

**BYLAWS**  
**HEALTH LAW SECTION**  
**NORTH CAROLINA BAR ASSOCIATION**

**Article I**

**Name and Purpose**

Section 1. **Name**. This Section shall be known as the Health Law Section of the North Carolina Bar Association (“Section”).

Section 2. **Purpose**. The purpose of this Section shall be to further the purposes of the North Carolina Bar Association as stated in Article 1.2 of its Bylaws by bringing together members of the North Carolina Bar Association with a special interest in the health law.

**Article II**

**Membership**

Section 1. **Eligibility**. Any member in good standing with the North Carolina Bar Association will be eligible for membership in this Section.

Section 2. **Admission to Membership**. Any member of the Association, upon application and upon payment of Section Dues (“Dues”) for the current year, shall be enrolled as a member of this Section. Thereafter, Dues shall be paid for each fiscal year beginning on July 1. Any person, however, who becomes a member after March 31 and before June 30 of any year shall be deemed to have paid Dues through the second June 30 after he/she became a member. Members so enrolled shall constitute the membership of this Section. Any member of this Section whose annual Dues are more than six months past due shall thereupon cease to be a member of this

Section.

Section 3. Eligibility for Officer/ Council Positions. Only members in good standing with the Section shall be eligible for consideration as an Officer under Article III below or as a Council member under Article IV below, and such members shall remain in good standing with the Health Law Section during their tenure as an Officer or Council member hereunder.

### **Article III**

#### **Officers**

Section 1. **Officers.** The Officers of the Section shall be a Chair, a Vice-Chair, a Secretary and a Treasurer (collectively “Officers” individually “Officer”).

Section 2. **Term of Office.** Each Officer shall hold office for a one-year term. Any Officer elected or appointed in the course of a term to fill a vacancy shall serve only until the close of the next annual meeting of the Association, unless elected as provided below.

Section 3. **Election and Appointment of Officers.** The Chair and Vice-Chair of the Section shall be appointed by the President of the North Carolina Bar Association. The Council shall, no less than 30 days preceding the Association's annual meeting each year, forward recommendations for such office in writing to the then President-Elect of the North Carolina Bar Association. The membership shall elect the Secretary and Treasurer of the Section as provided in Article VI.

Section 3.A. **Vacancy.** A vacancy occurring in the Chair, Vice-Chair, Secretary or Treasurer Officer positions shall require the nominating committee, as set forth in Article VI, to submit further nominations to fill such position. The President of the North Carolina Bar Association shall appoint from such nominations the individual to serve in the vacant Officer

position of Chair or Vice-Chair. The Section membership shall elect from such nominations the individual to serve in the vacant Officer position of Secretary or Treasurer at the next meeting of the Section membership; provided, however, the Council members may appoint from such nominees an individual to serve in the vacant Officer position until the Section membership duly elects an individual to fill such vacancy. Any individual appointed or elected pursuant to this provision shall serve in such position only for the unexpired remainder of the term of such position, unless later appointed or elected for a regular term.

Section 4. **Chair**. The Chair shall perform the duties and have the responsibilities of the chief executive officer of the Section; shall preside at meetings of the Council and at meetings of the Section; shall supervise the performance of all activities of the Section; shall keep the Council duly informed and carry out its decisions; shall present at each annual meeting of the North Carolina Bar Association a report of the work of the Section for the year; and shall perform such further duties and have such further powers as pertain to the Office or as may be designated by the Council.

Section 5. **Vice-Chair**. The Vice-Chair shall assume the duties of the Chair in the absence of the Chair and shall have such other and further duties as the Chair or the Council, from time to time, may provide.

Section 6. **Secretary**. The Secretary shall, in consultation with the Assistant Director of Section and Division Activities of the North Carolina Bar Association, maintain the rolls and records of the Section and shall prepare and maintain such other records and reports of the Section as may be necessary. The Secretary shall have such other duties as the Chair or the Council, from time to time, may provide.

Section 7. **Treasurer**. The Treasurer shall, in consultation with the Assistant Director of

Section and Division Activities of the North Carolina Bar Association, maintain the financial records of the Section and shall provide such reports and records of the Section as may be necessary. The Treasurer shall have such other duties as the Chair or Council, from time to time, may provide.

## **Article IV**

### **Council**

Section 1. **Composition**. The Section shall have a Council composed of the Officers of the Section and fifteen members elected by the membership of the Section. The immediate past Chair of the Section shall be, ex officio, a member of the Council.

Section 1.a. **Young Lawyers**. At least one voting member on the Council shall be 36 years of age or younger at the time of election.

Section 2. **Term**. Each member of the Council shall hold office for a term beginning at the close of the annual meeting of the Association following his election and ending at the close of the third succeeding annual meeting of the Association, except that of the initial members of the Council, five shall be elected to a term of one year, five to a term of two years, and five to a full term of three years.

Section 2.a. **Vacancy**. Members elected in the course of such a term to fill a vacancy shall, if elected by the Council, serve only until the close of the next annual meeting of the Association or, if elected at the annual meeting of the Section, serve only for the unexpired remainder of the term, unless later elected for a regular term as provided below.

Section 3. **Eligibility**. Only members of the Section shall be eligible to serve as Officers or Council members and such individuals shall remain in good standing with the Section during

the entire tenure as an Officer or Council member hereunder. No person shall be eligible for election as a member of the Council if such person is a member of the Council and has been continuously for three (3) years or more. This provision, however, shall not bar the election of any such person as an Officer.

Section 4. **Attendance at Meetings**. All Officers and members of the Council shall endeavor to attend each meeting of the Council and each meeting of the Section. Any Officer or Council member who shall fail to attend in person or via telephone: (1) Two successive meetings of the Council or a meeting of the Council and successive meeting of the Section, without first advising another Officer or Council member of the reasonable cause for his or her absence or, (2) Four successive meetings of the Council or any combination of four successive meetings of the Council and Section; shall be deemed to have resigned from the Office or Council membership previously elected and such Office or membership shall thereby be vacated.

Section 5. **Duties**. The Council shall, subject to the action of the members taken at annual meetings of the Section, have general supervision and control of the affairs of the Section but only in accordance with the provisions of the Bylaws of the North Carolina Bar Association and the Bylaws of this Section and subject to the control of the Board of Governors of the North Carolina Bar Association. The Council shall authorize expenditure of all monies of the Section or monies appropriated for its use, but it shall not authorize commitments or contracts involving the payment of money during any fiscal year in an amount exceeding the monies of the Section or monies appropriated for its use.

Section 6. **Committees**. The Council may create and terminate such standing committees as it may deem appropriate and shall establish the jurisdiction of such committees and resolve any disputes among them. The Chair or the Council may create special committees as either may

deem appropriate. Special committees shall terminate at the next annual meeting unless expressly reappointed. The Chair shall appoint all committee chairs and members who are to hold office during the term of such Chair.

Section 7. **Special Meetings of the Council**. Special sessions of the Council shall be held at any time and place on the call of the Chair, any four members of the Council, or the President or Board of Governors of the North Carolina Bar Association. Any such meeting shall be on not less than five (5) days notice.

Section 8. **Quorum**. The members of the Council present at any duly called meeting shall constitute a quorum for the transaction of business.

Section 9. **Action**. All action of the Council shall be by affirmative vote of a majority of Council members present at a duly called meeting. Members of the Council, if personally present at a meeting, shall vote in person but, if absent, may communicate their vote, or any proposition, to the Secretary prior to such meeting and such vote shall have the same effect as if cast in person at the meeting.

Section 10. **Informal Action**. The Chair may submit any matter to the Council for a vote without calling a meeting of the Council. In such event all available members of the Council must be advised of the matter. Voting may be by electronic means, but all such votes shall be recorded in writing.

Section 11. **Executive Committee**. There shall be a standing committee denominating the Executive Committee. It shall be chaired by the Chair of the Section it shall have as its other members Immediate Past Chair, the Vice-Chair, the Secretary and Treasurer of the Section. It shall have the power to act in place and the stead of the Council in the intervals between

meetings of the Council. Three (3) of the five (5) members shall constitute a quorum, and all actions shall be by a majority vote of those present. The Chair of the Section may call a meeting of the Executive Committee by electronic means and voting may be by electronic means, but all votes shall be recorded in writing. Any action of the Executive Committee shall be reported at the next meeting of the Council.

## **Article V**

### **Meetings of the Section**

Section 1. **Annual Meeting**. The annual meeting of the Section shall be held at such time as the Council may determine for the purpose of carrying out its normal business and electing its Officers.

Section 2. **Special Meetings**. Special meetings of the Section may be called by the Chair upon the approval of the Council at such time and place as the Council may determine and with such program and order of business as may be arranged by the Chair subject the direction and approval of the Council.

Section 3. **Quorum**. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. **Action**. All action by the Section shall be by a majority vote of the members present.

## **Article VI**

### **Elections**

Section 1. **Nominations**. Annually, at least 30 days prior to the Annual meeting, the Chair

shall appoint a nominating committee of the Section consisting of five (5) members of the Section, one of whom shall be the Immediate Past Chair, provided such person is willing and able to serve. The nominating committee shall solicit suggestions for nominations from the membership of the Section and shall submit its nominations for the offices of Secretary, Treasurer and five (5) members of the Council and its recommendations for Vice-Chair and Chair. In addition, in any year when vacancies exist, the nominating committee shall submit such further nominations as may be necessary to fill the vacancy. The Chair will also accept nominations from the floor.

## **Article VII**

### **Fiscal Matters and Reports**

Section 1. **Budget**. The Council shall annually determine and adopt a budget for the operation of the Section for the fiscal year and shall, upon request, submit the budget to the Board of Governors of the North Carolina Bar Association for its review and approval.

Section 2. **Expenditure of Funds**. The Council shall determine and approve all expenditures of funds in furtherance of its activities consistent with these Bylaws and the Bylaws of the North Carolina Bar Association, provided, however, that no expenditure of funds in excess of those actually on hand may be made nor may any such expenditure obligate the North Carolina Bar Association in any financial matter.

Section 3. **Annual Report**. An annual report of the activities of the Section will be submitted to the Board of Governors and the President of the North Carolina Bar Association. In addition, such other reports as may be requested by the Board of Governors or the President of

the North Carolina Bar Association will be submitted in a timely manner.

Section 4. **Dues**. The Council shall determine the Dues of the Section. Any change in annual Dues shall be made by the Council and submitted to the Board of Governors of the North Carolina Bar Association prior to its spring meeting for the approval of that body and, upon such approval, shall be effective for the next succeeding Association year.

### **Article VIII**

#### **Miscellaneous**

Section 1. **Publications**. The Council may determine and provide for the publication and distribution of a newsletter or other publication of the Section in the furtherance of its objectives. Any such publication or publications shall be produced in consultation with the President and Executive Director of the North Carolina Bar Association or their designees.

Section 2. **Continuing Legal Education**. All continuing legal education programs, except such publications as the Section may be authorized to publish, shall be conducted in consultation with the Continuing Legal Education Committee of the North Carolina Bar Association Foundation in order that the North Carolina Bar Association may continue to coordinate continuing legal education programs so as to provide the greatest possible benefit to all members of such Association.

Section 3. **Amendments**. These Bylaws may be amended at any annual meeting of the Section consistent with the Bylaws of the North Carolina Bar Association by a majority vote of the members of the Section present and voting, provided that such proposed amendment shall have been, or shall be, approved by a majority of the Council. Upon such approval by the Section, such amendments shall be presented for approval to the Board of Governors of the

North Carolina Bar Association and no amendment so adopted shall become effective until so approved.

Section 4. **Authentication**. These Bylaws were approved by the North Carolina Bar Association on June 24, 1984, and amended on October 9, 1987, April 25, 1997, October 12, 2001, April 7, 2006 and January 24, 2008.