

**AMERICAN BAR ASSOCIATION  
SECTION OF PUBLIC CONTRACT LAW**

**SECTION BY-LAWS<sup>1</sup>**

**ARTICLE I**

***PURPOSE***

- Section 1.*** This Section shall be known as the Section of Public Contract Law.
- Section 2.*** The purpose of the Section of Public Contract Law shall be to improve public procurement and grant law at the federal, state and local levels and promote the professional development of attorney and associate members in public procurement law, thereby promoting the objectives of the American Bar Association. [Amended August 7, 2004]

**ARTICLE II**

***MEMBERSHIP AND DUES***

- Section 1.*** Each member of this Section shall be a member in good standing of the American Bar Association.
- Section 2.*** For each category of membership, each member of this Section shall pay to the American Bar Association annual dues as determined by the Section Council and as approved by the Board of Governors of the American Bar Association. Any member of the Association shall, upon request and payment of Association and Section dues for the current year, be enrolled as a member of this Section. Thereafter, such dues shall be paid in advance each year beginning on July first next succeeding such enrollment. 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. [Amended August 7, 1972; February 9, 1979; November 20, 1981; August 2, 1983 July 9, 1985 and August 7, 2004]

**ARTICLE III**

***OFFICERS AND COUNCIL***

- Section 1.*** The officers of this Section shall be a Chair, a Chair-Elect, a Vice Chair, a Secretary, and a Budget and Finance Officer. [Amended August 10, 1981 and July 9, 1985]
- Section 2.*** There shall be a Council, which shall consist of the Chair, Chair-Elect, Vice Chair, Secretary, Budget and Finance Officer, two Section Delegates to the House of Delegates, thirteen other Council Members and the two immediate past Chairs *ex officio*. The Budget and Finance Officer shall be elected for a two year term

---

<sup>1</sup> As adopted August 1965 and amended January 28, 1969; August 17, 1972; February 4, 1974; August 12, 1975; February 16, 1976; February 9, 1979; August 10, 1981; November 20, 1981; August 2, 1983; July 9, 1985, August 8, 1989; August 7, 1990; August 7, 2004 and August 5, 2006. On August 7, 2004, these By-Laws were amended creating a new council position, Young Lawyer Council Member; to address electronic issues; and to make various editorial and conforming amendments. They were further amended on August 5, 2006 to include the Second Section Delegate position and to correct the age limitation requirement for the Young Lawyer Council Member position.

at the Annual Meeting in 1985 and in every succeeding odd-numbered year. The Section Delegates to the House of Delegates may be one of said two immediate past Chairs *ex officio*. The First Section Delegate, initially elected at the Annual Meeting in 1987, shall hold office for a three year term and each succeeding First Section Delegate shall be elected for a similar three year term. The Second Section Delegate, initially authorized by the ABA House of Delegates in August 2005, shall hold office for an initial two-year term through the Annual Meeting in 2007, and each succeeding Second Section delegate shall be elected for a three-year term. Other past Chairs of the Section shall be honorary members of the Council, but no past Chair shall serve as an elected officer or Council Member of the Section. As such, they shall be given notice of and have the right to attend all meetings of the Council, and to participate in the discussions, but shall not have any voting right at any such meeting. [Amended January 28, 1969; February 4, 1974; August 10, 1981; July 9, 1985; August 8, 1989; August 7, 2004; and August 5, 2006]

- Section 3.**
- (a) The thirteen other Council Members shall be selected from the eligible membership of the Section. [Amended January 28, 1969; February 9, 1979; August 8, 1989; and August 7, 2004]
  - (b) Each year, at the Annual Meeting of the American Bar Association, the eligible membership of the Section shall elect four Council Members for three year terms. In each odd-numbered year the Section shall elect one Young Lawyer Council Member for a two-year term as described in subsection (d) below. [Amended January 28, 1969; August 8, 1989; and August 7, 2004]
  - (c) No Council Member who has been elected to serve for a term of three years shall be eligible for election to a second consecutive three year term. [Amended January 28, 1969; August 8, 1989; and August 7, 2004]
  - (d) The Young Lawyer member shall serve a term of two years and shall enjoy the same rights and responsibilities as other Council Members as set forth in Article V. At the time of election, the Young Lawyer member shall be admitted to the bar for less than five years or shall be less than 36 years old. Three years after the completion of his/her term as Young Lawyer member, that individual shall be eligible for election to the Council for a three-year term pursuant to subsection (b), above. [Added August 7, 2004 and amended August 5, 2006]

## ARTICLE IV

### *DUTIES AND POWERS OF OFFICERS*

**Section 1.** The Chair, or successively the Chair-Elect, the Vice Chair, or the Secretary, in the absence of the Chair, shall preside at all meetings of the Section and of the Council. The Chair shall formulate and present at each Annual Meeting of the American Bar Association a report of the work of the Section for the then closing year. The Chair shall plan and superintend the program of the Section at the Annual Meeting of the American Bar Association during his/her term, subject to the directions and approval of the Council, and shall superintend the performance of all activities of the Section. The Chair shall keep the Council duly informed of his/her activities and shall carry out its decisions. The Chair shall, in addition, perform such other duties and acts as usually pertain to his/her office or as may be designated by the Council and as authorized by Article V, Section 5. The Chair shall, with the assistance of the Budget and Finance Officer, keep an accurate record of all moneys appropriated to and expended for the use of the Section. [Amended August 7, 1990 and August 7, 2004]

**Section 2.** The Chair-Elect shall, in consultation with the Chair, appoint the chairs and members of all Committees of the Section who are to hold office during his/her term as Chair. All such appointments shall be made at least seventy-five days preceding the Annual Meeting of the Section at which the Chair-Elect becomes Chair. 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. He/she shall perform such further duties and have such further powers as usually pertain to his/her office or as may be designated by the Council or by 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 during his/her disability or until the Council acts as provided in Article VII, Section 2(a), as the case may be. [Amended August 7, 2004]

**Section 3.** The Vice Chair shall consult with and assist the Chair and Chair-Elect in the discharge of their duties as set forth above. He/she shall perform such special assignments and duties and have such further powers as may be designated or conferred upon him or her by the Council or Chair. In the case of the death, resignation or disability of the Chair-Elect, the Vice Chair shall perform the duties of the Chair-Elect for the remainder of the Chair-Elect's term or during his/her disability or until the Council acts as provided in Article VII, Section 2(a), as the case may be. [Added August 10, 1981 and amended August 7, 2004]

**Section 4.** The Secretary shall consult with and assist the officers of the Section in the work of the Section generally. The Secretary shall be the custodian of all the books, papers, documents, and other property of the Section, except money. He/she shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. He/she, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section. He/she shall perform such further duties and have such further powers as may be designated by the Chair of the Section or the Section Council. In case of death, resignation or disability of the Chair, Chair-Elect, and Vice Chair, the Secretary shall perform the duties of the Chair until the end of the next Annual Meeting or during such disability, as the case may be. [Renumbered August 10, 1981, and amended July 9, 1985]

**Section 5.** The Budget and Finance Officer shall give an accounting of all monies appropriated to and expended for the purposes of this Section. He/she shall monitor all accounts, reports, and other documents prepared as to Section funds, revenues, and expenditures, and seek to make certain that all such accounts, reports, and other documents are, at all times, accurate and correct. He/she shall report on the Section's present and projected financial condition at each meeting of the Section Council. He/she shall advise the officers and Council as to the financial effect of any proposed action by the officers, Council or Section which, in his/her judgment, would significantly affect the financial condition of the Section. At least once a year, he/she shall prepare and submit a projected budget to the Council for approval or modification at the time of the Annual Meeting, or such other time as may be expressly fixed by the Council. He/she shall submit to the Section, at the Annual Meeting, a report on the Section's financial affairs and financial condition. He/she shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section. [Added July 9, 1985 and amended August 7, 2004]

**Section 6.** The two Section Delegates shall, in the event of the absence of the Chair, present to the House of Delegates the report of the Section and shall otherwise represent the Section at meetings of the House of Delegates. At appropriate times the Section Delegates shall serve on the Nominating Committee of the House of Delegates. [Renumbered and amended July 9, 1985; amended August 7, 2004 and August 5, 2006]

## ARTICLE V

### *DUTIES AND POWER OF THE COUNCIL*

**Section 1.** The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and By-Laws of the American Bar Association and the By-Laws of this Section. It shall especially authorize all commitments or contracts which shall entail the payment of money. It shall not, however, authorize commitments or contracts which shall entail the expenditure of funds in excess of the funds on deposit with the Association to the credit of the Section.

**Section 2.** A majority of the members of the Council shall constitute a quorum for the transaction of its business. Actions of the Council shall be by majority vote of those present and voting. [Amended February 16, 1976]

and August 7, 2004]

**Section 3.** A member of the Council when personally present at a meeting of the Council shall vote in person, but when absent may communicate his or her vote, in writing or by electronic message, upon any proposition to the Secretary and have it counted, with the same effect as if cast personally at such meeting. All members of the Council shall have the right to vote on any matter properly before the Council. [Amended August 7, 2004]

**Section 4.** The Chair of the Section may, and upon the request of any member of the Council shall, submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon such proposition or propositions so submitted, by communicating their votes thereon, in writing, over their respective signatures to the Secretary, who shall record upon his/her minutes each proposition so submitted when, how and at whose request the same was submitted and, finally, the vote of each member of the Council thereon. The Secretary shall keep on file all such written and signed votes. If the votes of a majority of the members of the Council so recorded shall be in favor of such proposition, or if the votes of such majority shall be against such proposition, such majority vote shall constitute the binding action of the Council. The requirement for written submissions or votes in this section shall be satisfied by the transmission and receipt of electronic messages. [Amended August 7, 2004]

**Section 5.** The Council shall authorize the creation of such standing committees as it deems advisable. The Chair shall have authority to create special committees and make special assignments during his/her term, with such powers and duties as he or she may authorize and direct, unless limited by action of the Council, subject to the limitations of the By-Laws of the Section and the By-Laws of the American Bar Association: provided, however, that no action of any committee shall become effective as the action of the Section until it is approved by the Council or by the Section. [Amended August 7, 2004]

**Section 6.** At appropriate times the Council is authorized to submit a nomination for a Section member-at-large of the Board of Governors. The selection of the nominee shall be made by the Council with due regard for the eligibility requirements for election to the Board of Governors. [Added July 9, 1985 and amended August 7, 2004]

## ARTICLE VI

### *NOMINATIONS AND ELECTIONS*

**Section 1.** At each Annual Meeting of the Section, there shall be elected a Chair-Elect, a Vice Chair, a Secretary and four other Council Members. At each Annual Meeting of the Section which occurs in an odd-numbered year, there shall be elected a Budget and Finance Officer, and a Young Lawyer Council Member. At each Annual Meeting of the Section which occurs in 1987 and every succeeding third year, there shall be elected a First Section Delegate to the House of Delegates. At each Annual Meeting of the Section that occurs in 2007 and every succeeding third year, there shall be elected a Second Section Delegate to the House of Delegates. Except as provided herein with respect to the Budget and Finance Officer, and except as provided in Section 2 and 3(b) of Article III with respect to the Section Delegates and the other Council Members respectively, all of the terms of those elected at each such Annual Meeting shall commence immediately after the close of the Annual Meeting at which said election shall occur and shall end at the close of the next succeeding Annual Meeting. The person elected as Chair-Elect shall cease to be such at the end of his/her term and shall, at that time and without further action by the members of the Section or by the Council, become Chair for the ensuing year. The person elected as Vice Chair shall cease to be such at the end of his/her term and at that time and without further action by the members of the Section or by the Council, become Chair-Elect for the ensuing year. [Amended January 28, 1969; August 10, 1981; July 9, 1985; August 8, 1989; August 7, 2004; and August 5, 2006]

- Section 2.** No person shall be elected to any office enumerated in Section 1 hereof unless he has been a member of this Section for at least two full years. [Amended August 7, 2004]
- Section 3.** At least one hundred twenty days in advance of each Annual Meeting of the Section, the Chair shall appoint a Nominating Committee of three members of the Section to make recommendations for the offices of Chair-Elect, Vice Chair, Secretary, and four other Council Members. In every odd-numbered year, the Committee shall nominate a Budget and Finance Officer and Young Lawyer Council Member. Every third year, following the Annual Meeting in 2005, the Committee shall nominate a First Section Delegate to the House of Delegates. Every third-year following the Annual Meeting in 2007, the Committee shall nominate a Second Section delegate to the House of Delegates. The Chair shall file a written notice with the Secretary of the Section of the members named to the Nominating Committee at the time of their appointment. [Amended January 28, 1969; August 17, 1972; August 2, 1983; July 9, 1985; August 8, 1989; August 7, 2004; and August 5, 2006]
- Section 4.** The Nominating Committee shall file its report in writing with the Secretary of the Section making recommendations for all the offices listed in Section 3 of this Article VI at least sixty days in advance of each Annual Meeting. The Secretary shall forward copies of such report to all members of the Council promptly after the report is filed with the Secretary. [Added August 17, 1972]
- Section 5.** Additional nominations may be made after submission of the Nominating Committee's report by filing a petition with the Secretary of the Section, at least thirty days in advance of the Annual Meeting and signed by at least fifteen members of the Section in good standing, nominating a person qualified for any of the offices listed in Section 3 of this Article VI. Only nominations made in the manner prescribed in Sections 3, 4 and 5 of this Article VI may be considered in the elections held at each Annual Meeting. [Added August 17, 1972 and amended August 7, 2004]
- Section 6.** All notices, reports, and petitions filed with the Secretary pursuant to this Article VI shall be made available upon request, to any member of the Section. The Chair shall cause such additional publication of such notices, reports, and petitions to be made as may be practical and as he/she deems appropriate, including through the use of electronic mail messages. [Added August 17, 1972 and amended August 7, 2004]
- Section 7.** Elections shall be by written ballot if a petition signed by at least fifteen members of the Section in good standing is filed with the Secretary before the date of the Annual Meeting and is approved by at least two-thirds of those members present and eligible to vote at the Annual Meeting at which the election is held. No written ballot shall be counted which is not submitted by a member present at the meeting and otherwise eligible to vote. [Renumbered August 17, 1972 and amended August 7, 2004]

## ARTICLE VII

### *SUCCESSION OF OFFICERS, VACANCIES, ETC.*

- Section 1.** The Chair-Elect shall, unless he/she shall have refused to act as Chair-Elect, automatically assume the office of Chair for the term of one year, as provided in Section 1 of Article VI hereof. The Vice Chair shall, unless he/she shall have refused to act as Vice Chair, automatically assume the office of Chair-Elect for the term of one year, as provided in Section 1 of Article VI hereof. [Amended July 9, 1985]
- Section 2.** (a) The Council, during the interim between Annual Meetings of the Section, shall fill vacancies in its own membership or in the office of Vice Chair, Secretary, Budget and Finance Officer and Section Delegate, and, in the event of a vacancy in the office of Chair or Chair-Elect, may fill either or both of such vacancies, as the case may be. Members of the Council and officers so elected shall serve until the end of the next Annual Meeting of the Section or, in the case of the Budget and Finance Officer, until the end of the Annual Meeting at which the term of his/her predecessor would have expired. [Amended July 9, 1985 and August 7, 2004]

- (b) If any elected member of Council shall fail to attend a Council Meeting held in conjunction with each of two successive Annual Meetings of the Section, the office held by such member shall be automatically vacated, and the Council shall select a member to fill the vacancy until the close of the next Annual Meeting of the Section.

**Section 3.** The two immediate past Chairs shall be defined to include (a) the Chair presiding at the Annual Meeting of the Section at the end of his/her term as Chair and (b) his/her immediate predecessor as Chair.

## ARTICLE VIII

### *MEETINGS OF SECTION MEMBERSHIP*

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

**Section 2.** Special meetings of the Section may be called by the Chair, upon approval of 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 Section of Public Contract Law hereby delegates to its Council authority to act for the Section as to all matters whatsoever which come before the Section during intervals between the Annual Meetings of the Section.

**Section 6.** The Council may direct that a matter be submitted to the members of the Section for vote by mail. In such event binding action of the Section shall be by a majority of the votes received in accordance with rules fixed by the Council.

## ARTICLE IX

### *MISCELLANEOUS PROVISIONS*

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

**Section 2.** All bills incurred by the Section, before being forwarded to the Treasurer of the American Bar Association for payment, shall be approved by the Budget & Finance Officer or Section Director in consultation with the Chair. [Amended August 7, 2004]

**Section 3.** No salary or compensation shall be paid to any officer of the Section, member of Council, or member of a Committee. This prohibition shall not bar the reimbursement of approved expenses. [Amended August 7, 2004]

**Section 4.** No report, recommendation or other action by this Section shall be considered as the action of the American Bar Association unless and until it shall have been approved or authorized by the House of Delegates or by the Board of Governors. Any resolution or action taken by this Section may on request of the Section be reported by the Chair of the Section to the Annual Meeting of the American Bar Association for the Association's action thereon.

*Section 5.* These By-Laws shall become effective upon the approval thereof by the House of Delegates after a report of the Board of Governors of the American Bar Association and by this Section.

*Section 6.* All printing for the Section or for the Council or any Committee of the Section shall be done under the supervision of the headquarters office of the Section. [Amended August 7, 2004]

## **ARTICLE X**

### ***AMENDMENTS***

These By-Laws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by a majority of the Council, and provided further that no amendment so adopted shall become effective until approved by the House of Delegates after a report of the Board of Governors of the American Bar Association.