

**AMENDED AND RESTATED BY-LAWS  
OF  
THE SECTION OF COMMERCIAL LAW  
OF  
THE DELAWARE STATE BAR ASSOCIATION**

IDENTIFICATION

Name. This Section shall be known as “The Section of Commercial Law”, and shall be hereinafter designated simply as “the Section.”

Purpose. The general purposes of the Section shall be the promotion of the objects of the Delaware State Bar Association (the “Association”) within the field of commercial law. To that end, it shall be the purposes of this Section to promote the professional development and interests of its members and to provide a common meeting ground for attorneys who practice in the area of commercial law.

Limitations. These By-laws have been adopted subject to the By-laws of the Association.

MEMBERSHIP

Enrollment. Any member in good standing of the Association shall, upon request to the Secretary of the Association, be enrolled as a member of the Section by the payment of annual Section dues.

The Membership. Members so enrolled and whose dues are paid pursuant to the provisions of this Article shall constitute the membership of the Section.

Dues. Dues for membership in the Section shall be in an amount set by the Executive Committee of the Association (the “Executive Committee”), payable upon enrollment and thereafter annually in advance each year, at the beginning of the Association’s fiscal year succeeding such enrollment.

COMMITTEES

Committees. The Council may establish such committees as it deems necessary and desirable to promote effectively the activities of the Section.

Chairpersons and Membership. The Chairperson of the Section shall appoint the chairpersons and members of each committee of the Section.

## MEETINGS OF THE MEMBERSHIP

Meetings. The Section shall hold an annual meeting and such other meetings of its members at such time and place as the Chairperson or the Council shall determine. The annual meeting shall be held on or before April 23<sup>rd</sup> of each year. Members of the Section may participate in any meeting by means of conference telephone or other communications equipment pursuant to which all members participating in the meeting can hear each other, and participation in a meeting pursuant to such equipment shall constitute presence in person at such meeting.

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

Controlling Vote. All elections shall be determined by a plurality of the votes cast and all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Voting Eligibility. Any member of the Section whose good standing can be certified by the records of the Association shall be eligible to vote.

Agenda. Among the matters of business to be transacted at the annual meeting shall be the election of Section officers and such other matters as shall be decided by the Chairperson or the Council.

Notice. Notice of the date, time, place and purpose of each meeting of the membership shall be given in writing or by electronic communication to the last known address of each member at least five (5) days prior to such meeting. If mailed, notice is deemed given when deposited in the United States mail, postage prepaid. If sent by electronic communication, notice is deemed given when sent.

Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by such member or his or her duly authorized attorney-in-fact. No proxy will be valid three (3) years from the date of its execution unless otherwise provided in such proxy.

## OFFICERS

Officers. The officers of the Section shall be the Chairperson, the Vice-Chairperson and the Secretary.

Nominations and Elections. Any member of the Section may nominate one or more members of the Section to fill any of the officer positions of the Section. The officers of

the Section shall be elected by the members of the Section at an annual or special meeting of the Section called for that purpose from among those members nominated. Any vacancy in an elected office may be filled by a member appointed by the Council until a successor to such officer is elected pursuant to this Section 5.2.

Chairperson. The Chairperson, or in the absence of the Chairperson the Vice-Chairperson, shall preside at all meetings of the Section and the Council. The Chairperson shall plan and superintend the program of the Section, subject to the direction and approval of the Council, and shall superintend the performance of all activities of the Section. The Chairperson shall perform such other duties and acts as usually pertain to such office or as may be designated by the Council.

Vice-Chairperson. The Vice-Chairperson shall aid the Chairperson in the performance of his or her responsibilities in the manner and to the extent the Chairperson may request. The Vice-Chairperson shall perform such further duties and have such further powers as usually pertain to such office or as may be designated by the Council or the Chairperson. In the case of the death, resignation or disability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson until the Chairperson is no longer disabled or until a successor to the Chairperson is elected pursuant to Section 5.2 hereof.

Secretary. The Secretary shall consult with and assist the officers of the Section with the work of the Section generally in the manner and to the extent each officer may request. The Secretary shall be the liaison between the Section and the Association regarding the retention and maintenance of books, papers, documents and other property pertaining to the work of the Section. The Secretary shall keep a true record of the proceedings of all meetings of the Section and the Council and shall perform such further duties and have such further powers as usually pertain to such office or as may be designated by the Council or the Chairperson.

Term of Office. The term of office of each elected officer shall begin on July 1<sup>st</sup> of each year, or on such other date as determined in accordance with the By-Laws of the Association, and shall end on the following June 30<sup>th</sup>. If at the close of any term of office a successor has not been elected then the term shall be extended until a successor has been elected.

## THE COUNCIL

Composition. The Council of the Section (the "Council") shall consist of each officer of the Section and the chairperson of each committee of the Section.

Powers. The Council is the governing body of the Section and the business and affairs of the Section shall be managed by or under the direction of the Council. The Council shall

authorize all commitments that entail the payment of money and the expenditure of all funds appropriated for the use of the Section. It shall not, however, authorize commitments that entail the payment of more money during any fiscal year than the amount appropriated to the Section for the fiscal year. The Council shall also have the power to create or terminate special and standing committees of the Section, determine the functions and duties of those committees and specify the number of the committee members. No action of any committee of the Section shall be effective until approved by the Council or by the Section membership.

### PUBLIC STATEMENTS, LEGISLATION & PUBLIC POLICY

Approval Procedures. The Section may not make public statements on proposed legislation or matters of public policy except in accordance with this Article VII. A proposal to make public comment on behalf of the Association on proposed legislation or matters of public policy must be approved by the Section at a duly called meeting with notice of the matter at issue (including a general summary of the proposal to be considered) through a vote of the majority of the members of the Section present. Once approved, such proposal must be presented to the Executive Committee of the Association for consideration pursuant to the By-laws of the Association and procedures of the Executive Committee.

Independent Statement. If upon the request of the Section, the Executive Committee declines to approve the request of the Section, the Section may nevertheless, on its own behalf (subject to the following proviso in this sentence), make such recommendation on legislation or publicly express its views on such matters of public policy; provided (1) that the Section shall always include in any subsequent public written or oral comment on the matter the disclaimer that the position stated represents the views only of the Section and that the Association as a whole has not taken a position on the matter, and (2) that the Section provides advance written notice to the President, President-Elect and the Executive Director of the Association that the Section is taking public action.

### OVERRIDING AUTHORITY

Association By-Laws. The Section shall be bound by these By-laws and by the By-laws of the Association and shall not take any action which is inconsistent therewith.

Resolutions of the Executive Committee of the Association. Notwithstanding any authority of the Section contained in these By-laws or the By-laws of the Association, such authority is subject to any resolution of the Executive Committee of the Association.

## AMENDMENT

Primary Method. In the absence of contrary action by the Executive Committee of the Association, only the Executive Committee shall have the power to amend, alter or repeal these By-laws by majority vote of a quorum of the Executive Committee at a duly constituted meeting.

Alternate Method. The Executive Committee of the Association may vest the right to make, alter or amend any or all of these By-laws in the Council.

Amended and Restated as of June 22, 2004.

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