

**MARYLAND STATE BAR ASSOCIATION  
BY-LAWS OF THE SECTION  
ON ALTERNATIVE DISPUTE RESOLUTION**

**ARTICLE I**

Name and Purpose

SECTION 1. This Section shall be known as the Section on Alternative Dispute Resolution of the Maryland State Bar Association, Inc. (the “Association”)

SECTION 2. The purposes of this Section are to promote the use of alternative dispute resolution processes in the State of Maryland by encouraging the courts, lawyers, businesses, government, and private citizens to learn about, adopt, and expand their use of these processes whenever and wherever possible, and to undertake such other and diverse activities authorized from time to time by the Association or the Officers and Council of this Section as shall enhance the administration of justice and the competence and skills of lawyers engaged in the practice of law and improve their ability to deliver the most efficient and highest quality legal service to their clients. The activities of this Section shall also be designed to enhance the use of alternative dispute resolution processes and to provide a medium through which practitioners may cooperate with, encourage and assist each other by the exchange of information and the resolution of problems common to them, the public, and to the legal profession.

SECTION 3. The Section, through its Section Council (“Council”), shall have the following powers to accomplish its purposes:

A. To implement policies and resolutions as may be referred to it by the President or the Board of Governors of the Association, and to make recommendations to the Association relating to alternative dispute resolution processes.

B. To act to improve the administration of justice and the use of alternative dispute resolution processes throughout Maryland by study, research, reports and recommendations to the Governor of Maryland, the Maryland Legislature, the Court of Appeals of Maryland or to any other public official, legislative body, judiciary or judge, or any other governmental or public agency or body, and also the Association.

C. To coordinate its activities and work with appropriate committees or sections of the Maryland State Bar Association, the American Bar Association and other state, local, and international bar associations, as well as with other state, national and international organizations, committees, study groups or other entities concerned with the use and implementation of alternative dispute resolution processes.

## **ARTICLE II**

### **Membership and Dues**

SECTION 1. Any member in good standing of the Association shall be eligible for membership in this Section and shall be enrolled as a regular member upon application to Secretary of the Section or to the Executive Director of the Association and upon the payment of any prescribed dues.

SECTION 2. Dues for membership in this Section may be prescribed by the Council of this Section and collected in accordance with the procedures of the Association. They shall be due and payable in advance of each membership year.

SECTION 3. Subject to, and contingent upon, any other requirements of the MSBA governing body, and the payment of any prescribed dues, any person not a member of the Association, who, through professional, business, civic or personal interest is concerned with alternative dispute resolution processes in Maryland, may be invited by the Council of the Section to become an associate member of the Section. Associate members shall have all the privileges of regular members of the Section, except the right to vote at Section meetings and to hold office or Section Council membership, and as otherwise mandated by the MSBA governing body or governing documents.

SECTION 4. Only those members of the Association whose names are contained in the current membership roster of the Section shall be deemed regular members thereof entitled to participate in the activities of the Section and to vote upon matters presented at any meeting of the Section. Termination of regular or associate membership for cause, including for nonpayment of dues, shall be determined by resolution or vote of the Section Council, after notice and hearing (if required by the member concerned).

## **ARTICLE III**

### **Meetings and Elections**

SECTION 1. The annual meeting of the Section shall be held, with such agenda, program or order of business as the Section Council may arrange: (a) during the Annual Meeting of the Association in the same city or place as said Annual Meeting of the Association is held, or (b) after reasonable notice to all Section members, during the month immediately prior to or immediately following the Annual Meeting of the Association in a city or place convenient to the membership of the Association.

SECTION 2. The Council of the Section shall hold regular meetings of its members each year at such time and place as to be determined by the Council; however, at a minimum, the Annual Meeting shall be held as set forth in Section 1 above, and a Council meeting shall be held either at or within a month on either side of the Mid-Year Meeting of the Association. The presence of at least two of the following officers- the Chair, Vice Chair and Secretary, and seven of the twelve Elected Members of the Council, for a total of nine (9) Council members, shall constitute a quorum for a Council Meeting. In the event a vacancy in an Officer or Elected Member

position prevents the Section Council from configuring a quorum using the method noted directly above, the Section Council shall proceed as closely as possible to that methodology; and, in any event, a majority of the Section Council members must be present at the meeting to constitute a quorum. The Council shall make reasonable effort to notify Section members of the schedule of Section Council meetings.

SECTION 3. Special meetings of the Council or of the Section may be called by the Chair, and shall be called upon request of four members of the Council, at such times and places as the Chair selects from among those places approved by the Council. Written notice, at least five days in advance of a special meeting of (a) the Council; or (b) the Section, specifying the time, place and business to be transacted, shall be given to each member of the Council, or the Section, respectively.

SECTION 4. The presence, at any regular or special meeting, of the nine (9) Section Council members, or, in the alternative, the Section Council majority required under any circumstance, as noted in Section 2 of this Article III, shall constitute a quorum for the transaction of all business of this Section. All binding actions of this Section shall be by majority vote of a quorum of the Section Council members present and voting; except that: (a) the removal of an Elected Member or Officer requires the vote of a majority of the entire Section Council, as noted in Article VI, Section 3; and, (b) the election of Secretary or other Officer, and the Elected Members of the Council, as well as any proposed change to the Section By-Laws, shall be by majority vote of the Section members present and voting at a meeting at which a quorum of the Section Council is present to vote on the election, or the proposed By-Laws change, as described in Articles IV and V of these By-Laws.

## **ARTICLE IV**

### **Officers and Council; Past Chairs**

SECTION 1. The Officers of this Section shall be a Chair, a Vice-Chair, a Secretary, Immediate Past Chair, and Treasurer. The Vice-Chair shall serve as Chair-Elect. The Secretary shall serve as Vice-Chair Elect.

SECTION 2. There shall be a Council, which shall consist of the Officers, together with twelve (12) other members known as Elected Members of the Council who are elected by the Section as provided for in these By-Laws. An attempt shall be made to have diversity, including but not limited to that related to demographics, practice area, and geographical parts of the State, represented on the Council, wherever possible. The Chair, having been elected, or succeeded from Vice-Chair in the preceding year, will automatically assume the position of Chair at the Annual Meeting. The outgoing Chair will automatically assume the position of Immediate Past Chair. The Treasurer shall be appointed by the incoming Chair, with the approval of the Council, in an even numbered year, and shall serve a two year term, and shall not, unless separately nominated and elected to another Officer position, assume any successive Officer position. Notwithstanding the two-year term of the Treasurer position noted above, each Chair may, in his or her discretion, with the approval of the Council, replace the Treasurer with a person of the Chair's choosing during the term of that Chair. The person holding the Treasurer position shall be selected from the Section membership, and for purposes of the Section Council

shall neither have voting rights nor be counted toward a quorum solely by virtue of holding the Treasurer position; however, that person may have those rights on the Council incident to being an Elected Member or holding another Officer position.

SECTION 3. Four of the Twelve Elected Members of the Council shall be nominated and elected at each annual meeting of the Association for a term of office beginning at the end of the Annual Meeting and running for three years. Any vacancy existing in any 3 year term on the Council by reason of death, removal, or resignation shall be filled by the Council. Such replacement member of the Council shall serve only to the end of the 3 year term to which the predecessor Elected Member had been elected. It is intended that the terms of only 4 of the 12 Council members shall expire at the end of each Annual Meeting.

SECTION 4. Except for the position of Treasurer, which the Chair appoints with the approval of the Council, the Council may fill any remaining unexpired vacant term of an Officer who, for any reason, vacates his or her Officer position during the Officer's term. This action will apply for the remaining period of the term in which the Officer vacancy occurs; and, any resulting vacant, successor Officer position arising from an Officer vacating an Officer position will be subject to election at the next Section election, in accordance with these By Laws, including Articles III, IV, and V. The Treasurer is appointed to a 2 year term as an Officer, in even years, separate from the terms of the Elected Members of the Council. The Chair may appoint a successor to complete any unexpired term left vacant, for any reason, by the Treasurer, with the approval of the Section Council.

SECTION 5. Past Chairs of the Section Council will serve as *ex officio* Council members, in a non-voting, advisory capacity. They each may attend up to two meetings of the Section Council in any fiscal year, in the same manner as other Council members. Past Chairs who serve on a Committee or Subcommittee of the Council may vote on matters requiring action as part of the Committee or Subcommittee, in the same manner as any other member of that Committee or Subcommittee.

## ARTICLE V

### Nominations and Elections

SECTION 1. The Chair of the Section shall appoint a Nominating Committee composed of five members of the Section. No more than three members of this Committee may be current members of the Council. The Nominating Committee shall be appointed on or before May 1st and shall submit to the membership at the Annual Meeting the list of nominees for the office of Secretary, and for the Elected Members whose slots are up for election during that year. The Nominating Committee may also submit for election nominees for vacated Officer positions that arise from time-to-time, as described in Article IV, Sections 3 and 4 above. In addition, the report of the Nominating Committee shall be sent to the members of the Section in advance of the Annual Meeting.

SECTION 2. The Nominating Committee shall have a Chair appointed by the Section Chair from among the members of the Committee.

SECTION 3. The election of the Secretary and Elected Members of the Council, and any Officer position for which a vacancy arose during the preceding fiscal year, shall take place at the Annual Meeting of the Section. Nominations for each slot available for election to the Council, or for a vacant Officer position, shall be accepted from the members of the Section and voted on by the Section members at the Annual Meeting. In the event there is more than one nominee for a particular Council Officer or Elected Member slot, the vote shall be by written ballot.

## ARTICLE VI

### Duties and Powers of the Council

SECTION 1. The Council shall have the general control of the affairs of the Section subject to the provisions of the By-Laws of the Association and of this Section. During the interval between meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section would have been authorized to act, and any such action taken by the Council pursuant to this provision shall be reported to the members of the Section at or before the next Section Meeting. The Council shall authorize particularly all commitments or contracts involving the expenditure of money. It shall not, however, authorize commitments, contracts or expenditures which would entail the payment of more money during the fiscal year than the funds currently available to the Section.

SECTION 2. The Council may authorize the Chair to make commitments or expend money within the limits of the budget approved by the Section Council and to appoint Committees to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these By-Laws and the Charter, and the By-Laws of the Maryland State Bar Association.

SECTION 3. Section Council members are expected to attend at least  $\frac{3}{4}$  of the scheduled monthly meetings of the Section, serve on at least one Committee, provide one article to the Newsletter or the Bar Bulletin, and promote and support both the Annual Section Dinner and the CLE program(s) held in conjunction with the MSBA Annual Meeting. Monthly meetings, both in-person and telephonic, along with the areas of Council emphasis, are set each year by the Chair. The level of “promote and support” goals for the Council are also specifically set each year by the incoming Chair. Should any member not meet these standards, and unless excused by the Chair, such member may be removed by a majority vote of the Section Council, at a meeting at which a quorum is present.

SECTION 4. Except as otherwise provided in these By-Laws, the Council, during the interim between Annual meetings of the Section, shall have the power to remove any Officer or Elected Member of the Council and to fill vacancies in any Officer’s or Elected Member’s term in its own membership or on any Committee. New Elected Members and Officers so selected shall serve the remaining term of the Elected Members or Officers they replace, until the adjournment of the next Annual meeting of the Section after the completion of those terms, at which the successors are elected and qualified.

SECTION 5. Except where elsewhere specifically provided, all action of the Council requires a

quorum and shall be by majority vote of the members present and voting.

SECTION 6. Proxy voting shall not be permitted.

## **ARTICLE VII**

### **Committees**

SECTION 1. The Chair shall appoint such standing and special Committees of the Section relating to the subject matters within the Section's field of activity and with such powers, duties and procedures as the Council may from time to time determine. All reports of standing or special Committees shall be transmitted to the Chair of the Section by the Chair or other authorized members of the Committee.

SECTION 2. The Chair of the Section shall appoint the Chair of such standing special Committees from among the membership of the committee.

## **ARTICLE VIII**

### **Miscellaneous**

SECTION 1. The fiscal year of the Section shall be the same as that of the Association.

SECTION 2. All bills incurred by the Section, the Committees, or Council Officers, before being paid shall be approved by the Chair or in another manner as the Council may from time-to-time direct.

SECTION 3. No salary or compensation may be paid to any member of the Section; however, this Section 3 does not preclude the reimbursement to a Section member of a pre-approved expense incurred by the Section member.

SECTION 4. These By-Laws may be amended by the Section, after prior notice to the Section Members, at any regular meeting of the Section at which a quorum of the Council is present, by a majority vote of the Section members present and voting.

SECTION 5. "Alternative dispute resolution processes," as used in these By-Laws, includes, but is not limited to, the definition of "Alternative dispute resolution," found in Title 17 of the Maryland Rules, stating that it "means the process of resolving matters in pending litigation through a settlement conference, neutral case evaluation, neutral fact-finding, arbitration, mediation, other non-judicial dispute resolution process, or combination of those processes."