ABA INFRASTRUCTURE AND REGULATED INDUSTRIES SECTION

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as the "Infrastructure and Regulated Industries Section" and shall be hereinafter designated simply as "the Section."

1.2 PURPOSE. In addition to furtherance of the chartered purposes of the American Bar Association, (hereinafter “the Association”) the purpose of the Section of Public Utility, Communications and Transportation Law shall be to bring together for better acquaintance and mutual advantage those members of the Bar who are interested in the law affecting the public utility, communications and transportation industries; to hold meetings, conduct discussions, encourage scholarship, make studies, surveys and analyses, as to such law; and to formulate and submit, to the Section and the Association, such reports and recommendations as may be deemed useful to the profession and advisable to the public interest.

An especial purpose of the Section is declared to be to further the public interest as the prime factor in the development of public utility, communications and transportation law, and to provide a common meeting ground and impartial forum for those members of the Bar who are engaged in dealing with problems of such law in any capacity whether as members of or attorneys for public regulatory bodies or as attorneys for corporations or investors in this field, or otherwise.

1.3 LIMITATIONS. These by-laws have been adopted subject to the Constitution and By-Laws of the Association.

ARTICLE II: MEMBERSHIP

2.1 ENROLLMENT. Any member in good standing of the Association shall, upon request to the Secretary of the Association, be enrolled as a member of the Section by the payment of annual Section dues.

2.2 THE MEMBERSHIP. Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the Membership of the Section.

2.3 DUES. Dues for membership in the Section shall be an amount set by the Section and approved by the Board of Governors, but not to exceed $75.00 per year, payable upon enrollment and thereafter annually in advance each year, at the beginning of the Association's fiscal year succeeding such enrollment.
2.4 DELINQUENCY. A person whose dues are delinquent by a period set by the Board of Governors shall cease to be a member of the Section.

ARTICLE III: COMMITTEES AND DIVISIONS

3.1 COMMITTEES AND DIVISIONS. The Council of the Section ("the Council") and the Chair of the Section ("the Chair"), or either of them, are authorized to establish such committees as they may deem necessary or desirable to promote effectively the activities of the Section. In establishing a new committee the Council or the Chair shall state the area of its proposed activities. The committees shall be grouped into the following Divisions: Administrative Committees, relating to activities involved in the operation of the Section; Industry Committees, relating to developments in the law relating to the public utility, communications and transportation industries encompassed by the Section; and Practice Committees, relating to areas of law practice having special importance to those industries. The Divisions may be modified in such manner as the Council or the Chair may from time to time designate.

3.2 CHAIRS AND VICE-CHAIRS. The Chair shall appoint a chair for each committee and sufficient vice-chairs to aid the committee chair in carrying out the committee's responsibilities. The Chair shall cause the names of the committee chairs and vice chairs to be listed in the Directory of the Association for the following Section year, and their names shall be made available to Section members no later than the Business Meeting held during the Annual Meeting of the Association.

3.3 COMMITTEE MEMBERS. All members of the Section are encouraged to become members of from one to three Industry or Practice Committees and to participate in the work of those committees. They shall become members by notifying the Section Staff at the headquarters of the Association of the committee or committees that they choose to join.

3.4 SENIOR ACTIVE MEMBERS. Upon retirement, and anytime thereafter, from practice or the last position of active employment, a Member that has served as an Officer, Committee Chair or Vice Chair or Member of the Council may elect to be enrolled as a Senior Active Member. Senior Active members may attend all Section meetings, including Council Group Meetings, without holding any active office or position in this Section. Senior Active Members may participate in particular committees without undertaking the responsibilities of committee chairs or vice-chairs, and they are not subject to Section 7.2 of these Bylaws.

ARTICLE IV: MEETINGS OF THE MEMBERSHIP

4.1 BUSINESS MEETING. The Section shall hold a Business Meeting of the members each year in conjunction with the Annual Meeting of the Association ("the Business Meeting"). The Section may also hold a separate Annual Meeting of members and other membership meetings throughout the year.
4.2 QUORUM. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

4.3 CONTROLLING VOTE. Action of the Section shall be by majority vote of the members present.

4.4 VOTING ELIGIBILITY. Any member of the Association and the Section whose good standing can be certified by official Association records for thirty days prior to the time of voting shall be eligible to vote.

4.5 AGENDA. Among the matters of business to be transacted at the Business Meeting shall be the election of officers and Council members. The agenda shall consist of other matters as decided by the Chair or Council.

4.6 MAIL OR INTERNET VOTING. The Council may direct that a matter be submitted to the members of the Section for vote by mail or by other means including the Internet. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with rules fixed by the Council.

ARTICLE V: OFFICERS

5.1 OFFICERS. The officers of the Section shall be the Chair, the Immediate Past Chair, the Chair-Elect, the Vice-Chair, the Secretary, the Section Delegates, and the Budget Officer.

5.2 CHAIR. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall appoint the chairs and vice-chairs of all committees of the Section who are to hold office during his or her term as Chair. The Chair shall, with the aid of appropriate committees, plan and superintend the program of the Section during that term. The Chair shall superintend the performance of all activities of the Section, keep the Council duly informed and carry out its decisions, and perform such other duties and acts as pertain to the office or as may be designated by the Council.

5.3 CHAIR-ELECT. The Chair-Elect shall, in consultation with the Chair, arrange for the appointment of the chairs and vice-chairs of all committees who are to hold office during his or her coming term as Chair. The Chair-Elect shall preside at meetings in the absence of the Chair, shall aid the Chair in the performance of his or her responsibilities in such manner and to such extent as the Chair may request, and shall perform such further duties and have such further powers as pertain to the office or as may be designated by the Council or the Chair. In case of the death, resignation, or disability of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability, as the case may be.

5.4 IMMEDIATE PAST CHAIR. The Chair immediately preceding the current Chair shall assist the Chair in its duties as requested by Chair.
5.5 VICE-CHAIR. The Vice-Chair shall assist the Chair and the Chair-Elect in the performance of their responsibilities in such manner and to such extent as the Chair may request, and shall have such further powers as pertain to the office or as may be designated by the Council or the Chair. If both the Chair and the Chair-Elect shall be unable to perform the duties of the Chair by reason of death, resignation or disability, the Vice-Chair shall perform those duties for the remainder of the Chair's term or disability.

5.6 SECRETARY. The Secretary shall consult with and assist all the officers of the Section as to the work of the Section generally in the manner to the extent they may request. The Secretary shall be the liaison between the Section and the Association staff regarding the retention and maintenance of books, papers, documents, and other property pertaining to the work of the Section in the custody of the Association. He or she shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section.

5.7 SECTION DELEGATES. The Section Delegates shall represent the Section in the House of Delegates. The Section shall have as many Section Delegates as permitted by the House of Delegates. For the 2006-2007 year that number is two.

5.8 BUDGET OFFICER. The Budget Officer or his or her designee shall keep an accurate record of all monies appropriated to and expended for the purposes of the Section and shall report on the Section's present and projected financial condition at each meeting of the Council. The Budget Officer shall monitor all accounts, reports, and other documents prepared as to Section funds, revenues, and expenditures, and seek to make certain that all such accounts, reports and other documents are, at all times, accurate and correct. The Budget Officer shall advise the officers and Council as to the financial impact of any proposed action by the officers, council or section which, would have a significant impact on the financial condition of the Section. At least once a year, the Budget Officer shall prepare a projected budget to the Council for approval or modification at the time of the annual Business Meeting, or such other time as may be expressly fixed by the Council, and shall submit to the Section, at the annual Business Meeting, a report on the Section's financial affairs and financial condition. The Budget Officer shall prepare such other recommendations and special reports on the financial affairs of the Section as may be requested by the Chair.

The fiscal year of the Section shall be the same as that of the Association. The Budget Officer shall assure that all expenditures of the Section are within the Section's approved budget or otherwise authorized by the Council.

ARTICLE VI: THE COUNCIL

6.1 POWERS. The Council shall be vested with the powers and duties necessary for the administration of the affairs of the Section. It shall review the budget submitted by the Budget Officer and approve that budget with such revisions as it deems necessary or desirable, and no expenditures shall be allowed that are not authorized by the budget or
by special action of the Council. No action of any Section Committee shall be effective until approved by the Council or by the Section.

6.2 COMPOSITION. The Council shall be composed of the following persons:

(i) the officers;

(ii) the Immediate Past Chair; and

(iii) twelve members-at-large elected to that Council by the Section membership for three-year terms (at any one time, one third of these members shall be serving the first year of their terms, one third shall be serving the second year, and one third shall be serving the third year).

6.3 CONTROLLING VOTE. Action of the Council shall be by majority vote of those members present at a meeting of the Council, or as otherwise provided in these by-laws. A quorum consisting of a majority of the council members shall be required to conduct its business at a meeting, at which there shall be neither absentee nor proxy voting.

6.4 MEETINGS. The Council shall hold at least one regular business meeting each year at the time and place of the Annual Meeting of the Association to conduct any necessary business, and it may hold such other meetings as it may determine. The Chair may, and upon request of 5 members of the Council, shall, call special meetings of the Council between Annual Meetings.

6.5 POLL OF COUNCIL. A meeting is not essential to action by the Council. The Chair may, and upon request of 5 members of the Council shall, submit in writing to each of the members of the Council any proposition upon which the Council may be authorized to act, and the members of the Council may vote upon the proposition either by written ballot or by telephone vote, confirmed in writing or by other means including the Internet, to the Secretary, who shall record the proposition and votes in the matter.

6.6 COUNCIL AUTHORITY. Between meetings of the Section, the Council shall have full power to do and perform all acts and functions which the Section itself might perform. Any such action taken by the Council shall be reported to the Section at its next meeting.

6.7 NO COMPENSATION. No salary or compensation for service shall be paid to or by any officer, member of the Council, or member of any committee, except as may be specifically authorized by the Board of Governors.

6.8 REFERENDUM. The Council may direct that a matter be submitted to the members of the Section for vote by mail, electronically or any other reasonable means that assures that each Member of the Section may have his or her vote accurately counted. In such event, binding action of the Section shall be a majority of the votes received in accordance with rules fixed by the Council and as conducted and certified by the Secretary.
ARTICLE VII: COUNCIL GROUP

7.1 COUNCIL GROUP. The Council Group comprises the Council, the Officers, the Chairs and the Vice Chairs of each committee, and the Senior Active Members.

7.2 ABSENTEEISM. If any Committee Chair or Vice Chair shall fail to attend three successive meetings of the Council Group without previously requesting an excused absence from the Chair, the Chair may vacate the position and appoint a new member to that position. This Section 7.2 does not apply to Past Chairs or Senior Active Members.

ARTICLE VIII: ELECTIONS

8.1 ELECTIVE OFFICES. At the Business Meeting of the Section, the membership shall elect:

(i) a Vice-Chair to serve a term of one year;

(ii) a third of the total number of members-at-large of the Council to serve terms of three years; and

(iii) officers or Council members to fill vacancies, if any, in any office or upon the Council as provided in Article IX.

In addition, at the Business Meeting at which their terms expire, the membership shall elect:

(iv) a Secretary and a Budget Officer for two-year terms; and

(v) Section Delegates for a three year term.

8.2 CHAIR. The Chair-Elect shall automatically succeed to the office of the Chair. The Chair shall serve a term of one year and may not again accede to that office. In the event the office of the Chair-Elect shall be vacant, then a Chair shall be elected in the manner set forth in Section 8.5.

8.3 VICE-CHAIR. The Vice-Chair shall automatically succeed to the office of the Chair-Elect. The Vice Chair shall serve a term of one year and may not again accede to that office. In the event the office of the Vice-Chair shall be vacant, then a Chair-Elect shall be elected in the manner set forth in Section 8.5.

8.4 ELIGIBILITY FOR OFFICE. Any member of the Association and the Section whose good standing can be certified one year prior to the time of election shall be eligible for office.

8.5 NOMINATIONS AND VOTING. At any time not later than July 1 of his or her year of office, the Chair, after consultation with the Council, shall appoint a Nominating Committee of the Section who are not candidates for office. The chair of the Nominating
Committee shall announce the Committee's nominees no later than the first meeting of the Section held concurrently with the Annual Meeting of the Association. The Chair of the Section shall then permit nominations from the floor and shall then announce the time and place when the election shall be held which shall be as stated in the official program of the Annual Meeting of the Association. Such election shall be held at the Business Meeting of the Section during the Association's Annual Meeting.

If there is more than one nomination for the same office, election shall be by written ballot pursuant to the following procedure:

(a) Official ballots in blank, but properly identifiable as such, shall be issued by the Secretary to each member of the Section present at the meeting and eligible to vote who requests the same.

(b) There shall be no voting by proxy.

(c) All election contests shall be voted upon in the same written ballot in order to avoid more than one ballot. Thus, when there is a contest for an elective office requiring a written ballot, the Chair or other presiding officer at the meeting shall make note of all proper nominations for office. Thereafter the contested nominations for each of the other offices shall be read off by the presiding officer and the members entitled to vote will be asked to record their choice or choices for each contested office on the same written ballot.

(d) The completed ballots shall be folded and filed with the Secretary and tallied by him or her for each contested office under the supervision of an election committee of three Section members thereupon appointed by the Chair of the meeting.

(e) The results, as tabulated and verified by the election committee, shall be communicated to the Chair of the meeting and immediately announced by him or her to the Section. The ballots shall be kept intact by the Secretary for further inspection and subject to further action of the Section at the election meeting, and thereafter destroyed after a record has been made of the election proceedings for the official minutes of the meeting.

8.6 TERM OF OFFICE. The term of office shall begin with the adjournment of the Business Meeting following the election and shall end following the Business Meeting at which a successor has been duly elected. If at the close of any term of office a successor has not been elected, then the term shall be extended until a successor shall have been elected.

ARTICLE IX: SUCCESSION OF OFFICERS AND VACANCIES

9.1 CHAIR-ELECT. The Chair-Elect shall automatically assume the Office of the Chair for a term of one year at the end of the Business Meeting concluding his or her term as Chair-Elect.
9.2 VICE-CHAIR. Beginning in 1998, the Vice-Chair shall automatically assume the Office of the Chair-Elect for a term of one year at the end of the Business Meeting concluding his or her term as Vice-Chair.

9.3 OFFICERS AND COUNCIL. Between annual Business Meetings of the Section, the Council may fill vacancies in its own membership, or in the offices of Secretary, Budget Officer, or Section Delegate. Members of the Council and officers so elected shall serve until the next annual Business Meeting of the Section, at which time the membership of the Section shall elect officers or council members to fill any unexpired terms existing at the time.

9.4 SUCCESSION. No Council member-at-large may serve successively more than one full term and any partial term to which he or she may have been appointed by the Council; however, he or she may serve additional terms on the Council as an ex-officio member.

ARTICLE X: REPRESENTATION OF ASSOCIATION POSITION

Except as otherwise provided in the By-Laws of the Association, any action by this Section must be approved by the House of Delegates or by the Board of Governors of the American Bar Association before such action can be effective as the action of the American Bar Association. Any resolution adopted or action taken by the Section shall, on request of the Council or the Section, be reported by the Chair or Section Delegates to the House of Delegates or the Board of Governors for action by the Association.

ARTICLE XI: AMENDMENTS

These By-Laws may be amended at any meeting of the Section by a majority vote of the members of the Section present and voting, providing such proposed amendment shall first have been approved by a majority of the Council. They shall become effective upon approval by the Board of Governors.

Approved by Section Council May 2016
Adopted by Section Members August 2016