

**INDIANA STATE BAR ASSOCIATION  
CONSTRUCTION & SURETY LAW SECTION BYLAWS**

**JANUARY 17, 2004 DRAFT**

**ARTICLE I. NAME AND PURPOSE**

**Section 1.1. Name.** This Section shall be known as the Construction and Surety Law Section (“Section”) of the Indiana State Bar Association (“Association”).

**Section 1.2. Purpose.** The general purpose of the Section shall be to promote the object of the Association within the particular filed of construction and surety law. To that end, the Section shall:

- (a) To bring together, for furtherance of their mutual interests, members of the Association interested in construction and surety law and other related branches of law in both the private and public sectors, including attorneys representing private owners, public agencies, developers, design professionals, bonding companies, general or prime contractors, construction managers, subcontractors, suppliers and equipment lessors.
- (b) To provide leadership in identifying and addressing current and emerging issues of importance to the construction industry in Indiana, and to serve as a vehicle for attorneys involved with the construction industry to become better informed about developments in construction and surety law;
- (c) To foster networking and communication among members and to foster the development of meaningful relationships with other organizations and institutions involved in the construction industry;
- (d) To sponsor, aid and encourage the holding of programs, meetings, seminars, institutes and legal panels connected with construction and surety law;
- (e) To monitor proposed and pending legislation affecting construction and surety law;
- (f) To assemble and disseminate information to public officials and members of the general public that will generate a better understanding of matters relating to construction and surety law;
- (g) To assist the construction industry in this State in identifying practitioners with experience and competency in construction and surety law; and
- (h) To do such other activities as may be necessary and appropriate to fulfill any or all of the foregoing statements of purpose.

**Section 1.3. Limitations.** These bylaws have been adopted subject to the Rules of the Indiana Supreme Court and the Bylaws of the Association.

## **ARTICLE II. MEMBERSHIP**

**Section 2.1. Enrollment.** Any member in good standing of the Association shall be eligible for membership in the Section.

**Section 2.2. Admission.** 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 by these Bylaws.

**Section 2.3. Roster.** The Secretary of the Section shall establish and maintain at the principal office of the Association a roster of all members, which shall include the name and address of each member.

**Section 2.4. Classification of Membership.** The membership of the Section shall be voting members, affiliate members and honorary members.

**Section 2.5. Voting Members.** Any attorney member of the Association in good standing may become a voting member of the Section by applying for such membership and paying the Section's annual dues.

**Section 2.6. Affiliate Members.** The executive council of the Section may, at its discretion (after review and recommendation of the applicant's qualifications for membership by the executive council), enroll as an affiliate member of the Section any person who has shown an interest in contributing to the Section's activities and which is involved in the construction industry. The amount of annual dues for affiliate members shall be established by the executive council from time to time. Affiliate members shall have all privileges of voting members in the Section except that they may not hold office or vote. The number of affiliate members shall be limited to one-third of the number of voting members.

**Section 2.7. Honorary Members.** Any person whom the executive council shall find to have made outstanding contributions in the field of construction and surety law or the construction industry may be made an honorary member of the Section by the executive council. Honorary members shall have no vote at Section meetings nor be entitled to hold office in the Section nor be required to pay dues.

## **ARTICLE III. DUES**

**Section 3.1. Payment Required.** Payment of the annual dues shall be a prerequisite in order to hold a voting membership or an affiliate membership in the Section.

**Section 3.2. Termination of Section Membership When Delinquent.** Membership in the Section shall terminate in accordance with procedures established for termination of delinquent members of the Association.

**Section 3.3. Annual Dues.** The amount of annual dues shall be established by the Section's executive council from time to time.

**Section 3.4. Place of Payment.** Dues shall be paid to the principal office of the Association, and shall be maintained on behalf of the Section in accordance with Article V, Section 5.5.

#### **ARTICLE IV. OFFICERS AND TERMS OF OFFICE**

**Section 4.1. Officers.** The officers of the Section shall be a chair, a chair-elect, vice chair, secretary, treasurer and the immediate past chair of the Section, all of whom shall constitute the executive council together with three members at large elected to the executive council as provided for herein. All officers must be voting members of the Section.

**Section 4.2. Selection of Officers.** The chair-elect, vice chair, secretary, and treasurer, as well as the three members at large of the executive council, shall be nominated by the Nominating Committee or by seconded nomination of a voting member at the annual meeting of the Section called to vote on that office and elected by the members of the Section at the annual meeting called to vote on that office of the Section.

**Section 4.3. Term of Office.** Each officer and member at large on the executive council will hold office for a term of two years beginning at the close of the annual meeting of the Section and ending at the close of the annual meeting of the Section or when each officer's or member's at large successor has been elected and qualified.

#### **ARTICLE V. DUTIES OF OFFICERS**

**Section 5.1. Chair.** The chair shall preside at all meetings of the Section and the executive council. The chair shall appoint, upon the advice and consent of the executive council, and, unless otherwise specified in these bylaws, any committee chairs. The chair shall prepare all reports to be submitted to the Association or to the Board of Governors of the Association, including an annual report of the work of the Section, and such interim reports as may be determined by the executive council, and shall be the designated spokesperson. The chair shall be an ex-officio member of each committee of the Section.

**Section 5.2. Chair-Elect.** The chair-elect shall assume the office of chair at the expiration of the term as chair-elect or shall become chair in the event of the death, resignation or inability of the chair to serve for whatever reason; provided, however, that in case of temporary disability or absence of the chair, the chair-elect shall serve as acting

chair only for the duration of the chair's disability or absence. The chair-elect shall be responsible for such duties as the chair may designate. The chair-elect shall serve as chair of the Nominating Committee and be an ex-officio member of each committee of the Section.

**Section 5.3. Vice-Chair.** The vice-chair shall preside at all meetings in the absence of both the chair and chair-elect. The vice-chair shall supervise the activities of certain committees as requested by the chair and shall report to the executive council, or cause to be reported, any such committee's activities. The vice-chair shall perform such other duties as may be designated by the chair or the executive council and shall assume the office of chair-elect at the expiration of the term as vice-chair.

**Section 5.4. Secretary.** The secretary shall be responsible for all permanent files and records of the Section, including the minutes of the meetings of the Section and of the executive council and of all committees of the Section and shall furnish copies of the minutes to the executive director of the Association. The secretary shall be the the custodian of all books, documents, papers and other property of the Section, except money. The secretary shall establish and maintain a roster of all members, which shall include the name and address of each member, with the assistance of the treasurer.

**Section 5.5 Treasurer.** The /treasurer shall supervise the handling of all Section funds in accordance with the procedure established by the Association. The dues of this Section shall be billed and collected by the Association, and all collected dues and other funds of the Section shall be deposited and maintained by the Association. No disbursements of the funds of the Section shall be made without authorization from either the chair or chair-elect of the Section or Executive Director of the Association or its designated assistant. The Association shall keep accurate and current records of all funds of the Section.

## **ARTICLE VI. EXECUTIVE COUNCIL**

**Section 6.1. Governing Body.** There shall be an executive council which shall be the governing body of the Section between the meetings of the Section. The members of the executive council shall consist of the chair, chair-elect, immediate past chair, vice chair, secretary, treasurer, three members at large, and any chairs of standing committees of the Section. The chair of the Section shall be the chair of the executive council.

**Section 6.2. Duties.** The executive council shall determine and control policy of the Section, except that any policy determination made, and any action voted to be taken, must be approved by the Association before the same is given publicity or becomes effective as the action of an organ of the Association. The executive council shall have general supervision and control of the affairs of the Section, subject to the articles and bylaws of the Association, including the expenditure of Section funds.

**Section 6.3. Recommendations of the Section.** All recommendations of the Section to the Association, the Board of Governors of the Association, any branch of the judiciary

or to any other group or body to which recommendations by the Section are authorized to be made must first be approved by the executive council.

**Section 6.4. Quorum.** A quorum for the transaction of business of the executive council shall be four (4) council members.

**Section 6.5. Voting.** All binding action of the executive council shall be by majority vote of the executive council members present and voting on the question, provided a quorum is present.

**Section 6.6. Past Chairs of the Section.** Past chairs of the Section, who are not otherwise members of the executive council, shall become honorary members of the executive council. As such, they shall be given notice of and shall have the right to attend any and all meetings of the executive council and to participate in any of its discussions, but shall not have any voting right at any such meeting.

## **ARTICLE VII. NOMINATION AND ELECTION**

**Section 7.1. First Section Officers.** The first Section officers shall be approved by the Board of Governors of the Association, and shall serve until their successors are duly elected and qualified.

**Section 7.2. Subsequent Section Officers.** At the annual meeting in 2006 and at annual meetings in even-numbered years thereafter, the Section officers shall be elected pursuant to the nomination and election procedures established in this Article. The Chair-Elect shall automatically succeed to the office of Chair at the annual meeting in even-numbered years.

**Section 7.3. Nominations.** Nominations shall be made by a nominating committee consisting of the immediate past chair, the current chair, the chair-elect and up to two members of the Section appointed by the chair of the Section.

**Section 7.4. Nominating Committee.** The nominating committee shall nominate one candidate for each of the offices of the Section. The nominating committee shall submit a report of its candidates to the Section secretary not later than thirty (30) days prior to the date of the Annual Meeting of the Section. The Section secretary shall thereupon cause notice of the names of said candidates to be given to each Section member not later than twenty (20) days prior to the Annual Meeting of the Section.

**Section 7.5. Written Ballots.** Whenever two or more persons are nominated for an office, the Section's 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 secret ballot, except that unopposed candidates may be elected by voice vote.

**Section 7.6. Restriction on Office.** No two Section level offices may be held by the

same person.

## **ARTICLE VIII. VACANCIES**

**Section 8.1. Definition of Vacancy.** A vacancy of office shall occur when an officer, executive council member at large, committee chair or committee member dies, resigns, or is otherwise unable to perform his or her duties and shall also occur when his or her dues in the Association or Section are unpaid.

**Section 8.2. Vacancy in the Office of Chair.** In the event of a vacancy in the office of chair, the chair-elect shall automatically become chair and shall serve for the remainder of the vacated term, plus the duration of his or her own term as chair. The vice chair shall automatically become chair-elect for the remainder of the vacated term plus the duration of his or her own term as chair-elect. The office of vice chair shall remain vacant until the next annual meeting.

**Section 8.3. Vacancies in the Office of Chair and Chair-Elect.** In the event of dual vacancies in the offices of chair and chair-elect, the vice chair shall automatically become chair and shall serve as such for the remainder of the vacated term plus one full term. The offices of chair-elect and vice chair shall remain vacant until the next annual meeting, at which time a chair-elect and vice chair shall be elected pursuant to Article VII.

**Section 8.4. Vacancy in the Office of Secretary/Treasurer.** Vacancies in the office of secretary and treasurer shall be filled by the chair with the consent of a majority of the executive council for the unexpired term of such office.

**Section 8.5. Vacancy in Members at Large on the Executive Council.** Vacancies in the members at large on the executive council shall be filled by the chair with the consent of a majority of the executive council for the unexpired term of such membership.

**Section 8.6. Committee Vacancies.** Committee vacancies shall be filled by the chair for the committee member's unexpired term.

## **ARTICLE IX. MEETINGS**

**Section 9.1. Annual Meeting.** The Section shall have an annual meeting to be held at the same general time and place as the Annual Meeting of the Association and such meeting shall be referred to as the Annual Meeting. At the Annual Meeting the Chairman shall report to the Section the activities of the Section since its preceding meeting.

**Section 9.2. Other Section Meetings.** The Section may have such other meetings as it deems appropriate, including quarterly meetings at locations throughout the State.

**Section 9.3. Quorum.** The members present at any meeting shall constitute a quorum for the transaction of business.

**Section 9.4. Binding Action.** All binding action of the Section shall be by majority vote of the Section members present and voting.

**Section 9.5. Conduct of Meetings.** To the extent possible, meetings of the Section are to be conducted informally. In the case of a dispute, the most recent version of Roberts Rules of Order is to be followed.

## **ARTICLE X. COMMITTEES**

**Section 10.1. Nominating Committee.** The nominating committee shall be responsible for submitting nominations for officers on a bi-annual basis. The nominating committee shall be composed of the immediate past chair, the current chair, the chair-elect and up to two members of the Section appointed by the chair. The current chair-elect shall serve as chair of the nominating committee.

**Section 10.2. Education Committee.** The education committee shall be responsible to arrange legal seminars and similar programs for the education of attorneys and for the public in the field of construction and surety law.

**Section 10.3. Publications and Forms Committee.** The publications and forms committee shall be responsible for furnishing articles for publication in the Association publications; for publishing and distribution of a Section newsletter; for the creation of forms for use by members of the Section and the bar; and for the development of materials for distribution to the general public on issues of construction and surety law.

**Section 10.4. Legislative and Public Policy Committee.** The legislative and public policy committee shall from time to time make recommendations to the executive council regarding requests for the Section to adopt a legislative position and to disseminate news and opinions of proposed or enacted legislation on construction and surety law matters to the Section.

**Section 10.5. Special Committees.** The chair of the Section may appoint any special committee deemed necessary with the concurrence of the executive council. Chairs of such special committees shall also be members of the executive council. Such special committees shall have such powers and duties as may be designated by the executive council as are deemed necessary to carry out the activities of the Section.

**Section 10.6. Committee Composition.** The chair of each standing and special committee shall be appointed by the chair of the Section, upon concurrence of the executive council. The vice-chair of each standing or special committee shall be appointed by the chair-elect of the Section. All other members of the standing and special committees, except the nomination committee shall be appointed by the chair of that committee. There shall be at least one member of the executive council on each standing and special committee. At the annual meeting of the Section each year, the chair-elect of each committee shall select the committee vice chair for the coming year,

which appointments shall be approved and take office at the conclusion of the annual meeting.

**Section 10.7. Committee Meetings.** Committee meetings shall be called, as needed by the chair of the Section or the committee chair. Committee meetings may be held in person, by telephone conference or by another means by unanimous written waiver and consent of the committee membership.

## **ARTICLE XI. RESIGNATION AND MEMBERSHIP TERMINATION**

**Section 11.1. Resignation.** A member may resign from Section membership at any time by a written resignation directed to the Section's secretary, with a copy to the Executive Director of the Association.

**Section 11.2. Voting Members Must Be Association Members.** Any voting member of the Section, who ceases to be a member in good standing of the Association, automatically ceases to be a voting member of the Section at the same time.

**Section 11.3. Removal.** All voting members shall be required to observe the standards of professionalism and ethical conduct expected of members of the Association. Legal assistants who are affiliate members shall be required to observe and adhere to the Code of Ethics and Professional Responsibility established by the National Association of Legal Assistants, Inc. All members of the Section shall also be required to adhere to the standards of professionalism and ethics as the Section's executive council may from time to time prescribe. Any member who fails to observe the standards of conduct established by these bylaws may be removed as a member of the Section by vote of the majority of the members of the executive council.

## **ARTICLE XII. AMENDMENTS**

**Section 12.1. Amendments Procedure.** These bylaws may be amended at any meeting of the Section by majority vote of the members of the Section present and voting. Before an amendment may be considered at a meeting, the member or committee presenting the amendment must first submit the proposed amendment to the Section secretary not later than thirty (30) days prior to the date of the meeting at which the amendment will be presented. The Section secretary shall then provide notice of the proposed amendment to each voting member not later than twenty (20) days prior to the meeting.

**Section 12.2. Amendments Are Not Effective Until Approved.** No amendment shall be effective until reviewed and approved by the Board of Governors of the Association.