Board of Directors, consisting of not more than fifteen (15) Voting Attorney Members of the Association, not including ex officio Voting Attorney Members as defined herein, to be determined by majority vote of the Board of Directors. The Immediate Past President of the Association shall not count towards the maximum number of Directors unless he or she is serving the balance of an elected term. Any past president of the Association who is a Voting Attorney Member of the Association, who provides written notice to the President of his or her intent to be a member of the Board of Directors by April 1 of a particular year, shall be considered an ex officio voting member of the Board of Directors for that year, and

shall not be considered for the purpose of calculating the number of Directors of the Board of Directors for that year, and shall not count for quorum purposes at any Board of Directors meeting.

The number of Directors may be changed from time to time, by amendment to these Bylaws, by two-thirds (2/3) vote of the Board.

4.2 ELIGIBILITY. Any Voting Attorney Member in good standing shall be eligible to be a Director.

4.3 ELECTION AND TERM OF OFFICE. Directors shall be elected by secret ballot of the Voting Attorney Members of the Association for a term of three (3) years each. The term of each Director shall begin as of April 1 of the year in which the Director is elected.

No more than one-half (1/2) of the total Directors shall be elected at each Annual Meeting of the Association. The term for initial election or appointment to any newly created Directorship shall be determined by the Board consistent with these Bylaws.

In all cases, Directors shall continue to serve until their successors shall be elected and shall qualify, unless the Director submits a written resignation to the President.

The term of office of a Director appointed by the Board of Directors is governed by Section 4.9 of these Bylaws.

4.4 ELECTION COORDINATOR. The President shall appoint, annually, an Elections Coordinator from among the Directors. Such Elections Coordinator shall be responsible for producing notices of all elections, tracking terms of Directors, keeping the Board informed of actual and impending vacancies, and chairing any nominating committee for candidates for Director.

4.5 NOMINATION OF DIRECTOR CANDIDATES. The President may appoint any three (3) members of the Association to be a Nominating Committee. If appointed, the committee, through the Elections Coordinator, will report names, biographical information and statements of interest of potential Director candidates to the Board of Directors at the regular Board Meeting immediately preceding the Annual Meeting of the Association, or via electronic mail no later than seven (7) days prior to the Annual Meeting.

If no Nominating Committee is appointed, nominees shall submit their names, biographical information and statements of interest to the Board of Directors and/or the Association's Administrator.

The names and biographical information of nominees shall be posted to the association's website. No nomination will be accepted unless such person has first authorized his/her name to be submitted in nomination.

- 4.6 QUORUM. A majority of all members of the Board then serving, excluding ex officio members as set forth in Section 4.1, shall constitute a quorum for the conduct of business.
- 4.7 MEETINGS. The Board of Directors shall meet at Regular Board Meetings at such times and places as it may from time to time determine. Special Board Meetings may be called at any time by the President, and shall be called upon written request of three (3) or more Directors. The President may give notice of the time and place of all Regular Board Meetings of the Board for the year via electronic mail at the beginning of the President's term. Notice may be by personal delivery, mail, facsimile, electronic mail, telephone or personal contact. Notice may be waived by any Director, in writing, or by attendance at such meeting.
- 4.8 PROXIES. Members of the Board may vote at Regular and Special Board Meetings by way of written proxy, stating the name of the Board member to whom the proxy is given, filed with the Secretary before the meeting at which the proxy is to be used. The proxy must unconditionally grant the Board member who is present at the meeting the right to cast the absent Board member's vote on any issue to come before the Board at the meeting. Any such proxy shall be effective only for the meeting date specified on the proxy.
- 4.9 VACANCIES ON THE BOARD OF DIRECTORS. Any vacancy on the Board of Directors may be filled by a majority vote of the current Directors, even if less than a quorum. In the event that a term is vacant due to resignation, the Board may appoint a Director to serve the unexpired portion of the preceding Director's term. However, in all cases, the Board may adjust the expiration dates of terms of Directors appointed to vacant positions, in order to balance the number of Directorships up for election in any one year.
- 4.10 CLOSED MEETINGS. The Board of Directors, after voting to do so, shall have the power to close any meeting to non-board members.

## 5.0 OFFICERS

- 5.1 NUMBER. The Officers of the Association shall be President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors shall determine to be necessary.
- 5.2 ELIGIBILITY AND NOMINATION. Officers shall be elected from among the current Directors. In considering candidates for office, the Board shall be free to consider individuals without regard to another office previously held by an individual. In no event shall any Officer hold the same office for more than two consecutive terms.
- 5.3 ELECTION AND TERM. The Board of Directors shall elect officers by voice vote, at its first meeting following the Annual Meeting of the Association. Officers shall serve for a term of one year commencing April 1 following their election. If, at the close of any term of office, a successor has not been elected, then the term shall automatically be extended until a successor shall have been elected and duly qualified.
- 5.4 DUTIES OF OFFICERS.
- 5.4.1 The PRESIDENT shall be the executive head of the Association; shall preside at all meetings of the members and of the Board of Directors; shall appoint all standing committees and be an ex-officio member thereof; shall appoint the Election Coordinator and members of the nominating committee, if any; and shall have such powers and duties as are customarily exercised by the president of an association.
- 5.4.2 The VICE PRESIDENT 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 duties as may from time to time be assigned by the President or Board of Directors.
- 5.4.3 The SECRETARY shall keep and preserve 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; shall be the custodian of all of the records of the Association, other than its books of account; and shall perform such other duties as may from time to time be assigned by the President or Board of Directors.
- 5.4.4 The TREASURER, in conjunction with any Administrator and any Bookkeeper approved by the Board of Directors,

shall be responsible for the following: (i) collection of all dues and other receipts of the Association; (ii) disbursement funds at the direction of the Board of Directors; (iii) records of all receipts and disbursements; (iv) advising the Officers and Directors as to the financial impact of any proposed action by the Association which, in his judgment, would have a significant impact on the financial condition of the Association; (v) submission of a report on the Association's financial affairs to the members at the Annual Meeting; and (vi) preparation of an annual budget when requested by the Board of Directors. The Treasurer shall perform such other duties as may from time to time be assigned by the President or the Board of Directors. Only the Treasurer and/or President shall be authorized to sign checks on behalf of the Association. The Board shall have the authority to order the Treasurer to furnish a fidelity bond in such amount as the Board may direct, conditioned upon the faithful performance of the Treasurer's duties. The premium on the bond shall be paid by the Association.

- 5.5 VACANCIES. Any vacancy in any office of the Association shall be filled for the unexpired portion of the term of such office by a majority vote of the Board of Directors.

## 6.0 COMMITTEES

- 6.1 There shall be an Executive Committee of the Board of Directors, which shall consist of the Officers and the Immediate Past President. The Executive Committee shall have the power to act by a vote of a majority of its members in circumstances in which it is impossible or impractical to call a full meeting of the Board of Directors, but in no event shall the Executive Committee have the authority to (i) replace Officers or members of the Board of Directors; (ii) amend these By-Laws; or (iii) undertake any other such matters as may be determined from time to time by the Board of Directors.
- 6.2 The President shall appoint such standing committees and other committees as the Board of Directors from time to time may determine. Committees shall be composed of such number of members as may be determined by the President and shall serve at his/her pleasure. A majority of the membership of any committee shall constitute a quorum and matters before such committee shall be determined by majority vote. Committees shall submit an annual written or oral report to the Board. Committee membership shall begin on April 1 of each year.



7.0 ATTENDANCE

- 7.1 Three absences in an elected year by any member of the Board of Directors may be grounds for removal by a majority vote of the members of the Board of Directors. Any vacancy so created shall be filled by the Board of Directors as provided in Section 5.5 or Section 4.9 as appropriate.

8.0 CHANGES IN MEMBERSHIP STATUS

- 8.1 FAILURE TO PAY DUES. Any member failing to pay annual dues after they become due shall cease to be a member of the Association. Such member will be reinstated upon payment of annual dues.
- 8.2 TERMINATION OF VOTING ATTORNEY MEMBERSHIP. Membership shall terminate for any Voting Attorney Member who is disbarred or suspended by the State Bar of Arizona. If a member otherwise ceases to qualify for Voting Attorney Membership, such member shall have his/her membership converted to Non-Voting Attorney Membership or Associate Membership, if he/she so qualifies, without payment of additional dues for that fiscal year.
- 8.3 TERMINATION OF NON-VOTING ATTORNEY MEMBERSHIP. Membership shall terminate for any Non-Voting Attorney Member who is disbarred or suspended by the State Bar of Arizona. If a member otherwise ceases to qualify for Non-Voting Attorney Membership, such member shall have his/her membership converted to Associate Membership, if he/she qualifies, without payment of additional dues for that fiscal year.
- 8.4 TERMINATION OF ASSOCIATE MEMBERSHIP. Membership shall terminate for any Associate Member who has been licensed to practice law in any jurisdiction in the United States other than the State of Arizona, who is disbarred or suspended from the practice of law in any jurisdiction during such membership. Any Associate Member who becomes qualified for Voting Attorney Membership or Non-Voting Attorney Membership shall have his/her membership converted to the appropriate membership category, without payment of additional dues for that fiscal year.
- 8.5 TERMINATION OF STUDENT MEMBERSHIP. Membership shall terminate for any law student who ceases to be a student in good standing at any American Bar Association accredited law school located in Maricopa County, Arizona. Any student who become qualified for Voting Attorney, Non-Voting Attorney, or Associate Membership may have his/her membership converted to

the appropriate membership category, without payment of additional dues for that fiscal year.

8.6 SUSPENSION OR EXPULSION OF MEMBER. Any member of the Association may be suspended or expelled from membership by vote of two-thirds (2/3) of the Board of Directors, for any of the following reasons:

8.6.1 For any material misrepresentation contained in the member's application for membership in the Association;

8.6.2 For conviction of a felony or a misdemeanor involving moral turpitude, in which case the record of conviction is conclusive;

8.6.3 For any other conduct which brings discredit upon the Association or legal profession.

Any member whose suspension or expulsion will be voted upon shall be given ten (10) days written notice of the pending action. Notice will state the reason for such action, and of the time and place of the Board of Directors' meeting at which such action will be considered. Such member shall be given opportunity to appear and be heard at such meeting.

8.7 In the event of change in membership status, in no event shall the Association be liable to refund any portion of dues paid for a membership year.

8.8 REMOVAL OF OFFICERS AND DIRECTORS. In the event of Director misconduct, or negligent of the duties of his/her office, the Board of Directors may, by two-thirds (2/3) vote, declare such office to be vacant.

#### 9.0 INDEMNIFICATION

The Association shall purchase and maintain a policy or policies of Directors and Officers Liability Insurance, with limits of liability to be determined by the Board of Directors, insuring a Director against any liability asserted against or incurred by him or her while performing services for the Association within the course and scope of his or her capacity as a Director. The Association shall indemnify the Director to the extent necessary to meet deductible amount requirements under such liability policy or policies.


#### 10.0 AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority of the Board of Directors present at any Regular or Special Board Meeting when the call of such Special Board

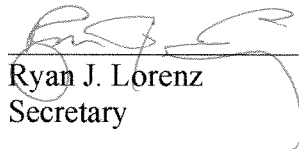
Meeting gives notice of the proposed amendment. Any such amendment shall be effective upon adoption by the Board of Directors and shall remain in effect unless vetoed or revised by the Voting Attorney Members of the Association, as provided in the Articles of Incorporation of the Association, or subsequently amended by the Board of Directors.

These Seventh Restated Bylaws of the Scottsdale Bar Association were approved by the Board of Directors at its Regular Meeting of April 16, 2014.

DATED: April 16, 2014.

  
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Monica Lindstrom  
President

Attest:

  
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Ryan J. Lorenz  
Secretary