

ASSOCIATION OF AMERICAN LAW SCHOOLS
Amended and Restated Bylaws of the Section on
Contracts
Adopted January 6, 2017

ARTICLE I. NAME AND PURPOSE

Section 1. Name. This section shall be known as the Section on Contracts.

Section 2. Purpose. The purpose of this section is to promote the communication of ideas, interests, and activities among members and to make recommendations to the Association on matters of interest in the teaching and improvement of the law relating to Contracts.

ARTICLE II. MEMBERSHIP

Section 1. Membership.

- (a) Membership in the section is open to a faculty member and professional staff of a law school that is a member of the Association of American Law Schools (AALS).
- (b) Associate membership is open to any other person with an interest in the law of contracts.

Section 2. Privileges of Members.

- (a) Regular members may be an officer of the section and may vote in a section election.
- (b) Associate members may participate in the programs, meetings and activities of the section, but may not vote or hold office in the section.

ARTICLE III. OFFICERS-COMMITTEES

Section 1. Officers. The officers of this section are the chairperson and the chairperson-elect. The chairperson-elect shall be elected at each annual meeting of the Association, shall qualify by acceptance and shall succeed to the office of chairperson at the close of the next annual meeting. An officer shall serve until her successor has been elected and qualified.

Section 2. The Executive Committee. If an officer or other member of the Executive Committee resigns, becomes ineligible to serve or dies, the position shall be promptly filled. If the position of chairperson becomes vacant, the chairperson-elect becomes the chairperson. If the position of chairperson-elect becomes vacant, the chairperson, with the advice and consent of the other members of the Executive Committee, shall appoint a person to serve as chairperson-lect until the next annual meeting of AALS at which time both a chairperson and a chairperson-elect shall be elected. If the position of a member of the Executive Committee becomes vacant, the chairperson, with the advice and consent of the other members of the Executive Committee, shall appoint a person to the position to serve until the next annual meeting of the AALS.

ARTICLE IV. NOMINATION AND ELECTIONS

Section 1. Nominations. At or immediately following the annual meeting the chairperson shall appoint the Nominating Committee for the subsequent year. The Nominating Committee shall consist of at least three members of the section. The Nominating Committee shall receive and consider suggestions of persons to serve as officers and members of the Executive Committee of the section and shall report a slate of nominees to the section for election at the business meeting of the section at the next annual meeting of the AALS.

Section 2. Election. The officers and other members of the Executive Committee of the section shall be elected at the annual meeting. Nominations shall be received from the Nominating Committee and from the floor. Elections may be by voice vote or secret ballot, as the chairperson determines.

ARTICLE V. DUTIES OF OFFICERS

Section 1. Chairperson. The chairperson shall preside at all meetings of the section and of its Executive committee. At each annual meeting of the AALS, the chairperson shall report on the section activities during the prior year and is responsible for the program of the section. The chairperson shall appoint the members of committees.

Section 2. Chairperson-Elect. The chairperson-elect shall assist the chairperson, as the chairperson may request, and shall perform the duties of the chairperson during absence or disability of the chairperson.

Section 3. Authorized Expenditures of Section Dues and Section Income. In addition to the purposes described in Association Executive Committee Regulation 12.6(d), section dues and other section income may be spent for a reception for section members at an Association annual meeting, workshop or teaching conference, any deficiency in a meal guarantee, section survey, section directory, and enhanced newsletter. Before the activity is undertaken, the section's Executive Committee must authorize the expenditure of dues or other income for the activity. In approving payment of an expenditure the section chairperson must determine that the particular expenditure was for the activity authorized by the Executive Committee of the section and is consistent with the section's bylaws and Association policies. The chairperson shall notify the Association's National Office one month before the activity of the Section's Executive Committee decision to authorize the expenditure.

ARTICLE VI. POLICY STATEMENTS

Section 1. Adoption of Policy Statements. The Section may adopt policy statements relating to the law, teaching and administration of contracts only by vote of the membership at an annual meeting. No statement may be adopted unless written notice of an intent to propose adoption of a statement on a particular topic is provided to the section membership at least one month prior to an annual meeting.

Section 2. Publication of Policy Statements. Publication of policy statements, whether to other professional bodies or the general public, shall be in accordance with AALS Executive Committee regulations then in force.

ARTICLE VII. AMENDMENTS

Section 1. Amendments. These bylaws may be amended at the annual meeting of the section by a majority of the regular members of the section present and voting. The amendment takes effect when it is approved by the AALS.

ARTICLE VIII. ACTION BY ELECTRONIC POLLING

Section 1. Internet Polling. Any action that may be taken by the members at an annual meeting may also be taken by Internet polling of the members within thirty days prior to the annual meeting, unless objection occurs as per Section 3.

Section 2. Method of Internet Polling. Notice of the Internet polling, including when Internet polling is to begin, shall be given a reasonable time before polling is to begin by the chairperson via a listserv generally used by members of the Section. When Internet polling is to occur, nominations shall be solicited a reasonable time beforehand from the general membership via the same listserv, but no nominations shall be effective later than one day before polling is set to open. Access to the Internet polling shall also be sent via the same listserv. Internet polling may be anonymous or not, as the chairperson determines. The chairperson, chairperson-elect, and secretary shall confirm the results after polling closes.

Section 3. Objection to Internet Polling. Objection to an instance of Internet polling sent individually by any ten members of the Section to the chairperson before polling closes shall disqualify the polling and require that any action to have been taken by Internet polling be taken, if at all, at the annual meeting. The chairperson, chairperson-elect, and secretary, or any two of them, may declare the polling disqualified after polling closes for any reasonable ground, which disqualification also requires that any action to have been taken by Internet polling be taken, if at all, at the annual meeting.