

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

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

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

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

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

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

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

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

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

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

32 (c)(2) The vote of a majority of the active lawyer members of the Bar licensees in the
33 division which elected the commissioner voting in a special election held for the purpose
34 of consideration of removal. Ballots ~~shall must~~ be emailed to the lawyer licensees' address
35 of record with the Bar, first class, 20 days after the filing of a petition calling for removal
36 signed by 10% of the active ~~members of the Bar~~ lawyer licensees in the division which
37 elected the commissioner. Ballots ~~shall beare~~ due by 9:59 p.m. Mountain Time 17-15 days
38 after emailing and the results must be tabulated and announced not more than 45 days
39 after the filing of the petition.

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

44 (e) Election notice. Notice of election of commissioners and of the divisions from
45 which they ~~shall must~~ be elected during the current year ~~shall must~~ be emailed to the
46 active ~~members-lawyer licensees~~ of the Bar in that division no later than 90 days prior to
47 the date ~~on which ballots will be counted.the election closes.~~

48 (f) Nomination. Commissioners ~~shall be are~~ nominated by written petition complying
49 with Article 1, Integration and Management, and filed with the executive director at least
50 60 days prior to the date ~~on which ballots will be counted the election closes.~~ ~~Such The~~
51 petitions must be signed by ten active ~~lawyer members of the Bar licensees~~ whose
52 business mailing addresses on the records of the Bar are in the division from which the
53 election is to be held. Only active ~~members of the Bar~~ lawyer licensees eligible to vote in
54 that division may be nominated to serve as commissioner.

55 (g) Form of petition. The executive director ~~shall must~~ prepare a form of petition for
56 the nomination of commissioners and ~~shall~~ furnish copies to any active ~~member~~ lawyer
57 licensee upon request. Nominations may be made on ~~such the~~ forms, but nominations in
58 any other form of petition which complies with Article 1, Integration and Management
59 and these Bylaws ~~shall must~~ be ~~deemed~~ sufficient.

60 (h) Election procedures.

61 (h)(1) Ballots ~~shall must~~ be provided to all active ~~lawyer members licensees~~ in each
62 division in which an election is to be held, containing the alphabetized names of those
63 ~~members-lawyer licensees~~ who have been nominated from the respective divisions. ~~Said~~
64 ~~The~~ ballots ~~shall must~~ be provided electronically, ~~and if by mail, mailed~~ to active
65 ~~members-lawyer licensees~~ at their ~~business mailing email address of record with the Bar~~
66 ~~address in the respective divisions~~ at least 15 days prior to the date ~~on which ballots will~~
67 ~~be counted.the election closes.~~

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

70 (h)(3)~~2~~ Ballots ~~shall state the date upon which they are due and shall must~~ be returned
71 ~~so as to reach the Bar offices, whether by mail, in person or submitted electronically~~ no
72 later than ~~5:009:59~~ p.m. Mountain Time on the day ~~prior to the date ballots will be~~
73 ~~counted. Balloting shall close at 5:00 p.m.the election closes.~~

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

76 (h)(5) Each candidate for a Board position may submit in writing the names of two
77 ~~persons to act as ballot counters, and arrange to have counters at the Bar offices or such~~

78 ~~other place as the executive director shall determine on the date and time for counting~~
79 ~~ballots.~~

80 (h)(6) Successful candidates ~~shall will~~ be notified ~~of that fact~~ by the ~~president~~
81 ~~Executive Director. who shall then~~ The President must call a meeting of the Board prior
82 to the end of the annual meeting for the purpose of re-organizing the Board. Public
83 announcement of election results ~~shall will~~ be made at the discretion of the president.

84 (h)(7) The terms of new commissioners ~~shall will~~ begin when they are seated at the
85 reorganization meeting of the Board.

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

88 (h)(9) If any day or date set forth above ~~shall fall on a falls on~~ Saturday, Sunday or
89 holiday, the act required or time fixed ~~shall will~~ occur on or run from the next working
90 day.

91 (i) Disputed election.

92 (i)(1) If there is a dispute as to the validity of the election of a commissioner, it ~~shall~~
93 ~~must~~ be resolved by the Board at its first meeting after the election or at an adjourned
94 meeting. Any Board member involved in the dispute ~~shall must~~ not be entitled to vote.
95 The executive director ~~shall must~~ give written notice to each candidate of the hearing on
96 the contested election and each candidate ~~shall must~~ have the right to be personally
97 present, to be represented by counsel and to present proof at ~~such the~~ hearing. The Board
98 ~~shall have has~~ the right to ~~examine the ballots and to~~ inquire into ~~their validity and into~~
99 all matters germane to the election and dispute.

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

104 (i)(3) The decision of the Board ~~shall is be~~ final.

105 (j) Meetings.

106 (j)(1) The Board ~~shall must~~ hold regular meetings at the Bar offices or at such other
107 place as the Board may determine.

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

111 (j)(3) Reasonable notice of the time and place of all regular special meetings ~~shall must~~
112 be given to each member of the Board by the executive director by ~~mail, telephone, fax,~~
113 ~~e-mail or telegraph email.~~

114 (j)(4) At any regular or special meeting of the Board, any business may be transacted
115 which is within the power of the Board, whether or not such business has been placed

116 upon the agenda in advance; provided, however, that advance notice pursuant to
117 subparagraph (j)(3) above must be given for removal of officers and lawyer
118 commissioners.

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

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

127 (k) Quorum. Eight members of the Board ~~shall~~ constitute a quorum for conducting
128 the business of the Board and a majority vote of those present and voting at any meeting
129 ~~shall be is~~ sufficient to take effective action to bind the Board; provided, however, that
130 the nomination of candidates to run for the office of president-elect and the selection of a
131 lawyer commissioner to fill a vacancy ~~shall must~~ be by majority vote of the entire Board.
132 All members of the Board who are present ~~shall must~~ vote on all matters when a vote is
133 taken unless they excuse themselves from voting or are excused from voting by a majority
134 of the Board members present ~~by reason because~~ of a conflict of interest.

135 (l) Executive Committee. An Executive Committee of not fewer than three members,
136 two of whom shall be the president and the president-elect, with the remaining members
137 of the Executive Committee being voting members of the Board, ~~shall must~~ be appointed
138 by the president with the approval of the Board. The executive director ~~shall must~~ be an
139 ex-officio member of the Executive Committee. The duties of the Executive Committee
140 shall include:

141 (l)(1) the handling of emergency matters when the entire Board cannot be
142 ~~convened~~convened, or the requirements of paragraph (g) above cannot be met;

143 (l)(2) the review of the affairs of the Bar and the making of recommendations to the
144 Board;

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

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

148 All recommendations and ministerial matters ~~shall must~~ be reported to the Board as
149 a part of the agenda for the next Board meeting following ~~such the~~ action.

150 (m) Liaison assignments. In addition to performing ~~such~~ duties ~~as are~~ required by law
151 or which may be assigned to individual members of the Board, commissioners and
152 officers may be assigned as contacts or liaison representatives to the various committees,
153 sections and units of the Bar, and in ~~such that~~ capacity ~~shall will~~ have the authority to call
154 meetings of the committees, sections or units of the Bar and may report thereafter at the

155 meetings of the Board. The members of the Board and officers should affiliate and
156 participate with, and be informed upon the work of the American Bar Association and
157 other organizations on subjects relating to those under consideration by the Board,
158 committees, sections and units of the Bar to which the Board members are assigned.

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

161 (o) Executive ~~director~~ Director.

162 (o)(1) The ~~executive~~ Executive ~~director~~ Director ~~shall is~~ be selected by the Board, ~~at~~
163 ~~the meeting held immediately following the adjournment of the annual convention.~~

164 (o)(2) The salary ~~and~~, duties ~~and employment term~~ of the ~~executive~~ Executive ~~director~~
165 Director are contained in the Executive Director's employment agreement with the
166 Board. shall be fixed by the Board. The term of office of the executive director shall be for
167 one year.

168 (o)(3) The ~~executive~~ Executive ~~director~~ Director ~~shall must have and~~ perform duties
169 as secretary to the Board as provided by law and ~~such~~ any other duties ~~as shall be~~
170 prescribed by the Board or delegated by the president, not inconsistent with law and
171 these Bylaws. The Executive Director has the authority to hire and terminate staff.

172 (p) Ex-officio members. Ex-officio members of the Board may be designated by the
173 Board from year to year, but any designation ~~shall must~~ not be effective for more than
174 one year, and ~~such~~ ex-officio members ~~shall are~~ not ~~be~~ entitled to vote.

175
176 *Effective November 1, 2020.*