American Bar Association
Section of Antitrust Law
BYLAWS

(As amended through April 14, 2015)

ARTICLE I
Name and Purpose

Section 1.
This Section shall be known as the Section of Antitrust Law.

Section 2.
The purpose of this Section shall be to promote the objectives and purposes of the American Bar
Association with respect to the bodies of common and statutory law, policy or enforcement
practices that affect the competitive process, including federal, state and international antitrust,
competition, trade regulation and consumer protection laws; to further their development to
promote the public interest; to improve their administration; to make information regarding them
available to the bar, bench and regulatory and legislative entities; to improve public understanding
of them; and to cooperate with other interested groups to accomplish these purposes.

ARTICLE II
Membership

Section 1.
Any member of the Association, upon request to the Secretary of the Association and the payment
of dues for the current year, shall be enrolled as a member of this Section. Any associate of the
Association, upon request to the Secretary of the Association and the payment of dues for the
current year, shall be enrolled as an associate of this Section. Dues for membership in the Section
shall be in an amount set by the Section and approved by the Board of Governors, payable upon
enrollment and thereafter annually in advance each year, at the beginning of the Association's fiscal
year succeeding such enrollment. Any member of this Section whose dues are delinquent by a
period set by the Board of Governors shall cease to be a member of this Section. Members so
enrolled and whose dues are not delinquent by a period set by the Board of Governors shall
constitute the membership of this Section.

ARTICLE III
Officers

Section 1.
The Officers of this Section shall be the Chair, the Chair-Elect, the Immediate Past Chair, the
Vice-Chair, the Secretary and Communications Officer, the Finance Officer, the Publications
Officer, two Section Delegates to the House of Delegates, the Program Officer, the Committee
Officer, the International Officer, and the Consumer Protection Officer.

Section 2.
The Chair-Elect and Vice-Chair shall be nominated and elected in the manner hereinafter provided,
at each Annual Meeting of this Section, to hold office for a term of one year beginning at the close
of the Annual Meeting at which they shall have been elected, and ending at the close of the next
succeeding Annual Meeting of the Section at which time the Chair-Elect shall become Chair and the Vice-Chair will become Chair-Elect. In 1996, and each succeeding two years, a Publications Officer and a Finance Officer shall be elected to serve a term of two years. In 1997, and each succeeding two years, a Program Officer shall be elected to serve a term of two years. In 1999, and each succeeding three years, a Committee Officer shall be elected to serve a three year term. In 2001, and each succeeding two years, an International Officer shall be elected to serve a term of two years. In 2010, and each succeeding two years, a Consumer Protection Officer shall be elected to serve a term of two years. In 2013, and each succeeding two years, a Secretary and Communications Officer shall be elected to serve a term of two years. Each Section Delegate shall be elected to serve a term of three years.

ARTICLE IV
Nomination and Election of Officers and Council Members at Large

Section 1 - Nominations.
At any time not later than the close of the Midyear Meeting of the Association the Chair shall announce the appointment of a Nominating Committee to be composed of five members of the Section, the Chair of which shall be the predecessor to the Immediate Past Chair of the Section and one (but not more than one) other of whom shall be an incumbent member of the Council, which Committee shall make nominations to the Section membership at the next Annual Meeting for the offices of Chair-Elect, Vice-Chair, Secretary and Communications Officer, Finance Officer, Section Delegates, Program Officer, Publications Officer, Committee Officer, International Officer, Consumer Protection Officer, members-at-large of the Council, and non-U.S. lawyer associates-at-large of the Council to succeed those Officers, Council members-at-large, and Council non-U.S. lawyer associates-at-large whose terms will expire at the close of such Annual Meeting, and to fill any vacancies then existing or that will then exist for unexpired terms. If the predecessor to the Immediate Past Chair is unable to serve as Chair of the Nominating Committee, the Chair shall appoint another former Section Chair to so serve. In making nominations, the Nominating Committee shall attempt to recognize the broad and diverse membership of the Section, including its geographic dispersion, and shall take into account the Section's commitment to equal opportunity. With respect to the Section Delegates, the Nominating Committee shall recognize the desirability of re-nomination of a Section delegate who has already served at least one term. The nominations shall be sent to the Chair within enough time to have them published to Section members not later than 60 days prior to the opening Assembly of the Annual Meeting. Nominations other than those by the Nominating Committee may be made for the same offices by a petition signed by no fewer than 50 members of the Section, no more than 25 of whom should be from any one State. The petition should state that the member nominated has agreed to the nomination. The petition shall be sent to the Chair of the Section, who must receive it no fewer than 40 days prior to the Opening Assembly at the Annual Meeting. The Chair of the Nominating Committee shall announce the Committee's nominees at the business meeting held during the Annual Meeting of the Section, and the Chair of the Section shall thereupon announce the nominations of any person for the same office by petition duly made in accordance with the procedures prescribed herein.

Section 2.
The person receiving a plurality of the votes cast for any office shall be elected to that office.

Section 3.
At the time the Nominating Committee makes nominations to the Section membership for the
Section’s elected positions, the Committee may (but is not required to) also make recommendations to the Chair-Elect for a non-voting Non-U.S. Lawyer Council Representative (who must be an International Associate of the Association and an associate of the Section) and a non-voting Non-Lawyer Council Representative (who must be a General Associate of the Association and an associate of the Section) to succeed any such Representative whose term will expire at the close of the next Annual Meeting, and to fill any vacancies then existing or that will then exist for unexpired terms. The Chair-Elect, upon the recommendation of the Nominating Committee, and at his/her discretion upon assuming the office of Chair, may (but is not required to) appoint a Non-U.S. Lawyer Council Representative and a Non-Lawyer Council Representative, if vacancies exist or will then exist, to serve as provided in Article VI, Section 1.

ARTICLE V

Duties of Officers

Section 1. Chair.

The Chair, or successively, the Chair-Elect and the Vice-Chair, in the absence of the Chair, shall preside at all meetings of the Section and of the Council. The Chair shall appoint the chairs and members of all committees of the Section who are to hold office during her/his term as Chair. The Chair shall plan and superintend the program of the Section during her/his term, subject to the directions and approval of the Council. The Chair shall superintend the performance of all activities of the Section. The Chair shall keep the Council duly informed and carry out its decisions. The Chair shall perform such other duties and acts as usually pertain to the Chair's office or as may be designated by the Council.

Section 2. Chair-Elect.

The Chair-Elect shall, on consultation with the Chair, arrange for the appointment of the chairs and members of all committees who are to hold office during his/her coming term as Chair. The Chair-Elect shall aid in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request. The Chair-Elect shall perform such further duties and have such further powers as usually pertain to the Chair-Elect's office or as may be designated by the Council or 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 disability, as the case may be.

Section 3. Vice-Chair.

The Vice-Chair shall be responsible for the Section's long-range planning. The Vice-Chair shall aid the Chair in the performance of the Chair's responsibilities in the manner and to the extent the Chair may request.

Section 4. Secretary and Communications Officer.

The Secretary and Communications Officer shall consult with and assist all the Officers of the Section as to the work of the Section generally, specifically including supervising and managing the technology initiatives of the Section, in the manner and to the extent they may request.

The Secretary and Communications Officer shall be the liaison between the Section and Association staff regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the Association. The Secretary and Communications Officer shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. In conjunction with the Chair,
as authorized by the Council, the Secretary and Communications Officer shall attend generally to the business of the Section.

Section 5. Finance Officer.
The Finance Officer shall keep an accurate record of all monies appropriated to and expended for the purposes of the Section. The Finance Officer 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. The Finance Officer shall report on the Section's present and projected financial condition at each meeting of the Section Council. The Finance Officer shall advise the Officers and Council as to the financial impact of any proposed action by the Officers, Council or Section which, in her/his judgment, would have a significant impact on the financial condition of the Section. At least once each year, the Finance Officer shall prepare 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. The Finance Officer shall submit to the Section, at the Annual Meeting, a report of the Section's financial affairs and financial condition. The Finance Officer shall prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chair of the Section.

Section 6. Section Delegates.
There shall be two Section Delegates who shall represent the Section in the House of Delegates. The term for each Section Delegate shall be three years.

Section 7. Immediate Past Chair.
The Immediate Past Chair shall aid in the performance of the Chair's responsibilities.

Section 8. Program Officer.
The Section Program Officer shall, on consultation with the Chair, be responsible for all Section programs, including the Annual Spring Meeting and Annual Meeting programs, free-standing programs, and institutes conducted by the Section.

Section 9. Publications Officer.
The Section Publications Officer shall, on consultation with the Chair, be responsible for all publications including books, treatises, monographs, working papers, primers, handbooks, Section periodicals, and other such efforts of the Section made through the Books and Treatises Committee.

Section 10. Committee Officer.
The Section Committee Officer shall, on consultation with the Chair and in coordination with the Council members who serve as Liaisons to Section Committees, be responsible for oversight of the Section’s Committees.

Section 11. International Officer.
The Section International Officer shall, on consultation with the Chair, be primarily responsible for coordinating Section policy and the work of relevant Committees with regard to international matters, reporting thereon to the Section Officers and Council. The International Officer shall, on consultation with the Section Chair and such other Officers and Committee Chairs as may be appropriate in the circumstances, act as primary liaison between the Section and international organizations, bar associations and other governmental and non-governmental entities that address international matters of interest to the Section.
Section 12. Consumer Protection Officer.
The Section Consumer Protection Officer shall, on consultation with the Chair, primarily be responsible for planning Section policy and overseeing the work of the relevant Committees with regard to all consumer protection matters, and regularly shall report thereon to the Section Officers and Council. The Consumer Protection Officer shall ensure the development and quality of the Section’s work relating to state, federal, foreign, and international consumer protection issues. The Consumer Protection Officer shall, on consultation with the Section Chair, and such other Officers and Committee Chairs as may be appropriate in the circumstances, act as primary liaison between the Section and other state, federal, foreign, and international governmental and non-governmental entities that address consumer protection matters of interest to the Section and its members.

ARTICLE VI
The Council

Section 1.
There shall be a Council, which shall consist of the Officers, who shall be members ex officio, together with members-at-large and non-U.S. lawyer associates-at-large to be elected by the Section as hereinafter provided. Four additional non-voting members may be designated by the Council as provided in Section 5 of this Article. Additionally, there may be one non-voting Non-U.S. Lawyer Council Representative and one non-voting Non-Lawyer Council Representative on the Council. As vacancies arise, the Chair may (but is not required to) appoint the one Non-U.S. Lawyer Council Representative, who must be an International Associate of the Association and an associate of the Section, and the one Non-Lawyer Council Representative, who must be a General Associate of the Association and an associate of the Section, as non-voting associates of the Council, as provided in Article IV, Section 3. If appointed, such Representatives shall be appointed for terms of three years each beginning at the close of the Annual Meeting in the year of their appointment and ending at the close of the third succeeding Annual Meeting of the Section, provided that the terms for such Representatives may not conclude in the same year and a Representative may be appointed for a term of two years if necessary to avoid having both terms conclude in the same year.

Section 2.
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 American Bar Association and the Bylaws of this Section. It shall authorize all commitments or contracts which shall entail the payment of money, and shall authorize the expenditure of all monies appropriated for the use or benefit of the Section. It shall not, however, authorize commitments or contracts that entail the expenditure of funds in excess of the funds on deposit with the American Bar Association to the credit of the Section.

Section 3.
Five members of the Council shall be nominated and elected at each Annual Meeting of the Section commencing in 1980 for terms of three years each beginning at the close of the Annual Meeting at which they shall have been elected and ending at the close of the third succeeding Annual Meeting of the Section.

Section 4.
If any Officer or member-at-large of the Council shall fail to attend two successive regular meetings of the Council, the office held by such member may upon vote of the Council be declared vacated, and the Council shall thereupon fill the vacancy for the unexpired term. No member-at-large, non-U.S. lawyer associate-at-large or designated Judiciary member of the
Council who has served more than one-half of a full three-year term shall serve again in either such capacity for at least three years after completion of his or her service as such.

Section 5.
The Council may from time to time designate one representative of the Antitrust Division, Department of Justice, one representative of the Federal Trade Commission, and one representative of the National Association of Attorneys General (in each case to serve for a period ending with the conclusion of the Annual Meeting of the Section following such designation) and one representative of the Judiciary (to serve for a period ending with the conclusion of the third Annual Meeting of the Section following such designation) as non-voting members of the Council.

Section 6.
The Chair may appoint committees and task forces, from among the Section members, 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 American Bar Association.

Section 7.
If a vacancy shall occur in any Section office, including membership on the Council, during the intervening period between Annual Meetings of the Section, the Council may fill such vacancy by a majority vote. Persons thus elected to office shall serve until the next Annual Meeting of the Section.

Section 8.
All binding action of the Council shall be by a majority vote of the members of the Council voting on any such questions, motion or issue. Upon any issue, in the discretion of the Chair, such vote may be taken by mail, fax ballot, or electronic mail. In all such cases, the votes will be confirmed in writing to the Secretary and Communications Officer and may be changed up to the time specified for recording the vote, at which time the Secretary and Communications Officer shall record the proposition and the outcome in the matter.

Section 9.
Members of the Council shall vote in person when present (including by telephone) at a Council meeting, but when absent may communicate their vote in writing to the Chair on any proposition, and such written votes shall be counted to the same effect as if cast in person at such meeting. To facilitate voting in writing by members unable to attend any Council meeting, the Chair shall, to the extent possible, furnish in advance to the members of the Council an agenda for such meetings.

Section 10.
The Chair of the Section may, and upon the written request of any member of the Council or of any 10 members of the Section 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 Chair, who shall record upon the minutes of the Section each proposition so submitted, when, how, and at whose request the same was submitted, and the vote of each member of the Council thereon; and the Chair shall keep on file such written and signed votes. The decision reached by the Council on each such proposition shall be recorded in the minutes of the next meeting of the Council or shall be included in the official summary of Council meetings and actions published in Antitrust magazine.
Section 11.
In the interim between business meetings of the Section, the Council shall have the authority to act for the Section in any way in which the Section would be authorized to act, including the submission of any report and recommendation for Association action pursuant to Article 45 of the Rules and Procedures of the House of Delegates. The Council may not act in derogation of any binding action by the Section, pursuant to Article VIII, Section 5 of these Bylaws, taken by the Section at its immediately preceding business meeting. Where it finds that change or supervening circumstances justify and require such action, the Council may act in derogation of any binding action by the Section at any earlier business meeting of the Section, other than the immediately preceding business meeting, provided that any such action be reported to the members of the Section at the next annual business meeting of the Section.

Section 12.
The member of the Board of Governors assigned as liaison with this Section shall be invited to attend all meetings of the Council but shall have no vote.

Section 13.
At appropriate times, as determined by the Conference of Section Chairs, the Council is authorized to submit a nomination for a Section member-at-large of the Board of Governors, and to designate which Section Delegate will serve on the Nominating Committee of the House of Delegates. The selection of the nominee for a Section member-at-large of the Board of Governors shall be made by the Council with due regard for the eligibility requirements for election to the Board of Governors.

ARTICLE VII
Committees

Section 1.
The Council of this Section is authorized to establish, or to empower the Chair of the Section to establish, such committees as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section. In establishing a new committee the Council shall state the area of its proposed activities.

Section 2.
The Chair shall announce the membership and the Chair of each committee of the Section, for the following Section year, at the business meeting held during the Annual Meeting of the Section.

Section 3.
Committees of the Section shall be directly responsible to the Council and shall report to the Committee Officer; subcommittees of the Section shall be directly responsible and report to their parent committees.

ARTICLE VIII
Meetings

Section 1.
The Annual Meeting of the Section shall be held in the same city or place as the Annual Meeting of the American Bar Association, and during the period thereof, with such program and order of business as may be arranged by the Council.
Section 2.
In the early Spring of each year the Section shall hold a Spring Meeting in Washington, D.C.

Section 3.
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 with the approval of the Board of Governors of the
Association.

Section 4.
The members of the Section present at any meeting shall constitute a quorum for the transaction of
business.

Section 5.
All binding action by the Section at any meeting shall be by a majority vote of the members there
present and voting, except that upon any issue, in the discretion of the Chair, such vote may be
taken by mail, fax ballot, or electronic mail.

Section 6.
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 for
not more than 10 minutes. Thereafter any other member of the Section may speak on that subject
for not more than five minutes. Where appropriate, the Section shall vote upon such matter.

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 Chair and/or the Finance Officer.

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

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

Section 5.
These Bylaws may be amended, upon recommendation of the Council, by a majority vote of the members present at any Annual Meeting or any Annual Spring Meeting and upon approval thereof by the Board of Governors.

Section 6.
An official summary of Council meetings and actions, to be prepared by the Secretary and Communications Officer and approved by the Chair, shall be published in the Section's magazine, Antitrust, for distribution to all Section members.