

# YOUNG MEMBERS' SECTION BY-LAWS

[Amended April 2011]

## ARTICLE I: NAME AND PURPOSE

Section 1. This Section shall be known as The Young Members' Section of the COMMERCIAL LAW LEAGUE OF AMERICA, hereinafter "The Section."

Section 2. The purpose of The Young Members' Section shall be:

(a) To enable The Young Members of the COMMERCIAL LAW LEAGUE OF AMERICA (hereinafter "the League"), as defined in Article I below, to become familiar with the objectives of the League; namely, to promote uniformity of legislation in matters affecting commercial law; to elevate the standards and improve the practice of commercial law; to encourage an honorable course of dealing among its members and in the profession at large; and foster among its members a feeling of fraternity and mutual confidence.

(b) To promote and foster a spirit of cooperation, education and assistance among and between The Young Members of the League and other members, to allow The Young Members a voice within the League, and to increase overall membership in the League, and retention of newer members within the League.

## ARTICLE II: MEMBERSHIP AND DUES

Section 1. Any member in good standing of The Section shall be known as a Young Member.

Section 2. Any member in good standing of the League who has not attained the age of 40 years, as of the beginning of the League's fiscal year, is eligible to become a Young Member.

Section 3. Notwithstanding the above provision of Section 3, any Officer or Executive Council Member of The Section, as defined in Article III below, shall continue to eligible

as a Young Member so long as he or she continues to serve as an Officer or Executive Council Member.

Section 4. (a) Any person who has been a member of the League for less than three years but would not qualify for membership in The Young Members' Section because of Section 2 above shall be eligible to become an Associate Young Member upon becoming a member of the America, and shall be entitled to all the benefits bestowed upon Young Members except that an Associate Young Member shall not be eligible to serve as a Section Officer pursuant to Article III below.

(b). An Associate Young Member's membership in the section shall terminate at the end of the fiscal year (May 31) in which the Associate Young Member celebrates his or her third anniversary as a member of the Commercial Law League of America.

(c) An Associate Young Member may not serve as an Officer of the Section and can serve only one term on the Section's Executive Council.

Section 5. In order to remain a Young Member or Associate Young Member in good standing, every Young Member or Associate Young Member shall pay annual dues as set by the League.

### ARTICLE III: OFFICERS AND EXECUTIVE COUNCIL

Section 1. The Young Members' Section shall have the following Officers, with the following powers and duties:

(a) The Chair shall preside at meetings of The Young Members' Section, and shall be present at the Annual Meeting of the League; he or she shall present reports to the Board of Governors of the League from time to time, and shall perform such other duties as usually pertain to the office, or as may be assigned by the Board of Governors of the League or the Executive Council. The Chair shall present an Annual Report to The Young Members' Section.

(b) The Chair-Elect shall perform such duties as designated by the Chair, the Board of Governors of the League or the Executive Council. Upon the death, resignation or disability of the Chair, or upon the Chair's refusal to act, the Chair-Elect shall perform the duties of the Chair. The Chair's disability or refusal to act, and the continuing nature of the disability or refusal to act shall be determined by an Affirmative two-thirds vote of the Executive Council.

(c) The Treasurer shall, in conjunction with the League's Treasurer and Finance Committee, develop an annual budget for the Section to accomplish the tasks and goals implement the goals and activities of the Section.

(d) The Secretary shall be the custodian of all papers, documents and other properties of the Young Members' Section not otherwise allocated to others. The Secretary shall keep a true record of the proceedings of all meetings of The Young Members' Section and Executive Council, and shall assist the Chair in the preparation of the annual report to be submitted to The Young Members' Section.

(e) The above Officers shall be nominated and elected as set forth in Article IV below, and shall serve for a term of one year, beginning at the adjournment of the Annual Meeting of the League in which they are elected and ending at the adjournment of the next Annual Meeting of the League, or thereafter until their successors shall have been duly elected and qualified. The only Officer position for which there shall be an election is that of Secretary. The Secretary shall automatically succeed to the position of Treasurer at the end of their term as Secretary, and thereafter to the respective positions of Chair-Elect and section Chair, at the end of the respective one year terms.

(f) Any Young Member in good standing that is not an Associate Member shall be eligible to hold any of the above offices, provided, however, that no person may serve more than one term in each office.

(g) In the event that any of the above offices, other than that of the Chair, shall become vacant, the Executive Council shall appoint any Council Member, as defined in Section 2 below, to fill the vacancy for the remainder of the term of that office and such appointee shall succeed to future offices as set forth in paragraph (e).

Section 2. The Executive Council of the Young Members' Section shall be composed of: the Officers, the Board of Governors Representative, as defined in Article V below, and eight other Young Members to be nominated and elected in the manner as set forth in Article IV below. Non-officer members of the Executive Council shall be referred to as Council Members. The term for a Council Member shall be as outlined in Article IV, Section 4 below. Any Young Member in good standing shall be eligible for election as an Executive Council Member. In the event of a vacancy of a Council Member position, the Executive Council may fill such vacancy by the selection of any Young Member in good standing to serve for the remainder of the term. The Executive Council shall meet and conduct business as follows:

(a) There shall be one regular meeting of the Executive Council to be held following the elections at the Annual Meeting of the League. The Executive Council may hold such

additional meetings as may be called by the Chair, or upon written request of any member of the Executive Council. E-mail notice shall be considered the equivalent of written notice. The requirement may be waived by the Chair or any other officer serving in the Chair's stead or with the Chair's proxy, should circumstances so require.

(b) A majority of the members of the Executive Council shall constitute a quorum at any meeting of the Executive Council, and binding action of the Executive Council shall be by majority vote of the members of the Executive Council present, unless otherwise provided by these by-laws.

(c) The Executive Council may take action without a meeting should any member of the Executive Council submit a written resolution to the Secretary. In such an event, the Secretary shall communicate the resolution in writing to all members of the Executive Council. E-mail constitutes written notice. The resolution may be acted upon provided a majority of the Executive Council respond to the Secretary in writing within 30 days. The secretary shall keep an accurate record of any such Resolution, the response received from each Executive Council member, and shall, within 10 days of the expiration of the 30 day response times send written notification to each member of the Executive Council of the number of responses received and whether or not the resolution was acted upon.

Section 3. Any Officer or Council Member of the Executive Council of the Young Members' Section may be removed for cause by an affirmative two-thirds vote of the Executive Council.

#### ARTICLE IV: ELECTION OF OFFICERS AND COUNCIL MEMBERS

Section 1. Prior to December 31 of each year, the Chair shall appoint a Nominating Committee comprised of not less than three, nor more than seven Young Members or former Young Members, not currently serving on the Executive Council. No member of the Nominating Committee shall be eligible for nomination as a candidate for the Executive Council. The Nominating Committee shall have the following responsibilities:

(a) The Nominating Committee shall nominate candidates for the offices of Secretary and for the eight Council Member positions. However, the Nominating Committee shall nominate only eligible candidates as set forth in these By-Laws. There shall only be four Executive Council positions elected each election cycle, as the Young Members' Section has an alternating year system, consistent with Section 4 below. It shall be the responsibility of the Nominating Committee to verify the eligibility and qualifications of each nominee. The nominations shall be published at least twenty days prior to the Annual Meeting of the League by publication in the Commercial Law Journal, Commercial Law Bulletin or by special mailing to each Young Member.

(b) Only the names of those persons nominated by the Nominating Committee shall be placed on the ballot for election.

Section 2. Elections for Secretary and Council Members of The Young Members' Section shall be held at the Annual Meeting of the League. The League's Executive Vice President shall be responsible for conduct of the elections, including counting the ballots cast at the election, and determining the validity of each ballot. To be eligible to vote, a Young Member must be in good standing at the time the ballot is cast, and except for voting by absentee ballot, be both registered for and present at the Annual Meeting of the League to cast a vote.

The following Young Members shall be eligible to cast an absentee ballot.

A. Annual Meeting Registrants Absentee Ballots: A Member in good standing who is registered and in attendance at the annual meeting, but who at the time the vote for any ballot question or election is to be cast will have permanently left the meeting may vote by absentee ballot.

B. Absentee Ballots: To be eligible to vote by absentee ballot for election of officers and members to the Executive Council, other than as provided in Subsection A above, a Member, prior to the annual meeting of the League for which the absentee ballot is being requested, must be in good standing and have registered for at least three qualifying meetings during the thirty-seven month period immediately preceding the annual meeting (convention) for which the absentee ballot is being requested, as follows:

1. The League's Annual meeting
2. The Fall League Meeting; and
3. A Strategic Planning Conference.

Section 3. Notwithstanding Article II, Section 7, the Young Members' Section Board of Governors Designee shall be eligible to vote for officers and Council Members of the Young Members Section at the Annual Meeting at which his/her term as Designee concludes.

Section 4. The Executive Council shall consist of eight (8) eligible Young Members and/or Associate Members in good standing, who shall be elected for a term of two (2) years. Each year, four (4) eligible Young Members will be elected to the Executive Council.

#### ARTICLE V: BOARD OF GOVERNOR'S REPRESENTATIVE

Section 1. The Immediate Past Chair of the Young Members' Section shall serve as The Young Members' Section's Representative to the Board of Governors of the League for a one year period beginning at the Annual Meeting of the League at which he or she leaves the office of Chair.

Section 2. In the event the Immediate Past Chair is unable to serve as the Board of Governors Representative, due to death, resignation or disability, the Executive Council shall appoint a Board of Governors Representative.

## ARTICLE VI: COMMITTEES

Section 1. The Chair shall appoint such committees as he or she may deem necessary, together with their chairs and members to serve during the Chair's term, to perform such duties as the Chair shall prescribe subject to the limitations of these By-Laws and the Constitution and the By-Laws of the League. The Chair shall announce any such appointments to the Secretary of The Young Members' Section.

Section 2. All committees may act officially either in conference or by correspondence and a majority of the members of any committee shall be required to be in attendance or to participate in that correspondence in order to constitute a quorum and to have any report considered official.

Section 3. No committee chair or committee member shall have authority to incur any liability in the name of the League or of The Young Members' Section, nor shall any action taken by such chair or member without the expressed authorization of the Board of Governors of the League bind the League or The Young Members' Section.

Section 4. All committees shall report annually in writing to the Chair or more often as requested. The Chair may waive this requirement formally or informally, at the Chair's discretion. However, sufficient oral reports must be made in lieu of written reports. Any Young Member Officer may contest the sufficiency of any oral reports and may require an annual written report, providing a majority of the remaining Officers and Executive Council members vote in favor to require an annual written report.

## ARTICLE VII: MEETINGS

Section 1. The Annual General Meeting of The Section shall be held during the Annual Meeting of the League, and shall precede the elections held at such Annual Meeting of the League.

Section 2. A General Meeting of The Section shall also be held at the fall meeting of the League .

Section 3. Special meetings of The Section may be called by the Chair at such time and place as the Executive Council may determine, at any other regional meeting of the League. Any such special meeting may also be held via conference call or other suitable means available through technology. Any Officer or Executive Council member may contest the sufficiency of the notice or quorum in the same manner as described in Article VI, Section 4 above.

Section 4. The Young Members present at any meeting shall constitute a quorum for the transaction of business, consistent with Article III, Section 2.(b).

Section 5. All binding action of The Young Members' Section shall be by majority vote of the Young Members present and voting.

#### ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 1. The fiscal year of The Young Members' Section shall be the same as that of the League.

Section 2. No salary or compensation shall be paid to any member of the Executive Council, member of any committee or Young Member.

Section 3. No action of any member of the Executive Council or Young Members' Section may become effective as the action of, or binding upon, the League until it is approved by the Board of Governors of the League. Any resolution adopted or action taken by The Young Members' Section or the Executive Council may, on request of The Young Members' Section or the Executive Council, be reported by the Chair to the Board of Governors of the League for action thereon.

Section 4. The Young Members Section' shall conduct itself in accordance with those rules and regulations prescribed by the League.

#### ARTICLE IX: AMENDMENTS

These By-Laws may be amended at any General Meeting of the Section, by a majority vote of the Young Members present who are entitled to vote and voting provided such proposed amendment shall first have been approved by a majority of the Executive Council and provided further, that no amendment so adopted shall become effective until approved by the Board of Governors of the League.