

## Appendix A

# AMERICAN BAR ASSOCIATION LAW PRACTICE DIVISION BYLAWS

(As amended August 3, 2012)

### ARTICLE 1. NAME AND MISSION

**SECTION 1.01. NAME.** The name of the Division shall be the American Bar Association Law Practice Division (the "Division"). (Amended 8/6/88 and 8/3/12).

**SECTION 1.02. MISSION.** Helping lawyers practice law effectively and successfully while maintaining the highest standards of the profession. (Amended 8/3/12)

### ARTICLE 2. MEMBERSHIP

**SECTION 2.01. ENROLLMENT.** Any member in good standing of the American Bar Association (the "Association") may be enrolled as a member of the Division on payment of Division dues for the current fiscal year. Any member of the Law Student Division of the Association may become a law student member of the Division on written application and payment of annual dues, if any such dues shall be established by the Division. Any associate of the Association may become an associate of the Division on written application and payment of annual dues. As used in these Bylaws, "member" includes all types of membership with rights and privileges as provided in the Constitution and Bylaws of the Association. (Amended 8/7/93, 8/6/94, 8/6/06 and 8/3/12)

**SECTION 2.02. DUES.** Each member and associate of the Division shall at the time of enrollment pay the annual dues for the fiscal year during which enrollment is made. Thereafter annual dues shall be paid in advance each year beginning on the September first next succeeding enrollment. The annual dues shall be in an amount set by the Council, but not to exceed \$75. (Amended 8/8/87, 8/6/06 and 8/3/12)

Former law student members of the Division will receive one (1) year free membership in the Division upon their being admitted to the Bar if their application for membership is received within twelve (12) months of the time of their graduation from law school (Amended 8/3/12)

**SECTION 2.03. MEMBERSHIP.** Members of this Association in good standing who are enrolled in the Division and whose Division dues are not more than six (6) months past due shall constitute the membership of the Division. Membership in the Division shall automatically terminate if a member's dues remain unpaid for six (6) months. By action of the Council, the right of a member to receive Division benefits may be terminated if that member's Division dues are not currently paid in full. (Amended 8/7/93 and 8/3/12)

### ARTICLE 3. MEETINGS OF THE DIVISION

**SECTION 3.01. ANNUAL MEETING.** The Annual Meeting of the Division shall be held in conjunction with the Annual Meeting of the Association. (Amended 8/3/12)

**SECTION 3.02. QUORUM.** After at least fifteen (15) days written notice of any meeting of the members of the Division, the members of the Division present at the meeting shall constitute a quorum for the transaction of business, provided that at least a majority of the members of the Council must be present to constitute a quorum at any special meeting of members. (Amended 8/8/87, 8/7/93, 8/6/94 and 8/3/12)

**SECTION 3.03. CONTROLLING VOTE.** Action of the Division shall be taken by majority vote of the members present at a meeting of the Division, provided a quorum is present at the time of the vote. (Amended 8/7/93 and 8/3/12)

**SECTION 3.04. ELIGIBILITY TO VOTE.** Any member of the Association and the Division (except a law student member) whose good standing can be certified by official Association records for thirty (30) days prior to the time of voting shall be eligible to vote at meetings of the Division. (Amended 8/7/93 and 8/3/12)

**SECTION 3.05. SPECIAL MEETINGS.** Special meetings of the Division may be called by the Chair with the prior approval of a majority of the Council. (Amended 8/3/12)

#### **ARTICLE 4. COUNCIL; EXECUTIVE COMMITTEE**

**SECTION 4.01. POWERS.** The Council shall be vested with the powers and duties necessary for the administration of the affairs of the Division between meetings of the Division, provided the Council shall not rescind any action taken at a meeting of the Division. (Amended 8/3/12)

Without limitation, the Council:

(a) Shall adopt a budget annually. Subject to the provisions of the Division's Financial Policy, expenditure of any funds not authorized in such budget shall require express Council approval. The Council shall not authorize commitments, contracts, or expenditures which exceed the funds available from the Division's revenue projected for such fiscal year, except that it may authorize expenditure of any accumulated reserve funds as it deems advisable. (Amended 8/3/12)

(b) Is authorized to establish and organize into appropriate organizational structures such functional groups as it deems necessary to carry out the Division's Mission. The Council shall establish an appropriate chain of responsibility for any organizational structures and functional groups it creates. Any proposed revisions, sun-setting, restructuring or replacement of Division functional groups, entities and organizational structures must be approved by Council prior to implementation. (Amended 8/3/12)

(c) Has authority, between meetings of the membership, to perform any functions that the membership of the Division might perform. (Amended 8/7/93 and 8/3/12)

**SECTION 4.02. COMPOSITION.** The Council shall be composed of the following persons:

(a) the officers;

(b) the last retiring Chair;

(c) the Division Delegates to the House of Delegates; and

(d) Eighteen (18) Council members. To assure that the Council represents a broad spectrum of the legal profession, the Division in its process of nomination and election should strive to include among these members: (1) solo practitioners, members from small legal organizations, members from medium-size legal organizations, and members from large legal organizations; and (2) members from small communities, medium-size communities, and large communities. (Amended 8/8/87, 8/7/93, 8/6/06 and 8/3/12)

(e) Non-U.S. Lawyer Representative. One (1) additional voting member of the Council, who shall be elected in the same manner and for the same term as the eighteen (18) regular members of Council (but shall not be eligible for elections for more than one (1) successive two (2) year term, and no more than a total of three (3) two (2) year terms), shall be an associate of the Association and the Division, but who is also an attorney who is not licensed to practice law in the United States, but is licensed, and in good standing, to practice law in a nation or country other than the United States (the "non-U.S. Lawyer Representative"). (Adopted 8/6/2006; amended 8/11/2007 and 8/3/12)

(f) The following shall serve as ex-officio members of the Council and shall not be entitled to vote:

(1) A representative selected by the Law Student Division of the Association to serve a one (1) year term;

(2) A representative selected by the Young Lawyers Division of the Association to serve a two (2) year term, provided that the representative will continue to be eligible for membership in the Young Lawyers Division for the entire term;

(3) The editor of the Division's periodical publication;

(4) A representative selected by the Canadian Bar Association from among the past chairs of the Law Office Economics and Management Section of the Canadian Bar Association;

(5) The Director of Finance (Adopted 8/5/89);

(6) The Governance Liaison (Adopted 8/5/89); and

(7) Two additional non-voting, honorary ex-officio members of the Council who are appointed by the Chair-Elect to serve during his/her Association year as Chair, each of which shall be an associate of the Division.(Adopted 8/6/06; Amended 8/3/12)

**SECTION 4.03. TERM OF COUNCIL MEMBERS.** Each of the eighteen (18) Council members shall serve for a term beginning with the adjournment of the Annual Meeting of the Division at which elected and ending with the adjournment of the Annual Meeting two (2) years thereafter. The eighteen (18) Council positions shall be numbered one (1) through eighteen (18). In each odd-numbered year, a Council member shall be elected for each of the odd-numbered Council positions;

and in each even-numbered year, a Council member shall be elected for each of the even-numbered Council positions. The eligibility of a Council member to continue to hold a Council position shall not be affected by a change in the member's legal organization or community during the term of office. No Member may serve more than three (3) consecutive full terms as a Council member, excluding ex-officio service. (Amended 8/8/87, 8/7/93, 8/5/01 and 8/3/12)

**SECTION 4.04. CONTROLLING VOTE.** Action of the Council shall be by majority vote of the entire Council.

**SECTION 4.05. MEETINGS.** The Council shall hold four (4) regular meetings each year, the first (the Fall Council Meeting) to be held in September, October or November; the second (the Midyear Council Meeting) to be held near the time or in connection with the Midyear Meeting of the Association; the third (the Spring Council Meeting) to be held in March, April or May; and the fourth (the Annual Council Meeting) to be held in connection with the Annual Meeting of the Association. Special meetings of the Council may be called upon reasonable notice by the Chair and shall be called upon written request by a majority of the Council. (Amended 8/8/87)

**SECTION 4.06. EXECUTIVE COMMITTEE.** An Executive Committee, which shall consist of the officers, the immediate past Chair, the Governance Liaison, the Division Delegates, the Division Board of Governors Representative (if any) and the Director of Finance, shall have full authority to act for the Division at all times between meetings of the Council. (Amended 8/5/89, 8/6/06 and 8/3/12)

**SECTION 4.07. HONORARY MEMBERS OF COUNCIL.** All former chairs of the Division and all former chairs of the Association's Special and Standing Committees on Economics of Law Practice shall be honorary members of the Council. No honorary member serving solely in such capacity shall be entitled to vote at meetings of the Council. (Amended 8/3/12)

**SECTION 4.08. BOARD OF GOVERNORS AND NOMINATING COMMITTEE REPRESENTATIVES.** At appropriate times, as determined by the Conference of Section Chairs and the Association's nominating procedures, the Council is authorized to submit a nomination for a Section Member-at-Large of the Board of Governors and the Association Nominating Committee. The selection of the nominee shall be made by the Council with due regard for the eligibility requirements for election to the Board of Governors and at a time which conforms to the time schedules of the Section Officers Conference and the Association Nominating Committee. (Amended 8/3/12)

(a) The Division's Nominating Committee, as constituted under Subsection 7.02.01 of these Bylaws, shall nominate one (1) or more candidates to serve on the Board of Governors or the Association Nominating Committee. Notice of the nomination or nominations shall be given to Council members at least sixty (60) days prior to the Council meeting at which the selection is to be made.

(b) Additional nominations may be made by petition signed by at least five (5) Council members and delivered to the Chair of the Division and to a senior staff person of the Division not later than thirty (30) days prior to the Council meeting at which the selection is to be made. The nominations shall be closed twenty nine (29) days prior to the Council meeting at which the selection is to be made, and no further nominations shall be made. If any nomination by petition is timely made, notice of it shall be given to all Council members no later than ten (10) days prior to the Council meeting at which the selection is to be made. (Amended 8/7/93 and 8/3/12)

**SECTION 4.09. OTHER POSITIONS.**

(a) The Director of Finance shall be appointed by the Chair.

(b) The Governance Liaison shall be appointed by the Chair, with the concurrence of the Executive Committee. The Governance Liaison shall be a person knowledgeable of the organization and operations of the American Bar Association and shall assist the officers, Council, and Division members in their relationships with the governance of the American Bar Association. (Adopted 8/5/89; Amended 8/3/12)

**SECTION 4.10. ATTENDANCE REQUIREMENT.** If a Council member fails to attend two (2) successive meetings of the Council, the member shall be deemed to have resigned from the position at the adjournment of the second meeting unless the Council finds that good cause existed for one or both absences. Notwithstanding the above, if in the opinion of the Chair of the Division the personal circumstances of any Council member are such that attendance would create an undue hardship on such Council member, the Chair may excuse physical presence by such Council member at the meeting and allow attendance telephonically, and in such event the Council member attending telephonically shall be deemed to have attended such Council meeting. (Adopted 8/7/93; Amended 8/6/06 and 8/3/12)

**SECTION 4.11. CONDUCT OF BUSINESS WITHOUT A MEETING.** The Chair may, and shall, at the request of five (5) members of the Council, submit in writing to each member of the Council any proposition on which the Council may be authorized to act. The motion to be voted on shall be distributed to all Council members by means of regular mail, facsimile or electronic mail by the Division Director, who shall also post the motion on the Division website. The motion shall contain, at a minimum, the name of the parties proposing and seconding the motion. Deliberations and voting on the motion may be by one (1) or more of videoconference, teleconference or electronic mail. (Amended 8/3/12)

(a) Approval of a motion through videoconference, teleconference or electronic mail requires the same minimum ratio of yes to no votes as at physical meeting of the Council. When the deliberations and voting are completed, the final tally of votes shall be recorded and announced by the Division Director. Results of all such business conducted between physical meetings shall be recorded in the meeting minutes for the next meeting. (Amended 8/3/12)

(b) Special Rules for Electronic Mail Voting. When a motion has been proposed and seconded and is to be considered by electronic mail, starting and ending dates for deliberations and voting shall be provided in the original communications to Council members and active members of the Division. The starting date shall be the date that the vote is called for by the Director and the ending date shall be no less than seven (7) calendar days after the starting date.

If a Council member does not have capacity to receive or send electronic mail, that Council member shall be required to give notice to the Division Director and Secretary of such incapacity immediately upon being made aware of such incapacity. In the event that the Division Director and Secretary shall have been given such notice by a Council member, the Division Director shall send written notice of any proposition to such Council member by means of regular mail or by telephone facsimile. In the notice of the proposition initially sent by the Division Director on a proposition, comment from all Council members and active members shall be encouraged.

Electronic mail deliberations and voting properly called under this Section 4.11 shall be administered by the Division Director. Multiple electronic votes may be active concurrently, but an electronic vote may not be active during a physical meeting of the Division Council.

Council members shall submit votes to the Division Director and Division Secretary via electronic mail. An eligible voter may submit a vote to the current Secretary and Division Director by telephone, telephone facsimile or by regular mail if unable to vote via electronic mail. Both the Secretary and the Chair must verify such a vote in order for it to be counted. (Adopted 8/7/93; Amended 8/6/06 and 8/3/12)

## **ARTICLE 5. OFFICERS**

**SECTION 5.01. OFFICERS.** The officers of the Division shall be a Chair, a Chair-Elect, a Vice Chair and a Secretary.

**SECTION 5.02. CHAIR.** The Chair shall be responsible for carrying out the purposes of the Division.

The Chair shall:

- (a) Preside at all meetings of the Council and of the Division. (Amended 8/3/12);
- (b) Perform other duties usually pertaining to this office;
- (c) Except as otherwise set forth in these Bylaws, appoint the chairs of all committees or other entities of the Division who are to act during the Chair's term; provided that certain positions may, by Council action, be designated to have a term longer than one (1) year, but not to exceed three (3) years in order to provide continuity in those positions, in which case the Chair's appointment shall be for the term designated for that position. (Amended 8/7/93, 8/6/06 and 8/3/12);
- (d) Perform such duties assigned by the membership of the Division or by the Council. (Amended 8/3/12);
- (e) Prepare a report of the activities of the Division for the period of the Chair's term of office for submission to the Board of Governors and the House of Delegates of the Association and to the Annual Meeting of the Division. (Amended 8/3/12); and
- (f) Ensure that each of the Division's entities, as approved by Council annually in the event of any revisions, sun-setting, restructuring or replacement, are properly filled by Division members in sufficient numbers to properly perform its functions. (Adopted 8/3/12)

**SECTION 5.03. CHAIR-ELECT.** The Chair-Elect shall perform such duties as may be assigned by the Chair, the membership or the Council. During any period in which the Chair is unable or refuses to act, the Chair-Elect shall perform the duties of Chair. Notwithstanding the authority of appointment of the Chair as set forth in Section 5.02 herein, the Chair-Elect shall appoint a new chair of the ABA TECHSHOW Board immediately subsequent to the TECHSHOW event being held during the term of the Chair-Elect. (Amended 8/6/06)

**SECTION 5.04. VICE CHAIR.** The Vice Chair shall assist the Chair and the Chair-Elect and shall perform such duties as may be assigned by the Chair, the membership or the Council.

**SECTION 5.05. SECRETARY.** The Secretary shall issue notices of all meetings of the Division and of the Council, keep a record of the proceedings thereof, and perform such duties and have such powers as usually pertain to the office of Secretary or as may be prescribed by the Council or the Chair. (Amended 8/7/93 and 8/3/12)

**SECTION 5.06. TERM; SUCCESSION OF CHAIR-ELECT TO CHAIR.** The Chair-Elect, the Vice Chair, and the Secretary shall serve for a term of one (1) year beginning with the adjournment of the Annual Meeting of the Division at which they are elected and ending with the adjournment of the next Annual Meeting of the Division and thereafter until their successors shall have been duly elected and qualified. The member of the Division elected Chair-Elect at an Annual Meeting of the Division shall, upon the expiration of the term as Chair-Elect, succeed to the office of Chair for a term of one (1) year beginning with the adjournment of the Annual Meeting of the Division at which the office of Chair is assumed and ending with the adjournment of the next Annual Meeting of the Division and thereafter until a successor has assumed office. (Amended 8/3/12)

**SECTION 5.07. ATTENDANCE REQUIREMENT.** If an officer fails to attend two (2) consecutive meetings of the Council, the officer shall be deemed to have resigned from the office at the adjournment of the second meeting unless the Council finds that good cause existed for one (1) or both absences. (Adopted 8/7/93)

## **ARTICLE 6. SECTION DELEGATES**

**SECTION 6.01. POSITION; DUTIES.** The Division is entitled to two (2) delegates to the House of Delegates of the Association (the "Division Delegates") as authorized by the Constitution of the Association. At appropriate times, as determined by the Section Officers Conference, the Council shall designate which Delegate shall serve on the Nominating Committee of the House of Delegates. The Division Delegates shall perform such duties as are prescribed by the Association and, in addition, shall make such reports to the Executive Committee, Council and the membership as from time to time are requested by the Chair. The Council shall have the right to determine the position of the Division on matters coming before the House of Delegates and to instruct the Division Delegates to vote in a manner consistent with that position. The Council shall have the right to designate one (1) or more alternate Division delegates from time to time. (Amended 8/7/93, 8/6/06 and 8/3/12)

**SECTION 6.02. TERM.** In 1985 and each succeeding third year and in 1987 and each succeeding third year, a Division Delegate shall be elected to serve for a term of three (3) years. A Division Delegate may serve for more than one (1) three (3) year term. (Amended 8/7/93 and 8/3/12)

## **ARTICLE 7. ELECTIONS**

**SECTION 7.01. ELECTION.** The Council Members, the Division Delegates, and all officers, except the Chair, shall be elected at the Annual Meeting of the Division. (Amended 8/3/12)

**SECTION 7.02. NOMINATIONS.**

**SUBSECTION 7.02.01. NOMINATING COMMITTEE.** The Nominating Committee shall consist of six (6) members and the Chair-Elect, who shall be chair of the Nominating Committee. Members of the Nominating Committee shall serve a single two (2) year term, and the terms shall be staggered such that three (3) of the six (6) members are appointed in each odd numbered year and three (3) of the six (6) members are appointed in each even numbered year. The Chair-Elect shall suggest five (5) Division members or associates to serve with the Chair-Elect on the Nominating Committee. At any time prior to the Fall Meeting, the Chair shall appoint three (3) of the five (5) Division members or associates suggested by the Chair-Elect to the Nominating Committee. The names of the members of the Nominating Committee shall be announced at the Fall Council Meeting. If a member of the Nominating Committee resigns, the Division Chair shall promptly appoint a replacement. Except for executive sessions, the Division Director shall also participate on the Nominating Committee, without a vote. At the discretion of the chair of the Nominating Committee, the Division Vice Chair and Secretary may also participate, without a vote. (Amended 8/7/93, 8/5/01, 8/6/06 and 8/3/12)

**SUBSECTION 7.02.02. PROCEDURES.** The Nominating Committee shall exert a diligent effort to obtain suggestions for nominations from officers of the Division, members of the Council, Division entity chairs and vice chairs, and other members of the Divisions. All meetings will be closed meetings, and all members of the Nominating Committee shall protect and preserve the confidentiality of all discussions and decisions of the Nominating Committee until after the chair of the Nominating Committee gives the report of the Nominating Committee to the Council at the Spring Council Meeting. (Amended 8/6/06 and 8/3/12)

**SUBSECTION 7.02.03. NOMINEES.** The Nominating Committee shall select one (1) or more nominees for each officer, Council member, and Division Delegate to be elected at the Annual Meeting. Members of the Nominating Committee shall not be eligible for nomination; provided, however, that a member of the Nominating Committee who resigns from the Committee shall be eligible for nomination. (Amended 8/3/12)

(a) When the Division is entitled to nominate a Section Member-at-Large of the Board of Governors or to the Association Nominating Committee, the Nominating Committee shall select one (1) or more qualified nominees to be elected by the Council in accordance with Section 4.08.

(b) In making nominations, the Nominating Committee shall consider persons who have been members of the Association and the Division in good standing for at least three (3) years, have attended Council meetings, have been active in and contributed to the work of the Division, and have demonstrated leadership skills that will advance the best interests of the Division consistent with the Mission Statement and Goals of the Division. (Amended 8/7/93 and 8/3/12)

**SUBSECTION 7.02.04. ACTIONS OF COUNCIL.** At the Spring Council Meeting, the Council shall openly discuss the report of the Nominating Committee. Based upon such discussion, the Nominating Committee shall have the right, but not the obligation, to reconvene and revise its slate of nominees. In the event of any such revision, the officers and the Council shall promptly be advised of such revised slate of nominees. (Amended 8/6/06)

**SUBSECTION 7.02.05. PUBLICATION OF REPORT.** The Chair of the Division shall cause such report to be published in the Division journal or otherwise published to Division members not later than forty five (45) days prior to the general membership meeting of the Division. (Amended 8/7/93 and 8/3/12)



**SUBSECTION 7.02.06. NOMINEES BY PETITION.** Within thirty (30) days after the publication to Division members of the report of the Nominating Committee, additional nominations may be made by petition signed by at least twenty five (25) members of the Division and delivered to the Chair of the Division and to a senior staff person of the Division. After such thirty (30) day period, the nominations shall be closed, and no nominations shall be made from the floor at the Annual Meeting of the Division. In the event any such additional nominees are selected by petition, notice thereof shall be given to all members of the Division not later than ten (10) days prior to the Annual Meeting of the Division. (Amended 8/8/87, 8/7/93 and 8/3/12)

**SECTION 7.03. ELIGIBILITY.** Only members of the Division may be nominated or hold office. No member may be elected to more than one (1) full term for the same office, except as otherwise specifically provided in these Bylaws. (Amended 8/7/93 and 8/3/12)

**SECTION 7.04. CAMPAIGNING.** In the event of a contested election:

- (a) No candidates shall be endorsed by officers of the Division or members of the Nominating Committee;
- (b) Division or Division entity publications may be used for informational purposes, but shall not be used for campaigning;
- (c) No receptions or social events shall be held on behalf of a candidate;
- (d) No gifts, favors, or paraphernalia shall be distributed on behalf of a candidate;
- (e) The Division will provide each candidate, on request, with a set of mailing labels for Annual Meeting registrants;
- (f) No campaign materials shall be distributed at the Annual Meeting; and
- (g) Each candidate will be provided an opportunity to speak for five (5) minutes at the Council meeting immediately preceding the election. (Adopted 8/7/93; Amended 8/6/06 and 8/3/12)

**SECTION 7.05. VOTING.** All voting for contested elective positions shall be by written ballot, unless otherwise ordered by resolution adopted by two-thirds of the Division members at the Annual Meeting at which the election is held. A nominee for any position must receive a majority of the votes cast to be elected. There shall be no voting by proxy. The voting place shall remain open for at least thirty (30) minutes, and the times shall be included in notices of the election prior to the Annual Meeting. A Division member must present his or her meeting registration badge to receive a ballot. The Chair shall appoint tellers for the election, including one (1) representative of each contested candidate. If three (3) or more candidates are nominated for the same position and none of the candidates receives a majority of the votes cast, a second vote shall be taken between the two (2) candidates receiving the greater number of votes. The Chair shall not vote in any election, except in the event of a tie vote. (Amended 8/7/93 and 8/3/12)

**SECTION 7.06. VACANCIES.** If any office or position other than that of Chair shall become vacant during the period between meetings of the Division, the office or position shall be filled by the Council, with the advice of the Nominating Committee, for the portion of the term remaining until the next meeting of the Division. If the office of Chair shall become vacant, the Chair-Elect shall thereupon become Chair and shall continue to hold the office of Chair for a term ending at the same time the term as Chair would have ended had the Chair-Elect succeeded automatically upon the normal expiration of the preceding Chair's term. (Amended 8/3/12)

## **ARTICLE 8. FUNCTIONAL GROUPS**

**SECTION 8.01. FUNCTIONAL GROUPS.** With the approval of the Council, the Chair shall designate the functional groups necessary to conduct the work of the Division. The groups may be designated committees, task forces, interest groups, divisions or such other titles as the Chair and Council deem appropriate. Except as otherwise provided in these Bylaws, the Chair or the Chair's designee shall determine the duties and size of such groups and shall appoint the leaders and members of such groups for terms coincident with that of the Chair or such longer term as the Council may have approved. The Council may designate additional groups for specific functions. (Amended 8/4/90, 8/7/93 and 8/3/12)

**SUBSECTION 8.01.01. ENTITY PLAN AND PERIODIC REPORTING REQUIREMENTS.** Each functional group, including the Strategy and Planning Committee, shall submit an entity business plan to the Division Chair-Elect each spring, with recommendations for revenue and expense funding of the group's work and specific uses of such funding. Each functional group shall report periodically to the Division Council. (Adopted 8/11/07; Amended 8/3/12)

**SUBSECTION 8.01.02. EXECUTIVE COMMITTEE OVERSIGHT.** The Division Executive Committee shall conduct meetings twice each year at which approximately one-half of all Division functional groups shall report to the Executive Committee. The Division Chair shall set the date of these meetings and shall designate which groups are to report at each of the two (2) meetings. (Adopted 8/11/07; Amended 8/3/12)

### **Section 8.02. Strategy and Planning.**

**SUBSECTION 8.02.01. STRATEGY AND PLANNING COMMITTEE.** The Strategy and Planning Committee shall consist of six (6) members and the Committee Chair. Members of the Strategy and Planning Committee shall serve a single two (2) year term, beginning at the conclusion of the Division's Midyear Meeting, and the terms shall be staggered such that three (3) of the six (6) members are appointed in each odd-numbered year and three (3) of the six (6) members are appointed in each even-numbered year. The Division Secretary shall serve as Committee Chair for a one-year term, during the last half of his/her term as Division Secretary and the first half of his/her term as Division Vice Chair. The Chair, with advice from the Division Secretary, shall each year appoint three (3) new members of the Committee to serve terms beginning at the conclusion of the Division Midyear Meeting. The names of the members of the Strategy and Planning Committee shall be announced at the Midyear Meeting of Council. If a member of the Committee resigns, the Division Chair shall promptly appoint a replacement to serve the remainder of the unexpired term of that member. At all times, at least three (3) of the six (6) appointed members of the Committee shall be either voting or ex-officio members of the Division Council. Except for executive sessions, the Division Director shall also participate on the Strategy and Planning Committee, without a vote. The Division Chair-Elect and the Division Vice Chair (after the expiration of his/her term as Committee Chair) shall also participate as ex-officio members of the Committee. (Amended 8/3/12)

**SUBSECTION 8.02.02. COMMITTEE GOALS AND PURPOSE.** The Strategy and Planning Committee shall devote its efforts to both Division strategy and planning, and shall review the Division's Vision Statement and present an updated Strategic Plan. The Strategy and Planning Committee, as a committee of volunteers, should be the driving force behind Division strategy,

planning, and the periodic follow up, surveys and planning required thereby, and will employ Division staff for day to day operations, or outside support as needed. (Amended 8/3/12)

**SUBSECTION 8.02.03. ENTITY PLAN AND PUBLICATION OF ANNUAL COMMITTEE REPORT.** The Strategy and Planning Committee shall submit a regular entity business plan to the Chair-Elect of the in the spring of each year with recommendations for budgeted funding of the Committee's work and specific uses of such funding, and shall report periodically to the Council in the same manner required of all functional groups of the Division. The Strategy and Planning Committee shall also publish a report to the Division Council not later than forty five (45) days prior to the Division Midyear Meeting, which shall specifically make recommendations for updating the Division Vision Statement or Strategic Plan, as well as any other action recommended to further the Committee's purpose. At the Midyear Meeting, the Council shall openly discuss the report of the Strategy and Planning Committee, and take any action it deems appropriate in furtherance thereof. (Amended 8/3/12)

## **ARTICLE 9. MISCELLANEOUS PROVISIONS**

**SECTION 9.01. FINANCIAL.** The fiscal year of the Division shall be the same as that of the Association. All bills incurred by the Division, including reimbursement of members, before being forwarded to the Treasurer of the Association for payment, shall be approved in accordance with the Division Financial Policy adopted by the Council. The Division staff shall maintain the books and records of the Association under the direction of the Director of Finance and in accordance with the Division's Financial Policy. All books and records of the Division are open for inspection by a member of the Division during normal working hours at the Division office at Association Headquarters in Chicago. (Amended 8/7/93 and 8/3/12)

**SECTION 9.02. NO COMPENSATION.** No salary or compensation shall be paid by the Division or the Association to the officers of the Division, Council members, or members of a committee except royalties under a Royalty Policy established by the Council with respect to publications. (Amended 8/7/93 and 8/3/12)

**SECTION 9.03. REPRESENTATION OF ASSOCIATION POSITION.** Any action of the Division shall be approved by the Association before the same becomes effective as the action of the Association. Any resolutions adopted or action taken by the Division or the Council may, on request of the Division or the Council, be reported by the Chair or Division-Delegates (or in the event that the Division has a Representative on the Association Board of Governors, to the extent her or she is allowed under the rules of the Association, by the Division Representative to the Board of Governors) to the Board of Governors or the House of Delegates for action thereon according to the Constitution and Bylaws of the Association. (Amended 8/7/93, 8/6/06 and 8/3/12)

**SECTION 9.04. PARLIAMENTARY AUTHORITY.** The Council may adopt rules and regulations for the conduct of Division and Council meetings. Except as otherwise provided by Association rules, these Bylaws, or such rules and regulations, meetings of the Division and the Council shall be conducted in accordance with *Robert's Rules of Order, Newly Revised* (as further revised from time to time). (Adopted 8/7/93 and 8/3/12)

## **ARTICLE 10. AMENDMENTS**

**SECTION 10.01. 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 the substance of such proposed amendment shall first have been approved by a majority of the Council. Written notice of an intention to amend these Bylaws must be given to the members at least sixty (60) days prior to the Annual Meeting of the Division. No amendment adopted by the Division shall become effective until approved by the Board of Governors of the Association. (Amended 8/7/93 and 8/3/12)