

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 resolution was duly voted on by the Board of Governors on January 30, 2015, and was approved by a unanimous vote.



George C. Brown

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

Article IV Standing Committees:

Section 1(a). Appointment. Number of Members. Term. Each of the standing committees other than the Committee on Legal Assistance and the Continuing Legal Education Committee shall consist of 12 members. The Committee on Legal Assistance shall consist of 18 members, 3 of whom are attorneys employed by legal services, legal aid, or legal assistance providers. The Continuing Legal Education Committee shall consist of 13 members, one of whom must be a member of the Government Lawyers Division. The Diversity and Inclusion Oversight Committee shall have at least one member from the Board of Governors. The members of each such committee shall be appointed by the President for a term of three years, so arranged that the term of office of only one-third of the members shall expire in any year. No person is eligible for appointment to the same committee for more than two consecutive terms. The Government Lawyers Division member of the Continuing Legal Education Committee shall be appointed by the President for a term of one year. The chairperson of each committee shall be designated by the President for a term of one year. In the event of any vacancy in any committee it shall be filled by appointment by the President for the unexpired term. Members of committees shall serve until the appointment of their respective successors. A majority of the members of any committee shall constitute a quorum for the transaction of business. Each committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Governors. The Board of Governors may assign powers or duties to any standing committee in addition to those hereinafter set forth.

(b) Removal for Nonattendance. After two consecutive nonexcused absences from meetings of any committee, the chairperson of the committee shall report said absences to the President. The President shall thereupon notify such member of the member's removal from the committee, and appoint a replacement for the balance of the term of office.

Section 2. Committee on Continuing Legal Education. This committee shall provide guidance for the State Bar of Wisconsin's continuing legal education program, which is designed to serve the public interest by improving the competence of lawyers. Competence includes knowledge of substantive and procedural law, principles of ethics and professionalism, and

techniques of law practice management. The continuing legal education program should be committed to providing a range of high quality educational and practice resources at competitive prices while recognizing that its long term vitality is dependent upon fiscal responsibility.

Section 3. Committee on Professional Ethics. This committee shall formulate and recommend standards and methods for the effective enforcement of high standards of ethics and conduct in the practice of law; shall consider the "Rules of Professional Conduct for Attorneys" as adopted by the Wisconsin Supreme Court and the observance thereof, and shall make recommendations for appropriate amendments thereto. The committee shall have authority to express opinions regarding proper professional conduct, upon written request of any member or officer of the State Bar. However, the committee shall not issue opinions as to the propriety of past or present conduct of specific member attorneys unless requested to do so by a grievance committee of the State Bar or by the Board of Governors of the State Bar. Unless waived by the requestor or subject, the identities of all requestors of past and current opinions or advice shall be confidential and information relating thereto shall also remain confidential. Members of the committee or designees who provide ethics advice to member attorneys shall be subject to this requirement of confidentiality.

Section 4. Committee on Communications. This committee shall create, develop and implement effective means and methods of communication between the State Bar, courts, attorneys, clients, all forms of media and the general public. It shall suggest, encourage and foster the activities of local bar associations in communicating more efficiently and effectively in their respective areas. It shall be responsible for the relations of the State Bar to the public and shall report and make recommendations from time to time to the Board of Governors.

Section 5. Committee on Legal Assistance. This committee shall promote the establishment and efficient maintenance of legal aid organizations equipped to provide legal services to those unable to pay for such service; shall study the administration of justice as it affects persons in the low income groups; and shall study and report on methods of making legal service more readily available to persons of moderate means, and shall encourage and assist local bar associations in accomplishing this purpose.

Section 6. Diversity and Inclusion Oversight Committee. This committee shall carry out diversity and inclusion commitment and goals of the State Bar; shall advise, facilitate and monitor efforts of the State Bar with regard to diversity and inclusion goals and strategies; shall recommend metrics to assess and monitor the State Bar's progress in advancing diversity and inclusion; shall maintain records and results on the State Bar's diversity and inclusion initiatives; shall collect and share information on diversity and inclusion projects from other jurisdictions; and shall report directly to the Executive Committee on a continuous basis. The committee shall report at least annually to the Board of Governors.

Section-6 7. Special Committees. Each special committee shall consist of a number of members determined and appointed by the President or, if the special committee is a committee of the Board of Governors, such number as shall be determined and appointed by the President with the advice and consent of the Board of Governors. Appointments to special committees shall be for a term of one year. No person is eligible for appointment to the same special

committee for more than four consecutive years. Creation or abolition of a special committee by the President is subject to review and approval by the Board of Governors. The Chairperson of each special committee, other than a committee of the Board, shall be designated by the President for a term of one year. The Chairperson of each committee of the Board shall be designated by the Board for a term of one year. In the event of any vacancy in any special committee, it shall be filled by appointment by the President or, in the event of a vacancy in a committee of the Board, by the Board for the unexpired term. Members of the special committee shall serve until the appointment of their respective successors. Each special committee shall keep a record of its meetings and proceedings and shall submit an annual report to the Board of Governors. The members of any special committee shall be subject to the removal provisions contained in Section 1(b).

Section 78. Legislative Oversight Committee.

(a) *Composition.* The Legislative Oversight shall be a standing committee composed of nine voting members, selected as follows: The President shall appoint four committee members, including the committee chair, each year; and the Section Leaders Council shall elect one member. Members shall serve for two-year terms. The first year that this Section becomes effective, the current president shall appoint eight members: four to two year terms and four to one year terms. The Executive Director and the State Bar Director of Public Affairs shall serve as ex-officio/nonvoting members. A vacancy shall be filled by the person or body responsible for originally appointing or electing the member whose departure from the committee has created the vacancy. Members of the Legislative Oversight Committee shall represent the State Bar as a whole and do not represent any individual section, division, or constituency. The committee shall recommend action(s) consistent with the overall best interest of the State Bar.

(b) *Functions.* (1) *General.* The Legislative Oversight Committee shall review and monitor all public policy positions, as defined in subsection (c), taken or proposed to be taken by the State Bar or its sections and shall assist the State Bar government relations staff in planning, setting priorities, and allocating resources. The Legislative Oversight Committee also shall make recommendations and report to the Executive Committee and/or to the Board regarding State Bar and section public policy positions. The Legislative Oversight Committee shall also resolve all conflicts between sections seeking to take public policy positions pursuant to the procedures set forth in subsection (b)(4) and is the final arbiter of such disputes. The Legislative Oversight Committee shall be subject to the information requests and reporting requirements set forth in Article IV, Section 1(a).

(2) *State Bar Positions.* The Legislative Oversight Committee shall generally monitor State Bar government relations staff for compliance with Supreme Court Rules and compliance with the Keller rules on permissible lobbying activity by mandatory bar associations.

(3) *Section Positions.* The Legislative Oversight Committee shall monitor public policy positions adopted by the sections, the setting of section lobbying fees, and the costs of each section's annual legislative activity. The committee may order a section to cease using State Bar resources or to delay publicly releasing or expressing a public policy position until reasonable notice and/or an opportunity to act is given to the Board of Governors and/or the Executive Committee if: (a) a section position is contrary to, or in conflict with, a State Bar position; (b) a section

position is contrary to, or in conflict with, another section's position, or opposed by another section; (c) the proposed communication does not sufficiently and clearly communicate that the position is that of a group of lawyers within the Bar and is not the position of the State Bar; (d) the section has not complied with subsection (c)(3).

(4) Conflict Resolution. Whenever a conflict between two or more sections arises with regard to a public policy position, the following procedure will apply.

(i) The Chair shall first request the sections to meet informally to discuss the issues and try to work out an amicable resolution.

(ii) If informal discussions under (i) are unsuccessful, the Chair in his or her judgment may appoint a mediator to help the sections reach a solution;

(iii) If mediation is unsuccessful, or if in the Chair's judgment the conflict is intractable such that mediation would not be worthwhile, the Chair shall appoint a subcommittee of three members of the Committee, including a subcommittee chair, to review materials and hold a hearing on the matter. The subcommittee shall set deadlines for the submittal of materials from each section based upon the time frames involved in the issue and then shall hold a hearing, unless time does not permit for a hearing. Minutes shall be kept of any hearing. The subcommittee shall then issue a written decision governing which section, if any, may take the requested public policy position or such other guidelines and procedures for the sections to take positions on the issue in question.

(iv) The non-prevailing section in (iii) above may appeal the subcommittee's decision to the full Committee. The full Committee shall not review the matter de novo, but rather will review the materials previously submitted, the minutes from any hearing, and the decision of the subcommittee. The full Committee shall then vote on whether the subcommittee fairly applied State Bar Rules, By-laws, and procedures in reaching its decision. The decision of the full Committee is final and non-appealable.

(v) The Chair and/or the Committee may from time to time create further policies and procedures for conflict resolution that are not in conflict with, and do not supersede, above subsections (i) – (iv), for the more efficient resolution of conflicts. Notice of such policies and procedures shall be given to all sections and the Board of Governors in a timely fashion.

(5) Meetings; voting. The Legislative Oversight Committee shall meet at the call of the chair or at the call of the President. Meetings may be held on reasonable notice. Action on any matter requires approval by the affirmative vote of a majority of the committee's members. When necessary, late voting by members unable to attend or participate in the meeting will be counted.

(c) Public Policy Positions. (1) Definition. Public policy positions are statements, comments, and/or expressions of opinion concerning changes or proposed changes to, proposed or existing, laws, rules, or actions of the legislative, executive, and judicial branches of government and other positions of public advocacy.

(2) Public Policy Positions of the State Bar. Public policy positions of the State Bar as a whole shall be governed by procedures as adopted by the Board of Governors, including the 60 percent requirement set forth in Article III, Section 9(b). The vote on whether to approve the taking of a public policy position shall be by roll call. Divisions and committees may not take public policy positions on behalf of themselves or the State Bar except as authorized by the Board of Governors.

(3) Public Policy Positions of Sections.

(i) Criteria. No section or State Bar member on behalf of a section may express a position on a matter involving an issue of public policy unless the following conditions are met:

(a) the matter is one on which the section's views would have particular relevance; (b) the position is adopted in accordance with section bylaws; (c) the position is expressly stated to be taken only on behalf of the section; (d) the section public policy position is adopted in accordance with procedures for public policy positions adopted by the Board of Governors; (e) the position is not contrary to an expressed State Bar position; (f) the section sends a summary of the public policy to the Legislative Oversight Committee; and (g) no section shall undertake any act which constitutes lobbying without the knowledge and consent of the State Bar's Director of Public Affairs or a designate.

Review of section public policy positions shall be conducted pursuant to subsection (b)(3).

(ii) Bylaws. No section shall lobby unless its bylaws meet the requirements as set forth by the Board of Governors.