



# Federal Bar Association

## **Policy No. 9-1: Section and Division Operating Guidelines**

**Approved By:** Board of Directors

**Date Approved:** September 11, 2025

**Date Effective:** October 1, 2025

### **I. ESTABLISHMENT**

The Sections and Divisions of the Federal Bar Association (hereinafter, “FBA” or “Association”) are established under Article VIII of the Association’s Constitution. Sections and Divisions are governed by the Association’s Constitution, the Association’s Bylaws, and Association policies.

The President of the Association may consider establishment of a new Section when a minimum of twenty-five (25) members of the Association come forward to form a substantive law or practice section. If a smaller group wishes to plan and recruit to form a substantive law section, the President may appoint a special substantive law committee for one year. At the conclusion of three years, new Sections are subject to the guidelines for membership of an existing Section. A new Section is defined as any Section in existence for less than three years. An existing Section is defined as any Section in existence for three or more years.

### **II. PURPOSE**

The purpose of a Section and Division shall be to further the Association’s objectives, as set forth in the Association’s Constitution; to support and educate professionals with an interest in the Section’s area of law or within the Division’s membership; and to develop and implement programs, publications, and activities relating to the Section’s area of law or the Division’s membership. These programs, publications, and activities shall also serve to promote membership in the Association and the Section or Division.

Per Bylaw 8, the Sections and Divisions Council as established by the Board of Directors is responsible for coordinating, assisting, and supervising the efforts of Sections and Divisions of the Association. The President shall nominate and, with the approval of the FBA Board of Directors, appoint a Chair of the Sections and Divisions Council. The Chair of the Sections and Divisions Council is the appointed representative of the Sections and Divisions to the Board of Directors. The Sections and Divisions Council shall work closely with FBA staff to provide assistance to all Sections and Divisions and will report the activities of each Section and Division to the Board of Directors on a quarterly basis, or more frequently as requested. The Chair of the Sections and Divisions Council, with staff assistance, shall schedule and hold regular meetings with the Section and Division Chairs, at least quarterly and some of which may be held via teleconference.

Conflicts within Sections and Divisions (other than those relating to elections as set forth in this policy) shall be resolved through Robert’s Rules of Order. Any person aggrieved by an action of a

Section or Division may file a written appeal with the Sections and Divisions Council not later than 30 days of distribution of the minutes reflecting the action or inaction. The Sections and Divisions Council shall decide any appeals within thirty days of receipt. However, if the Council is unable to reach decision within 30 days, it may extend for an additional 15 days. Sections and Divisions Council decisions on those appeals shall be reviewed by the Board of Directors. Informal dispute resolution by the Executive Director is encouraged but not required. Where all persons consent, informal or formal mediation is encouraged.

### **III. GOOD STANDING**

**A. Minimum Requirements and Responsibilities.** These Operating Guidelines assist Sections and Divisions in discharging their obligations under the Association's Constitution and Bylaws, and they assist the FBA Board of Directors, the Sections and Divisions Council, Association staff, and others in the oversight and support of Sections and Divisions. Minimum requirements and responsibilities of the Association's Sections and Divisions include the following. These minimum requirements are not meant to limit Sections' and Divisions' activities, and Sections and Divisions are encouraged to exceed these minimum requirements and responsibilities whenever possible and appropriate.

1. Provide benefits to members. "Benefits" include, but are not limited to:
  - a. Educational programming;
  - b. Networking, mentorship, or social opportunities;
  - c. Membership meetings;
  - d. Promoting and enhancing inclusion and belonging within the Association, Section or Division, legal profession, and communities relevant to the Section or Division.
2. Host/co-host or sponsor/co-sponsor at least two (2) programs (educational or Continuing Legal Education, membership meetings, and/or networking/social) each fiscal year.
3. Send quarterly communications to members. These communications shall provide an overview of the benefits provided to members in the preceding quarter and benefits that are anticipated to be provided in the following quarter.
4. Conduct quarterly leadership meetings.
5. Send quarterly reports to the Sections and Divisions Council, which shall address at least the following:
  - a. The benefits the Section or Division has provided to its members in the preceding quarter and that the Section or Division plans to provide in the following quarter;
  - b. The Section or Division's membership numbers and changes thereto during the preceding quarter;
  - c. The Section or Division's efforts to foster belonging, engagement, and inclusion among members; and
  - d. The Section or Division's revenues and expenditures from the preceding quarter, with a general description of why costs were incurred.
6. Hold regular elections.

7. Complete an Annual Work Plan that includes a review of these Operating Guidelines and other relevant national policies, the Section's or Division's leadership roster, a planned schedule for leadership calls, a new welcome message, and goals for the upcoming year..
8. Make efforts to engage members. Sections and Divisions should place the utmost importance on maximizing benefits made available to members and are strongly encouraged to maximize member engagement by following these best practices:
  - a. Update the Section or Division webpage regularly to reflect updates to benefits offerings, leadership, etc.
  - b. Regularly communicate with members regarding Section or Division membership benefits, whether via email, newsletter, or videoconference.
  - c. Collaborate with other Sections or Divisions to present and promote programs.
  - d. Offer at least one publication to the Section or Division membership per year.

#### **IV. MEMBERSHIP**

- A. **Membership.** The Sections and Divisions shall have the same membership classes as the membership of the Association as provided in the Association's Constitution. Any member of the Association in good standing shall be eligible for membership in all Sections and Divisions provided the member meets any additional eligibility requirements for each Division. Associates of the Association are eligible to be associates of the Sections and Divisions provided the associate meets any additional eligibility but are not eligible to hold office in a Section or Division or vote.
- B. **Termination of Section and Division Membership.** A Section member whose annual Section dues have not been received at the National Headquarters within 90 days after dues have expired for the prior year shall be regarded as not in good standing and shall be suspended from the Section. A person who has been suspended from membership for nonpayment of Section dues may be reinstated at any time by payment of the current Section dues. A Division member shall be regarded as not in good standing and suspended from the Division upon being suspended from the Association for nonpayment of annual dues. A person who has been suspended from Division membership for nonpayment of annual dues may be reinstated at any time upon reinstatement in the Association. Section and Division membership is immediately terminated if a member is expelled from the Association pursuant to the Association's Bylaws. Members may also resign their membership at any time.

#### **V. SECTION AND DIVISION LEADERSHIP**

- A. **Officers.** Only active Section or Division members in good standing are eligible to serve as officers or in other leadership positions. The Section and Division officers shall be the Chair, Chair-Elect, Treasurer, and Membership Chair. These Officers shall constitute the Executive Committee. All Section and Division members who are eligible to hold office, as set forth in the Bylaws of the Association, shall be permitted and encouraged to seek leadership positions within a Section or Division. It shall be the responsibility of each Section and Division leader, with the assistance of the Sections and Divisions Council, to search for and cultivate future leaders for the Sections and Divisions.
  1. **Chair.** The Chair is the chief elected officer of the Section or Division. The Chair presides at all meetings. The Chair represents the Section or Division at Association meetings, including Association National Council meetings. The Chair shall cause the Association and the Section or Division membership to be informed of Section or Division activities and shall perform

such other functions that support the purpose of the Section or Division. The Chair is authorized to appoint other Section or Division leaders or committee chairs to further the mission of the Section or Division.

2. **Chair-Elect.** The Chair-Elect shall assist the Chair in such manner and to such extent as the Chair may request. The Chair-Elect shall preside at meetings in the absence of the Chair. In the event that the Chair resigns, is removed from the Section, the Division, or the Association, or is temporarily unable to serve in the office, the Chair-Elect shall perform the duties of the Chair for the remainder of the Chair's term or for the duration of the Chair's absence. The Chair-Elect automatically assumes the position of Chair upon the expiration of the Chair's term.
  3. **Treasurer.** The Treasurer shall generally be responsible for overseeing the financial affairs of the Section or Division. The Treasurer shall participate in the planning and budgeting of the Section or Division, including any Section or Division activity, and ensure an annual budget is submitted for approval. If another officer is responsible for these duties, the officer may serve in a dual role.
  4. **Membership Chair.** The Membership Chair is responsible for developing and implementing the Section's or Division's annual membership recruitment and retention programs, in accordance/collaboration with the national Membership Committee's annual initiatives. The Membership Chair shall oversee the charges and duties of the Membership Committee, should the Section or Division choose to have a Membership Committee. If another officer is responsible for these duties, the officer may serve in a dual role.
- B. **Other Officers.** The Section or Division may create other officer roles within the Section or Division. These other officers may be committee chairs or serve other functions such as Secretary, Programming Chair, Immediate Past Chair, etc.
- C. **Term Of Office.** Each Section or Division officer and other leader shall serve a term of office that is either one or two FBA fiscal years, which commences and concludes on the dates described in the Association's Bylaws. No Section or Division Officer shall serve in the same office for more than one term, unless prior approval is granted by the Sections and Divisions Council. The Immediate Past Chair shall be eligible to serve as a voting member of the Section's or Division's Executive Committee and/or Leadership Board for one term immediately following service as Chair. Thereafter, unless prior approval is granted by the Sections and Divisions Council, a former Chair shall not (i) be eligible to return as a voting member of the Section's or Division's Executive Committee and/or Leadership Board unless and until they have taken a three-year break in service or (ii) at any point be eligible to serve as Chair or in any office (whether previously held or not), of that Section or Division.

The Section or Division Executive Committee/Leadership Board may request a waiver or exception to this policy. A request, before submission to the Sections and Divisions Council, should be approved by a majority vote of the Executive Committee and/or Leadership Board of the Section or Division making such Request and signed by an officer of the Section or Division, certifying the approval and vote of the Section or Division Executive Committee and/or Leadership Board.

The Section or Division submitting a request shall explain the rationale supporting the request in sufficient detail to afford the Sections and Divisions Council a basis for voting on the request.

In the explanation, the Section or Division shall summarize (1) the efforts made to recruit new Section or Division leadership, (2) why a waiver is needed despite the efforts already made, (3) all efforts made to comply with this policy, (4) all past requests for a waiver to any aspect of the policy and the outcome of such requests, (5) the hardship to the Section or Division that a denial of this request shall cause, and (6) what steps shall be made to avoid making a similar request in the future.

The Sections and Divisions Council shall vote on the request in a reasonable length of time following the submission of the request. If the submitting Section or Division seeks a response before the next meeting of the Sections and Divisions Council, such need shall be explained in the text of the request. If the Sections and Divisions Council finds information inadequate for an informed vote, the Sections and Divisions Council may ask for additional support or return the request. The request must be submitted electronically using [this link](#). If the Sections and Divisions Council decides to approve the request, it must seek final approval from the Association's Executive Committee. Any waivers or exceptions to this policy must also be reported to the Board of Directors via the Sections and Divisions Council's quarterly report to the Board.

- D. **Leadership Ladder.** Subject to nominations made pursuant to Paragraph E below, the progression of officers shall be in the following order: the Chair-Elect shall assume the position of Chair. The Section leadership may determine whether other officers of the Section automatically progress on the leadership ladder (e.g., Secretary to Treasurer to Chair-Elect; Membership Chair to Treasurer). The Section leadership may also determine whether the Chair automatically progresses on the leadership ladder to Immediate Past Chair.
- E. **Nominations of Officers and Elections.** Candidates for officer positions of the Section or Division becoming vacant during the upcoming fiscal year as prescribed herein may be nominated for office either by the Nominations Committee or by petition in accordance with this Section. The nominations and elections schedule and procedures shall follow the Association's nomination and elections schedule and procedure as provided in the Association's Bylaws. Section and Division membership shall be notified of any leadership opportunities available in the Section or Division and that all qualified persons are encouraged to apply for such opportunities on a nondiscriminatory basis
1. **Nominations by Nominating Committee.** The Nominating Committee of the Section or Division shall nominate one or more members, who meet all qualifications and are in good standing, for each office becoming vacant during the upcoming fiscal year, and each such nominee shall be listed on the ballot as a candidate for the particular office. In the event that the Chair-Elect is unable or unwilling to succeed the Chair, then the Committee shall also nominate one or more candidates for Chair. The Nominations and elections schedule and procedures shall follow the Association's nomination and elections schedule and procedure as provided in the Association's Bylaws.
  2. **Nominations By Petition.** Members seeking a term in an open officer position may be nominated by petition. Each nominee by petition shall be listed on the ballot as a candidate for the particular office for which nominated. A candidate by petition must be endorsed by not less than 15 members of the Section or Division. No member shall be eligible as an endorser of a petition whose dues are not paid for the current fiscal year or who is not otherwise in good standing. Each petition may propose nominees for one or more offices,

but in no event shall any member be eligible as an endorser of more than one candidate for the same office.

3. **Elections.** Elections for Section and Division leadership will be conducted contemporaneously with the Association's elections.

F. **Removal of Officers and Leaders.** Any Section or Division officer or other leader may be removed from office for delinquency, inefficiency, neglect of duty, or for other good cause in the same manner and subject to the same due-process limitations as described in Article IV, Section 4 of the Constitution for the expulsion of a member. Any officer or leader removed shall have the same right of appeal from that decision to the National Council of the Association as described in that Section for an expelled member.

G. **Vacancies in Office.**

1. In case of death, resignation, or removal of the Chair, the Chair-Elect shall succeed to that office for the remainder of the term and then shall serve as Chair during the following term. In case of the death, resignation, or removal of the Chair-Elect between the close of nominations and the annual election, the newly elected Chair-Elect shall assume the office of Chair for one term only; thereafter, a Chair shall be elected at the next election. In case of death, resignation, or removal of both the Chair and the Chair-Elect in the same term, the next officer on the leadership ladder shall serve as acting-Chair until the next regular meeting of the Executive Committee or Leadership Board. At such meeting, the Executive Committee or Leadership Board shall select an acting-Chair to serve for the balance of the term.
2. In case of death, resignation, or removal of any other officer, the Chair shall promptly fill such vacancy by appointment, subject to the ratification of the Executive Committee or Leadership Board at its next regular meeting.
3. If upon the close of annual elections, no officer is duly elected, the Chair shall fill such vacancy by appointment, subject to the ratification of the Executive Committee or Leadership Board.

H. **Executive Committee and/or Leadership Board**

1. **Composition.** There shall be an Executive Committee composed of the officers of the Section or Division and/or a Leadership Board that includes the officers of the Section or Division and other leaders. Other leaders may serve in leadership roles that are created by the Section or Division. Such leaders will be appointed by the Chair, with the approval of Section's or Division's officers. These other leaders may be committee chairs or serve other functions such as Programming Chair, Communications/Outreach Chair, Immediate Past Chair, etc.
2. **Powers and Functions.** The Executive Committee or Leadership Board shall be vested with the powers and duties necessary for the administration of the Section or Division activities consistent with the Association's Constitution and Bylaws.
3. **Proceedings.** The Section's or Division's leaders should endeavor to function by consensus. If a vote must occur, a majority vote of Executive Committee or Leadership Board members

present at a duly noticed meeting shall be required for passage of any business of the Section or Division. There is no quorum required for the passage of any business so long as the meeting is properly noticed. The Chair may electronically transmit the items of business to the members of the Executive Committee at least five business days prior to the meeting.

4. **Minutes.** Any action taken by the Executive Committee or Leadership Board shall be documented by a member so designated at the meeting. The minutes shall include the date, the commencement and adjournment time of the meeting, the names of those members present, and any action taken. The minutes shall not include the discussions of the matters at issue.

## **VI. COMMITTEES**

- A. **Standing Committees.** The Section or Division shall have the following Standing Committees, which shall be comprised of at least one (1) member in good standing of the Section or Division except as otherwise provided below:
  1. **Programming/Continuing Legal Education.** This Committee is responsible for developing, scheduling, and planning continuing legal education programs related to the Section's area of law or the Division's interests; developing, scheduling, and planning networking events and other programs for the Section's or Division's membership; and collaborating with chapters and circuits of the Association to develop and implement programs.
  2. **Communications/Outreach.** This Committee is responsible for ensuring regular communication and outreach with the Section or Division membership, which may include but is not limited to email correspondence, newsletters and other publications, and social media. The Committee is responsible for soliciting, contributing, writing, editing, and organizing content of Section or Division communications. The Committee is responsible for heightening the Section's or Division's visibility within and outside the Association.
  3. **Nominating.** The Nominating Committee is responsible for administering the procedures applicable to the nomination and election of the offices becoming vacant during the next fiscal year. The Committee shall be chaired by the Section or Division Chair, and the membership shall include the Chair-Elect and any other designated members. It is recommended the Committee includes the Immediate Past Chair. The Nominating Committee is responsible for causing all nominating and election notices to be transmitted to the Section or Division membership and shall receive applications and petitions for office.
- B. **Additional Committees.** The Section or Division Chair, with the consent of the Executive Committee or Leadership Board, may establish such additional standing or 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 year in which the ad hoc committee was formed unless the Section or Division Chair, with the consent of the Executive Committee or Leadership Board, agrees to extend its term.
- C. **Selection of Committee Leadership.** Each Committee may have a Chair (or Co-Chairs) and members appointed by the Section or Division Chair, with the approval of the Executive Committee or Leadership Board.

## **VII. PROGRAMMING**

Sharing legal education and substantive law updates is key to the FBA's mission and, in particular, a key benefit of Section and Division membership. Each Section and Division shall host/co-host or sponsor/co-sponsor at least two (2) programs per fiscal year. Programs can include those that are informational in nature, Continuing Legal Education, membership meetings, and/or networking/social events. The educational programs may be in any format designed to advance the General Objectives of the Association as described in the Constitution. All Section and Division programs shall comply with all Association policies and these guidelines.

Section and Divisions should strive to include a CLE component in their yearly programming, by sponsoring FBA webinars (described in Policy 6-2) and/or partnering with an FBA Professional Chapter or an external organization. For the purposes of this policy, an external organization is defined as a law-related entity such as a law school, bar association, legal nonprofit, or another entity with subject matter expertise in the relevant area of the law. No external partnerships may be entered into without obtaining the prior written approval of the Chair of the Sections and Divisions Council, in consultation with the Executive Director.

Each Section and Division shall have a leader/committee tasked with the development of CLE and programming.

A Section or Division may receive support from the national staff for non-CLE programming. Requests to host programming should be shared with national staff as far in advance as possible and at least 30 days prior to the non-CLE event.

Sections or Divisions that seek to plan educational programming lasting more than three hours with national staff support should consult Policy 9-6, National Conferences.

Sections or Divisions that seek to plan a CLE event (outside of an FBA-sponsored webinar or conference) must partner with an FBA Professional Chapter or external organization as previously defined herein. No external partnerships may be entered into without obtaining the prior written approval of the Chair of the Sections and Divisions Council, in consultation with the Executive Director.

If a Section or Division partners with an FBA Professional Chapter or an external organization to plan an event, the program is considered a local program. The Professional Chapter or external organization is responsible for program administration, contractual obligations, and CLE reporting and accreditation, where applicable. National staff will not be involved in the program's planning or execution but can provide marketing support and guidance. National staff must be consulted in advance if a section or division intends to share financial liability.

## **VIII. PUBLIC POSITIONS AND ENDORSEMENTS**

**A. Public Positions.** A Section or Division may publicly advocate positions on issues of concern to the Section or Division only with prior approval of the Board of Directors and in accordance with the Association's Constitution, Art. VIII, Section 3, Bylaw 11, and Policies 1-15 and 1-23. To ensure that the public position generally reflects the views of the Section's or Division's membership, the Public Position must (1) be approved by the Section's or Division's Executive Committee/Leadership Board and (2) take into account feedback solicited from the entity's membership.

- B. **Endorsements and Sponsorships.** Sections or Divisions shall not endorse any organization or services not affiliated with the Association. Sections or Divisions may sponsor programs or services not affiliated with the Association upon receiving prior approval by the Association's /Executive Director. Contributions or sponsorships pledged to a non-FBA organization that, in sum, are equal to \$10,000 or greater per fiscal year shall be subject to the approval of the Association's Board of Directors. Sections or Divisions may accept outside funding via sponsorship of Section or Division programs or activities upon receiving prior approval from the Association's Executive Director. This process will prevent possible conflicts between Sections, Divisions, and the Association requesting funding from the same sources. All monies received or to be received in connection with any sponsorship of an activity or program shall be delivered to the Association to the appropriate Section or Division activity. Any endorsements and sponsorships must be included in the Section's or Division's annual budget request, or a special request must be made to give notice to the Association and Board of Directors. Any funds pledged to a non-FBA entity will be considered as not providing benefit for FBA membership and must be reviewed by the Association.

## **IX. FISCAL MANAGEMENT**

Each Section and Division must be fiscally responsible and use organizational funds to provide value and benefits to Section and Division members and further the mission of the Association.

- A. **Dues.** The amount of Section dues shall be established by the Association. Section dues shall be collected annually in the same manner that Association dues are collected. The price of Section membership dues is uniform, and there is no charge for Division membership.
- B. **Annual Budget and Funding.** Sections and Divisions will be funded, based on their approved budget, from dues collected by the Association and by Section or Division activity. The Section or Division shall develop and maintain an annual budget with guidance and support from the national staff and the Sections and Divisions Council by June 15, which shall be submitted for approval to the Budget and Finance Committee. Staff will provide a template for use by the Sections and Divisions. Sections and Divisions will receive funds to be spent during that year based on their submitted budget as approved by the Budget and Finance Committee. If those funds are not spent, they will be returned to the FBA general fund at the end of the fiscal year. All money will reside and be managed by the Association, and the Section or Division will be provided funds annually based on their approved budget. The budget should include expenditures for leadership travel reimbursement, programming, grants, and activities. If a Section or Division has an unexpected, extraordinary request for funds for a program that benefits their members and is not accounted for in their approved budget, they may submit that request to the Sections and Divisions Council at least 45 days in advance of the program/activity. All requests must be approved by the Budget and Finance Committee.
- C. **Accounting.** The Section or Division shall use the Association's accounting department for the receipt of all revenue and the payment of all expenses. Sections and Divisions will be provided a quarterly report that includes all activity revenue and expenses.
- D. **Expense Reimbursement.** The Chair of the Section or Division, or an officer or board member designated in the Chair's place, shall be reimbursed for lodging and incidentals (based on actual attendance) plus airfare and ground transportation when traveling on Section/Division business that has been approved through the budget subject to Policy 2-3.

Up to two (2) officers of the Section or Division shall be reimbursed for up to three (3) nights of lodging (based on actual attendance) plus airfare and ground transportation, subject to Policy 2-3, for the Leadership Summit and the Annual Meeting and Convention. All reimbursements expected shall be included in the Section's and Division's annual budget. The Section or Division may request additional expense reimbursements, subject to Policy 2-3, in their annual budget.

All requests for reimbursement must be submitted within 30 days after the date on which the expense for which payment is being sought was incurred. Amounts sought for reimbursement must be within the limits established in Policy 2-3, included in the Section's or Division's annual budget approved by the Budget and Finance Committee, or otherwise approved by the Chair of the Sections and Divisions Council or the Association's Executive Director in advance of incurring the expense. All requests shall be submitted on the Association's Reimbursement Request Form and must be accompanied by receipts. When a receipt is not available, a written explanation of the expense shall be submitted. All requests for reimbursement shall be approved by the Chair or Treasurer of the Section or Division.

#### **E. Events.**

1. **Surplus.** Sections and Divisions are encouraged to enlist sponsorships, where available, to ensure programming is profitable. Sections will retain their revenue share from national conferences in their nondues revenues held by the Association in accordance with Policy 9-6 as discussed below. Sections will retain any surplus from non-national conference programming as discussed below.
2. **Contracts.** All contracts shall be approved by the Chair and signed by the Association Executive Director pursuant to Policy 2-1.
3. **Large future events.** If a Section or Division is anticipating coordinating or sponsoring a large program or conference in the future, it should give notice to the Association's National staff as far in advance as possible.

- F. **Surplus Funds from Nondues Revenue.** A Section or Division may carry over surplus funds received through nondues revenue, such as conference income, sponsorships, or grants. This nondues revenue may be used for programming, scholarships, sponsorships, and any other expenses approved by the Executive Committee or Leadership Board of the Section or Division for benefit of the membership. A Section or Division may not carry over operating funds that are annually provided by the Association through dues revenue based on an approved budget. For nondues revenue, Sections and Divisions are encouraged to spend those funds for the benefit of their members and not carry forward a large surplus.

#### **X. SUNSETTING PROVISION**

- A. **Sunsetting.** The Association's Board of Directors, in consultation with the Sections and Divisions Council, may sunset a Section or Division for "good cause," including but not limited to a finding by the Board of Directors, after consulting with the Sections and Divisions Council, of:
1. failure to comply with these guidelines and/or the Section's or Division's mission or statement of purpose(s);

2. failure to comply with any provision of the Association's Constitution, Bylaws, or other policies and procedures, and/or other applicable state or federal law;
3. a significant decline in membership over the course of three consecutive fiscal years or failure to maintain membership of at least 50 professional members;
4. failure to consistently provide services of value to members; and/or
5. failure to practice sound fiduciary management or operate in a fiscally responsible manner.

## **B. Procedures**

1. **Charge and Response.** Any member of the Board of Directors or the Sections and Divisions Council may submit a proposal to sunset a Section or Division. The proposal shall be in writing and signed by such member and shall describe in detail the basis for such proposal and why such basis constitutes "good cause" for sunseting the named Section or Division. The proposal shall be referred immediately to the full Board of Directors. The Board of Directors shall ensure notice is given to the officers of the Section or Division and of the right to respond to the Board's intent to sunset a Section or Division both in writing and in person before the Board of Directors. If there are no active officers, the notice will be provided to all members of the Section or Division.
2. **Consideration by Board.** The Board of Directors, in consultation with the Sections and Divisions Council, shall consider any proposal to sunset a Section or Division by reviewing the factual assertions that would constitute "good cause" for sunseting the named Section or Division. If the Board of Directors, after consulting with and receiving advice from the Sections and Divisions Council, makes an initial determination to sunset a Section or Division, it shall consider any written response prepared by the leadership or members of such Section or Division, if any. After fully considering the factual information provided and any response to such information, and subject to any due-process limitations relating to notice and opportunity for hearing as are contained in the Bylaws of the Association, the Board of Directors, acting on the advice of the Sections and Divisions Council, shall determine by a majority vote whether to formally sunset a Section or Division. The Association shall immediately notify the leadership and members of such Section or Division of the Board of Director's action and of the right to appeal any such action.
3. **Process for Reviewing Proposal.** For purposes of reviewing any proposal to sunset a Section or Division, the Board of Directors, in consultation with the Sections and Divisions Council, shall schedule a meeting with the leadership of the Section or Division to discuss the proposal and invite feedback on such proposal, conduct a review of the Section or Division's membership and activities for the past 12 months or longer, and conduct a review of the workplans and other documents prepared by the leadership of such Section or Division outlining proposals for membership growth, membership retention, programming, and other activities relating to the growth and sustainability of such Section or Division. If there is no current leadership, a meeting of the current membership will be scheduled to discuss the proposal.
4. **Reinstatement.** The Board of Directors, in consultation with and on the advice of the Sections and Divisions Council, may reinstate a sunsetted Section or Division pursuant to a petition for reinstatement, which may be brought either by the former leadership or any

former member of such Section or Division, or on the Board of Directors' own initiative. A sunsetted Section or Division may submit a written petition for reinstatement to the Board of Directors no sooner than one year after the effective date of the sunseting. If the Board of Directors, after consulting with the Sections and Divisions Council, denies such petition, the sunsetted Section or Division may not file another petition for reinstatement for at least one year.

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**Change Notice:** Policies 9-3, 9-4, 9-5, and 9-7 were rescinded on 9/11/25 because they are redundant of and subsumed by Policy 9-1. Policy 2-6 was rescinded on 9/11/25 because administrative fees are not required.