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7 **IN THE SUPREME COURT**
8 **STATE OF ARIZONA**

9 In the Matter of:

Supreme Court No. R-16-0013

10 **PETITION TO AMEND RULE 32**
11 **OF THE RULES OF THE**
12 **SUPREME COURT OF ARIZONA,**

COMMENT OF
THE STATE BAR OF ARIZONA
TO AMENDED PETITION

13
14 Pursuant to Rule 28(D) of the Arizona Rules of Supreme Court, the State Bar
15 of Arizona (the “State Bar”) hereby submits its Comment to the Amended Petition
16 in the above-captioned matter.

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18 Petitioner’s Amended Petition follows and responds to the input set forth in
19 nine comments posted on the Court’s Rules Forum during the comment period
20 ending on April 1, 2016. The State Bar’s initial Comment is one of those nine
21 comments. The Amended Petition accurately summarizes all of those comments.
22
23 This Comment responds only to the proposals made by Petitioner in the Amended
24 Petition that relate to issues the State Bar has previously addressed, and not to the
25

1 comments filed by others (except as they may relate to the State Bar’s issues).

2 **I. Areas of General Agreement with the Amended Petition.**

3 **a. Initial Areas of Agreement, as Set Forth in Part III (a) of the**
4 **Amended Petition.**

5 The State Bar agrees with the following recommendations made in the
6 Amended Petition:
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- 8 1. Implementing a regular three-year election and appointment cycle;
- 9 2. Allowing active out-of-state members to vote;
- 10 3. Allowing the immediate past president to serve a one-year term as an
11 advisor to the State Bar’s Board of Governors (the “Board”), with the
12 qualification that an immediate past president who has time remaining on
13 his or her term as a board member be allowed to continue to serve as a
14 voting member for the remainder of his or her term;
- 15 4. Limiting board members to three (3) terms of three (3) years each, and
16 thereafter a three (3)-year interval before seeking a fourth term;
- 17 5. Adding a requirement that an attorney board member have no record of
18 disciplinary sanctions for five (5) years preceding board service; and
19 6. Allowing removal of a board member for good cause by a two-thirds vote
20 of the Board.
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1 **b. Additional Areas of Agreement with the Amended Petition.**

2 Petitioner now agrees with the State Bar’s Comment to the original Petition
3 that the two vice president officer positions be combined into one vice president
4 office, thereby eliminating one officer and maintaining four officer positions. As
5 such, Petitioner and the State Bar are in alignment with the proposal to reduce the
6 officer positions from five officers to four officers, maintaining one vice president
7 position.
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10 In response to the original Petition, the State Bar disagreed with Petitioner’s
11 recommendation that Board officers be allowed to serve only one term and not,
12 under any circumstance, serve a second term during any nine or fewer consecutive
13 years of service on the Board. One reason the State Bar disagreed with this
14 recommendation is because it could potentially prohibit an officer who ascends to
15 an office to fill a partial term from later serving a full term for that office. Similarly,
16 if an incumbent Board officer must leave the Board prematurely to fulfill a call of
17 duty, such as a judicial seat, it would deprive this Board officer of the opportunity
18 to later serve a full term in that office.
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21 In the Amended Petition, Petitioner revised the previously proposed
22 unconditional ban on a second term of office and now recommends allowing an
23 officer to serve a partial term, in addition to one full term. The State Bar agrees with
24 this compromise and supports the proposed revised language set forth in Rule
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1 32(f)(2)(D).

2 **II. The Board Should Continue to Appoint Public Members to the**
3 **Board.**

4 Dating back to 1987, when the Supreme Court first added public members to
5 the Board (at that time two public members, increased to four public members in
6 1997), the Board has appointed public Board members. The proposal to change this
7 process and allow the Board to nominate public members, while giving the Court
8 the authority to appoint them (as set forth in Modified Option Z), does not appear to
9 be based in any problem or crisis with the current appointment procedure. As
10 detailed in the State Bar's prior Comment to the original Petition, the Board has
11 historically appointed stellar public members. The contention that shifting the
12 appointment authority to the Supreme Court offers greater oversight over the State
13 Bar is not supported by the Board's experience with its public members. The Board
14 has worked diligently to appoint members of the public with special expertise in
15 areas such as finance, government, education, corporate, and business management.¹

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19 The Board's current process of vetting through the Appointments Committee,
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23 ¹ 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 then conducting in-person interviews of finalists among the public member
2 applicants, is integral to selecting public members that best serve the public and
3 ensuring a good personality and style fit with the current Board and officer
4 membership. The current Board practice is to meet with the public member
5 applicants and conduct a face-to-face interview with wide-ranging questions and
6 comments concerning each applicant's background, philosophy, and experience.
7
8 This in-person interaction facilitates a synergy critical to determining the appropriate
9 fit for the Board. Moreover, the other incumbent public members are also able to
10 participate in the process of selecting public members. Most recently, the State Bar
11 was able to pique the interest of public member applicants (this year all from rural
12 counties) through radio and newspaper advertisements for the open position on the
13 Board. Through this advertising, the State Bar was able to generate interest in serving
14 on the Board from a diverse and interesting slate of the public – promoting the best
15 choice of a public member for the Board.
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19 The State Bar submits that the Board’s selection of public members is the
20 better procedure for these reasons. The Board is in the best position to decide what
21 type of specialized knowledge from a public member is necessary, based on the
22 Board’s member-composition at that time, to solidify a well-rounded Board based
23 in member expertise. This proposal also appears to be a solution in search of a
24 problem. The Board has exemplified an excellent track record of selecting qualified
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1 public members to serve on the Board. Nor are any of the policy reasons behind
2 *North Carolina State Board of Dental Examiners*² implicated by the Court
3 appointing the public members; they are by definition not “active participants in the
4 regulated market” and come to the Board with independent backgrounds.
5

6 **III. Maintaining a Larger Board is Necessary to Carry Out Essential**
7 **Board Functions, to Foster Full Representation of the State Bar's**
8 **Members, and to Meet Diversity Objectives.**

9 Petitioner’s Amended Petition continues to seek a significant reduction in the
10 size of the Board, as set forth in Petitioner’s “Modified Option Z.” Modified Option
11 Z proposes to drastically reduce the Board from the current 26 voting members to
12 18 voting members. As explained *infra*, the State Bar supports maintaining a larger
13 Board size, and thus requests this Court to adopt the Board’s version of the proposed
14 amended Rule 32(e).
15

16 **a. The Current Board Size Meets the Governance Needs of the**
17 **State Bar.**

18 The State Bar’s original Comment explained the Board’s need for larger
19 representation to support the many tasks assigned to Board members. This important
20 factor in Board size was not specifically addressed in the Amended Petition. It is
21 important to reiterate that a larger Board is necessary to support the wide range of
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25 ² *N.C. State Bd. of Dental Exam’rs v. FTC*, 135 S. Ct. 1101 (2015).

1 work that Board members do on behalf of the State Bar. In addition to the routine
2 operations of preparing for and attending Board meetings, each Board member
3 serves on one of the seven standing Board committees and is called upon for various
4 task force assignments.³ Each Board member also serves as a liaison to at least one
5 of the State Bar’s 28 sections. The Board considers all court rule change proposals
6 submitted by State Bar sections, committees, and other constituents. On average, 20-
7 30 rule change petitions are considered each year by the Board’s Rules Committee.
8
9 The Rules Committee then makes recommendations to the Board on whether or not
10 to support, oppose, or take no action on these petitions, which often include
11 significant policy issues affecting the public and access to justice. This Court has
12 historically relied on the State Bar’s input for pending rule petitions affecting the
13 practice of law. The Board also reviews, annually, proposed revisions to the
14 Recommended Arizona Jury Instructions (“RAJIs”). Under the current Supreme
15 Court Rules, the Court does not consider proposed RAJI revisions. Because the
16 Board’s consideration is the final step in the process before proposed RAJI revisions
17 become adopted, it is important that the Board committees tasked with considering
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23 ³ 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 these proposed revisions be composed of attorney-Board members with the requisite
2 legal experience to consider the implications of such recommendations. A reduction
3 in Board size would reduce the capacity of members to perform the breadth of
4 governance duties. In comparison to similarly situated bar associations, Arizona's
5 current board size is significantly smaller than average.⁴ The Board has the capacity
6 to effectively and efficiently govern the State Bar at the Board's current size; a
7 reduction in Board membership is not warranted.
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10 Additional support for maintaining a larger Board was expressed in some of
11 the comments filed to the original Petition, including a comment filed by a judicial
12 member that was cosigned by 54 judges and attorneys. The State Bar agrees with the
13 result called for by that comment.
14

15 **b. Reducing the Number of Elected Board Members Will Decrease**
16 **State Bar Members' Voice at the State Bar.**

17 Elected governors reflect the voice of the State Bar members, who vote and
18 elect governor(s) in their respective districts to serve the public and the State Bar
19 members consistent with Court rules. Proposed Modified Option Z would reduce
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22 ⁴ 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 the number of elected members from the current 19 elected members to 10 elected
2 members. The election process preserves the democratic nature of State Bar
3 members' representation on the Board. If members feel that the respective
4 governor(s) from their district is not performing satisfactorily, they are empowered
5 to vote for another candidate at the next election. A foreseeable consequence of
6 drastically reducing the number of representative voices our members have on the
7 Board is a disconnect between State Bar members and the Board, which is an issue
8 the current Board addresses regularly (and which was highlighted in legislative
9 policy discussions this immediate past legislative session). This disconnect could
10 result in reduced member involvement with the State Bar, a lower likelihood of
11 member engagement in access to justice efforts like providing pro bono services,
12 and less support for the continued efforts of the State Bar to serve the public by
13 helping our members be better lawyers and public servants.

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18 Additionally, the current elected Board structure promotes the objective of
19 providing State Bar members with the privilege of self-regulation. By having a
20 larger, representative Board, State Bar members have a greater voice in the
21 governance affairs of the organization for which they pay mandatory dues.

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23 **c. The Current Board Size Ensures Diversity in Geographical
24 Representation.**

25 Reducing the board size will disproportionately affect rural attorneys and

1 unduly concentrate the Board's policy-making perspective in metro area
2 practitioners. Reducing the members of the Board as proposed includes a significant
3 reduction in Board representation from attorneys who practice in rural areas. Not
4 only does this implicate access to justice considerations in these rural areas, but it
5 will also stifle rural attorneys' abilities to have their voice heard directly by the
6 Board. Because of the unique legal needs and challenges that attorneys in smaller
7 geographical areas face, the needs of these rural communities may go unmet if they
8 are not given adequate representation on the Board. Geographic representation has
9 historically remained a touchstone consideration in the composition of the Board. A
10 reduction in the Board size will directly and adversely impact this important benefit
11 to attorneys all over this state.

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15 **d. A Reduction in Board Size Reduces Opportunities for Attorneys**
16 **with Diverse Backgrounds to Participate in Bar Leadership.**

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

23
24 Specifically, ethnic diversity has been an important objective of the State Bar
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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 fewer seats available on the Board, there will be fewer opportunities for
7 attorneys with varying backgrounds and perspectives to serve on the Board.
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10 **e. A Compromise Proposal on the Reduction of Board Size.**

11 Petitioner believes the Board size should be reduced. The State Bar opposes
12 this reduction for the reasons stated above and in its prior Comment. If this Court is
13 inclined to follow Petitioner's recommendation to reduce the size of the Board, the
14 State Bar respectfully suggests a compromise of eliminating the positions of the
15 three law school deans and the past president (except for one serving out a voted-in
16 term), all of whom currently serve as non-voting members. This achieves the goal
17 of a smaller Board, as urged by Petitioner, while minimizing the adverse effects of
18 a reduced Board, explained in detail *supra*. The law school deans could then be
19 invited to make periodic reports to the Board and to assist the Board in other
20 capacities. Additionally, the Court could also explore the option of appointing one
21 or more deans to be an at-large member of the Board.
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1 to adopt a version of the proposed amended Rule 32, that language be amended as
2 described in this Comment. The State Bar believes the Court is well advised to
3 respect the strengths and diverse viewpoints a larger, elected board represents, and
4 to understand that sound policy does not support such a drastic change to State Bar
5 governance as provided in Modified Option Z. The State Bar appreciates the
6 consideration given to its prior Comment and those of others as this important matter
7 is considered through the petition process.
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10
11 RESPECTFULLY SUBMITTED this ____ day of _____, 2016.

12
13 _____
14 John A. Furlong
15 General Counsel

16 Electronic copy filed with the
17 Clerk of the Arizona Supreme Court
18 this ____ day of _____, 2016.

19 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) [No change]

(8) *Computation of Fee.* The annual membership fee shall be composed of an amount for the operation of the activities of the State Bar and an amount for funding the Client Protection Fund, each of which amounts shall be stated and accounted for separately. Each active and inactive member, who is not exempt, shall pay the annual Fun assessment set by the court, to the state bar State Bar together with the annual membership fee, and the state bar State Bar shall transfer the fund assessment to the trust established for the the administration of the Client Protection Fund. The annual member fee statement shall specify that a member may opt not to pay that portion of the annual fee allocated to the State Bar's lobbying activities. The executive director shall circulate that portion, and shall include on the fee statement the dollar amount of the annual fee reduction if the member opts not to pay that portion.

(9) 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.

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

3. ~~(3)~~ (3) Approve budgets and make ~~Make~~ appropriations and disbursements from funds of the ~~state bar~~ State Bar to pay ~~necessary~~ necessary expenses 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.
6. ~~(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)~~ (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~~ secretary-treasurer and a certified public accountant, and transmitted to the ~~chief justice~~ Chief Justice of this ~~court~~ Court.
8. ~~(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.

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

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.~~

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.~~

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

~~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. 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.~~

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

(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**
- (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

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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.

Appendix, State Bar of Arizona “redline” version of proposed Rule 32
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(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 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.~~

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

~~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.~~

~~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.

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(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.

(D) Successive terms. A governor may not be elected to a second full term for any office that the governor has held during the preceding nine or fewer consecutive years of service on the board. However, a governor may serve a partial term under Rule 32(f)(5), either before or after service of one full term.

(E) 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.

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(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 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]

(m) Meetings and Records. The State Bar will conduct meetings and maintain records pursuant to public access policies adopted by the Supreme Court.