

1 **Rule 14-205. Board.**

2 (a) Number and terms. There shall be a Board consisting of no fewer than 13 but no
3 more than 15 voting members, including 11 elected lawyers and two non-lawyers
4 appointed by the Supreme Court. Except as otherwise provided, the term of office of
5 each commissioner shall be three years and until a successor is elected and qualified.

6 (b) Vacancies. A lawyer vacancy on the Board occurs by reason of death,
7 resignation, incapacity, retirement, removal, change of residence from Utah, or upon the
8 incumbent ceasing to be an active member of the Bar in good standing. A vacancy
9 created by a lawyer commissioner shall be filled by the remaining Board members by
10 either:

11 (b)(1) conducting a special election;

12 (b)(2) appointing a successor from among the active members of the Bar whose
13 business mailing addresses on the records of the Bar are in the division from which the
14 commissioner was elected, who shall serve until the following annual election; or

15 (b)(3) filling the vacancy through the next regular annual election.

16 The Board may establish the term of the successor to be either a one, two or full
17 three-year term, provided that there would be not more than three but not fewer than
18 two commissioners from the Third Division whose terms expire in any one year and not
19 more than five but not fewer than four commissioners on the Board whose terms expire
20 in any one year.

21 (b)(4) A President's unexpired Commission term shall be filled in the regular election
22 cycle immediately preceding the time he or she succeeds to the office of President.

23 (c) Removal. A lawyer commissioner may be removed from the Board by:

24 (c)(1) The vote of eight of the twelve commissioners (other than the commissioner
25 proposed for removal) at a meeting of which advance notice of the removal vote is given
26 as provided in paragraph 14-204(a)(2), provided that commissioners who are eligible to
27 vote but who are not in attendance at the meeting may submit their vote in writing to the
28 executive director; or

29 (c)(2) The vote of a majority of the active members of the Bar in the division which
30 elected the commissioner voting in a special election held for the purpose of
31 consideration of removal. Ballots shall be mailed, first class, 20 days after the filing of a

32 petition calling for removal signed by 10% of the active members of the Bar in the
33 division which elected the commissioner. Ballots shall be due 17 days after mailing and
34 the results tabulated and announced not more than 45 days after the filing of the
35 petition.

36 (d) General powers. The Board may exercise all powers necessary and proper to
37 carry out the duties and responsibilities of the Bar and the purposes of Article 1,
38 Integration and Management, and shall exercise all authority which is not specifically
39 reserved to the Supreme Court.

40 (e) Election notice. Notice of election of commissioners and of the divisions from
41 which they shall be elected during the current year shall be mailed to the active
42 members of the Bar in that division no later than 90 days prior to the date on which
43 ballots will be counted.

44 (f) Nomination. Commissioners shall be nominated by written petition complying with
45 Article 1, Integration and Management, and filed with the executive director at least 60
46 days prior to the date on which ballots will be counted. Such petitions must be signed by
47 ten active members of the Bar whose business mailing addresses on the records of the
48 Bar are in the division from which the election is to be held. Only active members of the
49 Bar eligible to vote in that division may be nominated to serve as commissioner.

50 (g) Form of petition. The executive director shall prepare a form of petition for the
51 nomination of commissioners and shall furnish copies to any active member upon
52 request. Nominations may be made on such forms, but nominations in any other form of
53 petition which complies with Article 1, Integration and Management and these Bylaws
54 shall be deemed sufficient.

55 (h) Election procedures.

56 (h)(1) Ballots shall be ~~mailed~~provided to all active members in each division in
57 which an election is to be held, containing the alphabetized names of those members
58 who have been nominated from the respective divisions. Said ballots shall be provided
59 electronically, and if by mail, mailed to active members at their business mailing
60 address in the respective divisions at least 15 days prior to the date on which ballots will
61 be counted.

62 (h)(2) The ballot, together with a ballot envelope and a cover envelope in which the
63 voting member shall identify himself or herself, shall be included in the mailing.

64 (h)(3) ~~Balloting may be returned by mail or in person.~~ Ballots shall state the date
65 upon which they are due and shall be ~~delivered returned to the Bar offices, or mailed by~~
66 ~~voters~~ so as to reach the Bar offices, whether by mail, in person or electronically no
67 later than 5:00 p.m. on the day prior to the date ballots will be counted. Balloting shall
68 close at 5:00 p.m.

69 (h)(4) The executive director shall designate the time, date and place for the
70 counting of ballots, and shall arrange for the counting for those ballots not cast
71 electronically.

72 (h)(5) Each candidate for a Board position may submit in writing the names of two
73 persons to act as ballot counters, and arrange to have counters at the Bar offices or
74 such other place as the executive director shall determine on the date and time for
75 counting ballots.

76 (h)(6) Successful candidates shall be notified of that fact by the president who shall
77 then call a meeting of the Board prior to the end of the annual meeting for the purpose
78 of re-organizing the Board. Public announcement of election results shall be made at
79 the discretion of the president.

80 (h)(7) The terms of new commissioners shall begin when they are seated at the
81 reorganization meeting of the Board.

82 (h)(8) If an insufficient number of nominating petitions are filed to require balloting in
83 a division, the person or persons nominated shall be declared elected.

84 (h)(9) If any day or date set forth above shall fall on a Saturday, Sunday or holiday,
85 the act required or time fixed shall occur on or run from the next working day.

86 (i) Disputed election.

87 (i)(1) If there is a dispute as to the validity of the election of a commissioner, it shall
88 be resolved by the Board at its first meeting after the election or at an adjourned
89 meeting. Any Board member involved in the dispute shall not be entitled to vote. The
90 executive director shall give written notice to each candidate of the hearing on the
91 contested election and each candidate shall have the right to be personally present, to
92 be represented by counsel and to present proof at such hearing. The Board shall have

93 the right to examine the ballots and to inquire into their validity and into all matters
94 germane to the election and dispute.

95 (i)(2) The Board may designate a committee from among its members to hear
96 disputed election matters, but decisions of the committee shall not be effective until
97 approved by the Board. In every contested election hearing, the Board shall have the
98 right to prescribe rules and regulations for the conduct.

99 (i)(3) The decision of the Board shall be final.

100 (j) Meetings.

101 (j)(1) The Board shall hold regular meetings at the Bar offices or at such other place
102 as the Board may determine.

103 (j)(2) Special meetings of the Board may be held at any time upon the call of the
104 president, and shall be called by him or her at the written request of three or more
105 members of the Board.

106 (j)(3) Reasonable notice of the time and place of all regular special meetings shall be
107 given to each member of the Board by the executive director by mail, telephone, fax, e-
108 mail or telegraph.

109 (j)(4) At any regular or special meeting of the Board, any business may be
110 transacted which is within the power of the Board, whether or not such business has
111 been placed upon the agenda in advance; provided, however, that advance notice
112 pursuant to subparagraph (j)(3) above must be given for removal of officers and lawyer
113 commissioners.

114 (j)(5) If less than a quorum of the Board is present at a meeting, those present may
115 adjourn the meeting to a later time, and if a quorum is present at the time to which the
116 meeting was adjourned, the Board may proceed with the conduct of business without
117 further call or notice.

118 (j)(6) If the president desires the vote of the Board without calling a meeting, such a
119 vote may be taken by telephone, e-mail or fax, provided that all members of the Board
120 who are available at their respective business offices shall be given an opportunity to
121 vote.

122 (k) Quorum. Eight members of the Board shall constitute a quorum for conducting
123 the business of the Board and a majority vote of those present and voting at any

124 meeting shall be sufficient to take effective action to bind the Board; provided, however,
125 that the nomination of candidates to run for the office of president-elect and the
126 selection of a lawyer commissioner to fill a vacancy shall be by majority vote of the
127 entire Board. All members of the Board who are present shall vote on all matters when
128 a vote is taken unless they excuse themselves from voting or are excused from voting
129 by a majority of the Board members present by reason of conflict of interest.

130 (l) Executive Committee. An Executive Committee of not fewer than three members,
131 two of whom shall be the president and the president-elect, with the remaining members
132 of the Executive Committee being voting members of the Board, shall be appointed by
133 the president with the approval of the Board. The executive director shall be an ex-
134 officio member of the Executive Committee. The duties of the Executive Committee
135 shall include:

136 (l)(1) the handling of emergency matters when the entire Board cannot be convened
137 or the requirements of paragraph (g) above cannot be met;

138 (l)(2) the review of the affairs of the Bar and the making of recommendations to the
139 Board;

140 (l)(3) the handling of ministerial and routine business of the Bar which transpires
141 between Board meetings; and

142 (l)(4) any other matters delegated to it by the Board.

143 All recommendations and ministerial matters shall be reported to the Board as a part
144 of the agenda for the next Board meeting following such action.

145 (m) Liaison assignments. In addition to performing such duties as are required by
146 law or which may be assigned to individual members of the Board, commissioners and
147 officers may be assigned as contacts or liaison representatives to the various
148 committees, sections and units of the Bar, and in such capacity shall have the authority
149 to call meetings of the committees, sections or units of the Bar and may report
150 thereafter at the meetings of the Board. The members of the Board and officers should
151 affiliate and participate with, and be informed upon the work of the American Bar
152 Association and other organizations on subjects relating to those under consideration by
153 the Board, committees, sections and units of the Bar to which the Board members are
154 assigned.

155 (n) Sub-committees. The Board may appoint such sub-committees as it deems
156 desirable in order to carry out its functions.

157 (o) Executive director.

158 (o)(1) The executive director shall be selected by the Board at the meeting held
159 immediately following the adjournment of the annual convention.

160 (o)(2) The salary and duties of the executive director shall be fixed by the Board.
161 The term of office of the executive director shall be for one year.

162 (o)(3) The executive director shall have and perform duties as secretary to the Board
163 as provided by law and such other duties as shall be prescribed by the Board or
164 delegated by the president, not inconsistent with law and these Bylaws.

165 (p) Ex-officio members. Ex-officio members of the Board may be designated by the
166 Board from year to year, but any designation shall not be effective for more than one
167 year, and such members shall not be entitled to vote.

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