

MARYLAND STATE BAR ASSOCIATION
AGRICULTURE LAW SECTION

BYLAWS

ARTICLE ONE

NAME AND PURPOSE; MANAGEMENT; COMPOSITION

Section 1.1. Name. This organization shall be known as the Agriculture Law Section (the "Section") of the Maryland State Bar Association (the "Association").

Section 1.2. Purpose. The purpose of this Section shall be to bring together, for the furtherance of their mutual interests, members of the Association having a special interest in the law relating to Agriculture. The mission of the Section shall be to serve the interests of the agricultural and legal community in Maryland. The Section shall strive:

- to serve as a resource and supportive assembly of legal professionals to those involved in agricultural affairs;
- to improve the knowledge and professional abilities of legal professionals through continuing legal education programs, industry-based education programs, publications, networking, and other means;
- to improve the practice of law as it relates to agricultural matters;
- to review and research applicable laws and proposed legislation that may impact the agriculture industry as a whole;
- to monitor developments in legal fields that are applicable to the broad spectrum of agriculture, agribusiness, and aquaculture in Maryland; and
- to disseminate information about current developments in agriculture law.

Section 1.3. Management. In order to manage the activities of the Section, the Section shall have a Council of Officers ("Council"). In order to further the interests of the Section, the Chair of the Section, with the consent of the Council, shall designate such committees of the Council as are deemed appropriate. The Council and Section shall conduct all activities in conformance with the Association's rules, policies and procedures.

ARTICLE TWO

MEMBERSHIP AND DUES

Section 2.1. Membership. Any member of the Association shall be eligible for membership in the Section, and upon payment of dues as hereinafter provided, shall be enrolled as a member of the Section.

Section 2.2. Dues.

Section 2.2(a). Each member of the Section shall pay such dues as may from time to time be established by the Council and approved by the Board of Governors of the Association (the “Board of Governors”). Any member of the Section whose dues shall be more than three (3) months past due may, in the Council’s discretion, be stricken from the rolls of the Section and may not serve on the Council.

Section 2.2(b). All dues collected shall be deposited in and credited to such accounts as may be established, and shall be subject to withdrawal and expenditure only under regulations of the Association’s Board of Governors. Accounting of all collections, deposits and withdrawals shall be made at times established by the Section and in accordance with policies of the Association.

ARTICLE THREE OFFICERS AND COUNCIL

Section 3.1. Officers. The Officers of the Section (the “Officers”) shall be a Chair (which may include Co-Chairs), a Chair-Elect, a Secretary, and a Treasurer. Whenever more than one individual is serving as Chair, each shall be known as “Co-Chair” and will share equally in the duties and rights of the Chair. If the Co-Chairs cannot agree as to any matter requiring their consent, the Secretary shall decide the matter or submit the matter to the Council for polling with a set time limit.

Section 3.2. Council. The Council shall consist of the Officers, the chairs of any committees, and as many members-at-large as shall be necessary to constitute a Council of no fewer than five (5) nor more than [TBD by Doodle Poll] members. The number of Council members may be increased or decreased by amendment to these Bylaws. All Council members shall be active participants in conducting the Section’s business and participating in events and programs conducted by the Section. A person who ceases to be a member of the Association may not serve on the Council and shall be deemed to have resigned.

Section 3.3. Selection of Officers and Council.

Section 3.3(a). The Chair-Elect shall succeed automatically to the office of Chair upon the expiration of the term of the Chair or as provided in Section 4.3 below. At least sixty (60) days prior to the next scheduled Annual Meeting of the Section, the Chair shall, with the Council’s consent, appoint a Nominating Committee of not fewer than three (3) nor more than five (5) persons to consider the nomination of Officers (other than the Chair) and Members-at-large of the Section.

Section 3.3(b). To the extent possible, the Chair shall appoint members of the Nominating Committee from varying geographic locations who are familiar with the affairs of the Section.

Section 3.3(c). At least fifty (50) days prior to the next scheduled Annual Meeting of the Section, the Nominating Committee shall notify the members of the vacancies that are to be filled in the next election and shall solicit candidate nominations from the members. Within ten (10) days after such notice, any member of the Section may nominate any other member of the Section (or may self-nominate) to fill any Member-at-large vacancy, with the nominee’s consent. The Nominating Committee shall consider nominations of Section members to serve as Officers, and to fill vacancies of the Members-at-large of the Council including but not limited to any vacancies created by the nomination of a Member-at-large, whose term would not otherwise have expired, to serve as an Officer.

The Nominating Committee shall, when reviewing nominee qualifications, consider past service to the Section and, in selecting nominees for Members-at-large of the Council, shall, to the extent possible, select persons from varying geographic locations.

Section 3.3(d). At least forty (40) days prior to the next scheduled Annual Meeting of the Section, the Nominating Committee shall deliver to the Secretary a list of recommended candidates.

Section 3.3(e). Election of the Officers and of the members of the Council shall be conducted electronically. At least thirty (30) days prior to the next scheduled Annual Meeting of the Section, the Secretary shall provide the members with a ballot containing the Nominating Committee's slate of candidates duly nominated in accordance with Section 3.3. Members shall cast their votes electronically. Voting shall be open for ten (10) days after the ballot is distributed. Candidates shall be elected by a two-thirds majority of those members casting votes. The election results shall be announced to the members prior to the next scheduled Annual Meeting of the Section. Except for the Chair, those elected shall take their seats at the conclusion of next scheduled Annual Meeting of the Section.

Section 3.3(f). The Chair shall serve until the conclusion of the last to occur of: 1) the next Annual Meeting of the Association; 2) the Annual Meeting of the Section; or 3) until June 30th of the same year. The Chair-Elect shall serve as such until he or she becomes Chair as provided in Section 3.3 or Section 5.4. The Secretary and Treasurer upon election shall serve until the next Annual Meeting of the Section or until his or her successor is duly elected, whichever is later.

Section 3.4. The term of office of each Section Member-at-large shall be two years.

Section 3.5. The Chair, upon the approval of the Executive Committee, may remove a member from the Council based upon a resignation, illness or other reason beyond the member's control, or demonstrated failure to contribute adequately to the purposes or activities of the Section whether by poor attendance or for any other reason, and ask that the Council nominate and approve a Section member to complete the removed member's unexpired term.

ARTICLE FOUR

DUTIES OF OFFICERS

Section 4.1. The Chair shall preside at all meetings of the Section and the Council. The Chair shall prepare and present at each Annual Meeting of the Association a report of the work of the Section for the past year. The Chair shall also be responsible for all activities of the Section and its various Committees, if any, and, with the consent of the Council, create such new Committees as the Chair deems desirable. The Chair shall, with the consent of the Council, appoint the chair and members of all Committees of the Section to hold the position during the Chair's term. The Chair shall perform such other duties and acts as ordinarily pertain to the office of Chair.

Section 4.2. On or before December 15 of each calendar year, or such date as may be required to meet the Association's deadlines, the Treasurer and the Chair-Elect shall prepare and submit to the Council, for its approval, a budget for the following fiscal year. No commitments which shall entail the payment of money, and no other expenditures of monies for the use or benefit of the Section, shall be made unless previously authorized by the Chair. The Chair shall not authorize commitments or expenditures which would entail the payment of more money than funds currently

available to the Section or in excess of the sum approved with respect thereto in the budget approved by the Council.

Section 4.3. The Chair-Elect shall aid the Chair of the Section in the performance of the Chair's responsibilities to the extent that the Chair may request, and shall perform such further duties as usually or logically pertain to the office of Chair-Elect or as may be designated by the Chair or the Council. During any disability of the Chair, the Chair-Elect shall perform the duties of the Chair. If the office of the Chair shall become vacant, the Chair-Elect shall thereupon become Chair of the Section for such unexpired term.

Section 4.4. The Secretary shall keep a record of the proceedings of all meetings of the Council. The Secretary shall perform such other duties as the Chair may request and shall, in cooperation with the Chair, draft an appropriate report for publication in the Annual Report of the Association.

Section 4.5. The Treasurer (working with the Chair and/or Chair-Elect) shall prepare and submit to the Council, for its approval, a budget for the following fiscal year. The Treasurer shall perform such other duties as the Chair may request.

ARTICLE FIVE

DUTIES AND POWERS OF COUNCIL

Section 5.1. The Council shall supervise and control the affairs of the Section, subject to the provisions of the Constitution and Bylaws of the Association and the Bylaws of the Section. During the interval between the meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act. Any action taken pursuant to this provision shall be reported to the members at the next Annual Meeting of the Section. The Council shall consider and approve with or without amendment the proposed budget submitted by the Treasurer. No commitments authorized by the Chair, which shall entail the payment of money in an amount greater than five hundred dollars (\$500.00), shall be made unless approved by the Council. The Council shall not authorize expenditures for more money during any fiscal year than the funds currently available to the Section, unless the Board of Governors approves such expenditure..

Section 5.2. The Council shall meet at or about the same time and place of each Annual Meeting of the Association.. The Council may meet in regular or special session at any other time or place as may be scheduled by the Chair or at least five (5) Members of the Council.

Section 5.3. The Council may authorize the Chair to perform such duties and exercise such powers as the Council may direct, subject to the limitations of these Bylaws and the Constitution and Bylaws of the Association.

Section 5.4. The Council shall fill mid-term vacancies in its own membership and in Section offices other than Chair. Officers and members so selected shall serve until the adjournment of the next Annual Meeting of the Section or until their successors shall have been elected and qualified, whichever occurs first.

Section 5.5. Except where elsewhere specifically provided herein, all binding actions of the Council shall be by a majority vote of the Council members present, provided such Council members shall constitute a quorum. For purposes hereof, a quorum of the Council shall be [x] members of the

Council. .

Section 5.6. Voting shall be permitted by electronic means (e-mail, Skype, Google Groups, etc.) provided that a written notice of the action to be considered is verifiably sent to the electronic mail address provided by each member of the Council at least one (1) business day prior to the vote to be taken. A vote "in favor" of the proposed action by a majority of the entire Council shall be necessary to adopt the proposed action.

Section 5.7. Members of the Council or a committee may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 5.8. Members of the Council who fail, without cause, to participate in half of Council meetings in the prior six months shall be considered not in good standing and subject to removal by the Chair.

ARTICLE SIX

STANDING COMMITTEES

Section 6.1. General Rule. Each year the Chair, with the consent of the Council, shall constitute each of the committees established under this Article SIX, and appoint for each a chair who shall be a member of the Council in good standing.

Section 6.2. Executive Committee. There shall be an Executive Committee of the Council consisting of the Officers of the Section. During the intervals between the meetings of the Council, the Executive Committee shall be authorized to act for the Council and Section unless otherwise stated in these Bylaws.

Section 6.3. Legislative Committee. There shall be a Legislative Committee which shall keep abreast of proposed bills in the Maryland General Assembly and United States Congress pertinent to agriculture law and advise the Section of the same. The Legislative Chair, or the Council's designee(s), may testify in front of the General Assembly regarding proposed legislation. The Council may vote to support, oppose, or take no action on any proposed legislation and communicate its decision to the Association's Director of Legislative Affairs for consideration in accordance with the Association's by-laws.

Section 6.4. Case Law and Regulatory Update Committee. There shall be a Case Law and Regulatory Update Committee which shall keep abreast of recent and relevant agriculture case law, (state and federal) as well as agricultural-related regulations as promulgated by local, state or federal governmental agencies and advise the Council of the same. The Committee may vote to support, oppose, or take no action on any proposed rulemakings and may prepare written comments thereon to the Association's Director of Legislative Affairs for consideration in accordance with the Association's by-laws.

Section 6.5. Program Committee. There shall be a Program Committee which shall, within the limitations set by the Council, plan and coordinate the presentation of continuing legal education and industry-related programs throughout the year on such topics as are recommended by its Chair and approved by the Council.

Section 6.6. Publications and Communications Committee. There shall be a Publications and Communications Committee which shall, within the limitations set by the Council, publicize the activities of the Section and relevant industry information through platforms approved by the Section. The Committee shall promote the Section through regular updates by email or other similar means.

Section 6.7. Membership Committee. There shall be a Membership Committee which shall, within the limitations set by the Council, promote membership and peer-to-peer marketing in the Section, , The Membership Committee shall also encourage members of the Association's Young Lawyers Section to participate in the Section.

Section 6.8. Nominating Committee. Pursuant to Article Three, Section 3.3 of these Bylaws, the Chair shall appoint a Nominating Committee annually.

Section 6.9. Other Committees. The Chair may, with the consent of the Council, establish such other committees as the Chair may deem appropriate.

ARTICLE SEVEN

MEETINGS OF THE SECTION

Section 7.1. Annual Meeting. The Section's Annual Meeting shall be held the same month as the Association's Annual Meeting, either prior to or at the time of the Association's Annual Meeting. The Section's Annual Meeting program and order of business shall be arranged by the Chair and the Council. The Section's Annual Meeting may be comprised of both in-person and electronic (i.e. Skype, Google Groups) attendance for the membership.

Section 7.2. Special Meetings. Special meetings of the Section may be called by the Chair upon approval of the Council, at such time and place as the Council may determine.

Section 7.3. Quorum. At least twelve (12) members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 7.4. Voting. Except as otherwise expressly provided herein, all binding actions of the Section shall be by a majority vote of the members present at any meeting, provided such members shall constitute a quorum.

ARTICLE EIGHT

FISCAL PROVISIONS

Section 8.1. Fiscal Year. The Fiscal Year of the Section shall be the same as that of the Association.

Section 8.2. Compensation. Officers and Council members shall serve without compensation. A reasonable fee for parking may be reimbursed to Council members for attending regular and special meetings of the Section. No compensation may be paid to any member of the Section for service to the Section.

ARTICLE NINE

AMENDMENTS

Section 9.1. Required Votes to Amend. These Bylaws may be amended at any meeting of the Council, by a two-third (2/3) vote of the members of the Council present and voting, or at any meeting of the Section, by a two-third (2/3) vote of the members of the Section present and voting.

ARTICLE TEN
EFFECTIVE DATE

Section 10.1. These Bylaws become effective: [TBD], 2020.

Bylaws as Special Committee approved by the MSBA Board of Governors.
Approved by the Agriculture Law Section Council on [TBD.]

AMENDED AND APPROVED:

- (1) Amendments approved by the Agriculture Law Section Council on March 28, 2016.
- (2) Amendments approved by the Agriculture Law Section Council on June 30, 2020.
- (3) Amendments approved by the Agriculture Law Section Council on [TBD]