

**BYLAWS OF THE
HEALTHCARE LAW SECTION
OF
THE LOS ANGELES COUNTY BAR ASSOCIATION**

**ARTICLE I
NAME**

This organization shall be known as the Healthcare Law Section of the Los Angeles County Bar Association.

**ARTICLE II
PURPOSES**

The purposes of the Healthcare Law Section shall be to educate attorneys, law students, healthcare providers, and the public by encouraging the preparation and presentation of viewpoints on issues affecting the administration of healthcare and healthcare law and to present programs locally on healthcare law and related topics that include continuing legal education credits; to act as a source of expertise for other attorneys, government bodies and the news media on healthcare issues; to serve as a forum for the consideration of public policies dealing with healthcare regulation, administration and delivery; to promote communication between healthcare practitioners and government healthcare administrators, and to serve as an interface with the professional and non-professional healthcare societies; and otherwise to further the interests of the Los Angeles County Bar Association (“LACBA”) and of the legal profession as a whole.

**ARTICLE III
MEMBERS AND ASSOCIATES**

Section 1 - Member. Any member of LACBA shall be eligible for membership in the Healthcare Law Section. The prerequisite to membership shall be the payment of dues required of the Section members for the current fiscal year.

Section 2 - Associates. Individuals who meet the requirements of Article II, Section 8 of the Bylaws of LACBA, shall be eligible for associate status in the Healthcare Law Section upon approval of the Section Chair and, to the extent required, the Officers of LACBA, or their respective designated representatives or committees. Associates may participate in all Section activities, except that they shall not be eligible to serve on the Executive Committee or as Section officers or participate in the election of officers. The prerequisite to associate status also shall be the payment of Section dues required of the Section members for the current fiscal year.

Section 3 - Dues. LACBA shall have the right to assess annual membership dues for membership in the Section as determined and approved by the LACBA Board of Trustees.

ARTICLE IV OFFICERS

The officers of the Healthcare Law Section shall be as follows: Chair, Vice Chair, Secretary and Treasurer. In accordance with Article X, Section 6, of the LACBA Bylaws, the officers of the Section shall be elected annually by the Section's members.

ARTICLE V DUTIES OF OFFICERS

Section 1 - Chair. The Chair shall preside at all meetings of the Healthcare Law Section and of the Executive Committee and have such other executive powers and perform such other duties as are not inconsistent with these Bylaws or with the LACBA Bylaws.

Section 2 - Vice Chair. The Vice Chair shall perform all the duties of the Chair during the latter's absence or inability to act and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee.

Section 3 - Secretary. The Secretary or Secretary's designee shall be responsible for (1) recording the minutes of each meeting; (2) distributing the minutes at or before each meeting of the Healthcare Law Section and the Executive Committee, including a copy to LACBA's Chief Executive Officer, which copy may be distributed after the meeting; and (3) for notifying the respective participants of such meetings. The Secretary shall have such other powers and perform such other duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee.

Section 4 - Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained in coordination with LACBA staff and in a manner not inconsistent with the rules of LACBA, the financial records of the Healthcare Law Section and its committees, if any, assist program committees in preparing program budgets, and coordinate with LACBA staff and the program committees in ensuring that program recaps are prepared that detail the costs, expenses, and revenues generated by the programs. The Treasurer shall have such other powers and perform such other duties not inconsistent with these Bylaws as from time to time may be prescribed by the Chair or by the Executive Committee.

Section 5 - Term. The term of office of each of the officers shall commence on the first day of July of each year, and shall end on the last day of June the succeeding year.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1 - Members. The officers, the immediate past Chair if that person is still a member of the Section, and such additional persons as the Executive Committee may appoint, consistent with Article VI, Section 7, shall be the Members of the Executive Committee. The Executive Committee shall consist of not more than thirty-five (35) active members of the Healthcare Law Section. Any Member of the Executive Committee (except the officers of the Section) who fails to attend three

successive meetings of the Executive Committee, without prior notice to the Chair explaining the reason for such absence, shall be subject to removal as a Member of the Executive Committee by the Chair.

Section 2 - Term; Vacancies. The term of office of each Member of the Executive Committee shall run concurrently with the term of office of the officers of the Healthcare Law Section. The Executive Committee during the interim between annual elections may fill vacancies on the Executive Committee or in the offices.

Section 3 - Duties. The Executive Committee shall supervise and direct the affairs and determine the policies of the Healthcare Law Section, subject to and in accordance with these Bylaws and the LACBA Bylaws. The Executive Committee is authorized to take action in the name of the Section during intervals between meetings thereof when necessary and desirable.

Section 4 - Meetings; Quorum. Regular Meetings of the Executive Committee shall be held on a monthly basis during the period September – June. Special Meetings shall be called by the Chair, or they may be called by a majority of the Executive Committee. Notice of such meetings shall be given to the Members of the Executive Committee not less than two (2) days prior to such meetings. One-third (1/3) of the Members of the Executive Committee, whether attending in-person or by other telephonic or electronic communication method, shall constitute a quorum to transact business at both Regular Meetings and Special Meetings. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members, if any action is approved by at least a majority of the required quorum for such meeting.

Section 5 - Action Without a Meeting. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting upon the consent of the number of Members of the Executive Committee sufficient to approve such action at a meeting duly called, and for which a quorum is present. Such consent may be obtained by a poll organized and taken by the Chair or the Chair's designee. A poll of the Members of the Executive Committee authorized by this Section 5 may be conducted over the telephone, via email or other electronic means, or through the United States mail. Such action by consent shall have the same force and effect as a vote of the Executive Committee. Such consent or consents shall be filed with the minutes of the proceedings of the Executive Committee.

Section 6 - Voting. The only Members entitled to notice of any Executive Committee meeting or to vote at any meeting or by any poll shall be persons whose names stand on the records of the Executive Committee for the then current fiscal year. Members may not vote by proxy.

Section 7 - Guests. Any Member of the Executive Committee may identify Section members interested in joining the Executive Committee whom the Executive Committee may approve to join as a Guest. Upon such approval, the Chair shall invite such Section members to become Guests. Guests are expected to attend all Committee meetings unless excused by the Chair, and to participate in the planning of at least one Section program during the fiscal year. At the close of the fiscal year in which a Guest has served, the Executive Committee may vote to elevate the Guest to Member status commencing the next fiscal year or invite the person to serve as a Guest for another fiscal year. Guests shall not be counted for purpose of quorum requirements, and are not entitled to vote on proposed actions before the Executive Committee.

ARTICLE VII COMMITTEES

Section 1 - Committees. The Chair of the Section shall have the power, without Executive Committee approval, to appoint such committees as may be necessary or desirable for the purpose of furthering the objectives of the Section.

Section 2 - Committee Chairs and Other Officers. The Chair of the Section shall appoint a Chair of each committee, and any other officers deemed necessary, in the Chair's sole discretion.

Section 3 - Members. The members of any committee shall be appointed by the Chair of the Section or the Chair's designee.

Section 4 - Term. The term of the officers and members of each committee shall run concurrently with the term of office of the officers of the Section.

ARTICLE VIII MEETINGS OF MEMBERS

Section 1 - Meetings. The Healthcare Law Section may hold special meetings of its members upon the call of the Chair, or the Vice Chair.

Section 2 - Notices. Notice of the time and place of all meetings shall be given to all members at least five (5) days prior thereto.

Section 3 - Quorum. The members of the Section present shall constitute a quorum for the transaction of business at any meeting of the Healthcare Law Section. Action shall be by a majority vote of the members present.

Section 4 - Rules. All meetings of the Section shall be conducted in accordance with Robert's Rules of Order Revised.

Section 5 - Approval of Actions. No report, recommendation, news release, or other action of the Section or of any committees thereof shall be considered as the action of LACBA unless and until it has been approved by the Executive Committee of the Section and the LACBA Board of Trustees or its designated representative or committee.

ARTICLE IX AMENDMENTS TO BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of a quorum present at an Executive Committee meeting duly called (or by a two-thirds (2/3) vote of the Members of the Executive Committee polled pursuant to the provisions of Article VI, Section 4, of these Bylaws), subject to approval by the LACBA Board of Trustees.

ARTICLE X ELECTIONS

Section 1 - Time. The Healthcare Law Section shall hold a regular annual election for the election of officers. The date of such election shall coincide as near as may be practicable with the date of the election of officers of LACBA.

Section 2 - Nominating Committee. There shall be a Nominating Committee of three appointed by the Chair of the Section from active Section members in good standing. The Nominating Committee shall nominate one or more members of the Section for each of the offices of the Chair, Vice Chair, Secretary and Treasurer. The written report of the Nominating Committee, stating the names of the persons so nominated, shall be forwarded to the Chair of the Section at least thirty (30) days prior to the date of the regular annual election. The members of the Section shall be notified of such nominations at least twenty-five (25) days prior to the date of such election.

Section 3 - Additional Nominations. Additional nominations for any office may be made by filing, with the Chair of the section at any time prior to fifteen (15) days before the annual election, a written notification signed by at least twenty (20) members of the Section in good standing entitled to vote.

Section 4 - One Candidate For Each Office. If the Nominating Committee nominates only one candidate for each position, and if no one is nominated in accordance with Section 3 of this Article X, then the slate as nominated will be deemed unanimously elected and the results shall be reported in writing to the members of the Section.

Section 5 - Ballots. If additional nominations are received in accordance with Section 3 of this Article X, a ballot containing the names of the nominees for each office with a blank write-in space after each office, shall be given to each member of the Section entitled to vote not later than ten (10) days prior to the annual election date. The ballots shall be in such form and shall contain such instructions as may be prescribed by the Executive Committee. The ballots shall be transmitted by regular mail or electronic means to each member of the Section. Each member of the Section shall have the right to vote for a nominee named on the ballot, or for any other member of the Section by writing his or her name in the proper blank "write in" space.

Section 6 - Voting. Ballots must be received at LACBA offices either in paper or electronic form, as applicable, in accordance with the instructions written on or furnished with the ballot not later than 4:00 p.m. on the election day, at which time the voting shall cease and the polls shall close.

Section 7 - Counting. Immediately upon the close of the balloting, the votes shall be solicited and counted by LACBA staff in accordance with standard procedure, and the results shall be reported in writing to the Executive Committee of the Section.

Section 8 - Votes To Elect. A plurality of votes cast shall elect. In case two or more candidates for one office shall receive an equal number of votes, a ballot shall be taken between such candidates by the outgoing Executive Committee prior to the end of the fiscal year.

**ARTICLE XI
NOTICE**

Except as otherwise expressly provided herein, notices required or permitted to be given to any Healthcare Law Section members hereunder shall be in writing and deemed given immediately when delivered in person, or on the third day after being deposited in the United States mail with postage prepaid, or on the next business day after being sent by overnight delivery with a reputable overnight delivery service, or on the same day if sent via e-mail or other electronic means, at the last known address or contact information of the recipient as listed on the membership records of LACBA.

**ARTICLE XII
EQUAL OPPORTUNITY**

The Healthcare Law Section shall not restrict membership, services, or benefits conferred on the basis of race, color, national origin, religious creed, ancestry, gender, sexual orientation, marital status, age, disability and political affiliation, and is committed to eliminating barriers on those bases within the legal profession and in society as a whole. The Section shall encourage diversity among its leadership and among those participating at all levels of the Section. It shall be a priority of the Section to promote a climate of public understanding and mutual cooperation for achieving equality of opportunity among the membership.

Amended 3/25/2015