

**GENERAL PRACTICE, SOLO AND SMALL FIRM SECTION
INDIANA STATE BAR ASSOCIATION
BYLAWS**

ARTICLE 1. NAME

The name of this Section of the Indiana State Bar Association shall be: GENERAL PRACTICE, SOLO AND SMALL FIRM SECTION.

ARTICLE II. PURPOSE

The purpose of the Section is to enhance the role of general practitioners as contributing members and leaders of their communities and the legal profession, and to provide a medium through which general practitioners may cooperate with, encourage and assist each other in the resolution of problems common to them and to the legal profession.

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/Treasurer 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.

ARTICLE IV. MEETINGS

Section 1. The Section shall have two Regular Meetings each year:

- (a) Annual Meeting, and
- (b) Spring Meeting.

Section 2. The Annual and Spring Meetings of the Section shall be held at the same general location and at the same approximate time as the Annual and Spring Meetings, respectively, of the Association, the exact time and place to be designated by the Section Chair with the approval of the Association Board of Governors.

Section 3. Special Meetings may be held pursuant to call by a majority vote of the Council.

Section 4. Notice of the time and place of all Regular and Special Meetings shall be given by the Secretary/Treasurer, or under supervision of the Secretary/Treasurer, at least 15 days prior thereto. The notice of a Special Meeting shall specify the purpose thereof.

Section 5. The members of the Section present at any Regular or Special Meeting shall constitute a quorum for the transaction of business.

Section 6. 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 Chair, Chair-Elect, Vice Chair, and Secretary/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 Chair of the Section and the Chair of each of the Committees of the Section also shall be members of the Council.

Section 3. Past Chairs 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, but shall not have any voting right at any such meeting.

Section 4. An elected officer's term as a Council member from an ISBA District expires when said officer's term of office begins, and a replacement Council member shall be appointed by the Chair of the Section with approval of the Council for the balance of the Council member's original term from said District

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 Chair shall serve in office from the close of the Annual Meeting at which the Chair assumes office until the close of the next Annual Meeting. The initial Chair and Chair-Elect of the Section shall be appointed by the Board of Governors.
- (b) The Chair-Elect shall automatically succeed to the office of Chair.

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

- (a) Upon assuming office, the Chair shall appoint a Nominating Committee consisting of one Section member from each Indiana State Bar Association District. Said Nominating Committee shall serve for the period of the Chair's term of office.
- (b) The Nominating Committee shall nominate one candidate for each of the offices of Chair-Elect, Vice Chair, Secretary/Treasurer and one Council member candidate from each of those Indiana State Bar Association Districts whose council seats become subject to election in accordance with Section 3 of this Article.
- (c) The Nominating Committee shall submit its candidates to the Section Secretary/Treasurer not later than 60 days prior to the date of the Annual Meeting of the Section. The Secretary/Treasurer 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 Chair-Elect, Vice Chair or Secretary/Treasurer by filing a written nominating petition addressed to the attention of the Section Association not later than 30 days prior to the Annual Meeting of the Section. The Secretary/Treasurer 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) Any five Section members residing in the same Indiana State Bar Association District may nominate a Section member residing in said Indiana State Bar Association District for the office of Council member from said District by filing a written nominating petition addressed to the attention of the Section Secretary/Treasurer at the principal office of the Association, not later than 30 days prior to the Annual Meeting of the Section. The Secretary/Treasurer thereupon shall cause a list of all candidates to be nominated to be mailed to each Section member not later than 15 days prior to the Annual Meeting of the Section.

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

- (a) A Chair-Elect, Vice Chair, and Secretary/Treasurer shall be elected at each Annual Meeting for one-year term, 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 staggered terms, to serve from the close of the Annual Meeting at which elected until the

close of the second Annual Meeting thereafter. Council members from even-numbered Indiana State Bar Association Districts shall be elected in even-numbered years; Council members from odd-numbered Indiana State Bar Association Districts shall be elected in odd-numbered years.

- (c) Whenever two or more persons are nominated for an office or a Council seat, the Secretary/Treasurer 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 from, or delinquency in dues in, the Association or Section, 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 Chair, the Chair-Elect shall automatically become Chair, and shall serve as such for the remainder of the vacated term plus the duration of said officer's own term as Chair. The Vice Chair shall automatically become Chair-Elect for the remainder of the vacated term. The office of Vice Chair shall remain vacant until the next Annual Meeting.

Section 3. 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 office of Chair-Elect and Vice Chair shall remain vacant until the next Annual Meeting, at which time a Chair-Elect and a Vice Chair shall be elected pursuant to Article VI.

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

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. The Chair 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 Chair shall:

- (a) appoint all committee members and designate the Chair 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 Chair 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 Chair-Elect shall preside at all meetings in the absence of the Chair and shall supervise all committees, keeping in touch throughout the year with the committee Chairs to determine that the committees are functioning, to encourage the committees in their work and to keep abreast of committee activities. The Chair-Elect shall keep the Council informed of the plans and activities of the committees, and shall automatically assume the office of Chair in accordance with Articles VI and VII.

Section 3. The Vice Chair shall preside at all meetings in the absence of both Chair and Chair-Elect, and shall serve as chair for arrangements for the Spring Meeting and the Annual Meeting of the Section. The Vice Chair shall perform such other duties as may be designated by the Chair or the Council, and shall automatically assume the offices of Chair-Elect and Chair in accordance with Article VII.

Section 4. The Secretary/Treasurer shall be the custodian of all books, documents, papers and other property of the Section, except money, and shall keep a true record of the proceedings of all meetings of the Section and of the Council. The Secretary/Treasurer shall establish and maintain a roster of all members of the Section in accordance with Article III, Section 3. The Secretary/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 made without authorization from either the Chair, Chair-Elect, Vice Chair or Secretary/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 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 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 five 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 Chair having composition and duties as provided in Article VI, Section 2.

Section 2. There shall be a standing Solo and Small Firm Conference Committee. The Chair shall appoint a chair the Solo and Small Firm Conference Committee. The committee will be composed of members of the section and appointed by the Solo and Small Firm Conference Chair.

- a) This standing committee shall have an independent and separate budget. This committee shall have the authority to spend monies for the benefit of the Solo and Small Firm Conference from its own independent budget without asking for the approval of the section.
- b) This standing committee shall from time to time, as needed, request assistance from the Section by making a written request to the Chair of the Section and said request shall be forwarded to the GP, Solo and Small Firm Section Council for their approval. Approval shall be granted by a vote of the majority of the quorum of Council members attending and shall not be unreasonably withheld.
- c) All requests for assistance shall be made no later than April 30 of the fiscal year ending on June 30.
- d) The Solo and Small Firm Conference Committee shall have its budget approved by the GP, Solo and Small Firm Section prior to the close of the ISBA Annual Meeting.

Section 3. There shall be such committees of the Section appointed by the Chair 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 AND REINSTATEMENT

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

Section 2. Termination of membership in the Association shall automatically terminate membership in the Section.

ARTICLE XIII. SECTION ACTION

No person or group shall publicly speak or act for the Section unless authorized to do so by the Council: Provided, however, a Section Officer may speak and act pursuant to the powers and duties vested in said Officer in these Bylaws.

ARTICLE XIV. ADOPTION OF AMENDED AND REWRITTEN BYLAWS

These Bylaws as amended and rewritten shall be substituted for and in place of the Bylaws of the Section heretofore in effect upon further approval by the Board of Governors of the Association.

ARTICLE XV. AMENDMENT

These Bylaws may be amended at any Regular Meeting of the Section called in accordance with Article IV by majority vote of the members of the Section present and voting, provided that no amendment shall be effective until reviewed and approved by the Board of Governors of the Association.

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