

Bylaws of the
SECTION OF SOLO & SMALL FIRM PRACTICE
of the
Maryland State Bar Association, Inc.

Article I. Name and Purpose

Section 1.01 Name.

The Section shall be known as the Section of Solo & Small Firm Practice of the Maryland State Bar Association, Inc. (hereinafter “the Association”).

Section 1.02 Purpose.

The purpose of the Section shall be to promote the practice of law by solo and small firm practitioners in the State of Maryland 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 competence and skills of lawyers from solo or small firm practices to engage in the practice of law and to improve their ability to deliver efficient and high quality legal services to their clients. The activities of this Section shall be designed also to enhance the role of solo and small firm practitioners as contributing members and leaders of their communities, in the legal profession and in the Association.

To achieve these objectives, the Section will serve as a forum for the exchange of ideas and information among solo and small firm practitioners and between the Section and other groups in matters of interest to solo and small firm practitioners. The Section will consider issues with respect to the practice of law for solo and small firm practitioners; and as appropriate, may present recommendations on those issues. It shall develop relevant materials and programs for continuing legal education in cooperation with other similarly interested groups. The Section shall coordinate its activities with other appropriate sections and committees of the Association and with other groups with similar interests.

Article II. Membership and Dues

Section 2.01 Membership.

Upon request to the Association and upon payment of the Section dues for the current year, any active Member or Associate Member of the Association who is in good standing shall be enrolled as a Member of this Section subject to Section 2.02.

Section 2.02 Voting Member.

A Voting Member of this Section is a Member who is either a solo practitioner or is associated with a small firm. A Judicial Member is also a Voting Member.

Section 2.03 Dues.

Dues for membership in this Section shall be in an amount set by the Council of this Section and collected in accordance with the procedures of the Association.

Article III. Officers and Council

Section 3.01 Composition of Officers.

The Officers of this Section shall be a Chair, Chair-Elect, Secretary, Treasurer, and Immediate Past Chair and all must be Voting Members at the time of their nomination.

Section 3.02 Composition of Council.

There shall be a Council which shall consist of the Officers of this Section together with fifteen Additional Members who must all be Voting Members at the time of their nomination.

Section 3.03 Composition of Additional Members.

Of the fifteen Additional Members of the Council at least one shall be a member of the Maryland Judiciary who is also a member in good standing of the Association (to be known as the Judicial Member), one shall be a Member in good standing of the Young Lawyers Section of the Association (to be known as the YLS Member), one shall be a Member with knowledge of current technology (to be known as the Technology Member), one shall be a Member of the Association's Board of Governors, and eight Members shall represent, as nearly as practicable, each of the eight judicial trial court circuits. The remaining three Members shall be known as Members-at-Large.

Section 3.04 Term of Office.

The Chair, Chair-Elect, Secretary and Treasurer shall be nominated and elected in the manner hereinafter provided at each Annual Meeting of this Section, to hold office for a term beginning at the close of the Annual Meeting at which they shall have been elected and ending at the close of the next succeeding Annual Meeting of the Section; or until their successors have been elected and qualified. No Officer or Council Member may serve more than two consecutive terms in the same office but such Member may serve again in a different position. The Members shall be nominated and elected in the manner hereinafter provided at each Annual Meeting of this Section, to hold office for a term beginning at the close of the Annual Meeting at which they are elected and ending at the close of the third succeeding Annual Meeting of the Section.

Article IV. Nomination, Election, and Removal of Officers and Council Members

Section 4.01 Nominations.

Not less than two months before the Annual Meeting, the Chair shall appoint a Nominating Committee which shall consist of at least three members of the Section, one of whom shall be the Chair-Elect who will also head the Committee. Not more than two members of the Committee may consist of Council Members or Officers. On or before May 15, the Nominating Committee shall report to the Council its recommendations for nominations for any offices and positions on the Council held by Members whose terms expire at said Annual Meeting, or for any offices which are then or are expected to become vacant. Upon approval by the Council, the list of nominees shall be published to the Section at large for purposes of the Section's consideration of those nominees at the Annual Meeting of the Section. Other nominations may be made from the floor at the Annual Meeting with the exception of the position of the Judicial Member.

Section 4.02 Elections.

The election of the Officers and Council Members shall take place at the Annual Meeting of the Section. In the event there is more than one nominee for a particular Council office, the vote shall be by written ballot.

Section 4.03 Removal.

The Council may remove any Officer or Council Member, with or without cause, at any time by an affirmative vote of a majority of the Council Members. If any elected Officer or Council Member shall fail to attend two successive meetings of the Council, and if the Member's absence is not deemed excused at either meeting by a majority of the Council, then the Officer or Council Member's position may be deemed vacated so long as the Secretary of each meeting provides notice to that Officer or Council Member within ten calendar days of the second meeting that was missed. However, if any Officer or Council Member at any time after his or her election shall resign, or cease to be a member of the Section, then his or her office may be vacated, without further action other than to note such fact in the minutes of the Council meeting. In the event of a vacancy created by operation of these Bylaws of this Article, the remaining Council Members shall, by majority vote, elect a member of the Section to fill such vacancy and to serve for the unexpired term of the office vacated. An Officer or Council Member may resign from his/her position upon submission of reasonable notice to the Secretary.

Article V. Duties of Officers

Section 5.01 Chair.

The Chair shall be the chief executive officer of the Section and shall have charge of the general direction and promotion of its affairs, with authority to do such acts as are necessary or proper to carry on the business of the Section, including without limitation:

- 1) presiding at all meetings of the Section and of the Council;
- 2) formulating and presenting at each Annual Meeting of the Association a report of the work of the Section for the then past year;
- 3) appointing such committees as are required or otherwise permitted by these Bylaws;
- 4) appointing members of the Section to act as liaison to groups and organizations as appropriate;
- 5) conducting the business of the Section working in conjunction with the Association staff member assigned to the Section; and
- 6) performing such other duties as are delegated by the Council.

Section 5.02 Chair-Elect.

The Chair-Elect shall preside at all meetings in the absence of the Chair and aid and assist the Chair as requested. Upon the death, resignation, or during the disability of the Chair, or upon the Chair's refusal to act, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term, except in the case of the Chair's disability and then only during so much of the term as the disability continues. At the end of the Chair's term of office at the Annual Meeting, the Chair-Elect shall automatically assume the office of the Chair.

Section 5.03 Secretary.

The Secretary shall be the custodian of all books, papers, documents, and other property of the Section, except funds and membership records. The Secretary shall keep a true record of the proceedings of all meetings of the Section and of the Council, whether assembled or acting under submission. The Secretary shall issue notices of all meetings of the Section and of the Council. The Secretary, in conjunction with the Chair, as authorized by the Council, shall attend generally to the business of the Section and shall perform other such duties as are incidental to the Secretary's office or as delegated to the Secretary by the Chair. The Secretary shall preside at the meetings of the Council in the absence of both the Chair and Chair-Elect.

Section 5.04 Treasurer.

The Treasurer shall be the general custodian of all funds of the Section and shall maintain the Section's membership records. The Treasurer shall keep an accurate record of all monies received, appropriated to, and expended for the use of the Section. At such times as may be requested by the Chair, or the Association, the Treasurer shall render an account of all of the Treasurer's transaction as Treasurer and of the financial condition of the Section. The Treasurer shall perform other such duties as are incidental to the Treasurer's office or which

may be delegated to the Treasurer by the Chair.

Article VI. Duties and Powers of the Council

Section 6.01 General Duties and Powers.

The Council shall have general supervision and control of the affairs of the Section, subject to the provisions of the Bylaws 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 itself would be authorized to act, and any such action taken by the Council pursuant to this provision shall be reported to the Section Members at the next meeting of the Section. The Council shall authorize the expenditures of all monies appropriated for the use of the benefit of the Section. It shall not, however, authorize commitments or contracts which shall entail the payment of more money during any fiscal year than the amount which shall have been previously received or appropriated to the Section for such fiscal year.

Section 6.02 Filling of Vacancies.

The Council, during the interim between Annual Meetings of the Section, may fill vacancies in its own membership or in the offices of the Chair-Elect, Secretary, or Treasurer. In the event of a vacancy in both the offices of the Chair and Chair-Elect, the Council may fill the vacancy in the Office of Chair. Members of the Council and Officers so elected shall serve until the close of the next Annual Meeting of the Section.

Section 6.03 Quorum and Voting.

Council Members may participate in Council meetings either in person or by telephone or other electronic conferencing means. Seven Members of the Council shall constitute a quorum. The Council may take binding action by a majority vote of those participating in a meeting during which a quorum of the Council is participating.

Section 6.04 Informal Action.

The Chair of the Section may, or upon the request of any Council Member shall submit or cause to be submitted in writing, to each of the members of the Council, any proposition upon which the Council may be authorized to act. The Council Members may vote upon such proposition so submitted by communicating their vote thereon in writing, by facsimile, or by electronic mail to the Secretary, who shall record upon the minutes each proposition so submitted, when, how, at whose request same was submitted, and the vote of each member of the Council thereon, and keep on file such written and signed votes. In such event, a majority vote of the Council shall constitute the binding action of the Council.

Article VII. Committees.

Section 7.01 Establishment.

The Chair may create or continue such standing or ad hoc committees as may be required to fulfill the purposes of the Section. The Council may vote to change, delete, add or modify committees or committee charges at any time.

Section 7.02 Eligibility.

Only Voting Members shall be appointed to Committees of the Section. The Chair of each committee will be appointed by the Chair of the Section, with the advice and consent of the Council. The Chair of each Committee shall decide the appropriate number of members to serve on his or her committee and shall appoint such members with the advice and consent of the Council. Committee meetings shall be at such time and place as designated by the Chair of the committee and may be conducted in person or via telephone or other electronic conferencing means.

Section 7.03 Committee Resolutions.

Committees are responsible for preparing policy resolutions and supporting background reports to be presented to the Section Council. Resolutions must have a majority vote to pass the Council for referral to the Association.

Article VIII. Meetings

Section 8.01 Annual Meeting.

The Annual Meeting of the Section shall be held at the time and place of the Annual Meeting of the Association or at such other time and place as the Council may determine upon such written notice as prescribed by the Council.

Section 8.02 Regular Meetings of the Council.

The Council shall hold regular meetings on a schedule developed by the Chair, the Council and the Association staff member that works with the Section.

Section 8.03 Special Meetings.

A special meeting of the Section may be called by the Chair upon approval of a majority of the Council, at such time and place and only upon such topics as contained in the written notice of the meeting.

Section 8.04 Quorum.

Ten (10) Section Voting Members attending any meeting shall constitute a quorum for the transaction of business.

Section 8.05 Voting.

All binding action at a meeting of the Section shall be by a majority vote of the Section—
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Voting Members in attendance.

Section 8.06 Attendance at Meetings.

A Voting Member or an Associate Member may attend a meeting of the Section, a committee of the Section, or the Council by electronic means including but not limited to video conference and telephone conference.

Article IX. Miscellaneous Provisions

Section 9.01 Fiscal Year.

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

Section 9.02 Spokesperson.

The only spokesperson for the Section is the Chair unless another is designated by the Council or the Chair.

Section 9.03 Amendments.

These Bylaws may be amended with prior notice to the members at any Meeting of the Section by a majority of the Section Voting Members attending and voting.

Section 9.04 Notice and Other Communications.

Any notice, consent, or other communication required or permitted by these Bylaws, may be delivered via the U.S. Postal Service; private mail or courier delivery service; or any form of electronic transmission that creates a record that may be retained, retrieved, and reviewed by the recipient and may be reproduced directly in paper form by the recipient through an automated process.