

**AMERICAN BAR ASSOCIATION  
YOUNG LAWYERS DIVISION**

**BYLAWS**

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## Article I General Provisions

### § 1.1. Name

The name of this organization is the “Young Lawyers Division” [hereinafter the “Division”], a division within the American Bar Association [hereinafter the “Association” or “ABA”].

### § 1.2. Mission

The Division’s mission is to further the Association’s goals and purposes, and thereby to serve the community and the legal profession; to represent young lawyers in the Association, and to represent the Association to young lawyers; to help shape the policies and priorities that affect young lawyers and the legal culture in which they practice; and to create a deliberative forum for the exchange and expression of young lawyers’ views, and a voice to advocate those views.

### § 1.3. Authority

- (a) **Association.** The Division is a constituent of the Association, whose constitution and bylaws (and action taken under their authority) control and supersede these bylaws and action taken under their authority. These bylaws incorporate the Association’s constitution and bylaws, including the meaning of terms therein. The Division cannot act on the Association’s behalf except as authorized by the Association’s constitution, bylaws, or action taken under their authority.
- (b) **Bylaws.** These bylaws and action taken under their authority are the basis for the conduct of all business in the Division.
- (c) **Supplemental authority.** The Division, acting through the Assembly or the Council as these bylaws hereinafter provide, may make rules or adopt policies and procedures that supplement these bylaws.
- (d) **Parliamentary authority.** The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the Division in every case to which they apply, not being inconsistent with these bylaws and action taken under their authority.

### § 1.4. Diversity

- (a) **Pluralism.** The Division shall encourage the participation and representation in its membership and leadership, and in the bar association and the legal profession generally, of the many diverse groups within the community that the Division serves. For the purposes of these bylaws, “diversity” includes but is not limited to consideration of—
  - (1) any status on the basis of which discrimination is prohibited or discouraged by these bylaws; and
  - (2) kind, size, or place of practice.
- (b) **Nondiscrimination.** The Division shall not discriminate, and shall actively oppose discrimination, on the basis of—
  - (1) (A) ancestry, color, or race,
  - (B) cultural or ethnic background,
  - (C) economic disadvantage,
  - (D) ideological, philosophical, or political belief or affiliation,
  - (E) marital or parental status,
  - (F) national or regional origin,
  - (G) physical disability,
  - (H) religion, or religious or denominational affiliation,

- (I) sex, or
- (J) sexual orientation or preference;
- (2) kind, size, or place of practice; and
- (3) any other status on the basis of which discrimination is prohibited or discouraged by
  - (A) these bylaws,
  - (B) federal law (whether or not the law applies directly to the Division or the Association), or
  - (C) the Association.

## **Article II Membership**

### **§ 2.1. Young lawyers**

A “young lawyer” means a lawyer who has been admitted to practice in his or her first bar within the past five years, or is less than thirty-six years old.

### **§ 2.2. Duration**

A young lawyer’s membership continues, and the member is a “young lawyer,” until and through the annual meeting and the end of August in any fiscal year for at least part of which the member is a young lawyer under section 2.1.

### **§ 2.3. Composition**

The Division consists of those young lawyers who are members in good standing of the Association.

### **§ 2.4. Members ex officio**

The immediate past Chair, each constitutional representative (§ 8.1), and each liaison (§ 10.1(c)) is a member ex officio, even if he or she is not a young lawyer.

## **Article III Affiliates**

### **§ 3.1. Affiliation**

- (a) **Recognition.** The Council shall recognize as an affiliate any organization that applies for affiliation if—

- (1) it is a constituent or an affiliate of a bar association or other organization represented in the ABA House of Delegates, and its membership is limited to that organization's youngest members or those most recently admitted to practice; or
  - (2) young lawyers are at least three-fourths of its membership.
- (b) **National affiliates.** The Council may recognize as a "national affiliate" any affiliate that applies for such recognition if it includes
- (1) chapters (by whatever name called) in at least ten states, and
  - (2) at least six thousand young lawyers.
- (c) **Withdrawal.** The Council may withdraw its recognition, including recognition as a national affiliate, from any affiliate if
- (1) the affiliate is then unqualified for such recognition, or
  - (2) the affiliate so requests.

### § 3.2. Outreach

- (a) **Policy.** The Division operates as a federation of autonomous affiliates. The Division's purposes include exchanging ideas and promoting communication among them and organizing conferences and other programs for their benefit.
- (b) **Conferences.** The Division shall annually organize two national conferences, one in the spring and one in the fall, for affiliate outreach.

### § 3.3. Autonomy

Each affiliate's participation in the Division is voluntary. Neither these bylaws nor any action taken under their authority can bind an affiliate or subject it to a political, financial, or other obligation that it does not voluntarily assume, except to the extent that the bylaw or action affects the affiliate's representation in the Division.

### § 3.4. Districts

For the purposes of this section 3.4, a "state" includes the District of Columbia, the Virgin Islands, the Federal Bar Association, and the Military Bar Association.

- (a) **Organization.** The affiliates are organized into the following districts:
- (1) Maine and Vermont;
  - (2) Connecticut and Rhode Island;
  - (3) Massachusetts and New Hampshire;
  - (4) New York;

- (5) Pennsylvania;
- (6) New Jersey;
- (7) Delaware and the District of Columbia;
- (8) Maryland and Virginia;
- (9) North Carolina;
- (10) South Carolina and the Virgin Islands;
- (11) Florida;
- (12) Alabama and Georgia;
- (13) Mississippi;
- (14) Louisiana;
- (15) Illinois and Indiana;
- (16) Kentucky and Tennessee;
- (17) Minnesota and Wisconsin;
- (18) Ohio and West Virginia;
- (19) Iowa and Nebraska;
- (20) Michigan;
- (21) North Dakota and South Dakota;
- (22) Kansas and Missouri;
- (23) Arizona and New Mexico;
- (24) Arkansas and Oklahoma;
- (25) Southern and central Texas;
- (26) Northern and western Texas;
- (27) Nevada and Utah;
- (28) Colorado and Wyoming;
- (29) Oregon and Washington;
- (30) Idaho and Montana;
- (31) Northern California;
- (32) Southern California;
- (33) Alaska and Hawaii; and
- (34) Federal Bar Association and Military Bar Association.

Where a state includes more than one district, the affiliates in that state may (otherwise the Council shall) define the districts' boundaries.

**(b) District representatives.**

- (1) **Election.** The affiliates in each district, with each affiliate (other than a national affiliate) whose territory falls wholly or partly in the district having one vote, shall biennially elect a district representative. Each odd-numbered district shall elect its representative in each even-numbered year, and vice versa. The Council may make general rules that supplement these bylaws for electing district representatives, subject to which the affiliates in each district may likewise make rules for nominating and electing their representative.
- (2) **Eligibility.**

- (A) No person shall be eligible as a district representative unless he or she—
    - (i) can and does continue as a member throughout his or her term;
    - (ii) keeps his or her principal office or residence in the district throughout his or her term;
    - (iii) has been a member since the preceding annual meeting; and
    - (iv) registered for and attended the preceding annual or midyear meeting or at least one national affiliate-outreach conference since the preceding annual meeting
  - (B) A district may waive the requirements in section 3.4(b)(2)(A)(iii)-(iv) if no person is eligible under them or if no eligible person will serve.
  - (C) No person shall succeed himself or herself, directly or otherwise, as a district representative.
- (3) **Rotation.** Where a district includes more than one state, that district shall not elect a representative whose principal office is in the same state as the retiring representative's principal office, unless no affiliate in the other state nominates a successor. This paragraph 3.4(b)(3) does not apply to any election filling a vacancy, or to the election following such an election if the former election already accomplished the required rotation; or where the retiring representative moved his or her office into the state since the preceding annual meeting.
- (4) **Tenure.** Each district representative takes office when the Assembly adjourns sine die at the next annual meeting, and serves until his or her successor takes office. The Council may, by a two-thirds vote for a stated cause after previous notice and due process, rescind any election or otherwise remove any district representative.
- (5) **Duties.** The district representative shall represent the district to the Division, and vice versa, and shall perform such other duties as the Council prescribes.
- (6) **Proxies.** The Council may provide by rule for voting by proxy in the case of an absent district representative.

## **Article IV Assembly**

### **§ 4.1. Function**

- (a) **Policymaking.** The Assembly shall enjoy all the powers that the Division may exercise. Except as these bylaws otherwise provide, the highest policymaking authority within the Division resides in the Assembly, which may act on the Division's behalf in any matter except to the extent that such action is inconsistent with these bylaws.
- (b) **Review.** The Assembly may review any action (other than an election, an appointment, or an award) by the Council or any other board, committee, subcommittee, officer, representative (other than any young-lawyer member-at-large on the ABA Board of Governors), or other elected or appointed agent. The power of review is a plenary power to direct and instruct an agent, which includes the right to remand, modify, or vacate any action by the agent, or to act directly in his, her, or its place.
- (c) **Delegation.** The Assembly may delegate authority over a particular subject, including its power of review, to a board, committee, officer, representative, or other elected or appointed agent.

### **§ 4.2. Composition**

- (a) **Delegates.** The Assembly consists of—
  - (1) the Council;
  - (2) delegates representing the affiliates in each state, each of whom keeps his or her principal office or principal residence in that state;
  - (3) two delegates representing each national affiliate, who are members of that affiliate; and
  - (4) a delegate appointed by and representing the chief legal officer of each of the United States' armed forces.

No person shall become a delegate unless he or she is a member, except that an affiliate may name a delegate who is a member in good standing of that affiliate and of the Association even if he or she is not a member of the Division. No delegate shall vote in more than one capacity.

- (a1) **Grandfather clause.** The “grandfather clause” adopted in 1976 shall be set forth as a note accompanying these bylaws, and shall stay in force as a bylaw until it expires by its own terms, whereupon this paragraph 4.2(a1) shall likewise expire without further action.<sup>1</sup>

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<sup>1</sup>The “grandfather clause” provides as follows:

- (b) **States.** The affiliates in each state shall be entitled to—
- (1) two delegates for up to five hundred members in the state; plus
  - (2) two delegates for the next five hundred; plus
  - (3) one delegate for each additional five hundred, up to five thousand; plus
  - (4) one delegate for each additional thousand above five thousand; plus
  - (5) one delegate for any remainder.

The affiliates in the state shall (otherwise the Credentials Committee may) allocate the delegates among themselves, according to procedures that the Council shall adopt. Each affiliate shall name its own delegates and may likewise name alternates.

- (c) **Credentials.** The Clerk shall certify each delegate's credentials, subject to review by a board charged with hearing and finally determining, without review, any dispute relating to the allocation of delegates under paragraph 4.2(b) or the certification of credentials, according to the Assembly's rules. The board shall consist of the Clerk, as chair, and four certified delegates from four different states appointed by the Clerk. No delegate shall hear a dispute that concerns a delegate from the same state, in which

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**Grandfather Clause.** The following state may receive an allocation of delegates in excess of the number of delegates allocated to such state pursuant to Section 4.5.1 hereof if the total number of qualified delegates in attendance representing the following designated active affiliates within that state exceeds such allocation. "Qualified delegate" for purposes of this section shall mean a member of the Division pursuant to Article 2; and shall be a member of the Division and is an active member of the designated affiliate, and (i) resides in, or (ii) has his/her principal place of business in, or (iii) has a substantial legal practice in the area governed by the designated affiliate. Alternate delegates from active affiliates set forth in this section must meet the same qualification requirements as qualified delegates. A state shall be deleted from this list if pursuant to Section 4.5.1 it receives an allocation of delegates in excess of the number of delegates allocated to it pursuant to this Section 4.5.3 at any meeting of the Assembly.

1. MISSISSIPPI:
  - (a) Mississippi Young Lawyers Section (two delegates);
  - (b) Young Lawyers Section, Harrison County Bar Association;
  - (c) Jackson Young Lawyers Association, Inc.;
  - (d) Tri-County Junior Bar Association;
  - (e) Tupelo Young Lawyers Section;
  - (f) Young Lawyers Section of Warren County

An affiliate named herein shall automatically be deleted from the list if the affiliate is not active for a period of one or more years, or if such affiliate is not represented by a qualified delegate or alternate delegate, who is qualified pursuant to this section and to Section 4.6 hereof, at two consecutive meetings of the Assembly, commencing with the 1976 annual meeting of the Assembly. The Secretary-Treasurer shall cause such changes to be reflected in each subsequent publication of the Bylaws. This Section 4.5.3 shall be automatically revoked if there is no state which remains grandfathered in accordance herewith.

case the Clerk shall appoint another certified delegate to the board for that dispute.

#### § 4.3. Meetings

- (a) **Regular.** The Assembly shall regularly meet in conjunction with the Association's annual and midyear meetings.
- (b) **Special.** The Chair and the Council, or the Speaker and the Council, may jointly call a special meeting of the Assembly.
- (c) **Quorum.** A simple majority of the certified delegates constitute the Assembly's quorum.
- (d) **Session.** The Assembly's meetings from the call to order of the annual meeting until the call to order of the next annual meeting shall constitute a single session for parliamentary purposes. The standing rules drafted by the Council shall govern each session until the Assembly adopts its own rules.
- (e) **Organization.** The Council is the Assembly's administrative agency and shall draft and submit for the Assembly's consideration the Assembly's order of business, standing rules, and any necessary special rule of order, and shall correct and approve the Assembly's minutes. The Speaker shall appoint a parliamentarian and any other necessary assistant.

#### § 4.4. Resolutions

- (a) **Introduction.** Any officer, constitutional representative, liaison, board, committee, affiliate, or delegate may by written notice to the Speaker introduce a resolution for the Assembly to consider. If a resolution is introduced by a board, committee, or affiliate, then it shall name one member who shall manage the resolution on its behalf.
- (b) **Form.** Each resolution shall consist of a concise recommendation accompanied by a written report that supports the recommendation. The report shall state the relevant facts, authority, and argument with reasonable candor and objectivity. The report shall not imply a policy that is not evident from the recommendation. If the resolution amends something previously adopted, it suffices for the recommendation to identify the document and provision thereof to be amended and refer to the report, which shall set forth or append the text being amended together with the proposed amendment, which shall be subject to amendment in the same manner as the recommendation itself. The report shall clearly,

within the first or last two paragraphs or under a principal subheading, estimate any cost that the recommendation may entail.

- (c) **Consideration.** The Speaker shall take care that
  - (1) the debate on any resolution is as fully informed as is reasonably possible;
  - (2) each opposing viewpoint is fairly considered; and
  - (3) each matter that reaches the floor has been considered by each interested committee or officer.
  
- (d) **Docket.** The Speaker shall keep a docket of each resolution and other matter that awaits consideration by the Assembly, from which docket the Speaker and Chair shall draft for the Council's review an agenda for each meeting. A resolution shall ordinarily appear on the agenda of the first meeting of the Assembly held more than sixty days after its introduction.

## **Article V Council**

### **§ 5.1. Function**

The general executive and administrative authority resides in the Council, which shall enjoy all the powers that the Division may exercise, except those powers (including the authority to amend these bylaws) explicitly reserved to the Assembly. Except as these bylaws otherwise provide, the Council may act on the Division's behalf in any matter except to the extent that such action is inconsistent with these bylaws or with any action by the Assembly within the last six years.

### **§ 5.2. Composition**

- (a) **Voting members.** The Council consists of—
  - (1) the officers (§ 6.1);
  - (2) the immediate past Chair;
  - (3) the constitutional representatives (§ 8.1);
  - (4) the directors (§ 10.1(b));
  - (5) the chair of the ABA Law Student Division, or his or her proxy;
  - (6) the district representatives or their proxies (§ 3.4(b)); and
  - (7) a representative from each national affiliate (§ 3.1(b)), who is a member of that affiliate. These bylaws and action taken under their authority shall apply to each such representative in the same manner as they apply to a district representative with respect to removal.

No person shall become a councilor unless he or she is a member. No councilor shall vote in more than one capacity.

- (b) **Nonvoting members.** The Council may provide for nonvoting members, who shall likewise serve as nonvoting members in the Assembly.

### § 5.3. Meetings

- (a) **Regular.** The Council shall regularly meet in conjunction with each meeting of the Assembly and each national affiliate-outreach conference (§ 3.2(b)).
- (b) **Special.** The Council may provide by rule for special meetings.
- (c) **Quorum.** A simple majority of the Council's members constitute its quorum.
- (d) **Rules.** The Council may provide for voting by mail or by telephone, provided that, before the result is determined,
  - (1) the procedure is communicated to each member entitled to vote, and
  - (2) each such member enjoys a reasonable opportunity to vote.

### § 5.4. Review and delegation

Subject to the Assembly's review, the Council enjoys the same powers of review and delegation as the Assembly.

## Article VI Officers

### § 6.1. Officers

The officers are a Chair, a Chair-Elect, a Secretary-Treasurer, a Speaker, and a Clerk.

### § 6.2. Eligibility

- (a) **Qualifications.** No person shall be eligible as an officer unless he or she—
  - (1) has been a member since the preceding annual meeting;
  - (2) can and does continue as a member throughout his or her term (including, in the case of the Chair-Elect, the ensuing term as Chair);

- (3) registered for and attended the preceding annual or midyear meeting or at least one national affiliate-outreach conference since the preceding annual meeting; and
  - (4) attends the election, unless excused pursuant to a rule, policy, or procedure.
- (b) **Limits on officeholding.** For the purposes of this paragraph 6.2(b), an “office” or “officer” includes a constitutional representative.
- (1) **Single office.** No person shall concurrently hold more than one office.
  - (2) **Reelection prohibited.** No person shall succeed himself or herself, directly or otherwise, in the same office.
  - (3) **Incompatible offices.** No person who has served as Speaker or Clerk shall be eligible as Secretary-Treasurer or Chair-Elect.
  - (4) **Officer as candidate.** No person holding an office shall seek another office unless—
    - (A) his or her term expires before the other office’s term begins; or
    - (B) he or she resigns, in which case the resignation is irrevocable and shall take effect by the election for the other office, regardless of whether he or she is elected.

### § 6.3. Duties

Each officer shall perform the duties customarily incident to his or her office, including (but not limited to) those duties that the parliamentary authority prescribes; and such other duties as these bylaws, the Assembly, or the Council prescribes.

- (a) **Chair.** The chief executive, operating, and administrative officer is the Chair, who shall—
  - (1) chair the Council, the Executive Board, and the Executive Committee;
  - (2) subject to review, enforce and interpret these bylaws and implement action taken under their authority;
  - (3) manage each officer, representative, board, committee, and other agent whose management is not otherwise assigned;
  - (4) undertake or delegate any responsibility not otherwise assigned; and
  - (5) generally represent the Division and speak on its behalf.
- (b) **Chair-Elect.** The Chair-Elect shall—

- (1) advise and assist the Chair however possible; and
  - (2) act as Chair whenever the incumbent is unable or unwilling to do so.
- (c) **Secretary-Treasurer.** The chief clerical, recording, and financial officer is the Secretary-Treasurer, who shall—
- (1) serve as secretary to the Assembly and the Council, whose proceedings he or she shall carefully and faithfully record;
  - (2) implement any policies and procedures relating to financial management; and
  - (3) report periodically on the state of the treasury.
- (d) **Speaker.** The chief legislative officer is the Speaker, who shall chair the Assembly.
- (e) **Clerk.** The Clerk shall—
- (1) advise and assist the Speaker however possible;
  - (2) act as Speaker whenever the incumbent is absent or otherwise unable or unwilling to do so; and
  - (3) perform such other duties as the Speaker prescribes.

#### § 6.4. **Executive Committee**

- (a) **Executive Committee.** The officers shall constitute an executive committee, which shall perform such duties and functions as these bylaws, the Assembly, or the Council prescribes, and may otherwise act on the Division's behalf to the extent that such action is not inconsistent with these bylaws or action taken under their authority.
- (b) **Executive Board.** The executive committee and the constitutional representatives shall constitute an executive board, which shall advise the executive committee and perform such other duties and functions as these bylaws, the Assembly, or the Council prescribes.
- (c) **Long-range plan.** The Council shall adopt a long-range plan, whose implementation the executive committee shall oversee. The Council shall establish a board charged with drafting and revising the plan and with advising the officers and the Council about any related matter.

## **Article VII Elections**

### **§ 7.1. Election**

- (a) **Election.** The Assembly shall elect each officer, other than the Chair, at the annual meeting. The vote shall be taken by secret ballot. Election occurs by simple majority. The Chair shall vote in an election only for the purpose of breaking a tie.
- (b) **Notice.** The Secretary-Treasurer shall before the midyear meeting give notice of the election in a publication of general circulation to the membership, through the affiliates, or in such other manner as the Council prescribes.

### **§ 7.2. Tenure**

Each officer takes office, and the Chair-Elect becomes the Chair, when the Assembly adjourns sine die. Each officer serves until his or her successor takes office.

### **§ 7.3. Removal**

The Assembly or the Council may, by a two-thirds vote for a stated cause after previous notice and due process, rescind any election or otherwise remove or discharge any officer.

### **§ 7.4. Succession**

- (a) **Succession generally.** Any authority or duty for which these bylaws or any action taken under their authority provides belongs to the relevant office, not to any particular incumbent, and devolves upon the incumbent's successor when the incumbent leaves office.
- (b) **Chair.** The office of Chair shall devolve upon the Chair-Elect whenever the office is vacant or the incumbent is unable or unwilling to act. Whenever the office of Chair is vacant, the Chair-Elect becomes Chair through the term for which he or she was originally elected, and no vacancy results in the office of Chair-Elect for the remainder of his or her predecessor's term.
- (c) **Vacancies.** The Council shall determine when an office is vacant or when its incumbent temporarily cannot serve, and shall accordingly provide for the exercise of any office during a vacancy or incapacity, and for any

vacancy to be filled until the Assembly's next meeting. If no election would ordinarily have occurred at that meeting, then the meeting shall nevertheless elect a successor, who shall serve until the annual meeting at which the next election would ordinarily have occurred.

## **Article VIII Constitutional Representatives**

### **§ 8.1. Constitutional representatives**

For the purposes of these bylaws, a "constitutional representative" means each delegate to the ABA House of Delegates and each representative to the ABA Nominating Committee to which the Division is entitled, and each young-lawyer member-at-large on the ABA Board of Governors.

### **§ 8.2. Election**

The Assembly shall elect each constitutional representative in the same manner as it elects the officers. For the purposes of these bylaws, any reference to an election in the case of a member-at-large on the ABA Board means the Division's nomination.

### **§ 8.3. Eligibility**

No person shall be eligible as a constitutional representative unless he or she—

- (a) has been a member since the preceding annual meeting;
- (b) is a member and young lawyer when his or her term begins, or otherwise satisfies the constitutional qualifications;
- (c) registered for and attended the preceding annual or midyear meeting or at least one national affiliate-outreach conference since the preceding annual meeting; and
- (d) attends the election, unless excused pursuant to a rule, policy, or procedure.

### **§ 8.4. General provisions**

To the extent that they are consistent with the Association's constitution and bylaws, these bylaws and action taken under their authority shall apply to the constitutional representatives in the same manner as they apply to the officers with respect to election, removal, and succession.

## **Article IX Committees**

For the purposes of these bylaws, the provisions that apply to committees likewise apply to any board other than the Assembly and the Council.

### **§ 9.1. Standing committees**

The Council may by a two-thirds vote establish or discharge any necessary standing committee.

### **§ 9.2. Special committees**

The Council or the Chair may establish any necessary special committee. Each special committee shall expire within one year (or, in the case of a committee appointed by the Chair, by the end of his or her term) unless the Council establishes it as a standing committee or otherwise extends its life.

### **§ 9.3. Organization**

Unless otherwise provided, the Chair shall appoint the chair and members of each committee.

### **§ 9.4. Management**

Unless otherwise provided, the Chair shall assign at least one director to each committee whose members the Chair appoints.

## **Article X Administration**

### **§ 10.1. Appointments**

- (a) **Appointments generally.** Unless otherwise provided, the Chair shall appoint for a term coinciding with his or her own each committee or agent that administers the Division's programs.
- (b) **Directors and coordinators.** The Chair shall appoint up to ten directors and up to five coordinators among whom he or she shall delegate responsibility for affiliate outreach, bar leadership, committees, communications, districts, liaisons, meetings, membership, professional

development, and other programs. Each director or coordinator shall administer the program for which he or she is responsible and shall perform such other duties as the Chair or the Council prescribes.

- (c) **Liaisons.** The Division may establish a liaison with any other entity within the Association or, with approval from the ABA Board of Governors, outside the Association. The Chair shall appoint each such liaison for a two-year term, with the appointments staggered so that about half expire annually.

#### § 10.2. **Eligibility**

The Council may prescribe the qualifications for each appointment. Unless otherwise provided, no person shall be eligible for any appointment unless he or she is a member and young lawyer on the first day of September after the appointment's term begins; but the Council may prescribe additional qualifications or otherwise limit eligibility, or may extend eligibility.

#### § 10.3. **Removal**

- (a) **Removal by appointing authority.** Unless otherwise provided, the power of appointment includes the power of removal.
- (b) **Removal by Council.** The Council may, by a two-thirds vote for a stated cause after previous notice and due process, vacate any appointment or otherwise remove or discharge any appointee.

#### § 10.4. **Succession**

The power of appointment includes the authority to fill the appointment in case of a vacancy or incapacity.

### **Article XI** **Finance**

#### § 11.1. **Fiscal year**

The Division's fiscal year shall coincide with the Association's.

### § 11.2. **Budget**

The Chair-Elect and the Secretary-Treasurer shall annually recommend to the Association a budget for the Division for the ensuing fiscal year, which shall estimate income and seek any necessary funding. The Chair shall implement the budget for the current fiscal year.

### § 11.3. **Finance Committee**

The Council shall establish a board charged with overseeing the budget and recommending policies and procedures for prudent financial management.

### § 11.4. **Liability**

No member enjoys any authority to conclude any contract or otherwise incur liability on the Division's or the Association's behalf. No contract relating to the Division shall bind the Division or the Association unless signed by the Association's representative authorized for the purpose.

## **Article XII Amendment**

### § 12.1. **Ratification**

The Assembly may amend these bylaws by a two-thirds vote after previous notice.

### § 12.2. **Correction**

The Council may correct the punctuation, grammar, terminology, or numbering of these bylaws or any amendment where appropriate, if the correction does not change meaning.

### § 12.3. **Reformation**

The Council may reform these bylaws to conform them to the Association's authority, in recognition of a new or changed name or fact, or to correct a mistake, if such reformation does not otherwise change meaning.

#### § 12.4. **Approval**

The Chair shall promptly ask that the ABA Board of Governors approve any ratified amendment (including an amendment by correction or reformation). The amendment shall take effect upon such approval, but shall expire if the Board either disapproves the amendment or has not approved it within one year after its ratification.

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