

## **FEDERAL BAR ASSOCIATION**

### **BY-LAWS for the HEALTH LAW SECTION**

#### *ARTICLE ONE: Name and Establishment*

The name of this organization is the Health Law Section (hereinafter, "Section") of the Federal Bar Association (hereinafter, "Association"). The Section is established under Article VIII of the Constitution of the Association and is governed by the Constitution and By-laws of the Association and these By-laws.

#### *ARTICLE TWO: Purposes*

The purposes of this Section are: to further the purposes of the Association as stated in its Constitution; to promote the interests of health lawyers; to plan, participate in, conduct, and/or publish, as appropriate, services, programs, publications, and activities of interest to persons in the legal profession with respect to health law; to promote the integration of health lawyers as active members and participants in the variety of Association entities; to advance health law jurisprudence; to promote and monitor the development of health law; promote high standards of professional competence and ethical conduct; and to adopt public positions on matters concerning health law, and dispute resolution, in both the public and the private sectors.

#### *ARTICLE THREE: Membership and Dues*

The Section shall have four classes of membership: Active, Associate, Honorary, and Advisor.

Section 1. Active. Any active member of the Association in good standing and any honorary member shall be eligible for active membership in the Section and shall be enrolled as an active member upon the payment of annual Section dues.

Section 2. Associate. Any associate member of the Association in good standing shall be eligible for associate membership within the Section and shall be included as an associate member of the Section upon the payment of annual Section dues. Associate members of the Section shall not be eligible to hold office or vote.

Section 3. Honorary. Any active member or associate member of the Association may be made an honorary active member or honorary associate member of the Section upon the approval of the Governing Board of the Section (see Art.4, Sect. 4). Approval shall be indicated by a majority vote of those present and voting at a regular meeting of the Governing Board. Honorary members and honorary associates shall be exempt from the payment of Section dues. Honorary membership and honorary associate status, once conferred, shall renew automatically until membership or associate membership in the Association expires. The Deputy Chair shall notify the Association's Secretary at the National Headquarters immediately upon the conferral of honorary membership or honorary associate membership.

Section 4. Advisor. The Governing Board may appoint advisors to assist it in carrying out the Section's activities and purposes. The appointment of Section advisors shall be for limited terms certain, not to exceed one year and not to extend beyond the end of the Fiscal Year (September 30) in which the appointment is made. Section advisors shall not be required to pay Section dues. Section advisors shall not be eligible to hold elective offices in the Section or to vote on any matter on which the Governing Board or the Association requires a vote. Except as limited in these By-laws or the Constitution or By-laws of the Association, Section advisors shall be entitled to participate in Section programs and activities on the same terms as any other member of the Section or the Association.

Section 5. Dues. Section dues for active and associate members shall be collected annually at the same time Association dues are collected. The Section's Governing Board shall determine annually the amount of dues required for membership.

Section 6. Termination of Section Membership. The Section membership of any member whose annual Section dues have not been received at the National Headquarters within ninety (90) days after dues have expired for the prior year, shall immediately lapse and membership shall immediately cease. A lapsed membership may be reinstated upon payment of then current dues.

*ARTICLE FOUR: Governance*

Section 1. Officers. Only active or honorary members of the Section may serve as Officers, and all active members are encouraged to seek office. The Officers of the Section shall be the Chair, Vice Chair, Deputy Chair, Secretary, Treasurer, and the immediate past Section Chair. Except for the offices of Chair, Vice Chair, Deputy Chair and Treasurer, the same person may occupy more than one Section office at the same time.

A. **Chair.** The Chair is the chief executive officer of the Section. The Chair presides at Section meetings, Governing Board meetings, and Section Executive Committee meetings. The Chair represents the Section at meetings of the Association and the National Council. The Chair is responsible for identifying and mentoring future leaders for the Section.

B. **Vice Chair.** The Vice Chair acts for the Chair in the latter's absence or inability to discharge the duties of office. The Vice Chair assumes the position of Chair if the Chair resigns or is unable to complete the term of office. The Vice Chair performs such other duties as delegated by the Chair. The Vice Chair assumes the position of Chair upon the expiration of the Chair's third consecutive term unless a different Chair is elected as provided in these By-laws. The Vice Chair shall chair the Committee on Programming and Continuing Legal Education.

C. **Deputy Chair.** The Deputy Chair performs such duties as are delegated by the Chair, which may include overseeing programs or projects, liaising with executive agencies and legislators, and evaluating membership trends and the success of membership development initiatives. The Deputy Chair liaisons with and coordinates the activities of Chapter representatives to the Section. The Deputy Chair shall chair or co-chair the Committee on Membership and Chapter Relations.

D. **Secretary.** The Secretary issues notice of Section meetings, Governing Board meetings or Section Executive Committee meetings. The Secretary shall maintain an accurate record of each Governing Board and Executive Committee meeting, providing summary minutes of such meetings to the respective members. The Secretary shall perform such other recordkeeping and correspondence functions as requested by the Chair, the Governing Board, or the Executive Committee. The Secretary shall chair or co-chair the Committee on Publications and Public Relations.

E. **Treasurer.** With the assistance of the Association staff, the Treasurer shall maintain an accurate record of Section income and expenditures and periodically will report to the Governing Board or Executive Committee on the financial condition of the Section. The Treasurer shall participate in the planning and budgeting of any Section activity and of the Section under Article 3, § 7. The Treasurer shall chair or co-chair the Committee on Finance and Expenditures.

F. **Immediate Past Section Chair.** The Immediate Past Section Chair shall perform such services and functions as are designated by the Governing Board or delegated by the Chair.

Section 2. Terms of Office. Each Officer shall serve a term of office of one-year, co-terminus with the term of the Association President. The same member may not occupy the Office of Section Chair for more than three consecutive terms.

Section 3. Selection of Officers. At a regular meeting of the Governing Board each year during the month at the end of which terms of office expires, an election shall be held for the selection of the Chair, Vice Chair, and Deputy Chair. The Chair, Vice Chair, and Deputy Chair shall be selected from among the sitting members of the Governing Board by a majority of the Governing Board members present and voting.

Section 4. Governing Board. The Governing Board of the Section shall have vested in it the powers and duties necessary for the administration of the Section and its activities consistent with the Constitution and By-laws of the Association and these By-laws. Among these duties are the following:

- A. Recommending changes in the Section's structure, organization, and By-laws;
- B. Annually determining the amount of Section dues, subject to the approval of the National Council;
- C. Approving Section expenditures;
- D. Setting the time and place of membership or Governing Board meeting; and
- E. Electing Section Officers.

Section 5. Governing Board Composition. The Governing Board shall be composed of the Officers of the Section, Standing Committee Chairs or Co-Chairs and up to five (5) additional members appointed by the Chair as Chapter Representatives. Each Governing Board member shall be entitled to exercise one vote, regardless of the number of Section positions the member holds.

Section 6. Chapter Representative. To develop, maintain, and improve relationships and communications between the Section and Chapters, no later than October 1 of each year, the Chair shall appoint not more than five (5) Chapter Representatives to the Governing Board. Chapter Representatives shall be selected from among nominations made by the Vice Presidents for the Circuits, if sufficient nominations are received. If the Chair receives no nominations, then the Chair shall exercise the prerogative to appoint up to five (5) Chapter Representatives. The Chair shall solicit nominations from each Vice President for each Circuit no later than August 1 of each year. Chapter Representatives shall be members of the Section at the time of appointment or shall become members of the Section with thirty (30) days of appointment. In no event may more than one (1) member of any Chapter serve as a Chapter Representative. The Chapter Representatives shall be members of the Committee on Membership and Chapter Relations.

Section 7. Executive Committee. The Section Officers shall constitute the Executive Committee of the Section. The Executive Committee may act for the Governing Board and the Section when action is required between regularly scheduled meetings of the Governing Board. A quorum of four (4) Executive Committee members shall be required for an Executive Committee meeting to convene and to take action. A majority vote of Executive Committee members present when a quorum is satisfied shall be required for passage of any business before the Committee. The proceedings of all Executive Committee meetings shall be kept in minutes by the committee member designated to record such minutes. The minutes of each Executive Committee meeting shall record at a minimum the date and time of commencement and adjournment, the identities of those members present, all substance of each motion presented, and the vote passing or defeating each motion.

Section 8. Leadership Diversity. The Section shall strive to have leaders representing at least three of the Federal Circuits.

#### *ARTICLE FIVE: Committees*

Section 1. Standing Committees. Each standing committee has specific areas of primary jurisdiction and concurrent jurisdiction over any matter relevant to the Section and its members. The Section shall have the following standing committees with the respective primary jurisdiction:

- A. **Committee on Membership and Chapter Relations.** Responsible for studying, proposing, promoting and implementing programs and activities to promote, develop, maintain, and increase Section membership and membership retention. The Committee also is responsible to act as liaison with Chapters and in coordinating cooperative programs and initiatives with Chapters.
- B. **Committee on Publications and Public Relations.** Responsible for ensuring the regular publication of the Section's newsletter and soliciting, contributing, writing, editing, and organizing its content. The Committee is responsible for soliciting and making arrangements for any other

Section publications, including monographs, articles, and books. The Committee's public relations responsibility encompasses heightening the Section's visibility within and without the Association, including, as appropriate, promotion of Section and Association activities and programs and placement of Section news or comment in print, online, or broadcast media.

**C. Committee on Programming and Continuing Legal Education.** Responsible for developing, scheduling, and planning continuing legal education programs related to Health Law and receptions and other events for the Section's membership, whether national or local in focus. This Committee also will be responsible for developing and maintaining the Section's website.

**D. Committee on Finance and Expenditures.** Responsible for overseeing and evaluating the financial health of the Section and recommending approval or disapproval of specific expenditures to the Governing Board. The Committee evaluates and presents recommendations on changes in the amount or structure of the Section's dues.

**F. Committee on Legislation and Government Relations.** Responsible for developing and maintaining an ongoing program to identify the current Members of Congress and congressional staff members serving relevant committees of both the U.S. House of Representatives and the U.S. Senate, reporting on significant congressional hearing and legislative activity that is likely to be of interest to the Section's members, and communicating with Members of Congress and their staffs. Also responsible for developing and maintaining an ongoing program to identify the current officials of relevant executive agencies, reporting on agency initiatives and activities, communicating with agencies, and developing cooperative programs with and for agencies and attorneys employed with them.

Section 2. *Ad Hoc* Committees. The Section Chair, with the consent of the Governing Board, may establish such *ad hoc* Committees as deemed necessary and appropriate. Each *ad hoc* Committee shall expire and cease to exist annually on the date that is the end of the annual term of office unless, by majority vote of those present and voting, the Governing Board agrees to extend its term.

Section 3. Selection of Committee Leadership. Each Committee shall have at least one Chair and may have as many as three Co-Chairs, as designated by these By-laws or appointed by the Section Chair with the approval of the Governing Board, if not designated by these By-laws.

Section 4. Committee Meetings. Each Committee shall meet at least once each year at the call of its Chair, or a majority of its Co-Chairs, as appropriate.

Section 5. Committee Membership. The membership of each Committee shall be comprised of the Committee Chair or Co-Chairs, the Section Chair *ex officio*, and such Section members as may volunteer for service with a Committee. Additionally, the chapter representatives shall be members of the Committee on Membership and Chapter Relations.

Section 6. Public Positions. All proposals or requests for public reports, statements, or positions shall be referred to the Governing Board for consideration under Article 7 of these By-laws. A Committee may not issue a public report or statement, or take a public position on an issue, either in its own name or on behalf of the Section or the Association.

#### ARTICLE SIX: Meetings

Section 1. Section Meetings. Section membership meetings shall be at the call of the Chair or of the Governing Board.

Section 2. Governing Board Meetings. The Governing Board shall meet at regularly scheduled dates determined before the end of each fiscal year for the following fiscal year, or at the call of the Chair as needed to carry out its administrative powers, functions, and responsibilities, but not less frequently than quarterly.

Section 3. Notice. The Secretary shall give notice, or ensure that notice is given, of all meetings except Executive Committee meetings. All notices shall be in writing transmitted by U.S. mail, overnight or courier delivery service, facsimile, or electronic mail. All notices are effective upon transmission.

**A. Notice of Section membership meetings** shall be given to each member of the Section not less than thirty (30) days before the date of such meeting. Notice shall state the mode or means of meeting, and the date, place, and time of the meeting.

**B. Notice of Governing Board meetings**, other than those that are regularly scheduled, shall be given to each Governing Board member at least ten (10) calendar days before the date of the meeting. Notice of the means by which the meeting will be held shall be given no later than three (3) calendar days in advance of the meeting.

**C. Notice of an Executive Committee meeting** shall include the purpose of the meeting, the means or mode of the meeting, and the date, place, and time of the meeting. Notice shall be given by the Executive Committee member calling the meeting and shall be given to each Executive Committee member at least two (2) business days before the date of the meeting.

Section 4. Means, Mode, and Methods of Meeting and Voting. Meetings may be held through any one or any combination of the following means, modes, and methods: face-to-face; electronic; telephonic; radio broadcast; video broadcast; or webcast. Similarly, voting may be accomplished by any of the above methods.

Section 5. Rules of Order. Meetings shall be conducted in accord with the following rules of order, in order of primacy:

- A. The Constitution and By-laws of the Association;
- B. These By-laws;
- C. Standing Resolutions passed by the Governing Board;
- D. Limited Resolutions passed by the Governing Board; and
- E. The current edition of *Robert's Rules of Order*.

*ARTICLE SEVEN: Public Positions and Endorsements*

The Section, in the name of or on behalf of the Association, may issue public reports, statements, or positions, or publicly advocate positions on issues of concern to the Section, only with the prior approval of the National Council and only if those public reports, statements, or positions generally reflect the views of the Section membership. Without the prior approval of the National Council, the Section may take a public position, issue a public report or statement or publicly advocate positions only if such position, report, statement, or advocacy includes a disclaimer that indicates that the position, report, statement, or advocacy is in the name of the Section only and not on behalf of the Association. In the event that the Section takes a public position, issues a public statement or report or publicly advocates a position, the Section shall report such action immediately to the Executive Committee of the National Council. The Section shall not endorse any organization, product or service not formally affiliated with the FBA or accept the endorsement of any such organization without obtaining the prior written approval of the Section Coordinator, in consultation with the Executive Director.

*ARTICLE EIGHT: Programming*

Section 1. Programming. The Section shall sponsor a minimum of one (1) educational program per Fiscal Year.

Section 2. Program Funding. Individual revenue and expense budgets shall be developed for all programs. Outside funding or endorsements of programs are subject to review and approval by the Section

coordinator and the Association. All monies received or to be received in connection with any such sponsorship or endorsement of a program shall be delivered to the Association for allocation to the Section.

*ARTICLE NINE: Financials*

Section 1. Annual Budget. The Section shall develop and maintain an annual budget. The annual budget shall be submitted to the Section Coordinator at the headquarters of the Association, to be received no later than March 15 of each year.

Section 2. Accounting. The Section shall use the Accounting Department of the Association for the receipt of all revenues and the payment of all expenses.

Section 3. Reimbursement of Expenses. The Section shall establish an expense reimbursement policy and the Section shall comply with that policy.

*ARTICLE TEN: By-laws*

Section 1. Effective Date. These By-laws shall become effective immediately upon approval by the National Council.

Section 2. Amendment. These By-laws may be amended at any meeting of the Governing Board by an affirmative vote of at least three-fourths (3/4) of the Governing Board members present and voting, provided that each Governing Board member is given at least fourteen (14) calendar days' notice of the meeting and the proposed amendment. The amendment shall not become effective until approved by the National Council.