

## New Lawyers Division Bylaws

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Article 1.  
Name, Mission and Fiscal Year

**1.1 Name.**

The name of this organization shall be the Oregon New Lawyers Division (“Division”) of the Oregon State Bar (“Bar”).

**1.2 Mission/.**

The mission of the Oregon New Lawyers Division is to assist new lawyers with the transition to practicing law in Oregon and to engage and leverage new lawyers in support of the mission, functions, and values of the Oregon State Bar.

**1.3 Goals.**

The goals of the Oregon New Lawyers Division shall be:

1. ONLD members understand the mission, functions and values of the Oregon State Bar and participate in its leadership, programs, services, and activities;
2. Assist new lawyers with the transition to practicing law in Oregon;
3. ONLD members have opportunities to use their unique talents and perspectives to explore development of services and activities that advance the mission, functions and values of the Oregon State Bar;
4. The sharing of information and ideas about the challenges and opportunities for ONLD members in the legal profession.

**1.4 Public Office.**

The Division shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**1.5 Fiscal Year.**

The fiscal year of the Division shall coincide with the fiscal year of the Bar.

**1.6 Bar Policies.**

The Division shall comply with the policies of the Board of Governors of the Bar that apply to sections, except as otherwise provided in these bylaws.

Article 2.  
Membership

**2.1 Members.**

Each member of the Bar shall be eligible to be a member of the Division until the last day of the Division’s fiscal year in which such member attains the age of thirty-six (36) years or until the last day of the sixth full fiscal year in which any such member has been admitted to practice in this state, whichever is later. All eligible members of the Bar shall automatically be members of the Division.

## **2.2 Associate Members.**

Any law student presently attending an ABA accredited law school in Oregon shall automatically be considered an associate member of the Division without payment of dues. Individual students at other ABA accredited schools shall be associate members upon written request.

## **2.3 Associate Member Participation in Division Business.**

Associate members may not serve as voting members of the Executive Committee and may not vote at Division meetings. However, they may serve on any Division Standing Committee or Special Committee.

## Article 3. Division Executive Committee

### **3.1 Composition.**

The Executive Committee shall be composed of eleven Division members. There shall be one Executive Committee position for each of the following seven (7) regions.

Region 1:

Baker, Crook, Deschutes, Gilliam, Grant, Harney, Hood River, Jefferson, Lake, Malheur, Morrow, Sherman, Umatilla, Union, Wallowa, Wasco and Wheeler Counties.

Region 2:

Lane County.

Region 3:

Coos, Curry, Douglas, Jackson, Klamath and Josephine Counties.

Region 4:

Clatsop, Columbia, Lincoln, Tillamook, Washington, and Yamhill Counties.

Region 5:

Multnomah County.

Region 6:

Benton, Linn, Marion, and Polk Counties.

Region 7:

Clackamas County.

The remaining four Executive Committee members shall be elected at-large by the Division membership. In addition, the past Chairperson shall serve as a non-voting member of the Executive Committee, whether or not he or she falls within the membership criteria of Article 2.

### **3.2 Duties.**

The Executive Committee shall supervise and control the affairs of the Division subject to these bylaws and the bylaws and policies of the Board of Governors of the Bar.

### **3.3 Majority Vote, Quorum.**

A quorum consisting of a majority of the Executive Committee, not including the past chairperson, shall be required to conduct its business. Action of the Executive Committee shall be by majority vote.

### **3.4 Meetings.**

The Chairperson may, and upon the request of three members of the Executive Committee shall, call meetings of the Executive Committee.

### **3.5 Action Between Meetings.**

Between meetings of the Division, the Executive Committee shall have full power to do and perform all acts and functions that the Division itself might perform. The Executive Committee shall provide a summary of such actions at the next meeting of the Division membership.

### **3.6 Membership Votes.**

The Executive Committee may direct that a matter be submitted to the members of the Division for a vote by mail, electronic vote or for a vote at any Division meeting.

### **3.7 Compensation.**

No salary or compensation for services shall be paid to any member of the Executive Committee or member of any other committee. Reimbursement may be allowed for travel and other out-of-pocket expenses for members of the Executive Committee and members of all Division standing and special committees.

### **3.8 Removal.**

Executive Committee members missing two consecutive Executive Committee meetings or three of eight consecutive Executive Committee meetings may be removed from office by majority vote of the Executive Committee members. Executive Committee members who are suspended from membership in the Oregon State Bar may be removed at any time during the period of suspension by a two-thirds majority of the Executive Committee members or by a two-thirds majority of members voting at the Division's annual business meeting.

## **Article 4. Officers**

### **4.1 Composition.**

The officers of the Division shall be a Chairperson, a Chairperson-Elect, a Secretary, a Treasurer and such other officers as may be determined to be necessary by the membership. The officers shall be elected from among the Executive Committee members.

### **4.2 Chairperson.**

The Chairperson, or the Chairperson-Elect in the absence of the Chairperson, shall preside at all meetings of the Division and of the Executive Committee. The Chairperson shall appoint the chairperson and members of all committees of the Division pursuant to Article 7; plan and monitor the programs of the Division; keep the Executive Committee duly informed and carry out its decisions; and perform such other duties as may be designated by the Executive Committee.

### **4.3 Chairperson-Elect.**

The Chairperson-Elect shall aid the Chairperson in the performance of his or her responsibilities, and shall perform such further duties as may be designated by the Executive Committee. In the event of the death, disability, or resignation of the Chairperson, the Chairperson-Elect shall perform the duties of the Chairperson for the remainder of the Chairperson's term or disability. The Chairperson-Elect shall automatically become the Chairperson immediately following the annual election of officers.

### **4.4 Secretary.**

The Secretary shall keep a true record of proceedings of all meetings of the Division and of the Executive Committee and perform other such duties as designated by the Executive Committee.

### **4.5 Treasurer.**

The Treasurer shall report on the Division's present and projected financial condition at each meeting of the Division Executive Committee; prepare, in conjunction with the Bar staff administrator, an annual projected

budget for approval by the Executive Committee; and submit a report of the Division's financial affairs and financial condition to the members at the Division annual business meeting.

Article 5.  
Meetings

**5.1 Open Meetings.**

The Division (including meetings of the Executive Committee) is subject to the Public Meetings Law.

**5.2 Meeting.**

Each year there shall be at least one membership meeting for the purpose of conducting Division business, which meeting shall be known as the Division annual business meeting. The Division annual business meeting shall be held no later than November 15.

**5.3 Special Meetings.**

Special meetings of the Division may be scheduled from time to time by the Executive Committee.

**5.4 Action.**

Action at a meeting of the Division membership shall be by a majority of those members present and voting. At least six members who maintain offices in at least three different regions must be present to establish a quorum at a meeting of the Division membership.

**5.5 Rules.**

Except as otherwise provided herein, all meetings of the Division shall be conducted in accordance with the then current version of Roberts Rules of Order.

Article 6.  
Terms in Office and Elections

**6.1 Limitation on Executive Committee Membership.**

No member may be elected or appointed to serve on the Executive Committee for more than six years, except that a member who first serves an unexpired term shall be eligible for election or appointment to two full three year terms.

**6.2 Term.**

Each term of office to the Executive Committee shall begin January 1. Members of the Executive Committee shall serve three-year terms. The terms of office shall be staggered so that approximately one-third of the positions are up for election each year, as outlined below:

Positions 1 and 2 (Region 1 and 2)

Terms expire: 2018, 2021, 2024, 2027

Positions 3 and 4 (Region 3 and 4)

Terms expire: 2020, 2023, 2026, 2029

Positions 5 and 6 (Region 5 and 6)

Terms expire: 2019, 2022, 2025, 2028

Positions 7 (Region 7)

Terms expire: 2020, 2023, 2026, 2029

Position 8 (At Large)

Terms expire: 2020, 2023, 2026, 2029

Positions 9 and 10 (At Large)

Terms expire: 2018, 2021, 2024, 2027

Position 11 (At Large)

Term expires: 2019, 2022, 2025, 2028

### **6.3 Vacancies.**

Except as provided by Article 4.3, the Executive Committee shall fill by appointment any officer or Executive Committee position that becomes vacant. In doing so, the Executive Committee will solicit nominations from the ONLD membership for open positions. The Executive Committee shall review all applications and consider the factors outlined in bylaw 6.9 when making appointments. If the vacancy exists at the time of the annual meeting, it shall be filled by election.

### **6.4 Unexpired Term.**

Any officer or Executive Committee member appointed to fill an unexpired term shall serve the unexpired period.

### **6.5 Eligibility for Executive Committee Membership.**

No person shall be eligible for election or appointment to the Executive Committee unless that person is a member of the Division at the time of the election or appointment.

#### **6.5.1 Effect of Article 2.1.**

The fact that a person will not be eligible under Article 2.1 to remain a Division member for the entire term of office does not preclude that person from being appointed or elected to the Executive Committee. However, that person's term will automatically be deemed vacant at the annual meeting which immediately precedes the end of that member's eligibility for Division membership.

#### **6.5.2 Regional Requirements.**

At the time of election or appointment to a Regional position, and throughout the member's term, the member's principal office must be in that region.

### **6.6 Eligibility for Officers.**

When elected, all officers must be Executive Committee Members who are eligible for Division membership through the entire term of office. In the case of the Chairperson elect, the person selected must be eligible to remain a member of the Division through the Chairperson-elect's term of office, and through his or her term as chairperson. However, a person may be selected for the Chair-elect position even though his or her term as an Executive Committee member will expire before the end of the term as Chairperson. He or she shall automatically be deemed to have been re-elected to the Executive Committee until the term as Chairperson ends, at which time the unexpired portion of the three-year Executive Committee term will be filled in accordance with Article 6.3.

### **6.7 Terms for Officers.**

The term for each officer position shall be one year. The Chairperson-Elect shall automatically succeed to the office of Chairperson. No officer shall serve two successive terms in the same office, except the Treasurer, who may serve no more than two successive terms in office. Partial terms of office shall not be taken into account for purposes of the preceding sentence. No person shall simultaneously hold two offices for a period exceeding four months.

### **6.8 Nominating Committee.**

At least ninety (90) days prior to the Division's annual business meeting, the Executive Committee shall appoint a nominating committee of not less than three ONLD members and no more than three-fourths of whom

may be on the Executive Committee. Nominating committee members and their relatives and partners are ineligible for nomination to a new term or position for the upcoming year. The nominating committee shall seek to fill vacant positions from the pool of applicants who have preferenced the ONLD in the OSB volunteer recruitment process. The ONLD Nominating Committee shall report to the Executive Committee at least thirty (30) days or within a reasonable time prior to the Division's annual business meeting, the names of all applicants considered and a recommendation for a slate of candidates consisting of one nomination for each Division position to be filled by election. The report shall include a discussion of the committee's consideration of the factors set forth in Article 6.9. The nominating committee's proposed slate of candidates for Executive Committee positions shall be submitted to the membership unless rejected by a majority of the Executive Committee. If the slate or a portion of it is rejected, the Executive Committee shall, at least 30 days prior to the election date, formulate the slate with the assistance of the nominating committee. The nominating committee's proposed slate of officers shall automatically be submitted to the newly elected Executive Committee for its approval or rejection.

#### **6.9 Diversity.**

The Executive Committee and the nominating committee shall use reasonable efforts to elect, appoint or nominate members to the Executive Committee who reflect a cross section of the Division's membership, taking into account all relevant factors including, without limitation, age, culture, disability, ethnicity, gender and gender identity or expression, geographic location, national origin, practice area, race, religion, sex, sexual orientation, socioeconomic status, and veteran status. To the extent possible, no more than one person from the same law firm, company or public agency in the same department may serve on the Executive Committee at the same time.

#### **6.10 Notice.**

The report of the nominating committee shall be communicated by mail or electronically to the Division membership along with the notice of the time and place of the election at least fourteen (14) days (excluding holidays and weekends) in advance of such election. The notice may be consolidated with other communications of the Bar or its sections so long as the notice is reasonably calculated to reach all Division members prior to the election.

#### **6.11 Election of Executive Committee Members.**

Elections shall be conducted at the Division's annual meeting, by mail, or electronically.

#### **6.12 Election of Executive Committee Members at Annual Meeting.**

If elections are conducted at the Division's annual meeting, additional nominations may be made for any position from the floor. Elections for contested positions may be by written ballot or voice vote. Each contested position shall be set forth and voted upon separately. Elections shall be by plurality. All Division members may vote for all "at large" positions. For any given regional vacancy, only those Division members who maintain their principal office in that region may vote, with any ties to be broken by a plurality vote of the entire Division membership.

#### **6.13 Election of Executive Committee Members by Mail or Electronically.**

Upon approval of the Executive Committee, elections of Executive Committee members may be by written or electronic ballot sent to the Division membership provided the process allows: (1) for write-in votes, (2) that ballots are returned to an appropriate Division officer for tabulation and (3) that the results are certified to the Bar Center no later than November 15. Candidacy for each regional representative to the Executive Committee shall be limited to those members who maintain their principal office in that region.

#### **6.14 Election of Officers.**

Officers shall be elected by a majority vote of the Executive Committee immediately prior to the annual election of Executive Committee Members and ratified at the Division Annual Meeting.



Article 7.  
Committees

**7.1 Standing Committees.**

With approval of the Board of Governors, the Executive Committee may establish as many standing committees as it deems necessary and may set the names, functions, and length of service of those committees. The Chairperson of the Executive Committee, with the approval of the Executive Committee, shall appoint the Chairperson and members of the standing committees. The Executive Committee chairperson shall use the same reasonable efforts outlined in bylaw 6.8 when making recommendations for subcommittee chairperson. The standing committee chair may establish subcommittees to carry out the standing committee responsibilities.

**7.2 Other Committees.**

In addition to the standing committees as provided above, and also with approval of the Board of Governors, the Executive Committee may appoint as many special committees for particular purposes as the Division Executive Committee deems necessary and may set the name, function, and length of service of those committees. The Chairperson, with the approval of the Executive Committee, shall appoint the chairperson and members of all special committees using the same process outlined in bylaw 7.1. The special committee chair may establish subcommittees to carry out the special committee responsibilities.

**7.3 Board of Governor Oversight**

The Chairperson of the Executive Committee shall submit all annual committee appointments to the Board of Governors as soon as possible after appointments are made.

Article 8.  
Legislation and Public Policy Positions

**8.1 Approval Required.**

The Division may not present to the legislature or any individual, committee or agency thereof, a position or proposal or any bill or act, as the position of the Division without the majority approval of the Division Executive Committee and the prior approval of the Board of Governors, except as is provided in OSB Bylaw Section 12.4. Any position or proposal must be consistent with the Mission and Goals of the Division, as well as the guidelines set forth in OSB Bylaw 12.1.

Article 9.  
Minutes and Reports

**10.1 Minutes.**

Minutes shall be kept of all meetings of the Executive Committee and of the Division and a copy of the minutes of each such meeting shall be promptly delivered to the Bar's CEO or ONLD staff administrator and to each member of the Executive Committee within fourteen (14) days (excluding weekends and holidays) of the meeting so recorded.

**10.2 Request for BOG Action.**

Whenever the Division desires to request action by the Board of Governors, the requested action shall be reflected in the minutes and shall in addition be set forth in a letter accompanying the minutes and delivered to the Board of Governors in care of the CEO. If the vote on the requested action is not unanimous, the votes for and against shall be set forth in the minutes and the dissenting members shall be afforded the opportunity to explain their positions.

**10.3 Report.**

Not later than December 1, the Chairperson shall file with the Bar's CEO a concise report summarizing the activities of the current year and anticipated activities for the ensuing year. This information will be summarized by Bar staff and included with the Bar Annual Reports distributed to all active members each year.

**10.4 Budget.**

A proposed annual budget and proposed annual dues shall be provided to the CEO for approval by the Board of Governors no later than September 30th of the preceding year.

**10.5 In Person Report.**

The Chair or Chair-elect, in so much as possible, will attend Board of Governor meetings to make a report on Division activities and programs.

Article 10.  
Amendments to Bylaws

**11.1 Amendments by BOG.**

These bylaws may be amended by the Board of Governors. Notice of intent to so promulgate and pass bylaw amendments shall be given to the Executive Committee in sufficient time to allow review and comment. Bylaw amendments so passed by the Board of Governors become effective upon passage.

**11.2 Amendments by Division.**

The Division may make recommendations for bylaw amendments upon a majority vote of the Executive Committee or by majority vote of the ONLD membership by ballot, or at any membership meeting of the Division by majority vote of the members present and voting. Notice of intent to propose bylaw amendments shall be publicized in a manner which is calculated to provide Division members with reasonable notice and opportunity to comment before the Division acts. Determination as to what notice is reasonable under any provision of these bylaws may take the cost of notification into account.