

**BY - LAWS  
OF THE  
BUSINESS LAW SECTION  
OF THE  
PHILADELPHIA BAR ASSOCIATION**

**ARTICLE I**

Purposes

The purpose of this Section shall be to promote the objectives of the Philadelphia Bar Association within the field of business law, to advance the development of the law and the education of the Philadelphia bar within that field, and to simplify and improve the application of justice in this field, all in conformity with the Charter and By-Laws of the Philadelphia Bar Association.

**ARTICLE II**

Membership and Dues

**Section 1.** Any member in good standing of the Philadelphia Bar Association, upon request and payment of dues for the current year, shall be enrolled as a member of this Section. The Executive Committee, with the approval of the Chancellor and the Chancellor-Elect, may establish classes of membership based upon the number of years a member has been admitted to any bar. Any member of this Section whose annual dues are unpaid more than thirty (30) days after the end of the year for which they are billed shall cease to be a member of this Section.

**Section 2.** The amount of dues shall be determined by the Executive Committee of this Section with the approval of the Chancellor. Dues shall be paid in advance of each calendar year except that any person who becomes a member after June 30 of any year shall pay one half of the dues for the current year.

**ARTICLE III**

Officers

**Section 1.** The officers of the Section shall be a Chairman, a Vice-Chairman, a Secretary ~~and~~, a Treasurer and a Communications Officer, and any other officer as the Executive Committee shall designate.

**Section 2.** Each officer of the Section shall hold office for a term beginning on the January 1 following the annual meeting of the Section at which he or she is elected and ending at the close of that calendar year, and until his or her successor shall have been elected and qualified. Any vacancy occurring during the year shall be filled by the Executive Committee.

**Section 3.** All officers except the Chairman shall be elected in accordance with Article VI below. On the January 1 following the annual meeting of the Section, the Vice-Chairman whose

term of office expires at that time shall automatically become Chairman without the need of any election to that office.

**Section 4.** Subject to the direction and control of the Chancellor, and the Board of Governors, the functions, duties, and authorities of the officers shall be as follows:

- a. The Chairman shall:
  - preside at all meetings of the Section and of the Executive Committee;
  - plan and oversee the programs of the Section during his or her term, subject to any direction and approval of the Executive Committee;
  - oversee the performance of all activities of the Section;
  - keep the Executive Committee informed and carry out its decisions;
  - present at each annual meeting of the Philadelphia Bar Association a report of the work of the Section for the year just ending; and
  - perform such further duties and have such further powers as usually pertain to this office or as may be designated by the Executive Committee or the Chancellor.
  
- b. The Vice-Chairman shall:
  - in consultation with the Chairman and the ~~Chancellor-Elect, arrange for the appointment of the Chairman~~Executive Committee, monitor, encourage and report on the activities of all Committees of the Section ~~who are to hold office during his or her coming term as Chairman;~~
  - assist in planning and overseeing the programs offered by the Section during his or her term as Vice-Chairman;
  - aid the Chairman in the performance of his or her responsibilities in such manner and to such extent as the Chairman may request;
  - perform further duties and have such further powers as usually pertain to this office or as may be designated by the Executive Committee or the Chairman; and
  - in case of the death, resignation or disability of the Chairman, perform the duties of the Chairman for the remainder of the Chairman's term or disability, as the case may be.
  
- c. The Secretary shall:
  - aid the Vice-Chairman in the performance of his or her responsibilities;
  - consult with and assist all the officers of the Section as to the work of the Section generally in such manner and to such extent as they may request;
  - be the custodian of all principal books and documents of the Section, but not of money;
  - keep minutes of all meetings of the Section and of the Executive Committee and a record of all action that may be taken by consent without a meeting; and
  - perform such further duties and have such further powers as may be designated by the Executive Committee or the Chairman.

d. The Treasurer shall

- ~~have charge of and be responsible for all funds, receipts and disbursements of the Section and shall deposit, or cause to be deposited in the name of the Section all monies paid to the Section in such banks, trust companies, savings associations, or other depositories as shall be selected by the Executive Committee;~~
- give to the Chairman and the Executive Committee, whenever requested, an account of the financial condition of the Section;
- have the authority to issue checks for and in the name with the approval of the Chairman, authorize the disbursement of funds of the Section;
- ~~perform all duties incident to the office of the Treasurer of a non-profit association;~~
- prepare an annual budget, which shall be submitted for approval or modification to the Executive Committee at its first meeting of each year; and
- perform other duties and have further powers as may be designated by the Executive Committee or the Chairman.

e. The Communications Officer shall:

- be responsible for overseeing and coordinating the Section's online, email and print communications to the Section's membership as appropriate and, when approved by the Executive Committee, to the public;
- submit, in consultation with the Secretary on behalf of the Executive Committee, any notices required to be published in publications by the Association;
- maintain the Section's website in a reasonably current fashion and coordinating with Committee chairs to maintain the Committee individual webpages; and
- manage the Section's social media communications and platforms, and encourage, with the assistance of Vice-Chairman and the Committee chairs, postings to the Section's social media platforms.

## ARTICLE IV

### Executive Committee

**Section 1.** The Section shall have an Executive Committee of eleven (11) voting members consisting of the elected officers of the Section ~~together with~~ named in Section 4 of Article III; four (4) ~~other~~ members, elected as provided in Article VI, ~~three (3) additional members appointed by the Chancellor; and, in addition,~~ the last retiring Chairman, who shall be a member ex officio. ~~In the event that the Chancellor shall not have appointed three (3) members to; and a representative appointed by the Advisory Board of the Section. In addition, a representative from the Young Lawyers Division of the Philadelphia Bar Association and a representative from the~~

Volunteers for the Indigent Program/Law Works shall be invited to participate in the regular meetings of the Executive Committee ~~prior to April 1 of any year, there shall be considered to be a vacancy or vacancies in such positions; which shall be filled in accordance with Section 2 of this Article IV~~ but shall not be voting members. The Chancellor, the Chancellor-Elect, and the two past Chairmen immediately preceding the last retiring Chairman, shall be honorary members of the Executive Committee without the right to vote.

**Section 2.** Each member of the Executive Committee shall hold office for a term beginning on January 1 following the annual meeting at which s/he is elected and ending at the close of that calendar year and until a successor is elected and qualified. Vacancies during a term, including vacancies resulting from an increase in the size of the Executive Committee, occurring more than one (1) month prior to the annual meeting may be filled by the action of a majority of the Executive Committee remaining in office with the advice and consent of the Chancellor.

~~**Section 3.** — No person shall be eligible for election or appointment of the Executive Committee for more than three continuous years, but this provision shall not bar a member's election as an officer, subsequent service as a member of the Executive Committee, nor the ex officio service of the last retiring Chairman.~~

**Section 3.** ~~**Section 4.**~~ If any elected member of the Executive Committee shall, without just cause, fail to attend three successive meetings of the Committee, his or her office may be declared vacated by the Executive Committee.

**Section 4.** ~~**Section 5.**~~ The Executive Committee shall, subject to action of the members taken at annual meetings of the Section and to any action of the Board of Governors of the Association,

- have general supervision and control of the affairs of the Section in accordance with the provisions of the Constitution and By-Laws of the Philadelphia Bar Association and the By-Laws of this Section;
- with the advice and consent of the Chancellor, create and terminate committees;
- adopt the annual budget; and
- authorize the expenditure of all monies of the Section or appropriated for its use, provided it shall not authorize commitments or contracts involving the payment of money during any fiscal year in an amount exceeding the monies of the Section or appropriated for its use.

**Section 5.** ~~**Section 6.**~~ The Executive Committee shall meet at least quarterly in each year at a place fixed from time-to-time by the Chairman and upon not less than five (5) days written notice to all voting members. The Executive Committee may meet in a special session at any time and place on the call of the Chairman on not less than one days prior notice or on the call of any three (3) members of the Committee on not less than five (5) days written notice to all voting members.

**Section 6.** ~~**Section 7.**~~ Except as provided in Section ~~8~~7 of this Article IV, all action of the Executive Committee shall be taken at a meeting at which a quorum is present. ~~A~~For regularly scheduled meetings, a quorum shall consist of ~~a majority of~~ at least four (4) voting members present

in person or by teleconference. For special meetings, a quorum shall consist of a majority of the voting members present in person or by teleconference. All action shall be by a majority vote of those present.

**Section 7.** ~~Section 8.~~ The Executive Committee may also act by the consent in writing of a majority of its voting members.

## ARTICLE V

### Meetings of The Section

**Section 1.** An annual meeting of the Section shall be held in the City of Philadelphia during November or December at a place and hour to be stated in a notice of meeting published in the Philadelphia Bar Reporter Online and via the Business Law Section listserv at least fifteen (15) days before the meeting.

**Section 2.** Special meetings of the Section may be called with the approval of the Executive Committee ~~and~~, the Chancellor, or upon the request of not fewer than ten (10) members of the Section at such time and place as the Executive Committee may determine and which shall be stated in a notice of meeting published in the Philadelphia Bar Reporter Online and via the Business Law Section listserv at least fifteen (15) days before the meeting.

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

**Section 4.** Except as provided in Section 4 of Article VI, all binding action of the Section shall be a majority vote of the members present.

**Section 5.** The Business Law Section hereby delegates to its Executive Committee authority to act for the Section as to all matters whatsoever which come before the Section during intervals between the annual meetings of the Section, unless five (5) members of the Committee desire that a proposition on any matter be acted upon pursuant to Section 6 of this Article V.

**Section 6.** The Executive Committee may direct that a proposition be submitted to the members of the Section for vote by mail. In such event, adoption of the proposition shall be by a majority of the vote received, or such greater proportion of the vote as the Executive Committee may fix.

## ARTICLE VI

### Nominations and Elections

**Section 1.** The Vice Chairman shall nominate members of the Section to hold the offices of:

- a. Vice-Chairman;
- b. Secretary;

- c. Treasurer;
- d. Communications Officer;
- e. ~~d.~~ Four elected members of the Executive Committee; and
- f. ~~e.~~ Such other nominations as may be necessary to fill vacancies then existing or to occur at the close of the calendar year.

**Section 2.** At least thirty (30) days in advance of each annual meeting, the Vice Chairman shall give the Secretary of the Section the names of the nominees. The Secretary will publish the names of the nominees in the Philadelphia Bar Reporter Online and via the Business Law Section listserv ~~with the notice of the Annual Meeting~~ at least fifteen (15) days before the annual meeting.

**Section 3.** Additional nominations may be made by filing a petition with the Secretary of the Section at least five days in advance of the ~~A~~annual ~~M~~meeting and signed by at least thirty-five (35) members of the Section in good standing, nominating a person qualified for any of the offices listed in Section 1 of this Article VI. Only nominations made in the manner prescribed in Section 1-3 of this Article ~~V~~ may be considered in the elections held at each ~~A~~annual ~~M~~meeting.

**Section 4.** All elections shall be by vote of at least two-thirds of those members present and eligible to vote, at the ~~A~~annual ~~M~~meeting at which the election is held.

**ARTICLE VII**

Staff

With the prior approval of the Executive Committee and the Board of Governors of the Association, the Chairman is authorized to employ a whole or part-time Executive Secretary or other secretarial, clerical or other staff to assist in attending to the business and affairs of the Section with such duties and responsibilities as the Chairman may from time-to-time designate.

**ARTICLE VIII**

Miscellaneous

**Section 1.** The Fiscal Year of the Section shall be the same as that of the Philadelphia Bar Association.

**Section 2.** All bills incurred by this Section shall be approved by the Chairman or the Treasurer, or, if the Executive Committee shall so direct, by both of them.

**Section 3.** No salary or compensation shall be paid to any officer of the Section, member of the Executive Committee or member of any other Committee of the Section.

**Section 4.** No action by this Section shall become effective as the action of the Philadelphia Bar Association until it is approved by the Philadelphia Bar Association. Any resolution adopted or action taken by this Section may on request of the Section or the Chairman be reported

by the Chairman of the Section to the Board of Governors of the Philadelphia Bar Association for approval or other necessary action.

## **ARTICLE IX**

### Amendments

These By-Laws may be amended at any annual or special meeting of the Section, consistent with the Constitution and By-Laws of the Philadelphia Bar Association, by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall have been, or shall be approved by a majority vote of the whole Executive Committee. [The Executive Committee may from time to time rearrange and renumber these By-laws or portions thereof, insert and change descriptive headings, correct typographical errors and make conforming and other purely formal changes, but no change in the substance of any provision of these By-laws shall be made except as provided in the first sentence of this Article IX.](#)

## **ARTICLE X**

### Termination

The existence of the Section is automatically terminated whenever the total membership shall fall below fifty (50), or whenever the Board of Governors of the Philadelphia Bar Association shall, by resolution, so determine.