

Hon. Rebecca Berch (ret.)
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Phoenix, AZ 85007

SUPREME COURT OF ARIZONA

PETITION TO AMEND RULE 32) Supreme Court No. R-16-____
OF THE RULES OF THE)
SUPREME COURT OF ARIZONA) With Request to Allow a
) Modified Comment Period
)
)
_____)

Petitioner served 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 “Mission and Governance Task Force” or “Task Force”). The Task Force submitted a report to the Supreme Court on September 1, 2015. Petitioner now requests amendments to Rule 32 of the Rules of the Supreme Court of Arizona, as shown in the appendix. As discussed in Part IV of this petition, the appendix contains two alternatives for Rule 32(e).

Part I: Background. Supreme Court Administrative Order number 2014-79 established the Mission and Governance Task Force. The Order directed the Task Force to review the Rules of the Supreme Court on the mission and governance structure of the State Bar of Arizona (“SBA”) and to make

recommendations concerning the SBA's mission and governance. The Order had its genesis in the Supreme Court's *Strategic Agenda: Advancing Justice Together*, which includes the following objective under the goal of "Regulating the practice of law to protect the public:"

Review the current Supreme Court Rules establishing the State Bar to assess how well the current governance structure allows the State Bar to fulfill its mission of protecting the public and improving the legal profession.

As noted in the Task Force report, no crisis or event prompted a review of these rules. Rather, the Court established the Task Force in furtherance of the Court's responsibility to oversee the SBA. The Court, Bar, and public recognize the SBA as a valuable asset of this State. During the more than eight decades of its existence, the SBA has performed a wealth of services for Arizona's legal community and the public. It is a nationally respected organization. But the SBA's mission and governance have not been the subject of recent or comprehensive reviews, and a periodic review by the Court comports with best governance and business practices.

The Court appointed to the Task Force five former presidents of the SBA, others who have served on the SBA's governing board, a former Arizona Secretary of State and a former Arizona Attorney General, former Arizona gubernatorial chiefs of staff, a past-president of Arizona State University, and leaders of public and private organizations. Six of its 15 members are not attorneys. The SBA's

executive director served as a consultant to the Task Force. The Task Force held eight meetings between August 2014 and July 2015. Three Task Force workgroups also met during that time.

II. Pre-petition comments. Administrative Order No. 2014-79 directed the Task Force to submit its report to the Court by September 1, 2015. On August 7, 2015, the Task Force posted a draft of its report on the Arizona Judicial Branch website. Petitioner summarized the work and recommendations of the Task Force in a video that appeared on the website adjacent to the draft. In the video, Petitioner also invited comments on the draft, and the Task Force established an Outlook “Bar Governance” mailbox for those comments. This website information was publicized in an email the SBA sent to its members on August 10, 2015. The local PBS station’s August 18, 2015 “Horizon” program and a Supreme Court press release also publicized the draft report.

The Task Force submitted its final report to the Court on September 1, 2015. The final report also was posted on the Task Force webpage, and it may be found [by clicking here](#). The report provides additional background information and reasons supporting the Task Force recommendations discussed below.

The Task Force transmitted its final report to the president of the SBA Board of Governors. On November 11, 2015, the SBA’s Board of Governors submitted to the Chief Justice its response to the Task Force final report.

The recommendations of the Mission and Governance Task Force were widely vetted and generated a number of pre-petition comments. The next section of this petition outlines recommendations on which there seems to be general agreement.

Part III: Areas of general agreement. Three matters on which the Task Force, the State Bar, and commentators appear to agree are

- a. Supreme Court Rule 32, which includes the SBA’s governance provisions, could be improved with restyling.
- b. The State Bar’s mission should be clarified.
- c. There are ways to improve the SBA’s governance structure.

a. **Restyling.** Rule 32 details the mission of the SBA in a cumbersome, 266-word sentence; restyling could state that mission more clearly and meaningfully. Even if the Court elects to make no substantive changes to the mission or governance provisions of Rule 32, the rule would benefit from restyling. The proposed Rule 32 restyling includes updated language in Rules 32(d), (h), and (k).

b. **Mission.** The mission provisions of Rule 32 are meritorious, but unfocused. The Task Force and others believe that Rule 32’s statement of the SBA’s mission should be readily apparent and highly visible. (The word “mission” does not even appear in the portion of the rule that describes it.)

The Task Force accordingly recommended adding a new mission provision to Rule 32(a). Petitioner proposes the following language, which is modeled on the SBA's own statement of its 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.

c. **Governance.** The Task Force's final report included two dozen governance recommendations. (A table summarizing those recommendations appears in Appendix E of the report.) Leaving aside for the moment recommendations concerning the size and composition of the governing board, the Task Force received no objections to the following recommendations, and accordingly they are contained in the proposed amendments to Rule 32 shown in the appendix to this petition. Those recommendations include the following:

- Rule 32 should include a uniform three-year election and appointment cycle. (The current cycle under Rule 32 is irregular and unbalanced. Elections are routinely held in only two years of the three-year cycle. In one year, 11 board members are elected, whereas in another, seven are elected.)
- Rule 32 should allow active out-of-state members to vote in SBA board elections. (Active out-of-state members currently cannot vote.)
- The immediate past president should serve a one-year term as an advisor to the board. (The immediate past president is currently an "ex officio" board member.)
- All elected board members should have a limit of three terms of three years each, and should not be a candidate for a fourth term until three

years have passed after the ninth year. (There currently is no term limit for elected board members.)

- An attorney member of the board must have no record of disciplinary sanctions for five years preceding board service. (“Disciplinary sanctions” are described in Rule 60.) An attorney member of the board who becomes the subject of a formal complaint under Rule 58 must be recused from serving on the board pending disposition of the complaint. (There currently are no such requirements.)
- A board member may be removed for good cause by a two-thirds vote of the board. (The current rule allows the removal of officers, but does not provide for the removal board members.)
- The board should elect three officers: a president, a president-elect, and a secretary-treasurer. (There are currently five officers: the three just mentioned and two vice presidents.)
- Each office should be held for a one-year term. A member may not be elected to a second term for any office that the member has held during nine or fewer years of consecutive board service. (Although an officer’s term currently is one year, there is no limitation on re-election to an office.)
- If the president or president-elect is term limited, that does not preclude the person from continuing to serve on the board until completion of his or her term as president. Upon completing a term as president, a new board member will be elected or appointed for the remaining partial term on the board. (This circumstance is currently covered by the SBA by-laws, although stated somewhat differently, rather than by Rule 32.)

Part IV. Composition of the Bar’s Board. Although most stakeholders see benefit in reconfiguring the board, there is no agreement on the size of the board, the respective numbers of elected and appointed members, and who should have the authority to appoint board members. This petition presents two thoughtful alternatives for composing the governing board, but these alternatives

can be “fine-tuned” and offer a number of possible variations. One of the alternatives this petition presents is Task Force Option Z, with certain modifications. The other alternative is a proposal from the SBA Board of Governors.

Currently. A 30-member Board of Governors governs the SBA. The board is composed of 26 voting members

The board includes 19 elected attorney members (18 members elected from eight districts, and one member who is the elected president of the SBA’s Young Lawyers Division, or “YLD”). Maricopa, Yavapai, Cochise, and Pinal Counties are “standalone,” single-county districts. The remaining three districts are groups of two, three, or four counties. The Maricopa District currently elects nine members. Pima County is combined with Santa Cruz County into a single district that elects three members. Other than Maricopa and Pima/Santa Cruz, each district elects one member.

The current board also includes as voting members four public members appointed by the SBA board (“public” in Rule 32 means non-attorney), and three at-large members appointed by the Arizona Supreme Court (“at-large” means attorney or non-attorney). In addition, the board now includes as non-voting ex officio members the deans of Arizona’s three law schools, and the immediate past president of the SBA board.

Task Force Option Z. The Task Force recommended reducing the size of the governing board. It believed a reduction would promote best practices for corporate governance. The Task Force report proposed three governance alternatives, which it labeled Options X, Y, and Z. Following public comment and after further consideration of those options, and with direction from the Court, this petition presents Option Z, as detailed at pages 18-20 of the Task Force report, but with some modifications. Option Z features a board with 18 voting members. Of the 18 voting members, 11 would be elected, and seven would be appointed. Option Z, as modified by this petition, would also include Arizona's law school deans as ex officio board members, and the immediate past president as an advisor to the board.

Task Force Option Z proposes five election districts: a Maricopa District; a Pima District; a North District (Mohave, Navajo, Coconino, and Apache Counties, which is the same as current District 1); a new West District (Yavapai, La Paz, and Yuma Counties); and a new Southeast District (Gila, Graham, Greenlee, Cochise, Santa Cruz, and Pinal Counties). The North, West, and Southeast Districts would each have one elected member; the Pima District would have two elected members; and the Maricopa District would have five elected members. There would be a total of ten board members elected by districts. In addition, the

president of the Young Lawyers Division would serve on the board as an eleventh elected member.

Option Z's board would also include a combination of appointed members: four "public" members and three "at-large" members. Under the current rule, the board itself appoints public members. Under Option Z, the governing board would nominate public members and the Court would actually appoint them. (In Option Z as well as in the current rule, the Court appoints at-large members.)

Option Z contemplates the same number of appointed members as currently provided by Rule 32. However, a reduction in the number of elected members (from 19 elected to 11 elected), while maintaining the same number (seven) of appointed members, would increase the relative proportions of public and at-large members on the board. The Court's appointment of every public and at-large member would help ensure the independence of the public and at-large members and further the Court's supervision of the SBA.

Neither Rule 32 nor the SBA's by laws provide for the deans of Arizona's three law schools as board members; they sit on the board as a matter of board policy. Modified Option Z would include the law school deans as non-voting ex officio members, and it would formalize that status by establishing these seats in Rule 32. The immediate past president is now an ex officio member of the board pursuant to SBA by-laws. Under Option Z, Rule 32 would expressly provide that

the immediate past president serves as a non-voting “advisor” to the board. The immediate past president brings wisdom and experience to the board, and “advisor” more accurately describes this role than “ex officio member.”

Board of Governor’s Proposal. The Board of Governors, in a November 11, 2015 letter to the Chief Justice and by an 11 to 9 vote, supported a board with 26 voting members. The Board of Governors believes that maintaining a board of this size is appropriate to fulfill the responsibilities that board members are traditionally assigned. Those responsibilities include service on one of the seven standing committees of the board and serving as a liaison to one of the SBA’s 28 sections.

The 26 voting members under this proposal would include four public members appointed by the board and three at-large members appointed by the Court. Both the number of appointed members and the manner of their appointment would remain the same as under the current rule.

The Board of Governors’ proposal would also include 19 elected members. One of these 19 elected members would be the president of the SBA’s Young Lawyers Division. The remaining 18 elected members would be elected from four statewide districts, rather than the current eight districts. The four proposed districts would be Maricopa County, Pima County, the Division One counties except Maricopa, and the Division Two counties except Pima. The Board of

Governors' proposal provides for ten members (rather than the current nine) elected from Maricopa County; four members (rather than the current three) elected from Pima County; three members from the Division One counties other than Maricopa (those counties currently have three members); and one member from the Division Two counties other than Pima (those counties currently have three members).

The Board of Governor's proposal would eliminate the four non-voting ex-officio members. Under that proposal, the three law school deans and the immediate past president would no longer serve on the board.

Part V. Tribal Court Judges. A comment submitted to the Bar Governance mailbox inquired why Rule 32 did not allow Arizona licensed attorneys who serve as judges in tribal courts to be judicial members of the SBA. The proposed amendments to Rule 32(c)(6) shown in the appendix would change that and provide judicial member status for full-time tribal court judges like the other judicial officers mentioned in this rule.

Part VI. Public Access. The proposed amendments to Rule 32 include a new section (m). This section would require the SBA to conduct its meetings, and to retain its records, pursuant to public access policies adopted by the Supreme Court.

Part VII. Request for a Modified Comment Period. This petition proposes a number of amendments to Rule 32. Although several interested stakeholders have already provided comments, additional public comments may address items that this petition overlooks, suggest other changes that would improve the proposed amendments, or provide other insights. Petitioner therefore requests the Court to allow a modified comment period that would accommodate the filing of an amended petition after an initial round of public comments. Petitioner suggests the following dates:

April 1, 2016:	First round of comments due
May 13, 2016:	Amended petition due
June 10, 2016:	Second round of comments due
July 8, 2016:	Reply due

Part VIII. Conclusion. Petitioner requests that the Court open this petition for comments during the modified periods described above, and subject to any modifications requested by an amended petition, adopt amendments to Rule 32.

RESPECTFULLY SUBMITTED this __ day of January, 2016

By _____
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Appendix, "redline" version of Rule 32

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

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.

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- (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

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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 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, "redline" version of Rule 32

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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.~~

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~~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.~~

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~~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.~~

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- **Immediately below is Rule 32(e), Task Force OPTION Z, as modified. See subsequent pages for the Board of Governors Proposal regarding Rule 32(e).**

(e) Composition of the Board of Governors. The State Bar of Arizona is governed by a board of governors. The board is composed of eleven 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.

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- (A) **Districts.** Governors are elected from five districts, as follows:
- (i) Maricopa County District: five governors
 - (ii) Pima County District: two governors
 - (iii) North District (Mohave, Coconino, Navajo, and Apache Counties): one governor
 - (iv) West District (Yavapai, Yuma, and La Paz Counties): one governor
 - (v) Southeast District: (Pinal, Gila, Graham, Santa Cruz, Cochise, and Greenlee Counties): 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

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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. In addition to those governors elected under Rule 32(e)(2), the elected president of the Young Lawyers Section will serve as a voting member of the board of governors. 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 public and at-large 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 of legal services, a financial interest in the practice of law. Public governors are nominated by the board and appointed by the Supreme Court for terms of three years and begin board service at a time designated by the Court. The Court may decline to appoint any board nominee and may appoint as a public governor a person who was not nominated 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 Court 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 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) **Board advisor.** The immediate past president of the board will serve a one-year term as an advisor to the board. The advisor may participate in board discussions but has no vote at board meetings. The board advisor, with the assistance of two or more governors chosen by the president, will lead a committee to recruit, recommend, and nominate candidates for the offices of president-elect and secretary-treasurer.

- (9) **Ex officio members.** The dean of each ABA-accredited law school in Arizona will serve as an ex officio member of the board. An ex officio member may participate in board discussions but may not vote at board meetings.

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➤ Immediately below is Rule 32(e) as proposed by the Board of Governors.

Appendix, "redline" version of 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. [No change from Option Z]

(C) Nominations. [No change from Option Z]

(D) Elections. [No change from Option Z]

(E) Terms of service. [No change from Option Z]

(F) Term limits. [No change from Option Z]

(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.

Appendix, "redline" version of Rule 32

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

(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.** [No change from Option Z]

(6) **Removal of a governor.** [No change from Option Z]

(7) **Recusal of an attorney governor.** [No change from Option Z]

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~~(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-~~

Appendix, "redline" version of Rule 32

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

~~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, 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 and secretary-treasurer. The board must elect a new president-elect and a new secretary-treasurer at each annual meeting. Those newly elected officers will assume their respective offices at the conclusion of

Appendix, "redline" version of Rule 32

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

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 term for any office that the governor has held during the preceding nine or fewer consecutive years of service on the board.

(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.

(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

Appendix, "redline" version of Rule 32

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

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.