

NATIONAL SECTIONS COUNCIL

1. Name

The Council shall be known as National Sections Council.

2. Purpose

The purpose of National Sections Council is to administer, coordinate and oversee National Sections' activities and to enhance the profile and contribution of National Sections within the Canadian Bar Association (CBA). In order to carry out its purpose, National Sections Council, through representation on standing committees of the CBA, such as Professional Development (PD) and Legislation and Law Reform (L&LR), facilitates and encourages Sections to enhance member services in national continuing legal education and professional development, legislation and law reform, communications and membership activities.

3. Composition

(a) National Sections Council shall consist of:

- i) its Executive; and
- ii) the Chair of each National Section.

(b) The National Sections Council Executive shall consist of:

- i) a Chair and a Vice-Chair, who shall be Past Chairs of National Sections;
- ii) three Executive Members, who shall be Chairs or Past Chairs of National Sections;
- iii) the Immediate Past Chair of National Sections Council;
- iv) the Second Vice-President of the CBA;
- v) the Chair of the Professional Development Committee; (10-04-M)
- vi) the Chair of the Legislation and Law Reform Committee; and
- vii) the Vice-Chair of the National Membership Committee.

(c) The President of the CBA shall be an ex officio member of both National Sections Council and its Executive.

4. Meetings

(a) Regular Meetings

National Sections Council shall meet immediately before or during the Annual Meeting of the CBA, immediately before or during the Mid-Winter meeting of the CBA, and at the call of the Chair. The Chair shall give advance notice to the members of National Sections Council in an appropriate CBA publication of the date, time, place and tentative agenda for the meeting.

(b) Special Meetings

National Sections Council shall hold a special meeting upon the written request to the Chair of 10% of the members of National Sections Council, such meeting to be held not more than 60 days after receipt of the request. Notice of a special meeting containing the date, time and place of the meeting, and the nature of the business to be transacted shall be sent by the Chair to the members.

(c) Quorum

i) National Sections Council

Fifteen members of National Sections Council present at a meeting of National Sections Council shall constitute a quorum for the transaction of business. Decisions shall be by a majority vote of the members present.

ii) National Sections Council Executive

Five members of the National Sections Council Executive present at a meeting, including the Chair or Vice-Chair, shall constitute a quorum for the transaction of business. Decisions shall be by a majority vote of the members present.

5. Alternates

In the event a Section Chair is unable to attend a National Sections Council meeting, the Vice-Chair of the Section may participate and vote for that Section only for the duration of that National Sections Council meeting. If the Vice-Chair is also unable to attend, the Section Chair shall designate another member from that Section's Executive Committee. Designation of alternates other than the Vice-Chair shall be provided in writing to the Director of Sections in advance of that National Sections Council meeting.

6. Compensation

No salary or compensation for services shall be paid to or by any officer or member of National Sections Council except as may be specifically authorized by the Board of Directors.

7. Removal from Office

- (a) If any member of National Sections Council fails to attend two consecutive meetings of National Sections Council or fails to send the Vice-Chair or an alternate delegate from the Section's Executive Committee in the member's place, that member's seat on National Sections Council may be vacated upon vote of National Sections Council unless excused for good cause by National Sections Council. In the event the seat is vacated, the Vice-Chair of the Section shall take the position vacated by the defaulting Chair.
- (b) If any member of the National Sections Council Executive fails to attend two successive meetings of National Sections Council, that member's seat on the Executive may be vacated unless excused for good cause by the National Sections Council Executive.
- (c) Any member of the National Sections Council Executive may be removed by a two thirds vote of those present at a duly called meeting of National Sections Council. Notice that

such a vote will be on the agenda for a National Sections Council meeting must be provided to all members no later than 30 days prior to the meeting.

8. Officers

The officers of National Sections Council shall be the Chair, the Vice-Chair, three Executive Members and the Immediate Past Chair.

(a) Chair

The Chair shall preside at all meetings of National Sections Council. The Chair in consultation with the Executive may appoint such committees and Chairs and members of such committees as may be required and desirable to effectively manage the work of National Sections Council. The Chair shall plan and oversee the activities of National Sections Council subject to the direction and approval of National Sections Council.

The Chair shall oversee the general operation of National Sections and plan and oversee the activities of National Sections Council subject to the direction and approval of National Sections Council.

The Chair shall keep informed of the activities of National Sections Council and shall implement its decisions. The Chair shall perform such other duties as usually pertain to this office or as may be designated by National Sections Council.

The Chair shall represent National Sections Council on the Board of Directors and Finance Committee.

(b) Vice-Chair

The Vice-Chair shall assist in the performance of the Chair's responsibilities in the manner and to the extent the Chair may request, and preside at meetings of National Sections Council in the absence of the Chair. The Vice-Chair shall preside at meetings of the National Sections Budget Committee. The Vice-Chair shall represent National Sections Council on the Board of Directors and Finance Committee, in the absence of the Chair.

(c) Executive Members

National Sections Council shall assign to each of the three Executive Members one of the following responsibilities:

(i) Professional Development Liaison (PD Liaison)

The Executive Member responsible for PD liaison shall be the designated National Sections Council Executive Member on the Professional Development Committee. The PD Liaison shall promote and monitor Section PD activities, within the mandate of National Sections Council, and shall report to National Sections Council. (10-04-M)

(ii) Legislation and Law Reform Liaison (L&LR Liaison)

The Executive Member responsible for L&LR liaison shall be the designated National Sections Council Executive Member on the Legislation and Law Reform Committee. The L&LR liaison shall promote and monitor Section legislation and law reform activities, within the mandate of National Sections Council, and shall report to National Sections Council.

(iii) **Communications**

The Executive Member responsible for Communications shall promote and monitor Section activities related to communications, within the mandate of National Sections Council, and shall report to National Sections Council.

9. Duties and Responsibilities of National Sections Council Executive

Between meetings of National Sections Council, the National Sections Council Executive shall have all the powers of National Sections Council.

10. National Sections Budget Committee

- (a) There shall be a National Sections Budget Committee, which, subject to the direction and approval of National Sections Council, shall be responsible for financial matters affecting Sections.
- (b) The National Sections Budget Committee shall consist of:
 - (i) a Chair, who shall be the Vice-Chair of National Sections Council;
 - (ii) the Chair of National Sections Council;
 - (iii) the Immediate Past Chair of National Sections Council; and
 - (iv) three members, who shall be Chairs or past Chairs of National Sections.

11. Elections

Nominating Committee

- (a) At any time not later than the close of the mid-winter meeting of National Sections Council, the Chair shall call for three volunteers and appoint them as the nominating committee to make nominations for any National Sections Council Executive positions that will become vacant as of August 31 that year.
- (b) The nominating committee shall select a chair.

Nominations

- (c) The chair of the nominating committee shall invite all members of National Sections Council to submit nominations for any National Sections Council Executive positions that will become vacant.
- (d) Nominations shall be in writing and describe the nominee's qualifications and suitability for the position. This information shall include date of call to the Bar, posts held in national, provincial, territorial and local Bar organizations, the firm or organization in

which the nominee practises and the written consent of the nominee to fulfil the position if elected, having been made aware of the expectations.

The requirements of this paragraph apply to any candidates the nominating committee may wish to nominate for positions on the Executive.

- (e) Not later than June 30 each year, the nominating committee shall review the nominations to ensure that each nominee meets the requirements for the relevant position and that the written consent of each nominee has been received. The chair of the nominating committee shall report to the Chair of National Sections Council the list of candidates, being all nominees who meet the requirements and who consent.
- (f) The nominating committee shall report the list of candidates at the Annual Meeting of National Sections Council.

Elections

- (g) The Vice-Chair and Executive Members shall be elected at the Annual Meeting of National Sections Council. Elections shall be conducted by ballot unless otherwise ordered by resolution adopted by National Sections Council at the meeting. Each position to be filled shall be voted upon separately. Elections shall be by a majority of the votes cast and a run-off election to choose between the two leading candidates shall be held if a majority vote is not initially obtained. The three candidates for Executive Member with the greatest number of votes shall be elected. (11-06-M)
- (h) Elections shall be held on the basis of the list of candidates provided by the nominating committee to the Chair of National Sections Council by June 30, unless by resolution duly adopted by National Sections Council at the Annual Meeting, it is determined that some other person shall be added to the list. However, candidates shall not be added to the list if they have not confirmed in writing, in advance of the National Sections Council Annual Meeting, a willingness to assume the relevant position.
- (i) The chair of the nominating committee shall chair the election procedure at the Annual Meeting. The chair shall control the procedure for any resolution contemplated by paragraphs (g) or (h). The chair shall decide all matters relating to the conduct of the election including the eligibility of any candidates authorized to be placed on the ballot by resolution at the Annual Meeting. A declaration by the chair of the results shall be determinative of the elections. The chair shall request a motion for destruction of ballots following the declaration.

12. Term of Office

The term of office for the Chair and Vice-Chair shall be two years. The Vice-Chair succeeds the Chair upon expiration of his or her term of office. The term for Executive Members shall be one year. The term for each position shall commence on September 1 following the election. (11-06-M)

13. Vacancies

In the event that the Chair, Vice-Chair, or an Executive Member can no longer fulfil the duties, because of death, resignation or any other cause, the remaining Executive Committee members may determine by majority vote to fill that office or leave it vacant. If the Executive decides to fill the vacancy, a candidate shall be elected by a majority vote of the remaining Executive Committee members.

An Officer so elected shall serve until August 31 following the appointment. If an Officer is so elected on or before March 1, the period from the election to August 31 shall count as one year in determining the term of office. If the Officer is so elected after March 1, the period until August 31 shall not count in determining the term of office.

14. Amendments

These Bylaws may be amended at any meeting of National Sections Council by a majority vote of the members present and voting. Notice of an intention to amend these Bylaws must be given to the members no later than 60 days prior to the opening of a meeting of National Sections Council. Amendments shall become effective only upon approval by National Sections Council and the Council of the CBA. (07-06-M)