

1 Lisa M. Panahi, Bar No. 023421
2 Senior Ethics Counsel
3 John A. Furlong, Bar No. 018356
4 General Counsel
5 State Bar of Arizona
6 4201 N. 24th Street, Suite 100
7 Phoenix, AZ 85016-6288
8 (602) 340-7236
9 John.Furlong@staff.azbar.org

10 **IN THE SUPREME COURT**
11 **STATE OF ARIZONA**

12 In the Matter of:

13 Supreme Court No. R-16-0013

14 **PETITION TO AMEND RULE 32**
15 **OF THE RULES OF THE**
16 **SUPREME COURT OF ARIZONA,**

17 **COMMENT OF**
18 **THE STATE BAR OF ARIZONA**

19 Pursuant to Rule 28(D) of the Arizona Rules of Supreme Court, the State Bar
20 of Arizona (the “State Bar”) hereby submits its Comment to the above-captioned
21 Petition and respectfully requests that the Court adopt the amendments to Rule 32 of
22 the Rules of the Supreme Court, as reflected in the Appendix to this Comment.
23

24 The Petition proposes to amend Rule 32 to modify the current mission and
25 governance structure of the State Bar. The Petition evolved from Petitioner’s role as
chair of the Supreme Court’s Task Force on the Review of the Role and Governance
Structure of the State Bar of Arizona (hereinafter the “Task Force”).¹ On September
1, 2015, nearly a year after the establishment of the Task Force, the Task Force

¹ The Task Force, as ordered by Supreme Court Administrative Order number 2014-79, was established to review the role and governance of the State Bar.

1 submitted its final report to the Court, entitled Report of the Task Force on the
2 Review of the Role and Governance Structure of the State Bar of Arizona (the
3 “Report”) and made such report readily accessible to interested stakeholders for
4 comment. The State Bar’s Board of Governors (hereinafter, the “Board”)
5 participated in the Task Force’s comment process.²

6 As noted in the Petition, the Report set forth three recommendations of which
7 the Task Force, the State Bar, and commentators were in alignment. (See Page 4 of
8 Petition). The Report also contained a more controversial recommendation to
9 significantly reduce the size of the Board, setting forth three proposed alternative
10 compositions for this smaller board: “Option X,” “Option Y,” and “Option Z.” In
11 response to the Report, the State Bar, through its Board of Governors’ letter to Chief
12 Justice Bales on November 11, 2015, specifically opposed the reduction in Board
13 size, while agreeing on the recommendations described in the Petition as “areas of
14 general agreement.” The Board’s letter also proposed an alternative composition and
15 structure, described in the Petition as the “Board of Governors Proposal.” (See pages
16 10-11 of Petition). The “Board of Governors Proposal” is discussed in more detail
17 below.

18 **I. Areas of general agreement.**

19 The State Bar supports the recommendations made by Petitioner in Part III:
20 Areas of general agreement, paragraphs a-c, of the Petition. (Pages 4-5 of the
21 Petition). The State Bar also supports the proposed revision to Rule 32(c)(6),
22 allowing full-time tribal court judges to have judicial member status. (See page 11
23 of the Petition).

24
25 ² Letter from Geoffrey M. Trachtenberg, President of the State Bar Board of Governors,
to Chief Justice Bales, dated November 11, 2015.

1 **II. The governance of the Board.**

2 Pages 5-6 of the Petition set forth nine bullet-point recommendations
3 addressing the governance of the State Bar, exclusive of the size and composition
4 considerations (which are later addressed in the Petition and more fully discussed
5 below). The State Bar supports the first six bullet-point recommendations and need
6 not comment further on them. The State Bar responds to the last three bullet-points
7 as follows:

8 **a. There should be four officer positions, rather than the three**
9 **proposed by Petitioner.**

10 The current Board consists of five officers: a president, president-elect,
11 secretary-treasurer, and two vice presidents. Petitioner recommends reducing officer
12 positions from five to three, eliminating the current two vice president positions.

13 The Petition and Report acknowledge that the president, president-elect, and
14 secretary-treasurer positions are “essential offices,” but characterize the vice
15 president positions as unessential.

16 Pursuant to Section 8.02(C)-(D) of the State Bar’s Bylaws, the vice presidents
17 have well-defined duties. The first vice president serves as support to the president
18 and shall perform the duties assigned by the president; the second vice president
19 serves as a member of the Strategic Planning Committee, an ex-officio member of
20 the CLE Committee, and as support to the president. The vice presidents also serve
21 as members of the Scope and Operations Committee, the equivalent of an executive
22 committee to the Board.

23 The vice president position prepares the officer for the succession track to the
24 office of president. Pursuant to Section 8.03 of the State Bar’s Bylaws, during the
25 annual Board meeting the first-vice president automatically succeeds to the office of
president-elect. The president-elect then assumes the office of president the

1 following year. The vice-presidential terms and their respective duties give the
2 Board officers the necessary experience to move up the succession ladder to
3 president-elect, and eventually, to the office of president.

4 Finally, and perhaps most importantly, the officers of the Bar serve on its
5 Scope and Operations Committee (a form of Executive Committee) and thereby
6 consider many issues of import to the greater Board of Directors. Pursuant to 8.05
7 (A) of the State Bar's Bylaws, The Scope and Operations Committee may convene
8 in advance of the regular Board meeting to consider making recommendations to the
9 full Board and **shall have the authority to act on behalf of the Board between**
10 **meetings of the full Board.** Especially when considering the power that would be
11 vested in three persons to act on behalf of the entire Board, diversity of viewpoints-
12 -including those arising from geographic, practice size and nature and personal
13 diversity differences--are crucial. Eliminating two officers unduly restricts open
14 discussion and consideration of issues that come before the Committee.

15 In lieu of eliminating both vice president officer positions completely, the
16 State Bar recommends combining the positions of first vice president and second
17 vice president into one vice-president officer position, with this single vice president
18 assuming the current duties of both the first and second vice presidents. This
19 recommendation would preserve the functions currently delegated to the two vice
20 presidents, provide for the necessary experience and training to be the president,
21 enhance diversity among the State Bar's Scope and Operations Committee and
22 maintain the officer-succession process set forth in Section 8.03 of the Bylaws.

23 **b. Officers should not be limited to one, one-year term.**

24 Officers currently serve a one-year term and are not term limited. The Petition
25 recommends that each office only be held for the one-year term and that no member
be allowed to be reelected to a second term for any office that the member has held

1 during nine or fewer years of consecutive board service (which is the maximum
2 number of years a member could consecutively serve on the Board under Petitioner's
3 proposed term limits for service on the Board).

4 The State Bar opposes this recommendation, as it would deprive the Board of
5 the opportunity to allow a well-qualified officer, with the desire to serve and with
6 the support of the Board, the ability to serve a second term. Neither the Petition nor
7 the Report provide a detailed explanation in support of the one-term limit. The
8 Report does, however, note that in the more than 80 years the State Bar has been in
9 existence, no State Bar president has served more than one term. (See paragraph 2,
10 page 24 of the Report). While the necessity for an officer to serve a second term
11 appears unlikely, it is not entirely unforeseeable.³ The office term limit
12 recommendation appears to be a solution in search of a non-existent problem. It also
13 would eliminate the option to allow a past officer to fill a partial term. As such, the
14 State Bar does not support this recommendation.

- 15 **c. An immediate past president who has time remaining on his or**
16 **her elected term should be allowed to continue to serve as a**
17 **voting member on the Board for the remainder of his or her**
18 **term.**

19
20 ³ Section 8.03 of the Bylaws sets forth the ascension of the president-elect to the office
21 of president and the first-vice president to the office of president-elect at the first annual
22 meeting of the Board. If for example, the incumbent president-elect takes a judicial seat
23 shortly after his/her ascension to the office of president-elect, it is foreseeable that the
24 first-vice president may ascend early to the president-elect position to fill the remainder
25 of the incumbent president-elect's term, after the incumbent's departure to the bench.
It is also foreseeable, under this circumstance, that this new president-elect may serve
a second term (the first partial-term to replace the departed president-elect, then a
second full-term that the officer would have served under the normal ascension
progression).

1 The Petition proposes that the immediate past president become an “advisor”
2 to the Board for a period of one (1) year following the presidency. The Board advisor
3 would have no vote at board meetings, and would replace the current ex-officio
4 status for the immediate past president set forth in Section 8.02 of the Bylaws. The
5 Report of the Task Force states conclusively that the immediate past president should
6 not be referred to as a board member because the immediate past president does not
7 vote. (See paragraph 4, pg. 20 of the Report).

8 Under normal circumstances of a President having exhausted their elected
9 term as they ascended through the chairs, this provision is consistent with current
10 practice. However, the proposed revision overlooks the last sentence of Section
11 8.02(A) of the Bylaws, which reads: “The immediate past President shall be an ex-
12 officio member of the Board of Governors for one (1) year and shall have such duties
13 as may be assigned to him or her by the President and the Board, but shall have no
14 vote *unless he or she is serving as an elected member of the Board.*” (Emphasis
15 added.)

16 A non-term-limited, elected immediate past president, entitled to vote under
17 Section 8.02(A) of the Bylaws, should not lose this right by way of Petitioner’s
18 proposed amendment to Rule 32(e). As such, the State Bar requests that the Court
19 incorporate the language provided in the Section 8.02(A) of the Bylaws to the
20 amended Rule 32(e), as reflected in the appendix to this Comment.

21 **III. Maintaining a larger board is necessary to carry out the essential**
22 **Board functions, to be a member representative Board, and to meet**
23 **diversity objectives.**

24 Petitioner’s Task Force fully vetted several proposed alternative Board
25 composition structures and the State Bar commends this Task Force’s thorough and
comprehensive analysis of alternative Board composition considerations. Petitioner

1 eliminated all but the Board's proposal and Option Z as the two Board composition
2 alternatives for this Court to consider. Option Z proposes to drastically reduce the
3 Board from the current 26 voting members to 18 voting members. The State Bar
4 supports maintaining a larger Board size, and thus requests this Court to adopt the
5 Board's version of the proposed amended Rule 32(e).

6 **a. The current Board size meets the governance needs of the State**
7 **Bar.**

8 A larger Board is needed to carry on the responsibilities assigned to Board
9 members. In addition to the routine operations of preparing for and attending Board
10 meetings, each Board member serves on one of the seven standing Board committees
11 and are called upon to serve various task force assignments.⁴ Each Board member
12 also serves as a liaison to one of the State Bar's 28 sections. The Board considers all
13 court rule change proposals submitted by State Bar sections, committees, and other
14 constituents. On average, 20-30 rule change petitions are considered each year by
15 the Board's Rules Committee; the Rules Committee then makes recommendations
16 to the Board on whether or not to support, oppose, or take no action on these
17 petitions. This Court has historically relied on the State Bar's input for pending rule
18 revisions to the Recommended Arizona Jury Instructions (RAJIs). Under the current
19 Supreme Court Rules, the Court does not consider proposed RAJI revisions. Because
20 the Board's consideration is the final step in the process before proposed RAJI
21 revisions become adopted, it is important that the Board-committees tasked with

22
23 ⁴ The following are the current 2015-2016 Standing Board Committees and Task
24 Forces: Diversity and Inclusion Committee, Fiduciary Retirement Committee, Finance
25 and Audit Committee, Human Resources Committee, Program Review Committee,
Rules Committee, Strategic Planning Committee, Antitrust Issues Task Force, and
Governance Report Study Group.

1 considering these proposed revisions be comprised of attorney-Board members with
2 the requisite legal experience to consider the implications of such recommendations.
3 A reduction in Board size would reduce the capacity of members to perform the
4 breadth of governance duties. In comparison to similarly situated bar associations,
5 Arizona's current board size is significantly smaller than the average mean.⁵ The
6 Board has the capacity to effectively and efficiently govern the State Bar at the
7 Board's current size; a reduction in Board membership is not warranted. As noted in
8 the Petition, no crisis or event prompted review of the current Board structure. Under
9 the current Board size, the State Bar continues to be a nationally respected
10 organization.

11 **b. Reducing the number of elected members will decrease State**
12 **Bar members' voice at the Bar.**

13 Elected governors reflect the voice of the State Bar members, who vote and
14 elect their respective governor(s) to represent their interests on the Board. Proposed
15 Option Z would reduce the number of elected members from the current 19 elected
16 members to 11 elected members. The election process is important to the democracy
17 by which State Bar members select their chosen representation on the Board. If
18 members feel that their respective governor(s) is not performing satisfactorily, they
19 are empowered to vote for another candidate at the next election.

20 Additionally, the current elected Board structure promotes the objective of
21 providing State Bar members with the privilege of self-regulation. By having a

22 ⁵ See the American Bar Association's Report entitled "2013 State and Local Bar
23 Membership, Administration & Finance Survey," noting comparably populated
24 integrated bar board sizes including Georgia (160 board members), Virginia (79 board
25 members), North Carolina (67 board members) and Wisconsin (52 board members).
The average board size of the nine integrated bars with a membership between 20,000
and 50,000, which includes Arizona, is 56.

1 larger, representative Board, State Bar members have a greater voice in the
2 governance affairs of the organization for which they pay mandatory dues.

3 **c. The current Board size ensures diversity in geographical**
4 **representation.**

5 Reducing the board size will adversely affect rural attorneys and unduly
6 concentrate the Board's policy-making perspective in metro area practitioners.
7 Reducing the members of the Board will naturally include a reduction in Board
8 representation from attorneys who practice in rural areas. Not only does this
9 implicate access to justice considerations in these rural areas, but it will also stifle
10 rural attorneys' abilities to take community leadership positions and to have a voice
11 heard directly with the Board. Because the legal needs and challenges that attorneys
12 in smaller geographical areas face are often unique to their geographical area, the
13 needs of these rural communities may be missed if they are not given adequate
14 representation on the Board. Geographic representation has historically remained a
15 touchstone consideration in the composition of the Board. A reduction in the Board
16 size will directly and adversely impact this important benefit to attorneys all over
17 this state.

18 **d. A reduction in Board size reduces opportunities for attorneys**
19 **with diverse backgrounds to participate in Bar leadership.**

20 A reduction in the board size may also reduce opportunities for attorneys with
21 diverse backgrounds, including different ethnic, educational, gender, age, cultural
22 and practice perspectives, to serve as State Bar leaders. As the Court is aware, the
23 current board number accommodates a wide variety of attorneys from different areas
24 of the state, both public and private practitioners, who practice in a wide variety of
25 substantive practice areas.

Specifically, ethnic diversity has been an important objective of the State Bar

1 for the last 22 years. Former State Bar President Helen Perry Grimwood (2005-2006)
2 appointed an 80-member State Bar Diversity Task Force, which recommended that
3 the State Bar should establish an annual Bar Leadership Institute (BLI). The Board
4 adopted this recommendation ten years ago, and since its inception, there have been
5 130 BLI graduates, 80 percent of which have served in leadership roles in the Bar.
6 With less seats available on the Board, naturally, there will be fewer opportunities
7 for attorneys with varying backgrounds and perspectives to serve on the Board.

8 **IV. The Board should continue to appoint public members to the**
9 **Board.**

10 Dating back to 1987, when the Supreme Court first added public members to
11 the Board (at that time two public members, increased to four public members in
12 1997), the Board has appointed public Board members. The proposal to change this
13 process and allow the Board to nominate public members, while giving the Court
14 the authority to actually appoint them (as set forth in Option Z), does not appear to
15 be based in any problem or crisis with the current appointment procedure. The Board
16 has historically appointed stellar public members. The contention that the shifting
17 the appointment authority to the Supreme Court somehow offers greater oversight
18 over the State Bar is not supported by the historical data, which actually reflects that
19 the Board has adequately appointed members of the public with special expertise in
20 areas such as finance, government, education, corporate and business management.⁶
21 The Board is in the best position to decide what type of specialized knowledge from
22 a public member is necessary, based on the Board's member-composition at that

23 ⁶ In addition to the current outstanding public members: Meredith Peabody, Tony
24 Finley, Audrey R. Jennings, and Anna C. Thomasson, a short listing of past notable
25 public Board members appointed by the Board includes: Karen E. Osborne, Rev. John
S. Goldstein, Marvin E. Perry, Jaime P. Gutierrez, Luis Ibarra, Bennie R. Click, and
John J. Sullivan.

1 time, to solidify a well-rounded Board based in member expertise. This proposal
2 also appears to be a solution in search of a problem.

3 **V. Public Access**

4 The State Bar supports the general proposition of implementing a public
5 access policy regarding open meetings and public records. The State Bar respectfully
6 requests this Court to consider, as an alternative to the proposed Rule 32(m),
7 working with the State Bar on the implementation of a time-line and proposed rule-
8 language to effectuate this purpose.


9 **CONCLUSION**

10 For the above reasons, the State Bar requests that if the Court is inclined to
11 adopt a version of the proposed amended Rule 32, that language be amended as
12 described above and as amended in the Appendix to this Comment. The State Bar
13 believes the Court is well advised to respect the strengths and diverse viewpoints a
14 larger, elected board represents, and that sound policy does not support such a drastic
15 change to State Bar governance as provided in Option Z.

16 RESPECTFULLY SUBMITTED this 1 day of April, 2016.

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19 
20 John A. Furlong
General Counsel

21 Electronic copy filed with the
22 Clerk of the Arizona Supreme Court
23 this 1st day of April, 2016.

24 by: 
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APPENDIX

The State Bar's Proposed Rule 32 Amendments

Appendix

Rule 32. Organization of State Bar of Arizona

(a) Organization

~~1. *Establishment of state bar.* In order to advance the administration of justice according to law, to aid the courts in carrying on the administration of justice; to provide for the regulation and discipline of persons engaged in the practice of law; to foster and maintain on the part of those engaged in the practice of law high ideals of integrity, learning, competence and public service, and high standards of conduct; to provide a forum for the discussion of subjects pertaining to the practice of law, the science of jurisprudence, and law reform; to carry on a continuing program of legal research in technical fields of substantive law, practice and procedure, and to make reports and recommendations thereon; to encourage practices that will advance and improve the honor and dignity of the legal profession; and to the end that the responsibility of the legal profession and the individual members thereof may be more effectively and efficiently discharged in the public interest, and acting within the powers vested in it by the constitution of this state and its inherent power over members of the legal profession as officers of the court, the Supreme Court of Arizona does hereby perpetuate, create and continue under the direction and control of this court an organization known as the State Bar of Arizona, such organization which may be a non-profit corporation under Chapter 5 of Title 10 of the Arizona Revised Statutes, and all persons now or hereafter licensed in this state to engage in the practice of law shall be members of the State Bar of Arizona in accordance with the rules of this court. The State Bar of Arizona may sue and be sued, may enter into contracts and acquire, hold, encumber, dispose of and deal in and with real and personal property, and promote and further the aims as set forth herein and hereinafter in these rules.~~

~~2. *Precedence of rules.* The qualifications of attorneys at law for admission to practice before the courts of this state, the duties, obligations and certain of the grounds for discipline of members, and the method of establishing such grounds, subject to the right of this court to discipline a member when it is satisfied that such member is not mentally or morally qualified to practice law even though none of the specific grounds for discipline set forth in these rules exist, shall be as prescribed in these rules pertaining to admission and discipline of attorneys.~~

(a) State Bar of Arizona. The Supreme Court of Arizona maintains under its direction and control a corporate organization known as the State Bar of Arizona.

Appendix, State Bar of Arizona "redline" version of proposed Rule 32
Deletions are shown by ~~strikethrough~~, additions are shown by underline

- (1) Practice of law. Every person licensed by this Court to engage in the practice of law must be a member of the State Bar of Arizona in accordance with these rules.

- (2) Mission. The State Bar of Arizona serves and protects the public and enhances the legal profession by promoting the competency, ethics, and professionalism of its members and enhancing the administration of and access to justice. To accomplish its mission, this Court empowers the State Bar of Arizona, under the Court's supervision, to
 - (A) Organize and promote activities that fulfill the responsibilities of the legal profession and its individual members to the public;

 - (B) Promote access to justice for those who live, work, and do business in this state;

 - (C) Aid the courts in the administration of justice;

 - (D) Assist this Court with the regulation and discipline of persons engaged in the practice of law; foster on the part of those engaged in the practice of law ideals of integrity, learning, competence, public service, and high standards of conduct; serve the professional needs of its members; and encourage practices that uphold the honor and dignity of the legal profession;

 - (E) Conduct educational programs regarding substantive law, best practices, procedure, and ethics; provide forums for the discussion of subjects pertaining to the administration of justice, the practice of law, and the science of jurisprudence; and report its recommendations to this Court concerning these subjects.

(b) **Definitions.** [No change]

(c) **Membership.**

(1) through (5) [No change]

(6) *Judicial Members.* Judicial members shall be justices of the Supreme Court of Arizona, judges of the Court of Appeals and Superior Court of Arizona and of the United States District Court for the District of Arizona. Judicial membership status shall likewise be accorded to members of the ~~state bar~~ State Bar who are full-time

Appendix, State Bar of Arizona "redline" version of proposed Rule 32
Deletions are shown by ~~strikethrough~~, additions are shown by underline

commissioners, city or municipal court judges, tribal court judges, pro tempore or justices of the peace in the state of Arizona not engaged in the practice of law, or justices or judges of other courts of record of the United States or of the several states. Judicial members shall hold such classification only so long as they hold the offices or occupations entitling them to such membership. Judicial members shall be entitled to vote but shall not be entitled to hold office. Judicial members shall have such privileges, not inconsistent with the rules of this court, as the board provides. A judicial member who retires or resigns from the bench shall become an active member subject to all provisions of these rules.

(7) through (12) [No change]

(d) Powers of Board. The ~~state bar~~ State Bar shall be governed by the Board of Governors, which shall have the powers and duties prescribed by this ~~court~~ Court. The board shall:

1. ~~(1)~~ (1) Fix and collect, as provided in these rules, fees approved by the ~~supreme court~~ Supreme Court, which shall be paid into the treasury of the ~~state bar~~ State Bar.
2. ~~(2)~~ (2) Promote and aid in the advancement of the science of jurisprudence, the education of lawyers, and the improvement of the administration of justice.
3. ~~(3)~~ (3) Approve budgets and make ~~Make~~ appropriations and disbursements from funds of the ~~state bar~~ State Bar to pay ~~necessary~~ necessary expenses necessary for carrying out its functions.
4. ~~(4)~~ (4) Formulate and declare rules and regulations not inconsistent with ~~these rules~~ Supreme Court Rules that are, necessary or expedient to enforce these rules, and by rule fix the time and place of ~~annual meetings of the state bar~~ State Bar meetings and the manner of calling special meetings thereof, and determine what number shall constitute a quorum of the ~~state bar~~ State Bar.
5. ~~Appoint such committees, officers and employees it deems necessary or proper and prescribe their duties. Compensation of employees shall be as determined by the board.~~ (5) Appoint a Chief Executive Officer/Executive Director to manage the State Bar's day-to-day operations.

Appendix, State Bar of Arizona "redline" version of proposed Rule 32
Deletions are shown by ~~strikethrough~~, additions are shown by underline

6. (6) Appoint from time to time one or more executive committees composed of members of the board and vest in the executive committees any powers and duties granted to the board as the board may determine.
7. (7) Prepare an annual statement showing receipts and expenditures of the ~~state bar~~ State Bar for the twelve preceding months. The statement shall be promptly certified by the ~~secretary-treasurer~~ and a certified public accountant, and transmitted to the ~~chief justice~~ Chief Justice of this ~~court~~ Court.
8. (8) Create and maintain the Client Protection Fund, as required by this court and authorized by the membership of the ~~state bar~~ State Bar April 9, 1960, said fund to exist and be maintained as a separate entity from the ~~state bar~~ State Bar in the form of the Declaration of Trust established January 7, 1961, as subsequently amended and as it may be further amended from time to time by the board. The trust shall be governed by a Board of Trustees appointed by the Board of Governors in accordance with the terms of the trust and the trustees shall govern and administer the Fund pursuant to the provisions of the trust as amended from time to time by the board and in accordance with such other procedural rules as may be approved by the Board of Governors.
9. ~~Have the power to form a non-profit corporation under Chapter 5 of Title 10 of the Arizona Revised Statutes upon a majority vote of the Board of Governors.~~
10. (9) Implement and administer mandatory continuing legal education in accordance with Rule 45.

(e) Composition of Board.

1. ~~For the purposes of these rules the state is divided into eight bar districts, numbered one through eight as follows:~~
 - A. ~~Mohave, Navajo, Coconino and Apache counties shall be district 1.~~
 - B. ~~Yavapai county shall be district 2.~~
 - C. ~~Gila, Graham and Greenlee counties shall be district 3.~~
 - D. ~~Cochise county shall be district 4.~~
 - E. ~~Pima and Santa Cruz counties shall be district 5.~~

*Appendix, State Bar of Arizona "redline" version of proposed Rule 32
Deletions are shown by ~~strikethrough~~, additions are shown by underline*

F. Maricopa county shall be district 6.

G. La Paz and Yuma counties shall be district 7.

H. Pinal county shall be district 8.

2. There shall be a Board of Governors of the state bar which shall consist of twenty-six (26) members, all authorized to vote. Four (4) members of the Board of Governors shall be designated as "public member." The public members shall not be members of the state bar, and shall not have, other than as consumers, a financial interest in the practice of law. Public members shall be appointed by the Board of Governors for terms of three (3) years. No more than two (2) public members may be from the same district. Public members may be reappointed for one additional term of three (3) years. No individual may serve more than six (6) years as a public member of the Board of Governors. There shall be three (3) at large members on the Board of Governors appointed by the Supreme Court for terms of three (3) years. Nineteen (19) members of the Board of Governors shall be active members in good standing of the state bar designated as "elected members" and elected as follows:

A. From Bar District 1, one member.

B. From Bar District 2, one member.

C. From Bar District 3, one member.

D. From Bar District 4, one member.

E. From Bar District 5, three members.

F. From Bar District 6, nine members.

G. From Bar District 7, one member.

H. From Bar District 8, one member.

I. From the Young Lawyers Section of the state bar, its President.

3. Beginning with the 2004 annual meeting, and every three (3) years thereafter, the Governors shall be elected from Bar Districts 1, 3, 4, 5 and 7 for terms of three (3) years. Beginning with the 2005 annual meeting and every three (3) years thereafter, the Governors shall be elected from Bar Districts 2, 6 and 8 for terms of three (3) years. Nominations for Governors shall be by petition signed by at least five (5) active members, and each candidate named in a petition and all members signing such petition shall have their principal place of business in the district the candidate is nominated to represent.

Appendix, State Bar of Arizona “redline” version of proposed Rule 32
Deletions are shown by ~~strikethrough~~, additions are shown by underline

~~Only members who have been admitted to practice before the Arizona Supreme Court for not less than five (5) years are eligible to be elected members of the Board of Governors. The election shall be by ballot. The ballots shall be mailed to those entitled to vote at least thirty (30) days prior to the date of canvassing the ballots, shall be returned by mail or through electronic voting means and shall be canvassed at the ensuing annual meeting. In other respects the election shall be as the Board of Governors by rule directs. Only active and judicial members shall be entitled to vote for the Governor or Governors of the Bar District in which such active and judicial members respectively have their principal place of business.~~

~~4. The President of the Young Lawyers Section shall be elected by a mail ballot to all members of the Section, such ballot announcing to all members of the Section that the President of the Young Lawyers Section will hold a voting position on the Board of Governors. The election of the President of the Young Lawyers Section shall be on a yearly basis and shall be completed within ninety days of the annual meeting.~~

~~5. Elected members of the board of governors shall hold office until their successors are elected and qualified. Should a member of the Board move his or her principal place of business from the district he or she represents, his or her seat shall be declared vacant. A vacancy among the elected members of the Board of Governors shall be filled by the remaining members of the Board. A vacancy in a public member position shall be filled by the Board of Governors. A vacancy in an at large member position shall be filled by the Supreme Court.~~

(e) Composition of the Board of Governors. The State Bar of Arizona is governed by a board of governors. The board is composed of nineteen elected governors and seven appointed governors, as provided by this Rule. Only governors elected or appointed under this Rule are empowered to vote at board meetings.

(1) Implementation. The State Bar shall implement this Rule in a manner that provides for the election and appointment of approximately one-third of the board each year.

(2) Elected governors.

(A) Districts. Governors are elected from four districts, as follows:

- (i) Maricopa County District: ten governors
- (ii) Pima County District: four governors

Appendix, State Bar of Arizona “redline” version of proposed Rule 32
Deletions are shown by ~~strikethrough~~, additions are shown by underline

- (iii) All Division One counties except Maricopa: three governors
- (iv) All Division Two counties except Pima: one governor

(B) Qualifications. Each elected governor must be an active member of the State Bar of Arizona throughout the elected term. Each elected governor must have been an active State Bar member and have had no record of disciplinary sanctions under Rule 60 for five years prior to election to the board.

(C) Nominations. Nominations for elected governor shall be by petition signed by at least five active State Bar members. Each candidate named in a petition and all members signing a petition must have their main offices in the district in which the candidate seeks to be elected.

(D) Elections. Election of governors will be by ballot. Active and judicial members are entitled to vote for the elected governor or governors in the district in which a member has his or her principal place of business, as shown in the records of the State Bar. Active out-of-state members may vote in the district of their most recent Arizona residence or place of business or, if none, in the Maricopa County District. The State Bar will send ballots electronically to each member entitled to vote, at the address shown in the records of the State Bar, at least two weeks prior to the date of canvassing the ballots. Members will return their ballots through electronic voting means, and the State Bar will announce the results at the ensuing annual meeting. The State Bar’s bylaws will direct other details of the election process.

(E) Terms of service. Elected governors serve a three-year term. An elected governor serves on the board until a successor is elected and takes office at the annual meeting. If the board receives notice that an elected governor’s principal place of business has moved from the district in which the governor was elected, or that the governor has died, become disabled, or is otherwise unable to serve, that governor’s seat is deemed vacant, and the other elected and appointed governors will choose a successor by a majority vote.

(F) Term limits. An elected governor may serve three consecutive terms, but may not be a candidate for a fourth term until three years have passed after the person’s last year of service. Election or succession to a partial term of less than three years will not be included in calculating a member’s term limit.

- (3) **Young Lawyers Section President.** The elected president of the Young Lawyers Section will serve as a voting member of the board of governors in addition to those governors elected under Rule 32(e)(2). The election of the Young Lawyers Section president will be conducted as provided by Rule 32(e)(2)(C), except that only members of the Young Lawyers Section are entitled to vote in that election. The Young Lawyers Section president will serve a one-year term on the board.
- (4) **Appointed governors.** The Supreme Court will appoint at-large governors, and the board will appoint public governors, collectively referred to as “appointed governors,” to serve on the board.
- (A) **Public governors.** Four governors of the board are designated as “public” governors. The public governors must not be members of the State Bar, and must not have, other than as consumers, a financial interest in the practice of law. Public governors are appointed by the board for terms of three years and begin board service at a time designated by the board. No more than two public governors may be from the same district. No individual may serve more than two terms as a public governor. The board may fill a vacancy in an uncompleted term of a public governor, but appointment of a public member to a term of less than three years will not be included in a calculation of the member’s term limit.
- (B) **At-large governors.** Three governors on the board are designated as “at-large” governors. At-large governors, who may be former elected or public governors, are appointed by the Supreme Court for terms of three years and begin board service at a time designated by the Court. The Supreme Court may appoint at-large governors to successive terms. The Court may fill a vacancy in an uncompleted term of an at-large governor.
- (5) **Oath of governors.** Upon commencing service, each governor, whether elected or appointed, must take an oath to faithfully and impartially discharge the duties of a governor.
- (6) **Removal of a governor.** A governor of the board may be removed for good cause by a vote of two-thirds or more of the governors cast in favor of removal. Good cause for removal exists if a governor undermines board meetings or actions or compromises the integrity of the board. Expression of unpopular views does not

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Deletions are shown by ~~strikethrough~~, additions are shown by underline

constitute good cause. Good cause also may include, but is not limited to, conviction of a felony or a crime involving moral turpitude, imposition of a discipline sanction under Rule 60, repeatedly ignoring the duties of a governor, or disorderly activity during a board meeting. A board governor so removed may, within thirty days of the board's action, file a petition pursuant to Rule 23 of the Arizona Rules of Civil Appellate Procedure requesting that the Supreme Court review the board's determination of good cause. The Court will expedite consideration of the petition.

(7) Recusal of an attorney governor. An attorney board member who is the subject of either a probable cause order issued pursuant to Rule 55(c)(1)(E) or an agreement for discipline by consent filed pursuant to Rule 57(a) must recuse him- or herself from serving on the board pending disposition of the matter.

(8) Ex officio member. The immediate past president shall serve a one-year term as an ex officio member of the board and shall have such duties as may be assigned to him or her by the president and the board, but shall have no vote unless he or she is serving as an elected member of the board during this term.

~~(f) Officers of the State Bar.~~

~~1. The officers of the state bar shall be a president, a president elect, two vice presidents, and a secretary/treasurer.~~

~~2. The term for the office of president shall expire at the conclusion of the annual meeting, and the president elect whose term expired at the same annual meeting shall automatically become the president and assume the duties of such office. The first vice-president, whose term expired at the same annual meeting, shall automatically become the president elect and assume the duties of such office.~~

~~3. The first and second vice presidents and secretary/treasurer shall be elected from its membership by the board at the annual meetings. Such newly elected officers shall assume the duties of their respective offices at the conclusion of the annual meeting at which they are elected.~~

~~4. The officers of the state bar shall continue in office until their successors are elected and qualified.~~

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Deletions are shown by ~~strikethrough~~, additions are shown by underline

~~5. An officer may be removed from his office by the vote of two thirds or more of the members of the board of governors cast in favor of his removal at a meeting called for such purpose.~~

~~6. A vacancy in any office caused other than by expiration of a term may be filled by the board of governors at a meeting called for such purpose.~~

~~7. The president shall preside at all meetings of the state bar and the board, and if absent or unable to act, the president elect or one of the vice presidents shall preside. Additional duties of the president, president elect, vice presidents and the secretary/treasurer may be prescribed by the board.~~

~~8. No public member shall hold office.~~

(f) Officers of the State Bar.

(1) Officers. The board will elect its officers. The officers are a president, a president-elect, a vice president, and a secretary-treasurer. An elected or at-large governor may serve as an officer.

(2) Terms of office.

(A) President. The term of the president will expire at the conclusion of the annual meeting. The president-elect whose term expired at the same annual meeting will then automatically become and assume the duties of president at that time.

(B) President-elect, vice president, and secretary-treasurer. The vice president whose term expired at the annual meeting will automatically become and assume the duties of president-elect at that time. The board must elect a new vice president and a new secretary-treasurer at each annual meeting. Those newly elected officers will assume their respective offices at the conclusion of the annual meeting at which they are elected, and they will continue to hold their offices until the conclusion of the subsequent annual meeting at which their successors are elected.

(C) Length of term. Each officer will serve a one-year term.

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(D) Limitations. The term of a governor chosen as president or president-elect automatically extends until completion of a term as president if his or her term as a governor expires in the interim without their reelection or reappointment to the board, or if the term is limited under Rule 32(e)(2)(F). In either of these events, there shall not be an election or appointment of a new governor for the seat held by the president or president-elect until the person has completed his or her term as president, and then the election or appointment of a successor governor shall be for a partial term that otherwise remains in the regular three-year cycle under Rule 32(e)(1).

(3) Duties of officers. The president will preside at all meetings of the State Bar and of the board of governors, and if absent or unable to act, the president-elect will preside. Additional duties of the president, president-elect, and secretary-treasurer may be prescribed by the board or set forth in the State Bar bylaws.

(4) Removal from office. An officer may be removed from office, with or without good cause, by a vote of two-thirds or more of the members of the board of governors cast in favor of removal.

(5) Vacancy in office. A vacancy in any office before expiration of a term may be filled by the board of governors at a meeting called for that purpose.

(g) Annual meeting. [No change]

(h) Administration of rules. Examination and admission of members shall be administered by the committee on examinations and the committee on character and fitness, as provided in these rules. Discipline, disability, and reinstatement matters shall be administered by the ~~disciplinary commission~~ Presiding Disciplinary Judge, as provided in these rules. All matters not otherwise specifically provided for shall be administered by the board.

(i) Filings made. [No change]

(j) Formal Requirements of Filings. [No change]

(k) Payment of Fees and Costs. The payment of all fees, costs, and expenses required under the provisions of these rules relating to membership, mandatory continuing legal

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education, discipline, disability, and reinstatement shall be made to the ~~treasurer of~~
~~the state bar~~ State Bar. The payment of all fees costs and expenses required under the
application for admission to the practice of law, examinations and admission shall be
made to the finance office of the administrative office of the courts.

(l) Expenses of Administration and Enforcement. [No change]