

**American Bar Association
General Practice, Solo and Small Firm Division**

PROPOSED AMENDMENTS

BYLAWS

**ABA General Practice, Solo and Small Firm Division
Bylaws**

Article 1: Name, Definitions, and Financial Policy	1
1.1 NAME	1
1.2 DEFINITIONS	1
1.3 FINANCIAL POLICY	2
Article 2: Membership	2
2.1 MEMBERS.....	2
2.2 DUES.....	2
2.3 TERMINATION OF MEMBERSHIP	3
Article 3: Annual Meeting of the Division Membership.....	3
3.1 ANNUAL MEETING	3
3.2 QUORUM	3
Article 4: Council	3
4.1 POWERS AND FUNCTIONS	3
4.2 COMPOSITION	3
4.3 QUORUM	4
4.4 TERMS	4
4.5 MEETING	4
4.6 EXECUTIVE COMMITTEE	4
4.7 COMPENSATION.....	4
4.8 VACANCIES	5
Article 5: Officers	5
5.1 OFFICERS	5
5.2 CHAIR.....	5
5.3 CHAIR-ELECT	6
5.4 VICE-CHAIR	6
5.5 SECRETARY	6
5.6 BUDGET OFFICER	7
5.7 REVENUE DIRECTOR.....	7
5.8 TERMS	8
5.9 VACANCIES	8
5.10REMOVAL FOR CAUSE	8
Article 6: Delegates to the House of Delegates; Division Delegate to the Nominating Committee; Division Member at Large to the Board of Governors	9
6.1 DIVISION DELEGATE TO THE HOUSE	9
6.2 DIVISION DELEGATE TO THE NOMINATING COMMITTEE	9

6.3 DIVISION MEMBER AT LARGE TO THE BOARD OF GOVERNORS	9
Article 7: Nomination and Election of Officers and Council Members	9
7.1 NOMINATING COMMITTEE	9
7.2 PUBLICATION AND PROCEDURES OF NOMINATING COMMITTEE	10
7.3 NOMINATIONS, PUBLICATIONS AND CAMPAIGN PRACTICES.....	10
7.4 ELECTION AND VOTING PROCEDURES	11
Article 8: Committees, Boards and Directors	12
8.1 COMMITTEES, BOARDS AND DIRECTORS	12
8.2 VOTING RESPONSIBILITIES OF OFFICERS	14
Article 9: Representation of Association Position	14
Article 10: Amendments	14
Article 11: Parliamentary Authority	14

ABA General Practice, Solo and Small Firm Division Bylaws

Article 1: Name, Definitions, and Financial Policy

1.1 NAME. This Organization shall be known as The General Practice, Solo and Small Firm Division ("Division"), which is a division of the American Bar Association ("Association").

1.2 DEFINITIONS.

1.2.1 "Association": the American Bar Association.

1.2.2 "Division": The General Practice, Solo and Small Firm Division.

1.2.3 "Officers": Chair, Chair-Elect, Vice-Chair, Secretary, and the Budget Officer (nonvoting).

1.2.4 . "Directors": individuals appointed annually by the Chair, one for each of the following Divisions (Administration, Member Benefits, Practice Specialty, and Practice Setting) as well as Revenue, Membership, and Diversity.

1.2.5 "Executive Committee":the Officers, the immediate past-Chair, the Budget Officer (nonvoting), Revenue Director (non-voting), and the Division Delegates to the House of Delegates.

1.2.6 "Association year": beginning at the close of the Annual Meeting of the Association and ending at the close of the next Annual Meeting of the Association

1.2.7 "Annual Meeting of the Association": the meeting of the Association generally held in August each year as established by the Association Board of Governors.

1.2.8 "Annual Meeting of the Division" is a meeting of the Division members that shall be held annually pursuant to Article 3.1.

1.2.9 "Lawyer Members": a lawyer licensed to practice in any of the states, territories, or possessions of the United States, who are members of the Association and members of the Division, regardless of whether they have paid Association and/or Division dues or joined the Association and/or Division through a free membership opportunity.

1.2.10 "Law Student members": current students attending an ABA-accredited law school, who are law student members of the Association and law student members of the Division.

1.2.11 "Associate members": lawyers licensed to practice outside of the U.S.,as well as legal educators, paralegals and legal assistants, law-office administrators,

law librarians, consultants, and any other individuals interested in the law, who are associate members of the Association and associate members of the Division.

1.2.12 "Voting Members": those Lawyer Members of the Division, who enrolled in the Division pursuant to 1.2.9 by July 1st preceding the Annual Meeting of the Division in which the Lawyer Members would be voting.

1.3 FINANCIAL POLICY. The Division's Financial Policies are:

1.3.1 To create and maintain resources adequate to ensure the well-being and efficacy of the Division;

1.3.2 To adopt and implement budgetary and expenditure measures to provide products that will advance our members' success and professional excellence;

1.3.3 To adopt and implement budgetary and expenditure measures to retain and expand our membership, provide opportunities for leadership and increase participation by our constituents;

1.3.4 To adopt and implement budgetary and expenditure measures to increase the prominence of the Division within the ABA and the profession; and

1.3.5 To maintain current products and services and create new products and services.

Article 2: Membership

2. 1 MEMBERS.

2.1.1 Any Lawyer Member of the Association shall be enrolled as a Voting Member of the Division pursuant to Article 1.2.12 upon payment of the Division attorney dues or submission of a free membership application.

2.1.2 Any Associate Member of the Association shall be affiliated as an associate of the Division upon payment of the Division's associate dues. Associate Members have all privileges of Division membership, except they may not serve as Officers, sit on the Council, or vote.

2.1.3 Any member of the Association who is a student in an ABA-accredited law school shall be enrolled as a Law Student Member of the Division upon submittal of a free membership application. Law Student Members have the privileges of Division membership as established by these Bylaws, except they may not serve as Officers, sit on the Council, and vote. The Law Student Division Liaison, however, is permitted to sit on the Council, vote in Council, and vote at the Annual Meeting of the Division.

2.2 DUES. Members shall pay annual Division dues as determined by the Council,

subject to the approval of the Association's Board of Governors, or shall submit the necessary forms for the Law Student Membership or free regular membership.

2.3 TERMINATION OF MEMBERSHIP. Any Lawyer or Associate Member of the Division whose annual dues are more than six months past due shall cease to be a member of the Division. Any Law Student membership or free membership expires at the end of the Association's fiscal year. Any person who ceases to be a member of the Association shall also cease to be a member of the Division concurrent with cessation of Association membership.

Article 3: Annual Meeting of the Division Membership

3.1 ANNUAL MEETING. The Division membership shall annually meet immediately before or during the Annual Meeting of the Association. The Secretary shall give electronic notice to the membership no later than 30 days before the meeting of the date, time, and place for the Annual Meeting of Division membership.

3.2 QUORUM. The Voting Members of the Division present at the Annual Meeting of the Division shall constitute a quorum for the transaction of business. Binding action shall be by a majority vote of the voting members present and voting at the meeting.

Article 4: Council

4.1 POWERS AND FUNCTIONS.

4.1.1 The Council shall exercise all powers and duties necessary and appropriate for carrying out the business and affairs of the Division.

4.1.2 The function of the Council is to set policy for the Division. In carrying out this function, the Council shall review and approve the annual budget, consistent with the Division's Financial Policy. The Council may authorize the expenditure of reserve funds of the Division only upon a two-thirds vote of the membership of the entire Council (pursuant to 4.2 Composition below), regardless of the number present.

4.2 COMPOSITION.

4.2.1 The voting members of the Council shall be the following persons:

- (i) the Chair, Chair-Elect, Vice Chair and Secretary of the Division;
- (ii) the immediate past-Chair of the Division;
- (iii) the Division Delegates to the House of Delegates;
- (iv) twenty (20) Members-at-Large elected to the Council by the membership of the Division;
- (v) the representative designated by the Young Lawyers Division;
and
- (vi) the representative designated by the Law Student Division.

4.2.2 The non-voting members of the Council shall be past Chairs of the Division, (except the immediate-past Chair), the Revenue Director, the Directors, and the Budget Officer.

4.2.3 All members of the Council, whether voting or nonvoting, shall be members of the Division.

4.3 QUORUM. A majority of the voting members of the Council shall constitute a quorum for the transaction of Council business. Action shall be by a majority vote of the members present and voting.

4.4 TERMS.

4.4.1 The term of a Council Member-at-Large is four Association years beginning with the adjournment of the Annual Meeting of the Association during which the Member-at-Large will have been elected. No person shall be eligible for election as Member-at-Large if the person served as a Member-at-Large during any continuous three-year period immediately prior to the Annual Meeting election. Council members shall not be elected for successive terms, but may be nominated and elected for nonconsecutive terms.

4.4.2 The term of the representatives of the Young Lawyers Division and Law Student Division is one Association year beginning with the adjournment of the Annual Meeting.

4.5. MEETINGS.

4.5.1 REGULAR MEETINGS. The Council shall meet not less than two times each Association year. One meeting shall be held in conjunction with the Annual Meeting of the Association. The dates and sites of other meetings shall be determined by the Chair with the advice of the Executive Committee.

4.5.2 CANCELLATION OF MEETINGS. Any meeting may be canceled by the Council at any meeting preceding that meeting.

4.5.3 VOTING. Members of the Council must be present to vote.

4.5.4 ACTION WITHOUT MEETING. If a meeting of the Council is not feasible or if a meeting is canceled, the Chair of the Division may, or upon written request of five members of the Council shall, submit in writing to the members of the Council any items upon which the Council may be authorized to act. The members of the Council may vote upon the proposition, either by written ballot or by any form of telecommunication, confirmed in writing to the Secretary of the Division, who shall record the proposition and votes on the matter.

4.6 EXECUTIVE COMMITTEE. The Executive Committee shall have full authority to act for the Division at all times between meetings of the Council.

4.7 COMPENSATION. No salary or compensation for services shall be paid to or for any officer, member of the Council, or member of any committee, except as may be specifically authorized by Association policy.

4.8 VACANCIES. If any member of the Council shall fail to attend two successive meetings of the Council within an Association year, or any four meetings during the member's term, that member's seat on the Council shall be automatically deemed vacant unless the member is excused for good cause by action or consent of the Executive Committee. The Executive Committee shall make a decision to deem the seat vacant, or to allow the member to remain on Council upon appropriate terms and conditions. The member may appeal the decision of the Executive Committee to Council upon a request in writing, submitted to the Secretary within seven days of the date the member is notified in writing of the decision of the Executive Committee. A Council vote on the members request shall commence no later than ten (10) days from the date the written appeal is received by the Secretary. Between Annual Meetings of the Division Membership, the Council may fill a vacancy occurring in a Member-at-Large seat for the remainder of the unexpired term of the vacant seat by majority vote of the Council. In the case of a vacancy in the seat of a Law Student Division representative or a Young Lawyers Division representative, the Division Chair shall request the Young Lawyers Division or Law Student Division to designate a replacement representative for the remainder of the unexpired term.

Article 5: Officers

5.1 OFFICERS. The Officers of the Division shall be the Chair, the Chair-Elect, the Vice-Chair, the Secretary, and the Budget Officer (nonvoting).

5.2 CHAIR.

5.2.1 The Chair shall appoint:

- (i) the chairs, deputy chairs and members of all standing and other committees of the Division, and fill vacancies on the Publications Board, the Membership Board and other Boards of the Division to serve during the Chair's term unless otherwise set forth herein; and
- (ii) The Division Directors, a Revenue Director, Membership Director, a Diversity Director and a Budget Officer to assist in managing the work of the Division.

5.2.2 The Chair shall have the following other duties:

- (i) plan and supervise the activities and meetings of the Division during the Chair's term, subject to approval of the Council;
- (ii) preside at all meetings of the Division Council and Annual Meeting of the Division Membership;
- (iii) report to the Council periodically regarding the activities of the Division;
- (iv) implement Council decisions;
- (v) be the spokesperson of the Division, except when the Chair designates another to speak for the Division; and
- (vi) perform such other duties and acts as usually pertain to that office or as may be designated by the Council.

5.3 CHAIR-ELECT.

5.3.1 The Chair-Elect shall:

- (i) aid the Chair in the performance of the Chair's responsibilities in such manner and to such extent as the Chair may request;
- (ii) preside at meetings of the Division Council and Annual Meeting of the Division Membership in the absence of the Chair;
- (iii) provide the Division staff with the names of persons to be appointed by April 30 of the year immediately preceding commencement of the Chair's term;
- (iv) prepare the budget for the ensuing year and submit it for approval by the Council at or before the Annual Meeting immediately preceding commencement of the Chair's term; and
- (v) perform such duties and have such powers as usually pertain to the office of Chair-Elect, or as may be designated by the Chair or Council.

5.3.2 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, whichever is the shorter period. Such service shall not reduce or change the Chair-Elect's term as Chair.

5.4 VICE-CHAIR.

5.4.1 The Vice-Chair shall:

- (i) aid the Chair in the performance of the Chair's responsibilities in the manner and to the extent the Chair may request;
- (ii) preside at meetings of the Division Council and Annual Meeting of the Division Membership in the absence of the Chair and Chair-Elect;
- (iii) chair the Long Range Planning Committee
- (iv) maintain a copy of the Division's Long Range Plan and annually direct the distribution of a copy of the Plan to the Division's Officers, Directors, Board of Governors Representative, Division Delegates to the House of Delegates, Council members and committee chairs; and
- (v) perform such duties and have such powers as usually pertain to the office of Vice Chair, or as may be designated by the Chair or Council.

5.4.2 In case of death, resignation, disability or removal of the Chair-elect the Vice-Chair shall perform the duties of the Chair-elect as well as the duties of the Vice-Chair for the remainder of the Chair'-elects term or disability, whichever is the shorter period. Such service shall not reduce or change the Vice-Chair's term as Chair-elect.

5.5 SECRETARY.

5.5.1 The Secretary shall:

- (i) consult with and assist all the officers of the Division in the work of the Division in the manner and to the extent requested;
- (ii) be the liaison between the Division and the Association staff with respect to the retention and maintenance of books, records, papers, documents, and information in any form and other property pertaining to the work of the Division;
- (iii) keep a true record of the proceedings of all meetings of the Division and of the Council and maintain and distribute, as necessary, a current copy of the committee chair orientation handbook;
- (iv) perform such duties and have such powers as usually pertain to the office of Secretary, or as may be designated by the Chair or Council;
- (v) serve as Council Coordinator who shall assist the Chair in developing the Council agenda and establish protocol; and
- (vi) serve as the Chair of the Bylaws Committee;

5.5.2 In case of death, resignation, disability, or removal of the Vice-Chair the Secretary shall perform the duties of the Vice-Chair as well as the duties of the Secretary for the remainder of the Vice-Chairs term or disability, whichever is the shorter period. Such service shall not reduce or change the Secretary's term as Vice-Chair.

5.5.3 In case of death, resignation, disability, or removal of the Secretary , the remaining voting officers shall appoint a person to serve in the position of Secretary until a special election is held and the Council shall elect a person to serve as Secretary.

5.6 BUDGET OFFICER

5.6.1 The Budget Officer shall:

- (i) aid the Officers and Council in the performance of their respective responsibilities with regard to the Financial Policy of the Division;
- (ii) assist the Chair-Elect in preparing the budget for the ensuing year;
- (iii) report the state of the Division finances to the Council periodically and to the Division's members at the Annual Meeting of the Division;
- (iv) monitor the implementation of the approved budget;
- (v) keep an accurate record of the Division's funds, income and expenditures and any documents relating to them;
- (vi) advise the officers and the Council on whether any proposed action by the officers, Council or Division may, in his/her judgment, have a significant impact on the Division's financial condition; and
- (vii) perform such duties and have such powers as usually pertain to the office of Budget Officer or as may be designated by the Officers or Council.

5.7 REVENUE DIRECTOR

5.7.1 The Revenue Director shall:

- (i) develop a structure, policies, and procedures to increase the Division's revenues and for monitoring revenue development;
- (ii) monitor all sponsor relations with the Division or any part of the Division;
- (iii) monitor all forms of non-dues revenue generated by or for the Division;
- (iv) perform such duties and have such powers as usually pertain for the office of Revenue Director or as may be designated by the Officers or Council.

5.8 TERMS

5.8.1 The term of the Chair-Elect, Vice-Chair and Secretary is one Association year, beginning with the adjournment of the Annual Meeting during which each such officer shall have been elected.

5.8.2 The Officers of the Division shall succeed one another, culminating with the Chair-Elect becoming the Chair. Upon the adjournment of the Annual Meeting of the Association, the following succession of the Officers shall take place:

- (i.) The Chair-Elect shall become the Chair;
- (ii.) The Vice-Chair becomes the Chair-Elect; and
- (iii.) The Secretary shall become the Vice-Chair.

The Chair shall become the Immediate-Past Chair (who is not an Officer), and is not eligible for nomination or election to any of the Officer positions.

5.9 VACANCIES. If any officer or Division Delegate shall fail to attend two successive meetings of the Council, or the ABA House of Delegates in the case of Division Delegates, that officer's or Division Delegate's office shall be automatically vacated unless that officer or Division Delegate is excused for good cause by action or consent of the Council. In the event of such vacancy or the inability for any reason for an officer to serve, the vacancy shall be filled pursuant to Sections 5.2 through 5.5 of these bylaws. In the event of any such vacancy or the inability for any reason of any Division Delegate to serve, the Council shall elect a successor to serve until the end of the term of the position for which the vacancy exists. Any Division Delegate elected to fill an unexpired term shall hold all House of Delegate offices or positions held by the Delegate whose seat became vacant. If a Division Delegate prospectively knows that he or she will be unable to perform his or her responsibilities for an extended period of time, said Delegate shall inform the Executive Committee. The Executive Committee shall appoint an alternate Delegate to represent the Division in all respects until the return to duty of the original Delegate. At its next meeting following said appointment, Council may act to ratify or modify the alternate Delegate selection of the Executive Committee.

5.10 REMOVAL FOR CAUSE.

5.10.1 VOTE TO REMOVE FOR CAUSE. The Council may vote to remove or discharge any Officer or Council member for cause, upon a two-thirds vote of the membership of the entire Council (pursuant to 4.2 "Composition" above).

5.10.2 CAUSE DEFINED. For purposes of this paragraph, "cause" shall be substantial and extreme misconduct, serious breach of responsibility or fiduciary duty and/or other similar act or acts of gross dereliction.

Article 6: Division Delegates to the House of Delegates; Division Delegate to the Nominating Committee; Division Member at Large to the Board of Governors

6.1 DIVISION DELEGATE TO THE HOUSE. In each bar year when a vacant position of Division Delegate to the House becomes available to the Division, the Council shall elect, during its first Council meeting of the new bar year held during the Association's Annual Meeting, Division Delegate(s) to the House of Delegates for a three-year term commencing at the adjournment of the Annual Meeting at which the Delegate is elected. Any Division member seeking election as Division Delegate shall so inform the Division Secretary in writing at least ten (10) days prior to the beginning of the Association's Annual Meeting. The Division Delegates shall represent the Division in the House of Delegates and in the absence of the Chair, Chair-Elect and Vice-Chair, one of the Delegates shall present to the House of Delegates the report of the Division. Division Delegates to the House of Delegates shall be responsible for advocating and advancing the policy of the Division not only at the House of Delegates meetings, but also between such meetings.

6.2 DIVISION DELEGATE TO THE NOMINATING COMMITTEE. In each bar year when a vacant position of Division Delegate to the Nominating Committee becomes available to the Division, the Council shall elect, during its Fall Council Meeting, Division Delegate(s) to the Nominating Committee. The term commences at the adjournment of the next Annual Meeting of the Association. Any Division member seeking election as Division Delegate shall so inform the Division Secretary in writing at least ten (10) days prior to the beginning of the Council's Fall Meeting.

6.3 DIVISION MEMBER AT LARGE TO THE BOARD OF GOVERNORS. In each bar year prior to a vacant position of Division Member-at-Large of the Board of Governors becoming available, the Council shall nominate a member of the Division during its Fall Council Meeting. The term of office is a three-year term commencing at the adjournment of the next Annual Meeting of the Association. The selection of the Division Member at Large shall be made by the Council with due regard for the eligibility requirements for election to the Board of Governors. Any Division member seeking election as Division Member at Large shall so inform the Division Secretary in writing at least ten (10) days prior to the beginning of the Council's Fall Meeting.

Article 7: Nomination and Election of Officers and Council Members

7.1 NOMINATING COMMITTEE. At any time not later than thirty (30) days after the Annual Meeting of the Division, the Nominating Committee, consisting of five members from the Division membership, shall be formed to make nominations, as necessary, for the positions of Secretary, and Council Members-at-Large. None of the members of the Nominating Committee may be a candidate for any office, a current officer, or an officer

of the Division within the preceding three Association years. The Chair shall designate the first member who shall serve as chair of the Nominating Committee; the Chair-Elect shall designate the second member; the Vice-Chair shall designate the third member; the Secretary shall designate the fourth member; and the Immediate Past-Chair shall designate the fifth member. When a vacancy occurs hereafter in the Nominating Committee, the officer or Immediate Past-Chair whose appointee has created the vacancy shall replace such vacancy.

7.2 PUBLICATION AND PROCEDURES OF NOMINATING COMMITTEE. The Chair shall, not later than thirty (30) days after the Annual Meeting of the Division, submit the names and addresses of the Nominating Committee to the *GPSOLO* for publication in its Fall issue or to any other appropriate Division publication. The Committee shall provide such applications as are necessary for completing its duties and may establish deadlines for submission of applications.

7.3 NOMINATIONS, PUBLICATIONS AND CAMPAIGN PRACTICES.

7.3.1 NOMINATING COMMITTEE NOMINEES. The Nominating Committee shall meet prior to the Mid-Year Meeting of the Association, and make and report one nomination for each position that is to be filled by election. The Nominating Committee shall include in the report a brief statement of each nominee's activities in the Division and in the law profession generally. The Nominating Committee shall strive to ensure strong leadership for the Division. The Committee shall submit its report to the Secretary who shall cause it to be published in a Division publication prior to the beginning of the Midyear Meeting of the Association.

7.3.2 PETITION. Nominations for the positions of Secretary and Council Members-at-Large shall be made only by the Nominating Committee or by signed petition. No nomination from the floor at the Division's Annual Meeting shall be allowed. Nominations by petition shall be signed by not less than fifty members of the Division, not more than twenty-five of whom shall be from any one state. The nomination petition shall state that the nominee has agreed to be nominated. The petition shall be sent to the Secretary of the Division and must be received by the Secretary not later than ten (10) days after the Midyear Meeting of the Association.

7.3.3 CAMPAIGN LITERATURE IN CONTESTED ELECTIONS.

- (i) Unless unopposed, all candidates for Secretary or Council Member-at-Large positions nominated by the Nominating Committee or by signed petition may submit one (1) eight and one-half by eleven-inch, single-sided sheet of campaign literature or statement of candidacy to the Secretary for distribution by the Association.
- (ii) The submission shall be received by the Secretary by the close of business on June 15th preceding the Annual Meeting, or, if June 15th should occur on a Saturday, Sunday or national holiday, by the close of business on the next business day for delivery of mail, for distribution to Division Annual Meeting registrants as registered

to attend on July 1st, preceding the Annual Meeting. Should the date scheduled for the Annual Meeting be changed from the month of August, the dates provided in this subdivision shall be adjusted accordingly.

7.3.4 CAMPAIGN PRACTICES. The Election Committee will administer the campaign practices set forth in these bylaws. The Election Committee will consist of one appointee from each of the following members of the Division's Executive Committee: Chair, Chair-elect, Vice Chair, Secretary and Immediate Past Chair. No member shall serve as a member of the Election Committee and the Nominating Committee during the same association year. In the event of a contested election, (a) no member of the Executive Committee or the staff shall support or endorse a candidate, (b) except for as provided in Article 7.3.3 of these bylaws, no Division resources or resources that the Division controls shall be utilized for campaigning, endorsing, or opposing a candidate for Secretary or Council-Member-at-Large. This includes, but is not limited to funds, meetings, print or electronic publications, listservs or forums, (c) no reception or social event shall be held on behalf of a candidate, (d) no gifts, favors, or paraphernalia shall be distributed on behalf of a candidate, (e) no campaign materials will be distributed at the Annual Meeting or to any meeting registrants room, (f) a candidate may not campaign via social media websites, and (g) the only campaign material that may be distributed is set forth in Article 7.3.3 of these bylaws.

7.3.5 ENFORCEMENT AND INTERPRETATION OF CAMPAIGN PRACTICES. A violation of this Article by a candidate or by a candidate directing or permitting agents to violate this Article may constitute grounds for action against or disqualification of a candidate at the discretion of the Election Committee. The Election Committee on its own motion or at the written request of any candidate, shall promptly interpret any factual question relating to campaign practices set forth in these bylaws or investigate any complaint. In discharging their duties, the Election Committee may seek opinions or guidance from the staff or Board of Governors of the American Bar Association.

- (a) **DUE PROCESS.** The Election Committee may, on the basis of clear and convincing evidence take action against any candidate who has violated Article 7.3.4. The Secretary shall give notice to the candidate of the alleged violation within three (3) business days of the complaint being initiated by or filed with the Election Committee. The Election Committee shall convene and issue its decision on the complaint within five business days of initiating or receiving a complaint. The candidate will have an opportunity to address the complaint before the Committee either verbally or in writing. Any such investigation shall be confidential.
- (b) **ACTION/DISQUALIFICATION.** If it is found by the Election Committee that the candidate has violated Article 7.3.4, the Committee shall decide on the appropriate action or disqualify a candidate from the election. Any action or disqualification by the Election Committee must be reported to Council.
- (c) **REVIEW.** Upon written request submitted to the Secretary within three business days after the candidate has received notice of the action or disqualification by the Election Committee, he/she may request that the Council review the Committee's decision. The Council shall review the action taken by the Elections Committee and vote to uphold or overrule

their decision. The Council vote must be taken within five business days after the candidate's request for review. If the decision is overruled, the complaint will be referred back to the Election Committee for further action..

7.4 ELECTION AND VOTING PROCEDURES.

7.4.1 ELECTIONS. All elections for Secretary and Council Members-at-Large shall be held at the Annual Meeting of the Division, except special elections to fill vacancies that may occur. Electronic Notice shall be provided to all "Voting Members" no less than 30 days in advance of such election. The time, place and date of the election shall be included in the notice. The Chair shall vote in an election only for the purpose of breaking a tie.

7.4.2 AT-LARGE CONTESTED ELECTION PROCEDURE. Elections for all contested positions shall be by secret ballot. If a petition is filed pursuant to 7.3.2, the election for Council Member-at-Large positions shall become an election at-large. The candidates receiving the largest number of votes shall be elected to the Council Member-at-Large positions that are vacant. It shall not be required to vote for each vacant Council seat. A separate election for Secretary shall be decided by a plurality of the votes cast in the election for the office. If an election for Secretary or a Council Member-at-Large position results in a tie vote and the number of tied candidates exceeds the number of available positions to be elected, the newly-elected Council, excluding all tied positions to be filled in the election, shall have the authority to resolve the tie and to elect the candidate(s) from among the tied candidates to fill the available position(s).

7.4.3 VOTING QUALIFICATIONS.

- (i) All Voting Members of the Division, as defined in 1.2.12, shall be eligible to vote in person, without proxy
- (ii) All Voting Members must present a form of picture identification and his or her meeting registration badge to receive a ballot.
- (iii) All voter qualification disputes will be resolved by the Election Committee during polling hours.

7.4.4 TABULATING AND REPORTING ELECTION RESULTS. All election results shall be tabulated by and reported to the Division Chair from the Committee of Tellers without undue delay. The Committee of Tellers shall be comprised of one person appointed by each candidate and a committee chair appointed by the Chair of the Division.

7.4.5 ADDITIONAL PROCEDURES. The Council may make general rules regarding election procedures that supplement these Bylaws.

Article 8: Committees, Boards and Directors

8.1 COMMITTEES, BOARDS AND DIRECTORS.

8.1.1 STANDING COMMITTEES: for Long Range Planning Finance Nominating and Boards for Membership, Publications and Diversity are to exist each year.

- (i) The Membership Board shall oversee all programs and activities that impact Division membership matters, as well as participate in and coordinate with ABA membership related entities and committees. The Membership Board consists of no more than 10 members, one of whom shall be the Membership Director and one of whom shall be the Membership Board Chair. The members shall serve two-year terms, staggered so that no more than 6 new terms begin each year. The Membership Director and the Membership Board Chair will be, appointed by the Division Chair, and shall each serve a one-year term.
- (ii) The Publications Board shall be responsible for all Division Publications. The Board shall consist of no more than 9 members, one of whom shall be Chair of the Board. The members shall serve two-year terms, staggered so that no more than 5 new terms begin each year, and the Chair, appointed by the Division Chair, shall serve a one-year term
- (iii) The Nominating Committee shall be constituted and conduct responsibilities as provided in Article 7
- (iv) The Long Range Planning Committee shall serve as the “vision” for the future of the Division by developing a long range plan consistent with the mission of the Division and policies developed by the Council. The Division Vice-Chair shall serve as the Chair of the Long Range Planning Committee. In addition to the Chair, there shall be 12 Members of the committee three of which shall be appointed by the Division Vice-Chair at any time not later than thirty (30) days after the Annual Meeting of the Division for a four-year term.
- (V) The Finance Committee shall be responsible for the oversight of the budget process and coordination of the efforts of the Budget Officer and the Revenue Director. The Committee shall be chaired by the Budget Officer and shall include the Revenue Director and others appointed annually by the Division Chair as members.
- (vi) The Diversity Board shall oversee all programs and activities that impact diversity efforts. The Board shall participate and coordinate with ABA committees and entities that promote diversity, as well as be responsible for the Diversity Fellowship Program. The Diversity Board consists of no more than 10 members, one of whom shall be the Diversity Director and one of whom shall be the Diversity Board Chair. The members shall serve two-year terms, staggered so that no more than 6 new terms begin each year. Beginning in 2011, the Division Chair shall

appoint 4 members to serve a two-year term and six members to serve a one year term. Thereafter, the Division Chair shall appoint members to a two-year term to fill a committee vacancy. The Diversity Director and Diversity Board Chair will be appointed by the Division Chair and shall each serve a one year term.

8.1.2 OTHER COMMITTEES AND BOARDS. The Chair may establish other committees and boards to operate the following Association year as the Chair deems necessary and desirable to promote the goals and objectives of the Division.

8.1.3 DIRECTORS. There shall be seven Directors, one for each of the four Divisions (Administration, Member Benefits, Practice Specialty, and Practice Setting), as well as Revenue, Membership and Diversity Directors.. The Directors shall be appointed annually by the Chair.

- (i) The Division Directors shall be responsible for the oversight of the various individuals and entities within their Division, and shall report to the Officers and Council on all Division activities.
- (ii) The Other Directors shall be responsible for the oversight of the Boards or Committees which they head, and shall report to the Officers and Council on all Board or Committee activities.

8.2 VOTING RESPONSIBILITIES OF OFFICERS. The Chair and Chair-Elect shall serve as ex-officio voting members of all committees and boards of the Division other than the Nominating Committee. All Officers shall serve as ex-officio voting members of the Long Range Planning Committee and the scope and correlation committees. The Budget Officer shall be an ex-officio voting member of the Long Range Planning Committee.

Article 9: Representation of Association Position

Any action by this Division must be approved by the House of Delegates or by the Board of Governors of the Association before the action can be effective as the action of the Association. Any resolution or recommendation adopted or action taken by the Division, which is intended to be effective as an action of the Association, shall be reported by the Chair or Division Delegate to the House of Delegates or to the Board of Governors for action by the Association.

Article 10: Amendments

These Bylaws may be amended at any Annual Meeting of the Division by a majority vote of the Voting Members of the Division present, provided that any proposed amendment is first approved by a majority of the Council and provided further that no amendment will become effective until approved by the Board of Governors of the Association. Notice of an intention to amend these Bylaws at an Annual Meeting of the Division must be given to the membership no later than 60 days prior to the opening of the Annual Meeting of the Association.

Article 11: Parliamentary Authority

The current edition of Robert's Rules of Order shall be the parliamentary authority of the Division.