

**STATE BAR OF NEW MEXICO
SENIOR LAWYERS DIVISION BYLAWS
(Last amended December 26, 2019)**

ARTICLE 1: NAME AND PURPOSE

1.1 NAME. This Division shall be known as: "THE SENIOR LAWYERS DIVISION" and shall be referred to subsequently as "the Seniors".

1.2 PURPOSE. The purposes of this Division shall be the same as the purposes of the State Bar of New Mexico as stated in Rule 24-101. The Seniors shall uphold the honor of the profession of law and apply the knowledge and experience of the Seniors to the promotion of the public good. The purposes of this Division shall also be to promote the special interests of the senior lawyer, to plan and carry out programs, publications and activities of interest to the senior lawyer, and to protect the lawful rights of the senior citizens of the State.

ARTICLE 2: MEMBERSHIP

2.1 MEMBERS. The membership of this Division shall consist of:

- a) all members of the State Bar of New Mexico who are fifty-five (55) years of age or older and who have practiced law for twenty-five (25) years or more, and
- b) any member of the State Bar of New Mexico who:
 - 1. is fifty-five (55) years of age or older; or
 - 2. has practiced law for twenty-five (25) years or more, and
 - 3. gives written notice to the Executive Director of the State Bar of New Mexico of the member's election to become a member of this Division and of the member's qualification for membership in the Division.

ARTICLE 3: DIVISION MEETINGS

3.1 ANNUAL MEETING. The Division shall hold an annual meeting at such other time and place as shall be determined by the Board. The Chair shall give Division membership at least thirty (30) days notice of the date, time, place, and tentative agenda for the annual meeting.

3.2 SPECIAL MEETINGS. The Division may hold other meetings of its membership during the year. The Chair shall give the membership at least fifteen (15) days notice of a special meeting of the Division as to the time and place and agenda.

3.3 QUORUM. The members of the Division present at a meeting of the membership shall constitute a quorum for the transaction of business. Binding action shall be by a majority vote of the members present. There shall be neither absentee nor proxy voting.

3.4 AGENDA. The agenda of the annual meeting of the membership shall consist of such matters as the Chair of the Division or the Board of Directors deems appropriate. The agenda of a special meeting of the Membership shall consist of those matters that the Chair of the Division or the Board of Directors deems appropriate and to which notice has been timely given.

3.5 PARLIAMENTARY AUTHORITY. The Chair shall preside at all meetings of the Division.

ARTICLE 4: BOARD OF DIRECTORS

4.1 POWERS AND FUNCTIONS.

- (a) The Seniors' Board of Directors shall be vested with the powers and duties necessary for the administration of the activities of the Division.
- (b) The Board of Directors shall adopt an annual budget proposal for consideration by the Board of Bar Commissioners. The Board of Directors shall not authorize the expenditure of funds exceeding a line item allocation by more than 50% or exceeding the total budget allocation for the fiscal year without the prior approval of the Board of Bar Commissioners.
- (c) The Board of Directors is authorized to establish and organize into appropriate organizational structures such committees as it deems necessary to carry out the purposes of the Division. The Board of Directors shall establish an appropriate chain of responsibility for any organizational structures and committees that it may create. The authority to establish committees and organize them into appropriate organizational structures may be delegated by the Board of Directors.
- (d) Between meetings of the membership, the Board of Directors shall have authority to perform the functions that the membership of the Division might perform. The Board of Directors shall report to the membership of the Division at each meeting any actions taken since the last meeting of the membership of the Division.
- (e) The Board of Directors may direct a referendum by mail, email or online ballot of the members of the Division. A majority of the votes cast in the referendum shall determine the policy of the Division with respect to the question submitted. Such referendum shall be conducted according to rules established by the Board of Directors.

4.2 COMPOSITION. The Board of Directors shall be composed of no less than fifteen (15) members and no more than twenty (20) members at large elected to the Board of Directors by the membership of the Division with one-third elected each year. The exact number of board members will be determined by the Board. The Board of Directors shall notify the members of the Division of vacancies and invite members to apply.

4.3 TERMS. The term of a member-at-large is three years, beginning January 1st following election.

4.4 MEETINGS.

- (a) The Board of Directors shall hold at least one regular meeting each year at the time and place to be determined by the Board. Upon initiative of the Chair or upon request of five members of the Board of Directors, the Chair shall call special meetings of the Board of Directors. The Chair shall give to the members of the Board of Directors at least ten (10) days notice of the date, time and place of a special meeting. All members of the Seniors Lawyers Division may attend Board of Directors meetings without voice and without vote.
- (b) Five members of the Board present at a meeting of the Board shall constitute a quorum for the transaction of business. Binding action shall be by a majority vote of the members present. Members of the Board may attend by conference call or other method of electronic attendance, and may vote on any matter presented to the Board.
- (c) If a meeting of the Board of Directors is not feasible, as determined by the Chair of the Division, or upon the written request of five members of the Board of Directors, the Chair shall submit in writing to the members of the Board of Directors any items upon which the Board of Directors may be authorized to act. The members of the Board of Directors may vote upon the proposition by any electronic communication to the State Bar office.

4.5 COMPENSATION. No salary or compensation for services shall be paid to or by any Officer, member of the Board of Directors, or member of any committee, except as may be specifically authorized by the Board of Bar Commissioners of the State Bar.

4.6 VACANCIES. If any member of the Board of Directors shall fail to attend two successive meetings of the Board of Directors, such seat on the Board of Directors may be vacated by a vote of the Board of Directors. Before such vote is taken the Chair or designee will attempt to contact the affected member prior to removal. The Chair in his/her discretion may find extenuating circumstance for a member to retain his or her Board

position. Between Annual Meetings of the Division, the Board of Directors may fill vacancies in the seats of the members-at-large elected to the Board of Directors. Directors so selected shall serve until the position is filled by election.

ARTICLE 5: OFFICERS

5.1 OFFICERS. The offices of the Division shall be the Chair, Chair-elect, Vice-chair, Secretary-Treasurer and the Division Delegate to the Board of Bar Commissioners.

5.2 CHAIR. The Chair shall preside at all meetings of the members of the Division and of the Board of Directors. The Chair shall appoint the head and members of all committees of the Division who are to hold office during the term of the Chair. The Chair shall plan and supervise all Division activities during his/her term of office, subject to the direction and approval of the Board of Directors. The Chair shall perform such other duties and acts as usually pertain to the office or as designated by the Board of Directors.

5.3 CHAIR-ELECT. The Chair-elect shall aid the Chair in the performance of his/her responsibilities in such manner and to such extent as the Chair may request. The Chair-elect shall preside at meetings of the Division and the Board of Directors in the absence of the Chair and shall perform such duties and have such powers as usually pertain to the office or as maybe designated by the Board of Directors or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

5.4 VICE-CHAIR. The Vice-chair shall aid the Chair in the performance of his/her responsibilities in the manner and to the extent the Chair may request. The Vice-chair shall preside at meetings of the Division and the Board of Directors in the absence of the Chair and Chair-elect.

5.5 SECRETARY-TREASURER. The Secretary-Treasurer shall consult with and assist all the Officers of the Division in the work of the Division in the manner and to the extent requested. The Secretary-Treasurer shall be the liaison between the Division and the Association staff with respect to the retention and maintenance of books, records, papers, documents and information in any form and other property pertaining to the work of the Division. The Secretary-Treasurer shall-keep a true record of the proceedings of all meetings of the Division and of the Board of Directors. The Secretary-Treasurer shall prepare an annual budget to be approved by the Division and presented annually to the Board of Bar Commissioners.

5.6 DIVISION DELEGATE. The Division Delegate shall represent the Division on the Board of Bar Commissioners.

5.7 TERMS.

- (a) The officers of the Division shall be elected from and by the Board of Directors at the first meeting in any calendar year.
- (b) The terms of the officers shall be one-year from their election until their successor is elected.
- (c) The Chair-elect will succeed to the office of Chair. If a person is elected or appointed as the Chair-elect during the third year of his/her term, then that term shall automatically be extended for one year and a vacancy shall not occur on the Board until that person has served one year as the Chair. At that time, a person shall be elected to serve the remainder of that term.

5.8 VACANCIES. If any officer shall fail to attend two successive meetings of the Board of Directors, his/her office may be vacated by a vote of the Board of Directors. Before such vote is taken the Chair or designee will attempt to contact the affected member prior to removal. The Chair in his discretion may find extenuating circumstance for a member to retain his or her Board position. The Board of Directors shall fill vacancies in any office, and officers so selected shall serve until January 1st of the following year or until their successors are elected, whichever occurs later.

ARTICLE 6: NOMINATION AND ELECTION OF DIRECTORS

6.1 NOMINATING COMMITTEE. At any time not later than August 31st, the Chair shall appoint a Nominating Committee of at least three members of the Division who are not candidates for office. Division members shall receive timely notice of the annual election, including the positions to be filled and the names of those serving on the Nominating Committee, by mail, email or via publication in the *Bar Bulletin*. If a vacancy should occur in the membership of the Nominating Committee, the Chair may appoint a member to fill that vacancy. One or more candidates may be nominated by the Nominating Committee for each position to be filled by election as provided in these Bylaws. The Nominating Committee shall determine that the nominee agrees to be nominated. The Nominating Committee report shall identify each nominee and include a brief statement of his/her activities in the Division and in the legal profession. The Nominating Committee shall submit its report to the Chair of the Division not later than September 30th and the report shall be promptly provided to Division members by mail or via announcement by email.

6.2 PETITION. One or more additional nominations may be made for any position by petition signed by not less than ten (10) members of the Division. The petition must state that the individual nominated has agreed to the nomination, and must be received at the State Bar office not later than October 31st.

6.3 ELECTION.

- (a) In the event of the nomination of more than one (1) person for any of the positions to be filled by election, the Division shall conduct an election either by mail or electronic not later than the first week of November. Election shall be by a plurality of the votes cast.
- (b) When only one (1) nomination is received for a position to be filled by election, the sole nominee shall be deemed elected by acclamation.
- (c) Newly-elected directors shall assume office on January 1st following the election.

ARTICLE 7: CONTINUING LEGAL EDUCATION

7.1 CONTINUING LEGAL EDUCATION. If the Division offers any CLE programs, all programs must be co-sponsored with the State Bar Center for Legal Education before announcement or advertisement of the program. 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.

ARTICLE 8: AMENDMENTS

8.1 AMENDMENTS. These Bylaws may be amended at any Meeting of the Division Board, either at a regularly scheduled meeting or by electronic communication pursuant to Section 4.4 (c) by a majority vote of the members of the Division Board present and voting. Amendments shall become effective upon approval of the Board of Bar Commissioners.