



AMENDED AND RESTATED BYLAWS

OF THE

PARALEGAL DIVISION

OF THE

UTAH STATE BAR

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AMENDED AND RESTATED BYLAWS
OF THE
PARALEGAL DIVISION
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ARTICLE 1. NAME AND PURPOSES OF THE PARALEGAL DIVISION.

Section 1.1. **Name.** The name of the organization is the "Paralegal Division of the Utah State Bar" (the "Division").

Section 1.2. **Purposes.** The purposes for which the Division was formed are:

- (a) To assist the Utah State Bar (the "Bar") with its mission to serve the public and the legal profession by promoting justice, professional excellence, civility, ethics, respect for and understanding of the law.
- (b) To assist the Bar in increasing access to lower cost, affordable legal services through the increased utilization of paralegals by the Bar in the delivery of legal services.
- (c) To assist the Bar in the protection of the public from harm from unqualified persons seeking to provide legal assistance to unrepresented persons, thereby engaging in the unauthorized practice of law.
- (d) To serve the legal profession through education of the Bar, attorneys and the legal community, concerning the proper and effective utilization of paralegals.
- (e) To assist the Bar in improving the quality and efficiency of the delivery of legal services and the practice of law.
- (f) To enhance Members' participation in the administration of justice, professional responsibility and public service in cooperation with the Utah State Bar.
- (g) To enhance the legal profession by facilitating communication between the paralegal community and the Bar.
- (h) To provide forums for membership discussions of issues and trends affecting the legal profession.
- (i) To provide continuing legal education to Members of the Division, the paralegal profession and the legal community.

(j) To foster and promote professional competence and excellence throughout the paralegal profession.

(k) To provide mutual support, encouragement and establish good fellowship among the members of the paralegal profession and the legal community.

(l) To further promote the purposes and objectives of the Division, the Board and Committees shall encourage the active participation of its Members in the leadership of the Division, in events sponsored by the Division and by the Bar, and to work with professional organizations to promote the paralegal profession and the Division.

ARTICLE 2. DEFINITIONS.

In these Bylaws:

(a) "Bar" means the Utah State Bar.

(b) "Board" "Directors" or "Board of Directors" means the Board of Directors of the Paralegal Division of the Utah State Bar that is elected by the Members of the Division.

(c) "Director" means an individual elected to the Board pursuant to these Bylaws

(d) "Committee" means any number of sections, standing committees, special committees, or ad hoc committees appointed by the Board, to which matters may be referred to for handling or recommendation to the Board.

(e) "Member" means a paralegal who meets the criteria for membership in the Division as mandated by the Bar and Division, and has a current active status in the Division.

(f) "Paralegal" means and the Utah Supreme Court has defined a paralegal as: "...a person, qualified through education, training or work experience who is employed or retained by a lawyer, law office, governmental agency or other entity in a capacity or function which involves the performance, under the ultimate direction and supervision of an attorney, of specifically delegated substantive legal work, which work for the most part, requires a sufficient knowledge of legal concepts that, absent the [paralegal] the attorney would perform the task."

(g) "Paralegal Division" or "Division" means the Paralegal Division of the Utah State Bar.

ARTICLE 3. MEMBERSHIP.

Section 3.1. **Active Members.** Active members are those Members who are employed in the State of Utah, who have, through education, training, and/or experience, demonstrated knowledge of the legal system, legal principles and procedures, and who meet the criteria of the definition of a "Paralegal" as adopted by the Utah Supreme Court and has satisfied at least one of the criteria for membership established by the Bar and the Division. Membership in the Division shall not confer upon any Member the right or license to practice law in the State of Utah.

Section 3.2 **Dues.** Any person eligible for membership under 3.1, above, who pays a membership fee, in an amount as determined by the Board of Directors of the Division, shall be a Member of the Division for the fiscal year in which the fee is paid. This membership shall expire upon the last day of the fiscal year for the Division.

Section 3.3. **Register of Members to be Kept.** The Bar shall maintain a register of Members which shall contain a designation as to their status and such other information as the Board of Bar Commissioners and the Board of the Division may determine to be necessary or desirable. An updated register shall be provided to the Board of the Division upon its request. In addition the Division may publish a directory of Members for distribution to Division Members, upon recommendation and approval of the Board.

Section 3.4. **Information Required of Members.** Each Member of the Division shall furnish the Bar information indicating the Member's name and address, email address, current employer and such other information as the Board of Bar Commissioners and the Board of the Division may from time to time prescribe. The name, business address, business fax and telephone, and practice area information may be published in a membership directory. All other information shall be kept confidential.

Section 3.5. **Membership Certificate or Card.** Each Member shall be furnished with an appropriate membership card upon admittance to the Division as an Active Member, or upon renewal of an Active Member of the Division.

Section 3.6. **Ethics and Professional Conduct.** The Division shall adopt and each Member shall subscribe to and be bound by the Utah Rules of Professional Conduct as they apply. The Division Ethics Committee shall review any violations of the Utah Rules of Professional Conduct and make recommendations to the Board. The Board shall then make recommendations to the Utah State Board of Bar Commissioners. Violations of the Utah

Rules of Professional Conduct may be grounds for termination of membership in the Division and/or removal from office.

ARTICLE 4. MEETINGS OF THE DIVISION

Section 4.1. Meeting Dates and Notices.

(a) The time and place of the **Annual Meeting** of the Members of the Division shall be fixed and notice given by the Board not less than sixty (60) days prior to the date of the Annual Meeting.

(b) The time and place of **Special Meetings** of Members of the Division shall be fixed by the Board and notice shall be given by the Board to all Division Members at least fifteen (15) days prior to the date of any Special Meeting. The purpose for any Special Meeting shall be stated in the notice.

(c) A simple majority of those Members present in person or by proxy shall constitute a quorum for the transaction of any business to come before a meeting. All proxies shall be in writing and shall be delivered or mailed as instructed thereon in order to be received no later than 5:00 p.m. on the day prior to the date ballots will be counted. A proxy shall be revocable and shall automatically cease if the Member's membership in the Division is not active at the time the vote takes place.

Section 4.2. Programs. The Board shall appoint such committees and shall take such action as may be appropriate to provide a program at the Annual Meeting that will permit consideration of the affairs of the Division and matters relating to the Division of interest to the Members. The meetings may include such meetings of the Board, sections or committees as may be determined by the Board.

Section 4.3. Report of the Chair. At the Annual Meeting, the Chair shall make a report of his or her administration to the Members of the Division, which may be oral or in writing.

Section 4.4. Fees and Charges. A registration fee for attendance at the Annual Meeting may be charged to all attendees. However, the Division business portion of the Annual Meeting shall be an open forum and open to all Members, without fee. The Board may also make charges for attendance at luncheons, dinners and special events in order to defray all or part of the costs thereof.

Section 4.5. Reports and Recommendations. Reports of sections and committees, including recommendations requiring affirmative action by the Members, shall be submitted to the Board at least one month prior to the date of the Annual Meeting. Reports or recommendations requesting affirmative action shall be

considered by the Board and recommendations of the Board for action thereon shall be made at the business or open forum session of the Annual Meeting, and shall be open to debate at that time within reasonable limitations prescribed by the presiding officer, and a vote shall be taken thereon. The vote of the Members shall be advisory to the Board.

Section 4.6. **Resolutions and Open Forum Session.** Forty-Five (45) days prior to the Annual Meeting, any Member may present in writing any resolution pertinent to the legal profession and within the objectives and purposes of the Division. Resolutions so presented shall be considered by the Board, which body shall report its recommendations with respect to action to be taken thereon at the business or open forum session, at which time such resolutions shall be open to debate within such limitations as shall be prescribed by the presiding officer, and a vote shall be taken thereon.

Section 4.7. **Suspension of Rules.** The time provisions of Sections 4.5 and 4.6, above, may be suspended by the Board for good cause, which shall be set forth in its minutes, or by an affirmative vote of three-fourths (3/4) of the Members present at any business meeting.

Section 4.8. **Record of Proceedings.** A record of the proceedings of the Annual Meeting shall be kept by the Secretary and shall be available to the Members. At the first Regular Meeting of the Board held after the Annual Meeting, a review of the proceedings shall be made by the Board for the purpose of considering any duly adopted resolutions or recommendations approved at the Annual Meeting.

ARTICLE 5. BOARD OF DIRECTORS.

Section 5.1. **Board of Directors, Number, Terms and Vacancies, Powers and Duties.**

(a) **Number.** There shall be a Board of Directors of the Division consisting of not fewer than five (5) nor more than thirteen (13) elected Members and shall at all times be comprised of an uneven number. From time to time, the Board may increase the number of Directors in multiples of two to reach the maximum number of thirteen (13); provided, however, that the timing of the additions to the Board shall provide for staggered terms for the Board.

(b) **Term.** The term of office of each Director shall be two years or until a successor is elected and qualified, provided, however, that no Director may be elected for more than two consecutive terms.

(c) **Regions.** The number of Division regions and their geographical boundaries may be determined from time to time by the Board as appropriate to provide for adequate membership representation on the Board. The regions and geographical boundaries shall be set forth in the Standing Rules of the Division. One Director shall be elected from each of the geographical regions.

(d) **Vacancies.** In the event of a vacancy on the Board occurring prior to the expiration of the Director's completed term of office by reason of the death, resignation, incapacity, or upon the Director ceasing to be an active member of the Division in good standing, the remaining Directors shall appoint a successor from among the active Members of the Division who shall serve until the following annual election. If the vacancy is for a Director of a designated geographical region, and if there is an eligible and willing active Member of the Division within the geographical region, then to the extent it is feasible, the Director appointed to fill the vacated position shall be a Member whose mailing addresses on the records of the Bar are in the region from which the vacating Director was elected. In the event there are no eligible Members from a region, then the Board may, but is not required to, take action to deem the vacant Director position an at-large position, and the Board shall appoint a successor from among the active Members of the Division, who shall serve until the following annual election.

(e) **Powers.** The Board may exercise all powers necessary and proper to carry out the duties and responsibilities of the Division and shall exercise all authority which is not specifically reserved to the Bar.

(f) **Duties.** It is the duty of a Director to supply leadership to the Division; to attend all Board meetings and the Annual Meeting; to be an active representative of the Division; to advise the Board of local needs of Division Members; to carry out assigned committee responsibilities and to promote Division programs; to further the objectives and meet the responsibilities of the Division; and to perform such duties as the Chair or the Board may, from time to time, direct.

(g) **Failure to Fulfill Duties.** In the event a Director fails or refuses to attend regularly called meetings of the Board, misses and is unexcused for three (3) consecutive Board meetings, or otherwise fails to fulfill the duties of the position, at the option of the Board, the Director shall be deemed incapacitated and the corresponding Director position shall be deemed vacated, and the vacancy shall be filled by the Board in accordance with Section 5.1(d).

Section 5.2. Election of Directors.

The Members shall elect all Directors of the Division, which election shall take place at each Annual Meeting. Voting shall be by proxy or ballot at the Annual Meeting except when there is but one candidate for any office. In that event, if there is no objection, the election of that Director may be by hand or voice vote. Prior to the submission of the ballot at the Annual Meeting, the Elections Chair shall appoint a judge and three (3) tellers for the purpose of tallying the votes, including all ballots voted by proxy. The judge shall certify the results of said vote to the Parliamentarian, who shall announce the results to the assembly. A majority shall elect. In the event of a tie, the voting Members shall immediately proceed to vote by ballot to dissolve such tie. Should a third ballot fails to break the tie, the winner shall be determined by lot.

Section 5.3. Election Notice. A call for nominations for election of Directors and notice of the regions from which they shall be elected during the current year shall be mailed to the active Members of the Division in that region no later than ninety (90) days prior to the date set for each Annual Meeting.

Section 5.4. Nomination. Nominations shall be in writing, and filed with the Secretary of the Division at least sixty (60) days prior to the date of the next Annual Meeting. A form for the nomination of Directors shall be furnished to all active Members and shall take substantially the form set forth in the Standing Rules of the Division.

Each nomination form must be signed by at least one (1) active Member of the Division; provided, however, that in the case of a nomination for a regional Director, the nomination may be signed by one (1) member of the Board of Directors of the Division, or by an active Member of the Division whose mailing address on the records of the Bar is in the geographic region for which the nomination is being made. The mailing address of the Member seeking election as a regional Director must be in the geographical region for which candidacy is declared. Any candidate for a Director position must meet the qualifications for membership in the Division and must be an active Member of the Division in good standing at the time of nomination and election. No candidate may seek election to more than one Director position.

Section 5.5. Election Procedures.

(a) Ballots shall be mailed to all active Members in each geographic region in which an election is to be held, containing the alphabetized names of those Members who have been nominated from the respective regions. Said ballots shall be mailed to active Members at their mailing address in the respective regions at least

thirty (30) days prior to the date on which ballots will be counted. Each Member may vote in person or by proxy. All proxies shall be in writing and shall be delivered or mailed as instructed thereon in order to be received no later than 5:00 p.m. on the day prior to the date ballots will be counted. A proxy shall be revocable and shall automatically cease if the Member's membership in the Division is not active at the time the vote takes place.

(b) Balloting may be by mail or in person. Ballots shall state the date upon which they are due and where to return them. Ballots shall be delivered or mailed as instructed thereon in order to be received no later than 5:00 p.m. on the day prior to the date ballots will be counted. All balloting shall close at 5:00 p.m. on the day prior to the date ballots will be counted.

(c) The Parliamentarian of the Board, acting as the Elections Chair shall appoint a judge and three (3) tellers for the purpose of tallying the votes, including all ballots voted by proxy. The judge shall certify the results of said vote to the Parliamentarian who shall announce the results to the assembly. A majority vote shall elect. In the event of a tie, the voting members shall immediately proceed to vote by ballot to dissolve such tie. Should a third ballot fail to break the tie, a winner shall be determined by the drawing of lots.

(d) Those individuals elected shall be notified of that fact by the Chair of the Division who shall then call a meeting of the Board immediately following the Annual Meeting for the purpose of re-organizing the Board. Public announcement of the election results shall be made at the discretion of the Chair.

(e) The terms of new Directors shall begin when they are seated at the annual reorganization meeting of the Board, which is held immediately following each Annual Meeting.

(f) In the event an insufficient number of nominating petitions are filed to require balloting in a region, the person or persons nominated shall be declared elected.

(g) In the event any day or date set forth herein shall fall on a Saturday, Sunday or holiday, the act required or time fixed shall occur on or run from the next working day.

Section 5.6: Meetings.

(a) The Board shall hold Regular Meetings at the Utah State Bar offices, or at such other place as the Board may determine.

(b) Special meetings of the Board may be held at any time upon the call of the Chair, and shall be called by him or her at the request of three (3) or more members of the Board.

(c) Reasonable notice (at least ten (10) days) of the time and place of all Regular Meetings shall be given to each member of the Board by the Chair, or at the direction of the Chair, by electronic transmission, mail, telephone, fax or telegraph.

(d) At any regular or Special Meeting of the Board any business may be transacted which is within the power of the Board, whether or not such business has been placed upon the agenda in advance.

(e) In the event that the Chair desires the vote of the Board without calling a meeting, such a vote may be taken by e-mail, telephone or by fax, provided that all members of the Board who are available at their respective business offices shall be given an opportunity to vote. A vote shall not be valid if a majority quorum of the Board cannot be reached.

Section 5.7. Quorum. A majority of the number of Directors present at any regularly scheduled meeting shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater number is required as specifically stated herein.

The selection of a Chair, Chair-elect, Secretary, Finance Officer and any interim Director to fill a vacancy, shall be by majority vote of the entire Board. All Directors of the Board who are present shall vote on all matters when a vote is taken unless they excuse themselves from voting or are excused from voting by a majority of the Board members present by reason of conflict of interest. A Chair who is no longer serving in a term as an elected Director has authority to vote on matters brought before the Board only if necessary to break a tie vote.

Directors may participate in a regular or Special Meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.8. Executive Committee. An Executive Committee of not fewer than three (3) members of the Board, one of whom shall be the Chair, shall be appointed by the Board. The duties of the Executive Committee shall include: (a) the handling of emergency matters when the Board cannot be convened or the necessary quorum met; (b) the review of the affairs of the Division and the making of recommendations to the Board; (c) the handling of ministerial and routine business the Division which transpires between Board meetings; and (d) any other matters delegated to it by the Board. All recommendations and ministerial matters shall be reported to the Board as a part of the agenda for the next Board meeting following such action.

Section 5.9. **Liaison Assignments.** In addition to performing such duties as are required by law or which may be assigned, any Director, officer, or ex-officio member of the Board may be assigned as a contact or liaison representative to the various committees, sections and units of the Division, Bar, paralegal organizations or other organizations and their affiliates. Liaison assignments shall be appointed by the Board from year-to-year, solely at the Board's discretion. A liaison shall report with respect to any such assignment at meetings of the Board. Where possible the Board should affiliate and participate with, and be informed of the work of the Bar, paralegal organizations and other organizations on subjects relating to those under consideration by the Board, committees, sections and units of the Division, to which the liaison is assigned.

Section 5.10. **Sub-committees.** The Board may appoint such sub-committees of the Board as it deems desirable in order to carry out its functions.

Section 5.11. **Ex-Officio Members.** Ex-Officio members of the Board may be designated by the Board from year to year, at the Board's discretion. Ex-officio members shall not be entitled to vote.

Section 5.12. **Record of Proceedings.** A record of the proceedings of all Board meetings shall be kept by the Secretary and shall be available to the Members.

ARTICLE 6. OFFICERS.

Section 6.1. **Officers.** The elected officers of the Division shall be Chair, Chair-elect, Secretary and Finance Officer who shall be elected by the Board and who shall hold their offices for one year or until their successors are duly elected and qualified.

Section 6.2. **Chair.** The Chair of the Division shall be elected by the Board as hereinafter provided. The Chair shall preside at all meetings of the Division and of the Board, and in the event of any absence, incapacity, or disqualification, the Chair-elect shall perform the duties of the Chair. The Chair shall represent the Division at all appropriate functions and shall perform such other duties and otherwise represent the Division and the Board as directed by the Board.

The Chair of the Division shall be the Division Delegate to the Board of Bar Commissioners of the Utah State Bar. The Delegate shall attend all meetings of the Board of Bar Commissioners and shall report thereon to the Board and shall act in all other respects as liaison between the Bar Commission and the Division or as directed by the Board.

In the event the Chair is unable to serve as the Delegate to the Board of Bar Commissioners, then those Delegate responsibilities may be assigned to the Chair-Elect or the Immediate Past Chair of the Division, who shall then have the responsibility to attend all meetings of the Board of Bar Commissioners, and shall report thereon to the Board and shall act in all other respects as liaison between the Bar Commission and the Division or as directed by the Board

Section 6.3. **Chair-elect.** The Chair-elect of the Division shall automatically succeed to the office of Chair. In the event that a Director is nominated and elected Chair-elect during the first year of his or her term of office and serves as Chair-elect during the second year of his or her term, that Chair-elect shall succeed to the office of Chair and shall serve as Chair of the Division with authority to represent the Division and preside at all meetings of the Board and the Division even though the Chair may no longer be serving in a term as an elected Director. A Chair who is no longer serving in a term as an elected Director has authority to vote on matters brought before the Board only if necessary to break a tie vote.

The Chair-elect shall be the Division's delegate to the Governmental Relations Committee of the Utah State Bar; shall attend all meetings of the Governmental Relations Committee, and shall report thereon to the Board, as directed by the Board.

In the event the Chair-elect is unable to serve as the delegate to the Governmental Relations Committee, then the Chair-elect shall appoint a representative to serve as the delegate, and said delegate shall have the responsibility to attend all meetings of the Governmental Relations Committee, and shall report thereon to the Board, as directed by the Board.

Section 6.4. **Secretary.** The secretary shall attend all meeting of the Members and of the Board of Directors, and shall keep a full and accurate account of all such meetings.

Section 6.5. **Finance Officer.** The Finance Officer shall monitor the account of receipts and disbursements of the Division and shall direct preparation of records, budgets and financial reports of the finances of the Division.

Section 6.6. **Parliamentarian.** The Board shall appoint a Parliamentarian who may be an ex officio member of the Board and who shall supervise the parliamentary procedures of all meetings. In the absence of the duly appointed Parliamentarian at any meeting, a majority of those members present shall elect a substitute Parliamentarian for that meeting. The Parliamentarian shall automatically be Chair of the Elections Committee.

Section 6.7. **Election Procedures**

(a) **Nominations.** A Division Member currently sitting on the Board who wishes to be considered for nomination as Chair-elect, Secretary or Finance Officer, shall notify the Board in writing no later than April 1st. The Parliamentarian shall solicit nominations and conduct the election of the officers at a regularly scheduled meeting of the Board.

(b) **Ballots.** Balloting for the office of Chair-elect, Secretary and Finance Officer, shall be by secret ballot except that any Director not in attendance at the meeting may submit their vote in writing to the Parliamentarian, to be received no later than 5:00 p.m. the day prior to the voting

Section 6.8. **Seating New Board Members and Officers.** The reorganization meeting of the Board shall be called to order by the retiring Chair. He or she shall first conduct any unfinished business to come before the existing Board. Thereafter, the newly elected Board members who have been found qualified and declared elected shall be seated as members of the Board. The retiring Chair shall recognize and seat the new Chair and Chair-elect.

Section 6.9. **Terms of Office.** The terms of office of the Chair, Chair-elect, Secretary and Finance Officer shall run concurrently for a one (1) year period, and shall begin at the commencement of the Division Annual Meeting and run until successors have been seated. Notwithstanding the running of the Chair's term of office, all official functions of the Annual Meeting shall be presided over by the outgoing Chair.

Section 6.10. **Vacancies.** In the event a vacancy occurs in the office of the Chair, Chair-elect, Secretary or Finance Officer by reason of death, resignation, incapacity, or upon the incumbent ceasing to be an active member of the Division in good standing, such vacancy shall be filled by the Board from among its members upon a majority vote by secret ballot of the remaining Board members. Board members not in attendance at the meeting may submit their vote in writing to the Chair, to be received no later than 5:00 p.m. the day prior to the voting.

Section 6.11. **Incapacity.** In the event an Officer of the Division shall fail or refuse to attend regularly called meetings of the Board, or otherwise fail to fulfill the duties of the position, at the option of the Board, and upon a majority vote of the Board by secret ballot, the Officer shall be deemed incapacitated and the position shall be deemed vacant. The vacancy shall be filled by the Board in accordance with Section 11 of this Article.

ARTICLE 7. FINANCES.

Section 7.1. **Annual Fees.** The annual fees to be paid each year by all Members of the Division shall be fixed by the Board.

Section 7.2. **Annual Budget.** The Finance Officer shall prepare a budget that shall be published for comment prior to final adoption. The Board shall adopt the budget at its first Regular Meeting following the reorganization meeting. No obligations shall be incurred unless within the limits of the budget and within the scope of the authorized objectives of the Board.

Section 7.3. **Amendments to Annual Budget.** At any meeting, the Board shall have the authority, by a majority vote of those present, to amend the allocation of budgeted funds, provided that the total amount of the amended budget shall not be increased beyond available revenue.

Section 7.4. **Disbursements.**

(a) Funds of the Division shall be disbursed in accordance with the provisions of law and these Bylaws, and at the direction of the Board.

(b) All disbursements and requests for reimbursements over \$300.00 require prior approval of the Board. Lesser requests for reimbursement shall be approved by the Chair and Finance Officer.

ARTICLE 8. SPECIAL RULES AND REGULATIONS.

Section 8.1. **Admissions to the Division.** The Board shall promulgate rules for admission of applicants to the Division pursuant to the Rules for Integration and Management of the Utah State Bar and the Rules for the Division as set by the Supreme Court and shall recommend adoption by the Board of Bar Commissioners as rules governing the qualifications and requirements for admission to the Division.

Section 8.2. **Sections, Standing Committees, Special Committees.** To facilitate the accomplishment of the purposes and objectives of the Division, the Board shall create appropriate sections, standing committees and special committees of the Division to which matters may be referred for handling and/or recommendation to the Board. The Board may call for regular or periodic reports from such committees and sections at times and to such extent as shall appear appropriate to the Board.

Section 8.3. Committees of the Division shall be:

- (a) Standing committees, which shall continue in existence until abolished by the Board.
- (b) Ad hoc committees, which have been created for a specific purpose, shall be terminated upon completion of that purpose. Membership on ad hoc committees shall be for the time such committee is in existence.
- (c) The Board shall appoint a chair for each standing or ad hoc committee.
- (d) The Board may make recommendations to the chair of each standing or ad hoc committee for appointments to such committees. Members of the standing committees shall be appointed at the discretion of the Board.

ARTICLE 9. GENERAL.

Section 9.1. Limitations on Publicity. No recommendation or report of a section, committee, or member thereof shall become the recommendation or report of the Division until approved by the Board, and no such report or recommendation shall be released publicly prior to submission to and approval of the Board and the Board of Bar Commissioners.

Section 9.2. Authority. No committee, section, or any officer or member thereof shall have the power to make the Division or the Bar liable for any debt or obligation.

Section 9.3. Indemnification of Directors and Officers. Any person who serves as a Director or Officer of the Division, or on behalf of the Division as a director or officer of another division of the Utah State Bar, whether for profit or not for profit, shall be deemed the Division's agent for the purposes of this Article. Such person shall be indemnified by the Division against accounts, debts, liabilities and obligations including expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement, actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative (but not for any criminal matters) by reason of such service as a Director. Such party shall be indemnified upon an affirmative majority vote of the Board, if the Board determines that such person acted within the scope of assigned or approved Division duties, and acted in good faith and in a manner such person reasonably believed to be in the best interests of the Division.

Section 9.4. **Amendments of Bylaws.** Bylaw amendments shall be adopted by a majority vote of the Members present in person or by proxy at any regular, special or Annual Meeting of the Division. Proposed Bylaw amendments shall be submitted to the Division Parliamentarian, who is responsible for forwarding them in proper form to the Board for presentation to the Members for review and approval by vote.

Section 9.5. **Effective Date.** These Bylaws shall take effect immediately upon their adoption by the Division Members at a Special or Annual Meeting

ARTICLE 10. PARLIAMENTARY AUTHORITY.

Robert's Rules of Order Newly Revised shall be the parliamentary authority where applicable and where there is no conflict between said rules and the Bylaws.

CERTIFICATION

The undersigned duly elected Secretary of the Board of Directors of the Division does hereby certify that the foregoing Amended and Restated Bylaws were adopted by a majority vote of the Members of the Division on the 15th day of June, 2007.

/s/
AARON THOMPSON, SECRETARY

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