



**BY-LAWS
OF THE
FIFTH DISTRICT
BAR ASSOCIATION**

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Fifth District Bar Association By-laws

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FIFTH DISTRICT BAR ASSOCIATION

ARTICLE ONE

Organization and Name

Section 1.1: The name of this organization is the Fifth District Bar Association (the “Association”).

Section 1.2: The Association is formed and exists by virtue of and in accordance with the Idaho Bar Commission Rules (“IBCR”).

Section 1.3: The Association, its membership, and its officers shall have such authority and officers as may be granted by statute, by rule of the Idaho Supreme Court, by rule or decision of the Board of Commissioners of the Idaho State Bar (“Board”), and as provided in these By-laws.

ARTICLE TWO

Purpose

Section 2. 1: This Association is an integral part and a subsidiary body politic of the Idaho State Bar (the “Bar”).

Section 2.2: The purposes of this Association shall be to:

- (a) Promote high standards of professional conduct by its members;
- (b) Furnish programs and services that improve opportunities for professional growth and enhance the competency of the members of the Bar;
- (c) Promote the public’s access to legal services;
- (d) Enhance public understanding of and respect for the law and the legal system;
- (e) Aid in the advancement of the administration of justice;
- (f) Provide a forum for the consideration of issues and resolutions of concern to the members of the Association;
- (g) Act as the official local arm of the Bar and the Board with regard to matters of concern within the Fifth Judicial District; and
- (h) Exercise such powers, privileges, and discretion as may from time to time be delegated by the state legislature, the judiciary, and the Board.

ARTICLE THREE

Membership

Section 3.1: Any person who is (a) admitted to the practice of law; (b) who is a member in good standing of the Idaho State Bar; and (c) who is a resident of and/or maintains his/her principal office for the practice of law within the Fifth Judicial District of the State of Idaho is a member of this Association.

Section 3.2: Any person who (a) holds a House Counsel license issued pursuant to IBCR 225; and (b) is a resident of and/or maintains his/her principal office within the Fifth Judicial District of the State of Idaho, is a member of this Association.

Section 3.3: Any person who (a) holds an Inactive, Emeritus, or Senior license issued by the Idaho State Bar; and who either (b) is a resident of the Fifth Judicial District; or (c) now resides in another state, but was previously a resident of the Fifth Judicial District, is a member of this Association.

Section 3.4: The following members of the judiciary are members of this Association:

(a) Any person who is a Justice of the Idaho Supreme Court, Judge of the Idaho Court of Appeals, Idaho District Judge, or Idaho Magistrate Judge and is a resident of the Fifth Judicial District;

(b) Any person who is a District, Magistrate, Bankruptcy Judge of the United States District Court for the District of Idaho, or a Judge of the United States Court of Appeals for the Ninth Circuit maintaining resident chambers in Idaho, and is a resident of the Fifth Judicial District;

(c) Any retired members of the judiciary who reside within the Fifth Judicial District.

Section 3.5: All members of this Association shall have voting privileges.

ARTICLE FOUR

Meetings and Voting

Section 4.1: Except for votes on resolutions under IBCR 906, which require no quorum, all actions and approvals required by this Association or its membership, except as otherwise herein provided, shall be by vote of the membership at a meeting convened for such purpose, and at which a quorum shall then be present.

Section 4.2: A quorum shall exist for the transaction of any business whenever at least 20 members or five percent (5%) of the members of the Association, whichever is less, shall be present at any meeting.

Section 4.3: All meetings shall be preceded by written notice delivered by mail or electronically disseminated to the members, stating the location, date, and time of the meeting, and delivered by mail or electronically disseminated at least seven (7) days in advance of the meeting. In the event of an emergency as declared by a majority of the members of the Executive Committee (as defined in 5.8), the time of notification may be shortened in which case the notification shall so state, describe the circumstances, and describe the action or matter to be considered.

Section 4.4: Except as otherwise provided by rule or order of the Idaho Supreme Court, the Board, or these By-laws, all actions requiring the action or approval of the membership shall be by majority vote of those members present and voting. Voting by proxy shall not be allowed. Voting may be conducted electronically.

Section 4.5: The Association shall hold at least two (2) meetings each year. The first shall be the Annual Meeting held prior to the first (1st) day of April of each year for the purpose of electing officers who shall take office effective the first (1st) day of April of each year. The second shall be held in November (or such other time as may be fixed by the Board in accordance with IBCR 906) for the purpose of considering resolutions to be presented for consideration by the membership of the Bar. The Association may hold such additional meetings as may be deemed necessary or appropriate by the President, the Executive Committee, or the membership.

Section 4.6: The Executive Committee shall be responsible for calling and convening all meetings, and for fixing the location, date, and time thereof. In addition, the membership of the Association may call for a general meeting by submitting to the president of the Association a written request, signed by at least ten percent (10%) of the voting members of the Association. Upon receipt of such a request, the Executive Committee shall fix the location, time, and date of a meeting to be held within twenty-one (21) days of the receipt of such request, and shall cause a notice to be provided to the membership as provided in Section 4.3. A copy of the signed request for the meeting shall be attached to the notice.

ARTICLE FIVE

Officers and Elections

Section 5.1: The Officers of the Association shall include a President, a Vice President/President Elect, a Secretary, and a Treasurer, the last two of which may be combined. The Association may, by the adoption of additional sections to this Article, make provision for additional officers.

Section 5.2: The Officers shall be elected at the Association's annual meeting or through voting conducted electronically, and shall take office the first (1st) day of April of each year, and shall hold office for a term of one (1) year, or until their successors shall have been elected. Provided, however, a vacancy in any office resulting from death, resignation, disqualification, and removal or other cause may be filled by the affirmative vote of the Executive Committee.

Section 5.3: All elections shall be by majority vote of the members present and voting. In the event more than two candidates shall be nominated for any office, and no candidate shall receive a majority of votes cast on the first ballot, the names of those two candidates receiving the highest number of votes shall be submitted for a second vote of the membership. In the event of a tie in voting between candidates for any office, a second vote shall be held. In the event of a second tie, the tie shall be resolved by the toss of a coin by the presiding officer.

Section 5.4: The President shall be the Chief Executive Officer of this Association, and shall possess the powers and prerogatives granted by these by-laws, by statute, or by the Idaho Bar Commission Rules. The President shall have the following duties:

- (a) To preside and act as chairman of all meetings;
- (b) To act as Chairman of the Executive Committee;
- (c) To make appointments of committees, chairpersons, delegates, representatives, or other agents to act on behalf of the Association;

- (d) To issue proclamations, news releases, or other public or private statements or expressions on behalf of the Association, and to act as its official public spokesperson;
- (e) To serve as the Association's liaison with the Board, courts, and other official bodies;
- (f) To see to the day-to-day administration of the Association's business activities;
- (g) To carry into effect any statement, expression, or directive of the membership of the Association; and
- (h) To exercise any and all other powers or privileges reasonable and necessary to the maintenance of the Association and the timely and proper conduct of its business.

Section 5.5: The Vice President shall be responsible for carrying out the duties of the President in the event of the President's inability to do so, together with such additional duties as may be assigned by the President or Executive Committee. The Vice President shall, unless otherwise provided by vote of the membership, succeed to the Presidency of the Association upon the expiration of the one-year term of election as Vice President. At the meeting held for the purpose of electing officers, any voting member of the Association may make a motion, which must be seconded, to open the floor to nomination for additional persons to be elected to the office of President. Upon majority vote in favor of the motion, the name or names of additional persons may be placed in nomination for the office of President, which position shall be elected as provided by this Article.

Section 5.6: The Secretary shall be the custodian of the records, papers, and files of the Association, and shall be responsible for recording the actions and decisions taken by the membership and the Officers at any meeting. The Secretary shall also be responsible for the performance of any duties assigned by the President or Executive Committee. The Secretary shall, unless otherwise provided by vote of the membership, succeed to the Vice Presidency of the Association upon the expiration of the one-year term of election as Secretary.

Section 5.7: The Treasurer shall be the custodian and trustee of the Association's funds and property, and may receive and pay funds on its behalf. The Treasurer shall, not less than annually, prepare a written report or statement of the Association's financial condition, which report shall be available for review and inspection by any officer or member of the Association, or the Board, or their designee. The Treasurer shall also act as the custodian of the Association's financial records.

Section 5.8: The President, Vice President, Secretary, and Treasurer shall comprise the Executive Committee of the Association. The Executive Committee shall have full power and authority to act for the Association in the interval between meetings of the membership. The actions of the Executive Committee shall be by majority vote of a quorum of the Committee, which shall comprise a majority of its members. Meetings may be called by the President, or upon the written request of any two (2) members of the Committee. Meetings may be held in person or by telephone, and shall be preceded by reasonable notice given by mail, electronic mail or by telephone. Notice of the time and place of any meeting may be waived, and any action of the Committee may be ratified by non-attending members at any time.

Section 5.9: [Reserved.]

ARTICLE SIX

Budget and Records

Section 6.1: The Association shall each year adopt a budget, setting forth the anticipated or projected revenue and expense for the fiscal period from April 1 to March 31. The budget shall set forth such information and shall be in such form as may be required by the Board of the Idaho State Bar, and a copy thereof shall be provided to the Idaho State Bar annually by May 31.

Section 6.2: The Association shall each year prepare a written report to the Board, setting forth a statement of the revenue actually received and expense actually incurred by the Association during the fiscal period from April 1 to March 31. Monthly bank statements for the same period shall be included with the report.

Section 6.3: Any records of the Association, including records of its financial condition, shall be subject to reasonable review, inspection, and copying by the Executive Director and Board, and by any member of the Association during regular business hours.

ARTICLE SEVEN

Committees, Appointments, and Nominations

Section 7.1: The President shall be responsible for organizing and appointing the chairpersons and membership of all committees created or authorized by these By-laws. The President shall also be responsible for identifying those members of the Association whose names are to be submitted to the Board in nomination for specified commissions or committees.

Section 7.2: The President shall be responsible for selecting and submitting to the Board the names of two (2) attorney-members of this Association to serve two-year terms as members of the Fifth Judicial District Magistrate Commission, as provided in Idaho Code Section 1-2203. The names of the attorneys nominated to the Board shall be submitted on or before June 1 of the year when such two-year terms expire.

Section 7.3: The Association shall also have such other and further standing or temporary committees as may, from time to time, be deemed necessary or convenient. The President shall be responsible for selecting and appointing the members and chairpersons of such committees, who shall serve from the date of appointment until April 1 of the succeeding year.

Section 7.4: All appointments and nominations, excepting those submitted to the Board for nomination to the Fifth Judicial District Magistrate Commission, shall be subject to the advice and consent of the membership. Upon motion duly made, seconded, and adopted by at least sixty percent (60%) of the members present and voting, the appointment of any chairperson or committee member may be disapproved, and in such case the President shall be responsible for selecting a different appointee for such position. The chairpersons and members of all committees, excepting the Fifth Judicial District Magistrate Commission, shall serve at the

pleasure of the President and may be removed at any time with or without cause. Once selected by the Board, those members nominated and appointed to the District Magistrate Commission shall only be subject to removal by the Board.

Section 7.5: [Reserved.]

ARTICLE EIGHT
Amendments and Additions

Section 8.1: The first seven articles of these By-laws, except for Sections 5.9 and 7.5, and this Article Eight contain the uniform by-law provisions approved for use in accordance with Rule 907(b) of the Idaho Bar Commission Rules. As such, they may only be amended, altered, or changed by the Board with the concurrence of a majority of the officers of the various district bar associations.

Section 8.2: The Association may, by majority vote of the members present and voting, adopt, repeal, or amend additional by-laws, rules, or regulations supplementary to and not inconsistent with the uniform by-law provisions adopted and approved by the Board.

Section 8.3: A copy of the Association's by-laws, including any additional or supplementary provisions, or any amendments thereto shall be provided to the Board and the Executive Director of the Idaho State Bar.

IN WITNESS WHEREOF, THE UNDERSIGNED, being respectively the duly elected President and Secretary of the Fifth District Bar Association, do hereby certify that the above and foregoing is a true and complete copy of the by-laws adopted by the membership of the District Bar Association at a meeting duly called and convened for said purpose on November 8, 2018.

President, Fifth District Bar Association

Secretary, Fifth District Bar Association