Bylaws of the Forum on Franchising

ARTICLE 1: NAME AND PURPOSES

Section 1.1 NAME.
(a) This Forum shall be known as the Forum on Franchising, and shall be referred to in these Bylaws as the Forum.

Section 1.2 PURPOSES.
(a) The purposes of the Forum are the purposes of the American Bar Association ("Association"), as stated in its Constitution, within the particular field of franchise law. Specifically, the principal purpose of the Forum is to educate its members in that field. The Forum also may investigate and study matters within its field of expertise.
(b) The Forum shall coordinate its activities with those of the Sections, Divisions, and other Association entities that have an interest in the same or related fields of law.

ARTICLE 2: MEMBERSHIP

Section 2.1 MEMBERS.
(a) Any member of the Association is eligible for membership in the Forum. The membership of the Forum shall consist of those eligible Association members whose current Forum dues have been paid.
(b) Any member of the Law Student Division of the Association shall be enrolled as a Law Student member of the Forum upon payment of the applicable dues.
(c) Any Associate of the Association shall be enrolled as an Associate of the Forum upon payment of the applicable dues. The privileges of Associates of the Forum shall be prescribed by the Bylaws of the Association and by guidelines adopted by the Board of Governors of the Association.

Section 2.2 DUES.
(a) Forum members shall pay annual dues in such amounts, and under such terms and conditions, as may be determined by the Governing Committee from time to time, subject to the approval of the Board of Governors of the Association.
Section 2.3 TERMINATION OF MEMBERSHIP.
(a) Any member of the Forum whose annual dues are more than six months past due shall cease to be a member of the Forum. Any person who ceases to fulfill all of the eligibility requirements set forth in Section 2.1 hereof shall thereby cease to be a member of the Forum.

ARTICLE 3: FORUM MEETINGS
Section 3.1 ANNUAL MEETING.
(a) The membership of the Forum shall hold an Annual Meeting during each Association year. The Annual Meeting will be held in conjunction with the Forum's annual legal symposium; members of the Forum may participate in the Annual Meeting without registering for the legal symposium and without paying any fee. The Chair may permit non-members of the Forum who are present for the legal symposium to attend the Annual Meeting, but such non-members will not be permitted to participate or vote during the Annual Meeting.
(b) The agenda of the Annual Meeting shall consist of the election of Officers and Governing Committee Members-At-Large and such other matters as the Chair deems appropriate.
(c) The members of the Forum present at the Annual Meeting shall constitute a quorum for the transaction of business. Binding action may be taken by a majority of those members present and voting.
(d) The date and time of each Annual Meeting shall be established by the Chair of the Forum and announced to the members of the Forum at least one hundred fifty (150) days prior to the date of the meeting.

Section 3.2 SPECIAL MEETINGS.
(a) The Chair of the Forum may call special meetings of the members of the Forum at other times during the year. The Chair shall give the membership at least fifteen (15) days prior written notice of the date, time, place, and agenda of any special meeting.

Section 3.3 EDUCATIONAL MEETINGS.
(a) During each Association year, the Forum shall hold one or more educational meetings open to any member of the Association, as well as to non-members (subject, for both members and non-members, to payment of registration or other applicable fees and availability of space).
ARTICLE 4: GOVERNING COMMITTEE
Section 4.1 POWERS AND FUNCTIONS.
(a) The Governing Committee is vested with the powers and duties necessary for the administration of the activities of the Forum.
(b) The Governing Committee shall adopt an annual budget. Any expenditure not authorized in that budget shall require Governing Committee approval, except as provided in Section 8.2 below. The Governing Committee shall not authorize commitments, contracts or expenditures which entail the payment during any fiscal year of more money than the amount that is reasonably projected to be available to the Forum.
Section 4.2 COMPOSITION.
(a) The Governing Committee shall be composed of the Officers of the Forum and twelve Members-At-Large. As used in these Bylaws, "Governing Committee Members" refers to the Officers and the Members-At-Large of the Governing Committee.
Section 4.3 TERMS.
(a) The term of each Member-At-Large of the Governing Committee is three Association years, beginning at the adjournment of the next Association Annual Meeting after which he or she is elected.
(b) The terms of the Members-At-Large of the Governing Committee shall be staggered so that, as nearly as feasible, the terms of one-third of the Members-At-Large expire each year.
(c) No person may serve more than two full terms as a Member-At-Large (plus any portion of an unexpired term which that person has filled pursuant to Section 4.5 of these Bylaws); the terms of service may be, but need not be, consecutive.
Section 4.4 MEETINGS.
(a) The Governing Committee shall meet one or more times during each Association year. The Chair shall give the Governing Committee advance written notice of the date, time, place, and agenda of each meeting. A majority of Governing Committee Members then holding office shall constitute a quorum for the transaction of business at a Governing Committee Meeting. Binding action may be taken by a majority of the Governing Committee Members in attendance and voting (or, in the case of mail ballot, by a majority of the Governing Committee Members voting). No absentee or proxy voting shall be permitted.
(b) Governing Committee meetings may be held by telephone conference call.
(c) If a meeting or a telephone conference call is not feasible, the Chair of the Forum may, in lieu of a meeting, cause a matter to be circulated in writing for consideration by the Governing Committee (and, if appropriate, for a mail ballot).
(d) The Chair of the Forum may invite a representative of any Section or Division of the Association with an interest in matters within the jurisdiction of the Forum to attend Governing Committee meetings, either on a regular basis or on specific occasions.

Section 4.5 VACANCIES.
(a) If any Member-At-Large fails to attend two successive meetings of the Governing Committee, then the seat of that Member-At-Large on the Governing Committee shall be vacated automatically, unless the Governing Committee excuses such absence. Between annual meetings of the Forum, the Governing Committee may fill a vacancy in the seat of any Member-At-Large until the next Annual Meeting of the Forum, at which time the unexpired term for that seat shall be filled by election in accordance with the provisions of these Bylaws.

ARTICLE 5: OFFICERS
Section 5.1 OFFICERS.
(a) The Officers of the Forum are the Chair and the Immediate Past Chair of the Forum.

Section 5.2 CHAIR.
(a) The Chair shall preside at all meetings of the Forum and of the Governing Committee, except as provided in Section 5.3 of these Bylaws. The Chair shall appoint the Editor of the Franchise Law Journal and the chairs and the members of all of the Forum's committees, divisions, and boards, in accordance with the policies adopted from time to time by the Governing Committee. The Chair also may appoint a Finance Coordinator, a Membership Coordinator, a Program Coordinator, a Publication Coordinator, and such other coordinators as the Chair deems necessary for the administration of the Forum. Only those persons who currently are serving as Members-at-Large shall be eligible for nomination as Chair.

Section 5.3 IMMEDIATE PAST CHAIR.
(a) The Immediate Past Chair shall aid the Chair in the performance of the Chair's responsibilities, in the manner and to the extent that the Chair may request. The Immediate Past Chair shall preside at meetings of the Forum and the Governing Committee in the absence of the Chair.

Section 5.4 TERMS.
(a) The term of the Chair is two Association years commencing upon the adjournment of the next Association Annual Meeting after his or her election, except as otherwise provided in Section 5.5 of these Bylaws. The Chair shall not be eligible to serve as Chair again.
(b) The Immediate Past Chair shall serve until his or her successor as Chair has completed his or her term as Chair.
Section 5.5 VACANCIES.
(a) If the Chair or the Immediate Past Chair fails to attend two consecutive meetings of the Governing Committee, his or her office shall be vacated automatically, unless the Governing Committee excuses such absence. Between Annual Meetings of the Forum, the Governing Committee may fill a vacancy in the office of Chair until the next Annual Meeting of the Forum, at which time the unexpired term for that office shall be filled by election in accordance with the provisions of these Bylaws.

ARTICLE 6: NOMINATION AND ELECTION OF OFFICERS AND GOVERNING COMMITTEE MEMBERS-AT-LARGE

Section 6.1 NOMINATING COMMITTEE.
(a) At any time, but not later than one hundred fifty (150) days before the Annual Meeting of the Forum, the Chair shall appoint a Nominating Committee comprised of at least three members of the Forum who are not candidates for any Forum office, at least one of whom is neither a past nor present Officer or Member-At-Large of the Governing Committee. In appointing members of the Nominating Committee, the Chair shall consider appropriate representation of types of organizations, practice areas, geographic areas, minorities and women, so that the Nominating Committee may reflect the diversity of the members of the Forum. The Chair may appoint any member of the Forum to fill a vacancy on the Nominating Committee. The Immediate Past Chair shall chair the nominating committee and have a vote thereon.
(b) The Chair shall announce the names and addresses of the members of the Nominating Committee in a publication or notice sent to all members of the Forum promptly after the Nominating Committee has been appointed.
(c) The Nominating Committee shall nominate one candidate for each position to be filled by election as provided in these Bylaws. In making nominations, the Nominating Committee shall consider each candidate’s activities in the Forum, in the Association and its Sections and Divisions, and in the legal profession. The Nominating Committee also shall consider appropriate representation of types of organizations, practice areas, geographic areas, minorities and women, so that the candidates nominated may reflect the diversity of members of the Forum. The Nominating Committee shall determine that each nominee agrees to be nominated and to serve if elected. No later than one hundred (100) days before the Annual Meeting of the Forum, the Nominating Committee shall report the identity of each nominee to the Chair, and shall provide a brief written statement of each nominee's qualifications. The Chair shall promptly announce the names of the nominees in a publication or notice sent to all Forum members.

Section 6.2 PETITION.
(a) One or more additional nominations may be made for any office, including Member-At-Large of the Governing Committee, by petition signed by not less than 10% of the members of the Forum, no more than 50% of whom reside in any one state. The petition must state that the individual nominated has agreed to the nomination. The petition must be received by the Chair of the Forum not less than forty-five (45) days prior to the Annual
Meeting of the Forum. If there are any nominations by petition in a particular year, the Chair shall promptly announce, in a publication or notice sent to all Forum members, the names of all persons who are nominated by petition.

**Section 6.3 ELECTION.**
(a) All elections shall be held during the Annual Meeting of the Forum. The date, time and place of the Annual Meeting shall be published in the notice of the meeting sent by the Chair.
(b) Elections for contested positions shall be by secret written ballot.
(c) If more than one person is nominated for the office of Chair, that position shall be voted upon separately. Election for the office of Chair shall be by a majority of the votes cast and, if a majority vote is not initially obtained, a run-off election to choose between the two leading candidates shall be held.
(d) Governing Committee nominees shall be voted on as a group. A member of the Forum may cast as many votes for Members-At-Large as there are seats to be filled, but no member may cast more than one vote for any candidate. Those nominees receiving the highest number of votes shall be elected, to the extent required to fill all of the available seats on the Governing Committee.

**ARTICLE 7: AMENDMENTS**

Section 7.1 AMENDMENTS.
(a) These Bylaws may be amended at any Annual Meeting of the Forum by a majority vote of the members of the Forum present and voting, provided that the proposed amendment was first approved by the Governing Committee. Notice of an intention to amend these Bylaws must be given to the membership no later than thirty (30) days before the Annual Meeting of the Forum. Upon petition containing a specific amendment signed by not less than 10% of the members of the Forum, no more than 50% of whom reside in any one state, these Bylaws also may be amended at any Annual Meeting of the Forum by a majority vote of the members of the Forum present and voting, provided that thirty (30) days' prior written notice of the proposed amendment has been given to a member of the Forum. Amendments shall become effective upon approval by the Board of Governors of the Association.
ARTICLE 8: ADMINISTRATIVE MATTERS
Section 8.1 FISCAL YEAR.
(a) The fiscal year of the Forum shall be the same as the fiscal year of the Association.
Section 8.2 COMPENSATION.
(a) No salary or compensation for services shall be paid to any Officer, Governing Committee Member or member of any Forum committee, division or board. The Governing Committee, or the Chair and the Finance Officer, may authorize reimbursement of reasonable and documented expenses incurred on behalf of the Forum with the prior authorization of the Chair.
Section 8.3 PARLIAMENTARY AUTHORITY.
(a) The then-current edition of Robert's Rules of Order shall be the parliamentary authority governing the Annual Meeting of the Forum, to the extent that it is not inconsistent with these Bylaws.

ARTICLE 9: TRANSITIONAL PROVISIONS
Section 9.1 EFFECTIVE DATE.
(a) Upon approval by the Association's Board of Governors, these Bylaws shall take effect at the adjournment of the 1993 Association Annual Meeting.
Section 9.2 CHAIR OF THE FORUM.
(a) The Chair of the Forum for Association years 1993-1995 shall be the person appointed by the President of the Association as Chair of the Forum for the Association year 1992-1993.
(b) The first general election for the position of Chair of the Forum shall be held at the 1994 Annual Meeting of the Forum.
Section 9.3 GOVERNING COMMITTEE.
(a) Those Members-At-Large of the Governing Committee previously appointed by the President of the Association to terms expiring in 1993, 1994 or 1995 shall serve the balance of their terms.
(b) The Governing Committee shall elect two Governing Committee Members-At-Large to succeed those Members-At-Large whose terms expire in 1993, and also shall elect a third Member-at-Large to fill the seat created by the 1993 expansion of the
Governing Committee pursuant to these Bylaws. Those persons so elected shall serve a full three-year term, commencing at the adjournment of the 1993 Annual Meeting of the Association and expiring at the adjournment of the 1996 Annual Meeting of the Association.

(c) Members-At-Large of the Governing Committee who succeed those Members-At-Large whose terms expire at the adjournment of the 1994 Annual Meeting of the Association and thereafter shall be elected as provided in Article 6 of these Bylaws.

Section 9.4. INITIAL NOMINATING COMMITTEE.
(a) The initial nominating committee (for the election which will be held at the 1993 Annual Meeting of the Forum) may consist entirely of past and/or present members of the Governing Committee.
(b) The initial nominating committee (for the election which will be held at the 1993 Annual Meeting of the Forum) shall nominate three persons as candidates for Members-at-Large -- two persons to succeed those Members-at-Large whose terms expire at the 1994 Annual Meeting of the Association, and one person to serve in the second of the two newly-created seats established by these Bylaws, which will bring the composition of the Governing Committee to nine Members-at-Large (plus the Chair and the Immediate Past Chair) as of the 1994 Annual Meeting of the Association.

Section 9.5. EXPANSION OF THE GOVERNING COMMITTEE
In 2010 and 2011, in addition to any other nominations to be made pursuant to these By-Laws, the Nominating Committee shall nominate three additional members of the Governing Committee, which members shall be nominated and serve as set forth below.
(a) In 2010, two additional members shall be nominated for election to the Governing Committee for a term beginning in August 2011. The first of these two new seats shall be for the full three-year term in both its initial and all later terms. The second seat shall have an initial term of two years, but all later terms shall be for three years.
(b) A third new member shall be nominated in 2011 to take office in August 2012. This seat shall be for the full three-year term in both its initial term and thereafter.
**Policy and Procedures Manual**

The Forum on Franchising Governing Committee has compiled a Policy and Procedures Manual to guide Forum operations for matters that are not specifically addressed in the Forum bylaws. This document is updated periodically to insure that the Forum conforms to its guiding principles. Forum members may request a copy of the Policy and Procedures Manual by sending $35 (to cover copying, shipping and handling) to the Forum on Franchising, American Bar Association, 321 N. Clark Street, Chicago, IL 60610.

**ABA Forum on Franchising**

**Policy Regarding Self-Promotion and Conflicts at Forum Events**

The Forum on Franchising has a continuing interest in being, and being viewed as, the preeminent center for the unbiased study of laws affecting franchising in an environment that promotes full and equal participation by all interested persons, without favoring any particular individual, group or point of view. The Forum also recognizes its role in providing good opportunities for individual networking at Forum events in a way that (1) is not viewed as unduly intrusive by those in attendance; (2) does not allow any individual or group to exploit the group gathered together by the Forum; (3) does not make any attendee feel excluded; and (4) does not conflict with or detract from scheduled Forum activities. Accordingly, it is the policy of the Forum that no individual, group, or entity engage in any type of self-promotion or otherwise schedule non-Forum sponsored group meetings in connection with the Forum or Forum-sponsored events (i.e., from the time the first event or program starts to the time the last event or program ends, in or near the city where the Forum event is taking place).

Examples of self-promotion activities the Forum will not permit include giving gifts; hosting group functions (i.e., more than six guests), such as meals, parties, sporting events; meetings or seminars; or displaying or distributing advertising, marketing materials, books, articles, case reports or anything of value. In planning future events and appointing members to positions of leadership, the Forum Governing Committee will consider compliance with this policy.

In the final analysis, if a member has any question whether an event may be affected by this policy, the Forum asks that he or she make a written request to the chair of the Forum.