

## **THE ESTATES AND TRUSTS SECTION**

### **DELAWARE STATE BAR ASSOCIATION BY LAWS**

**As Adopted on February 7, 1994 and Amended on May 1, 2007**

#### **Article I: Identification**

**1.1 Name.** This Section shall be known as “the Estates and Trusts Section,” 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 of law designated by the name of the Section.

**1.3 Limitations.** These Bylaws have been adopted subject to the Bylaws of the Association. In the event of conflict with those Bylaws, the Bylaws of the Association shall govern.

#### **Article II: Membership**

**2.1 Enrollment.** Any member of the Association in good standing shall, upon request to the Secretary of the Association, be enrolled as a member of 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 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: Committees**

**3.1 Committee.** The Section may establish such committees as it deems necessary and desirable to promote effectively the activities of the Section.

**3.2 Chairpersons and Membership.** The chairperson of the section shall appoint the chairpersons and members of each committee of the Section.

## **Article IV: Meetings of the Membership**

### **4.1 Meetings.**

(a) **The Annual Meeting.** The Section shall hold an annual meeting and at least one other meeting of its members during the year at such time and place as the governing body of the Section shall determine, provided however, if it shall be so determined by a majority vote of the Voting Members present taken on the occasion of the annual meeting, it shall hold at least one meeting per year in either Kent or Sussex County. The annual meeting shall be for the purpose of electing Section officers for the next year, and such other matters as the chairperson of the Section shall decide, and shall be held on or before April 23 in the current year. One of the Section's monthly meetings may be designated by the Chairperson as the annual meeting.

(b) **Monthly Meetings.** To the extent practical, monthly meetings shall be held on the first Tuesday of each month from September through June. The matters of business to be transacted at the Section's monthly meetings shall be such matters as the chairperson of the Section shall decide.

(c) **Special Meetings.** Special meetings of the Section may be called by an officer or by any five Voting Members at large of the Section, provided that the person(s) calling a special meeting transmit(s) notice to all members by telephone, postal mail or e-mail, at least three days in advance of the meeting, using the Association's authorized contact list of members. The matters of business to be transacted at any special meeting of the Section shall be such matters as the chairperson, or other officer or the Voting Members who called such special meeting, shall decide.

**4.2 Presence.** A member who is not physically present at a meeting and (i) who is physically incapable of attending the meeting, (ii) whose office is located more than five miles from the place of the meeting, or (iii) who is not physically present at his or her office premises at the time of the meeting, is nevertheless deemed to be present at the meeting if the member is participating in the meeting via any technology allowing the member both to hear or otherwise contemporaneously understand, and to be heard or otherwise contemporaneously understood by, the other members present at the meeting.

**4.3 Quorum.** The Voting Members of the Section present at any meeting shall constitute a quorum for the transaction of business provided there are at least ten Voting Members present.

**4.4 Controlling Vote.** The action of the Section on all matters shall be by majority vote of Voting Members present, provided that there is a quorum of Voting Members present.

**4.5 Attendance by Non-Members.** Non-members of the Section may attend its meetings with the consent of a majority of the Voting Members present, but as with Non-voting Members, shall not be entitled to vote.

## **Article V: Officers**

**5.1 Officers.** The Officers of the Section shall be the chairperson, the vice-chairperson and the secretary.

(a) **Chairperson.** The chairperson, or in the absence of the chairperson, the vice-chairperson, shall preside at all meetings of the Section.

(b) **Vice-Chairperson.** The vice-chairperson shall aid the chairperson in the performance of the chairperson's responsibilities and to the extent that the chairperson may request.

(c) **Secretary.** The secretary shall perform the normal functions of a secretary.

**5.2 Nominations, Elections, and Confirmation.** The officers of the Section for the next year shall be elected at the annual meeting, from among those members nominated by the Section's Nominating Committee or by any other Voting Member. The Section's Nominating Committee, and its chairperson, shall consist of the members designated by the Section.

**5.3 Removal of Officers.** Any officer may be removed at any regular or special meeting by a majority vote of those Voting Members present at the meeting provided that a quorum of at least two-thirds of the Voting Members are present and further provided that written notice of the meeting has been given at least ten days in advance. The notice shall specify the purpose of the meeting and the alleged cause for removal.

**5.4 Term of Office.** The term of office for each officer shall be one year.

**5.5 Powers.** The chairperson shall be vested with the powers and duties necessary for the administration of the affairs of the Section, shall receive and expend funds appropriated by the Association and shall be responsible for reporting to the Association concerning the disbursement of those funds and such other matters as shall be appropriate to report to the Association.

## **Article VI: Overriding Authority**

**6.1 Association Bylaws.** The Section shall be bound by these Bylaws and by the Bylaws of the Association and shall not take any action which is inconsistent therewith.

**6.2 Resolutions of the Executive Committee of the Association.** Notwithstanding any authority of the Section contained in these Bylaws or the Bylaws of the Association, such authority is subject to any resolution of the Executive Committee of the Association.

## **Article VII: Amendment**

**7.1 Means of Amendment.** The Section may adopt amendments to and alter or repeal these Bylaws by a vote of two-thirds of the Voting Members present at a duly noticed meeting, subject to the subsequent approval of the Executive Committee. Notice of a meeting to amend, alter, or repeal these Bylaws shall be given in writing at least ten days in advance of such a meeting and shall specify the nature of the proposed change.

## **Article VIII: Definitions**

The items covered by this article shall be defined as follows for the purpose of these Bylaws:

**Member.** The term “member” shall refer to any person who is both a member of the Association, as defined more particularly in Article II, Section 2.1 of the Association’s Bylaws as the same may be revised from time to time, and of the Section.

**Non-voting Member.** The term “Non-voting Member” shall refer to any member of the Section not entitled to vote, as specified in Article III, Section 3.6 and Article VII, Section 7.2 of the Association’s Bylaws as the same may be revised from time to time.

**Voting Member.** The term “Voting Member” shall refer to any member of the Section entitled to vote, as specified in Article III, Section 3.6 and Article VII, Section 7.2 of the Association’s Bylaws as the same may be revised from time to time.

**Year.** The Section’s year shall begin on July 1 and end on June 30.