

BUSINESS LAW SECTION  
INDIANA STATE BAR ASSOCIATION  
BYLAWS

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ARTICLE I. NAME

The name of this Section of the Indiana State Bar Association shall be: BUSINESS LAW SECTION.

ARTICLE II. PURPOSE

The purpose of the Section shall be:

- (a) To advance the development of banking and business law in all branches,
- (b) To formulate and extend the study of the law in this area,
- (c) To simplify and improve the application of justice in this field of law,
- (d) To bring together those members of the Indiana State Bar Association who are interested in these objectives, and
- (e) To plan carry out and support programs, meetings, institutes and seminars in furtherance of the foregoing.

ARTICLE III. MEMBERSHIP

Section 1. Any member in good standing of the Association shall be eligible for membership in the Section.

Section 2. Admission to membership shall be:

- (a) by application upon forms provided by the principal office of the Association,  
and
- (b) upon payment of annual dues as hereinafter provided in these Bylaws.

Section 3. The Secretary of the Section shall establish and maintain at the principal office of the Association a roster of all members, which shall include at least the name, address and telephone number of each member.

## ARTICLE IV. MEETINGS

Section 1. The Section shall meet annually in conjunction with the annual meeting of the Association, and at such other times and places as the Council may direct.

Section 2. The Annual Meeting of the Section shall be held at the same general location and at the same approximate time as the Annual Meeting of the Association, the exact time and place to be designated by the Section Chairman.

Section 3. Notice of the time and place of all Regular and Special Meetings shall be given by the Secretary, or under supervision of the Secretary, at least 15 days prior thereto. The notice of a Special Meeting shall specify the purpose thereof.

Section 4. The members of the Section present at any Regular or Special Meeting shall constitute a quorum for the transaction of business.

Section 5. All binding action of the Section shall be by majority vote of the Section members present and voting.

## ARTICLE V. OFFICERS AND COUNCIL

Section 1. The Officers of the Section shall be the Chairman, Vice Chairman, Secretary and Treasurer, to be elected in accordance with Article VI hereof.

Section 2. There shall be a Council consisting of one member of the Section from each Indiana State Bar Association District, to be elected in accordance with Article VI hereof. The Officers of the Section, the immediate Past Chairman of the Section and the Chairmen of each of the Committees of the Section also shall be members of the Council.

Section 3. Past Chairmen of the Section, who are not otherwise members of the Council, shall become honorary members of the Council. As such they shall be given notice of and shall have the right to attend any and all meetings of the Council and to participate in any discussion thereat, but shall not have any voting right at any such meeting.

## ARTICLE VI. NOMINATION AND ELECTION

Section 1. In order to assure continuity in office and in the plans and programs of the Section:

- (a) The Chairman shall serve in office from the close of the Annual Meeting until the close of the Annual Meeting held two years after being elected Chairman.
- (b) The Vice Chairman shall automatically succeed to the office of Chairman at the close of the Chairman's term of office or upon the resignation or inability of the Chairman to finish the term of service, as provided in Article VII.

Section 2. Nomination of Officers and Council members shall be as follows:

- (a) Upon assuming office, the Chairman shall appoint a Nominating Committee consisting of 3 members of the Council. Said Nominating Committee shall

serve for the period of the Chairman's term of office.

- (b) The Nominating Committee shall nominate one candidate for each of the offices of Vice Chairman, Secretary, Treasurer and candidates for all council seats subject to election in accordance with Section 3 of this Article.
- (c) The Nominating Committee shall submit its candidates to the Section Secretary not later than 60 days prior to the date of the Annual Meeting of the Section. The Secretary thereupon shall cause notice of the names of said candidates to be given to each Section member not later than 45 days prior to the date of the Annual Meeting of the Section.
- (d) Any 20 Section members may nominate a Section member for the office of Vice Chairman, Secretary or Treasurer by filing a written nominating petition addressed to the attention of the Section Secretary at the principal office of the Association not later than 30 days prior to the Annual Meeting of the Section. The Secretary thereupon shall cause a list of all candidates so nominated to be mailed to each Section member not later than 15 days prior to the Annual Meeting of the Section.
- (e) In selecting its nominees, the Nominating Committee shall strive to achieve a reasonable degree of geographic diversity and a Council which is truly representative of the Section's membership.

Section 3. Election of Officers and Council members shall be as follows:

- (a) A Vice Chairman, a Secretary and a Treasurer shall be elected at each Annual Meeting for one-year terms, to serve from the close of the Annual Meeting at which elected to the close of the next Annual Meeting.
- (b) Council members shall be elected for two-year terms, to serve from the close of the Annual Meeting at which elected until the close of the second Annual Meeting thereafter.
- (c) Whenever two or more persons are nominated for an office or a Council seat, the Secretary shall cause written ballots to be prepared, listing the names of all persons duly nominated for the contested position. Election shall be by a majority vote of the Section members present and voting, in a secret ballot except that unopposed candidates may be elected by voice vote.

## ARTICLE VII. VACANCIES

Section 1. Resignation delinquency in Association or Section dues, or death or incapacity of an Officer or Council member shall create a vacancy in the office.

Section 2. In the event of a vacancy in the office of Chairman, the Vice Chairman shall automatically become Chairman, and shall serve as such for the remainder of the vacated term plus the duration of the successive term as Chairman. The office of Vice Chairman shall remain vacant until the next Annual Meeting.

Section 3. In the event of dual vacancies in the offices of Chairman and Vice Chairman, the Council shall select, by vote of a majority of the Council, a Chairman to serve until the next Annual Meeting of the Section.

Section 4. Vacancies on the Council shall be filled by the Chairman with the consent of a majority of the Council, for the unexpired term of such office.

Section 5. A vacancy in the office of Secretary or Treasurer shall be filled by the Chairman with the consent of a majority of the Council, for the unexpired term of such office.

#### ARTICLE VIII. DUTIES OF OFFICERS

Section 1. The Chairman shall preside at all meetings of the Section and of the Council, and shall have such other powers and shall perform such other duties as usually pertain to the office of presiding officer. With the advice and approval of the Council, the Chairman shall:

- (a) appoint all committee members and designate the Chairmen thereof, and
- (b) prepare and present an annual written report of the work of Section to the Board of Governors of the Association and the House of Delegates of the Association. The Chairman shall prepare and present such interim reports to the Board of Governors of the Association as may be determined by the Council.

Section 2. The Vice Chairman shall preside at all meetings of the Section or Council in the absence of the Chairman and shall assist the Chairman in the fulfillment of the Chairman's duties.

Section 3. The Secretary shall be the custodian of all books, documents, papers and other property of the Section except money. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council. The Secretary shall establish and maintain a roster of all members of the Section, with the assistance of the Treasurer, in accordance with Article III, Section 3.

Section 4. The Treasurer shall supervise the handling of all Section funds in accordance with the procedure established by the Association, as follows. The dues of this Section shall be billed and collected by the Association. No disbursement of the funds of the Section shall be made without authorization from either the Chairman, Vice Chairman or Treasurer of the Section or Executive Director of the Association. The Association shall keep accurate and current records of all funds of the Section.

#### ARTICLE IX. DUTIES OF COUNCIL

Section 1. The Council shall determine and control policy and programs of the Section. The Council shall not approve or support any policy or program which is inconsistent with the policies, directives or best interests of the Association. The Council shall have supervision and control of the affairs of the Section, including expenditure of Section funds, subject to the Articles and Bylaws of the Association. The Council shall have such other powers and duties as are enumerated elsewhere in these Bylaws.

Section 2. A quorum for the transaction of business of the Council shall be four Council members.

Section 3. All binding action of the Council shall be by majority vote of the Council

members present and voting on the question, provided a quorum is present.

#### ARTICLE X. COMMITTEES

Section 1. There shall be a Nominating Committee, to be appointed by the Chairman, having composition and duties as provided in Article VI, Section 2.

Section 2. There shall be such committees of the Section appointed by the Chairman with the approval of the Council as are deemed necessary to carry out the activities of the Section.

#### ARTICLE XI. DUES

Section 1. Payment of annual dues shall be a prerequisite for membership in the Section.

Section 2. Membership in the Section shall terminate in accordance with procedures established for termination of delinquent members of the Association.

Section 3. The amount of annual dues shall be established by the Council.

Section 4. Dues shall be paid to the principal office of the Association, to be maintained on behalf of the Section in accordance with Article VIII, Section 5.

Section 5. The Section shall incur no obligation which is not currently payable from Section funds. Assessments other than annual dues shall not be made except by majority vote of all Section members present and voting at a Special Meeting of the Section called, and with notice given, in accordance with Article IV.

#### ARTICLE XII. RESIGNATION, EXPULSION AND REINSTATEMENT

Section 1. A member may resign from Section membership at any time by written resignation directed to the Section Secretary, with a copy to the Association Executive Director.

Section 2. A member may be suspended or expelled from the Section for conduct unbecoming a member of the Bar, upon the vote of two-thirds of all Council members, said vote to be conducted by secret ballot.

Section 3. Termination of membership in the Association shall automatically terminate membership in the Section.

Section 4. One whose membership has terminated for nonpayment of dues pursuant to Article XI, Section 2, may apply for reinstatement, and upon the payment of dues for the current year and payment of delinquent dues not exceeding one full year's dues, may be reinstated upon approval of the Council.

#### ARTICLE XIII. SECTION ACTION

No person or group shall publicly speak or act for the Section unless authorized to do so by the Council or these Bylaws.

ARTICLE XIV. AMENDMENT

These Bylaws may be amended at any Regular Meeting of the Council provided that no amendment shall be effective until reviewed and approved by the Board of Governors of the Association.

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