BYLAWS OF THE
FORUM ON CONSTRUCTION LAW

ARTICLE 1: NAME AND PURPOSE

Section 1.1 NAME. This Forum committee shall be known as the Forum on Construction Law, and shall be referred to in these Bylaws as the Forum (“Forum”).

Section 1.2 PURPOSE.

(a) The purposes of the Forum shall be the purposes of the American Bar Association (“Association”), as stated in its Constitution, as they relate to the field of construction law. The primary purposes of the Forum shall be to provide a national venue for (i) attorneys serving the construction industry to meet other attorneys and participants in the construction field, (ii) educational programs and publications focused on the construction industry, and (iii) the exchange of views and general interaction with others having an interest in the construction industry. The Forum also may study and evaluate proposed reforms, innovations and ethical issues within the construction industry and seek ways to improve the mutual understanding and respect between the legal and construction industries.

(b) The Forum shall coordinate its activities with those of the sections, divisions, and other Association entities with an interest in the same or related fields of law.

ARTICLE 2: MEMBERSHIP

Section 2.1 MEMBERS AND ASSOCIATES.

(a) Any Member of the Association (as defined in Section 3.1 of the Association’s Bylaws) and any Non-US Lawyer Associate of the Association (as defined in Section 21.12(b) of the Association’s Bylaws) who has applied for membership in the Forum, who is also a member of one or more of the sections or divisions of the Association and whose dues have been paid, as provided in Section 2.2 of this Article 2 shall be eligible for membership in the Forum (“Forum Member”). The membership of the Forum shall consist of the Forum Members.

(b) Any Law Student Member of the Association (as defined in Section 21.7 of the Association’s bylaws), who has applied for Forum membership, is also a member of at least one section or division of the Association and has paid the applicable dues provided for in Section 2.2 below, shall be eligible for membership in the Forum (“Forum Law Student Member”).

(c) Any General Associate and Student Associate of the Association (as defined in Sections 21.12(a) and (c) of the Association’s bylaws) shall be eligible to be an associate of the Forum (“Forum Associate”). An eligible person shall be a Forum Associate upon payment of the applicable dues, as provided in this Article 2. The privileges of Forum Associates shall be as prescribed, from time to time, by the Association’s Bylaws and Board of Governors.
Section 2.2 DUES. Forum Members, Forum Law Student Members and Forum Associates shall pay annual dues in such amounts, and under such terms and conditions, as may be determined by the Governing Committee from time to time, subject to the approval of the Association’s Board of Governors.

Section 2.3 TERMINATION OF MEMBERSHIP. Forum Members, Law Student Members and Forum Associates shall cease to be members and associates of the Forum upon their (i) failure to pay annual dues when owed, (ii) resignation from the Forum, (iii) ceasing to be a member or associate of the Association, or (iv) ceasing to be a member or associate of at least one section or division of the Association.

ARTICLE 3: FORUM MEETINGS

Section 3.1 ANNUAL MEETING.

(a) Forum Members, Forum Law Student Members, and Forum Associates shall be invited to attend an annual meeting of the Forum during each Forum Year (as that term is defined in Section 4.3(a) below). Not less than thirty (30) days prior to the annual meeting, the Chair shall provide notice of the date, time and place of such meeting; the date, time and place of any election to be held at the meeting; and notice of any proposed amendments to these bylaws. Notice may be given by publication in the Forum newsletter or in some other written or electronic medium reasonably calculated to reach the Forum Members, Forum Law Student Members and Forum Associates.

(b) The Forum Members present at the annual meeting shall constitute a quorum for the transaction of business at the annual meeting. Binding action shall be by a majority vote of those Forum Members present and voting at the annual meeting.

Section 3.2 SPECIAL MEETINGS. Forum Members, Forum Law Student Members and Forum Associates may meet at other times during the year. The Chair shall give at least thirty (30) days prior notice of the date, time, place and agenda of such meeting. Notice may be given by publication in the Forum newsletter or in some other written or electronic medium reasonably calculated to reach the Forum Members, Forum Law Student Members, and Forum Associates.

Section 3.3 EDUCATIONAL MEETINGS. During each Forum Year, the Forum shall hold one or more educational meetings, open to Forum Members, Law Student Members, Forum Associates, and non-members, upon their payment of the enrollment or registration fee prescribed by the Governing Committee.
ARTICLE 4: GOVERNING COMMITTEE

Section 4.1 COMPOSITION. The Governing Committee of the Forum (“Governing Committee”) shall be composed of the Officers of the Forum (“Officers”) and twelve (12) individuals who are Forum Members (“GC Members”).

Section 4.2 POWERS AND FUNCTIONS.

(a) The Governing Committee shall be vested with the powers and duties necessary for the administration of the Forum’s activities.

(b) The Governing Committee shall adopt an annual budget. The expenditure of any money not authorized in such budget shall require express Governing Committee approval. The Governing Committee shall not authorize commitments, contracts or expenditures which entail the payment during a fiscal year of more money than the reasonably projected revenues and available investment accounts for such fiscal year, unless the Governing Committee has made an advance provision to cover such excess.

(c) The Governing Committee shall establish such Divisions and Standing Committees within the Forum as the Governing Committee may deem appropriate, from time to time, to carry out the business and activities of the Forum. For each Forum Year, the Governing Committee shall select the chairs and members of the steering committees for each Division of the Forum. The Chair shall appoint a subcommittee, consisting of Governing Committee members selected by the Chair, to nominate Forum Members for such Division positions. Removal of any Division steering committee chair or member during their term shall be by at least a two-thirds majority vote of the Governing Committee present and voting on such removal. The Governing Committee may appoint any Forum Member to fill any Division steering committee vacancy for the individual’s unexpired term that is occasioned by that individual’s death, resignation, removal, disability or inability to serve.

Section 4.3 TERMS.

(a) The term of each GC Member shall be for three (3) Forum Years, each “Forum Year” being the period of time that commences on September 1st of the then current calendar year and continues through August 31st of the following calendar year.

(b) The terms of the GC Members shall be staggered so that, as nearly as possible, the terms of one-third of the GC Members shall expire each Forum Year.

(c) No person may be elected to more than one full term as a GC Member. No person may be elected or continue to serve as a GC Member who is not a Forum Member.
Section 4.4 MEETINGS.

(a) The Governing Committee shall meet one or more times each Forum Year. All such meetings shall be deemed open to the extent required by and in accordance with the Association’s “open meeting” policy; provided, however, any such meeting or portion there of may be designated as an executive session and thereby closed at the discretion of the Chair (or the person presiding over the meeting in the absence of the Chair) or by a majority vote of the GC Members present at the meeting. Any person present at a Governing Committee meeting, other than the GC Members and Officers, may be required by the Chair (or the person presiding over the meeting in the absence of the Chair) to identify themselves, their organization affiliation and the purpose for their attendance at the meeting. In addition, any such person may address the Governing Committee only with the express prior permission of the Chair (or the person presiding over the meeting in the absence of the Chair). Not less than fifteen (15) days prior to a Governing Committee meeting, the Chair shall provide written notice to the Governing Committee of the date, time, place and agenda of the meeting and notice of any proposed amendments to these Bylaws. Seven (7) GC Members and one (1) Officer present shall constitute a quorum for the transaction of business at any Governing Committee meeting. Except as otherwise expressly provided for in these Bylaws, binding action shall be by a majority vote of the Governing Committee present and voting. No proxies shall be permitted for any Governing Committee quorum or vote.

(b) The Chair may allow meeting participation and voting via telephone or other electronic conferencing media.

(c) If a meeting or alternative conferencing media are not feasible, the Chair may, in lieu thereof, cause a matter to be circulated to the Governing Committee for written approval, in which case a vote by two-thirds of the Governing Committee shall be required. Approval by electronic mail shall be deemed the equivalent of a written approval.

Section 4.5 REMOVAL. Removal of a GC Member shall be by a two-thirds vote of the entire Governing Committee finding there is good cause for the removal of such GC Member. Any such GC Member who is subject to a removal vote shall be given fifteen (15) days prior notice of such vote and the good cause basis for such removal action. During that fifteen (15) day period, such GC Member may submit to the rest of the Governing Committee any such statements and documents he or she believes are relevant to the subject removal vote. At the Chair’s discretion, such GC Member shall be given an opportunity to address the Governing Committee prior to the removal vote.

Section 4.6 VACANCIES. If any GC Member shall fail to attend two consecutive meetings of the Governing Committee, then such GC Member’s seat shall be deemed vacant, unless the Chair excuses such absence. A GC Member’s seat also shall be deemed vacant where occasioned by the GC Member’s death, resignation, removal, disability or inability to serve. The Governing Committee, by a majority vote of the Governing Committee present and voting, may appoint a Forum Member to fill any such GC Member vacancy for the unexpired term of that seat.
ARTICLE 5: OFFICERS

Section 5.1 OFFICERS. The Officers shall be the Chair, the Chair-Elect, and the Immediate Past Chair. No person may be elected or continue to serve as an Officer who is not a Forum Member.

Section 5.2 CHAIR. The Chair of the Forum (“Chair”) shall preside at all meetings of the Forum and the Governing Committee. The Chair shall make all initial appointments and fill any subsequent vacancies to the Nominating Committee. After appointment, the Chair shall promptly announce the names and addresses of the members of the Nominating Committee in a publication or notice sent to the Forum Members. Except as provided in Section 4.2(c), the Chair shall appoint the chairs and members of all Forum Standing Committees. The Chair also shall appoint the editors of *The Construction Lawyer, Under Construction* and all other similar Forum publications, subject to confirmation by majority vote of the Governing Committee present and voting. The Chair shall have the authority to establish and appoint, from time to time, such special subcommittees within the Governing Committee, as the Chair determines in his or her discretion to be necessary and appropriate. If the Immediate Past Chair and the Chair-Elect are unable to serve as the Forum budget chair, the Chair shall appoint a GC Member to serve as the Forum budget chair.

Section 5.3 CHAIR-ELECT. The Chair-Elect of the Forum (“Chair-Elect”) shall be elected at the Forum’s annual meeting. In the Chair’s absence, the Chair-Elect shall preside over meetings of the Forum and Governing Committee. In the event of the Chair’s death, resignation, removal, disability or inability to serve, the Chair-Elect shall serve as the Interim Chair (“Interim Chair”) to perform the duties and exercise the authority of the Chair for the remainder of the Chair’s term or disability. The Chair-Elect also shall serve as Interim Immediate Past Chair in the event that the Immediate Past Chair is unable to serve. If the Immediate Past Chair is unable to serve as the Forum budget chair, then the Chair-Elect shall serve as the Forum budget chair. The Chair-Elect shall perform such additional duties and have such additional authority as may be delegated, from time to time, by the Chair or the Governing Committee.

Section 5.4 IMMEDIATE PAST CHAIR. The Immediate Past Chair of the Forum (“Immediate Past Chair”) shall aid the Chair and Chair-Elect in the performance of their respective responsibilities under these Bylaws, in such manner and to such extent as the Chair or Chair-Elect may request. In the absence of the Chair and the Chair-Elect, the Immediate Past Chair shall preside over meetings of the Forum and Governing Committee. Additionally, the Immediate Past Chair shall serve and also be known as the Forum’s Counsel and Budget Chair. The Immediate Past Chair shall perform such additional duties and have such additional authority as may be delegated, from time to time, by the Chair or the Governing Committee.

Section 5.5 TERMS.

(a) The term of the Chair shall be one Forum Year. Provided, however, should a Chair-Elect be elevated to Chair during any Forum Year due to a vacancy in the Chair’s seat during that Forum Year, then the term for such person shall be for the balance of that current Forum Year plus the entire next Forum Year. After serving as the Chair, such person shall not again be eligible to serve as the Chair, Chair-Elect or GC Member.
(b) The term of the Chair-Elect shall be one Forum Year. The Chair-Elect automatically shall become the Chair upon the end of the term of the preceding Chair. After serving as the Chair-Elect, such person shall not again be eligible to serve as the Chair-Elect or GC Member.

(c) The term of the Immediate Past Chair shall be one Forum Year. The preceding Chair automatically shall become the Immediate Past Chair upon the end of such preceding Chair’s term. After serving as the Immediate Past Chair, such person shall not again be eligible to serve as the Immediate Past Chair, Chair, Chair-Elect or GC Member.

Section 5.6 REMOVAL. Removal of an Officer shall be by a two-third vote of the entire Governing Committee.

Section 5.7 VACANCIES. If Chair-Elect or Immediate Past Chair shall fail to attend two consecutive meetings of the Governing Committee, then such Officer's seat shall be deemed vacant unless the Chair excuses such absence. If the Chair shall fail to attend two consecutive meetings of the Governing Committee, then the Chair’s seat shall be deemed vacant unless by majority vote of the Governing Committee present and voting, the Governing Committee excuses such absence. An Officer’s seat also shall be deemed vacant where occasioned by the Officer’s death, resignation, removal, disability or inability to serve. Also, the Chair-Elect’s seat will be deemed vacant upon the Chair-Elect being elevated to Chair. The Governing Committee, by majority vote of the Governing Committee present and voting, may fill a vacancy in the office of Chair-Elect by electing an existing or former GC Member, who previously has not served as Chair-Elect, to serve until the next annual meeting of the Forum.

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

Section 6.1 NOMINATING COMMITTEE.

(a) At any time during a Forum Year, but not later than ninety (90) days prior to the Forum’s annual meeting, the Chair shall appoint a Nominating Committee of at least five (5) Forum Members, at least two (2) of whom are not on the Governing Committee, were not on the Governing Committee in the past, and are not then candidates to be on the Governing Committee. In appointing Nominating Committee members, the Chair shall seek to improve the Forum’s diversity through appointments that appropriately represent the various types of professional organizations, practice areas, geographical areas, minorities and women within the Forum.

(b) The Nominating Committee shall nominate one Forum Member for the position of Chair-Elect and one Forum Member for each open GC Member position. No later than seventy-five (75) days prior to the Forum’s annual meeting, the Nominating Committee shall report to the Chair the identity of each nominee and shall include a brief statement of each nominee's qualifications. Within seven (7) days after the delivery of that report to the Chair, the name and address of each nominee included in the report shall be posted on the Forum’s website. In making nominations, the Nominating Committee shall consider each candidate's activities in the Forum, in the Association, and in the legal profession. The Nominating Committee also shall
seek to improve the Forum’s diversity through nominations that appropriately represent the various types of professional organizations, practice areas, geographical areas, minorities and women within the Forum. The nominees for GC Members shall not include more than one person employed by the same legal entity (e.g. the same firm or government agency), nor shall such nominees include any person who is employed by a legal entity that already has a person who is a GC Member and whose term will continue into the next Forum Year. The nominee for Chair-Elect shall not be employed by the same legal entity as the Chair or Immediate Past Chair for the next Forum Year. However, there is no preclusion against nominating an individual to serve as a GC Member who is employed by the same legal entity as any current Officer. The Nominating Committee shall confirm that each nominee agrees to be nominated and to serve if elected.

Section 6.2 PETITION. One or more additional nominations may be made for Chair-Elect and any open GC Member positions, by petition signed by not fewer than fifty (50) Forum Members who collectively represent at least five (5) states. The petition must state that the individual nominated has agreed to the nomination and to serve if elected. The petition shall be sent to the Chair and must be received not less than forty-five (45) days prior to the Forum’s annual meeting.

Section 6.3 CRITERION FOR NOMINATION AS CHAIR-ELECT. Any nominee for the position of Chair-Elect shall have not less than two (2) Forum Years of experience on the Governing Committee by the date such nominee would be elected to the position of Chair-Elect.

Section 6.4 PUBLICATION OF NAMES OF NOMINEES. The Chair shall promptly announce the names of the Nominating Committee's nominees and nominees by petition in a publication or notice sent to the Forum Members no less than thirty (30) days prior to the Forum’s annual meeting.

Section 6.5 ELECTION. Elections shall be held at a business session during the Forum’s annual meeting and only Forum Members may vote in such elections. Elections for any contested position shall be by written ballot. The Chair-Elect shall be voted upon separately from the vote on the open GC Member positions. Election of the Chair-Elect shall be by a majority of the votes cast, and if there are three or more candidates for the position of Chair-Elect and no single candidate receives a majority of all votes cast in the initial voting, then a run-off election shall be held between the two candidates receiving the highest number of votes cast in that initial voting, with the candidate receiving the majority of votes cast in that run-off being elected to the position of Chair-Elect. The open GC Member positions shall be voted on as a single group in a single election, with the open positions being filled by those candidates receiving the highest number of votes cast during that single election.

ARTICLE 7: AMENDMENTS

These Bylaws may be amended at any meeting of the Governing Committee by majority vote of the entire Governing Committee upon fifteen (15) days notice to the Governing Committee of the proposed amendment(s) to the Bylaws to be considered at that Governing
Committee meeting. These Bylaws may be amended at any annual meeting of the Forum by majority vote of the Forum Members present and voting at that meeting, provided that notice of an intention to amend these Bylaws shall be given to the membership no later than thirty (30) days prior to the opening of the annual meeting where such amendment(s) will be submitted for approval. Amendments shall be subject to approval by the Association’s Board of Governors.

ARTICLE 8: ADMINISTRATIVE MATTERS

Section 8.1 FISCAL YEAR. The Forum’s fiscal year shall be the same as the Association’s fiscal year.

Section 8.2 COMPENSATION. No salary shall be paid to any Officer, GC Member, member of a Forum committee, or Division steering committee chair or member. Provided, however, certain travel costs and other expenses related to the services performed on behalf of the Forum by the Officers, GC Members, Forum publication editors and assistant editors, other Forum committee members, and Division steering committee chairs and members may be reimbursed in accordance with policies that may be adopted, from time to time, by the Governing Committee.

Section 8.3 PARLIAMENTARY AUTHORITY. The then current edition of Robert's Rules of Order shall be the Forum’s parliamentary authority.