

## Standard Section Bylaws

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## **Article I Mission and Purpose**

**Section 1.** Sections are entities of the Bar created by the Board of Governors to further the Bar’s mission to serve justice and the public interest by promoting respect for the rule of law, improving the quality of legal services, and increasing access to justice. Sections provide Bar members who share interests in particular substantive areas of law with a forum for improving legal skills and knowledge, improving the law and administration of justice, exchanging ideas and information, and engaging in pro bono service and other activities to increase access to justice.

**Section 2.** With approval from the Board of Governors, a section may adopt a statement of purpose detailing the section’s role in supporting the OSB mission.

**Section 3.** As entities of the Bar, Sections must operate within the OSB mission and goals and comply with the expenditure restrictions applicable to the Bar as set forth in Keller v. State Bar of California, 496 US 1 (1990) and related board policies.

**Section 4.** As entities of the Bar, Sections are subject to OSB Bylaws and OSB Board Policies. To the extent Section Bylaws conflict with the OSB Bylaws or Board Policies, OSB Bylaws and Board Policies will control.

## **Article II Membership**

**Section 1.** Any active or inactive member of the Oregon State Bar may be a regular member upon payment of the section membership dues. Any active member of another state bar may be an out-of-state member. Other persons may be associate members as provided in Section 2 of this Article. Only regular members may vote and hold office except as otherwise specifically approved by the Board of Governors.

**Section 2.**

(A) Associate membership shall be available to: (1) employees of an Oregon lawyer or employees of the legal department of a corporation or government entity who are supervised by an Oregon lawyer, (2) law students, (3) members of related professions, and (4) Licensed Paralegals.

(B) Out-of-state members as defined in Section 1 and associate members as defined in Section 2(A) are automatically entitled to membership upon payment of section dues unless the Section Executive committee votes to “opt out” and not include either out-of-state members or associate members.

(C) Out-of-state members and associate members shall certify their qualifying status upon initial application for membership and annually upon renewing their membership.

(D) Out-of-state or associate membership shall terminate immediately upon the termination of the member’s qualifying status. There shall be no refund of dues in that event.

**Section 3.** Membership dues shall be set by the Section Executive Committee, subject to subsequent approval of the Board of Governors. Membership dues shall not be prorated for any portion of a year. Dues may be waived for new admittees, law students or any other category designated by the Section. Membership dues shall be collected annually by the Bar.

### **Article III**

#### **Meetings of Section Executive Committee**

**Section 1.** Meetings of the Section Executive Committee and its committees and subcommittees are subject to the Public Meetings Law (ORS 192.610 et seq. and 192.630(4)). All Section Executive Committee meetings must be held within the geographic boundaries of the state and properly noticed. The Section Executive Committee shall notify the Bar at least twenty (20) days in advance of any meeting, or in the case of special meetings as soon as possible.

**Section 2.** A quorum is required to conduct business at Section Executive Committee meetings.

### **Article IV**

#### **Officers**

**Section 1.** The officers of the Section Executive Committee shall be the Chair, Chair-Elect, Immediate Past Chair, Secretary, Treasurer and such other officers as may be determined to be necessary by the membership. Officers of the Section Executive Committees shall be active members of the Oregon State Bar. Section Executive Committees may establish eligibility requirements or other procedures to ensure rotation of the Chair among specific practice areas of the membership, such as plaintiff or defense counsel.

**Section 2.** The Chair, or the Chair-Elect in the absence of the Chair, shall preside at all meetings of the Section Executive Committee. The Chair shall appoint the officers and members of all committees of the Section Executive Committee pursuant to Article VII; plan and monitor the programs of the Section; keep the Section Executive Committee informed and carry out its decisions; and perform such other duties as may be designated by the Section Executive Committee.

**Section 3.** The Chair-Elect will become the Chair on January 1 regardless of the date of the election. The Chair-Elect shall aid the Chair in the performance of the Chair's responsibilities, and shall perform such other duties as may be designated by the Section Executive Committee. In the event of the death, disability, or resignation of the Chair, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or disability.

**Section 4.** The Secretary shall record the minutes of all meetings, including recording the votes of Section Executive Committee members at each meeting. All outcomes of Section member votes for Section Executive Committee members shall be included in Section Executive Committee minutes. The Secretary shall provide a final copy of the minutes to the Bar for retention in accordance with law.

**Section 5.** The Treasurer shall keep an accurate record of all receipts and expenditures by the Section as hereinafter provided; report on the Section's present and projected financial condition at each meeting of the Section Executive Committee; and prepare an annual projected budget for approval by the Section Executive Committee and the Board of Governors.

**Section 6.** Section Chairs shall serve as ex-officio voting members of the Oregon State Bar House of Delegates. In the event the section chair holds another position that also serves as an ex officio member of the House of Delegates, the section chair shall designate an alternate to serve in the chair's stead at any House of Delegates meeting. In all other situations, the section chair may designate an alternate delegate to serve in the chair's stead at any House of Delegates meeting. An alternate delegate must be a person duly authorized in the section's bylaws or otherwise to act in the section chair's stead.

## **Article V**

### **Section Executive Committee**

**Section 1.** The Section Executive Committee shall be composed of the Chair, the Chair-Elect, the Immediate Past Chair, the Secretary, the Treasurer, and not fewer than two (2) nor more than twelve (12) Members-at-Large. The terms of the Members-at-Large shall be staggered as evenly as possible. Pursuant to Section 6.3 of the OSB Bylaws, suspended members may not serve on the Section Executive Committee.

**Section 2.** The Section Executive Committee shall supervise and control the affairs of the Section subject to these Bylaws, the OSB bylaws, and Board Policies.

**Section 3.** A quorum is required to conduct Executive Committee business. A quorum shall consist of a majority of the voting members of the Executive Committee. Action of the Section Executive Committee shall be by majority vote of those voting.

**Section 4.** The Chair may, and upon the request of three members of the Executive Committee shall, call meetings of the Executive Committee.

**Section 5.** The Section Executive Committee may direct that a matter be submitted to the members of the Section for a vote by electronic ballot. Binding action of the Section shall be by majority of those voting.

**Section 6.** No salary or compensation for services shall be paid to any member of the Section Executive Committee. Reimbursement may be allowed for travel and other out-of-pocket expenses for members of the Section Executive Committee and members of all Section standing and special committees if permitted by Section 7.5 of the OSB Bylaws and Board Policies.

## **Article VI**

### **Terms of Office and Elections**

**Section 1.** No member may serve as a voting member of the Section Executive Committee more than nine years.

**Section 2.** Each term of office shall begin on January 1.

**Section 3.** A position on the executive committee, including an officer position, may be, at the option of the Executive Committee, deemed vacant if that member:

- A. Fails to attend two consecutive meetings, in the absence of an excuse approved by the chair prior to the meeting; or
- B. Fails to attend four consecutive meetings, even if excused.

**Section 4.** Except as provided by Article IV, Section 3, and except for the office of Chair-Elect, the Section Executive Committee shall fill vacancies by appointment through the end of the calendar year. Members appointed shall be eligible for election to a full term at the next election, unless the member's election to a new term will result in a violation of Section 1 of this article.

**Section 5.** The Section membership shall elect by electronic ballot:

- A. A Chair-Elect, Secretary and Treasurer, each to serve a term of one year; and
- B. Members-at-Large to serve terms of two years or less on the Section Executive Committee.

Advisory Members may be elected by the section membership to serve terms of one year on the Executive Committee.

**Section 6.** The Chair-Elect will succeed to the office of Chair on January 1 and serve a term of one year. If the office of Chair-Elect is vacant at the time of the election, then a Chair shall be elected by the members. No officer shall serve two successive terms in the same office, except the Treasurer. A Member-at-Large may serve no more than four consecutive years as a Member-at-Large.

**Section 7.** The Section Executive Committee shall appoint a nominating committee of not less than three members of the Section, no more than two-thirds of whom may be on the Executive Committee. The nominating committee shall make and report to the Executive Committee a slate including one nomination for each position to be filled by election. The nominating committee shall use reasonable efforts to ensure that the members nominated reflect the diversity of the Section membership, the Oregon State Bar and community at large, taking into account all relevant factors including without limitation practice area, office location, age, gender, race, ethnicity, disability and sexual orientation.

**Section 8.** To the extent possible, no more than one person from the same law firm, company or department of a public agency may serve on the Executive Committee at the same time.

**Section 9.** The approved slate shall be distributed to the Section membership for electronic vote no later than December 15. Section members must be provided at least fourteen (14) days to vote. Ballots must include an opportunity for write-in votes.

## **Article VII Committees**

**Section 1.** With approval of the CEO or designee, the Section Executive Committee may establish as many standing committees or subcommittees as deemed necessary and may set the names, functions, and duration of such committees. The Chair, with the approval of the Section Executive Committee, shall appoint the Chair and members of all standing committees.

**Section 2.** With approval of the CEO or CEO's designee, the Executive Committee may appoint as many special committees or subcommittees for particular purposes as deemed appropriate and may set the names, functions, and duration of such committees. The Chair, with the approval of the Section Executive Committee, shall appoint the Chair and members of all special committees.

**Section 3.** The Section Executive Committee must adopt a charge for each standing or special committee established that clearly identifies how it furthers the section's mission and purpose.

## **Article VIII Legislative and Policy Activities**

**Section 1.** Sections that wish to sponsor legislation or take a position on any bill, rule or public policy issue must comply with Articles 11, 12 and 15 of the OSB Bylaws and bar policy. The Section shall not represent to the legislature or any committee thereof a position or proposal or any bill or act as the position of the Section without the majority approval of the Section Executive Committee and the approval of the Board of Governors, except as provided in the OSB Bylaws and Board Policy.

**Section 2.** After the Section Executive Committee and Board have approved a proposal, the section chair or chair's designee may act on subsequent time-sensitive legislative or policy issues, after consultation with the Public Affairs Department, consistent with the approved proposal. The section chair or chair's

designee must all times keep the Public Affairs Department and Section Executive Committee informed about the status of Section legislative activity.

**Section 3.** The Section shall not participate in or take a position with respect to any ballot measure or the election or appointment of a candidate for any public office.

## **Article IX Receipts and Expenditures**

**Section 1.** Membership dues shall be collected by the Oregon State Bar and any other receipts of the Section shall be remitted promptly to the Oregon State Bar.

**Section 2.** Expenditure of the balance of Section funds shall be as determined by the Executive Committee. Section funds shall be disbursed by the Oregon State Bar as authorized in writing by the Section's Treasurer using forms and following procedures established by the Bar. If the Treasurer is unavailable for authorization, the Section Chair may authorize disbursement of Section funds followed by written notice to the Treasurer of the action taken. Reimbursement of expenses incurred by the Treasurer or by the Treasurer's firm must be authorized in writing by the Section chair. Expenditures of Section funds shall not exceed the available Section fund balance, nor shall expenditures be in violation of laws or policies generally applicable to the Oregon State Bar.

**Section 3.** Expenses of spouses or guests will not be reimbursed except as specifically approved by the Board of Governors.

**Section 4.** Individuals who attend a section program or event for the purpose of providing a significant service to the section are eligible for expense reimbursement pursuant to Section 7.5 of the OSB Bylaws, with approval from the Executive Committee.

## **Article X Notice of Meetings, Minutes and Reports**

**Section 1.** The Chair or Secretary shall distribute notice of scheduled Section Executive Committee meetings together with an agenda and minutes of the previous meeting to all Section Executive Committee members and to the Bar at least seven (7) days prior to such meetings, or if seven days' notice is not practicable, then such lesser notice as is practicable. Minutes of all meetings of the Section and of the Section Executive Committee shall be distributed to all members of the Section Executive Committee and to the Bar no later than thirty (30) days after the meeting and are subject to amendment and approval at the next meeting of the Section or the Section Executive Meeting.

**Section 2.** Whenever the Section 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 Chief Executive Officer. 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.

**Section 3.** Not later than February 1, the Chair shall submit a report to the OSB outlining the section's planned activities, meeting dates for the year, and the chair and goals for each committee and subcommittee.

**Section 4.** Not later than December 1, the Chair shall file with the Chief Executive Officer of the Oregon State Bar a concise report summarizing the activities of the current year and anticipated activities for the ensuing year.

**Section 5.** A proposed annual budget and proposed annual dues for approval by the Board of Governors shall be provided to the Chief Executive Officer no later than October 15 of each year if it contains a proposal for a change in membership dues, or no later than December 1 of each year if no change in membership dues is proposed. The proposed budget shall have attached to it a short description of the Section's long range plans for programs and activities.

**Section 6.** At the request of the Board of Governors, the Section Chair shall present a report in person to the Board of Governors concerning the activities of the Section for the current and succeeding years.

## **Article XI Amendments to Bylaws**

**Section 1.** These Bylaws may be amended by the Board of Governors. Notice of intent to promulgate and pass Bylaw Amendments shall be given to the Section Executive Committee Chair in sufficient time to allow for review and comment. Bylaw amendments passed by the Board of Governors become effective upon passage or on a date specified by the Board of Governors.

**Section 2.** The Section may make recommendations to the Board of Governors for bylaw amendments upon a majority vote of the Executive Committee. Notice of intent to promulgate and vote on bylaw recommendations and the text of proposed amendments shall be distributed to all Section members at least fourteen (14) days prior to the Executive Committee meeting.

## **Article XII Sunsetting the Section**

**Section 1.** A Section Executive Committee may recommend that the Board of Governors sunset the section if it has accomplished its goals or is otherwise deemed no longer necessary. A sunset recommendation submitted to the Board of Governors must include a proposal for distribution of any section assets.

**Section 2.** The Section has a duty to its members, and at a minimum each year, must:

- A. Hold regular Executive Committee meetings.
- B. Appoint a Nominating Committee
- C. Elect officers and executive committee members at large by December 15 of each year.
- D. Submit an annual budget for the Board of Governors approval.
- E. File an annual report.
- F. Sponsor or co-sponsor no fewer than one continuing legal education program every two years.

If the Section fails to meet any of the above minimum requirements or has less than 100 members, it is subject to restructuring or sunsetting by the Board of Governors, pursuant to OSB Bylaw 15.2.

## **Article XIII Rules of Order**

**Section 1.** Except as otherwise provided herein, meetings of this Section shall be conducted in accordance with the most recent edition of Robert's Rules of Order.