

BY-LAWS OF THE SECTION OF CORPORATION LAW
OF THE DELAWARE STATE BAR ASSOCIATION
(Amended Effective 4/30/2020)

ARTICLE I: IDENTIFICATION

1.1 NAME. This Section shall be known as “The Section of Corporation 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 field of corporate law and other laws governing the formation and operation of business organizations.

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 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: COMMITTEES

3.1 COMMITTEES. The Section may establish such committees as it deems necessary and desirable to promote effectively the activities of the Section. The chairperson of the Section may establish a nominating committee of the Council to nominate individuals to serve as officers of the Section and members of the Council.

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 ANNUAL MEETING. The Section shall hold an annual meeting (by such date as may be provided in the By-Laws of the Association) and other meetings of its members at such date, time and place as the Council or the chairperson of the Section shall determine.

4.2 CALL; NOTICE. The Council or the chairperson of the Section shall call the annual meeting of the members of the Section and may call a special meeting of the members of the Section. At least five (5) days notice of the date, time and place of each meeting shall be given to all the members of the Section by letter or in a publication mailed or delivered to the last known address of each member or by telecopy or by electronic communication to a number or address provided by the member for such purpose. If mailed, notice is deemed given when deposited in the United States mail, postage prepaid. Meetings of the Section may also be held by telephone or through any other electronic medium that can enable all participants to hear each other, and attendance through such medium will constitute presence at the meeting for purposes of establishing the presence of a quorum, and members so present may vote by voice or any method reasonably understood as expressing consent. To the extent required by the By-Laws of the Association or these by-laws, each notice of a meeting shall include notice of each matter at issue (including a general summary of each proposal to be considered). The chair of each meeting shall have power to establish rules for the conduct of such meeting.

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

4.4 CONTROLLING VOTE. The action of the Section on all matters except for the election of officers and Council shall be by majority vote of a quorum of voting members present. The election of officers and Council shall be by majority vote of voting members present and voting. For the purpose of electing officers and Council, a Section member who is eligible to vote and whose office is located more than fifteen miles from the place of the meeting may vote telephonically or by proxy as determined by the Council.

4.5 VOTING ELIGIBILITY. Any voting member of the Association who is a member of the Section and whose good standing on the date of the giving of notice of the meeting can be certified by the records of the Association shall be eligible to vote.

4.6 AGENDA; NOTIFICATION OF BUSINESS AND NOMINATIONS. At any special meeting of the members of the Section, the only business that shall be conducted shall be the business set forth in the notice of such meeting. At an annual meeting of the members of the Section, the only business that shall be conducted shall be the election of Section officers and Council and such other business as shall have been properly brought before the meeting. To be properly brought before an annual meeting, a nomination of an eligible person for election as a Section officer or Council member, or other business, must be (a) set forth in the notice (or any supplemental notice) of such meeting given by or at the direction of the Council or the chairperson of the Section, (b) brought before the meeting by or at the direction of the Council or the chairperson of the Section, or (c) a matter (i) proper, and (ii) properly requested, to be brought before such meeting.

For a nomination or business to be properly requested to be brought before an annual meeting within the meaning of (c)(ii) above, a member of the Section eligible to vote at such meeting under Section 4.5 of these by-laws must have given notice thereof (including, in the case of a nomination, the name of the person to be nominated and such person's written consent to serve if elected, and in the case of other business, a description of such business, and in any case the reasons for bringing such nomination or other business before such meeting) to the Council and the chairperson of the Section by no later than the later of (a) 30 days before such meeting, or (b) 5 days after the giving of notice of such meeting.

ARTICLE V: OFFICERS

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

5.2 NOMINATIONS; ELECTIONS. The officers of the Section shall be elected by the members of the Section from among those voting members whose nominations are properly brought before the meeting in accordance with Section 4.6 of these by-laws.

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

5.4 VICE-CHAIRPERSON. The vice-chairperson shall aid the chairperson in the performance of his/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 process set forth in Section 5.2 hereof.

5.5 SECRETARY. The secretary shall perform the normal functions of a secretary. The secretary shall not necessarily succeed to the vice-chairmanship, but such office shall be filled in accordance with the process set forth in Section 5.2 hereof.

ARTICLE VI: THE COUNCIL

6.1 NOMINATIONS; ELECTIONS AND CONFIRMATION. The Council shall consist of the officers of the Section and twenty-three (23) voting members of the Section elected at large. Members of the Council at large shall be nominated and elected in the same manner as that provided for officers in Section 5.2 hereof. Vacancies and newly created memberships in the Council may be filled by majority vote of a quorum of Council members.

6.2 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 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 recommend legislative proposals to the Executive Committee (subject to the By-Laws of the Association), 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 Section committee shall be effective until approved by the Council or by the Section membership.

6.3 QUORUM. The members of the Council present at any meeting shall constitute a quorum for the transaction of business.

6.4 CONTROLLING VOTE. The action of the Council on all matters shall be by majority vote of a quorum of members present.

6.5 NOTICE. Regular meetings of the Council may be held at such places and at such times as the Council may from time to time determine, and if so determined notices thereof need not be given. The chairperson of the Section or a majority of the members of the Council may call a special meeting of the Council. At least 24 hours notice of the date, time and place of any such special meeting of the Council shall be sent to all the members of the Council by letter or in a publication mailed or delivered to the last known address of each Council member or by telecopy or by electronic communication to a number or address provided by the Council member for such purpose. Meetings of the Council may also be held by telephone or through any other electronic medium that can enable all participants to hear each other, and attendance through such medium will constitute presence at the meeting for purposes of establishing the presence of a quorum, and members so present may vote by voice or any method reasonably understood as expressing consent.

ARTICLE VII: OVERRIDING AUTHORITY

7.1 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 which is inconsistent therewith.

7.2 RESOLUTIONS OF THE EXECUTIVE COMMITTEE. 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.

ARTICLE VIII: AMENDMENT

8.1 PRIMARY METHOD. In the absence of contrary action by the Executive Committee, 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.

8.2 ALTERNATE METHOD. The Executive Committee may vest the right to make, alter, amend, or repeal any or all of these by-laws in the Section Council.

ARTICLE IX: PUBLIC STATEMENTS, LEGISLATION & PUBLIC POLICY

9.1 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 for consideration pursuant to the bylaws of the Association and procedures of the Executive Committee.

9.2 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.