As adopted by the members of the Business Law Section on April 11, 2014, and approved by the Board of Governors of the American Bar Association in August, 2014.

Article I

Identification

1.1 Name
This Section is the Business Law Section (the “Section”) of the American Bar Association (the “Association”).

1.2 Purpose
The purpose of the Section is to serve its members, the profession, and the public by providing educational resources to its members, assisting members in serving their clients ethically and competently, and furthering the development and improvement of business law.

1.3 Limitations
These Bylaws are subject to the Constitution and Bylaws of the Association.

Article II

Section Members

2.1 Enrollment
Any member of the Association, upon payment of the annual dues of the Section, will be enrolled as a member of the Section and will be considered in good standing (individually, a “Section Member” and collectively, the “Section Members”).

2.2 Dues
Dues for Section Members are set by the Council of the Section (the “Council”) and will be payable upon enrollment and thereafter annually, in advance, at the beginning of each Association fiscal year succeeding such enrollment. The Council may classify Section Members for dues purposes and will have sole authority to change the annual dues from time to time; provided, however, that the annual dues will not be set in an amount exceeding $75 for any classification of Section Members unless approved by the Association’s Board of Governors (the “Board of Governors”).

2.3 Delinquency
Any Section Member whose annual dues are delinquent by a period set by the Board of Governors shall cease to be a member of the Section provided, however, that the Executive Committee, as defined in Section 6.9, may, in its sole discretion, waive Section dues in the case of a Section Member’s demonstrated hardship.

Article III

Committees

The Council is authorized to establish, or to empower the Chair of the Section to establish, such Committees as are deemed necessary and desirable to promote effectively the activities of the Section. In establishing a new Committee, the Council will approve the Committee’s mission.

Article IV

Meetings of the Membership

4.1 Meetings and Notice
The Section shall hold an Annual Meeting of Section Members (the “Annual Business Meeting of the Members”) during each annual meeting of the Section (the “Annual Meeting of the Section”), which is held in conjunction with the annual meeting of the Association. The Section may, upon approval of the Board of Governors, hold other meetings of Section Members throughout the year. The Section will give notice of the time, place and general purpose of a meeting of Section Members at least 60 days prior to the meeting.

4.2 Quorum
Those Section Members present in person at any meeting of Section Members will constitute a quorum for the transaction of business.

4.3 Controlling Vote
A vote of a majority of those Section Members present at any meeting of Section Members will be deemed to be the vote of the Section Members.

4.4 Voting Eligibility
Any Member, except a law student Member, will be eligible to vote at meetings of the Section Members.

4.5 Agenda
Among the matters of business to be transacted at the Annual Business Meeting of the Members will be the election of Officers, Section Delegates, and members of the Council having voting rights as provided in Section 7.1 (“the Council Members”). The agenda will also consist of other matters as determined by the Chair or the Council.

4.6 Mail Voting
The Council may direct that a matter be submitted to the Section Members for vote by mail. In that event, action of the Section Members will be by a majority of the votes received from Section Members in accordance with rules determined by the Council.

Article V

Officers

5.1 Officers
The Officers of the Section will be the Chair, the Chair-Elect, the Vice Chair, the Secretary, the Section Delegates, the Budget Officer, the Content Officer, and the Immediate Past Chair.

5.2 Chair
The Chair will: (a) preside at all meetings of the Section and of the Council; (b) appoint the Committee Chairs who commence office during the Chair’s term; (c) oversee the performance of activities of the Section; (d) keep the Council informed and carry out its decisions; and (e) perform such further duties and have such further powers as usually pertain to the office of a chief executive officer or as may be designated by the Council.

5.3 Chair-Elect
The Chair-Elect will: (a) appoint all Committee Chairs whose terms are scheduled to commence during the Chair-Elect’s term as Chair; (b) aid the Chair in the performance of the Chair’s responsibilities in such manner and to such extent as the Chair may request; and (c) perform such further duties and have such further powers as may be designated by the Council or the Chair.

5.4 Vice-Chair
The Vice-Chair will: (a) be the Editor of The Business Lawyer; (b) support the Chair and the Chair-Elect in the performance of their responsibilities in such manner and to such extent as either may request; and (c) perform such further duties and have such further powers as may be designated by the Council or the Chair.

5.5 Secretary
The Secretary will: (a) be responsible for the publications (other than The Business Lawyer) circulated to all Section Members; (b) upon request, consult with and assist the Officers of the Section as to the work of the Section generally; (c) give or cause to be given due notice of, and will keep minutes of, all meetings of the Section Members and the Council, and will keep a record of all action that may be taken by consent without a meeting; and (d) perform such further duties and have such further powers as may be designated by the Council or the Chair.

5.6 Budget Officer
The Budget Officer will: (a) be responsible for the financial affairs of the Section; (b) recommend to the Chair and the Council financial policies for the Section; and (c) perform such further duties and have such further powers as may be designated by the Council or the Chair.

5.7 Content Officer
The Content Officer will: (a) be the Chair of the Content Committee with responsibility for encouraging and supervising the development of the Section’s content and facilitating the delivery of the Section’s content to the Section Members, to the profession, and to the public; and (b) have such other duties and responsibilities as may be assigned by the Council or the Chair.

5.8 Immediate Past Chair
The Immediate Past Chair will perform such duties and responsibilities as are assigned by the Chair or the Council.

5.9 Section Delegates
The Section Delegates will represent the Section in the Association’s House of Delegates (the “House of Delegates”) and will serve as the liaisons between the Section and the House of Delegates.

5.10 Section Officers Conference
One or more of the Officers, as designated or approved by the Chair, will represent the Section at the Section Officers Conference.

5.11 Association Nominating Committee
At appropriate times, a Section Delegate designated by the Chair will serve on the Nominating Committee of the House of Delegates.

Article VI

The Council

6.1 Powers
The Council will have general supervision of the Section’s affairs. The Council may create and terminate Committees. The Council will authorize the expenditure of all moneys of the Section or appropriated for its use, and will adopt a budget that does not exceed the Section’s funds. Between Annual Meetings of the Section, the Council may fill vacancies on the Council. In this connection, the Council will give due regard to the eligibility requirements for election to the Council and give due regard to any proposed nominee for the position recommended by the Executive Committee. None of the members of the Executive Committee will be eligible for selection to fill a vacancy on the Council.

6.2 Composition
The Council will be comprised of the following Council Members:
(a) the Officers; and
(b) twenty Section Members, who will be divided into four classes of Council Members consisting of five Council Members in each class, and who will serve staggered terms of four years; each of whom will have voting rights with respect to all matters voted on by the Council. The past Chairs of the Section will be honorary members of the Council without voting rights.

6.3 Term
Each Council Member will hold office for a term of four years beginning at the adjournment of the Annual Business Meeting of the Members at which such Council Member is elected, and ending at the adjournment of the fourth succeeding Annual Meeting of the Section. An individual elected as a Council Member in the course of such a term to fill a vacancy will, if elected by the Council, serve only until the adjournment of the next Annual Meeting of the Section or, if elected at an Annual Business Meeting of the Members, will serve only for the unexpired remainder of the term.

6.4 No Re-Election to Consecutive Term
No individual who has continuously served as a Council Member for a term of three years or more will be eligible for election to another consecutive term as a Council Member; provided, however, that nothing in this Section will preclude such individual from being elected as an Officer.

6.5 Controlling Vote
Action of the Council will be by majority vote of Council Members who are present at a Council meeting. A quorum consisting of a majority of the Council Members will be required to conduct business at any Council meeting. Council Members, if personally present at a Council meeting, will vote in person but, if absent, may communicate their vote, in writing or by electronic communication, on any proposition to the Secretary as their proxy and such vote will have the same effect as if cast in person at the Council meeting.

6.6 Meetings and Notice
The Council will hold three regular meetings each year, at least one of which will be during the Annual Meeting of the Section. The Chair may, and upon request of five Council Members will, call a special Council meeting between regular Council meetings. At least 10 days’ notice by any appropriate electronic or other means of the time and place of a Council meeting will be given to each Council Member.

6.7 Poll of Council
A meeting is not essential to action by the Council. The Chair may, and upon request of not less than five Council Members will, submit by any appropriate electronic or other means to each of the Council Members any proposition upon which the Council may be authorized to act, and the Council Members may vote upon the proposition by any appropriate electronic or other means. Action of the Council under this Section will require the concurrence of a majority of the Council Members.

6.8 No Compensation
No salary or compensation for services will be paid to any Officer, Council Member, or member of any Committee.

6.9 Executive Committee
The Executive Committee of the Council (the “Executive Committee”) will consist of the Officers specified in Section 5.1. Between Council meetings, the Executive Committee will have full power to do and perform all acts which the Council itself might perform including actions with respect to, or objecting to the grant of, authority to represent the Association or any component thereof on any subject. Notwithstanding the preceding sentence, the Executive Committee will not have the power to submit a nomination of a person to serve on the Board of Governors, but the Executive Committee may propose a candidate for such position and communicate its action in this regard to the Council. The Executive Committee may meet by conference telephone or similar communications equipment. A meeting of the Executive Committee may be called by the Chair or by any two other members thereof, who in either case will give at least 24 hours’ notice in person, by electronic communication, or by telephone of the time and place or manner of meeting to each other member of the Executive Committee. The Executive Committee may act at a meeting by a majority vote of the members of the Executive Committee in office, or by the written or electronic consent of a majority of the members of the Executive Committee in office after notice to all such members.
Article VII

Elections

7.1 Elective Positions

The Section Members will elect:

(a) at each Annual Business Meeting of the Members, a Chair-Elect and a Secretary to serve a term of one year;
(b) at each Annual Business Meeting of the Members, five Council Members to serve a term of four years;
(c) at each appropriate Annual Business Meeting of the Members, Section Delegates, each for a three-year term, in such number as will be necessary to fill all expiring terms in the House of Delegates that are to be filled by representatives of the Section;
(d) a Budget Officer for a five-year term, at any Annual Business Meeting of the Members which takes place in a year evenly divisible by the number five;
(e) a Content Officer to serve a three-year term, at any Annual Business Meeting of the Members which takes place in a year evenly divisible by the number three;
(f) Officers or Council Members to fill vacancies in any office or on the Council as provided in Section 8.2.

7.2 Chair-Elect

The Chair-Elect will succeed to the office of Chair and will serve a term of one year. In the event the office of Chair-Elect becomes vacant, then a Chair will be elected in the manner set forth in Section 8.2

7.3 Vice-Chair

The Secretary will automatically succeed to the office of Vice-Chair and will serve a term of one year. In the event the office of Secretary becomes vacant, then a Vice-Chair will be elected in the manner set forth in Section 8.2.

7.4 Nominations and Voting

(a) The Chair will appoint a Nominating Committee, of not fewer than three Section Members who are not candidates for office, not later than 60 days before the Council meeting at which nominations of the Nominating Committee are to be announced. The Section will give notice of the names of the members of the Nominating Committee. The Chair may appoint a Member to fill any vacancy which may arise thereafter in the Nominating Committee.

(b) The Nominating Committee will make and report one nomination for each position which is to be filled by election as provided elsewhere in these Bylaws. The report will identify each nominee and may include a brief statement of his or her activities in the Section and in the law profession generally. The Nominating Committee will submit its report to the Chair of the Section within a reasonable time, and the Section will give notice of such nominations not later than 60 days prior to the next Annual Meeting of the Section.

(c) One or more additional nominations may be made for any office by petition signed by not less than 25 Section Members. The petition will state that the Section Member so nominated has agreed to be nominated. The petition will be sent to the Secretary of the Section and must be received not less than 40 days prior to the Annual Meeting of the Section. Any nomination made by petition will be made known promptly to the Nominating Committee, the other candidates, and the Council and otherwise circulated by any appropriate electronic or other means. The chair of the Nominating Committee, or the designee of such chair, will announce the Committee’s nominees at a Council meeting, and the Secretary of the Section will announce the nomination of any other person for the same office by petition duly made in accordance with procedures prescribed herein.

(d) The Chair will announce the time and place when the election will be held. In the event any person nominated by the Nominating Committee is for any reason unable or unwilling to serve, the Nominating Committee may nominate another

(e) All elections will take place at the Annual Business Meeting of the Members. Election for contested positions will be by written ballot, unless otherwise ordered by unanimous consent of the Section Members present. Each contested position will be voted upon separately. Election will be by a majority of the votes cast, and a runoff election to choose between the two leading candidates will be held if a majority vote is not initially obtained.

7.5 Term of Office

An Officer or Council Member’s term of office will begin immediately after the adjournment of the Annual Meeting of the Section during which such individual was elected, and will end immediately after the adjournment of the Annual Meeting of the Section during which such individual’s successor has been duly elected. If at the close of any term of office a successor has not been elected then the term will be extended until a successor will have been elected.

Article VIII
Succession of Officers and Vacancies

8.1 Removal
If any Officer or Council Member fails to attend two successive Council meetings, the Executive Committee will at its next meeting declare vacant such office or Council position, unless the Executive Committee then finds or has theretofore found that good cause existed for one or both of the absences.

8.2 Vacancies
If a Council Member, the Budget Officer or the Content Officer resigns, is removed, dies, or becomes disabled, the Council will have the power to fill such vacancy for the remainder of the term of such Council Member or Officer. If any other Officer resigns, is removed, dies, or becomes disabled, the Council will have the power to fill such vacancy for the remainder of such Officer’s term or to assign any other Officer to perform the duties of the Officer who resigned, was removed, died, or became disabled.

Article IX

Representation of Association Position

9.1 Representation
Any action by this Section must be approved by the House of Delegates or the Board of Governors before such action can be effective as the action of the Association. Any resolution adopted or action taken by the Council will, on the request of the Council or the Chair, be reported by the Chair or a Section Delegate to the Association for action.

Article X

Amendments

10.1 Amendments
These Bylaws may be amended at any meeting of the Section Members by a majority vote of the Section Members present and voting at such meeting, but only if such proposed amendment will first have been approved by a majority of the Council Members. Amendments will become effective upon approval by the Board of Governors.