

By-Laws of the
SECTION OF HEALTH LAW
of the Maryland State Bar Association, Inc.

Approved by Section Council – May 19, 2004

ARTICLE I

Name, Purpose and Powers

SECTION 1. This Section shall be known as the Section of Health Law.

SECTION 2. The purposes of this Section are:

- a. To bring together members of the Maryland State Bar Association interested in health law;
- b. To promote the continuing legal education of the bar in health law;
- c. To sponsor health law publications for the benefit of the bar and public; and
- d. To work on a corporate basis to improve the law and promote the interest of the public and members of the bar in health law.

SECTION 3. Subject to the provisions of the constitution and bylaws of the Maryland State Bar Association, the Section shall have all powers necessary and advisable to carry out the purposes mentioned above, or necessary and advisable with respect to the internal operation of the Section itself.

ARTICLE II

Membership and Dues

SECTION 1. All members of the Section of Health Law shall be members of the Maryland State Bar Association and shall pay, in addition, to their annual dues for membership in the Association, annual Section dues in such amount and at such time as shall be determined by the Section Council, with approval of the Board of Governors.

SECTION 2. Procedures and policies governing the collection, deposit, and expenditure of Section dues, including termination of Section membership for non-payment, shall be as prescribed by the Board of Governors.

ARTICLE III

Meetings of the Section

SECTION 1. The Annual Meeting of the Section shall be held in one or more sessions prior to the Annual Meeting of the Maryland State Bar Association in such place and with such program and order of business as may be arranged by the Chair with the approval of the Council.

SECTION 2. Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine.

SECTION 3. Except as otherwise provided, the members of the Section present at any Section Meeting shall constitute a quorum for the transaction of business.

SECTION 4. Except as otherwise provided, all binding action of the Section shall be by a majority vote of the members present.

ARTICLE IV *Officers and Council*

SECTION 1. The officers of this Section shall consist of a Chair, Vice Chair and Secretary-Treasurer.

SECTION 2. There shall be a Section Council of nine (9) members, consisting of the officers and six (6) other Section members, or such other number as the council may determine from time-to-time.

SECTION 3. The officers and Council members shall be nominated and elected at each Annual Meeting of the Section or another meeting of the Section prior to its Annual Meeting. Officers and Council members hold office for the term beginning upon the adjournment of the next Annual Meeting of the Maryland State Bar Association and ending upon the adjournment of the next succeeding Annual Meeting of the of the Maryland State Bar Association or when their successors shall have been elected and qualified.

ARTICLE V *Duties and Powers of Officers*

SECTION 1. *Chair.* The Chair or Vice-Chair, in the absence of Chair, shall preside at all meetings of the Section and of the Council. He or she shall superintend the performance of all activities of the Section, shall appoint all committees and shall keep the Council informed on all Section activities for which he or she shall be responsible. He or she shall be present at each Annual Meeting of the Maryland State Bar Association to report on the work of the Section for the then closing year. The Chair shall perform such other duties as usually pertain to the office or as may be designated by the Council.

SECTION 2. *Vice-Chair.* The Vice Chair shall assist the Chair in the performance of all duties and shall perform such other duties as usually pertain to this office or as may be designated by the Council or the Chair. In case of the death, resignation or disability of the Chair, the Vice Chair shall perform the duties of the Chair for the remainder of the Chair's term or disability, as the case may be.

SECTION 3. *Secretary-Treasurer.* The Secretary-Treasurer shall keep a true record of the proceedings of all meetings of the Council and of the Section. The Secretary-Treasurer further shall perform such other duties as may reasonably be requested by the Chair of the Section or as may be prescribed by the Council, and, in connection with the Chair, shall draft an appropriate report of Section activities for publication in the Annual Report of the Maryland State Bar Association.

ARTICLE VI

Duties and Powers of the Council

SECTION 1. The Council shall have general supervision and control of the affairs of the Section subject to the provisions of the Constitution and Bylaws of the Maryland State Bar Association and the Bylaws of this 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, and any such action taken by the Council pursuant to this provision shall be reported to the members of the Section at the next Annual Meeting of the Section.

SECTION 2. The Council shall meet prior to each Annual Meeting of the Maryland State Bar Association and may meet in regular or special session at any other time or place as may be scheduled by the Council or on the call of the Chair or three members of the Council.

SECTION 3. The Council may authorize the Chair to appoint committees of Section members to perform such duties and exercise such powers as the Council may direct, subject to the limitations of the Bylaws and the Constitution and Bylaws of the Maryland State Bar Association.

SECTION 4. Except as otherwise provided in these Bylaws, the Council, during the interim between Annual Meetings of the Section, shall fill vacancies in its own membership and in Section offices. Members and officers so selected shall serve until the adjournment of the next Annual Meeting of the Section or until their successors shall have been elected.

SECTION 5. Except as elsewhere specifically provided, all action of the Council shall be by a vote of a majority of members present at any Council meeting.

SECTION 6. Proxy voting shall not be permitted.

ARTICLE VII

Nomination and Election of Officers and Council Members

SECTION 1. A Nominating Committee of not fewer than three (3) nor more than five (5) persons shall be appointed by the Chair with the approval of the Council at least sixty (60) days prior to the Annual Meeting of the Maryland State Bar Association each year. It shall be the duty of the Nominating Committee to receive and consider suggestions for nominations of qualified persons to serve as officers and members of the Council of the Section. The names of all nominees shall be transmitted by mail or by electronic mail to the Section membership at least

thirty (30) days prior to the Annual Meeting of the Section. By petition of any five (5) members of the Section, additional nominations may be made and submitted prior to or at such meeting. If no additional nominations are made, the slate of the Nominating Committee, or so much thereof as may be unopposed, shall stand elected.

SECTION 2. If additional nominations are made, a ballot shall be prepared and cast with respect to the contested offices and the election shall be determined at the Annual Meeting, all members of the Section present at the Annual Meeting being entitled to vote thereon. The majority of all ballots cast for each nominee, whether proposed by the Nominating Committee or by Petition, shall determine the election of each contested office.

ARTICLE VIII *Succession of Officers*

SECTION 1. At the end of his or her term of office, the Chair, as the Immediate Retiring Chair, shall become, *ex officio*, a member of the Council for a term of three years.

SECTION 2. At the end of his or her term of office, the Vice-Chair, if still in office, automatically shall succeed to the office of Chair for a term of one year.

SECTION 3. Vacancies occurring in any office or membership on the Council shall be filled by the Council for the balance of the unexpired term.

ARTICLE IX *Miscellaneous Provisions*

SECTION 1. The Fiscal Year of the Section shall be the same as that of the Maryland State Bar Association.

SECTION 2. All bills incurred by the Section, or by any of its officers, before being paid shall be cleared with the Chair, notwithstanding the expenditure may have been authorized by the Council.

SECTION 3. No salary or compensation may be paid to any member of the Section.

ARTICLE X *Amendments*

These Bylaws may be amended at any meeting of the Council by a vote of at least two thirds of the total members thereof or at any Annual Meeting of the Section by two-thirds of the members there present and voting.