

AMENDED AND RESTATED  
BYLAWS  
OF  
SECTION OF BUSINESS LAW  
MARYLAND STATE BAR ASSOCIATION, INC.  
(September 6, 2012)

ARTICLE I

Purpose

The purpose of the Section of Business Law (the 'Section') is to promote the objects of the Maryland State Bar Association, Inc. (the 'MSBA') within the various areas of business law, to bring together members of the MSBA having a special interest in those areas and to further the study, development and improvement of the laws applicable thereto.

ARTICLE II

Annual and Special Meetings

Section 1. The Annual Meeting of the Section shall be held in one or more sessions at or about the time of the Annual Meeting of the MSBA, in the same place that such Annual Meeting is held, with such program and order of business as may be arranged by the Vice Chair of the Section in cooperation with the chairs of the other sections of the MSBA.

Section 2. Special meetings of the Section may be called by the Chair, at such time and place as the Chair determines, or by the Secretary of the Council upon petition of at least a majority of the voting members of the Council then in office, at such time as such majority of the voting members of the Council determine.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Section shall be by a majority vote of the members present.

ARTICLE III

Membership and Dues

Any member of the MSBA upon request to the MSBA and upon payment of dues for the current year shall be enrolled as a member of the Section. Annual Section dues in an amount as may be determined from time to time by the Council shall be payable to the MSBA for credit to the account of the Section. Dues shall be paid in accordance with MSBA policies, then in effect.

Members of the MSBA enrolled and whose dues are paid as provided in this Article shall constitute the membership of the Section. Any member of the Section whose annual dues shall be more than six months past due shall thereupon cease to be a member of the Section.

All dues collected shall be deposited in and credited to such accounts for the Section as may be established and shall be subject to withdrawal and expenditure only under regulations of the Board of Governors of the MSBA. Accounting for all collections, deposits and withdrawals shall be made at times established by the Section and in accordance with policies of the MSBA.

## ARTICLE IV

### Council and Officers

Section 1. The members of the Council of the Section (the ‘Council’), including the Section officers and the committee chairs in office at the date of approval of these Amended and Restated Bylaws (the ‘Bylaws’), shall remain in office until their respective successors are elected or appointed as provided in these Bylaws.

Section 2. The officers of the Section shall consist of a Chair, a Vice Chair and a Secretary elected from the members of the Council in accordance with Article VI hereof and the immediate past Chair. The Council may from time to time elect from its members one or more additional Vice Chairs, an Assistant Secretary, a Treasurer and an Assistant Treasurer, as they may deem appropriate, to serve at the Council’s pleasure but not beyond the end of the Chair’s term of office.

Section 3. The officers shall be elected at each Annual Meeting of the Section and shall hold office for a term of one year and until their successors are elected and qualify.

Section 4. There shall be a Council which shall consist of not less than twelve persons who are members of the Section. If a Council member’s Section membership terminates, the member’s term on the Council is suspended until the Section membership is reinstated; provided, however, that the reinstatement of a Council member shall not extend the term of the Council member. The Council members (other than those who serve as members of the Council by virtue of their respective offices as chair or vice chair of a Section committee) shall be nominated and elected in accordance with Article VI hereof.

Section 5. The Council shall consist of the officers of the Section, up to nine at-large members, the chair of each Section committee (or in the absence or disability of any committee chair, the vice chair), up to two Section newsletter editors, up to two law school representatives, one member who shall also be a member of the Young Lawyers Section of the MSBA and one Board of Governors liaison. The voting members of the Council shall include the officers, the at-large members, the chair of each Section committee (or in the absence or disability of any committee chair, the vice chair) and the member from the Young Lawyers Section. In accordance with the immediately preceding sentence, the Secretary shall have the power to determine the eligibility of a Council member to vote or petition the Secretary to call a meeting of the Council or Section. The at-large members of the Council shall be divided into three classes of three persons each, the members of each to serve for a term of three years and until their successors are elected and qualify. Subject to any qualifications described in these Bylaws, at each Annual Meeting of the Section, three members of the Section shall be nominated and elected, each to succeed the class whose terms are due to expire. An at-large member of the Council who has been such for three years or more at the time an election is held is not qualified

for re-election as an at-large member until the next succeeding election. The member from the Young Lawyers Section shall serve for a term of one year and until his or her successor is elected and qualifies [and no such member of the Young Lawyers Section shall serve more than one term in such capacity].

The term of any Council member, who, unless excused by the Chair, has failed to attend at least two meetings of the Council during the time period from the Annual Meeting of the Section to a date not more than 90 days before the next succeeding Annual Meeting of the Section, may terminate at the discretion of the Chair upon written or electronic notice to the Council member transmitted on a date not less than 30 days before such next succeeding Annual Meeting of the Section.

Whenever the word "year" is used in this Section, it shall be construed to mean the period beginning at the adjournment of one Annual Meeting of the Section and ending at the adjournment of the next such Annual Meeting regardless of whether this period is greater or less than a calendar year.

Section 6. Each of the past Section Chairs who served as such preceding the inauguration of a newly elected Council and who are not serving as members of the Council by election or otherwise shall be 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 rights.

## ARTICLE V

### Committees

Section 1. In addition to the Legislative Committee as provided in Article IX, the Council shall establish committees and subcommittees to act in the area of substantive law of interest to the Section. All committees and subcommittees established as of the date of approval of these Bylaws shall continue to exist until dissolved by the Council.

Section 2. Upon authorization of the Council, the Chair shall appoint committees or subcommittees of Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Charter and Bylaws of the MSBA.

## ARTICLE VI

### Nominations and Elections

Section 1. (a) A Nominating Committee of not less than three nor more than seven persons shall be appointed by the Chair with the approval of the Council between January 1 and May 1 of each year.

(b) In appointing the Nominating Committee there shall be selected, to the extent practicable, persons from different geographic locations who are familiar with the affairs of the Section and with the capability and availability of possible nominees.

(c) It shall be the duty of the Nominating Committee to receive and consider suggestions for nominations of qualified persons to serve as members of the Council. Not later than thirty days prior to the Annual Meeting of the Section following the appointment of the Nominating Committee, it shall make and report to the members of the Section nominations for membership on the Council. The report shall set forth the vacancies to be filled, the length of the terms being filled and the names of those who are not eligible for re-election, all in accordance with Section 5 of Article IV. Other nominations for such vacancies and terms may be made by not less than fifteen members of the Section by written nomination submitted to the Secretary of the Section not later than ten days prior to the Annual Meeting. The Nominating Committee shall also recommend to the Council for its consideration proposed officers to be considered for election as provided in Section 3 of Article IV.

Section 2. All elections shall be by voice vote unless elections by written ballot are otherwise requested by one or more members of the Section at an Annual Meeting at which an election is held.

Section 3. After nominations are approved by Nominating Committee and prior to the Annual Meeting, the nominating Committee shall present a report of the nominees to the Council and to the Section.

Section 4. The Council shall fill any vacancy occurring in any Section office. A person so selected as an officer shall serve for the unexpired portion of the term of the officer whom he or she succeeds. A person so selected as a Council member shall serve until the adjournment of the next Annual Meeting of the Section.

At any Annual Meeting of the Section, the members of the Section may elect such number of Council at-large members as may be required to fill vacancies among the classes of at-large members whose terms do not expire at such Annual Meeting. A person elected to fill such a vacancy shall serve for the unexpired portion of the term of the Council at-large member whom he or she succeeds.

## ARTICLE VII

### Duties of Section Officers

Section 1. The Chair of the Section shall have general supervision of the Section's activities. The Chair shall preside at all meetings of the Council and the Section. The Chair may call special meetings of the Council at such times and places and upon such notice as he or she deems appropriate. The Chair shall be the principal liaison officer between the Section and the Board of Governors of the MSBA and shall make such reports to the Board of the Section's activities and the Council's or the Section's recommendations as may from time to time be appropriate. The Chair shall prepare and present to the Annual Meeting of the MSBA a report of the activities of the Section during his or her then ending term of office. The Chair or the Chair's

delegate on behalf of the Section or the Council shall present such other reports and recommendations to meetings of the MSBA as may be required.

Section 2. The Vice Chair of the Section shall assist the Chair in the performance of the latter's duties as requested and shall perform all the functions and discharge all the duties of the Chair in case of his or her absence or inability to act.

Section 3. The Secretary of the Section shall keep minutes of the meetings of the Council and of the Section and shall give such notices of meetings and other matters as the Chair may request. The Secretary shall make the minutes of his or her term available in written or, commencing in 2008, electronic form. The Secretary shall maintain a roster of the Section membership and of the committee memberships on a current basis. The Secretary shall have custody of and shall maintain with all effective amendments a correct master copy of the Section's Bylaws. The Secretary may, five years after the date of the adoption of minutes of the Council or Section, transmit the minutes to MSBA headquarters for retention.

Section 4. Additional officers elected by the Council pursuant to Section 2 of Article IV shall perform such duties as the Council may determine.

## ARTICLE VIII

### Duties and Powers of the Council; Meetings of the Council

Section 1. The Council shall have general control of the affairs of the Section subject to the provisions of the Charter and Bylaws of the MSBA and the Bylaws of the Section. During the interval between the meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act. The Council shall authorize specifically all commitments or contracts which shall entail the payment of money in excess of \$500 and shall authorize generally the expenditure of all other moneys for the use or benefit of the Section. It shall not, however, authorize commitments, contracts, or expenditures which would entail the payment of more money during any fiscal year than the funds currently available to the Section.

Section 2. The Council shall meet in special session at any time or place as may be called by the Chair or called by the Secretary of the Council, upon petition of at least a majority of the voting members of the Council then in office, at such time as such majority of the voting members of the Council determine. In accordance with Article IV, Section 5 of these Bylaws, the Secretary shall have the power to determine the eligibility of a Council member to petition the Secretary to call a special meeting of the Section.

Section 3. Unless otherwise determined by the Council, the Chair may fix the dates of the regular Council meetings for the duration of his or her term. If regular meeting dates are fixed by the Chair, the Secretary shall send to the Council members, at least 10 business days before the first regular meeting of that Chair's term, notice of the regularly scheduled meetings.

Section 4. Three members of the Council present at a meeting shall constitute a quorum for the transaction of business and, except with respect to amendments of these Bylaws, binding

action of the Council shall be by majority vote of those present at a meeting at which there is a quorum.

Section 5. Voting by proxy shall not be permitted.

## ARTICLE IX

### Legislative Committee

There shall be established by the Council annually a Legislative Committee, the Chair of which shall be appointed by the Section Chair from the Council members, whose function shall be to monitor legislation and advise the Section Council regarding any such legislative matters in which the Section has an interest and the Council has delegated to the Legislative Committee. Any member of the Legislative Committee when expedient may serve likewise in such capacities, within such limitations as may be laid down by the Council.

## ARTICLE X

### Amendments

These Bylaws may be amended at any meeting of the Council, by the affirmative vote of majority of the voting members of the Council then in office, or at any Annual Meeting of the Section, by a majority of the members of the Section present and voting. The Secretary shall send notice of any proposed Bylaw amendments to the members of the Council at least 30 days before consideration of proposed amendments at a meeting of the Council. The Secretary shall send notice of any proposed Bylaw amendments to the members of the Section, at least 30 days before consideration of the proposed amendments at a meeting of the Section.

Any amendments to these Bylaws shall be reported to the Section. Posting on the Business Law Section webpage shall constitute a sufficient report.

Adopted September 6, 2012.