

**AMERICAN BAR ASSOCIATION
SECTION OF SCIENCE & TECHNOLOGY LAW
BY-LAWS**

| Draft, [April 10, 2008](#)

**ARTICLE I
NAME AND PURPOSES**

Section 1. This Section shall be known as the Section of Science & Technology Law (the "Section").

Section 2. The mission of the Section is to provide leadership on issues concerning science and technology and the law. The Section's goals are as follows:

- (a) To provide a forum for members of the profession to review, analyze and correlate developments in science and technology and to evaluate the impact of such developments on society and the law.
- (b) To study, report and make appropriate recommendations on the regulation of science and technology and related legal issues.
- (c) To establish and maintain liaison and cooperation between the scientific and technological communities and the organized bar, to the end of facilitating desirable scientific and technological, and related legal, developments.
- (d) To contribute to public and professional understanding of the effects of science and technology on law, of the problems arising therefrom, and of the processes by which the law responds.
- (e) To cooperate with and assist other ABA entities interested in associated or related areas of activity.

**ARTICLE II
MEMBERSHIP**

Section 1. Each member of the Section shall, at the time of enrollment, pay to the Association annual dues not in excess of \$ \$50 as fixed by the Council, which initial annual dues shall constitute the annual dues for the ensuing fiscal year (September 1 - August 31) if it commences within three months of such enrollment. Thereafter, annual dues are paid in advance each year beginning on the September 1st next succeeding such enrollment.

Section 2. Voting and privileges of the floor at any meeting of the Section shall be limited to members in good standing. Any member of the Section whose annual dues are more than six months past due shall cease to be a member of the Section. Any person who ceases to be a member of the Association shall also cease to be a member of the Section. The Section Secretary shall refer to the most recent membership list certified by the Association.

Section 3. Any law student who is a member of the Law Student Division of the Association may become a Law Student Member of the Section upon request and upon payment to the Association of annual Section dues not in excess of \$10 as fixed by the Council. Law Student Membership shall be for a period of twelve months beginning October 1 and ending September 30 in each calendar year. A qualified law student upon payment of dues for the current law student year shall be enrolled as a Law Student Member of the Section. Thereafter such dues shall be paid in advance each year beginning on October 1 next succeeding such enrollment. Any Law Student Member whose annual dues shall be more than six months past due shall thereupon cease to be a member of this Section. Law Student Members shall have such rights, privileges, responsibilities and duties as are hereinafter in this paragraph set forth and as the Council may from time to time determine, and no other, consistent with the By-Laws of the Association and guidelines adopted by the Board of Governors. Any and all references in these By-Laws to "Member" or "Members" shall be deemed not to refer to Law Student Members. Except as otherwise provided by the Council, Law Student Members shall be entitled to receive the Jurimetrics Journal and shall also be entitled to receive all other publications of the Section, distributed to the other members of the Section at no greater charge than that made to other members. They shall be entitled to attend all meetings of the Section, but shall not have the right to vote.

ARTICLE III OFFICERS AND COUNCIL

Section 1. The officers of the Section shall be a Chair, a Chair-Elect, one to four Vice-Chairs, a Secretary, a Budget Officer, and the Section Delegate[s] to the House of Delegates.

Section 2. There shall be a Council, which shall consist of the officers and the Immediate Retiring Chair, together with twelve other members of the Section to be elected by the Section membership, and one representative each of the Law Student Division and the Young Lawyers Division of the Association.

Section 3. At each annual meeting of the Section the following shall be elected:

- (a) Chair-Elect, a Vice-Chair, or such number of Vice-Chairs not in excess of four as may be determined by the Council, and a Secretary, each for a term of one year.
- (b) A Chair, in the event that the office of Chair-Elect at the time of the election is vacant.
- (c) Upon the expiration of the terms of Council members, three members of the Council shall be elected at each annual meeting of the Section to terms of four years beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the fourth succeeding annual meeting of the Section. The representatives of the Law Student Division and of the Young Lawyers Division shall be designated by these organizations at the time of the annual meeting for a term of one year.

Section 4. If any member of the Council shall fail to attend two successive meetings of the Council, the office held by such member may be vacated by the Council unless the Council determines that there was reasonable cause for such absence, and the vacancy so created shall be filled by the Council.

Section 5. The Section shall elect the Budget Officer for a term of three (3) years at the annual meeting.

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Section 6. The Section shall elect the Section Delegate[s] to the House of Delegates in accordance with the Constitution and By-Laws of the American Bar Association and the By-Laws of the Section. At appropriate times, as determined by the Section Officers Conference, a Section Delegate shall serve on the Nominating Committee of the House of Delegates. If there is more than one Section Delegate, the Council shall designate which Section Delegate shall serve on the Nominating Committee of the House of Delegates. The designation shall be made by the Council with due regard for the eligibility requirements for service on the Nominating Committee of the House of Delegates.

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In the case of the absence of a Section Delegate from a meeting of the House or its Nominating Committee, the Council may designate a member of the Section as an Alternate Section Delegate to replace the absent Section Delegate.

Section 7. All terms of Office herein specified shall begin at the close of the annual meeting at which election or appointment takes place, and shall end at the close of the annual meeting at the end of the

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term specified, or when a successor shall have been elected and qualified.

Section 8. No person shall be eligible for election as a member of the Council if he or she is then an elected member of the Council and has been such member continuously for a period of three years or more, but this provision shall not bar election of such person as an officer or as a Section Delegate.

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ARTICLE IV NOMINATIONS AND ELECTIONS

Section 1. At any time no later than the close of the Association's midyear meeting, the Chair, after consultation with the Council, shall appoint a Nominating Committee of five members of the Section who are not candidates for office, not more than four of whom shall be either present or former office holders or Council members of the Section. The Section Chair shall appoint one of the five to be Chair of the Nominating Committee who may act on behalf of the Committee as authorized by the Committee. The Section Chair shall promptly thereafter announce the appointments with mailing addresses in an appropriate Section publication. The Section Chair may appoint a Section member to fill any vacancy which may arise thereafter in the Nominating Committee or Chair thereof. Before making a nomination, the Committee shall obtain from the proposed nominee a brief statement (a) describing the nominee's activities in the Section and in the law profession generally, (b) identifying any personal interest or obligation known to the nominee that would, or would be likely to, conflict in any material way with promoting impartially the objectives and activities of the Section, and (c) agreeing that if any such conflicts become known to the nominee he or she will, if elected, advise the Council. The Nominating Committee shall make and report one nomination for each position which is to be filled by election as provided elsewhere in these By-Laws. The report shall identify such nominee, provide the nominee's mailing address, and include a brief statement of the nominee's activities and conflicts, if any, disclosed by the nominee to the Committee. The Committee shall submit its report to the Chair of the Section who shall cause it to be published in an appropriate Section publication not later than thirty days prior to the opening assembly of the Association annual meeting, together with the time and place of the election. The Nominating Committee shall supplement its published report and action by making one nomination for each vacancy in the Council or in its slate of nominees, if any, that may arise prior to the beginning of the annual meeting of the Section. Additional nominations may be made by petition signed by twenty-five

Section members and delivered to the Section Staff Liaison at the office of the Association in Chicago, Illinois, at least seven full business days prior to the opening assembly of the Association annual meeting. The petition shall be accompanied by the information with respect to the nominee required for Committee nominees. Otherwise such nomination shall not be a valid nomination. At the commencement of the first business session of the annual meeting of the Section, the Chair shall orally announce the time and place when the election will be held as stated in the official program of the annual meeting of the Association, together with the foregoing information as to nominees nominated by Nominating Committee or by petition.

Section 2. All elections shall be held at the business session of the annual meeting of the Section designated by the Chair, and elections shall be by voice vote, except that elections for contested positions shall be by written ballot if requested by any member in attendance at such session. Each position to be filled by election shall be voted upon separately, except that the vote may be for the entire slate of nominees nominated by the Nominating Committee for uncontested positions. Elections shall be by majority of the votes cast, and a runoff election to choose between the two leading candidates shall be held if a majority vote is not initially obtained.

ARTICLE V DUTIES OF OFFICERS AND SECTION DELEGATE

Section 1. Chair. 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 Association a report of the work of the Section for the then past year. The Chair shall perform such other duties and acts as usually pertain to the office of Chair. The Chair shall certify vouchers for payments out of Section funds, such certification signifying that the expenditure was incurred by authority of the Section or the Council of the Section. The Chair may appoint an Assistant Secretary who shall assist the Secretary in keeping the records of proceedings of all meetings of the Section and of the Council and who shall assist the Secretary in any other respects requested by the Secretary and shall perform such other duties as may be prescribed by the Chair. The Chair may appoint an Assistant Budget Officer to assist the Budget Officer. ▼

Section 2. Chair-Elect. The Chair-Elect shall, unless he or she shall have failed or been unable to act as Chair-Elect, at the end of the Chair's term, automatically assume the office of Chair for a term of one year. The Chair-Elect shall be Chair of the Section's Committee on Committees and shall be responsible for appointing all Chairs and

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Vice-Chairs and members of Section Divisions and Committees at or about the time of the annual meeting at which he or she assumes the office of Chair. If the Chair shall die, resign, or refuse to act as Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the term. If the Chair, due to disability, absence, or otherwise, is not able and available to perform the duties of that office, the Chair-Elect shall perform such duties. Such performance shall not prohibit the Chair-Elect's succession to the office of Chair at the close of the next annual meeting.

Section 3. Vice-Chair or Vice-Chairs. The Vice-Chair or Vice-Chairs shall be responsible for directing such activities of the Section as the Chair or the Council shall assign to them from time to time.

Section 4. Secretary. The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except money. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council. 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 and submit a budget recommendation to the Council for adoption at the annual meeting and shall report on the current financial state of the Section during the midyear and annual meetings, as well as perform such other duties as may be prescribed by the Chair or the Council.

Section 6. Section Delegates. The Section Delegate[s] shall perform such duties as are prescribed by the Association and, in addition, shall make such reports to the Council and the Section membership as from time to time are requested by the Chair.

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ARTICLE VI DUTIES AND POWERS 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 Association and the By-Laws of the Section. It shall expressly authorize all commitments or contracts which entail the expenditure of all monies appropriated for the use or benefit of the Section. The Council shall not, however, authorize commitments or contracts which entail the expenditure of funds in excess of the funds on deposit with the Association to the credit of the Section.

Section 2. The Council may authorize the Chair-Elect to establish committees or divisions, and their respective Chairs and Vice-Chairs, from among Section members and may determine the duties, powers, functions and designations of standing and other committees and divisions subject to the limitations of the Constitution and By-Laws of the Association and the By-Laws of the Section.

Section 3. The Council, during the interim between annual meetings of the Section, may fill vacancies in its elected membership, in the offices of Vice-Chair, Secretary, Budget Officer or Section Delegate, and, in the event of a vacancy in both offices of Chair and Chair-Elect, then in the office of Chair. 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 the Budget Officer or a Section Delegate who shall serve for the remainder of the term.

Section 4. All binding action of the Council shall be by majority vote of the members of Council present at the meeting. Participation in a meeting through use of conference telephone, or by any other medium that allows all persons participating in the meeting to communicate concurrently with each other, constitutes presence in person at that meeting. A quorum for Council action at meetings shall be a majority of Council members, but less than a quorum may adjourn a meeting.

Section 5. In the interim between business meetings of the Section, the Council may act for the Section in any way in which the Section is authorized to act, including the submission of reports and recommendations for Association action pursuant to the Constitution and By-Laws of the Association. The Council may not act in derogation of any binding action by the Section pursuant to these By-Laws at the immediately preceding annual meeting of the Section. If the Council finds that change or supervening circumstances justify and require action in derogation of any action taken by the Section at earlier annual meetings, the Council may act but shall report any action to the members of the Section at the annual meeting next following.

Section 6. The Council shall meet at or about the time of each annual meeting of the Association at the place of such meeting, and at or about the time of each midyear meeting. The Council may also meet at any time and place upon call of the Chair or upon call of any three members of the Council.

Section 7. Any action permitted to be taken at any meeting of the Council may be taken without a meeting if (a) notice of the proposed action is given to Council members, to their respective addresses, email addresses, or telefax numbers appearing in the records of the Section,

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and (b) a majority of the members of the Council consent in writing to such action, and (c) no written objection to such action by any Council member is addressed to the Section at the headquarters of the American Bar Association, and received within ten full business days following mailing or telecommunication of the notice to Council members.

Section 8. At appropriate times, as determined by the Section Officers Conference, 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.

ARTICLE VII DIVISIONS AND COMMITTEES

Divisions shall be as from time to time determined by the Council. Committees of each Division shall be as from time to time determined by the Chair-Elect with the advice of the Division Chair subject to modification at any time by the Council.

ARTICLE VIII MEETINGS

Section 1. The annual meeting of the Section shall be held during the period of each annual meeting of the Association and at the place of such meeting, with such program and order of business as may be arranged by the officers and Council. During each annual meeting and as part thereof there shall be a business meeting or business meetings at times and places designated by the Chair. One of such business meetings shall be held for the purpose of election of officers and Council members whose terms are expiring. Reasonable notice of the time and place of such business meetings shall be given in such manner as is determined by the 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; all binding action by the Section shall be by a majority vote of those present and voting.

Section 4. At any business meeting of the Section any member may seek recognition, which shall be granted by the Chair, to bring before the

Section any matter within its jurisdiction and to speak thereon at reasonable length.

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

ARTICLE IX MISCELLANEOUS

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

Section 2. All bills incurred by the Section, before being forwarded to the Treasurer of the Association for payment, shall be approved by the Chair.

Section 3. Any action by this Section must be approved by the House of Delegates of the Association before such action can be effective as the action of the Association. No officer or member of this Section shall use the name of the Association in public expression of any action of the Section unless such action of the Section has been approved by the House of Delegates. Any resolution adopted or action taken by the Section shall on request of the Council or the Section be reported by the Chair or Section Delegate to the House of Delegates or the Board of Governors of the Association for action by the Association thereon.

Section 4. The Council and officers of the Section shall, and are authorized to, act in all respects as provided by, and only consistently with, the applicable provisions of the Constitution, By-Laws, and Policies and Procedures of the Association from time to time in effect.

Section 5. The scope of the Section shall not extend to matters relating to patent, trademark, design, copyright, trade secrets and know-how law, unfair competition in these areas and the impact of these laws on new technology.

Section 6. These By-Laws shall be construed to facilitate and encourage the use of emerging forms of electronic and written communication. E-mail or other form of electronic communication has the same force and effect as "mail" and is included in the definition of

“mail” or “writing” where notice, voting or other action requires or permits the use of “mail,” or “writing,” including Article VI, Section 7 and Article VIII, Section 5.

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 that such amendment shall first have been approved by a majority of the Council and that the proposed Text of such amendment shall have been furnished to the members by publication in an appropriate Section publication at least thirty days prior to the opening assembly of the Association's annual meeting. No amendment so adopted shall become effective until approved as required by the then applicable Association Constitution, By-Laws, practices and procedures. Such approval shall be conclusively evidenced by certification by the then Chair of the Section.

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