

By-Laws of the
SECTION OF SENIOR LAWYERS
of the Maryland State Bar Association, Inc.

As of 2000

ARTICLE 1

Name and Purpose

1.1 NAME. This Section shall be known as "The Senior Lawyers Section," and shall be referred to subsequently as "the Section".

1.2 PURPOSE. The purposes of this Section shall be the purposes of the Maryland State Bar Association, namely to uphold the honor of the profession of law, to apply the knowledge and experience of the profession to the promotion of the public good, and to encourage cordial intercourse among the members of the Maryland bar.

To that end, the purposes of this Section shall be to promote the particular interests of the senior lawyer, to plan and to carry out programs, publications and activities of interest to the senior lawyer, and to promote and coordinate programs, publications and activities for senior lawyers by and with local bar associations.

ARTICLE 2

Membership

2.1 MEMBERS. The membership of the Section shall consist of members in good standing of the Association sixty (60) years of age or older whose Association dues have been paid or waived and whose Section dues have been paid.

2.2 DUES. The annual Section membership dues shall be Fifteen Dollars (\$15.00), payable before September 1 of each fiscal year (beginning July 1). Upon recommendation of the Council, a majority of the Section members present and voting at an Annual Meeting of the Section may establish the amount of annual dues. The council may make adjustments for partial year membership.

2.3 TERMINATION OF MEMBERSHIP. Any member of the Section whose annual Association dues are more than six (6) months past due shall cease to be a member of the Section.

ARTICLE 3

Section Meetings

3.1 ANNUAL MEETING. The Section shall meet immediately before or during the Annual Meeting of the Association. The Chairperson shall give to the membership at

least sixty (60) days notice of the date, time, and place for the Annual Meeting, which may be by publication through the Association.

3.2 SPECIAL MEETINGS. The Section may hold other meetings of its membership during the year. The Chairperson shall give the membership at least fifteen (15) days notice of the time, place, and agenda.

3.3 QUORUM. The members of the Section present at a meeting of the membership shall constitute a quorum for the transaction of business. Binding action shall be majority vote of the members present.

3.4 AGENDA. The agenda of the Annual Meeting of the membership shall consist of the election of officers and members of the Council and such other matters as the Chairperson of the Section or the Council deems appropriate. The agenda of a special meeting of the membership shall consist of those matters which the Chairperson of the Division or the Council deem appropriate and of which notice has been given.

3.5 PARLIAMENTARY AUTHORITY. The Chairperson shall preside at all meetings of the Section. The Vice Chair or other officer will preside if the Chairperson is absent.

ARTICLE 4

Council

4.1 POWERS AND FUNCTIONS.

(a) The Council shall be vested with the powers and duties necessary for the administration of the activities of the Section.

(b) The Council shall adopt a budget annually. The expenditures of any money not authorized in such budget shall require express Council approval. The Council shall not authorize commitments, contracts or expenditures which entail the payment during a fiscal year of more money than the funds available from the revenues of the Section reasonably projected for such fiscal year without the approval of the Board of Governors.

(c) The Council is authorized to establish and organize into appropriate organizational structures such committees as it deems necessary to carry out the purposes of the Section. The Council shall establish an appropriate chain of responsibility for any organizational structures and committees which it may create. No action of a Section committee or other organizational structure shall be effective until approved by the Council of the Section or by the membership of the Section. The authority to establish committees and organize them into appropriate organizational structures may be delegated by the Council to the Chairperson of the Section.

(d) Between meetings of the membership, the Council shall have authority to perform the functions that the membership of the Section might perform. The Council

shall report to the membership of the Section at each meeting any actions taken since the last meeting of the membership of the Section.

(e) The Council may direct a vote by mail ballot of the members of the Section. A majority of the votes cast in the vote shall determine the policy of the Section with respect to the question submitted. Such vote referendum shall be conducted according to rules established by the Council.

4.2 COMPOSITION. The Council shall be composed of the following individuals:

- The officers of the Section;
- The last retiring Chairperson;
- Not more than twenty (20) members-at-large, elected to the Council by the membership of the Section or named by the Council between membership meetings.

4.3 TERMS. The terms of the members-at-large shall expire each year.

4.4 MEETINGS.

(a) The Council shall hold at least one (1) regular meeting each year at the time and place of the Annual Meeting of the Association. Upon his/her own initiative or upon request of five (5) members of the Council, the Chairperson shall call meetings of the Council between Annual meetings. The Chairperson shall give to the members of the Council at least ten (10) days notice of the date, time and place of a meeting.

(b) There shall be neither absentee nor proxy voting.

(c) If a meeting of the Council is not feasible, as determined by the Chairperson of the Section, the Chairperson, upon his/her own initiative or upon the written request of five (5) members of the Council, shall submit in writing to the members of the Council any items upon which the Council may be authorized to act. The members of the Council may vote upon the proposition either by written ballot or by any form of telecommunication, confirmed in writing, to the Secretary of the Section who shall record the proposition and votes on the matter.

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

4.6 VACANCIES. If any member of the Council shall fail to attend two (2) successive meetings of the Council, his/her seat on the Council shall be vacated automatically unless he/she is excused for good cause by action of the Council. Between Annual Meetings of the Section the Council may fill vacancies in the seats of the members-at-large elected to the Council.

ARTICLE 5

Officers

5.1 OFFICERS. The officers of the Division shall be the Chairperson, the Vice Chairperson, the Secretary and the Section Delegate designated by the Association Board of Governors.

5.2 CHAIRPERSON. The Chairperson shall preside at all meetings of the members of the Section and of the Council. He/she shall appoint the chairmen and members of all committees of the Section who are hold to office during his/her term as Chairperson. He/she shall plan and supervise the activities of the Section during his/her term, subject to the directions and approval of the Council. He/she shall keep the Council informed of the activities of the Section and implement its decisions. He/she shall perform such other duties and acts as usually pertain to his/her office or as may be designated by the Council.

5.3 VICE CHAIRPERSON. The Vice Chair person shall aid the Chairperson in the performance of his/her responsibilities in such manner and to such extent as the Chairperson may request. He/she shall preside at meetings of the Section and the Council in the absence of the Chairperson. He/she shall perform such duties and have such powers as usually pertain to his/her office or as may be designated by the Council or Chairperson. In case of the death, resignation, or disability of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson for the remainder of the Chairperson's term or disability.

5.4 SECRETARY. The Secretary shall consult with and assist all the officers of the Section in the work of the Section in the manner and to the extend requested. He/she shall be the liaison between the Section and the Association staff with respect to the retention and maintenance of books, records, papers, documents and information in any form and other property pertaining to the work of the Section. He/she shall keep a true record of the proceedings of all meetings of the Section and of the Council.

5.6 TERMS.

(a) The terms of the officers are one (1) Association year beginning with the adjournment of the Annual Meeting during which he/she is elected.

5.7 VACANCIES. If any officer shall fail to attend two (2) successive meetings of the Council, his/her office shall be automatically vacated unless he/she is excused for good cause by action of the Council. The Council, between Annual Meetings of the Section, shall fill vacancies in the office of Chairperson, Vice Chairperson or Secretary. Members of the Council and officers so selected shall serve until the next Annual Meeting of the Section. In the event of the absence or inability of the Section Delegate to serve, the Council shall appoint an individual to serve the remainder of the term.

ARTICLE 6

Nomination and Election of Officers and Council Members

6.1 **NOMINATING COMMITTEE.** At any time, not later than the close of the Midyear Meeting of the Association, the Chairperson shall appoint a Nominating Committee of at least three (3) members of the Section who are not candidates for office, at least a majority of whom shall not be either a present or former officer or member of the Council of the Section. The Chairperson shall promptly announce the names and addresses of the members of the Nominating Committee in a publication sent to Section members. If a vacancy should occur in the membership of the Nominating Committee, the Chairperson may appoint a member to fill that vacancy. One or more candidates may be nominated by the Nominating Committee for each position to be filled by election as provided in these By-laws. The Nominating Committee shall determine that the nominee agrees to be nominated. The Nominating Committee shall report the identity of each nominee and shall include a brief statement of his/her activities in the Section and in the legal profession. The Nominating Committee shall submit its report to the Chairperson of the Section not later than ninety (90) days prior to the Annual Meeting.

6.2 **PETITION.** One or more additional nominations may be made for any office, including member-at-large of the Council, by petition signed by not less than twenty (20) members of the Section. The petition must state that the individual nominated has agreed to the nomination. The petition shall be sent to the Chairperson of the Section and must be received not less than sixty (60) days prior to the Annual Meeting.

6.3 **PUBLICATION OF NAMES OF NOMINEES.** No less than thirty (30) days prior to the Annual Meeting the Chairperson shall publish the names of all nominees for elected offices and Council seats in a publication of the Section.

6.4 **ELECTION.** All elections shall be held at a business session of the Section during the Annual Meeting. The date, time and place of the meeting shall be published in the official program of the Annual Meeting of the Association. Elections for contested positions shall be by written ballot. Each contested position other than that of Council member, shall be voted upon separately. Election shall be by a majority votes cast, and a run-off election to choose between the two (2) leading candidates shall be held if a majority vote is not initially obtained. Council nominees shall be voted on as a group. Those nominees receiving the highest number of votes shall be elected, to the extent required to fill all vacancies on the Council.

ARTICLE 7

Amendments

These By-laws may be amended at any Annual Meeting of the Section by a majority vote of the members of the Section present and voting, provided such proposed amendment shall first have been approved by the Council. Notice of an intention to amend these By-laws must be given to the membership no later thirty (30) days prior to the opening of the Annual Meeting.

ARTICLE 8

Representation of Association Position

Any action by this Section must be approved by the Board of Governors of the Maryland State Bar Association before the action can be effective as the action of the Maryland State Bar Association. Any resolution or recommendation adopted or action taken by the Section shall be reported by the Chairperson or Section Delegate to the Board of Governors for action by the Association.