THE BYLAWS OF THE HEALTH LAW SECTION OF THE VIRGINIA BAR ASSOCIATION

ARTICLE I
Name and Purpose

Section 1. Name. This Section shall be known as the Health Law Section of The Virginia Bar Association.

Section 2. Purpose. The purpose of the Section shall be to further the objectives of the Association as stated in Article II of its Constitution and to bring together members of the Association with a special interest in the practice of health law.

ARTICLE II
Membership

Section 1. Eligibility. Any member in good standing of the Association shall be eligible for membership in the Section.

Section 2. Admission to Membership. Admission to membership shall be by application and by payment of the Section dues.

Section 3. Quorum for Meeting of Membership. Those members present at meetings duly called as provided for in these by-laws shall constitute a quorum.

ARTICLE III
Officers

Section 1. Chairman and Vice Chairman. The initial Chairman and any Vice Chairman of the Section shall be appointed by the President of the Association for a one-year term. Thereafter, the Chairman and Vice Chairman of the Section shall be elected by the membership of the Section from among the members of Council at the meeting of the membership that is held in conjunction with the Annual Meeting of the Association. The Chairman shall perform the duties and have the responsibilities of the Chief Executive Officer of the Section. The Chairman shall preside at meetings of the Council and at meetings of the Sections. The Chairman shall have such other and further duties as the Section, from time to time, may provide. The Vice Chairman shall assume the duties of the Chairman in the absence of the Chairman and shall have such other and further duties as the Chairman of the Section, from time to time, may provide.

Section 2. Secretary. The Council may elect a Secretary who shall, in consultation with the Executive Director of the Association, maintain the rolls and records of the Section and shall have the further responsibility of preparing and maintaining such other records and reports of the Section as may become necessary. The Secretary shall have such other duties as the Chairman or the Council, from time to time, may provide.

Section 4. Term. Officers of the Section shall serve a one-year term which shall coincide with the terms of office of the officers of the Association. No Section officer shall have served more than
two consecutive terms in the same office except upon application to and approval by the Board of Governors of the Association.

Section 5. Immediate Past Chairman. The Immediate Past Chairman shall serve as an officer for a term commensurate with the term of the then current Chairman. The Immediate Past Chairman shall assume the duties of the Chairman in the absence of the Chairman and the Vice Chairman and shall have such other and further duties as the Chairman of the Section, from time to time, may provide.

ARTICLE IV
Council

Section 1. Composition. The Section shall be governed by a Council composed of not less than twelve nor more than thirty (30) members, the size of which shall be established by resolution of the Council from time to time, and from which the Chairman and Vice Chairman (and the Secretary and Treasurer, if any) shall be elected. Additionally, the Immediate Past Chairman shall serve ex officio on the Council if he or she is not otherwise a member of the Council while holding such office.

Section 2. Nomination and Election. For purposes of transition, the Board of Governors of the Association shall designate each Council member and Officer serving on Council or as an Officer during the 2001-2002 Association year to the class of 2002, 2003 or 2004 for purposes of establishing staggered terms of one, two and three years for Council members. Thereafter, at least four new members shall be elected for a three-year term by the Section’s membership annually at a meeting held in conjunction with the Annual Meeting of the Association. The Chairman of the Section shall, no less than 90 days preceding each such annual meeting, appoint a nominating committee composed of at least three members of the Section who will prepare a report for submission at the annual meeting. Commencing with the report of the Nominating Committee to be given at the annual meeting in 2002, the report of the nominating committee shall contain nominations (1) for at least four Council members, and (2) for the Chairman and Vice Chairman of the Section. Except for those Council members designated by the Board of Governors of the Association (who will serve for the terms specified by their designation), Council members will serve staggered three-year terms, with at least four members being replaced each year. The nominating committee shall also make nominations to fill any vacancies which may occur on the Council prior to the expiration of any member’s term. The Chairman will accept nominations from the floor in accordance with procedures to be specified by the Council. The election of Council members shall take place first; those nominees receiving the greatest number of affirmative votes from those attending the annual meeting and voting will be elected. The election of the Chairman and Vice Chairman shall then be held; to be eligible for election, an individual must be a member of the Council at the time of his or her election. Those nominees receiving the greatest number of affirmative votes from those attending the annual meeting and voting will be elected to office.
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Section 3. Powers. The Council shall be the governing body of the Section subject to the control of the Executive Committee.

Section 4. Regular Meetings. The Council shall hold an annual meeting in conjunction with the Winter Meeting of the Association and other meetings as needed.

Section 5. Quorum. A majority of the members of the Council shall constitute a quorum for the purpose of transacting business.

Section 6. Special Meetings. Special meetings of the Council shall be held at any time at the call of the Section Chairman, any three members of the Council or the President or the Board of Governors of the Association.

Section 7. Notice of Meetings. All meetings of the Council, except the initial meeting after the organizational meeting of Section members, shall be upon not less than 5 days’ notice by mail.

ARTICLE V
Committees

Section 1. Standing Committee. The Council may designate such standing committees as it may deem appropriate.

Section 2. Special Committees. The Chairman or the Council may appoint special committees as either may deem appropriate.

Section 3. Jurisdiction. The Council shall establish the jurisdiction of the Section committees and shall resolve any disputes among its committees. The Board of Governors of the Association shall resolve any disputes concerning the jurisdiction of the various Sections and Committees of the Association.

ARTICLE VI
Miscellaneous Provisions

Section 1. Annual Meeting of the Section. The Section shall have at least one meeting annually for the entire membership of the Section, to be held in conjunction with the Association’s Winter Meeting. The Section may have such other meetings of the entire Section as the Council or Chairman may deem necessary.

Section 2. Amendments. Any amendments or additions to these by-laws shall be upon the approval of a majority of the members of the Section present and voting at the annual meeting or a specially called meeting. Upon such approval by the Section, such amendments or changes shall be presented to the Board of Governors for approval, and they shall not be effective until so approved.
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Section 3. Publications. The Section may produce and distribute a newsletter or other publications in furtherance of its objectives. Any such publications shall be produced in consultation with the President and Executive Director of the Association.

Section 4. Section Conferences. The Section may sponsor conferences or seminars on aspects of health law. Such conferences may be conducted in consultation with the Continuing Legal Education Committee of the Virginia Law Foundation.

Section 5. Budget. The Section shall submit its budget to the Executive Vice President of the Association each year on or before November 1, for presentation to Executive Committee of the Association as part of the Association’s budget.

Section 6. Dues. Annual dues shall be an amount approved by the Board of Governors of the Association upon recommendation by the Council. Initially, Section dues shall be $15.00 per year and may be increased or decreased periodically upon review by the Council and approval by the Board of Governors.

Section 7. Reports. The Section will submit an annual report to the Board of Governors and the President of the Association. The Section shall submit such other reports as may be requested by the Board of Governors or the President of the Association.

Section 8. Expenditure of Funds. Except as otherwise provided herein or directed by the Board of Governors of the Association, the Section may expend the funds it collects through the payment of dues in the manner that it sees fit. However, the Section is not empowered to spend funds in excess of those actually on hand, nor may it obligate the Association in any financial matter.

Section 9. Authentication. If approved by the Section, these Amended and Restated Bylaws will be presented for approval by the Board of Governors of The Virginia Bar Association.