

Approved Board of Governors, June 20, 2007

**BYLAWS OF THE  
ELDER LAW SECTION OF THE  
PENNSYLVANIA BAR  
ASSOCIATION**

**ARTICLE I**

**General Provisions**

**Section 1. Name.** This Section shall be known as the Elder Law Section of the Pennsylvania Bar Association.

**Section 2. Purpose.** The purpose of the Elder Law Section is to enable Pennsylvania attorneys to meet the needs of their clients through the exchange of ideas and information on substantive elder law issues. The Section shall also promote improvement in substantive law, legal education, and ethical guidelines.

**Section 3. Definitions.** For the purposes of these by-laws, the following words, unless the context requires otherwise, shall mean: A. "Association" - The Pennsylvania Bar Association. B. "Council" - The Council of the Section. C. "Section" - The Elder Law Section of the Association.

**ARTICLE 11**

**Membership of Section**

**Section 1. Membership; dues.** Any member of the Association, upon request to its Secretary and upon payment of annual Section dues in the amount established by the Council with approval of the Association's Board of Governors, shall be enrolled as a member. Thereafter, dues shall be paid in advance each year beginning on the first of January next succeeding such enrollment. Any member whose annual dues shall be more than two (2) months past due, and who shall fail to make payment within one month after the receipt of notice of delinquency by mail, shall cease to be a member of this Section.

**ARTICLE III**

**Officers**

**Section 1. Positions created.** The Officers of this Section shall be the Chair, Chair-Elect, Vice Chair, Secretary, Treasurer, and Past Chair.

**Section 2. Chair.** The Chair shall preside at all meetings of the Section and of the Council and its Executive Committee and shall formulate and present at each annual meeting of the Association a report of the work of the Section for the past year. The Chair shall appoint the chairs and members of committees established by the Chair subject to approval by resolution of the Council. The Chair shall be the spokesperson for the section unless some other person is so designated by the Chair. The Chair shall perform such other duties and acts as usually pertain to the office.

**Section 3. Chair-Elect.** The Chair-Elect shall upon the expiration of the Chair's term of office or upon the Chair's death, resignation or inability to act, assume the office of Chair of the Section. During a period of

temporary absence or disability of the Chair, the Chair-Elect shall act as Chair. The Chair-Elect shall assist the Chair in the performance of the Chair's duties as directed by the Chair. No person who has not served as an officer or member of Council shall be nominated as Chair-Elect.

**Section 4. Vice-Chair.** The Vice-Chair shall be responsible for promoting and maintaining membership in the Section by serving on and chairing such committees and undertaking such functions as the Chair shall designate and otherwise aiding the Chair in the administration of the Section.

**Section 5. Secretary.** The Secretary shall keep a true record of the proceedings of all meetings of the Section, the Council and its Executive Committee. The Secretary, together with the Chair, shall prepare a summary or digest of the proceedings of the Section at its various meetings for publication in the Annual Report of the Association. The Secretary and/or the Chair shall have the right to appoint an assistant Secretary who may attend meetings and assist in preparing and keeping the records.

**Section 6. Treasurer.** The Treasurer shall keep appropriate records of all dues collected from Section members, all funds received by or credited to the Section and all expenses of the Section. At each annual meeting of the Section the Treasurer shall make a report of the financial status of the Section and a statement of any balance on hand which will be carried into the ensuing year. The Chair and Treasurer shall be empowered to sign requisitions to be submitted to the Association treasury for disbursement of Section funds. The Treasurer shall prepare an annual budget for the Section which shall be submitted to, considered and approved with such revisions, if any, as are deemed desirable by the Council at its first meeting succeeding the annual meeting. A financial report shall be submitted to the Council at its meetings and at such other times as requested by the Chair.

**Section 7. Past Chair delegate to Association's House of Delegates.** The immediate Past Chair of the Section shall serve as the Section's delegate to the Association's House of Delegates and as Chair of the Section's Nominating Committee.

**Section 8. Terms of office.** Officers shall be elected by members present at each annual meeting of the Section and shall hold office beginning at the close of the annual meeting at which they are elected and ending at the close of the next annual meeting.

## ARTICLE IV

### Council

**Section 1. Membership.** There shall be a Council which shall consist of the officers of the Section and up to twelve 12, as determined by council, other members to be elected by the membership of the Section. All other Past Chairs shall be ex-officio members of the Council and shall be entitled to notice of and the right to attend all meetings and participate in the business of the Council, but without the right to vote.

**Section 2. Meetings.** The Council shall meet in conjunction with the mid-year and annual meetings at a time, on a date and at a place determined by the Council. The Chair may and, upon the written petition of at least eight council members, the Secretary shall, call a special meeting of the Council. The minutes of the Council's meetings shall be supplied to all its members promptly after each meeting. If council is expanded to create additional members, such additional members shall be elected to serve staggered terms of one , two or three years so, to the extent possible, only one-third of the terms of council members expire in any given year.

**Section 3. Terms of office.** At each subsequent annual meeting of the Section, up to four (4) members of Council shall be nominated and elected to hold office for a three year term, beginning at the close of the annual meeting at which they are elected, and ending at the close of the annual meeting three years thereafter.

**Section 4. Powers and duties.** The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and By-Laws of the Association and the By-Laws of this Section. It may do all things necessary to operate as the legislative and governing body of the Section including, but not limited to: adopting an annual budget at the Section's annual meeting for the ensuing fiscal year; providing for the publication of a newsletter, journal and digest and determining the editorial policy for each; approving all commitments or contracts which entail the payment of money; and approving the expenditure of all funds appropriated for the use or benefit of the Section. It may also authorize committees appointed by the Chair from Section members to perform such duties and exercise such powers as are necessary to carry out the purposes of the Section, subject to the limitations of these By-Laws and the Constitution and By-Laws of the Association.

**Section 5. Vacancies during interim.** The Council during the interim between annual meetings of the Section may fill a vacancy in its own membership or among the officers and the person so chosen shall serve until the end of the next annual meeting.

**Section 6. Voting.** All binding action of the Council shall require an affirmative vote of at least eight members. The vote may be taken in person or by mail, telephone, telephone conference call, fax, electronic mail or other similar method as determined by the Chair, provided that the vote is received by the Secretary before the close of the vote upon the proposition.

**Section 7. Executive Committee.** There shall be an Executive Committee of the Council consisting of the officers of the Section and one member of the Council appointed by the Chair for a term of one year. The Executive Committee may meet in person or by mail, telephone, telephone conference call, fax, electronic mail or other similar method. A meeting may be called by the Chair or, upon the written request of three (3) committee members, shall be called by the Secretary. Appropriate notice of a meeting of the Committee shall be given by the Secretary. Minutes shall be kept of the meeting and the same, or a summary thereof, shall be promptly provided to all members of the Council. The Executive Committee shall address those matters which can not be deferred until the annual or mid-year meetings or a meeting of the Council.

## ARTICLE V

### **Nomination and Election of Officers and Council**

**Section 1. Nominations.** At least 90 days before the first session of each annual meeting of the Section, the Chair shall appoint a Nominating Committee of at least three (3) members chaired by the immediate Past Chair to make and report nominations to the Section membership for officers and members of Council to succeed those whose terms will expire at the close of the annual meeting including members of Council to fill those vacancies for which there is an unexpired term. The report shall be made in writing in a manner reasonably calculated to inform the membership, including its inclusion in any regular publication of the Section. The report shall be mailed to the membership at least 40 days prior to the date set for the election of officers and council members. Other nominations must be made in writing by petition to the Chair of the Nominating Committee signed by twenty (20) members of the Section received at least 25 days prior to the date set for the elections.

**Section 2. Elections.** All elections shall be scheduled by the Council to be held during the annual meeting of the Section.

## **ARTICLE VI**

### **Meetings**

**Section 1. Scheduled meetings.** The annual meeting of the Section shall be held at such place, date and time as the Council shall determine, with such program and order of business, including the time fixed for elections, as may be proposed by the Chair with the approval of the Council. There shall annually be a mid-year meeting and such other meetings of the membership to be held at a place, on a date and at a time to be determined by the Council.

**Section 2. Special meetings.** Special meetings of the Section may be called by the Chair, with the approval of the Council, at such time and place as they shall determine.

**Section 3. Quorum.** The members of the Section present at any meeting of the Section called as provided by these By-laws shall constitute a quorum for the transaction of business, provided there are at least 8 members in attendance.

## **ARTICLE VII**

### **Miscellaneous Provisions**

**Section 1. Fiscal year.** The fiscal year of the Section shall be the same as the Association.

**Section 2. Association action required.** Any action by this Section which must be approved by the Association before it becomes effective as the action of the Association shall be reported by the Chair or a designee of the Chair to the next meeting of the Association's House of Delegates or Board of Governors for appropriate action.

**Section 3. Notice.** Reasonable notice shall be given to the membership in all matters required in these By-Laws. Under normal circumstances this shall be at least 20 days notice.

**Section 4. Telephonic Meetings.** Members of the Section or any committee designated thereby may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting. On any question the names of those voting each way shall be entered on the record of the proceeding if any member at the time requests it.

## **ARTICLE VIII**

### **Amendments**

These By-Laws may be amended at any duly called regular or special meeting of the Council provided the contents of the amendment are submitted to the Council in a timely manner. No amendment shall be effective until approved by the Board of Governors of the Association.

