

**BY LAWS
OF THE
CONSTRUCTION LAW SECTION
STATE BAR OF NEVADA**

Exhibit C

Section 1

IDENTIFICATION

1.1 **NAME** This Section shall be known as the "Construction Law Section, State Bar of Nevada," and hereinafter shall be designated simply as "the Section".

1.2 **PURPOSE** The general purpose of the Section shall be the promotion of the objects of the State Bar of Nevada (State Bar) within the particular fields designed by the name of this Section. To that end, it shall be the purpose of the Section, to further the knowledge of the members of the Section, the Bar and the Judiciary in all aspects of Construction Law; establish and administer seminars (subject to prior approval of the State Bar CLE Director); provide for and distribute Construction Law publications; and assists the Board of Governors in the implementation of programs, polices, standardization and guidelines in the field.

Section 2

MEMBERSHIP

2.1 **ENROLLMENT** Any member in good standing with the State Bar, upon request to the Secretary of the Section, shall be enrolled as a member of the Section by the payment of annual Sections dues.

2.2 **TERM** The term of membership in the Section shall be for a period of one (1) year, corresponding to the membership year established by payment of State Bar dues.

2.3 **THE MEMBERSHIP** Members so enrolled and whose dues are paid pursuant to the provisions of this Section shall constitute the membership of the Section.

2.4 **DUES** Dues for membership in the Section shall be in an amount set by the Section and approved by the Board of Governors, payable upon enrollment and thereafter annually in advance each year; at the beginning of the State Bar's fiscal year succeeding each enrollment. Such fees shall be prescribed by the Board of Governors and shall be paid into the treasury of the State Bar along with all other funds generated by this Section, to be used for the purposes of defraying costs and expenses of this Section or such other purposes as the Board of Governors may designate. Within the meaning of this Section, the time intervening between successive annual meetings is deemed to be one (1) year. The initial dues shall be \$30.00 per year.

2.5 **DELINQUENCY** Any member of the Section whose annual dues are more than six (6) months past due shall thereupon cease to be a member of this Section.

2.6 **MEMBERSHIPS** Members have the following rights:

1. To attend meetings, including meetings of the Executive Committee.
2. To vote, upon payment of the appropriate dues.
3. To hold office.

4. To participate in all activities of the Section not prohibited or assigned in accordance with the Bylaws.

Section 3

COMMITTEES

The council of this Section is authorized to establish, or to empower the Chairperson of the Section to establish such committees as it may deem necessary and desirable to promote effectively the activities of the Section within the jurisdiction of the Section and with the approval of the Board of Governors. In establishing a new committee, the Council shall state in writing the area of its proposed activities. No action of any Section committee shall be effective until approved by the Council or by the Section.

Section 4

MEETINGS OF THE MEMBERSHIP

4.1 **ANNUAL MEETING** This Section shall hold a meeting at least annually at a place and time to be determined by the Executive Committee. The initial General Membership meeting shall be held July 1, 2008 (assuming approval by the Board of Governors for creation of the Construction Law Committee.)

4.2 **NOTICE** Written notice of each meeting specifying the time and place shall be mailed, e-mailed, faxed or delivered to each member thirty (30) days prior to meeting.

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

4.4 **CONTROLLING VOTE** Action of the Section shall be by majority vote of the members present.

4.5 **VOTING ELIGIBILITY** Any member of the State Bar and Section whose good standing can be certified by official State Bar records for thirty days prior to the time of voting shall be eligible to vote.

4.6 **AGENDA** Among the matters of business to be transacted at the annual meeting of the membership shall be the election of Officers and Council members. The agenda shall consist of other matters as decided by the Chairperson or Council.

4.7 **ALTERNATE FORMS OF VOTING** The council may direct that a matter be submitted to the members of the Section for a vote by alternate means, including mail or facsimile. In that event, binding action of the Section shall be by a majority of the votes received from members in accordance with rules fixed by the Council.

Section 5

OFFICERS

5.1 **OFFICERS** The Officers of the Section shall be the Chairperson, Vice-Chairperson, Secretary, and Financial Officer. The general membership shall elect the Officers by a majority vote at the annual meeting of the section.

5.2 **CHAIRPERSON** The general membership shall elect the Chairperson by a majority vote at the annual meeting of the section. The Chairperson shall:

1. Preside at all meetings of the Section and of the Council.
2. Plan and superintend the programs of the Section during that term, subject to the direction and approval of the Council.

3. Superintend the performance of all duties of the Section.
4. Keep the Council duly informed and carry out its decisions.
5. Perform such other duties and acts as are necessary and proper to the office or as may be designated by the Council.
6. Make an annual written report to the Board of Governors which shall be available at the annual meeting of the State Bar.

5.3 **VICE-CHAIRPERSON** The Vice-Chairperson shall be elected in the same manner as the Chairperson and for the same term. The Vice-Chairperson shall aid the Chairperson in the performance of the responsibilities of office in the manner and to the extent the Chairperson may request, and shall perform such further duties and have such further powers as usually pertain to this office, or as may be designated by the Chairperson or the Council. In case of death, resignation, or disability of the Chairperson, the Vice-Chairperson shall perform the duties of the Chairperson for the remainder of Chairperson's term or disability, as the case may be. In the event the Chairperson is temporarily unavailable, the Vice-Chairperson shall assume and perform the duties of the Chairperson.

5.4 **SECRETARY** The Secretary shall be elected in the same manner as the Chairperson and for the same term. The Secretary shall consult and assist all the officers of the Section; be the liaison between the Section and the State Bar staff regarding the retention and maintenance of books, papers, documents, and other property; keep a true record of the proceedings of all meetings of the Section and of the Council; and attend generally to the business of the Section as directed by the Chairperson. The Secretary shall maintain the official copies of the By-laws, Minutes, Membership Rolls, List of Council Members and Officers of the Council.

5.5 **FINANCIAL OFFICER/TREASURER** The Financial Officer shall be elected in the same manner as the Chairperson and for the same term. The Financial Officer shall monitor all accounts, reports, and other documents prepared as to Section funds, revenues and expenditures, and seek to make certain that all such accounts, reports, and other documents are at all times accurate and correct; report on the Section's present and projected financial condition at each meeting of the Section Council; advise the Officers and Council as to the financial impact of any proposed action by the Officers. Council or Section which, in the judgment of the Financial Officer, would have a significant impact on the financial condition of the Section; at least once a year, prepare and submit a projected budget to the Council for approval or modification at such time as may be expressly fixed by the Council, which shall be done in a sufficient time to submit the same to the membership and the State Bar Board of Governors for approval. The Section budget shall be effective only upon approval by the Board of Governors, a copy of which, once approved, shall be maintained by the Financial Officer. The Financial Officer shall also submit a copy of the Section budget to the Section membership, at the annual meeting, a report on the Section's financial affairs and financial condition; prepare such other recommendations and special reports on financial affairs of the Section as may be requested by the Chairperson of the Section.

5.6 **TERM** All officers shall serve a one (1) year term on election by secret ballot from among the membership of the Council at the annual meeting. Officers may be re-elected to the same office more than once but may not serve more than eight (8) consecutive years on the Council.

Section 6

THE COUNCIL

6.1 **POWERS** The Council shall be vested with the powers and duties necessary for the administration of the affairs of the Section. The policy of the Council shall be consistent with the policies set by the Board of Governors. It shall especially authorize all committees which entail the payment of money, and shall authorize the expenditure of all monies appropriated by the State Bar for the use or benefit of the Section. It shall not, however, authorize commitments which entail the payment of more money during any fiscal year than the amount appropriated to the Section for the fiscal year. The Council shall elect the Officers from among its members.

6.2 **COMPOSITION** The Council shall be composed of

1. A non-voting member appointed by the Board of Governors as an "ex officio member," who shall serve for such term as designated by the Board of Governors. The most recent past Chairperson shall serve in this position unless there is good cause to depart from the same.
2. Fourteen voting Council members (including the members elected as Officers), each of whom shall serve two-year terms, with the council members being comprised of six (6) members from the North and eight (8) members from the South. The terms of the council members shall be staggered and the Chairperson shall only have a vote in the event of a tie situation.
3. If a Chairperson leaves that position by expiration of term of office (as opposed to death, disability, or resignation), the retiring Chairperson shall become a voting ex officio member of the Council for a period of one (1) year, even if that person's term of office on the Council has otherwise expired.

6.3 **CONTROLLING VOTE** Action of the Council shall be by majority vote of those members present. A quorum consisting of a majority of the Council members shall be required to conduct its business.

6.4 **MEETINGS** The Council shall hold at least four (4) regular meetings each year, to dispatch any necessary business, with those meetings being held quarterly in January, at the annual meeting as provided for in Section 4.1., June and September, or as close to those times as practicable. The Chairperson may, and upon request of three (3) members of the Council shall, call special meetings of the Council between annual meetings.

6.5 **POLL OF COUNCIL** In urgent matters requiring immediate attention, the Chairperson may, and upon request of three (3) members of the Council shall, submit in writing to each of the members of the Council a proposition upon which the Council may be authorized to act, and the members of the Council may vote upon the proposition either by written ballot, by telephone or electronic (e-mail) vote, confirmed in writing which may be accomplished by electronic means, to the Secretary, who shall record the proposition and votes in the matter.

6.6 **COUNCIL AUTHORITY** Between meetings of the Section, the Council shall have full power to do and perform all acts and functions which the Section itself might perform. Any such action taken by the Council shall be reported to the Section at its next meeting.

6.7 **NO COMPENSATION** No salary or compensation for services shall be paid to or by any Officer, member of the Council, or member of any committee, except as may be specifically authorized by the Board of Governors.

6.8 **TERM** Members of the Council shall serve from their election at the annual meeting for two (2) years. They may serve four (4) consecutive terms. In no case may a member of the Council serve more than eight (8) consecutive years. The time served in filling a vacancy for part of a term shall not be included in computing the eight-year limit, nor shall the eight-year limit preclude a member of the Council who serves as Chairperson-elect during his or her eighth year from thereafter serving as Chairperson.

Section 7

SUCCESSION OF OFFICERS AND VACANCIES

7.1 **OFFICERS AND COUNCIL** Between annual meetings of the Section, the Council may fill vacancies in its own membership, or in the offices of Vice-Chairperson, Secretary, or Financial Officer. Members of the Council and Officers so elected shall serve until the next annual meeting of the Section at which time the membership of the Section shall elect Officers or Council members to fill any unexpired terms existing at the time.

The Board of Governors shall by appointment fill any vacancy of its ex officio member. Officers and Council members may succeed themselves.

7.2 **ABSENTEEISM** If any Officer or member of the Council shall fail to attend two consecutive meetings of the Council, his office shall be automatically vacated, unless excused upon good cause accepted by members of the Council.

7.3 **RESIGNATION** Any office may resign by giving written notice to the Executive Committee.

7.4 **REMOVAL** Upon written notice, the General Membership may remove a member of the Executive Committee by a majority vote.

Section 8

CONTINUING LEGAL EDUCATION PROJECTS

All educational projects of the Section for which CLE credits will be sought must be submitted to the Continuing Legal Education Committee for approval. The Continuing Legal Education Committee will administer and coordinate all such projects with the Section. Net profits or losses of such projects will be divided in a manner considered appropriate by the Continuing Legal Education Committee.

Section 9

AMENDMENT TO BYLAWS

These Bylaws may be amended at any annual meeting of the Section by a majority vote of the members of the Section present and voting, providing such proposed amendment shall first have been approved by a majority of the Council. They shall become effective upon approval by the Board of Governors, and may be amended or repealed at any time by the Board of Governors on its own motion.

Accepted:

President

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ARTICLE VIII
Proposed Slate of Initial Officers
Exhibit D

Chair Paul Matteoni

Chair Elect James Berchtold

Secretary Andrea Pressler

Treasurer Caryn Tijsseling

Sub-committee Chairs:

Membership To be determined

Newsletter To be determined

CLE To be determined

Publicity To be determined

Advocacy To be determined

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