

State Bar of New Mexico
Young Lawyers Division Bylaws
(As YLD approved June 2013)

ARTICLE I: IDENTIFICATION

Section 1.1. Name. This section shall be known as the "Young Lawyers Division of the State Bar of New Mexico," and shall be hereinafter designated as the "Division."

Section 1.2. Purpose. The purpose of the Division shall be:

- (a) To further the objectives of the State Bar of New Mexico hereinafter designated as the "State Bar";
- (b) To stimulate the interest of newly admitted lawyers in the activities of the State Bar;
- (c) To conduct programs of interest and value for newly admitted lawyers;
- (d) To be of assistance to the State Bar and its sections;
- (e) To foster discussion and exchange of ideas relating to the duties, responsibilities and problems of new admittees to the State Bar of New Mexico.
- (f) To implement and administer public service and member service projects.
- (g) To promote full and equal participation in the legal profession regardless of race, sex, disability, religion, national origin, sexual orientation, or sexual identity.

Section 1.3 Limitations. These Bylaws have been adopted subject to the Bylaws of the State Bar and Rule 24.101 NMRA.

ARTICLE II: MEMBERSHIP

Section 2.1. Membership. Membership in the Division shall consist of all members of the State Bar of New Mexico in good standing who either (1) are under thirty-six (36) years of age, or (2) have been admitted to the practice of law in any state less than five (5) years. Membership shall terminate automatically on December 31 after a member attains thirty-six (36) years of age, or five (5) years after admission to the practice of law in any state, whichever occurs last, except as set forth in Article V Section 5.1 below. This definition shall not affect the Board of Bar Commissioners determination and fixation of annual license fees as set forth in Article II, Section 2.3 of the Bylaws of the State Bar of New Mexico.

ARTICLE III: MEETINGS OF THE DIVISION

Section 3.1. Annual Meetings. The Division's annual meeting will be held at the time and place of the State Bar's annual meeting and upon at least sixty days' notice given in the New Mexico Bar Bulletin ("Bulletin"). Robert's Rules of Order will govern all proceedings at any Division meeting.

3.2. Resolution and Motions. Resolutions or motions to be presented for consideration at the Division's annual meeting must be submitted in writing and received by the Division

Chair thirty days prior to the annual meeting. This thirty day notice requirement may be suspended by a two-thirds vote of those attending the annual meeting upon a finding of an emergency. Any resolution adopted by the membership at the annual meeting is advisory and requires only that the Division's Board consider the substance of the motion at its next regularly scheduled meeting.

Section 3.3. Quorum Voting. Each member will have one vote for all purposes at every annual meeting. Those present in person will constitute a quorum. The action of a majority of the members present at the meeting will constitute action by the Division, unless a different amount is required by these Bylaws. There will be no proxy voting.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.1. The Board of Directors. The Board of Directors will consist of ten YLD Directors, the Immediate Past Chair, a Student Director who is the President of the Student Bar Association, or alternatively the First Vice-President, of the University of New Mexico School of Law, and the District Representative who is the ABA District 23 Representative when selected by the New Mexico YLD. The Immediate Past Chair shall serve a one-year term and shall be a voting member of the Board. The Student Director will not have a vote or be counted for quorum purposes but will act as liaison between the Division and the Student Bar Association during the time he/she serves as Student Bar Association President. The ABA/YLD District Representative shall be a voting member of the Board during the time he/she serves as the ABA/YLD District 23 Representative.

All YLD directors will be elected to two-year terms and will hold office until their successors are elected.

Section 4.2. Directors-at Large. The YLD Directors will include five Directors-at-Large, identified as positions one through five,

Section 4.2 (a). Election of Directors-at-Large. Directors-at-Large shall be nominated and elected by the active, in-state Division membership, with Positions One, Three, and Five to be elected during odd-numbered years and Positions Two and Four to be elected during even-numbered years. Nominations will be made for each specific Director position by a petition signed by at least ten members of the Division.

Section 4.2 (b). Filling Vacancies of Director-at-Large Positions. A vacancy in the position of Director-at-Large may be filled by the Board of Directors until the next annual election. An appointment can be made by majority vote of a quorum, by the Board members in attendance at a regular meeting.

Section 4.3. Regional Directors. The YLD Directors will include five Regional Directors who represent the YLD regions in the state. Regional Directors must have their principle place of practice in the region they represent.

Section 4.3(a). Election of Regional Directors. Regional Directors may be nominated and elected only by the Division members whose principal place of practice is in the designated Region, with Regional Directors One, Three, and Five to be elected during odd-numbered years and Regional Directors Two and Four to be elected during even-numbered years. Region I consists of the 11th Judicial District; Region 2 consists of the 1st, 4th, 8th and 10th judicial districts; Region 3 consists of the 5th and 9th judicial districts; Region 4 consists of the 3rd, 6th and 12th judicial districts and Sierra County; and Region 5 consists of the 2nd and 13th judicial districts and Catron, Socorro, and Torrance counties. Nominations will be made for each specific Regional Director positions by a petition signed by at least ten members who's principle place of practice is within the specified Region.

Section 4.3 (b). Filling Vacancies of Regional Director Positions. In the case of Regional Director, the Board may fill the vacancy only by appointment of an individual whose principal place of practice is in the designated Region. An appointment can be made by majority vote of a quorum, by the Board members in attendance at a regular meeting.

Section 4.4. Annual Election of Directors. The annual election shall commence in the month of September, with notice provided to the members of the Division by mail, email or via publication in the *Bar Bulletin*. The notice shall identify the positions to be filled and state the election procedure. Nominations for Director-at Large and Regional Director positions must comply with Section 4.2(a) and 4.3(a), respectively, of these Bylaws. Nominations must be received in the State Bar office on or before the date stated in the election notice.

When only one nomination is received for a specific Director position, the sole nominee shall be deemed elected by acclamation. In the event of a contested election, the Division shall conduct an election either by mail or electronic means, no later than the first week of November, setting forth the names of the nominees and brief biographical statements. The order of the candidates' names will be determined by lot.

Elections for the ABA/YLD District 23 Representative are to be conducted as detailed in Section 4.10 of these bylaws.

Section 4.5. Assumption of Office. The newly-elected Directors will assume office on January 1st following the election.

Section 4.6. Grievances. Any member may file a complaint with the Chair alleging any election irregularities within fifteen days after the alleged irregularity occurs. However, no election will be invalidated for an inadvertent or excusable failure to meet any publication deadline specified in these Bylaws.

Section 4.7. Compensation. No salary or compensation for services shall be paid to or by any officer, Board member, or committee member, except as may be specifically

authorized by the Board of Bar Commissioners. Board members may, however, receive travel reimbursement pursuant to State Bar policy.

Section 4.8. Forfeiture of Position. If a Director is absent, except for reasons occasioned by physical or mental disability from three (3) consecutive Board of Directors meetings or is absent for a total of four (4) Board of Directors meetings in any term year, his or her term shall terminate immediately.

Section 4.9. Removal of Directors. Any three (3) YLD Directors may petition in writing for the removal of another YLD Director to the Chair. The Petition for Removal shall set forth the reasons for the request of removal. Upon receipt of the Petition for Removal, the Chair shall send a written notice to all Board Directors that removal of a particular Director has been requested, along with a copy of the Petition for Removal. Notice that a Motion to Remove a Director is going to be presented shall be sent by the Executive Director no less than 30 days prior to the meeting at which such motion will be made.

A Director may be removed for cause by a three-quarters (3/4) vote of the Board members present at a regular meeting.

The Director that files the Petition for Removal must make the Motion to Remove at the meeting and the motion must be seconded before any discussion can be held. The movant shall be the first to speak in favor or against the motion. Other Directors may speak in favor of or against the motion. At the conclusion of the discussion, a vote shall be taken by written ballot. If the vote is to remove the Director, removal is effective immediately.

A vacancy shall be filled pursuant to Section 4.2(b) and 4.3(b) of these bylaws

The term “cause” shall be defined as the commission of a felony or misdemeanor other than a traffic violation, the commission of an act involving embezzling YLD funds, even if no charges are brought, violation of a fiduciary duty owed to the YLD, sexual harassment, moral turpitude, disbarment, suspension from the practice of law in any state in which the individual has been admitted and neglect of Director Duties and expectations as provided in Section 4.11 of these bylaws.

Section 4.10. Election of ABA YLD District 23 Representative

Election rules and procedures:

1. Electing body
 - a. The affiliates in Arizona and New Mexico shall alternate nominating district representatives every two years, starting with New Mexico electing the district representative in 2012.
 - i. In the year in which Arizona nominates the district representative, each of the Arizona affiliates may nominate the candidate(s) for the election.

- ii. In the year in which New Mexico nominates the district representative, the NM YLD board shall nominate the candidate(s) for the election.

2. Elections

- a. Each electing body may prescribe their own procedures for election of a district representative when it is their turn to elect a representative, provided the following:
 - i. The elected representative must be chosen in an election where only members of the electing body are permitted to vote
 - ii. The elected representative must be elected by a plurality of eligible voters
 - iii. In the event of a tie, the electing body must have a run-off election between those candidates that tied for the most votes to determine which candidate will serve, unless one candidate chooses not to participate in the runoff
 - iv. Given the rural character and disbursement of bar members in District 23 elections may be carried out electronically.
 - v. These rules are not intended to require an election in the event that only one eligible or potentially eligible attorney is nominated for election. In the event that only one eligible or potentially eligible attorney is nominated for election from the electing body that body may choose to certify that attorney as the district representative-elect without an election.
 - vi. If an attorney is only eligible for election as a result of that person's enrollment to attend the Spring YLD conference in the year of election then that attorney shall be to run for election against a candidate who has already attended an ABA or YLD conference and thereby is eligible under ABA YLD bylaw Section 3.4(b)(2).
- b. The electing body should complete its election on or prior to March 1 of the year in which the currently-serving district representative's term ends in order to allow sufficient time for any runoff or other necessary post-election procedure. If an election does not occur before March 1, the affiliate must elect a District Representative in sufficient time to allow notification of the newly-elected representative to the ABA YLD by April 1.
- c. In the event the electing body does not have a duly elected district representative-elect on April 1 the currently-serving district representative shall request a 45-day extension in writing from the American Bar Association Young Lawyers Division's Chair Elect and Administrative Director, with a copy to the Division Staff Director.
- d. If at the conclusion of 45 days, unless another extension has been granted, the District has not made its selection, the ABA YLD shall refer the District to the District Election Policy and request that they elect a District Representative in accordance with the District Election Policy, as long as that individual meets the eligibility requirements as set forth in the ABA

YLD bylaws Section 3.4(b)(2), and so notify the District of that decision. A candidate may stand for election as District Representative on the basis of their attending the upcoming Spring YLD conference, in the event that they have not attended previous meetings during the bar year to otherwise achieve eligibility.

3. Conflicts
 - a. In the event of a conflict between these election procedures and the ABA YLD bylaws and Election Notification Guidelines, the ABA bylaws and Guidelines shall prevail.
 - b. If a District Representative becomes aware of a conflict the District Representative shall notify the ABA YLD of the potential conflict as well as what steps shall be taken to amend the District procedures to bring them into compliance.
 - c. If an affiliate member becomes aware of a conflict that member shall notify the District Representative as soon as practicable of the potential conflict.
 - d. If amendment of the District policy becomes necessary those amendments shall be accomplished through the cooperation of the District Representative and local affiliate leadership.
4. The YLD shall consider the ABA guidelines in conducting elections for the ABA YLD District Representative and for transition between tenures of the elected representatives.

Section 4.11. Director Duties and Expectations. All directors must carry out duties of the Board. These duties include the following:

- a. Chair or Co-Chair at least two Division service projects approved by the Board, or alternatively, Chair or Co-Chair at one service project approved by the Board and participate/volunteer in at least one Division service projects approved by the Board chaired by other Directors each year;
- b. Attend the Division's annual meeting and regular meetings; and,
- c. Attend and participate in the Board's Annual Retreat.

A breach of the duties listed in Section 4.11.a by any Director, except for reasons of physical or mental disability, may result in his or her removal under Section 4.9 of these bylaws.

A breach of the duties listed in Section 4.11.b and 4.11.c by any Director, except for reasons of physical or mental disability, may result in the forfeiture of his or her position as detailed in Section 4.8 of these bylaws.

Section 4.12 Board Meetings. An annual meeting of the Board of Directors will be held simultaneously with the annual meeting of the Division. Regular meetings of the Board of Directors will be held at a time and place fixed by the Chair, and may be requested by any member of the Board of Directors with at least three (3) days' notice given to each Board member before the meeting. Any notice of meeting required by these Bylaws will state the time, date and place of the meeting. Notice will be considered waived by any

person who waives the notice in writing before or after any such meeting, or who appears at such meeting in person. Failure to receive notice will not affect the validity of the meeting involved.

The Board of Directors will manage the Division, and will act as a Board with each voting member having one vote. The presence of a majority of the voting Board members then in office, either in person or by proxy, will constitute a quorum. A proxy must be in writing and must designate a Board member, other than the Student Director, as the person having the right to vote on behalf of the absent Board member.

Robert's Rules of Order shall govern all proceedings at any meeting of the Board of Directors.

Section 4.13. Board Action Outside Of Meetings. The Board may take action in the absence of or outside of a board meeting. The action of a majority of all Board members assented to in writing will be the action of the Board. A proposed motion may be submitted in writing to each member of the Board of Directors upon which the Board of Directors may be authorized to act. Members of the Board may vote upon the motion either by written ballot or telephone vote. The proposed motion and votes in the matter shall be read into the recorded at the next board meeting by the Chair, and documented in the minutes by the Vice-Chair.

Section 4.14. Board Authority. Between annual meetings of the Division, the Board of Directors shall have full power to do and perform all acts and functions that the Division itself might perform.

Section 4.15. Referendum. The Board of Directors may direct that a matter be submitted to the members of the Division for vote by mail, email or online. In such event, binding action of the Division shall be a majority of the votes received in accordance with rules fixed by the Board and as conducted and certified by the Vice-chair. In the event of a paper ballot vote via regular mail, the Election Committee, or such other officials as designated by the Chair, will supervise the preparation and mailing of the ballots for any such referendum, will count the votes and report to the Board of Directors.

ARTICLE V: OFFICERS

Section 5.1. Number, Tenure, Qualification and Vacancies. The officers of the Division will be the Chair, Chair-elect, Vice-chair and Immediate Past Chair. Only the Board members elected by the membership, i.e., Directors-at-Large and Regional Directors, are eligible to hold office. The Chair-elect and the Vice-chair will be elected annually by majority vote of the Board of Directors present at the regular meeting in which elections are held. The offices of Chair and Immediate Past Chair are filled by succession, i.e., the Chair-elect shall automatically succeed to the office of Chair and the Chair shall automatically succeed to the office of Immediate Past Chair.

Officers serve for one year, from January 1st through December 31st, or until a successor is elected. Officers will have the powers incident to the office. A vacancy in any office except Chair shall be filled by majority vote of the Board of Directors present at the regular meeting in which elections are held.. Other than as provided in Section 5.3, no person may hold more than one office at a time. An individual elected as Chair-elect prior to his/her thirty-sixth (36th) birthday or prior to the end of their fifth (5th) year of practice may serve in that capacity, as well as, that of Chair and Past Chair, in accordance with these bylaws. No one who is thirty-six (36) or older shall otherwise, except in accordance with this Article, be elected to an office of the YLD.

Section 5.2. Chair. The Chair will preside at all meetings of the Division and the Board of Directors, will be chief executive officer of the Division and will have general charge of the affairs and management of the Division. The Chair will determine the agenda and the order of business to be transacted at any meeting of the Board of Directors or the Division. At the Division's annual meeting, the Chair may report on the activities of the Division. The Chair will appoint the membership of the various committees and will fill vacancies therein and will serve as the Division's representative to the Board of Bar Commissioners, provided, however, that upon the request of the Chair, the Board of Directors may appoint another person to be its representative to the Board of Bar Commissioners. The Chair will perform any other duties incident to his/her office.

Section 5.3. Chair-elect. The Chair-elect will succeed to the office of Chair, will be an ex-officio member of all standing and regular committees, will be in charge of coordinating all committee activity, will assist the Chair as directed, and will prepare a proposed budget for the succeeding year. The proposed budget must be approved by the majority vote of the Board of Directors present at the regular meeting in which the proposed budget is presented. The proposed budget must be presented and approved no later than the date of the YLD annual meeting. Subsequently the proposed budget must be submitted to the Board of Bar Commissioners for final approval. In the event of the absence, temporary disability, or failure to act of the Chair, the Chair-elect will perform the duties of the Chair until the Chair resumes his/her duties. If the office of Chair shall become vacant, the Chair-elect shall thereupon become acting Chair for the remainder of the Chair's term.

If a Director is elected Chair-elect in the second year of his/her term on the Board, then that Director will not stand for re-election to the Board at the usual time. His/her term as Director will automatically be extended for an additional two-year term to permit him/her to succeed to the position of chair. He/she will serve only the portion of the term coinciding with the office of chair, i.e., one year.

At the end of the term as chair, he/she will remain on the Board as the Past Chair and a director will be elected or appointed to the remainder of the extended term. If the Chair at the end of his/her term holds a Director-at-Large or a Regional Director position in Position One, Three, or Five in an odd-numbered year prior to the election, then the position will be filled by election. However, if the Chair at the end of his/her term holds a Director-at-Large or a Regional Director in Position One, Three, or Five in an even-

numbered year or in an odd-numbered year after the election, then the position will be filled by appointment by the Board of Directors until the next annual election. If the Chair at the end of his/her term holds a Director-at-Large or a Regional Director in Position Two or Four vacates his/her position in an even-numbered year prior to the election, then the position will be filled by election. However, if the Chair at the end of his/her term holds a Director-at-Large or Regional Director in Position Two or Four vacates his/her position in an odd-numbered year or in an even-numbered year after the election, then the position will be filled by appointment by the Board of Directors until the next annual election. In the case of Regional Director, the Board may fill the vacancy only by appointment of an individual whose principal place of practice is in the designated Region when an appointment is performed.

Section 5.4. Vice-Chair. The Vice-chair will have custody of the books and records of the Division, and will keep the minutes of all meetings. In addition, the Vice-chair will perform such other duties as may be assigned by the Chair.

Section 5.5. Immediate Past Chair. The Immediate Past Chair of the Division will perform such duties as may be assigned to him or her by the Chair or the Board of Directors and will make himself or herself available to the Board of Directors for consultation regarding all matters concerning the Division. The Immediate Past Chair of the Division is that individual who last served a full term as Chair.

ARTICLE VI: COMMITTEES

Section 6.1 Committees. The Chair shall, with the approval of the Board, and as soon as practical after January 1st, determine which committees he or she deems advisable and appoint and announce the membership of all such committees. The committees shall be governed by policies established by the Board. Such committees, as determined by the Chair with the approval of the Board, may be either standing, internal, or special, as defined herein. The Board may fund each committee, whether standing, internal, or special, from budgeted line items consistent with the purposes of the committee.

Subsection 6.1 a Standing Committee.

Standing Committees serve to strengthen the profession, provide resources to members, improve public understanding of legal issues and process, increase access to the legal system or otherwise support the purposes of the Division on an ongoing basis. Standing committees can consist of Board members, Division members, and members of the State Bar, but some committees are limited in size or require particular qualifications.

Subsection 6.1 b Internal Committee.

Internal Committees are created to assist in the governance of the Division and consist only of Board members.

Subsection 6.1 c Special Committee.

Special Committees are committees that are delegated a specific charge by the Board or the Chair and can be either ongoing or temporary. Special committees may consist of Board members and Division members.

Section 6.2 Committee Reports. The committees of the Division shall be directly responsible and report to the Chair or to the Board of Directors or any other officer if the Chair so directs. Subcommittees of the Division shall be directly responsible and report to their parent committees.

ARTICLE VII: REPRESENTATION OF ASSOCIATION POSITION

Any action by this Division must be approved by the Board of Bar Commissioners of the State Bar before any such action can be effective as the action of the Bar. Any resolution adopted or action taken by the Division shall be reported by the Chair to the Board of Bar Commissioners for action by the State Bar. Any public statement or governmental affairs shall be done in accordance with Article X and XI of the Board of Bar Commissioner's bylaws.

ARTICLE VIII: CONTINUING LEGAL EDUCATION

The Chair shall announce a CLE Liaison to work with the CLE Director for development of programs. Should CLE decline a program, the Division may appeal to the Board of Bar Commissioners. Nothing in Article VIII is intended to limit participation by the YLD in programs that do not provide CLE credit.

ARTICLE IX: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board of Directors of the Division and with the approval of the Board of Bar Commissioners of the State Bar. Amendments of YLD Bylaws approved by the YLD Board must be submitted to the Board of Bar Commissioners by the Chair within fourteen (14) working days of passage by the YLD Board.