# BYLAWS
# SECTION OF INTERNET, E-COMMERCE & TECHNOLOGY LAW
# STATE BAR OF ARIZONA

[AMENDED AT ANNUAL MEETING JUNE 12, 2003,
SUBJECT TO APPROVAL BY THE BOARD OF GOVERNORS]

## ARTICLE I: NAME AND PURPOSE

**1.1 NAME:** This Section shall be known as the Section of E-Commerce, Internet & Technology Law and shall be hereinafter designated simply as the Section. The Section's preferred short name is E- Section.

**1.2 PURPOSE**: The general purposes of the Section shall be the promotion of the objects of the State Bar of Arizona within the particular fields designated by the name of the Section. To that end, it shall be the purpose of the Section:

- To promote excellence in the practice of law involving the internet, e-commerce and technology;
- To provide a forum for the discussion of issues pertaining to the internet, e-commerce and technology, especially of legal issues; and
- To sponsor and encourage participation in educational programs and publications relating to the internet, e-commerce and technology law.

**1.3 LIMITATIONS:** These bylaws have been adopted subject to the Rules of the Supreme Court and bylaws of the State Bar. The Section recognizes the overriding effect of the State Bar's governing documents.

## ARTICLE II: MEMBERSHIP

**2.1 ENROLLMENT:** Any member in good standing of the State Bar shall be enrolled as a member of the Section by the payment of annual Section dues. Individuals who are not Arizona attorneys may join the Section as associate members of the Section upon payment of annual Section dues and acceptance by the Section Council.

**2.2 THE MEMBERSHIP:** Members and associate members so enrolled and whose dues are paid pursuant to the provisions of this article shall constitute the membership of the Section.

**2.3 DUES:** Dues for membership in the Section shall be in an amount set by the Section and approved by the Board of Governors, payable upon enrollment and thereafter annually in advance each year, at the beginning of the State Bar's fiscal year succeeding such enrollment. However, to provide adequately for the Section's needs and to meet its goals, the Section's dues shall not be less than $40 per year.

**2.4 DELINQUENCY:** Any member of the Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of the Section.

**2.5 DIVERSITY:** The Section, through its officers, Council and members, will strive to insure that the Section's membership and leadership are diverse as to gender, ethnicity, geography, and practice setting.

## ARTICLE III: COMMITTEES

**3.1 COMMITTEES:** The Council of the Section is authorized to establish, or to empower the Chair of the Section to establish, such committees as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section and with the approval of the Board of Governors. In establishing a new committee, the Council shall state the area of its proposed activities.

**3.2 CHAIRS AND MEMBERS.** The Chair shall announce the membership and the Chair of each committee of the Section for the following Section year, preferably no later than the business meeting held during the Annual Meeting of the Section.

## ARTICLE IV: MEETINGS OF THE MEMBERSHIP

**4.1 ANNUAL MEETING:** The Section shall hold an Annual Meeting of members in conjunction with the Annual Meeting of the State Bar. The Section may, upon approval of the Board of Governors, hold other meetings of members throughout the year.

**4.2 QUORUM:** The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

**4.3 CONTROLLING VOTE:** Action of the Section shall be by majority vote of members present.

**4.4 VOTING ELIGIBILITY:** Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for thirty (30) days prior to the time of voting shall be eligible to vote.

**4.5 AGENDA:** Among the matters of business to be transacted at the Annual Meeting of the membership shall be the election of officers and Council members. The agenda shall consist of other matters as decided by the Chair or Council.

**4.6 MAIL VOTING:** The Council may direct that a matter be submitted to the members of the Section for vote by mail or e-mail. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with rules fixed by the Council.

## ARTICLE V: OFFICERS

**5.1 OFFICERS:** The officers of the Section shall be the Chair, the Chair-Elect, the Program Chair, the Secretary, the Treasurer (who will also act as Budget Officer), Immediate Past-Chair, and Member-at-Large. Past Chairs shall be ex officio members of the Council, but only the Immediate Past Chair shall be a regular member entitled to vote.

**5.2 CHAIR:** The Chair, or successively, the Chair-Elect, the Program Chair, the Secretary, and the Treasurer, in the absence of the Chair, shall preside at all meetings of the Section and of the Council. The Chair shall appoint the Chair and members of all committees of the Section who are to hold office during the Chair's term. During the Chair's term, the Chair shall plan and superintend the programs of the Section, subject to the directions and approval of the Council. The Chair shall superintend the performance of all activities of the Section. The Chair shall keep the Council duly informed and carry out its decisions. The Chair shall perform such other duties and acts as usually pertain to the Chair office or as may be designated by the Council.

**5.3 CHAIR-ELECT:** The Chair-Elect shall, in consultation with the Chair, arrange for the appointment of the committee Chairs and members who are to hold office during the Chair-Elect's coming term as Chair-Elect. The Chair-Elect shall aid the Chair in the performance of the Chair-Elect's responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall perform such further duties and have such further powers as usually pertain to the Chair-Elect's office or as may be designated by the Council or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability, as the case may be.

**5.4 PROGRAM CHAIR:** The Program Chair shall aid the Chair in the performance of the Chair's responsibilities, and shall be responsible for initiating and planning, in consultation with the Council, programs sponsored or co-sponsored by the Section.

**5.5 SECRETARY:** The Secretary shall consult with and assist all the officers of the Section as to the work of the Section generally in the manner and to the extent they may request. The Secretary shall be the liaison between the Section and the State Bar staff regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the State Bar. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. The Secretary shall plan and superintend any newsletter or other publication of the Section (including those in electronic form). The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

**5.6 TREASURER:** The Treasurer shall act as Budget Officer. As Budget Officer, the Treasurer shall keep an accurate record of all monies appropriated to it by the Board of Governors and expended by the State Bar for the purposes of the Section. The Budget Officer shall monitor all accounts, reports, and other documents prepared as to the Section funds, revenues, and expenditures, and seek to make certain

that all such accounts, reports, and other documents are at all times, accurate and correct. The Budget Officer shall report on the Section's present and projected financial condition at each meeting of the Section Council. The Budget Officer shall advise the officers and Council as to the financial impact of any proposed action by the officers, Council or Section which, in his/her judgment, would have a significant impact on the financial condition of the Section. At least once each year, the Budget Officer shall prepare a projected budget to the Council for approval or modification at the time of the Annual Meeting, or such other time as may be expressly fixed by the Council. The Budget Officer shall submit to the Section, at the Annual Meeting, a report on the Section's financial affairs and financial condition. The Budget Officer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section.

**5.7 MEMBER-AT-LARGE:** The Member-at-Large shall assist the Chair and the Council, and shall act as the liaison to entities not within the State Bar (including other bar associations) that share an interest in the fields designated by the name of the Section.

**5.8 IMMEDIATE PAST CHAIR:** The Immediate Past Chair shall assist the Chair and the Council, shall act as the liaison of the Section to other Sections and Committees and entities within the State Bar.

## ARTICLE VI: THE COUNCIL

**6.1 POWERS:** The Council shall be vested with the powers and duties necessary for the administration of the affairs of the Section. The policy of the Council shall be consistent with the policies set by the Board of Governors. It shall especially authorize all commitments that entail the payment of money, and shall authorize the expenditure of all monies appropriated by the State Bar for the use or benefit of the Section. It shall not, however, authorize commitments that entail the payment of more money during any fiscal year than the amount appropriated to the Section for the fiscal year. No action of any Section committee shall be effective until approved by the Council or by the Section.

**6.2 COMPOSITION:** The Council shall be composed of the following persons:

(i) The officers;

(ii) All past Chairs as ex officio members who, except for the Immediate Past Chair, shall not be voting members of the Council;

(iii) A representative appointed by the Council in consultation with the Young Lawyers Division from among its members, who shall serve for a term of one year.

**6.3 CONTROLLING VOTE:** Action of the Council shall be by majority vote of those members present. A quorum consisting of a majority of the Council members shall be required to conduct its business.

**6.4 MEETINGS:** The Council shall hold at least one regular meeting each year at the time and place of the Annual Meeting of the State Bar to dispatch any necessary business. The Chair may, and upon request of three (3) members of the Council shall, call special meetings of the Council between Annual Meetings.

**6.5 POLL OF COUNCIL:** In urgent matters requiring immediate attention, the Chair may, and upon request of two (2) members of the Council shall, submit in writing to each of the members of the Council, a proposition upon which the Council may be authorized to act, and the members of the Council may vote upon the proposition either by written ballot (including in electronic form) or by telephone vote, confirmed in writing (including in electronic form), to the Secretary, who shall record the proposition and votes in the matter.

**6.6 COUNCIL AUTHORITY:** Between meetings of the Section, the Council shall have full power to do and perform all acts and functions which the Section itself might perform. Any such action taken by the Council shall be reported to the Section at its next meeting.

**6.7 NO COMPENSATION**: No salary or compensation for services shall be paid to or by any officer, member of the Council, or member of any committee, except as may be specifically authorized by the Board of Governors.

**6.8 REFERENDUM:** The Council may direct that a matter be submitted to the members of the Section for vote by mail (including e-mail). In such event, binding action of the Section shall be a majority of the votes received in accordance with rules fixed by the Council and as conducted and certified by the Secretary.

## VII: ELECTIONS

**7.1 ELECTIVE OFFICERS:** At the Annual Meeting of the Section beginning in 2001, the membership shall elect:

(i) A Program Chair to serve a term of one (1) year before succeeding to the position of Chair-Elect;

(ii) A Secretary to serve a term of one (1) year.

**7.2 CHAIR:** The Chair-Elect shall automatically succeed to the office of Chair. The Chair-Elect shall serve a term of one year and may not again accede to that office. In the event the office of Chair- Elect shall be vacant, then a Chair shall be elected in the manner set forth in Section 7.4. At the end of the Chair's term or at any time the Chair becomes vacant, the Chair-Elect shall automatically succeed to the office of the Chair, and the Program Chair shall automatically succeed to the office of Chair-Elect. The Secretary shall likewise automatically succeed to the office of Program Chair, the Treasurer to the office of Secretary, and the Member-at-Large to the office of Treasurer. The Chair-Elect, the Program

Chair, the Secretary, the Treasurer, and the Member at Large shall each serve a term of one (1) year and may not again accede to that office; provided, however, that any individual who serves less than half a full term will continue in that position through the next one-year term. In the event the Chair-elect and Program Chair shall be vacant, then the Chair shall be elected in the manner set forth in these bylaws.

**7.3 ELIGIBILITY FOR OFFICE:** Any member of the State Bar and the Section whose good standing can be certified by official State Bar records for thirty (30) days prior to the time of election shall be eligible for office.

**7.4 NOMINATIONS AND VOTING:** The Chair shall, after consultation with the Council, appoint a Nominating Committee of at least three members of the Section who are not candidates for office, at least one of whom shall not be either a present or former officer nor Council member of the Section. The Chair may appoint a member to fill any vacancy which may arise thereafter in the Nominating Committee. The Nominating Committee shall make one nomination for each position to be filled by elections as provided elsewhere in these bylaws. One or more additional nominations may be made for any office at or before the Annual meeting by any member including by self-nomination, The Chair of the Nominating Committee shall announce the committee's nominees at or before the Annual Meeting. All elections shall be held at a business session of the Section during the Annual Meeting. Elections for contested petitions shall be by written ballot, unless otherwise ordered by unanimous consent of the Section members present. Each contested position shall be voted upon separately. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained.

**7.5 TERMS OF OFFICE**: The term of office shall begin with the adjournment of the Annual Meeting following the election and shall end following the Annual Meeting at which a successor has been duly elected. If at the close of any term of office a successor has not been elected, then the term shall be extended until a successor shall have been elected.

## ARTICLE VIII: SUCCESSION OF OFFICERS AND VACANCIES

**8.1 CHAIR-ELECT:** The Chair-Elect, unless the Chair-Elect shall have refused to act as Chair-Elect or been disqualified, automatically assumes the office of the Chair for a term of one (1) year at the end of the Annual Meeting following the election. The Program Chair, unless the Program Chair shall have refused to act as Program Chair or been disqualified, automatically assumes the office of Chair Elect for a term of one (1) year at the end of the Annual Meeting following the election.

**8.2 OFFICERS AND COUNCIL:** Between Annual Meetings of the Section, the Council may fill vacancies in its own membership, or in the offices of Secretary, or Treasurer. Members of the Council and officers so elected shall serve until the next Annual Meeting of the Section, at which time the membership of the Section shall elect officers or Council members to fill any unexpired terms existing at the time.

**8.3 ABSENTEEISM:** If any officer or member of the Council shall fail to attend two successive meetings of the Council, the officer or Council member's office shall be automatically vacated, unless excused upon good cause accepted by the members of the Council.

**8.4 IMMEDIATE PAST CHAIR:** At the end of the Chair's term of office, the retiring Chair shall become, as the Immediate Past Chair, a regular member of the Council for a term of one (1) year.

## ARTICLE IX: REPRESENTATION OF STATE BAR'S POSITION

**9.1** Any action by this Section must be approved by the Board of Governors of the State Bar before action can be effective as the action of the State Bar. Any resolution adopted or action taken by the Section shall be reported by the Chair or the Chair's representative to the Board of Governors for action by the State Bar.

## ARTICLE X: AMENDMENTS

**10.1** These bylaws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, providing such proposed amendment shall first have been approved by a majority of the Council. They shall become effective upon approval by the Board of Governors.