

Certificate of Bylaw Amendment

I, George C. Brown, the Executive Director of the State Bar of Wisconsin, do hereby certify that the following bylaw amendment resolutions were duly voted on by the Board of Governors on June 12, 2013, and were approved by a 38-2 vote.



George C. Brown

RESOLVED, that State Bar Bylaw Article II, be amended as follows:

Article II, Section 5:

Section 5. Vacancies. A vacancy is created by the death, incapacity, inability to serve, revocation, suspension, or relinquishment of law licensure, or resignation of an officer, or by removal of an officer pursuant to section 7. (a) President. If the office of President becomes vacant, the President-elect shall succeed to the office of President for the unexpired term of the President and shall serve a one-year term thereafter, if the President-elect was elected as President-elect at the previous annual election. (b) President-elect. A vacancy in the office of President-elect shall be filled by a vote of a majority of the total membership of the Board of Governors. A President-elect so chosen shall succeed to the office of President only if necessary to fill a vacancy as provided for in this section and shall not serve an additional one-year term as President unless elected as such at the next annual election or at an earlier special election as the Board of Governors may require. (c) Secretary. A vacancy in the office of Secretary shall be filled by a vote of a majority of the total membership of the Board of Governors. A Secretary so chosen shall not serve an additional term as Secretary unless elected as such at the next scheduled election for secretary, or at an earlier special election as the Board of Governors may require. (d) Treasurer. A vacancy in the office of Treasurer shall be filled by a vote of a majority of the total membership of the Board of Governors. A Treasurer so chosen shall not serve an additional term as Treasurer unless elected as such at the next scheduled election for treasurer, or at an earlier special election as the Board of Governors may require.

Article II, Section 6:

Section 6. Temporary Vacancy. If an officer is temporarily unable to perform his or her duties, the Board may appoint a temporary replacement, who shall serve no longer than the remainder of the officer's unexpired term, or until the inability to serve or license status issue is resolved, whichever occurs first.

Article II, Section 7:

Section 7. Removal. An officer may be removed from office as follows: (a) Revocation, Suspension or Relinquishment of Law License. If an officer's license to practice law is revoked or relinquished during his or her term, the officer shall immediately be removed from office, without further notice. If the officer's license to practice law is suspended for a term less than the time remaining on his or her term, the officer's position will be considered temporarily vacant. (b) Removal by Board of Governors. An officer shall be removed if the officer is unable or unwilling to fulfill his or her duties, or if the officer's conduct while in office is contrary to the best interest of the State Bar as determined by an affirmative vote of 75 percent of the total membership of the Board of Governors (including the officer subject to the motion to remove). Before any vote on the motion, notice of the motion to remove and of the grounds alleged against the officer, and an opportunity to be heard by the Board must be given to the officer.

RESOLVED, that State Bar Bylaw Article III, be amended as follows:

Article III, Section 9:

Section 9. Vacancy. A vacancy is created by the death, incapacity, inability to serve, revocation, suspension, or relinquishment of law license, or resignation of a governor, or by removal of a governor pursuant to section 10. (a) Governor. Any vacancy in the office of an elected governor shall be filled by the Board for the remainder of the unexpired term. Any member appointed to fill such a vacancy shall be eligible for election to two consecutive full terms as a governor. Any vacancy in the office of an appointed public member shall be filled by the Supreme Court. Any vacancy in the office of a division representative shall be filled in accordance with the bylaws of the division. (b) Temporary Vacancy. If a governor is temporarily unable to perform his or her duties, the Board may appoint a temporary replacement, who shall serve no longer than the remainder of the governor's unexpired term, or until the inability to serve or license status issue is resolved, whichever occurs first. The replacement shall be a member whose principal office, or residence, if the member has no principal office, is in the same district as that of the governor who is being temporarily replaced.

Article III, Section 10:

Section 10. Removal. A Governor may be removed from office as follows: (a) Revocation, Suspension or Relinquishment of Law License. If a governor's license to practice law is revoked or relinquished during his or her term, he or she shall immediately be removed from the Board, without further notice. If the governor's license to practice law is suspended for a term less than the time remaining on his or her term, the Governor's position will be considered temporarily vacant. (b) Removal by Board of Governors. A governor shall be removed if the governor is unable or unwilling to perform his or her duties, or if the governor engages in conduct which is contrary to the best interest of the State Bar as determined by the affirmative vote of 75 percent of the total membership of the Board (including the governor subject to the motion to remove). Before any vote on the motion to remove the governor, notice of the motion and of the grounds alleged against the governor, and an opportunity to be heard by the Board must be given to the governor.

Article III, Section ~~9~~ 11:

Section ~~9~~ 11. Meetings of Board of Governors. (a) There shall be a regular meeting of the Board of Governors in each year at the time of the annual meeting of members of the State Bar. There shall be at least three additional regular meetings in each year. The meetings shall be on the dates set by the President and announced no later than thirty days following the President's assumption of office on July 1. Special meetings of the Board of Governors may be held at any time upon call of the President, and shall be called by the President upon written request signed by seven members of the Board. (b) Notice of the time and place of regular and special meetings of the Board shall be given to each member by the Executive Director by mail or telephone at least five days before the meeting. At any regular meeting of the Board any business may be transacted which is within the power of the Board, whether or not specified in the call or notice of the meeting. At any special meeting of the Board, any business may be transacted which is within the power of the Board if specified in the call or notice of the meeting. Members of the Board may participate and vote by telephone at any special meeting, but not at a regular meeting. Members appearing by telephone at a special meeting shall be deemed present for the purpose of determining a quorum. Action by the Board may be taken by a majority of members present at a meeting at which a quorum is present, except action upon legislative proposals, proposed supreme court rule changes and proposed executive agency rule changes shall require approval by a 60% majority of members present at a meeting at which a quorum is present. At any regular or special meeting, any business placed on a consent agenda that is part of the notice or call will be acted upon without debate. Business listed on the consent agenda may be removed by any one governor within a 72-hour notice to the Secretary of the State Bar.

Article III, Section ~~10-12~~:

Section ~~10~~ 12. Members of Judicial Council. Upon expiration of the term of office of each member of the Judicial Council selected by the Wisconsin Bar Association pursuant to the provisions of sec. 758.13, Wisconsin Statutes, the successor in such office shall be elected from the active members of the State Bar in the manner provided for the election of officers.

Article III, Section ~~11~~-13:

Section ~~11~~ 13. American Bar Association Delegates. (a) Upon expiration of the term of office of each State Bar delegate of the House of Delegates of the American Bar Association, the successor shall be elected by the Board of Governors and every vacancy thereafter occurring in such office shall be filled in the manner specified below. (b) The election of delegates shall be held at the meeting of the Board of Governors held in conjunction with the annual meeting of the State Bar of Wisconsin each year. (c) Qualification for election as State Bar of Wisconsin delegate to the American Bar Association House of Delegates shall be membership in the State Bar of Wisconsin and the American Bar Association and shall be made by petition of nomination to such office endorsed by at least ten members of the State Bar of Wisconsin Board of Governors, except that a candidate for Young Lawyer delegate who is otherwise qualified under section 6.4 of the American Bar Association Constitution shall be nominated by petition endorsed by at least four members of the Young Lawyers Division Board of Directors. Members of the State Bar of Wisconsin Board of Governors or, in the case of nomination of the Young Lawyer delegate, members of the Young Lawyers Division Board of Directors, may endorse any number of candidate petitions. Petitions for nomination shall be substantially in the form of petition for election to the State Bar of Wisconsin Board of Governors as prescribed in Article III, Section 3 of the State Bar of Wisconsin Bylaws with appropriate changes in order to make the petition germane to this purpose. Petitions for nominations shall be filed in the office of the Executive Director of the State Bar of Wisconsin no later than the 15th day of April in the year the election is to be held. (d) Notice of election for terms of delegates expiring at the close of the American Bar Association Annual Meeting each year shall be substantially in the form as the notice attached hereto as Exhibit A. Said notice shall be published in the February and March issues of the *Wisconsin Lawyer* each year. (e) Commencing with delegates elected at the meeting of the Board of Governors held in conjunction with the 1994 Annual Meeting of the State Bar of Wisconsin, no candidate shall be elected to more than three consecutive terms.