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# BYLAWS

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

### **Article 1: Name, Definitions, Mission Statement 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 An "Association year" is the term beginning at the close of the Annual Meeting of the Association and ending at the close of the next Annual Meeting of the Association.

1.2.2 The "Executive Committee" is the elected officers, the last retiring Chair, the Budget Officer (nonvoting), Revenue Director (non-voting) and the Division Delegates to the House of Delegates.

#### 1.3 MISSION STATEMENT.

The Division's Mission Statement is to secure for our constituency the highest levels of fulfillment in the legal profession, in the justice system and in the American Bar Association.

#### 1.4 FINANCIAL POLICY. The Division's Financial Policies are:

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

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

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

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

1.4.5 To undertake any other measures necessary to fulfill the Division's Mission Statement.

### **Article 2: Membership**

#### 2. 1 MEMBERS.

2.1.1 Any member of the Association shall be enrolled as a member of the Division upon payment of the Division dues.

2.1.2 Any person qualified as an Associate of the Association shall be enrolled as an Associate of the Division upon payment of the Associate dues. Associate members have all privileges of Division membership, except they may not serve on the council or as officers.

2.2 DUES. Division members shall pay annual dues as determined by the Council, subject to the approval of the Association's Board of Governors.

2.3 TERMINATION OF MEMBERSHIP. Any member of the Division whose annual dues are more than six months past due shall cease to be a member of the Division. 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 meet immediately before or during the Annual Meeting of the Association. The Secretary shall give notice to the membership of the date, time, and place for the Annual Meeting of Division membership.

3.2 QUORUM. The 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 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 last retiring 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 former Chairs of the Division, (except the last retiring Chair), the Revenue Director 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, except the Annual Meeting, may be canceled by the Council at any meeting preceding that meeting.

4.5.3 VOTING. Members of the Council shall vote in person.

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 for whatever reasons 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. The member may appeal to the Executive Committee within 14 days after written notice of automatic vacancy is sent by the Secretary. The Executive Committee shall make a final non-appealable decision to uphold the vacancy, or to reinstate the member upon appropriate terms and conditions. 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 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.

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; and
- (iv) 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.

5.5 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) 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 Secretary, or as may be designated by the Chair or Council;
- (vi) serve as Council Coordinator who shall assist the Chair in developing the Council agenda and establish protocol.

## 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 to the Council periodically regarding the finances of the Division;
- (iv) monitor the implementation of the approved budget; and
- (v) 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 TERMS.

5.7.1 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.

5.7.2 The Chair-Elect becomes the Chair upon the adjournment of the Annual Meeting of the Association one year after such officer shall have been elected and is not again eligible for either office. The Vice-Chair becomes the Chair-Elect upon the adjournment of the Annual Meeting of the Association one year after such officer shall have been elected.

5.8 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 any such vacancy or the inability for any reason of any officer or 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, (pursuant to 5.7, "Terms" above). 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.

**5.9 REMOVAL FOR CAUSE.**

5.9.1 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).

5.9.2 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 (5) members from the Division membership, shall be formed to make nominations, as necessary, for the positions of Vice-Chair, Secretary, and Members-at-Large of the Council. None of the members of the Nominating Committee may be a candidate for any office, a current officer, a current Council member, 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 thereafter in the Nominating Committee, the Officer whose appointee has created the vacancy shall replace such vacancy. 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 by nominating candidates based upon service to the members of 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. The election shall be held at the time and place published in the Division's Annual Meeting program.

7.3.2 PETITION. Nominations other than those by the Nominating Committee may be made for offices by a petition signed by not less than fifty members of the Division, not more than twenty-five of whom shall be from any one state. The petition should state that the member named in the petition has agreed to the nomination. 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 nominated by the Nominating Committee or by petition shall submit one (1) eight and a half by eleven-inch single-sided sheet of campaign literature or statement of candidacy to the Secretary for mailing through the ABA offices.
- (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 mailing 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. Except as provided in 7.3.1 and 7.3.3(i), no Division funds, newsletters or publications shall be used for the written endorsement or opposition of candidates for Council or any Division office. No candidate shall cause or permit any

material to be distributed at any Annual Meeting program, committee meeting, reception, or to any meeting registrant's room.

#### 7.4 ELECTION AND VOTING PROCEDURES.

7.4.1 ELECTIONS. All elections for Division offices (excluding Divisions 6.1, 6.2 and 6.3) shall be held at the Annual Meeting of the Division, except special elections to fill vacancies that may occur. The election of Officers, Council members and/or Division Delegates may be taken by secret ballot. Election occurs by a simple majority. The Chair shall vote in an election only for the purpose of breaking a tie.

7.4.2 CONTESTED ELECTIONS PROCEDURE. Elections for 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. The separate election for Secretary and Vice Chair shall be decided by a plurality of the votes cast in the election for the office. If an election for an officer or 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 elect the candidate(s) from among the tied candidates to fill the available position(s).

#### 7.4.3 VOTING QUALIFICATIONS.

- (i) All voting shall be in person, without proxy.
- (ii) Members eligible to vote shall be those members whose Division dues are paid prior to the election at the Annual Meeting of the Division pursuant to Division 2.1.1 and 2.1.2 above.

7.4.4 REPORTING ELECTION RESULTS. The Chair shall appoint a Committee of Tellers of not more than 5 members. All election results shall be reported to the Chair from the Committee of Tellers without undue delay.

### **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 and Publications are to exist each year.

- (i) The Membership Board shall be responsible for evaluating membership statistics and recommending Division membership strategies for Council consideration and approval. The Membership Board consists 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. Beginning in 2002, the Division Chair shall appoint up to four (4) members to serve a two (2) year term and up to four (4) members to serve a one (1) year term. Thereafter, the Division Chair shall appoint members to a two (2) year term to fill a committee vacancy. The annual appointment of the chair of the Membership Board shall be made by the Division Chair for a one (1) 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. Beginning in 2002, the Division Chair shall appoint up to four (4) members to serve a two (2) year term and up to four (4) members to serve a one (1) year term. Thereafter, the Division Chair shall appoint members to a two (2) year term to fill a committee vacancy. The annual appointment of the chair of the Publications Board shall be made by the Division Chair for a one (1) 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 Vice Chair of the Division shall serve as Chair of the Long Range Planning Committee. In addition to the Chair, there shall be 12 Members of the committee 3 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 Chair of the Division as members.

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 five Directors, one for each of the following Divisions: Administration, Member Benefits, Practice Specialty, and Practice Setting, as well as, the Revenue Director. The Division Directors shall be appointed annually by the Chair.

8.1.3.1 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.

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 of the Division shall serve as ex-officio voting members of the long range planning 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 American Bar Association. Any resolution or recommendation adopted or action taken by the Division, which is intended to be effective as an action of the American Bar 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 members of the Division present and voting provided such proposed amendment shall first have been approved by the Council. 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. Amendments must be approved by the Board of Governors before becoming effective.

**Article 11: Parliamentary Authority**

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