

SECTION BYLAWS

August 2010

ARTICLE I

Name and Mission of Section

Section 1. This Section shall be known as the Section of Administrative Law and Regulatory Practice.

Section 2. As the home for lawyers who work for, interact with, or study government entities, our Section seeks to enhance their professional development, and further the vital public interest in effective, efficient, and fair administration at all levels of government. It serves these goals through education, dialogue, publications, and proposals for reform.

Section 3. It is our mission to (1) be the leader in providing professional development opportunities for current and future administrative law practitioners; (2) lend our legal expertise to the resolution of important administrative law issues at the state, national and international levels; (3) provide authoritative and practical analyses and products for the improvement of administrative law and practice; and (4) provide settings in which government, private, and academic lawyers, and the judiciary can exchange insights and information

Section 4. The Section shall have such committees and task forces as shall be authorized from time to time by the Council.

ARTICLE II

Membership

Each member of the Section shall pay to the American Bar Association (“Association”) annual dues in an amount, not to exceed \$75.00, determined by the Council. Any member of the Association, upon request to the Secretary of the Association and upon payment of dues for the current year, shall be enrolled as a member of this Section. Thereafter, dues shall be paid in advance each year beginning on the September first next succeeding enrollment. Members so enrolled and whose dues are so paid shall constitute the membership of this Section. Any member of this Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section.

ARTICLE III

Officers and Council

Section 1. Officers. The officers of this Section shall be a Chair, Chair-Elect, Vice-Chair,

Secretary, Budget Officer and the Section Delegates to the Association's House of Delegates.

Section 1.1. Chair. The Chair shall hold office for a term of one year.

Section 1.2. Chair-Elect. The Chair-Elect shall hold office for a term of one year and succeed to the office of Chair at the conclusion of that term.

Section 1.3 Vice-Chair. The Vice-Chair shall be nominated and elected each year in the manner hereafter provided, hold office for a term of one year, and succeed to the office of Chair-Elect at the conclusion of that term. In the event the office of Vice-Chair becomes vacant during the course of the year, then the position shall be filled as hereafter provided.

Section 1.4. Secretary. The Secretary shall be nominated and elected each year in the manner hereafter provided and shall hold office for a term of one year.

Section 1.5. Budget Officer. The Budget Officer shall be nominated and elected each year in the manner hereafter provided and shall hold office for a term of one year.

Section 1.6 . Section Delegates. In 1991 and each successive third year and in 1993 and each successive third year, one Section Delegate to the Association's House of Delegates shall be elected as hereafter provided to serve for a term of three years.

Section 2. Council. There shall be a Council which shall consist of the Chair, the Last Retiring Chair, the Chair-Elect, the Vice-Chair, the Secretary, the Budget Officer, the Section Delegates, six members who shall be liaisons, respectively, to the Judicial Branch, Executive Branch, Legislative Branch, the Administrative Judiciary, the Young Lawyers Division, and the Law Student Division of the ABA, and a Council Member for State Administrative Law, all of whom shall be members ex-officio, together with twelve other members to be elected by the Section as hereafter provided.

Section 2.1. Members. At each annual meeting four members of the Council shall be nominated and elected for terms of three years. In addition, there shall be nominated and elected a Council member to fill each existing Council vacancy who shall serve during the remainder of the term of such vacant position.

Section 2.2. Liaison Members. Each year the Chair, with the advice and consent of the Council, shall appoint a Council member from, respectively, the Executive, Legislative, and Judicial Branches of the Federal Government, a Council member who is an Administrative Law Judge, and a Council member for State Administrative Law, each of whom shall serve a term of one year, shall serve as an ex-officio member of the Council, and shall perform such other duties as are assigned by the Chair and the Council. Liaison Members shall also include one representing the Young Lawyers Division and one representing the Law Student Division of the ABA, each of whom shall also serve a term of one year, shall serve as an ex-officio member of the Council, and shall perform such other duties as are assigned by the Chair and the Council.

Section 2.3. Ex Officio Members. All ex officio members of the Council have the same rights of participation and voting as other Members of the Council.

Section 2.4. Honorary Members. Former Chairs of the Section are honorary members of the Council with the right of participation but without the right to vote.

Section 3. As used in Articles III, IV, and VI of these Bylaws a year shall be deemed to commence at the close of the Annual Meeting of the Association and to end at the close of the next Annual Meeting.

Section 4. No person shall be eligible for nomination or election as an officer or a member of the Council unless he or she shall have been a member of the Section throughout the year in which an election is held. No member of the Council who is serving as an elected

member and has served as such continuously for a period of three years shall be eligible for re-election as a member of the Council.

ARTICLE IV

Nomination and Election of Officers and Council Members

Section 1. At a time not later than the close of the Section's Fall Meeting, the Chair, after consultation with the Council, shall appoint a Nominating Committee of three members of the Section who are not members of the Council or candidates for office, and at least one of whom shall not be a former officer or Council member of the Section, and the Chair shall promptly thereafter announce the names and addresses of the members of the Committee in the Administrative Law News, or by other publication to Section members. The Chair may appoint a member to fill any vacancy that may arise thereafter in the Nominating Committee. The Nominating Committee shall make and report one nomination for each position which is to be filled by election at the annual meeting as provided in Article III of these Bylaws. The report shall identify each nominee and shall include a brief statement of the nominee's activities in the Section and in the law profession generally. The Committee shall submit its report to the Chair of the Section who shall cause it to be published in the Administrative Law News, or otherwise published to Section members, prior to the annual meeting, not later than 50 days prior to the Opening Assembly of the Annual Meeting. The Nominating Committee shall supplement its published report and action by making one nomination for each unanticipated vacancy, if any, that may arise prior to the beginning of the annual meeting of the Section.

One or more additional nominations may be made for any position by petition signed by not less than 50 members of the Section who are respectively accredited from at least three states. The petition shall state that the member nominated has agreed to the nomination. The petition shall be sent to the Chair of the Section and must be received not less than 30 days prior to the Opening Assembly at the Annual Meeting. Any nomination made by petition shall be made known immediately to the Nominating Committee, the other nominees, and the Council and otherwise appropriately publicized.

The Chair of the Nominating Committee shall announce the committee's nominees at a session of the annual meeting of the Section, and the Chair of the Section shall thereupon announce the nomination of any other person for the same office by petition duly made in accordance with procedures prescribed herein. The Chair shall thereupon conduct the elections at that same session of the annual meeting of the Section.

Section 2. All elections shall be held at a business session of the Annual Meeting. Elections for contested positions shall be by written ballot unless otherwise ordered by unanimous consent of the Section members present. Each contested position, other than that of Council member, shall be voted upon separately. Election shall be by a majority of the votes cast, and a run-off election to choose between the two leading nominees shall be held if a majority vote is not initially obtained. Council nominees shall be voted on as a group. Each Section member voting for Council nominees must vote for as many different nominees as there are vacancies; failure to do so will invalidate such member's ballot with respect to the Council nominees. Those nominees receiving the highest number of votes shall be elected, to the extent

required to fill all vacancies on the Council.

ARTICLE V

Duties of Officers

Section 1. Chair. The Chair shall preside at all meetings of the Section and of the Council; shall appoint chairs and vice-chairs of Section committees, members of the standing committees created by these Bylaws and members of Section task forces, as well as liaisons to other Association entities; and shall perform such other duties and acts as described by these Bylaws and as pertain, in ordinary course, to the office.

Section 2. Chair-Elect. The Chair-Elect shall, in consultation with the Chair, arrange for the appointment of the chairs and vice-chairs of all Section committees as well as members of Section standing committees and task forces and liaisons to other Association entities, who are to hold office during his or her coming year as Chair. The Chair-Elect shall aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. In event of the disability of the Chair, the Chair-Elect shall perform the duties of the Chair during the time such disability continues. Upon the death, resignation, or refusal to act of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term.

Section 3. Vice-Chair. The Vice-Chair shall be responsible for directing such activities of the Section as the Chair or Council shall assign from time to time. In event of the disability of the Chair-Elect, the Vice-Chair shall perform the duties of the Chair-Elect during the time such disability continues. Upon the death, resignation, or refusal to act of the Chair-Elect, the Vice-Chair shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term. Upon the death, resignation or refusal to act of both the Chair and the Chair-Elect, the Vice-Chair shall perform the duties of the Chair for the remainder of the Chair's term.

Section 4. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money, and shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

Section 5. Budget Officer. The Budget Officer shall prepare an annual budget of the Section and shall keep an accurate record of all money allocated, available or expended for the Section's use and shall be responsible for directing such other activities of the Section as the Chair or Council shall assign.

Section 6. Section Delegates. The Section Delegates shall represent the Section in the House of Delegates. At such times as are determined by the Conference of Section Chairs, a Section Delegate shall serve on the Nominating Committee of the House of Delegates. The Council shall designate which Section Delegate shall serve on the Nominating Committee of the House of Delegates.

Section 7. Reports of Section Activities. The Chair, Chair-Elect and Vice-Chair shall have the joint responsibility to create and maintain an up-to-date list of on-going and planned Section projects and initiatives, which list shall be distributed to the Council at each of its quarterly meetings during the year. For the meeting of the Council in connection with the Annual

Meeting of the Association, the Chair, Chair-Elect and Vice-Chair shall jointly prepare and deliver to the Council a report detailing the principal activities and accomplishments of the Section for the previous year along with the challenges and opportunities facing the Section and possible responses thereto.

ARTICLE VI

Duties and Powers of the Council; Meetings

Section 1. The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Constitution and Bylaws of the Association and the Bylaws of this Section. Between meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act, and any action taken by the Council pursuant to this provision shall be reported to the members of the Section at or before the next annual meeting of the Section.

Section 2. The Council may authorize the Chair to create or terminate committees (other than those expressed provided for in these Bylaws) and task forces comprised of Section members and others to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Bylaws of the Association.

There shall be an Executive Committee, consisting of the Officers and Last Retiring Chair, to exercise between meetings of the Council such functions and duties as the Council may assign to such Committee. Said Executive Committee, with such additional members as may be appointed by the Chair of the Section, shall constitute the Budget Committee whose sole responsibility shall be to assist the Budget Officer with the preparation of the annual budget of the Section as provided hereafter in Section 9 of this Article.

There shall also be four other standing committees of the Section as follows:

1. Membership and Communication: to develop, revise as necessary, and oversee the implementation of a program to retain and expand membership in the Section though focus on the values and benefits of Section membership. Said program shall contain, among other things, a detailed communication plan to include, as necessary, the production of brochures, the creation of e-mail campaigns, the use of internet social networking services, the utilization of the Section and Section committee web pages (including blogs and discussion boards), and such other means of reaching new potential members and insuring that existing and potential members are aware of Section benefits and can provide feedback on their degree of satisfaction with Section membership and services.

2. Continuing Legal Education and Skills Programming: to develop and oversee the implementation of an annual program to provide continuing legal education and skills development for Section members, government agencies and their employees, private attorneys, and others, said program to involve co-sponsorship, where authorized and appropriate, of CLE and skills programs of other Association entities and non-Association entities. The committee shall regularly communicate with the Section's Publications Committee in order to insure that each committee can develop appropriate initiatives based on the work of the other.

3. *Publications*: to implement the Section's book publishing program as authorized by the Council. That program shall be conducted so as to insure the production of high-quality publications that enhance the understanding of administrative and regulatory law and contribute to the Section's reputation as an important source of expertise in administrative and regulatory law and so as to generate income for the Section. The committee shall create and continuously update a strategic publications plan that will achieve these objectives.

4. *Fundraising*: to develop non-dues sources of funding for the Section and its programs from private firms, companies, foundations, government agencies, and other entities as well as individuals. Said sources may represent one-time opportunities for funding or, to the extent possible, provide support for several years or more of Section activities.

The number of members and term of office of members for each of said four standing committees shall be based on, respectively, the expected workload of the particular committee and the need for continuity of membership in effectively carrying out the functions of the committee. Terms of office of members of said committees shall be staggered.

Section 3. Between Annual Meetings of the Section, the Council may fill vacancies in its own membership or in the offices of Vice-Chair, Secretary, Budget Officer, or Section Delegate and, in the event of a concurrent vacancy in the offices of Chair, Chair-Elect and Vice-Chair, then in the office of Chair. The Council may fill the vacancy in the office of Vice-Chair only if such vacancy occurs before the midyear meeting of the Section. Members of the Council and officers so selected shall serve until the close of the next Annual Meeting of the Section, except in the case of a Section Delegate who shall serve for the remainder of the term.

Section 4. Action of the Council at its meetings shall be by majority vote of those members present. A quorum consisting of a majority of the Council members shall be required to conduct its business. There shall be neither absentee nor proxy voting. The Chair shall have a vote on matters that come before the Council.

Section 5 When to wait for the next regular meeting of the Council would preclude the Section from acting upon any proposition upon which the Council may be authorized to act, the Executive Committee may, by majority vote of its members, authorize the action on behalf of the Section so long as all members of the Council, including those who are not members of the Executive Committee, are afforded by email or other effective communication an opportunity to vote a negative on any such action after the vote of the Executive Committee. That opportunity shall be offered Council members for at least 7 calendar days following the vote by the Executive Committee, unless the Executive Committee determines that exigent circumstances require a shorter period. Any notice triggering this procedure shall clearly identify that it is a notice under this section of the bylaws. If negative votes are not cast by a majority of all members of the entire Council, the action may be taken. If the action consists of the submission of written views, no submission shall be made that contains a material change from what was presented to the members of the Council. Any action taken under this section shall be reported to the Council at its next meeting

Section 6. The Council shall hold four regular meetings each year, the first to be held following the Annual Meeting of the Section but before the Midyear Meeting of the House of Delegates, the second to be held near the time of or in connection with the Midyear Meeting of the House of Delegates, the third to be held thereafter but prior to the Annual Meeting of the

Section, and fourth to be held immediately prior to the Annual Meeting of the Section itself. Special meetings of the Council may be called by the Chair upon prior reasonable notice and with prior approval of a majority of the Council, and shall be so called upon written (including e-mail) request by a majority of the Council. Such special meetings may, in appropriate cases, take place via conference call.

Section 7. If any elected officer or member of the Council (other than an honorary member) shall fail to attend two consecutive regular meetings of the Council, the office held by such member shall be automatically vacated, and the vacancy shall be filled as provided in these Bylaws.

Section 8. At such times as may be determined by the Conference of Section Chairs, the Council is authorized to submit a nomination for Section member-at-large of the Board of Governors. The selection of the nominee shall be made by the Council in accordance with Article VI, Section 4.

Section 9. No later than the Spring Meeting of the Council each year, the Budget Committee shall propose a Section budget for the upcoming fiscal year (which shall begin October 1 of each year). The Council shall, by majority vote, adopt a budget for the Section for the upcoming fiscal year no later than the end of its meeting that occurs in conjunction with the Annual Meeting of the Association. Thereafter, the Chair of the Section may submit to the Council for its approval any proposed discrete expenditure in excess of \$1,000 or, in the alternative, the Council may, by majority vote, require that one or more proposed specific expenditures in excess of \$1,000 be submitted to it for its approval.

Section 10. All bills incurred by the Section, before being forwarded to the Association for payment, shall be approved by the Chair or the Chair's delegate. All funds of the Section must be expended consistent with the decisions and directions of the Council.

ARTICLE VII

Meetings of the Section

Section 1. The Annual Meeting of the Section shall be held during the Annual Meeting of the Association, in the same city or place as the Annual Meeting of the Association, with such program and order of business as may be arranged by the Council and Chair.

Section 2. Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Section shall be by a majority vote of the members present.

Section 5. The Council may direct that a matter be submitted to the members of the Section for vote by ordinary or electronic mail. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with rules fixed by the Council.

ARTICLE VIII

Miscellaneous Provisions

Section 1. The fiscal year of the Section shall be the same as that of the Association.

Section 2. No salary or compensation shall be paid to any officer, Council member, or other member of the Section

Section 3. Any action approved or proposed by a committee or task force of the Section must be approved by the Section or the Council, as appropriate, before it becomes effective as the action of the Section, unless that committee or task force action is otherwise authorized pursuant to an existing resolution of the Section or Council or by these Bylaws. Any action by the Section must be approved by the Association before it becomes effective as the action of the Association. Any resolution adopted or action taken by this Section may on request of the Section be reported by the Chair of the Section to the Annual or the Midyear Meeting of the Association for the Association's action thereon.

Section 4. These Bylaws shall become effective upon approval by both the Section and the Board of Governors of the Association.

ARTICLE IX

Amendments

These Bylaws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided the proposed amendment shall first have been approved by the Council and provided, further, that no amendment so adopted shall become effective until approved by the Board of Governors of the Association.

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