

**BY-LAWS OF THE SECTION  
OF ENVIRONMENTAL LAW OF  
THE DELAWARE STATE BAR ASSOCIATION**

**ARTICLE I: IDENTIFICATION**

1.1 NAME. This Section shall be known as the "The Section on Environmental Law", and shall be hereinafter designated simply as "the Section".

1.2 PURPOSE. The general purpose of the Section shall be the promotion of the objects of the Delaware State Bar Association (the "Association") within the particular fields designated by the name of the Section. To that end, the purpose of the Section shall be to improve public service rendered by its members in matters concerning environmental law and regulation, to aid in the institution of improvements in laws and regulations relating to the environment, and to promote the professional development and interests of all attorneys whose practice involves environmental law and regulation.

1.3 LIMITATIONS. These by-laws have been adopted subject to the by-laws of the Association.

**ARTICLE II: MEMBERSHIP**

2.1 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 the Section by the payment of annual Section dues.

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

2.3 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.

**ARTICLE III: OFFICERS**

3.1 OFFICERS. The officers of the Section shall be the chairperson, the vice-chairperson and the secretary.

3.2 NOMINATIONS, ELECTIONS AND CONFIRMATION. The officers of the Section shall be elected by the members of the Section from among those members nominated by any member of the Section at an annual or special meeting of the Section called for that purpose, but the appointment of the initial Section officers shall be at the discretion of the President of the Association subject to the confirmation by the Executive Committee of the Association.

3.3 CHAIRPERSON. The chairperson, or in the absence of the chairperson the vice-chairperson, shall preside at all meetings of the Section and the Council of the Section.

3.4 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 not necessarily succeed to the chairmanship, but such office shall be filled in accordance with the procedure set forth in Section 3.2 hereof.

3.5 SECRETARY. The Secretary shall perform the normal functions of an organization's secretary. The secretary shall not necessarily succeed to the vice-chairmanship, but such office shall be filled in accordance with the procedure set forth in Section 3.2 hereof.

#### **ARTICLE IV: THE COUNCIL**

4.1 NOMINATIONS, ELECTIONS, AND CONFIRMATION. The officers of the Section and four (4) of other members of the Section elected at large shall constitute the Council of the Section (the "Council"). Members of the Council at large shall be nominated, elected and confirmed in the same manner as that provided for officers in Section 3.2.

4.2 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 Counsel. 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, in the aggregate, 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 and disband 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 Section committee shall be effective until approved by the Council or by the Section membership.

#### **ARTICLE V: COMMITTEES**

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

5.2 CHAIRPERSONS AND MEMBERSHIP. The chairperson of the Section shall appoint the chairperson and members of each committee of the Section.

#### **ARTICLE VI: MEETINGS OF THE MEMBERSHIP**

6.1 ANNUAL MEETING. The Section shall hold an annual meeting and such other meetings of its members at such times and places as the governing body of the Section shall determine.

6.2 QUORUM. The members of the Section present at any meeting shall constitute a quorum for the transaction of business provided there are at least one-quarter of the members present, except that one-third of the members shall be required to constitute a quorum at any annual or special meeting called for the purpose of electing Section officers.

6.3 CONTROLLING VOTE. The action of the Section shall be by majority vote of a quorum of members present.

6.4 VOTING ELIGIBILITY. Any member of the Section whose good standing can be certified by the records of the Association shall be eligible to vote.

6.5 AGENDA. Among the matters of business to be transacted at the annual meeting of the membership shall be the election of Section officers and Council members and such other matters as shall be decided by the chairperson of the Section or Council.

#### **ARTICLE VII: PUBLIC STATEMENTS, LEGISLATION & PUBLIC POLICY**

7.1 PROCEDURES FOR PROPOSALS. The Section may not make public statements on proposed legislation or matters of public policy except in accordance with this Article. 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 Delaware State Bar Association for consideration pursuant to the bylaws of the Association and procedures of the Executive Committee.

7.2 LIMITATIONS. 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 provides advance written notice to the President, President-Elect and the Executive Director of the Association that the Section is taking public action.

#### **ARTICLE VIII: OVERRIDING AUTHORITY**

8.1 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 inconsistent therewith.

8.2 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.

#### **ARTICLE IX: AMENDMENT**

9.1 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.

9.2 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.