

OTHER STATES' GOVERNANCE MODELS

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BASIC ATTORNEY DISCIPLINE MODELS

Among the 50 states and the District of Columbia, there is a veritable “cornucopia” of programs, functions and funding sources for the attorney discipline system. There are 51 models (54 if New York’s four separate systems are counted) for 51 jurisdictions, each highly reflective of local custom and practice, the diversity of the profession, and differing perceptions of what is the appropriate role of members of the public, lawyers, the judiciary and the Legislature in the regulation of the legal profession. It is, however, generally acknowledged that California’s model is truly unique and does not fit exclusively into any of the basic models.

While each system has its nuances, there are three basic attorney discipline system models in use in the United States. Each model is extremely dependent on whether or not the state has an integrated (unified or mandatory) state bar association (in which membership and dues are required as a condition of practicing law in the state) or a voluntary state bar association (where membership in the bar is purely voluntary and the bar may undertake some Supreme Court–directed functions), and whether regulatory functions (discipline) are combined with non–regulatory activities. In most, but not all, integrated bar states, the bar undertakes the discipline function directly on behalf of the Supreme Court. However, in a number of bar states, the Supreme Court or the

Legislature has created a separate and distinct board, commission or agency to oversee the discipline function. In most voluntary bar states, the Supreme Court has created a separate and distinct board, commission or agency to oversee the discipline function.

SUMMARY

Predominant Integrated Bar Model

The predominant model, found in 20 of the 51 jurisdictions, is the integrated bar in which day-to-day operational responsibility for the discipline system resides in the integrated bar. The Supreme Court exercises direct oversight and direction through its power of appointment to discipline boards operating within the general structure of the bar. (See Attachment A.)

Predominant Voluntary Bar Model

In this model, found in 18 of the 51 jurisdictions, the Supreme Court undertakes more direct day-to-day oversight of and responsibility for the disciplinary system by using (either by court rule or legislative act) a distinct board, commission or agency separate from the bar with an exclusive focus on discipline-related issues. (See Attachment B.)

The Hybrid Integrated Model

13 of the 51 jurisdictions use this model which includes attributes of both the integrated and voluntary bar models. It is similar to the integrated model because a lawyer must belong to the bar in order to practice law. Typically, however, the Supreme Court or Legislature has created a disciplinary oversight board, commission or agency to oversee the regulatory (discipline) functions separate from the integrated bar. In this model, the Supreme Court assesses fees directly for both the disciplinary agency and the mandatory bar for more traditional bar association activities. In this model, the Supreme Court usually, but not exclusively, appoints the members of the oversight board, commission or agency. (See Attachment C.)

A chart of Jurisdiction by Model Type is set forth in Attachment D.

ATTRIBUTES

All models share one overriding concept — that the court of highest jurisdiction exercises plenary power over the discipline system.¹

Generally, what distinguishes the structure of the three basic models is the scope of Supreme Court involvement in the oversight function, either through the integrated bar or through the separate agency, and the specific vehicle by which it exercises that oversight.

¹ Whether or not this is the case in the State of New York is unclear in that the Court of Appeal is the highest court in New York, yet the discipline function is carried out independently by the appellate departments, which are nominally under the Court of Appeal. The Court of Appeal apparently exercises no oversight.

Shared attributes of all models include:

- Fee-setting authority
- Budget approval process (earmarked discipline funds or not)
- Appointment to oversight group
- Selection of adjudicators
- Selection of chief prosecutor
- Inclusion of public members (either as adjudicators or on oversight board)
- Inclusion of other regulatory-related functions.

BREADTH OF OPTIONS

Fee-Setting/Budget Approval

In almost all states, other than the ten states in which the Legislature sets a fee by statute, the Supreme Court—either directly through an assessment process or indirectly through a budget approval process—sets the fee for the disciplinary and other regulatory functions. Roughly half of the states “ earmark ” a portion of the general bar fees for disciplinary and other related functions, such as client security funds, lawyer assistance programs, etc. Examples of the various processes used in various states include:

1. ***Legislative Approval/Fee Ceiling Process:*** In 11 states (Alabama, California, Connecticut, Idaho, Mississippi, North Carolina, New York

(four appellate departments), Oklahoma, North Dakota, Vermont, and Virginia,²), the Legislature approves the fee or sets the fee ceiling.

2. ***Bar Association Earmarked Fee/Dues Process:*** In 11 jurisdictions (Arizona, District of Columbia, Florida, Georgia, Kentucky, Michigan, Nebraska, New Mexico, Oregon, Texas and Wisconsin), the State Bar sets general bar membership fees and, in consultation with the Supreme Court, earmarks a portion of these fees for the disciplinary system.

3. ***Direct Supreme Court Assessed Fees Process:*** In 23 states (Colorado, Delaware, Hawaii, Illinois, Iowa, Kansas, Louisiana, Maine, Maryland, Massachusetts, Minnesota, Missouri, Montana, New Hampshire, New Jersey, Ohio, Pennsylvania, Rhode Island, Tennessee, Washington, Nevada, Utah, and West Virginia), the Supreme Court directly sets and collects the

² In 11 states in which the Legislature exercises final fee authority, it appears that in Alabama, California, Mississippi, North Carolina and Oklahoma, the Supreme Court is not involved in the process. In Alabama, the bar prepares a budget which is submitted to the State Budget Office and then to the Governor. In New York, the fee is set by the appellate departments as part of the annual budget approval process with the Legislature. In North Dakota, the Legislature sets a fee ceiling (similar to California), and the exact amount is set by the bar. Monies collected pass through the general fund and approximately 30% of expenses are paid by general fund monies. The State Court Administrator participates in the budget development, and the discipline budget is included in the State Court system budget. In Vermont, fees are set by the Supreme Court subject to legislative review and revision. The Court Administrator participates in the budget preparation process. In Virginia, the Legislature sets a fee ceiling, but the Supreme Court sets the exact fee amount with the bar preparing and recommending the actual budget to the Court. Idaho requires both the Legislature and the Supreme Court to agree on the fee. Connecticut's Legislature assesses an annual occupation tax paid directly to the General Fund.

fees for the disciplinary system, typically through a regulatory oversight board that is separate and distinct from the bar association.

4. ***Supreme Court General Budget Process:*** In two states (Connecticut and South Carolina), the Supreme Court sets the fee for the disciplinary system, which is included as part of the Supreme Court's general budget process. (See also Footnote 2.)

In most of the integrated bar states, the bar association is responsible for the discipline and budget process, subject to some consultation with the Supreme Court. Alternatively, the voluntary bar states use a direct Supreme Court assessment process to fund the function, with some states providing a role for the bar in the process. However, neither is exclusive. Some integrated bars also use a direct Supreme Court assessment process for the discipline functions (Michigan, Louisiana, Washington, Wisconsin).

DISCIPLINE OVERSIGHT MODELS

The vehicle used to actually oversee the operations of the discipline/regulatory system, the process to accomplish the oversight, and the composition of the body responsible is crucial, and states differ substantially in the details of the process.

Predominant Integrated Bar Model

In this model, the state bar, by legislation or Supreme Court Rule, is primarily responsible for the day-to-day operation of the discipline system. It generally oversees all functions, appoints and hires the chief prosecutor, assesses and collects the fee (normally part of the general membership fee with some states earmarking funds), and appoints some or all of the adjudicators. In this model, frequently a “disciplinary board” of some type, separate from the Bar governors/directors is appointed to oversee these functions. Often, but not predominantly, the Supreme Court of the state also makes appointments to that disciplinary board if it does not make appointments directly at the State Bar Board director level. Typical models of this system are Arizona, Georgia, Kentucky, Virginia and Wyoming.

Predominant Voluntary Bar Model

In this model, the Supreme Court, usually by rule of court, creates a board, commission or agency distinct from the voluntary state bar association. Lawyers are required to pay a special assessment, as a condition of practice, that is used to support the discipline oversight entity. In almost all voluntary bar states, with few exceptions, the Supreme Court makes all of the appointments to the oversight panel, board or commission. This entity appoints adjudicators or acts as adjudicator itself; it frequently selects and hires the chief prosecutor after some form of consultation with the Supreme Court and often provides administrative oversight to the entire 'system.'

The composition of the oversight group in this model varies dramatically from state to state. Frequently, public members are appointed by the Court, and in some instances the voluntary state bar association has a number of appointments to the oversight board.

In this model, the voluntary state bar association is a stakeholder in the system rather than the governing body responsible for oversight of day-to-day operation.

Typically, this model tends to limit itself solely to discipline-related functions and the less directly related functions, such as fee arbitration and lawyer assistance programs, often fall within the "member services" ambit of the voluntary state bar association".

Illinois, New Jersey and Pennsylvania are examples of this type of system.

Predominant Hybrid Integrated Model

This model is a combination of a traditional integrated bar model with an oversight board, commission or agency separate from the Bar, reporting directly to the Court. In states employing this model, there are separate fee assessments, either directly by the Supreme Court or by the integrated bar as part of the general fee to fund the day-to-day operations of both an integrated bar and the separate discipline operation. In these states, the Supreme Court appoints the oversight board(s) for the discipline function. There may be separate adjudication/prosecution entities (Michigan) or one integrated entity, in which there is adjudication, prosecution, and administrative oversight (Louisiana). Louisiana, New Hampshire, Nebraska, Wisconsin, Montana, New Mexico, Rhode Island and Michigan are examples of this type of model.

Commonalities

Several generalizations are possible:

1. In almost all states, the Supreme Court appoints the adjudicators directly or appoints a board or an adjudicative body, which in turn selects other adjudicators.³

³ A small number of states does not use volunteer adjudicators which is the historical model. California uses a professional State Bar Court. Minnesota uses Special Referees from the general court system who also hear other cases. Maryland and Utah utilize judges from other courts of record. Florida provides for Supreme Court selected referees from the court systems. New York and New Hampshire may use a retired judge, and Texas allows for a "trial by jury" option by the lawyer within the general court system. North Carolina operates a "parallel" system with courts of record exercising optional original jurisdiction. Virginia allows an "opt-out process" to Circuit Court from the regular system at respondents' request.

2. In integrated bar states, the bar usually appoints the chief prosecutor subject to approval or confirmation by the Supreme Court. (In Virginia, the attorney general must approve the selection.) In voluntary bar states, the separate agency reporting directly to the Supreme Court as its discipline oversight board selects the chief prosecutor, frequently with Court concurrence.
3. Generally, the oversight boards, whether in integrated or voluntary states, are comprised of from 7 to 26 members and frequently have a mixed administrative/adjudicative responsibility.
4. Public members (non-attorneys),⁴ frequently selected by the Supreme Court or specifically appointed by designated stakeholders, serve on almost all oversight bodies. Normally, attorney members of those oversight entities are direct appointees of the voluntary or integrated bar. For example, the bar appoints all members of the oversight board in Alabama, Alaska, Florida, Georgia, Indiana, Kentucky, Minnesota, Nebraska, Nevada and West Virginia. The Supreme Court appoints all members of the

⁴ Ohio, with 28 members (17 attorneys, 4 lay people and 7 judges), appears to be the exception to the general rule, but that is primarily because the oversight body oversees both attorney and judicial discipline.

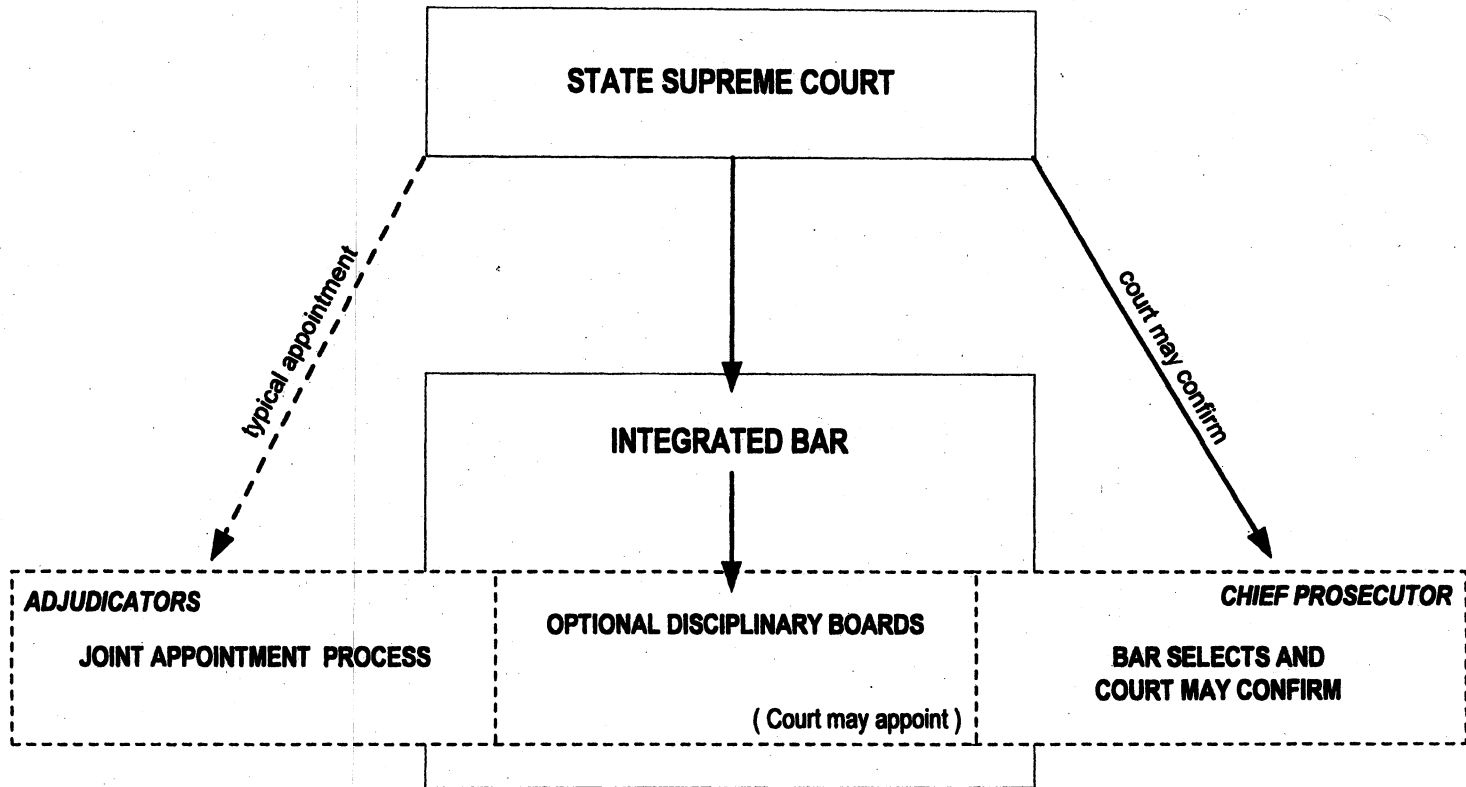
oversight board(s) in Wyoming, Wisconsin, Virginia, Michigan, Montana, New Hampshire, North Dakota, Rhode Island, South Carolina, and Vermont. Shared appointment power between the bar and the Supreme Court in some combination, frequently including public members, is in effect in Arizona, Hawaii, Louisiana, New Mexico, Oregon, South Dakota, Washington and the District of Columbia.⁵ Some states, such as North Carolina and Virginia, have both a voluntary state bar association which provides lawyer association activities and an integrated state bar which is responsible for the disciplinary function. Oklahoma's Professional Responsibility Commission, similar to California, includes appointees by the Speaker of the House of Representatives and the President Pro Temp of the Senate.⁶

⁵ North Carolina's disciplinary hearing commission is unique in that the bar makes a significant number of appointments (10 out of 15), but the balance are appointed by the Governor, the Lieutenant Governor and the Speaker of the House of Representatives. Oklahoma's Disciplinary Board (adjudicative) consists of 21 members, 14 lawyers appointed by the bar and 7 non-lawyers appointed by Governor.

⁶ In the unique California model, plenary authority over the system is reserved to the Supreme Court. However, the Court exercises no direct appointment power other than in the selection of adjudicators, which it shares with the legislative and executive branches. North Carolina and Oklahoma appear to be the only other states that share such appointment power.

TYPICAL INTEGRATED BAR MODEL

(Georgia)



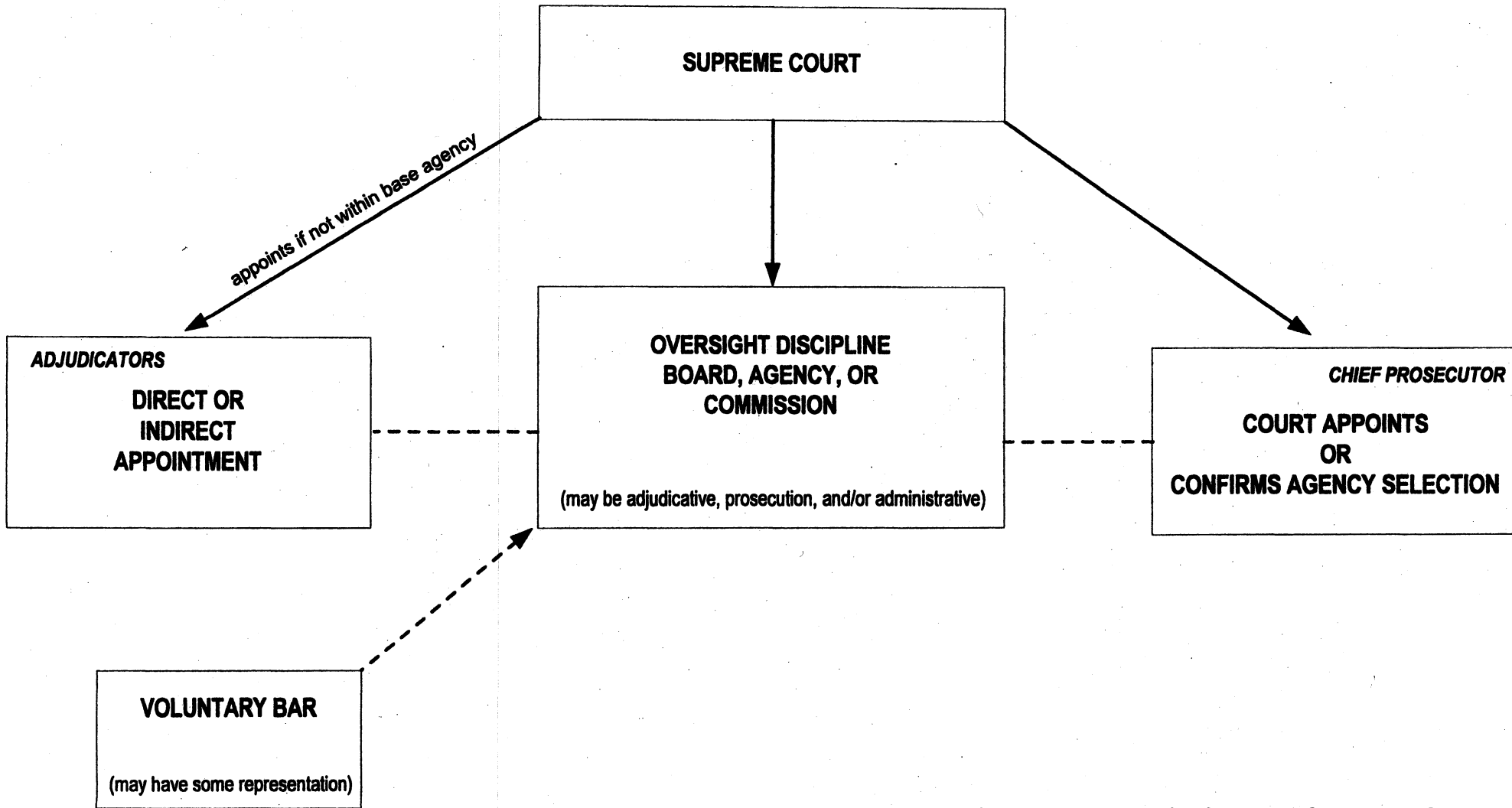
- Bar prepares budget and Court assesses fee and Bar collects as part of member fee.

- Court may appoint to Disciplinary Board (mixed function) or appoints Adjudicators directly.

- Bar selects prosecutor and Supreme Court may concur or no Supreme Court role.

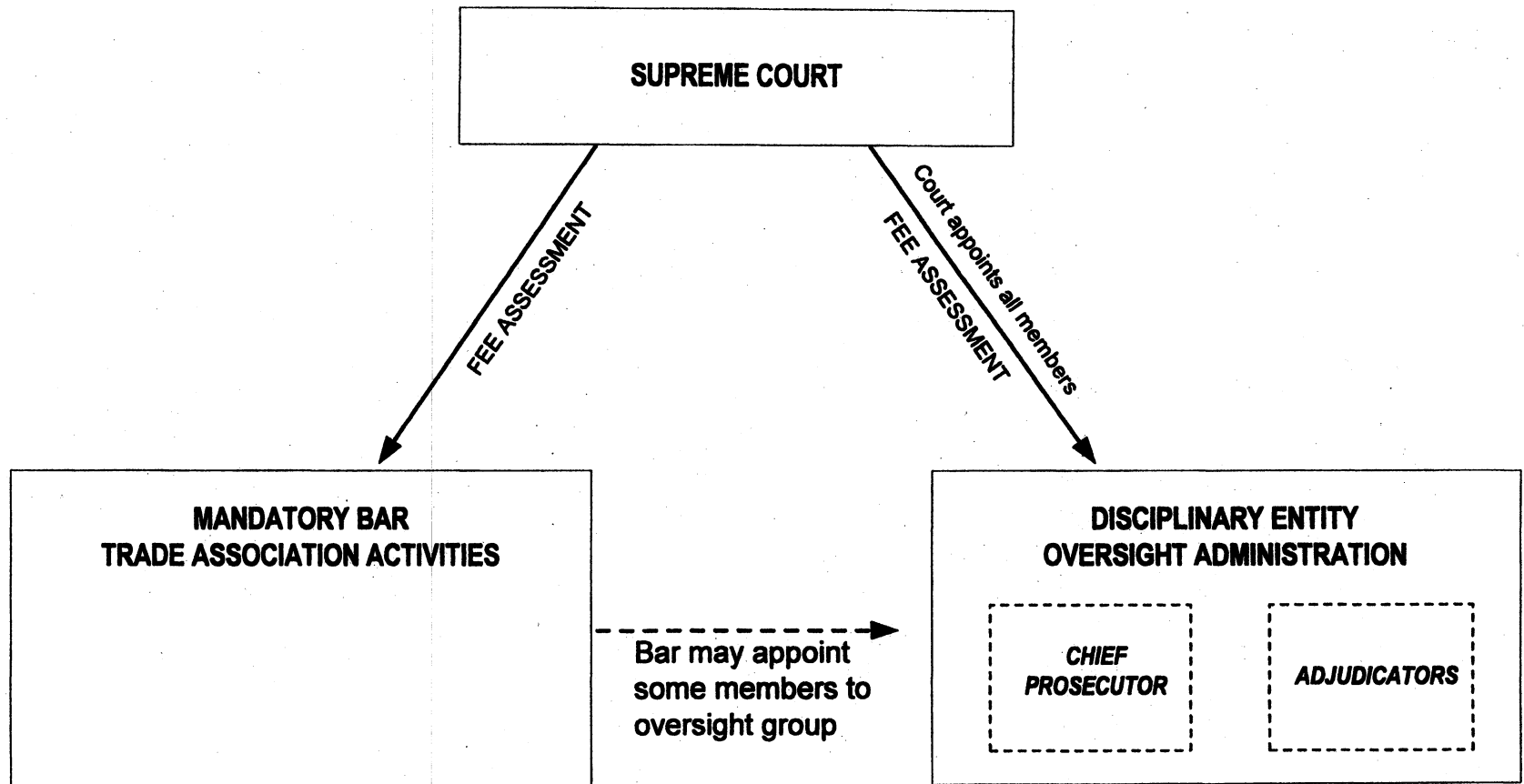
TYPICAL VOLUNTARY BAR MODEL

(New Jersey)



- Agency prepares budget and Court sets fee.
- Court selects or confirms Chief Prosecutor.
- Court selects Adjudicators. Voluntary Bar may have "stakeholder" interest in agency or Adjudicator selection.

HYBRID INTEGRATED MODEL (Michigan)



- *Bar membership is mandatory and supported by Supreme Court fee assessment.*
- *Separate discipline entity supported by Supreme Court fee assessment.*
- *Entity selects Chief Prosecutor/Adjudicators.*
- *No legislative involvement.*

JURISDICTION BY MODEL TYPE

INTEGRATED MODEL (GEORGIA)	VOLUNTARY MODEL (NEW JERSEY)	HYBRID (MICHIGAN)
<p>Alabama Alaska Arizona California Florida Georgia Idaho Kentucky Mississippi Nevada North Carolina Oklahoma Oregon South Dakota Texas Utah Virginia Washington West Virginia Wyoming</p>	<p>Arkansas Colorado Connecticut Delaware Illinois Indiana Iowa Kansas Maine Maryland Massachusetts Minnesota New Jersey New York Ohio Pennsylvania Tennessee Vermont</p>	<p>District of Columbia Hawaii Louisiana Michigan Missouri Montana (3/1/02) Nebraska New Hampshire New Mexico North Dakota Rhode Island South Carolina Wisconsin</p>

**ALASKA BAR ASSOCIATION
(MANDATORY)**

<p>Alaska Bar Association P.O. Box 100279 Anchorage, AK 99510-0279 907/272-7469 907/272-2932 fax</p>	
Number of Members/Attorneys:	3,980
Size of Board	12
Member Selection:	<p>9 active attorney members of bar nominated (petition signed by 3 members) and elected by active membership (8 by district and 1 at-large).</p> <p>3 non-attorney public members appointed by governor and confirmed by legislature. <i>Bylaws of the Alaska Bar Association</i></p>
Terms/Limits:	3-year term
Vetting Process:	<p>Vetting committee-Board of Governors of Alaska Bar Association.</p> <p>Chair of vetting committee-President, Alaska Bar Association.</p> <p>The Executive Director creates special election roster which contains an alphabetical listing of the active members of the Bar in good standing eligible to vote in each election. Nominating petition mailed to each active member. Must be signed by 3 members entitled to vote. Active in-state members may vote and be candidate from district where he/she resides. Active members residing out of state may only vote in and be a candidate for the at-large position. Vote by secret ballot. Executive Director and at least 2 members of elections committee certify election results.</p>
Mission Statement	<p>The powers, duties, responsibilities, and organization of the Alaska Bar Association are established by the Alaska Integrated Bar Act and by the Alaska Bar Rules, which together shall be considered the charter of the Alaska Bar Association. The purposes of the Alaska Bar are to:</p> <ol style="list-style-type: none"> (1) cultivate and advance the science of jurisprudence; (2) promote reform in the law and in judicial procedure; (3) facilitate the administration of justice; (4) encourage continuing legal education for the membership; and (5) increase the public service and efficiency of the Bar.

Section 2. Powers.

The powers, duties, responsibilities, and organization of the Alaska Bar Association are established by the Alaska Integrated Bar Act and by the Alaska Bar Rules, which together shall be considered the charter of the Alaska Bar Association.

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Section 3. Purposes.

The purposes of the Alaska Bar are to:

- (1) cultivate and advance the science of jurisprudence;
- (2) promote reform in the law and in judicial procedure;
- (3) facilitate the administration of justice;
- (4) encourage continuing legal education for the membership; and
- (5) increase the public service and efficiency of the Bar.

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Section 4. Office.

The office of the Alaska Bar Association is in the Municipality of Anchorage, Alaska.

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Section 5. Service and Filing.

All petitions, notices or other writings required to be filed with the Alaska Bar Association or served upon the Board of Governors shall be filed in the Association's office.

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Section 6. Administrative Districts.

For the purpose of the administration of the Act, these Bylaws, the Rules, and the Policies and Regulations promulgated under them, four administrative districts, based in part upon the judicial districts existing in 1973, are created as follows:

- (1) The First Judicial District of Alaska;

- (2) The Second and Fourth Judicial Districts of Alaska combined;
- (3) The Third Judicial District of Alaska; and
- (4) Any jurisdiction or geographical area outside the State.

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ARTICLE II. MEMBERSHIP

Section 1. Classification and Roster of Members.

(a) **Classes of Membership.** There are four classes of membership in the Alaska Bar Association:

(1) **Active Members.** Any person now or hereafter admitted to the practice of law in Alaska and membership in the Alaska Bar Association is an active member and shall maintain active membership status unless the member:

- (A) transfers, or is transferred, to inactive or retired status;
- (B) resigns from Association membership;
- (C) is placed on interim disability or disability inactive status; or
- (D) is suspended or disbarred.

(2) **Inactive Members.** Inactive membership in the Alaska Bar is limited to members who no longer engage in the practice of law or hold judicial office or any other legal position in the State of Alaska.

(3) **Retired Members.** Retired membership in the Alaska Bar is limited to former active or inactive members of the Alaska Bar who are 65 years of age or older and who no longer engage in the practice of law or hold judicial office or any other legal position in the State of Alaska or any other jurisdiction.

(4) **Honorary Members.** Deserving Alaskan citizens, any district court judge not already a member of the Bar, and distinguished visitors who have contributed to the purposes of the Alaska Bar Association may be accorded honorary membership in the Association upon a vote of the members of the Board or a majority of the members in attendance at an annual business meeting of the Bar.

(b) **Roster of Members.** The Association shall keep a roster for the enrollment of all members of the Alaska Bar. The roster shall contain such information as the Board may determine to be proper and desirable.

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Section 2. Transfer from Active Membership to Inactive or Retired Status.

(a) **Methods of Transfer.** Only the following methods are effective to transfer from active status to inactive or retired membership:

- (1) Written request by the member to, and permission to transfer granted by, the Executive Director,

and the clerks of court that the member has the character and fitness to practice law as provided in Alaska Bar Rule 2, Section 1(d) and that the requisite dues and penalties have been paid.

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Section 4. Required Fee for Other Attorneys.

The required fee for other attorneys under Civil Rule 81(a)(2) is the amount required for active members under Section 1 of the Bylaws per case per year until the attorney notifies the Alaska Bar Association that the case in which the attorney is participating is closed or the attorney has withdrawn from the case.

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Section 5. Dues Expenditure Policy; Objection(s) to Expenditure(s).

(a) Board Policy Concerning Expenditure of Dues. It is the general policy of the Board to restrict the disbursement of dues to expenditures necessarily or reasonably incurred for the purpose of regulating the legal profession in Alaska or improving the quality of legal services available to the people of Alaska. These expenditures are considered "chargeable" within the meaning of **Keller v. State Bar of California**, 496 U.S. 1, 110 L.Ed.2d 1, 110 S.Ct. 2228 (1990). To the extent that any member objects to the disbursement of dues for reason that the member believes the expenditure to be "nonchargeable," the member must file an objection as provided in subparagraphs (d) and (e).

However, the Board, upon a vote of three quarters of the members of the full Board, may approve the disbursement of dues for expenditures which are considered "nonchargeable" within the meaning of **Keller v. State Bar of California**. If the Board disburses funds for "nonchargeable" expenditures, notice of the expenditure(s) shall be given in the official publication of the Bar and a member may request, in writing to the Executive Director, an appropriate dues refund within sixty (60) days of such notice. The dues refund, which shall be determined by the Board, shall be limited to that pro-rata amount of a member's dues reasonably related to any costs actually incurred with regard to the "nonchargeable" activity. To the extent that any member objects to the determination of the amount of the expenditure, the member must proceed under subparagraph (e).

(b) Publication of Annual Budget. Following approval by the Board, the annual budget of the Bar shall be published in the official publication of the Bar, and shall otherwise be distributed to ensure notice to all dues-paying members. In addition, copies of the approved annual budget shall be available to members upon request.

(c) Information in Dues Notices. Dues notices sent to members shall reference: (1) the publication of the annual budget of the Bar in the official publication of the Bar and advise members that they may obtain a copy of the budget upon request, and (2) that members may review the approved minutes of the Board at the Bar office and obtain a copy of the approved minutes upon request.

(d) Time for Filing Objection(s). A member's objection to the expenditure of dues by the Board must be received by the Executive Director or postmarked within sixty (60) days of the publication of the Board action in the official publication of the Bar.

(e) Arbitration of Objection(s) to Expenditure(s). Upon receipt of a timely objection to an expenditure, the President of the Board shall appoint a hearing master to consider the objection, utilizing the

procedures provided in Bar Rule 7. All objections to expenditure(s) shall be consolidated in a single proceeding, where possible. The Bar shall have the burden of proving by a preponderance of the evidence that the expenditure(s) objected to are "chargeable."

In addition, the President shall direct the Executive Director to determine the amount of the expenditure (s) reasonably in dispute involving the objecting member(s) and shall order that amount to be held in an interest-bearing escrow account pending final determination by the Board, or if appealed, by the Alaska Supreme Court.

If the hearing master determines that an objection to an expenditure has been frivolously made, the hearing master may assess costs associated with the proceeding against the member(s) filing the frivolous objection(s).

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ARTICLE IV. BOARD OF GOVERNORS

Section 1. Duties and Responsibilities.

The Board of Governors is the governing body of the Alaska Bar Association and is vested with power and authority including, but not limited to, adopting regulations and policies concerning the activities, affairs, and organization of the Alaska Bar, and collecting and disbursing all monies of the organization, subject only to any limitation imposed by the Act and the Bar Rules.

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Section 2. Membership.

The Board of Governors of the Alaska Bar Association consists of 12 governors. Nine governors shall be active members of the Bar elected by the active membership of the Association in accordance with provisions of the Act and these Bylaws. Three governors shall be non-attorneys appointed by the Governor of the State, subject to legislative confirmation in accordance with provisions of the Act.

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Section 3. Term of Office and Succession.

Elected members of the Board shall take office at the close of the annual business meeting of the Association held immediately following their election. The term of office is three years. The terms of appointed members shall be as provided by the Act. Governors may succeed themselves in office.

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Section 4. Oath of Office.

Prior to assuming the duties and responsibilities of a Board member, the newly elected or appointed governor must complete an Oath of Office. Each governor's Oath of Office, or a copy of it, shall be maintained in a file in the Association's office during that governor's term.

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Section 5. Removal.

Upon a petition signed by 25 percent of the members of any District for the recall of any governor elected from that District, or in the case of the governor-at-large, a petition signed by 25 percent of the members of the Association, the Executive Director shall immediately serve notice on the governor of the filing of the petition, and if he or she does not resign within 10 days from the date of service, the Executive Director shall mail ballots to each member of the Alaska Bar entitled to vote, submitting the question of whether the elected governor shall be recalled. Any recall vote shall be conducted in accordance with Article VI of these Bylaws.

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Section 6. Resignation.

A governor may resign from his or her position. The resignation shall be in writing to the President or, if an appointed member of the Board, to the governor of the State and the Bar President.

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Section 7. Vacancy.

As provided in AS 08.08.070, a vacancy on the Board of Governors from among the elected members shall be filled by appointment by a majority vote of the Board, and a vacancy from among the appointed members shall be filled by the governor of the State.

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Section 8. Board Meetings.

(a) **Regular Meetings.** The regular meetings of the Board whether by physical assembly of the Board or by electronic conference shall be held within the State at the times and places designated by the President. Upon assumption of office, the President shall promptly schedule at least four regular meetings during the year of his or her term. These meeting dates may be changed as circumstances require. The schedule of the Board's regular meetings shall be published electronically on the State of Alaska's Online Public Notice System and on the Alaska Bar's website at least 30 days prior to each regularly scheduled meeting. Timely notice and the tentative agenda of each Board meeting shall be sent electronically to the officers of the Alaska Bar Association, to the members of the Board of Governors, and to the presidents of all local bar associations.

(b) **Emergency Meetings.** Emergency meetings are defined as those meetings held at times other than

regular meetings whether by physical assembly of the Board or by electronic conference. The President or three governors may call emergency meetings of the Board of Governors. At an emergency meeting, the Board may consider only those matters that are specifically set forth in the call of the meeting. Electronic notice of the emergency meeting call shall be given to each governor, unless waived by him or her, as soon as reasonably practicable before the date fixed for the emergency meeting. Public notice of the emergency meeting shall be published electronically on the State of Alaska's Online Public Notice system and on the Alaska Bar's website as soon as reasonably practicable prior to the date of the emergency meeting.

(c) Minutes and Public Attendance. All meetings of the Board shall be open to the public, except that the Board shall meet in executive session when considering the following matters: personnel matters of the Association; litigation or other proceedings in which the Association is interested or a party; the admission of applicants to membership in the Association; Board deliberations on disciplinary and disability matters of the Association; and those other matters that are considered confidential under Part III of the Rules. After approval by the Board, minutes of all public meetings shall be available to members of the Association and to the public.

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Section 9. Quorum.

Seven members of the Board constitutes a quorum at any meeting.

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Section 10. Action of Board Without Assembling. [Rescinded]

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Section 11. Finances.

(a) Disbursement Authority. Any member of the Board so designated, or the Executive Director, shall sign checks for disbursements by the Alaska Bar from its funds. The Executive Director's authority to sign checks is limited by the Board's Standing Policies.

(b) Line-Item Budget. The Board annually shall adopt a line-item budget. The budget shall be published and made available to all members of the Association no later than 30 days before the beginning of the new fiscal year. The Association's fiscal year is the calendar year.

(c) Regular Financial Statements. The Executive Director shall submit a financial statement at each regular meeting of the Board.

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Section 12. Audits.

The books and accounts of the Association shall be maintained and audited in accordance with generally accepted standards of accounting. An audit by an independent audit firm shall take place at the close of each fiscal year, and the report shall be made available to the membership no fewer than ten days prior to each annual business meeting.

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Section 13. Referendum to Membership.

Whenever the Board of Governors is required to take a referendum, or whenever the Board orders a question referred to a vote of the active membership of the Alaska Bar in good standing, a questionnaire shall be prepared containing the matters upon which the vote is to be taken. The questionnaire shall be submitted to each active member in a form that allows the member to vote on it and return it to the Board. Whenever any referendum is taken, the question so referred shall not again be referred before the next annual business meeting of the Alaska Bar. Any question submitted to the members shall be prepared in accordance with the forms and procedures set forth in the Board's Standing Policies.

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Section 14. Proxy Votes.

A Board member may not vote by proxy.

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ARTICLE V. BOARD ELECTIONS

Section 1. Nominations.

A nominating petition shall be mailed to each active Bar member entitled to hold office at least 75 days prior to the date of the election. Nominations for the election of the governors from each District and for the Board's at-large position shall be by petition signed by at least three members entitled to vote for the nominee.

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Section 2. Voting Rights.

Each active in-state Bar member in good standing may vote in and be a candidate from the District in which he or she resides at the time of election, or he or she may be a candidate for the at-large position. Active Bar members in good standing who reside out-of-state may only vote in and be a candidate for the Board's at-large position.

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Section 3. Election Roster.

The Executive Director shall create a special election roster which shall contain an alphabetical listing of the active members of the Bar in good standing eligible to vote in each election.

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Section 4. Ballots and Balloting.

(a) Ballots. Elections shall be conducted by secret ballot. Official election ballots shall be prepared in a form and manner approved by the Board. The ballots shall contain space for the voting member's printed name, written signature, and District. However, to ensure the preservation of the secret ballot, the ballot shall be so arranged that the member-voter identification information will be removed prior to tabulation of the ballot.

(b) Replacement Ballots. If a member entitled to vote in an election does not receive a ballot, or if the ballot received is lost or destroyed, a second official ballot may be supplied to that member, or the member may submit a facsimile of the official ballot, provided that the member has not previously voted in the election.

(c) Balloting. Ballots shall be mailed to each active member eligible to vote at least 21 days prior to the date of the election. To be counted, voted ballots must be received in the office of the Bar Association on or before 5:00 p.m. on the day of the election. The Executive Director shall have the custody of all ballots after they have been received and until the ballots are counted.

(d) Invalid or Questioned Ballots. Should any ballot be returned without both the printed name and written signature of the voting member on the spaces provided on the ballot, the ballot shall not be counted. Should it be determined in the cross-check against the election roster that a second ballot has been received from an eligible voter, that second and any subsequent ballots received from that member shall not be counted. Invalid ballots shall be kept by the Executive Director until after certification of the election. A ballot received which causes the Executive Director to question its validity shall be held by the Executive Director for a determination as to its validity by the members of the Bar Polls and Elections Committee responsible for counting the vote in that election.

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Section 5. Ballot Counting.

The Executive Director and at least two members of the Association's Bar Polls and Elections Committee shall review the count of votes cast and record and certify, in writing, the results of the election to the membership.

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Section 6. Election Results.

The Board shall establish substantive law sections in areas pertinent to the practice of law and shall define the powers, duties, functions and scope of each section in its Standing Policies.

(a) Membership and fees requirements are as follows:

(1) Attorney Membership and Fees. Attorney membership in each section is open to all active and inactive members of the Alaska Bar Association in good standing. \$5 of a member's annual membership fee will be allocated to the budget of the first section joined by that member. A member may join additional sections at a registration fee to the member of \$15 per additional section joined per year.

(2) Informational Membership and Fees. Non-voting section membership is available at the discretion of each section to any person who is not a member of the Association, but who subscribes to the informational and educational objectives of the section. Informational section members may not serve on the executive committee of any section. There is an annual \$15 membership fee assessed for each section joined by an Informational Member.

(b) Section Executive Committees. Each section shall be administered by an executive committee of at least five members elected from the section's attorney membership to serve staggered three year terms. The executive committee shall annually elect, by September 30, a chair, and may elect such other officers as it deems advisable from the membership of the executive committee. Each executive committee shall meet at such times and places as may be designated by the chair of the section. All executive committees shall file with the Board such reports as from time to time shall be requested by the President or the Board. A written annual report shall be delivered to the Board at least thirty (30) days before the annual business meeting.

(c) Annual Section Meeting. Each section's executive committee will schedule an annual meeting of the section membership to hear the annual report of its executive committee and discuss issues and developments pertinent to the section's area of law. The annual meeting will be held at a time and location determined by the executive committee.

(d) Continuing Legal Education Commitment. At least as frequently as is required by the Bar's Continuing Legal Education Committee, each substantive law section in conjunction with the Bar shall be responsible for sponsoring a continuing legal education seminar.

(e) Annual Section Chair/Board Meeting. At each annual convention of the Association, the chairs of each section, or their designees, shall meet with the President-Elect or the Board to discuss section activities and evaluate section needs.

(f) Section Actions Endorsed. No action, report, or recommendation of any section is binding upon the Association unless adopted and approved by the Board.

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ARTICLE VIII. ASSOCIATION MEETINGS

Section 1. Annual Business Meeting.

The annual business meeting of the Alaska Bar Association shall be held within the State at the time and at the place that is selected by the Board of Governors. Notice of the annual business meeting shall state the time and place scheduled for holding the meeting, and shall be provided to the members of the Alaska Bar Association at least six months before the meeting.

Section 2. Emergency Meetings.

Emergency meetings of the Alaska Bar Association are defined as those meetings held at times other than the annual business meeting. Emergency meetings shall be called by the President upon a majority vote of the Board of Governors, or upon the receipt of a written application signed by not less than 25 percent of the active members of the Alaska Bar Association. Emergency meetings may consider only those matters that are specifically set forth in the call of the meeting. Notice of an emergency meeting shall be published electronically on the State of Alaska's Online Public Notice system and on the Alaska Bar's website, shall state the time and the place within the State where the meeting will be held, and shall be given as soon as reasonably practicable prior to the date of the emergency meeting. Each notice shall state specifically the matters to be considered at the emergency meeting.

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Section 3. Parliamentary Rules.

Proceedings at any meeting of the Alaska Bar Association shall be governed by the most recent edition of "Robert's Rules of Order, Newly Revised".

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Section 4. Resolutions.

Resolutions may be introduced for consideration at the annual business meeting if signed by at least 10 active members of the Association, or sponsored by a local bar association or substantive law section. Proposed resolutions shall be received in the office of the Association at least 45 days prior to the date of the annual business meeting and shall, upon receipt, be promptly submitted to each local bar association for its consideration. Resolutions also shall be considered at the annual business meeting if 35 members in attendance at that business meeting sign a petition requesting consideration of the resolution.

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Section 5. Votes.

Each active member in good standing and public member of the Board of Governors in attendance at the annual business meeting shall be entitled to cast one vote on each matter presented for consideration. Proxy votes are not permitted.

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TAB 2

**STATE BAR OF ARIZONA
(MANDATORY)**

<p>State Bar of Arizona 4201 N. 24th Street, Suite 200 Phoenix, Arizona 85016-6288 Phone: 602-252-4804 (from within Maricopa County) 866-482-9227 (toll-free outside Maricopa County) Fax: 602-271-4930</p>	
Number of Members/Attorneys:	20,954
Size of Board:	30
Member Selection:	<p>The Board is comprised of 30 members:</p> <p>7 appointed members:</p> <ul style="list-style-type: none"> • 4-non-attorney public members appointed by the Board • 3-at-large members appointed by the Arizona Supreme Court <p>23 elected members:</p> <ul style="list-style-type: none"> • 19-attorney members elected by fellow Bar members in their district • 4-ex-officio members (immediate past president and deans from Arizona's three law schools)
Terms/Limits:	3 yr term/2 term limit
Committees:	27 Committees; The State Bar has standing and ad hoc committees to advise and serve the State Bar by overseeing programs, addressing current issues, and to make recommendations about the delivery of legal services and the administration of justice.
Vetting Process:	The Bar is under the sole oversight of the Arizona Supreme Court. The Governor's Office controls appointments-see attached documentation.
Mission Statement:	The State Bar of Arizona serves the public and enhances the legal profession by promoting the competency, ethics and professionalism of its members and enhancing the administration of justice.

**FLORIDA STATE BAR
(MANDATORY)**

<p>Florida State Bar 651 E. Jefferson Street Tallahassee, FL 32399 (850) 561-5600</p>	
Number of Members/Attorneys:	88,970
Size of Board:	52
Member Selection:	<p>The Board is comprised of 52 members: 2-public members. Nomination and Appointment of Nonlawyer Members. The board of governors' members who are not members of The Florida Bar shall be chosen and appointed by the Supreme Court of Florida from the list of nominees to be filed with the court by the board of governors. The board of governors of The Florida Bar by majority vote shall nominate 3 persons for each nonlawyer seat and shall file the nominations with the Supreme Court of Florida on or before April 15 of the appointment year for that seat.</p>
Terms/Limits:	2 year term/2 term limit
Committees:	<p>Over 2,000 Bar members serve on 67 standing committees BoG Committees:</p> <ul style="list-style-type: none"> • Board Audit Committee • Board Budget Committee • Board Certification Plan Appeals • Board Client's Security Fund Procedures Committee • Board Communications Committee • Board Disciplinary Procedure Committee • Board Disciplinary Review Committee • Board Executive Committee • Board Investment Committee • Board Legislation Committee • Board Program Evaluation Committee • Board Review Committee On Professional Ethics • Board Strategic Planning • Board Rules Committee- This committee is charged with drafting and/or reviewing changes to the Rules Regulating the Florida Bar, Standing Board Policies, and other bar policies and regulations prior to Board of Governors review and approval. Changes to the Rules Regulating The Florida Bar (after board approval) are submitted to the Supreme Court of Florida for final approval. The committee is also sometimes called on to interpret the rules, bylaws or standing board policies, and to review proposed amendments to sections' bylaws. • Florida Rural Legal Services: One attorney to serve a three-year term on its 20-member Board of Directors. Other

**FLORIDA STATE BAR
(MANDATORY)**

	<p>appointing organizations are the NBA, Virgil Hawkins Florida Chapter, ACLU, voluntary bar associations and various other eligible client and community organizations. The mission of Florida Rural Legal Services is to provide accessible legal assistance that empowers low-income and disadvantaged populations.</p> <ul style="list-style-type: none"> • Florida Realtor-Attorney Joint Committee: Five lawyers, one from each state appellate district, to serve two-year terms commencing January 1, 2011. The Florida Bar president receives the recommendations of the Real Property, Probate and Trust Law Section for consideration. The committee is composed of 10 lawyers appointed by The Florida Bar and 10 realtors appointed by the Florida Association of Realtors. The committee promotes cordial relations between realtors and attorneys and presents educational seminars.
<p>Vetting Process:</p>	<p>Elections are held in even and odd numbered years, staggered in representative circuits. Written nomination petitions are submitted.</p> <p>Bylaw 2-3.5 Nomination Of Members: Nominations for the election of representatives on the board of governors from each judicial circuit shall be made by written petition signed by not fewer than 5 members of The Florida Bar in good standing. In each circuit in which there is more than 1 representative to be elected, the offices of the representatives shall be designated numerically, with the executive director making whatever adjustments are necessary to reflect changes resulting from the annual certification, and a nominating petition shall state the number of the office sought by a nominee. Any number of candidates may be nominated on a single petition, and any number of petitions may be filed, but all candidates named in a petition and all members signing such petition shall have their official bar address in the judicial circuit that the candidate is nominated to represent and shall be members of The Florida Bar in good standing. Nominations for election of a nonresident member of the board of governors shall be by written petition signed by not fewer than 5 nonresident members of The Florida Bar in good standing. Nominees shall endorse their written acceptance on such petitions but no nominee shall accept nomination for more than 1 office.</p> <p>Bylaw 2-3.3 Formula For Apportionment Of Members Of Board Of Governors: (b) Apportionment Formula. The formula for determining the number of representatives apportioned to and elected from each judicial circuit shall be as follows:</p> <p>(1) Determination of Median Circuit Population. Determine the median number of members in good standing residing in the judicial circuits ("the median circuit population") by ranking the judicial circuits in order of the number of members in good standing residing</p>

**FLORIDA STATE BAR
(MANDATORY)**

in each circuit and determining the number of members in good standing residing in the judicial circuit that is ranked exactly midway between the circuit with the largest number of members and the circuit with the smallest number of members or, if there is an even number of circuits, calculating the average membership of the 2 circuits that are ranked midway between the circuit with the largest number of members and the circuit with the smallest number of members.

(2) Apportionment of Representatives Among the Judicial Circuits. Apportion representatives among the judicial circuits by assigning to each judicial circuit the number of representatives equal to the quotient obtained by dividing the number of members in good standing residing in that circuit by the median circuit population and rounding to the nearest whole number.

(3) Determination of Deviation From Median Circuit Population. Determine the relative deviation of each circuit's proportionate representation from the median circuit population by (A) calculating the number of resident members per representative so apportioned, rounded to the nearest whole number, (B) subtracting from that number the median circuit population, (C) dividing the difference by the median circuit population, and (D) converting the quotient so obtained to the equivalent percentile.

(4) Adjustment to Deviation From Median Circuit Population. Determine whether each circuit's relative deviation from the median circuit population would be reduced by adding or subtracting 1 representative, and, if so, add or subtract 1 representative as indicated.

(5) Minimum Guaranteed Representatives. Assign 1 representative to each judicial circuit not otherwise qualifying for a representative under the calculations made in subdivisions (1) and (2).

(6) Increase or Reduction in Number of Representatives to Achieve Required Board Size. If the total number of representatives assigned to the judicial circuits as a result of the steps set forth in subdivisions (1) through (5), when added to the number of officers and other representatives who are members of the board by virtue of the provisions of rule 1-4.1, would result in a board of greater or fewer than 51 voting persons, increase or reduce the number of voting members of the board to exactly 51 voting persons by (A) determining which judicial circuit among those to which more than 1 representative has been apportioned would have the smallest relative deviation from the median circuit population after the gain or loss of

**FLORIDA STATE BAR
(MANDATORY)**

	<p>1 representative, (B) adding or subtracting 1 representative from that circuit, as indicated, and (C) repeating those 2 steps as necessary until the total number of voting board members is increased or reduced to exactly 51.</p> <p>Bylaw 2-3.11 Quorum: A majority of the members of the board of governors shall constitute a quorum for the transaction of business at all meetings.</p>
Mission Statement:	<p>The Florida State Bar Association was formed in 1907 and continued until the summer of 1949 when the Supreme Court of Florida approved the formation of a “unified” or “integrated” bar with mandatory membership. In April 1950, the name was changed to The Florida Bar and 3,758 lawyers were grandfathered in as members.</p>

APPLICATION FOR APPOINTMENT

DATE: _____

Please type or print. Submit a separate application for each requested appointment.

Appointment requested: _____

Name: _____ Attorney # _____

Employer, firm or agency: _____

How long? _____ Phone: _____ Email: _____

Office address: _____

City: _____ State: _____ Zip: _____

If employed less than five years, list previous employer:

Place of Birth: _____ Date of Birth: _____

Residence _____

City: _____ State: _____ Zip: _____

Education (colleges attended, dates of graduation, degree(s)):

Date admitted to The Florida Bar: _____

Admitted to practice before which courts?:

I am a member of the following state/local bar

Have served on the following state/local bar committees (include dates of service; if Chair or Co-Chair, please indicate):

I practice predominately in the following fields (if trial, specify plaintiff/prosecution or defense):

Board Certification (list area):

I am presently: a sole practitioner, in a 2-10 lawyer office, in a 11-35 lawyer office, in a 35+ lawyer office or other (please explain):

Florida Bar appointments presently held or previously held within the past three (3) years:

Have you previously requested appointment to this position? (include dates)

Have you every resigned from a Bar appointment as a result of inability commit the time?

How did you learn of this vacancy?

Please state why you want this appointment; your qualifications; and what you feel you can contribute, including any particular potential you believe your selection would bring to this position (attach an additional sheet as needed to fully respond):

List the names, addresses and phone numbers of at least two other persons who are in a position to comment on your qualifications:

Submit on a separate sheet any additional information which you feel may be of interest to the Board of Governors, such as other education, employment, experience, professional, civic and/or community activities, articles or other publication(s), teaching activities, or academic, professional or civic honors which may be helpful to the Board in evaluating your application as to this particular position.

Under penalty of perjury, I declare the foregoing facts are true, correct and complete to the best of my knowledge and belief.

Date: _____ Signature: _____

PLEASE SEND APPLICATION TO THE EXECUTIVE DIRECTOR, THE FLORIDA BAR, 651 EAST JEFFERSON STREET, TALLHASSEE, FL 32399-2300.

**DEADLINE FOR APPLICATION
IS:** _____

2010 - 2011 Special Appointments Schedule

<u>DATE OF BOG MEETING</u>	<u>ORGANIZATION</u>	<u># OF VACANCIES</u>	<u>TERM</u>	<u>DEADLINE</u>
July 21 - 24, 2010 Sarasota, FL	No Appointments to be made			
Sept. 29 - Oct 2, 2010 New Orleans, LA	No Appointments to be made			
December 8 - 11, 2010 Amelia Island, FL	Florida Judicial Qualifications Commission**	1 lawyer*	6 years	10/29/10
	Florida Rural Legal Services Board of Dir.	1 lawyer*	3 years	11/5/10
	Florida Realtor-Attorney Joint Committee (one from each state appellate district)	5 lawyers*	2 years	11/5/10
January 26 - 28, 2011 Tallahassee, FL	The Florida Bar Foundation - Board of Dir.	2 lawyers	3 years	12/15/10
March 23 - 26, 2011 Orlando, FL	Florida Patient's Compensation Fund	1 lawyer*	4 years	2/23/11
	JNC Statewide Nom. Commission for Judges of Compensation Claims (1st, 3rd & 5th DCA's)	3 lawyers*	4 years	2/23/11
	Supreme Court's Bar Admissions Committee	1 lawyer*	2 years	2/23/11
May 25 - 28, 2011 Key West, FL	ABA House of Delegates	3 lawyers*	2 years	4/12/11
	Florida Legal Services, Inc. Board of Dir.	6 lawyers*	2 years	4/12/11
	Florida Lawyers Assistance, Inc Board of Dir.	3 lawyers* & 2 NL	3 years	4/12/11
	Florida Board of Bar Examiners**	2 lawyers*	5 years	4/6/11
	Florida Board of Bar Examiners**	2 NL*	3 years	4/6/11
	Judicial Nominating Commissions**	1 lawyer for each	4 years	2/28/2011

*indicates eligible for reappointment

**indicates screening committee required

**LOUISIANA STATE BAR ASSOCIATION
(MANDATORY)**

<p>Louisiana State Bar Association 601 St. Charles Avenue New Orleans, LA 70130 (504) 566-1600 <u>www.lsba.org</u></p>	
Number of Members/Attorneys:	19,718
Size of Board:	22
Member Selection:	<p>Board of Governors - elected:</p> <ul style="list-style-type: none"> • 9-elected members from districts • 1-representative from the Council of the Louisiana State Law Institute • 2-faculty members selected from the faculties of the Louisiana law schools <p>Board of Governors - appointed:</p> <ul style="list-style-type: none"> • 7-ex-officio members (officers) • 3-appointed at-large members (appointed by President-Elect with approval of BOG) <p>House of Delegates all elected: 1 delegate from each judicial district + more if more than 1 district judge = 19+</p> <p>Nominating committee to vet candidates for bar officers composed of 15 elected members from districts + the President as chairman.</p>
Terms/Limits	<ul style="list-style-type: none"> • 3 year term (2 year terms for elected Law Institute and law school faculty members of Board of Governors)
Vetting process	<p>The Board of Governors shall consist of ex-officio members, at-large members and elected members. The ex-officio members shall be the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the Chair of the Young Lawyers Section, and the House of Delegates Liaison. There shall be three (3) at-large members appointed by the President-Elect with the approval of the Board of Governors. The elected members shall be the representative from the Council of the Louisiana State Law Institute and the faculty members selected from the faculties of the Louisiana law schools as set forth in Section 4 of Article VI of the Articles, and nine members elected from Board of Governors Districts. The nine (9) members of the Board of Governors Districts shall be elected by a secret ballot, under such procedures as the Board of Governors may fix, by the active and faculty members of the Association, residing in such district. Only active and faculty members in good standing who are admitted to the practice of law in Louisiana shall be eligible for membership on the Board of Governors.</p>
Mission Statement	The objects and purposes of this Association shall be to regulate the

**LOUISIANA STATE BAR ASSOCIATION
(MANDATORY)**

	<p>practice of law, advance the science of jurisprudence, promote the administration of justice, uphold the honor of the Courts and of the profession of law, encourage cordial intercourse among its members, and, generally, to promote the welfare of the profession in the State.</p>
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**ARTICLES OF INCORPORATION
OF THE LOUISIANA STATE BAR ASSOCIATION**

ARTICLE I. NAME

Section 1. Name

The name of this corporation shall be LOUISIANA STATE BAR ASSOCIATION.

ARTICLE II. DOMICILE, REGISTERED OFFICE AND SERVICE OF PROCESS

Section 1. Domicile and Principal Office; Registered Office

This Association shall be domiciled in the Parish of Orleans, State of Louisiana, and shall maintain a principal office in the City of New Orleans, at a place designated by the Board of Governors. The location and municipal address of this Association's registered office is: 601 St. Charles Avenue, New Orleans, Louisiana 70130. A change in the registered office may be authorized at any time by the Board of Governors.

Section 2. Service of Process

The Association's registered agent is its Executive Director Loretta Larsen and the registered agent's municipal address is: 601 St. Charles Avenue, New Orleans, Louisiana 70130. A change in the registered agent may be made at any time in any manner permitted under the laws of Louisiana.

ARTICLE III. OBJECTS, PURPOSES, DURATION AND POWERS

Section 1. Objects and Purposes

The objects and purposes of this Association shall be to regulate the practice of law, advance the science of jurisprudence, promote the administration of justice, uphold the honor of the Courts and of the profession of law, encourage cordial intercourse among its members, and, generally, to promote the welfare of the profession in the State.

Section 2. Duration, Powers, Etc.

This Association shall exist for ninety-nine years from the date hereof, during which time it shall possess all the powers, rights, privileges, capacities and immunities to which nonprofit corporations are entitled or to which they may hereafter be entitled under the constitution and laws of the State of Louisiana, and particularly under the provisions of Title 12, Section 201 et seq., of the Louisiana Revised Statutes.

ARTICLE IV. MEMBERSHIP

Section 1. Active Members

This Association shall be self-governing and its membership shall comprise all persons who are now, or may hereafter be, licensed to practice law in this State.

All justices and judges of the State and Federal Courts who have been licensed to practice law in Louisiana but who are prohibited, because of their judicial office, from engaging in such practice, shall be members of this Association. They shall be entitled to exercise all the rights of membership, except the right to hold office, without the payment of dues.

Section 2. Faculty Members

Full time faculty members of Louisiana law schools belonging to the Association of American Law Schools, although not licensed to practice law in this State, may voluntarily pay the maximum prescribed dues and thereby become entitled to exercise all the rights of membership in this Association, except the right to practice law and to hold office.

Section 3. In-House Counsel Members

In-house counsel members, as defined in La. S.C. Rule XVII, Section 14, are required to pay the maximum prescribed dues and are entitled to exercise all the rights of membership in this Association, except the right to hold office and the right to practice law other than as specifically defined in La. S.C. Rule XVII, Section 14.

Section 4. Inactive Members

Any member in good standing may be enrolled as an inactive member upon his written request to the Secretary, who then shall notify the Supreme Court accordingly.

Section 5. Law Student Members

Any law student in good standing in a Louisiana law school belonging to the Association of American Law Schools may voluntarily pay the prescribed dues and thereby become entitled to exercise all the rights of membership in this Association, except the right to practice law and to hold office.

Section 6. Authority to Practice Law Restricted

No person shall practice law in this State unless he/she is an active member, in good standing, of this Association.

ARTICLE V. REGISTRATION AND DUES

Section 1. Registration

The Association shall annually furnish each member with an attorney registration statement calling for such information concerning the member's eligibility and qualification to practice law as the Board of Governors shall require.

Any such member who fails to return the attorney registration statement completely filled out within thirty (30) days after its being sent shall be deemed delinquent and shall be so notified in writing by the Treasurer. If the delinquent member fails to return the attorney registration statement with thirty (30) days after such notice of delinquency, he/she shall cease to be a member in good standing and shall thus become ineligible to practice law, whereupon the Treasurer shall certify such member's ineligibility to the Supreme Court, provided, that upon receipt of said attorney registration statement by the Treasurer such member shall be reinstated and notice of his/her reinstatement shall be certified to the Supreme Court.

Section 2. Fiscal Year

The fiscal year of this Association shall begin July 1st of each year and end June 30th of the following year.

ARTICLE VI. OFFICERS

Section 1. Officers

This Association shall have five officers, namely, a President, a President-Elect, a Secretary, a Treasurer and an Immediate Past President. The President-Elect shall be elected annually from the membership. The Secretary and the Treasurer shall be elected biannually from the membership, with the term of the Secretary commencing in odd-numbered years and the term of the Treasurer commencing in even-numbered years. The President-Elect shall automatically succeed to the office of President upon the expiration of the term of the President then in office, or if a vacancy occurs in the office of President. The President shall automatically succeed to the office of Immediate Past President for the year following his/her term as President. Neither the President nor the President-Elect shall succeed himself/herself except as provided in Section 3.

The President-Elect, Secretary and Treasurer shall take office at the adjournment of the first annual meeting following their election and shall serve until the adjournment of the annual meeting coinciding with the expiration of their term of office.

No member of this Association shall be a candidate for or hold more than one office in this Association at any one time. The term "office" shall include President, President-Elect, Secretary, Treasurer, member of the Board of Governors of this Association and member of the House of

Delegates of this Association. The term "office" shall not include members of the House of Delegates of the American Bar Association, or an office in a section of this Association. The House of Delegates Liaison to the Board of Governors shall not be subject to this prohibition.

Section 2. Rotation of Officers

The election of officers shall be determined by the following geographic rotation, utilizing the Nominating Committee Districts defined in Article VI, Section 4. Commencing in 2002, the Nominating Committee's nominees for the position of President-Elect shall have their primary addresses in Nominating Committee District 2 and the committee's nominees for the position of Secretary shall have their primary addresses in Nominating Committee District 3. For the year following commencement of the rotation, the committee's nominees for the position of President-Elect shall have their primary addresses in Nominating Committee District 3 and the committee's nominees for the position of Treasurer shall have their primary addresses in Nominating Committee District 1. In the third year of the new system, the committee's nominees for the position of President-Elect shall have their primary addresses in Nominating Committee District 1 and the committee's nominees for the position of Secretary shall have their primary addresses in Nominating Committee District 2. For all subsequent years, this same rotation will be followed.

Section 3. Vacancies

If a vacancy occurs in the office of the President, the President-Elect shall succeed to that office for the unexpired term, and shall serve as President for the succeeding year.

If a vacancy occurs in the office of President-Elect, because of the death, resignation or removal of the President-Elect, the President-Elect Designate shall immediately succeed to the office of President-Elect. If there is no President-Elect Designate, the Board of Governors shall forthwith call an election in accordance with the provisions of these Articles of Incorporation to fill the vacancy. If a vacancy occurs in the office of President-Elect because the President-Elect has assumed the duties of the President following the death, resignation or removal of the President, the President-Elect Designate shall immediately succeed to the office of President-Elect. If there is no President-Elect Designate, the most recent living Past President of the Association, who shall be willing to do so, shall assume the duties of the President-Elect only for the unexpired term.

If a vacancy occurs in the office of Secretary or Treasurer, the Board of Governors shall elect a successor to serve for the unexpired term.

Any elected official of the Bar Association may be removed from office for cause, as hereinafter defined, on the two-thirds affirmative vote of the membership of the Board of Governors present at a meeting called for that specific purpose, or by a two-thirds affirmative vote of a quorum of the Board, whichever is greater.

For purposes of this Article VI, Section 2, the term "cause" shall mean any of the following: (i) the officer's physical and mental illness rendering him/her incapable of performing duties to the Association for a period of more than three consecutive months; (ii) the officer's continued neglect or

failure, after written demand, to discharge his/her duties or to obey a specific written direction from the Board of Governors; (iii) the officer's engaging in misconduct which is injurious to the Association; (iv) the officer's conviction of any felony or any crime involving moral turpitude; (v) conduct which would seriously impair the officer's ability to perform his/her duties to the Association or would impair the reputation of the Association; (vi) the officer's absence at two consecutive Board meetings without cause deemed adequate by the Board; or (vii) conflicts which render the officer incapable of fulfilling his or her duties to the Association.

In the event of removal, these positions shall be filled pursuant to Article VI, Section 3 of these articles.

Section 4. Nominating Committee

There shall be a Nominating Committee consisting of fifteen (15) elected members and the President of the Association as ex-officio member and Chairman of the Committee. The Nominating Committee shall be composed of fifteen (15) members elected by and from the districts as set forth herein: District 1A (composed of the Parish of Orleans), four (4) members; District 1B (composed of the Parishes of Plaquemines, St. Bernard and St. Tammany), one (1) member; District 2A (composed of the Parish of East Baton Rouge), two (2) members; District 2B (composed of the Parish of Jefferson), two (2) members; District 2C (composed of the Parishes of Ascension, Assumption, East Feliciana, Iberville, Lafourche, Livingston, Pointe Coupee, St. Charles, St. Helena, St. James, St. John the Baptist, Tangipahoa, Terrebonne, Washington, West Baton Rouge and West Feliciana), one (1) member; District 3A (composed of the Parish of Lafayette), one (1) member; District 3B (composed of the Parishes of Acadia, Beauregard, Calcasieu, Cameron, Iberia, Jefferson Davis, St. Martin, St. Mary and Vermilion), one (1) member; District 3C (composed of the Parishes of Allen, Avoyelles, Evangeline, Grant, LaSalle, Natchitoches, Rapides, Sabine, St. Landry and Vernon), one (1) member; District 3D (composed of the Parishes of Bossier and Caddo), one (1) member; and District 3E (composed of the Parishes of Bienville, Caldwell, Catahoula, Claiborne, Concordia, DeSoto, East Carroll, Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Red River, Richland, Tensas, Union, Webster, West Carroll and Winn), one (1) member. Each member of the Committee shall be an active or faculty member of this Association of the District from which elected. Each member shall be elected for a term to begin with the date of election and terminate at the certification of the member's successor. The members of this Association of each such election District shall, not less than thirty days before the opening of the annual meeting each year, elect by secret ballot under such procedure as the Board of Governors shall fix, the committee member to which each such election District is entitled under these Articles of Incorporation.

The President of the Association shall not be a voting member of the committee unless, at the time of a vote, there shall be an even number of committee members present. If any District fails to elect all committee members to which the District is entitled, or if a committee member resigns during his/her term, or if a vacancy occurs for any reason, the President, with the approval of the Board of Governors, shall appoint a member or members from the election District to fill such vacancy.

Section 5. Duties of Nominating Committee and Nominations by Petition

After members of the Nominating Committee are elected, the committee shall meet within a time to be fixed by the Board of Governors, and shall nominate:

- a. each year, a President-Elect;
- b. each even numbered year, a Secretary;
- c. each odd numbered year, a Treasurer;
- d. each even numbered year, a candidate for the position of representative on the Board of Governors from the Council of the Louisiana State Law Institute;
- e. each even numbered year, one candidate for the position of representative from the faculties of each of two of the Louisiana law schools that belong to the Association of American Law Schools, or that have been approved by the American Bar Association. Such nominees shall be from two such law schools as are located in different cities. The law schools thus represented by a nominee shall alternate or rotate so as to provide that no member of the faculty of the same law school be so nominated for successive terms. Law school nominees must be members of the Louisiana State Bar Association.

Section 6. Nominations by Petition

Upon receipt of the nominations made by the Nominating Committee, it shall be the duty of the Secretary to cause notification of such nominations to be given to the membership of the Association, in writing, accompanied by a statement calling to the attention of the members their right to make additional nominations by petition.

Additional nominations for President-Elect, Secretary, Treasurer, a member of the Board from the Council of the Louisiana State Law Institute and members from the faculties of the Louisiana law schools accredited as aforesaid, may be by written petition addressed to the Board of Governors, signed by not less than twenty-five (25) active members in good standing, and delivered to the Secretary within a delay to be fixed by the Board of Governors.

Any additional nomination for a member from the faculty of a Louisiana law school shall be a nominee from the faculty of the same law school as the faculty member selected by the Nominating Committee, against whom the additional nominee is to run and shall so specify. Any additional nominee must be a member of the Louisiana State Bar Association.

If, after elapse of a delay to be fixed by the Board of Governors from the posting of the notification to the membership of the Association of the nominations made by the Nominating Committee, it is found that only one (1) person is nominated for any particular office, the Secretary shall call this to the attention of the Board of Governors and the Board of Governors, upon verifying this fact, shall declare such person or persons duly elected to the office to which they have been nominated.

Section 7. Election

In the event more than one (1) person is nominated for any office, an election shall be conducted by either mail ballot or online voting. The Secretary shall, in accordance with procedure adopted by the Board of Governors, cause to be mailed or made available online to each member entitled to vote an official ballot and a return envelope. On the ballot shall be printed the names of the nominees for the particular office where more than one (1) nominee shall be named for such office, and there shall be no reference to nor distinction made in setting forth the nominee selected by the Nominating Committee and the nominee nominated by the petition in writing in accordance with the provisions of the preceding section. All nominees shall be listed on the ballot in alphabetical order. The date for either the return or electronic casting of the ballots shall be fixed by the Board of Governors.

Section 8. Voting

Only active members and faculty members provided for in Article IV, Section 2, in good standing shall have the right to vote. Ballots shall be either returned by mail or cast electronically. Ballots returned by mail must be in the return envelope provided for such purpose. Such ballots shall be enclosed in the return envelope, which envelope shall be signed by the member in the space provided. Ballots shall not be valid unless postmarked or cast electronically not later than a date fixed by the Board of Governors. Ballots subsequently postmarked, or otherwise delivered, shall not be counted.

Section 9. Counting the Ballots

On the date fixed by the Board of Governors, the ballots shall be either electronically or manually counted. All ballots properly prepared and timely received shall be opened and counted, either electronically or manually, based on the discretion of the Executive Director of the Association.

Upon completion of the count, the Executive Director shall verify to the Secretary and to each candidate the number of votes received by each candidate for each office. In each office where no candidate receives a majority of the votes cast for that office, a second election shall be held on the date fixed by the Board of Governors and under the same terms and conditions provided for the first election.

Section 10. Election Contests

Any nominee desiring to contest an election shall, within ten (10) days after the certification of the officers elected, as provided for under Article IX of these articles, file with the President of the Association a written petition addressed to the Board of Governors, stating the basis of the complaint. Upon receipt of such petition, the President shall call a special meeting of the Board of Governors to hear the complaint, which meeting shall be held within three (3) days from the date the petition is received and at a time and place to be designated by the President. At this hearing, the Board shall consider any evidence offered in support of the complaint. The decision of the Board

shall be announced within forty-eight (48) hours after the close of the hearing and such decision shall be final.

All ballots shall be preserved until the expiration of the time allowed for the filing and hearing of a contest. After such period has elapsed, if the election be not contested, the Executive Director shall destroy the ballots.

Section 11. Executive Committee

The Executive Committee shall be comprised of the Association's officers and its Executive Director. The Executive Director shall serve ex-officio and shall not be entitled to vote. The Executive Committee shall review matters of importance to the Association and shall make recommendations to the Board of Governors and/or House of Delegates. Between meetings of the Board of Governors and/or House of Delegates, the Executive Committee shall serve as an executive council and may act upon all emergency and other matters not theretofore determined by either the Board or the House. Any recommendation(s) which may be made by the Executive Committee to the Board of Governors shall be considered at the Board's next meeting after due notice thereof has been given to members of the Board in accordance with its operating procedures.

ARTICLE VII. BOARD OF GOVERNORS

Section 1. Administration - Composition of Board - Eligibility

The Board of Governors is vested with the administration of the affairs of the Association as are granted to it by these Articles of Incorporation or as may be directed to it by the House of Delegates. The Board of Governors shall consist of ex-officio members, at-large members and elected members. The ex-officio members shall be the President, the President-Elect, the Secretary, the Treasurer, the Immediate Past President, and the Chair of the Young Lawyers Section, and the House of Delegates Liaison. There shall be three (3) at-large members appointed by the President-Elect with the approval of the Board of Governors. The ex-officio members and the at-large members shall have the same rights and privileges as the elected members. The elected members shall be the representative from the Council of the Louisiana State Law Institute and the faculty members selected from the faculties of the Louisiana law schools as set forth in Section 4 of Article VI of the Articles, and nine members elected from Board of Governors Districts as follows: District One (composed of the Parish of Orleans), two (2) members; District Two (composed of the Parishes of Jefferson, Plaquemines, St. Bernard, St. Charles, St. John the Baptist, Ascension, Assumption and St. James), one (1) member; District Three (composed of the Parishes of Lafayette, Iberia, Lafourche, Terrebonne, St. Mary and St. Martin), one (1) member; District Four (composed of the Parishes of Calcasieu, Cameron, Acadia, Evangeline, Jefferson Davis, St. Landry and Vermilion), one (1) member; District Five (composed of the Parishes of East Baton Rouge, East and West Feliciana, Livingston, St. Helena, Tangipahoa, Washington and St. Tammany), one (1) member; District Six (composed of the Parishes of Allen, Avoyelles, Beauregard, Grant, Iberville, LaSalle, Natchitoches, Pointe Coupee, Rapides, Sabine, Vernon, Winn and West Baton Rouge), one (1) member; District Seven (composed of the Parishes of Caldwell, Catahoula, Concordia, East and West Carroll,

Franklin, Jackson, Lincoln, Madison, Morehouse, Ouachita, Richland, Tensas and Union), one (1) member; and District Eight (composed of the Parishes of Bienville, Bossier, Caddo, Claiborne, DeSoto, Red River and Webster), one (1) member. The nine (9) members of the Board of Governors Districts shall be elected by a secret ballot, under such procedures as the Board of Governors may fix, by the active and faculty members of the Association, residing in such district. Only active and faculty members in good standing who are admitted to the practice of law in Louisiana shall be eligible for membership on the Board of Governors. No member of the Board of Governors shall serve consecutive terms in the same position.

Section 2. Method of Election

The members of the Board of Governors from the respective Board of Governors Districts shall be elected in the same manner and under the same procedure as the members of the House of Delegates.

Section 3. Election and Distribution of Ballots

The provisions of Article VI as to mailing and casting of ballots, their return, tabulation of votes and the settlement of disputes shall be applicable to the election of members of the Board.

Section 4. Voting

A member shall vote for the number of candidates as instructed on the ballot for elections to the Board from his/her Board of Governors district. After the ballots have been counted, if any candidate has failed to receive a majority of the votes cast for the office for which he/she was a candidate, a second election shall be held, and the Secretary of the Association, in such event, shall not later than the date fixed by the Board of Governors, cause to be mailed to each active and faculty member of the Board of Governors District where such second election is to be held a ballot composed, distributed, returned, and counted as herein above provided for the first election.

Section 5. Terms

Members elected to the Board of Governors as representatives from the Board of Governors Districts shall serve terms of three (3) years. The terms for an elected member shall begin at the adjournment of the first annual meeting following his/her election and shall terminate at the adjournment of the fourth annual meeting following his/her election, or until the election and certification of his/her successor, whichever occurs later.

Prior to the Annual Meeting, the President-Elect shall appoint an at-large member for a three-year term. The appointment shall be approved by the Board of Governors. The at-large member's term will commence with the President-Elect's installation as President and expire at the adjournment of the fourth annual meeting following his/her appointment or upon the appointment of his/her successor, whichever occurs later.

Members elected to the Board of Governors from the faculties of the Louisiana law schools and from the Council of the Louisiana State Law Institute shall serve terms of two years. Their terms shall begin at the adjournment of the first annual meeting following their election and expire at the adjournment of the annual meeting coinciding with the expiration of their terms or until the election and certification of their successors, whichever occurs later.

The member elected as the House of Delegates Liaison shall serve a term of one year. The member shall be elected at the Midyear Meeting and his/her term shall begin at the adjournment of the annual meeting and expire at the adjournment of the following annual meeting.

Section 6. Vacancies on Board

In the event of a vacancy on the Board of Governors among the elected members, the President of the Association shall appoint a member for the unexpired portion of the term from the active members in the district or from the faculties in which the vacancy occurred.

Section 7. Meetings of the Board

The Board shall meet at such times and places as may be fixed by the President, provided that there shall be no less than six meetings in each fiscal year.

Section 8. Service Without Compensation

All elective officers and Board members shall serve without compensation.

Section 9. Assistant Secretary-Treasurer

The Executive Director of the Association shall serve as Assistant Secretary-Treasurer. In the event of the absence, unavailability, or inability to act of the Secretary or Treasurer, the Assistant Secretary-Treasurer shall be authorized to perform all of the duties of the Secretary or Treasurer.

Section 10. Removal for Cause

Any Board member may be removed from office for cause, as hereinafter defined, on the two-thirds affirmative vote of the membership of the Board of Governors present at a meeting called for that purpose, or by a two-thirds affirmative vote of a quorum of the Board, whichever is greater.

For purposes of this Article VII, Section 10, the term "cause" shall mean any of the following: (i) the Board member's physical and mental illness rendering him/her incapable of performing duties to the Association for a period of more than three consecutive months; (ii) the Board member's absence at two consecutive Board meetings without cause deemed adequate by the Board; (iii) the Board member's continued neglect or failure, after written demand, to discharge his/her duties or to obey a specific written direction from the Board of Governors; (iv) conflicts which render the Board member incapable of fulfilling his or her duties to the Association; (v) the Board member's engaging in misconduct which is injurious to the Association; (vi) the Board

member's conviction of any felony or any crime involving moral turpitude; (vii) conduct which would seriously impair the Board member's ability to perform his/her duties to the Association or would impair the reputation of the Association.

In the event of removal, these positions shall be filled pursuant to Article VII, Section 6 of these articles.

ARTICLE VIII. HOUSE OF DELEGATES

Section 1. Powers and Functions

The House of Delegates shall be the policy making body of this Association and as such shall control the affairs of this Association and shall have all powers necessary or incidental thereto, except as otherwise provided in these Articles of Incorporation, provided that between meetings of the House of Delegates, the Board of Governors shall serve as an executive council and may act upon all emergency and other matters not theretofore determined by the House of Delegates. Except as provided in Section 1 of Article XIII hereof, the House of Delegates shall not have control of the fiscal affairs of this Association, nor shall it have any of the powers or functions now vested in the Committee on Bar Admissions and/or Louisiana Attorney Disciplinary Board. Any recommendations which may be made by the Board of Governors to the House of Delegates shall be considered at the next meeting of the House of Delegates after due notice thereof has been given to the members of the House of Delegates in accordance with its by-laws or rules of procedure.

Section 2. Composition - Terms

The House of Delegates shall be composed of one Delegate from each Judicial District (the words "Judicial District" in this section include the Parish of Orleans as a judicial district) of the State, who shall be an active member of the Bar of such district; provided, that in every judicial district where there is more than one district judge (the words "District Judge" in this section include civil district judges, criminal district judges, juvenile judges and family court judges) such judicial district shall be entitled to one additional delegate for each such additional judge.

All Delegates from the First through the Nineteenth Judicial Districts shall be elected in even years and all other Delegates shall be elected in odd years for a term of two years, to begin with the commencement of the annual meeting following their election and terminating with the commencement of the third annual meeting following their election or until the election and certification of their successors.

Section 3. Election

The resident members of the Bar of each judicial district (the words "Judicial District" in this section include the Parish of Orleans as a judicial district) shall, not less than thirty days before the

opening of the annual meeting in each year elect, by secret ballot under such procedure as the Board of Governors may fix, the delegate or delegates to which such judicial district is entitled under these Articles. If a delegate is not elected from any judicial district or a delegate resigns during his/her term or a vacancy occurs for any reason, the President, with the approval of the Board of Governors, shall fill such vacancy by appointment.

Section 4. Attendance

Delegate participation in meetings of the House is essential to the effective governance of the Association. To this end, each member of the House is expected to attend a minimum of 50 percent of all meetings no matter where held or 50 percent of the meetings held in the State of Louisiana, whichever is less, during his/her term, which attendance shall be in person. The delegate shall be eligible to appoint a proxy to attend the remainder of the meetings.

In any situation where a delegate does not meet the attendance requirements as set forth above, he/she shall be ineligible to run for reelection in the next cycle.

Section 5. Meetings

The House of Delegates shall meet not less than two times during the term of its members, once during the Annual Meeting of the Association, and again approximately six months later and at such other times and places as it may determine. Additional meetings of the House of Delegates may be called by the President of the Association or shall be called by the Secretary of the Association on the written request or consent of twenty-five (25) members of the House of Delegates. The President of the Association, or in his/her absence, the President-Elect, shall preside at the meeting of the House of Delegates. In the absence of both the President and the President-Elect, the House shall elect one of its members to preside. The House of Delegates may adopt such rules and procedures for the transaction of its business as it deems suitable, and shall be the judge of the selection and qualification of its members.

Section 6. Voting

Each member of the House of Delegates shall have one vote. Voting by proxy shall not be permitted except as hereinafter provided. The House of Delegates may adopt such rules as it deems proper for representation of an absent delegate by a member of the Association in good standing from the same judicial district as the absent delegate; provided, however, no person may be designated an alternate for more than one elected delegate and no elected delegate may serve as an alternate.

Each resolution presented to the House for passage shall be adopted by the House if it shall pass by a vote of a majority of those present and voting, provided, however, that any resolution of the House of Delegates having to do with the position of the Association on legislation pending before the Legislature shall require a vote in excess of one-half of the required numerical quorum of the House of Delegates.

Section 7. Compensation

All delegates shall serve without compensation.

Section 8. Resolutions

Each resolution which shall have been adopted by the House of Delegates shall be presented to the Board of Governors. If the Board of Governors shall approve such resolution, it shall adopt it; if the Board of Governors shall disapprove such resolution, it shall, within ten days therefrom, submit the same by secret ballot for adoption or rejection by a majority vote, to the voting members of this Association who actually vote; all such ballots shall be returned within ten days from the time they are sent. The Board of Governors shall meet ten calendar days after any resolution shall have been presented to it within which to approve or disapprove it; any resolution approved or not disapproved within said period shall be the action of the Association notwithstanding the term of the House of Delegates has expired. The date and hour when the resolution is delivered to the Board of Governors shall be endorsed thereon. The provisions of this Section shall not apply with respect to any recommendation of a position on pending or proposed legislation that is presented by the Legislation Committee of the House of Delegates to the Board of Governors and, by way of illustration and not limitation, the Board of Governors is not required to submit to the members of this Association any such recommendation that is disapproved by the requisite vote of the Board of Governors.

ARTICLE IX. CERTIFICATION OF ELECTION RESULTS

Section 1. Transmission of Election Results

The results of elections of members to offices of the Association and to the House of Delegates of the American Bar Association shall be transmitted by the Executive Director to each candidate and to the Secretary of the Association. Such transmission shall constitute official certification of the results.

ARTICLE X. BY-LAWS

Section 1. Authority

The House of Delegates may adopt, amend, or repeal by-laws for the Association not inconsistent with the provisions hereof.

ARTICLE XI. COMMITTEES AND SECTIONS - YOUNG LAWYERS

Section 1. Young Lawyers' Section

The Board of Governors shall create a Young Lawyers' Section of this Association. Every member of the Louisiana State Bar Association who has not reached the age of thirty-nine (39) years or who has been admitted to the practice of law for less than five (5) years, whichever is later, is by virtue thereof a member of the Young Lawyers' Section. The Section shall elect its officers and conduct its affairs subject to the approval of the Board of Governors and consistent with the provisions of these Articles of Incorporation.

Section 2. Other Sections and Committees

The House of Delegates shall likewise create such additional sections of the Association and authorize the appointment of such standing and special committees of the Association as it may deem proper. The appointment of the members of such committees and sections shall be made by the President of the Association with the consent of the Board of Governors; provided that the Board of Governors may create such special committees of the Association as it deems proper. Any member of this Association may become a member of any section by advising the Secretary of such section and by complying with the by-laws of the section.

Section 3. Meetings and Elections of Sections

Annual Meetings for the elections of officers and the transaction of other business of the sections shall be held by all sections at the time and place as set forth in the respective by-laws of each section, provided that said meetings shall take place before or at the time and place of the Annual Meeting of the Louisiana State Bar Association.

Officers of all sections shall take office at the adjournment of the first Annual Meeting following their election and shall serve until the adjournment of the second Annual meeting following their election. The information on the election of officers and council members shall be forwarded to the offices of the Association no later than fifteen (15) days subsequent to the Annual Meeting of the Louisiana State Bar Association.

ARTICLE XII. MEETINGS OF THE ASSOCIATION

Section 1. Annual Meetings

The President, with the approval of the Board of Governors, shall select the date, place and duration of an annual meeting of the membership.

Section 2. Voting

No member may vote on any question brought before any meeting unless he is present on the floor at the time the vote is called.

**NORTH CAROLINA STATE BAR
(MANDATORY)**

<p>North Carolina State Bar 208 Fayetteville Street Raleigh, NC 27601 (919) 828-4620 <u>www.ncbar.gov</u></p>	
Number of Members/Attorneys:	20,000
Size of Board:	69
Member Selection:	<ul style="list-style-type: none"> • 62 lawyers- elected by lawyers in their home community • 3 non-lawyer members- appointed by the governor and other elected officials • 4 officers- elected by the Council (does not include Secretary who serves as Executive Director and is not a member of the Council) <p>The Council is composed of a variable number of councilors equal to the number of judicial districts plus 16, plus the officers of the Bar, and plus each retiring president of the Bar for one year from the date of expiration of term as president.</p> <p>In addition to the councilors, there are three public members not licensed to practice law in this or any other state who are appointed by the Governor. The public members may vote and participate in all matters before the Council to the same extent as councilors elected or appointed from the various judicial districts. <i>North Carolina General Statutes §84-18</i></p>
Terms/Limits:	3 year term/3 year limit
Vetting Process:	<p>Representatives from geographical districts:</p> <p>Public members:</p> <p>Nominating committee to vet candidates for bar officers, chaired by immediate past president once removed. Committee composed of the immediate past president and the 5 most recent living past presidents who are in good standing.</p>
Mission Statement	<p>The North Carolina State Bar shall foster the following purposes, namely:</p> <ol style="list-style-type: none"> (1) to cultivate and advance the science of jurisprudence; (2) to promote reform in the law and in judicial procedure; (3) to facilitate the administration of justice; (4) to uphold and elevate the standards of honor, integrity and courtesy in the legal profession; (5) to encourage higher and better education for membership in the profession;

**NORTH CAROLINA STATE BAR
(MANDATORY)**

	<p>(6) to promote a spirit of cordiality and unity among the members of the Bar;</p>
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	<p>(7) to perform all duties imposed by law.</p>
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	<p><i>Statutory Authority G.S. 84-23.</i></p>
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Art VII - Ratification

North Carolina General Statutes § 84-17 Government

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The government of the North Carolina State Bar is vested in a council of the North Carolina State Bar referred to in this Chapter as the "Council." The Council shall be composed of a variable number of councilors equal to the number of judicial districts plus 16, the officers of the North Carolina State Bar, who shall be councilors during their respective terms of office, and each retiring president of the North Carolina State Bar who shall be a councilor for one year from the date of expiration of his term as president.

Notwithstanding any other provisions of the law, the North Carolina State Bar may borrow money and may acquire, hold, rent, encumber, alienate, lease, and otherwise deal with real or personal property in the same manner as any private person or corporation, subject only to the approval of the Governor and the Council of State as to the borrowing of money and the acquisition, rental, encumbering, leasing and sale of real property. The Council shall be competent to exercise the entire powers of the North Carolina State Bar in respect of the interpretation and administration of this Article, the

borrowing of money, the acquisition, lease, sale, or mortgage of property, real or personal, the seeking of amendments to this Chapter, and all other matters. There shall be one councilor from each judicial district and 16 additional councilors. The additional councilors shall be allocated and reallocated by the North Carolina State Bar every six years based on the number of active members of each judicial district bar according to the records of the North Carolina State Bar and in accordance with a formula to be adopted by the North Carolina State Bar, to insure an allocation based on lawyer population of each judicial district bar as it relates to the total number of active members of the State Bar.

A councilor whose seat has been eliminated due to a reallocation shall continue to serve on the Council until expiration of the remainder of the current term. A councilor whose judicial district is altered by the General Assembly during the councilor's term shall continue to serve on the Council until the expiration of the term and shall represent the district wherein the councilor resides or with which the councilor has elected to be affiliated. If before the alteration of the judicial district of the councilor the judicial district included both the place of residence and the place of practice of the councilor, and if after the alteration of the judicial district the councilor's place of residence and place of practice are located in different districts,

the councilor must, not later than 10 days from the effective date of the alteration of the district, notify the Secretary of the North Carolina State Bar of an election to affiliate with and represent either the councilor's district of residence or district of practice.

In addition to the councilors, there shall be three public members not licensed to practice law in this or any other state who shall be appointed by the Governor. The public members may vote and participate in all matters before the Council to the same extent as councilors elected or appointed from the various judicial districts. (1933, c. 210, s. 3; 1937, c. 51, s. 1; 1955, c. 651, s. 1; 1961, c. 641; 1973, c. 1152, s. 2; 1977, c. 841, s. 2; 1979, c. 570, ss. 1, 2; 1981, c. 788, s. 3; 1985, c. 60, s. 1; 1987, c. 316, s. 1; 1995, c. 431, s. 9; 2007-200, s. 2; 2009-82, s. 1.)

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North Carolina General Statutes § 84-18 Terms, election and appointment of councilors

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(a) Except as set out in this section, the terms of councilors are fixed at three years commencing on the first day of January in the year following their election. A year shall be the calendar year. No councilor may serve more than three successive three-year terms but a councilor may serve an unlimited number of three successive three-year terms provided a three-year period of nonservice intervenes in each instance. Any councilor serving a partial term of 18 months or more is considered to have served a full term and shall be eligible to be elected to only two successive three-year terms in addition to the partial term. Any councilor serving a partial term of less than 18 months is eligible to be elected to three successive three-year terms in addition to the partial term. This paragraph shall not apply to officers of the State Bar.

The secretary of a judicial district bar shall notify the

secretary-treasurer of the State Bar in writing of any additions to or deletions from the delegation of councilors representing the district within 90 days of the effective date of the change. No new councilor shall assume a seat until official notice of the election has been given to the secretary-treasurer of the State Bar.

Any active member of the North Carolina State Bar is eligible to serve as a councilor from the judicial district in which the member is eligible to vote.

(b) The Council may promulgate rules to govern the election and appointment of councilors. The election and appointment of councilors shall be as follows:

Each judicial district bar shall elect one eligible North Carolina State Bar member for each Council vacancy in the district. Any vacancy occurring after the election, whether caused by resignation, death, reconfiguration of the district by the General Assembly, or otherwise shall be filled by the judicial district bar in which the vacancy occurs. The appointment shall be for the unexpired portion of the term and shall be certified to the Council by the judicial district bar. Any appointed councilor shall be subject to the terms set forth in subsection (a) of G.S. 84-18.

(c) Public members shall serve three-year terms. No public

member shall serve more than two complete consecutive terms. The Secretary of the North Carolina State Bar shall promptly inform the Governor when any seat occupied by a public member becomes vacant. The successor shall serve the remainder of the term. Any public member serving a partial term of 18 months or more is considered to have served a full term and is eligible to be elected to only one additional three-year term in addition to the partial term. Any public member serving a partial term of less than 18 months is eligible to be elected to two successive three-year terms in addition to the partial term. (1933, c. 210, s. 4; 1953, c. 1310, s. 1; 1979, c. 570, s. 3; 1981, c. 788, s. 4; 1985, c. 60, ss. 2, 3; 1987, c. 316, s. 2; 1995, c. 431, s. 10.)

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Last modified: March 28, 2010

**OKLAHOMA BAR ASSOCIATION
(MANDATORY)**

<p>Oklahoma Bar Association State Capitol Complex 1901 N. Lincoln Boulevard Oklahoma City, OK 73152 (405) 416-7000</p>	
Number of Members/Attorneys:	16,423
Size of Board:	17
Member Selection:	<p>Elected by bar members. 13-9 districts-1 member each district 3-members at large 1-chairperson is OBA young lawyers Division</p>
Terms/Limits:	3 yr term/ no more than 3 successive terms
Committees:	Approx 32 committees and task forces
Vetting Process:	<p>The Supreme Court of the State of Oklahoma has heretofore promulgated rules creating and regulating the Oklahoma Bar Association.</p> <p><u>Summary of Nominations Rules:</u> Not less than 60 days prior to the Annual Meeting, 25 or more voting members of the OBA within the Supreme Court Judicial District from which the member of the Board of Governors is to be elected that year, shall file with the Executive Director, a signed petition (which may be in parts) nominating a candidate for the office of member of the Board of Governors for and from such Judicial District, or one or more County Bar Associations within the Judicial District may file a nominating resolution nominating such a candidate. Not less than 60 days prior to the Annual Meeting, 50 or more voting members of the OBA from any or all Judicial Districts shall file with the Executive Director, a signed petition nominating a candidate to the office of Member-At-Large on the Board of Governors, or three or more County Bars may file appropriate resolutions nominating a candidate for this office. Not less than 60 days before the opening of the Annual Meeting, 50 or more voting members of the Association may file with the Executive Director a signed petition nominating a candidate for the office of President-Elect or Vice President or three or more County Bar Associations may file appropriate resolutions nominating a candidate for the office. If no one has filed for one of the vacancies, nominations to any of the above offices shall be received from the House of Delegates on a petition signed by not less than 30 delegates certified to and in attendance at the session at which the election is held. See Article II and Article III of <u>OBA Bylaws</u> for complete information regarding offices, positions, nominations and election procedure.</p> <p>The control and administration of the Association shall be vested in a</p>

**OKLAHOMA BAR ASSOCIATION
(MANDATORY)**

	<p>House of Delegates composed of active and senior members of the Oklahoma Bar Association.</p> <p>The House of Delegates shall be composed of one delegate or alternate from each County of the State, who shall be an active or senior member of the Bar of such County, as certified by the Executive Director at the opening of the annual meeting; providing that each County where the active or senior resident members of the Bar exceed fifty shall be entitled to one additional delegate or alternate for each additional fifty active or senior members or major fraction thereof. In the absence of the elected delegate(s) the alternate(s) shall be certified to vote in the stead of the delegate. In no event shall any County elect more than thirty (30) members to the House of Delegates. Each delegate and alternate shall be elected for a term of two years to begin with the commencement of the annual meeting following his or her election, and terminating with the commencement of the third annual meeting following his or her election or until the election and certification of his or her successor, provided, that beginning with the election of delegates and alternates following adoption of this amendment, the Board of Governors shall designate the number of delegate positions in each County which shall be for an initial one-year term and which delegate positions shall be a two-year term, providing further, that as nearly as it is mathematically possible, the one and two-year terms shall be divided equally for Counties entitled to two or more delegates, the respective County Bar Association shall determine the method of designating the delegates for one-year terms and the delegates for two-year terms. Each member of the Board of Governors of the Association shall be an ex officio non-voting member of the House of Delegates and shall be vested with the courtesy of the floor of the House of Delegates and the right to speak therein, but shall have no right to introduce resolutions or legislative proposals or motions or to vote thereon, unless certified as a delegate from his or her county of residence. Each former President of the Oklahoma Bar Association shall be a Member at Large of the House of Delegates of said Association with the same powers, duties and voting rights as an elected delegate of the House of Delegates. Also, the Oklahoma Judicial Conference shall select from its membership one district judge as delegate and one district judge as alternate, and one associate district judge as delegate and one associate district judge as alternate, who shall have, respectively, all the rights, duties and powers of delegates and alternate delegates.</p>
Mission Statement:	<p>The mission of the Oklahoma Bar Association is to assist Oklahoma lawyers in providing justice for all. Goals:</p> <ul style="list-style-type: none">• to foster the highest ideals of integrity and competence and to maintain the highest standards of conduct and civility

**OKLAHOMA BAR ASSOCIATION
(MANDATORY)**

	<ul style="list-style-type: none">• to improve the public's understanding of the law, of the legal system, of the lawyer's role within the system• to establish and maintain vital programs and services for all members of the OBA• to provide a continuous forum for the advancement of ideas and concepts pertaining to the legal profession and improvement in the law• to promote activities and programs which service the public• to advance the administration of the judicial system• to make appropriate policy and legislative recommendations concerning the law.
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**STATE BAR OF TEXAS
(MANDATORY)**

<p>State Bar of Texas Texas Law Center 1414 Colorado Street Austin, Texas 78701 toll free: 800.204.2222 fax: 512.427.4100 webmaster@texasbar.com</p>	
Number of Members/Attorneys:	94,176
Size of Board:	46
Member Selection:	<p>General. Elected Directors shall be elected by a majority of the active and emeritus members of the State Bar voting who have their principal place of practice in the same bar district as the candidate. If no candidate receives a majority, a runoff between the two candidates receiving the greatest number of votes shall be held at a time the Board prescribes.</p> <p>The State Bar of Texas (the Texas Bar) is an agency of the judiciary under the administrative control of the Texas Supreme Court. The State Bar of Texas Bar is responsible for assisting the Texas Supreme Court in overseeing all attorneys licensed to practice law in Texas. The Bar is run by an executive director, and a board of directors made up of volunteers.</p>
Terms/Limits:	3 year term/2 terms
Committees:	37 committees
Vetting Process:	<p>The Board consists of the following members:</p> <p>(A) the Voting Board Members; and</p> <p>(B) the following non-voting members:</p> <p>(1) the Texas Supreme Court liaison;</p> <p>(2) the Federal District Court liaison;</p> <p>(3) the Texas Court of Criminal Appeals liaison;</p> <p>(4) the chair of the State Bar Judicial Section;</p> <p>(5) the out-of-state liaison;</p> <p>(6) the members of the Section Representatives to the Board Committee;</p> <p>(7) the State Bar immediate past Chair as an ex-officio member;</p> <p>(8) the Executive Director as an ex-officio member; and</p> <p>(9) the Chief Disciplinary Counsel as an ex-officio member.</p> <p>Nominations. An active member's name may be placed in nomination for the office of Elected Director by a written petition in the form prescribed by the Board.</p> <p>(A)The petition shall be signed by the lesser of five percent (5%) of the active members whose principal place of practice is within the district to be represented by the nominee if elected or one hundred of such members.</p> <p>Supreme Court Liaison. A justice of the Texas Supreme Court</p>

**STATE BAR OF TEXAS
(MANDATORY)**

	<p>designated by the Chief Justice to serve until a successor is appointed.</p> <p>Court of Criminal Appeals Liaison. A judge of the Texas Court of Criminal Appeals designated by the Presiding Judge to serve until a success is appointed.</p> <p>Chair of the Judicial Section. The Chair of the State Bar Judicial Section shall serve as a non-voting liaison to the Board during his or her term of office.</p> <p>Federal Judiciary Liaison. The chief judges of the four federal court districts in Texas, or their designees, will serve one-year rotating terms as non-voting liaisons to the Board in the following order: Southern District, Eastern District, Northern District, and Western District.</p> <p>Out-of-State Liaison. The President shall appoint an active member of the State Bar who resides outside the State of Texas to serve as a non-voting liaison to the Board to represent the concerns and interests of lawyers who are licensed to practice law in the State of Texas but who reside outside of the State of Texas. The term of appointment shall be for three years.</p>
<p>Mission Statement:</p>	<p>Texas is the fifth largest organization of lawyers in the United States. The State Bar Act, adopted by the Legislature in 1939, mandates that all attorneys licensed to practice law in Texas be members of the State Bar. The mission of the State Bar of Texas is to:</p> <ul style="list-style-type: none">• Assure all citizens equal access to justice• Foster high standards of ethical conduct for lawyers• Help attorneys better serve their clients• Educate the public about the rule of law• Promote diversity in the practice of law

PREAMBLE

The State Bar of Texas was created not to participate in the general government of the State, but to provide specialized professional advice to those with the ultimate responsibility of governing the legal profession and to advance the role of the legal profession in serving the public. Its members and officers are such not because they are citizens or voters, but because they are lawyers.



MISSION

The mission of the State Bar of Texas is to support the administration of the legal system, assure all citizens equal access to justice, foster high standards of ethical conduct for lawyers, enable its members to better serve their clients and the public, educate the public about the rule of law and promote diversity in the administration of justice and the practice of law.

PURPOSES OF THE STATE BAR

In order that the public responsibilities of the legal profession may be more effectively discharged, the State Bar has the following purposes:

- (1) to aid the courts in carrying on and improving the administration of justice;
- (2) to advance the quality of legal services to the public and to foster the role of the legal profession in serving the public;
- (3) to foster and maintain on the part of those engaged in the practice of law high ideals and integrity, learning, competence in public service, and high standards of conduct;
- (4) to provide proper professional services to the members of the State Bar;
- (5) to encourage the formation of and activities of local bar associations;
- (6) to provide forums for the discussion of subjects pertaining to the practice of law, the science of jurisprudence and law reform, and the relationship of the State Bar to the public; and
- (7) to publish information relating to the subjects listed in subdivision (6).

DEFINITIONS

Unless otherwise indicated

- (1) "Board" or "Board of Directors" means the Board of Directors of the State Bar of Texas.
- (2) "Chair" means the Chair of the Board of the State Bar

of Texas.

- (3) "Chief Disciplinary Counsel" means the attorney selected under §81.076 of the State Bar Act who performs disciplinary functions for the State Bar under the Texas Disciplinary Rules of Professional Conduct and the Texas Rules of Disciplinary Procedure.
- (4) "Commission" means the Commission for Lawyer Discipline established under Subchapter E of the State Bar Act and under the Texas Rules of Disciplinary Procedure as a permanent committee of the State Bar, not subject to dissolution by the Board under Article VIII of the State Bar Rules.
- (5) "Committee" or "Subcommittee" includes its successor as to any responsibility, duty or authority delegated or assigned by this Policy Manual.
- (6) "Director" means a Voting Board Member as specified below.
- (7) "District" or "State Bar District" means the Board of Director districts of the State Bar of Texas as set forth in Subsection 1.01.02.
- (8) "Elected Director" means a member of the Board elected by the State Bar membership from their district as determined by the Board.
- (9) "Executive Director" means the Executive Director of the State Bar of Texas and shall include designees and interim successors.
- (10) "Fiscal Year" means June 1 through May 31.
- (11) "General Counsel" means the General Counsel of the State Bar of Texas.
- (12) "Metropolitan County" includes any of the counties of Bexar, Dallas, Harris, Tarrant and Travis of the State of Texas, as well as any other county hereafter so designated by the board.
- (13) "Minority Director" means a minority member of the Board appointed pursuant to the State Bar Act.
- (14) "Officers" means the President, President-elect and Immediate Past President of the State Bar of Texas.
- (15) "Organizational Year" shall be from time of adjournment of the annual meeting of the State Bar one year to the time of adjournment of the annual meeting of the State Bar of the next year.
- (16) "President" means the President of the State Bar of Texas.
- (17) "President-elect" means the President-elect of the State Bar of Texas.

PART I. BOARD OF DIRECTORS

1.01 General

1.01.01 Policy Making Body. The Board is the policy-making body of the State Bar of Texas.

1.01.02 Board Districts.

(A) *District 1 Counties:* Bowie, Camp, Cass, Collin, Delta, Fannin, Franklin, Grayson, Harrison, Henderson, Hopkins, Hunt, Kaufman, Lamar, Marion, Morris, Panola, Rains, Red River, Rockwall, Titus, Upshur, Van Zandt, Wood

(B) *District 2 Counties:* Anderson, Angelina, Cherokee, Freestone, Gregg, Houston, Leon, Limestone, Madison, Nacogdoches, Navarro, Rusk, Sabine, San Augustine, Shelby, Smith, Trinity

(C) *District 3 Counties:* Chambers, Hardin, Jasper, Jefferson, Liberty, Montgomery, Newton, Orange, Polk, San Jacinto, Tyler, Walker

(D) *District 4 Counties:* Harris

(E) *District 5 Counties:* Austin, Brazoria, Colorado, Fayette, Fort Bend, Galveston, Grimes, Jackson, Lavaca, Matagorda, Waller, Wharton

(F) *District 6 Counties:* Dallas

(G) *District 7 Counties:* Ellis, Hill, Johnson, Tarrant

(H) *District 8 Counties:* Bastrop, Bell, Bosque, Brazos, Burleson, Caldwell, Coryell, Falls, Hamilton, Lee, Milam, McLennan, Robertson, Washington, Williamson

(I) *District 9 Counties:* Travis

(J) *District 10 Counties:* Bexar

(K) *District 11 Counties:* Aransas, Bee, Calhoun, De Witt, Goliad, Gonzales, Guadalupe, Jim Wells, Karnes, Kleberg, Live Oak, Nueces, Refugio, San Patricio, Victoria, Wilson

(L) *District 12 Counties:* Atascosa, Brooks, Cameron, Dimmit, Duval, Frio, Hidalgo, Jim Hogg, Kenedy, La Salle, Maverick, McMullen, Starr, Webb, Willacy, Zapata, Zavala

(M) *District 13 Counties:* Armstrong, Bailey, Briscoe, Carson, Castro, Childress, Cochran, Collingsworth, Cottle, Crosby, Dallam, Deaf Smith, Dickens, Donley, Floyd, Foard, Gray, Hale, Hall, Hansford, Hardeman, Hartley, Hemphill, Hockley, Hutchinson, King, Knox, Lamb, Lipscomb, Moore, Motley, Ochiltree, Oldham, Parmer, Potter, Randall, Roberts, Sherman, Swisher, Wheeler

(N) *District 14 Counties:* Archer, Baylor, Brown, Callahan, Clay, Coleman, Comanche, Cooke, Denton, Eastland, Erath, Haskell, Hood, Jack, Jones, Montague, Palo Pinto,

(18) "Special Committee" means a volunteer committee temporarily established by the Board with a defined limited purpose and whose term of existence extends no longer than the next Annual Meeting following the date of creation unless specifically extended by the Board.

(19) "Standing Committee" means a volunteer committee established by the Board with a defined broad purpose, whose term of existence is indefinite until discontinued by the Board.

(20) "State Bar" means the State Bar of Texas.

(21) "State Bar Act" means Chapter 81 of the Texas Government Code.

(22) "State Bar Rules" means the rules adopted by the Supreme Court of Texas for the operation, maintenance and conduct of the State Bar and for the disciplining of its members.

(23) "TATJC" means the Texas Access to Justice Commission.

(24) "Texas Trade Association" means a cooperative and voluntarily joined statewide association of business or professional competitors in this state designed to assist its members and its industry or profession in dealing with mutual business or professional problems and in promoting their common interest.

(25) "TYLA" means the Texas Young Lawyers Association.

(26) "Voting Board Member" includes:

(A) Officers of the State Bar;

(B) president, president-elect, and immediate past president of the TYLA;

(C) not more than thirty members of the State Bar elected by the membership from their district as determined by the Board;

(D) six persons appointed by the Supreme Court and confirmed by the senate who are not attorneys and who do not have, other than as consumers, a financial interest in the practice of law pursuant to §81.02 of the State Bar Act; and

(E) four Minority Directors appointed by the President.

CONFLICTS WITH ACT AND RULES

Nothing contained in this Policy Manual shall be inconsistent or conflict with the State Bar Act or the State Bar Rules. If there is any such inconsistency or conflict, the State Bar Act and/or the State Bar Rules shall take precedence over this Policy Manual.

Parker, Runnels, Shackelford, Somervell, Stephens, Taylor, Throckmorton, Wichita, Wilbarger, Wise, Young

(O) *District 15 Counties:* Bandera, Blanco, Burnet, Coke, Comal, Concho, Crane, Crockett, Ector, Edwards, Gillespie, Glasscock, Hays, Irion, Kendall, Kerr, Kimble, Kinney, Lampasas, Llano, Loving, Mason, McCulloch, Medina, Menard, Mills, Pecos, Reagan, Real, Reeves, San Saba, Schleicher, Sterling, Sutton, Terrell, Tom Green, Upton, Uvalde, Val Verde, Ward, Winkler

(P) *District 16 Counties:* Andrews, Borden, Dawson, Fisher, Gaines, Garza, Howard, Kent, Lubbock, Lynn, Martin, Midland, Mitchell, Nolan, Scurry, Stonewall, Terry, Yoakum

(Q) *District 17 Counties:* Brewster, Culberson, El Paso, Hudspeth, Jeff Davis, Presidio

1.02 Composition of the Board

The Board consists of the following members:

(A) the Voting Board Members; and

(B) the following non-voting members:

- (1) the Texas Supreme Court liaison;
- (2) the Federal District Court liaison;
- (3) the Texas Court of Criminal Appeals liaison;
- (4) the chair of the State Bar Judicial Section;
- (5) the out-of-state liaison;
- (6) the members of the Section Representatives to the Board Committee;
- (7) the State Bar immediate past Chair as an ex-officio member;
- (8) the Executive Director as an ex-officio member; and
- (9) the Chief Disciplinary Counsel as an ex-officio member.

1.03 Elected Directors

1.03.01 General. Elected Directors shall be elected by a majority of the active and emeritus members of the State Bar voting who have their principal place of practice in the same bar district as the candidate. If no candidate receives a majority, a runoff between the two candidates receiving the greatest number of votes shall be held at a time the Board prescribes.

1.03.02 Term. Each person elected as a Director shall serve a three-year term.

1.03.03 Nominations. An active member's name may be placed in nomination for the office of Elected Director by a written petition in the form prescribed by the Board.

(A) The petition shall be signed by the lesser of five percent (5%) of the active members whose principal place of practice is within the district to be represented by the nominee if elected or one hundred of such members.

(B) The petition must be received in the office of the Executive Director on or before March 1 of the year of election.

(C) The Executive Director shall promptly review the petition to verify the eligibility of the nominee.

(D) If from the petition it appears the nominee is eligible, that nominee's name shall be listed on the ballot. If from the petition the Executive Director finds the nominee to be ineligible, that fact shall immediately be communicated to the nominee.

(E) Any nominee desiring to appeal the findings of the Executive Director shall forthwith notify the Executive Director, who shall forthwith convene the Executive Committee to hear and determine the matter.

(F) The Executive Committee shall have final authority to determine questions of the eligibility of the nominee and the validity of the nominating petition and shall do so within ten days of the notice to the Executive Director.

(G) The petitions may be in counterparts and signatures on counterparts are permissible.

(H) If no valid petition nominating an eligible person in a district in the year in which such district is to elect a Director has been received by the Executive Director by March 1, or if all persons who have been nominated shall have died or become disqualified from serving at any time before the election ballot is printed, then the President, with the advice of the person then serving as Elected Director or Directors from that district, shall name a qualified person to stand for election as Director from that district.

1.03.04 Eligibility Certification Form. Candidates for Elected Director shall be requested to sign an eligibility certification form, which should be received in the office of the Executive Director at the same time as the petition. The certification form shall set forth the eligibility requirements and shall contain the following:

As a candidate for the office of director, I, _____, certify that I understand the following criteria as contained in the State Bar Rules, Article IV, §5(A), relating to serving as a director of the State Bar of Texas, and that after reviewing the criteria, I am eligible to serve as a director.

Additionally, I understand that no officer or director of the State Bar, or member of a grievance committee of the

State Bar, shall counsel or represent any Complainant or Respondent in any disciplinary proceeding or action, pending or filed during the term of the affected person's service as an officer, director or grievance committee member.

Signature: _____ Date: _____

1.03.05 Eligibility Requirements. No person may serve as an Officer or member of the Board who:

(A) has not taken the official oath by the second regular Board meeting following the commencement of the term for which he was elected or appointed;

(B) as to an elected or *ex officio* member of the Board or an Officer, is not an active member in good standing;

(C) as to an elected or *ex officio* member of the Board or an Officer, has ever been suspended or disbarred from the practice of law;

(D) as to an Elected Director, does not maintain in the district from which elected, his principal place of practice;

(E) as to an Elected Director, has his principal place of practice in the same county as the last preceding Elected Director from that district, except for an Elected Director in a metropolitan county or in El Paso County;

(F) as to an Elected Director, has previously served at least one and a half (1 1/2) years of the immediately preceding Director's term;

(G) is, or becomes, incapacitated from performing the duties of such office for all or a substantial portion of such term;

(H) as to a member of the Board, fails to attend without good cause, any two (2) consecutive regular meetings of the Board or any four (4) meetings of the Board;

(I) as to a public Director, has failed confirmation by the Senate of the State of Texas;

(J) is an elected official paid by the State of Texas, except that such prohibition shall not apply to public Directors or liaisons; or

(K) as to a director or a director's spouse, is an officer, employee, or paid consultant of a Texas Trade Association in the field of board interest as defined in State Bar Act §81.028.

1.03.06 Failure to Qualify. If an Elected Director fails to qualify, the Elected Director shall be deemed to have vacated the position.

1.03.07 Sample Petition Form

PETITION FOR ELECTION

We, the undersigned, being at least five percent of the members of the State Bar whose principal place of practice is in the _____ bar district, or one hundred of such members, whichever is less, do hereby nominate _____ of _____ as a candidate for director of the State Bar of Texas from that district and request that his or her name be placed on the official ballot for (year), pursuant to Article IV, §7 of the State Bar Rules.

The proposed candidate meets the requirements for director as stipulated in Article IV – Administration, §5, Qualifications of Officers and Directors, parts (A), (1) through (11) of the State Bar Rules.

Signature: _____

Printed Name: _____

Bar Card Number: _____

1.04 Minority Directors

1.04.01 Qualifications. To be appointed as a Minority Director, such person must:

(A) be a member in good standing of the State Bar;

(B) have never served, or is not currently serving as a Minority Director or as an Elected Director; and

(C) be female, African-American, Hispanic American, Native American, or Asian American.

1.04.02 Term. Each person appointed as a Minority Director shall serve a three-year term. No Minority Director shall be eligible to seek an Elected Director position on the Board.

1.04.03 Nominating Committee

(A) The nominees for Minority Directors will be selected by an eleven-person nominating committee. The nominating committee shall be composed of three members each from the Board's Nominations & Elections Subcommittee, the State Bar's Women in the Profession Committee, and five members from the State Bar's Racial Diversity in the Profession Committee, of which at least two shall be women.

(B) All appointments to the nominating committee will be made by the respective chairs of the Board's Nominations & Elections Subcommittee, Women in the Profession Committee and Racial Diversity in the Profession Committee, and are to be submitted to the Chair on or before September 15 of each year.

(C) The Chair will appoint the chair of the nominating

committee on or before October 1 of each year. The chair of the nominating committee shall have the duties and responsibilities set forth in this Subsection and shall be responsible for chairing all nominating committee meetings.

(D) The nominating committee is responsible for collecting and evaluating recommendations for nominees for Minority Directors and shall submit, on or before February 1 of each year, to the President two nominations for each vacant Minority Director position. Members of the nominating committee are not eligible for consideration as a nominee for Minority Director. The appointment shall be announced to nominees not later than March 1 of each year.

(E) The President shall appoint the Minority Directors from the list of nominees submitted by the nominating committee, subject to the confirmation by the Board at the third quarterly Board meeting.

1.04.04 Selection Procedures

(A) On or before October 15 of each year, the chair of the nominating committee shall send letters to every member of the Board and minority bar associations listed with the State Bar to solicit candidates for consideration as nominees for Minority Director. All members of the Board, all minority bar associations and all members of the nominating committee may submit to the chair of the nominating committee names of candidates for nominee for Minority Director. No member of the nominating committee may nominate himself or herself.

(B) Nominating packages should be sent to the chair of the nominating committee, and must be received on or before December 15 of each year. A complete nomination package shall consist of a nomination letter from a third party and a resume that must disclose year of licensure, ethnic membership, gender and place of residence and practice. A nomination package may also include letters of recommendation. No other written information or documentation will be accepted by the nominating committee in considering candidates. The nominating committee may conduct interviews if it deems it necessary in the selection process.

1.04.05 Selection Criteria

(A) Any minority lawyer in good standing with the State Bar is eligible to be nominated as a Minority Director, provided such lawyer has never served, or is not currently serving as a Minority Director or as an Elected Director. To the fullest extent possible, the nominating committee shall only nominate persons to be Minority Directors who demonstrate the sensitivity and knowledge gained from experience in the profession and the community necessary to represent the interests of minority lawyers.

(B) A Minority means a member of the State Bar who is

female, African-American, Hispanic American, Native American, or Asian American.

(C) The nominating committee shall be guided by, but not limited to, the following criteria in selecting its nominees for Minority Director:

- (1) the minority population of the area in which the candidate resides and practices;
- (2) the degree of minority representation already on the Board from a particular geographic area;
- (3) demonstration of leadership ability;
- (4) involvement in civic or political activities within the minority community;
- (5) participation in minority bar associations;
- (6) participation in local bar, State Bar and American Bar Association committees and activities;
- (7) year of licensure.;
- (8) number and content of recommendation letters; and
- (9) ethnicity and gender.

1.05 Liaisons to the Board

1.05.01 Supreme Court Liaison. A justice of the Texas Supreme Court designated by the Chief Justice to serve until a successor is appointed.

1.05.02 Court of Criminal Appeals Liaison. A judge of the Texas Court of Criminal Appeals designated by the Presiding Judge to serve until a success is appointed.

1.05.03 Chair of the Judicial Section. The chair of the State Bar Judicial Section shall serve as a non-voting liaison to the Board during his or her term of office.

1.05.03 Chair of the Judicial Section. The Chair of the State Bar Judicial Section shall serve as a non-voting liaison to the Board during his or her term of office.

1.05.04 Federal Judiciary Liaison. The chief judges of the four federal court districts in Texas, or their designees, will serve one-year rotating terms as non-voting liaisons to the Board in the following order: Southern District, Eastern District, Northern District, and Western District.

1.05.05 Out-of-State Liaison. The President shall appoint an active member of the State Bar who resides outside the State of Texas to serve as a non-voting liaison to the Board to represent the concerns and interests of lawyers who are licensed to practice law in the State of Texas but who reside outside of the State of Texas. The term of appointment shall be for three years.

1.05.06 Authority & Restrictions

(A) A liaison will have the right to be heard on any issue pending before the Board, subject to the Chair's reasonable limitations.

(B) A liaison will have the right to attend all open meetings of the Board.

(C) A liaison has no authority to sponsor, move the adoption of, or second the adoption of any motion affecting any matter before the Board.

(D) A liaison has no authority to be present during closed or executive sessions of the Board unless invited to remain by the Chair.

(E) A liaison has no authority to vote on any matter pending before the Board.

(F) A liaison may not serve in any capacity as an elected officer of the Board.

(G) Liaisons shall not count as members of the Board for purposes of calculating a quorum of the Board.

(H) Liaisons may be appointed to serve as advisors to any section or committee of the State Bar, but are not permitted to vote on matters affecting the section or committee, either before the section or committee or during Board meetings.

(I) Liaisons may be appointed to serve as members of any committee of the Board, but are not entitled to vote on matters pending before the Board committee and are not entitled to be counted as a part of a quorum for purposes of the meeting of the committee.

1.06 Vacancies

1.06.01 Definition. A vacancy means the death of a Board member, judgment of incompetence by a court of competent jurisdiction, a Board member's resignation or removal, or any failure to qualify.

1.06.02 Elected Directors. When the position of an Elected Director is vacant, the President shall appoint a member to fill the vacancy whose principal place of practice is within the district in which the vacancy has occurred.

1.06.03 Ex Officio Board Members. Vacancies in *ex officio* Board positions shall be filled by the person who succeeds to the office in the State Bar or in the TYLA to which the position is incident, except that the position incident to the office of Immediate Past President of the State Bar or the TYLA, or immediate past chair, shall be filled by the most recent holder of those offices, respectively, who is willing to serve.

1.06.04 Minority Directors. In case of a vacancy in an appointed minority directorship, the President shall appoint a member from the last nominations submitted to the President under the policy and procedures adopted by the Board for the nomination of Minority Directors. If, for any reason, the remaining nominated individuals are unable or unwilling to serve, the President, after interviewing at least two nominees, shall appoint from prior nominated individuals.

1.06.05 Public Directors. Vacancies in public directorships shall be filled in the same manner and by the same authority designated by statute to fill those positions.

1.06.06 Term. Those appointed to fill a vacancy shall serve the balance of the term of the particular position vacated.

1.07 Reporting Misconduct

Each member of the Board has the duty to immediately inform the Chief Disciplinary Counsel of any information that a lawyer has committed a violation of applicable rules of professional conduct that raises a substantial question as to that lawyer's honesty, trustworthiness or fitness as a lawyer in other respects.

1.08 Required Disclosures

Directors shall be subject to disclosure as stipulated in the Texas Government Code, Title 5, Subtitle B, Chapter 572, Subchapter B, §572.021.

1.09 Insurance Coverage

Members of the Board shall be provided with Directors and Officers insurance coverage at State Bar expense with adequate and reasonable coverage amounts and policy terms as determined annually by the Board.

1.10 Endorsement of Candidates

Current Officers and members of the Board shall not in their official capacity, endorse any candidate for any elective office, including but not limited to candidates for State Bar of Texas offices.

1.11 Chair

1.11.01 Selection. The Chair for the following Organizational Year shall be elected by a majority of Directors in an open meeting at the third quarterly Board meeting of each year.

1.11.02 Nominations. A second year Director who desires to be nominated for the position of Chair shall notify the Chair in writing before the second quarterly Board meeting of his or her intention to seek that position for the following Organizational Year. The Chair, at the second quarterly meeting, shall advise the Board of those Directors who have placed their names in nomination to

serve as Chair for the following Organizational Year.

1.11.03 Statement of Position. Each Director nominated for Chair shall provide the Chair with a one- or two-page statement of that Director's views and strategies relative to the issues which that Director believes are of greatest significance to the Board and the State Bar. Candidates are encouraged to include a discussion of these issues in the context of the overall strategic plan previously approved by the Board.

1.11.04 Method of Voting. At the second quarterly meeting, the Chair shall conduct a vote by show of hands to determine the method of voting, whether by show of hands or by written ballot, to be used at the third quarterly Board meeting for the election of the Chair.

1.11.05 Election. At the third quarterly Board meeting, the Chair shall conduct a vote among voting members, as provided in the preceding Subsection, for Chair for the following Organizational Year, selecting from among those Directors who have been announced by the Chair at the second quarterly meeting as having placed their names in nomination. Prior to the vote, the Chair shall offer all candidates for Chair the opportunity and time to leave the room during the vote. The Executive Director shall count the votes and the Chair shall announce the results immediately.

1.11.06 Failure of a Majority. If no Director receives a majority of the vote, the Chair shall immediately arrange for a runoff for the remaining Directors, excluding the Director(s) receiving the lowest number of votes and successively holding runoffs excluding the Director(s) receiving the lowest number of votes in each runoff until one Director receives a majority of the votes. The Executive Director shall count the votes of the runoff(s) and the Chair shall announce the results of the runoff(s) immediately.

1.11.07 Tie Vote. In the event of a tie in a runoff, the Chair shall be entitled to vote to break the tie.

1.12 Meetings of the Board

1.12.01 Meetings. The Board shall meet regularly at least four times annually, and may meet specially, at such times and places as the Board shall determine. All meetings shall be held within the State of Texas. The regular meetings shall be held as follows:

(A) The first quarterly meeting of the Board shall be held in September or October of each year.

(B) The second quarterly meeting of the Board shall be held in January or February of each year.

(C) The third quarterly meeting of the Board shall be held in March or April of each year.

(D) The fourth quarterly meeting of the Board shall be held at the State Bar annual meeting.

1.12.02. Presiding Officer of Board Meetings. The Chair shall preside at all meetings of the Board; provided, however, that the President shall preside at such meetings in the absence of the Chair.

1.12.03 Parliamentary Authority. The rules contained in the current edition of the *Robert's Rules of Order Newly Revised* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with this Policy Manual, the State Bar Rules or the State Bar Act.

1.12.04 Agenda & Minutes. The Chair shall set the agenda for all meetings of the Board. Any person or organization may request that an item be placed on the agenda by delivering such request in writing to the Chair and the Executive Director. Notwithstanding the Chair's authority to set the agenda, if any ten Voting Board Members request in writing that an item be placed on the agenda for discussion or action, such item shall be placed on the agenda in accordance with such request. Requests for items to be placed on the agenda must be delivered to the Chair and the Executive Director in writing in the format required by the following Subsection at least 5 business days prior to the posting of the agenda for the meeting. In the case of emergency Board meetings as defined by the Texas Open Meetings Act, such request must be delivered in the format required by the following Subsection to the Chair and the Executive Director at least 3 days prior to the Board meeting. The Board shall keep regular minutes of all meetings.

1.12.05 Format & Time Requirements for Agenda Items. For any matter to be put to a vote, each member of the Board, no later than seven days before any meeting of the Board, shall be furnished with:

(A) an agenda of all items to come before the Board at such meeting;

(B) a summary of each material matter to be voted on by the Board (other than the consent calendar and matters to be addressed in closed session) at that meeting. That summary shall include:

(1) an explanation of such proposed matter setting forth the essential elements of the proposal and the changes, if any, from the status quo;

(2) highlighted changes on a copy of existing policy or law, if any;

(3) a summary of arguments in favor of and against the proposal as directed by the Chair;

(4) a financial impact statement; and

**WASHINGTON STATE BAR ASSOCIATION
(MANDATORY)**

<p>Washington State Bar Association Puget Sound Plaza 1325 4th Ave., Ste. 600 Seattle, WA 98101-2539 206/727-8240 206/727-8319 fax</p>	
Number of Members/Attorneys:	34,062
Size of Board:	17
Member Selection:	<p>3 members elected from 7th district; 1 elected from each of the other 8 districts; 3 elected at-large members; one elected representing Young Lawyers Division; President; President-Elect; Immediate Past-President.</p> <p>Active members of the Bar may be nominated or apply.</p>
Terms/Limits:	3-year term
Vetting Process:	<p>Board elects president-elect and one of its members as treasurer.</p> <p>Board selects Executive Director.</p> <p>BOG vets Young Lawyers nominate candidates for one of the at-large positions.</p> <p>BOG may appoint a committee to recommend candidates to the BOG.</p>
Mission Statement:	The Washington State Bar Association's mission is to serve the public and the members of the Bar, ensure the integrity of the legal profession, and to champion justice.

BYLAWS

Washington State Bar Association

Note: This edition of the Bylaws of the Washington State Bar Association includes the comprehensive review of the Bylaws adopted by the Board of Governors at its meeting on September 24, 2010.

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I. FUNCTIONS

A. PURPOSES: IN GENERAL.

In general, the Washington State Bar Association strives to:

1. Promote independence of the judiciary and the bar;
2. Promote an effective legal system, accessible to all;
3. Provide services to its members;
4. Foster and maintain high standards of competence, professionalism, and ethics among its members;
5. Foster collegiality among its members and goodwill between the bar and the public;
6. Promote diversity and equality in the courts, the legal profession, and the bar;
7. Administer admissions to the bar and discipline of its members in a manner that protects the public and respects the rights of the applicant or member;
8. Administer programs of legal education;
9. Promote understanding of and respect for our legal system and the law;
10. Operate a well-managed and financially sound association, with a positive work environment for its employees;
11. Serve as a statewide voice to the public and the branches of government on matters relating to these purposes and the activities of the association.

B. SPECIFIC ACTIVITIES AUTHORIZED.

In pursuit of these purposes, the Washington State Bar Association may:

1. Sponsor and maintain committees, sections, and divisions whose activities further these purposes;
2. Support the judiciary in maintaining the integrity and fiscal stability of an independent and effective judicial system;
3. Provide periodic reviews and recommendations concerning court rules and procedures;

4. Administer examinations and review applicants' character and fitness to practice law;
5. Inform and advise lawyers regarding their ethical obligations;
6. Administer an effective system of discipline of its members, including receiving and investigating complaints of lawyer misconduct, taking and recommending appropriate punitive and remedial measures, and diverting less serious misconduct to alternatives outside the formal discipline system;
7. Maintain a program, pursuant to court rule, requiring members to submit fee disputes to arbitration;
8. Maintain a program for mediation of disputes between members and their clients and others;
9. Maintain a program for lawyer practice assistance;
10. Sponsor, conduct, and assist in producing programs and products of continuing legal education;
11. Maintain a system for accrediting programs of continuing legal education;
12. Conduct audits of lawyers' trust accounts;
13. Maintain a lawyers' fund for client protection in accordance with the Admission to Practice Rules;
14. Maintain a program for the aid and rehabilitation of impaired members;
15. Disseminate information about bar activities, interests, and positions;
16. Monitor, report on, and advise public officials about matters of interest to the Bar;
17. Maintain a legislative presence to inform members of new and proposed laws and to inform public officials about bar positions and concerns;
18. Encourage public service by members and support programs providing legal services to those in need;
19. Maintain and foster programs of public information and education about the law and the legal system;
20. Provide, sponsor, and participate in services to its members;

21. Hire and retain employees to facilitate and support its mission, purposes, and activities, including in the bar's discretion, authorizing collective bargaining;
22. Collect, allocate, invest, and disburse funds so that its mission, purposes, and activities may be effectively and efficiently discharged.

C. **ACTIVITIES NOT AUTHORIZED.**

The Washington State Bar Association will not:

1. Take positions on issues concerning the politics or social positions of foreign nations;
2. Take positions on political or social issues which do not relate to or affect the practice of law or the administration of justice; or
3. Support or oppose, in an election, candidates for public office.

II. DEFINITIONS AND GENERAL PROVISIONS

A. **HEADQUARTERS.**

The office of the Bar shall be maintained in the State of Washington.

B. **SEAL.**

The Bar shall have a Seal having the words and figures of "The Washington State Bar Association—June 7, 1933." The Seal shall remain in the control of the Executive Director at the office of the Bar.

C. **FILING PAPERS WITH THE BAR.**

Whenever these Bylaws require that petitions, notices, or other documents be filed with the Bar, or served upon the Board of Governors (BOG) or the Executive Director, they must be filed at the office of the Bar.

D. **COMPUTATION OF TIME.**

If any date specified in these Bylaws is a Saturday, Sunday, or legal holiday observed by the Bar, it shall refer to the next regular business day. Legal holidays observed by the Bar may differ from the legal holidays statutorily designated by the state Legislature.

E. **DEFINITIONS AND USE OF TERMS.**

Unless otherwise specifically stated herein,

1. "Days" means calendar days.

2. "Quorum" means the presence of a majority of the voting membership (i.e., half the voting members plus one).
3. "Excused absence" means an absence excused by the President or presiding officer.
4. "Writing" includes e-mail and fax.
5. "Electronic means" includes e-mail, fax, video conferencing, and telephone; however, in the context of meetings, "electronic means" is limited to video conferencing and telephone.
6. "Bar records" and/or "Bar documents" means documents or records maintained by the Bar, whether in printed or electronic form.
7. When used in connection with a particular act or event, the terms "active membership" or "active members" shall refer to the Active membership at the time of the act or event.
8. "APR" refers to the Admission to Practice Rules.
9. "ELC" refers to the Rules for Enforcement of Lawyer Conduct.

F. PARLIAMENTARY PROCEDURE.

1. Proceedings at meetings of the Board of Governors shall be governed by the most current edition of Roberts' Rules of Order.
2. The President may appoint a Parliamentarian to advise him or her on parliamentary matters during any meeting of the Board of Governors.

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IV. GOVERNANCE

A. BOARD OF GOVERNORS.

The Board of Governors (BOG) is the governing body of the WSBA which determines the general policies of the Bar and approves its budget each year.

1. Composition of Board of Governors.

The Board of Governors shall consist of (a) the President, pursuant to the State Bar Act; (b) one member elected from each Congressional District, except in the Seventh Congressional District where members shall be elected from three separate geographic regions identified by postal zip codes within the District and designated:

- EASTERN (98105, 98115, 98118, 98122, 98125, 98144, 98155, 98178, AND 98185);

- CENTRAL (98101, 98102, 98103, 98104, 98108, 98109, 98111, 98112, 98113, 98114, 98121, 98124, 98127, 98134, 98139, 98141, 98145, 98154, 98161, 98164, 98168, 98174, 98175, 98181, 98184, 98190, AND 98191);AND
- WESTERN (98013, 98070, 98106, 98107, 98116, 98117, 98119, 98126, 98133, 98136, 98146, 98160, 98166, 98177, 98195, AND 98199);

and (c) three members elected at-large pursuant to these bylaws.

2. Duties.

- a. The Board of Governors selects the Executive Director and elects the President-elect of the Bar. The Board of Governors annually reviews the Executive Director's performance. The Board of Governors operates as a representative body of all members. As such, the Board of Governors carries out the mission of the Bar and furthers the WSBA's Guiding Principles, all within the mandate of General Rule 12.
- b. Each Governor represents a constituency of the Bar as defined by these bylaws. As a representative, each Governor is expected to communicate with members about Board actions and issues, convey member viewpoints to the Board, and to fulfill liaison duties as assigned.
- c. Meetings of the Board of Governors shall be held as provided in these bylaws. Each Governor is committed to attending all board meetings except, in a Governor's judgment, when an emergency or compelling circumstance arises that prevents participation, and to attending other functions as possible.
- d. Governors appointed to serve as BOG liaison to a WSBA committee, task force, council, section, board, or other WSBA entity are not voting members of those entities. Liaisons may be present during, but shall not participate in, executive session or confidential deliberations except when requested to do so as a resource.

3. Term of Office.

Governors shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which they were elected. Governors shall hold office for a term of three years, except as may be otherwise provided by these bylaws.

4. Vacancy.

- a. Vacancy due to resignation, death, or removal by Board of Governors.
 - 1) Any Governor may be removed from office for good cause by a 75% vote of the entire Board of Governors exclusive of the Governor subject to removal, who shall not vote. The vote shall be by secret written ballot. Good cause for removal shall include incapacity to serve or conduct or activities that bring discredit to the Bar.
 - 2) If a vacancy occurs due to resignation, death, or the removal of a Governor by the BOG, and 12 months or less remain on said Governor's term, in the Board of Governors' sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor shall be elected or appointed to the position.
- b. Vacancy due to recall by members
 - 1) If a Governor is removed due to recall and 12 months or less remain on that Governor's term, in the Board of Governors' sole discretion the position may remain vacant until the next regularly scheduled election for that Governor position. In that event, no interim governor shall be elected or appointed to the position.
 - 2) If a Governor is removed due to recall and more than 12 months remain on that Governor's term, a special election shall be conducted using the general procedures set forth in the "Election of Governors from Congressional Districts" provisions of these bylaws. The application period for any special election held pursuant to this section shall be no less than 30 days and shall, at a minimum, be prominently posted on the WSBA website and e-mailed to all members eligible to vote in the election who have valid e-mail addresses on record with the Bar.
 - 3) Regardless of whether a special election will be held to fill a Governor position which is vacant due to recall by the members, such position shall not be filled by any interim governors selected by the BOG or appointed by the president.

B. OFFICERS OF THE BAR.

The officers of the Bar shall consist of a President, President-elect, Immediate

Past-President, and Treasurer. The WSBA Executive Director serves as secretary in an *ex officio* capacity. Only Active members may serve as officers of the Bar.

1. President.

The President shall be the chief spokesperson of the Bar, and shall preside at all meetings of the Board of Governors and at any meetings of the Bar. The President has the authority to set the agenda; take action to execute the policies established by the Board of Governors; assign Governors as liaisons to WSBA sections, committees, task forces, specialty bar associations, and other law related organizations; and to appoint task forces, BOG committees, or other ad hoc entities to carry out policies established by the Board of Governors. The President shall further perform those duties that usually devolve upon such officer. The President may vote only if the President's vote will affect the result. The President shall present a report to the membership covering the principal activities of the Bar during the President's tenure.

2. President-elect.

The President-elect performs the duties of the President at the request of the President, or in the absence, inability, recusal, or refusal of the President to perform those duties. The President-elect shall perform such other duties as may be assigned by the President or the Board of Governors. The President-elect is not a voting member of the Board of Governors except when acting in the President's place at a meeting of the Board of Governors and then only if the vote will affect the result.

3. Immediate Past President.

The Immediate Past President performs such duties as may be assigned by the President or the Board of Governors. The Immediate Past President shall perform the duties of the President in the absence, inability, recusal, or refusal of the President, President-elect, and Treasurer to perform those duties. The Immediate Past President is not a voting member of the Board of Governors except when acting in the President's place at a meeting of the Board of Governors and then only if the vote will affect the result.

4. Treasurer.

The Treasurer shall chair the WSBA Budget & Audit Committee and is responsible for ensuring that the Board of Governors and Officers are informed about the finances of the Association. The Treasurer shall perform the duties of the President in the absence, inability, recusal, or refusal of the President and the President-elect to perform those duties. The Treasurer shall perform such other duties as are assigned by the President or the Board of Governors.

5. Executive Director

The Executive Director is the principal administrative officer of the Bar.

The Executive Director is responsible for the day-to-day operations of the Bar including, without limitation: (1) hiring, managing and terminating Bar personnel, (2) negotiating and executing contracts, (3) communicating with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters, (4) preparing an annual budget for the WSBA Budget and Audit Committee, (5) ensuring that the WSBA books are kept in proper order and are audited annually, (6) ensuring that the annual audited financial report is made available to all Active members, (7) collecting debts owed to the bar and assigning debts for collection as deemed appropriate, (8) acquiring, managing, and disposing of personal property related to the Bar's operations within the budget approved by the BOG, (9) attending all BOG meetings, (10) reporting to the Board of Governors regarding Bar operations, (11) ensuring that minutes are made and kept of all BOG meetings, and (12) performing such other duties as the Board of Governors may assign. The Executive Director serves in an *ex officio* capacity and is not a voting member of the Board of Governors.

6. Terms of Office.

- a. The President-elect is elected by the Board of Governors, as set forth in these bylaws. The President-elect shall succeed the President unless removed from office pursuant to these Bylaws.
- b. The Treasurer shall be a current Governor and shall be nominated by the President-elect and confirmed by the Board of Governors at the second-to-last regularly scheduled Board meeting of the fiscal year.
- c. The President-elect and Treasurer shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which they were elected to those positions. The President shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which he/she served as President-elect. The Immediate Past President shall take office at the close of the final regularly scheduled Board meeting of the fiscal year in which he/she served as President.
- d. The term of office of each officer position is one year; however, the Executive Director serves at the pleasure of the Board and has an annual performance review.

7. Vacancy.

- a. The President, President-Elect, Immediate Past President, and Treasurer may resign or be removed from office for good cause by an affirmative vote of 75% of the entire Board of

Governors. Good cause for removal shall mean incapacity to serve, or conduct or activities that bring discredit to the Bar.

- 1) Upon removal or resignation of the President, the President-elect shall fill the unexpired term of the President and shall then serve the term for which he/she was elected President. If there is no President-elect, then the Board of Governors shall elect such other person as it may determine, with the Treasurer performing the duties of the President until the Board of Governors elects a new President.
 - 2) Upon removal or resignation of the President-elect, or ascendancy of the President-elect to the Presidency pursuant to paragraph (1) above, the Board of Governors shall elect a new President-elect from the same geographic area of the rotation.
 - 3) Upon disqualification, removal, or resignation of the Immediate Past President, the office shall remain vacant until the close of the term of the then-current President.
- b. The Executive Director is appointed by the Board of Governors, serves at the pleasure of the Board of Governors, and may be removed at any time by the Board without cause by a majority vote of the entire Board of Governors.

C. BOG COMMITTEES.

1. The Board of Governors may delegate work to BOG standing and special committees, the membership of which shall be established by the President with due consideration given to Governors' membership requests. The BOG standing committees shall include, at a minimum, the following: Awards Committee; Budget & Audit Committee; Legislative Committee; Personnel Committee; and Diversity Committee. Governors and Officers are voting members of BOG committees and task forces. WSBA staff are non-voting members of BOG standing committees, unless the chair determines otherwise, and may be voting members of other committees and task forces at the chair's discretion.
2. BOG Legislative Committee
 - a. Purpose: The BOG Legislative Committee is authorized to propose or adopt positions on behalf of the Board of Governors with respect to legislation that has been introduced or is expected to be introduced in the Washington State Legislature, including the authority to propose amendments to legislation or

to adopt positions on amendments to legislation.

- b. Membership: The President shall appoint the Committee, which shall consist of the following voting members:
 - 1) Eight members of the Board of Governors, including the Treasurer;
 - 2) the President;
 - 3) the President-elect; and
 - 4) the Immediate Past President.

The chair of the Committee shall be selected by the President from among the Governors appointed to the Committee.

- c. Procedure: Consideration of legislation by the Committee shall proceed in the following order:
 - 1) The Committee shall first determine, by a two-thirds majority vote of those voting, whether the legislation is within the scope of GR 12.1 and whether it is appropriate under the circumstances for the Committee to determine a position on the legislation on behalf of the Board of Governors.
 - 2) If the determination in subsection (1) above is affirmative, then the Committee shall determine by a two-thirds majority vote of those voting what position, if any, to adopt on the legislation on behalf of the Board of Governors.
 - 3) The Committee may determine that major or novel legislative issues will be referred to the Board of Governors for consideration.
 - 4) Any issues to be considered or actions taken by the Committee shall be promptly communicated to the Board of Governors by electronic delivery; and actions taken by the Committee shall also be communicated at the next meeting of the Board.
- d. Quorum: A quorum shall consist of a majority of the Committee's voting members.
- e. Attendance at Committee Meetings: The Board of Governors Legislative Committee may meet in executive session, with no persons present except the members of the Committee, other

members of the Board of Governors, the Executive Director, the Legislative Liaison, and such others as the Committee may authorize.

D. POLITICAL ACTIVITY.

1. President and President-elect.

The President and President-elect shall not publicly support or oppose, in an election, any candidate for public office. This restriction applies fully to prohibit:

- a. the use of the President's and President-elect's name,
- b. the contribution of funds, or
- c. participation or support to any degree in the candidate's campaign.

Further, the President and President-elect shall not take a side publicly on any issue being submitted to the voters, pending before the legislature or otherwise in the public domain except when specifically authorized or instructed by the Board of Governors to do so on a matter relating to the function or purposes of the Bar.

2. Governors, other Officers and Executive Director.

Governors, other officers, and the Executive Director shall not publicly support or oppose, in an election, any candidate for public elective office in the State of Washington the prerequisites for which include being an attorney, except where the candidate is a member of that person's immediate family. This restriction applies fully to prohibit:

- a. the use of the Governor's, officer's, or Executive Director's name,
- b. the contribution of funds, or
- c. participation or support to any degree in the candidate's campaign.

The term "immediate family" as used in this Article includes a sibling, parent, spouse, domestic partner, child and the child of a spouse or domestic partner.

3. Other.

If any officer, Governor, or the Executive Director supports or opposes

any candidate or issue as permitted in this Bylaw, then that person shall not state or imply that he or she is acting in his or her capacity as officer, Governor or Executive Director of the Washington State Bar Association unless specifically authorized to do so by the Board of Governors.

4. Letterhead.

Use of Bar letterhead shall be limited to official business of the Bar and specifically shall not be used for personal or charitable purposes, or in connection with any political campaign or to support or oppose any political candidate. Bar letterhead shall not be used to support or oppose any public issue unless the Board of Governors has taken a position on the issue.

E. REPRESENTATION OF THE BAR.

Except as specifically set forth in these Bylaws, no committee, section, task force, or WSBA entity, or member thereof, member of the BOG, or officer or employee of the Bar shall assume to speak for or represent the Bar, or any committee, section, task force, or entity thereof, before any legislative body, in any court, before any other tribunal or in any communication to the Governor or the Attorney General of the State, unless prior authorization to do so has been specifically granted by the BOG.

1. As the chief spokesperson of the Bar, the President has the authority to take action to execute the policies established by the Board of Governors, and to serve as the representative of the Bar in connection therewith.
2. The BOG Legislative Committee is specifically authorized, under the terms of these Bylaws, to propose or adopt positions on behalf of the BOG with respect to legislation that has been introduced or is expected to be introduced in the Washington State Legislature, including the authority to propose amendments to legislation or to adopt positions on amendments to legislation.
3. The Executive Director may communicate with Bar members, the judiciary, elected officials, and the community at large regarding Bar matters and policies established by the BOG, and is not required to obtain prior approval from the BOG before doing so.
4. WSBA employees whose job duties require them to do so, and independent counsel retained at the direction of the President or the BOG, are specifically authorized to represent the WSBA, or any committee, section, or task force thereof, before any legislative body, in any court, before any other tribunal or in any communication to the Governor or the Attorney General of the State as may be necessary to perform their job duties.

V. **APPROPRIATIONS AND EXPENSES**

A. **APPROPRIATIONS.**

Appropriations of WSBA funds and authorization for payment of expenses shall be made by the BOG through the adoption of an annual budget or by special appropriation as required.

1. The President shall appoint a BOG Budget and Audit Committee, which shall consist of the following voting members:
 - a. At least one Governor from each class, not to exceed seven Governors, one of whom shall be the Treasurer;
 - b. The President; and
 - c. The President-Elect.

The WSBA Executive Director and Deputy Director for Finance and Administration shall serve as *ex officio*, non-voting members, and the Chair of the Committee shall be the Treasurer. Up to two additional non-Board of Governor voting members may be appointed by the President subject to the approval of the Board of Governors.

2. The Treasurer, together with the Budget and Audit Committee, shall present a proposed Annual Budget to the BOG for approval prior to each fiscal year.
3. Decisions regarding non-budgeted appropriations shall be made in accordance with the BOG-approved fiscal policies and procedures.

B. **EXPENSES; LIMITED LIABILITY.**

1. Requests for payment shall be in such form and supported by such documentation as the BOG shall from time to time prescribe.
2. The financial obligation of the Bar to any division, committee, board, section, or other WSBA entity shall be limited to the amount budgeted and shall cease upon payment of that amount unless the BOG authorizes otherwise.
3. Any liability incurred by any division, committee, board, section, or other WSBA entity, or by members thereof, in excess of the funds budgeted, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.
4. Any liability incurred by any division, committee, board, section, or

other WSBA entity, or by members thereof, not in accordance with the policies of the BOG or in conflict with any part of these Bylaws, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

VI. ELECTIONS

A. ELIGIBILITY FOR MEMBERSHIP ON BOARD OF GOVERNORS.

1. **Governors from Congressional Districts:** Any Active member of the Bar, except a member previously elected to the Board of Governors who has served as a member of the Board for more than 18 months, may be nominated or apply for election to the office of Governor from the Congressional District, or geographic regions within the Seventh Congressional District, in which such member resides.
2. **At Large Governors:** Any Active member of the Bar, except a member previously elected to the Board of Governors who has served as a member of the Board for more than 18 months, may be nominated or apply for election to the office of At-Large Governor, except as provided in this Section.
3. **Filing of nominations and applications shall be in accordance with this Article.**

B. NOMINATIONS AND APPLICATIONS.

1. **Applications for Governors elected from Congressional Districts shall be filed in the office of the Bar not later than 5:00 p.m., on the 1st day of March of the year in which the election is to be held.**
2. **Applications or nominations for at-large Governor positions shall be filed in the office of the Bar not later than 5:00 p.m. on the 20th day of April of the year in which the election is to be held.**
3. **Applications for the position of President-elect shall be filed by the deadline set forth in the notice published in the *Bar News* and posted on the WSBA website; notice shall be given not less than 30 days before the filing deadline.**
4. **In the event no application is made for a Congressional District seat, the position shall be treated, advertised, and filled as an at-large position for that election cycle only.**

C. ELECTION OF GOVERNORS.

1. **Election of one Governor from each Congressional District and for the at-large positions shall be held every three years as follows:**

- a. Third, Sixth, Eighth Congressional Districts and the Eastern region of the Seventh Congressional District and one at-large member – 2011 and every three years thereafter.
- b. First, Fourth, Fifth Congressional Districts and the Western region of the Seventh Congressional District and one at-large member from nominations made by the Young Lawyers Division Board of Trustees – 2009 and every three years thereafter.
- c. Second and Ninth Congressional Districts and the Central region of the Seventh Congressional District and one at-large member – 2010 and every three years thereafter.

2. Election of Governors from Congressional Districts.

- a. *Eligibility to Vote.* All Active members, as of March 1st of each year, shall be eligible to vote in the Board of Governors' election for their district, subject to the election schedule shown above. Active members residing in the State of Washington shall vote in the district in which they reside. Active members residing outside the State of Washington shall vote in the district of the address of the agent they have designated within the State of Washington for the purpose of receiving service of process as required by APR 5(e), or, if specifically designated to the Executive Director, within the district of their primary Washington practice.
- b. *Ballots.* On March 15th of each election year, the Executive Director shall prepare ballots containing the names of all candidates for the office of Governor for each District in which an election is to be held, and shall deliver a ballot to each active member eligible to vote in said District. At the Bar's discretion, the election may be conducted via paper ballot and/or via a secure electronic, Internet based, or online voting system ("electronic voting"). In the case of an election using both paper ballots and electronic voting, the Executive Director shall mail paper ballots to those active members for whom the Bar does not have a valid, functioning email address, and include information about how to vote by electronic voting. On that same date, the Executive Director shall email all other active members within those districts the necessary information about how to vote in the election by electronic voting and information about how to obtain a paper ballot instead of voting by electronic voting. Should any active member eligible to vote fail to receive a ballot or email regarding voting, or receive an improper ballot, the member may obtain the proper

ballot by furnishing to the Executive Director proof of such member's eligibility to receive the same, and upon returning the improper ballot, if any.

- c. *Voting Procedure.* Each member eligible to vote in the election may vote in one of the following ways:
- 1) *By paper ballot.* The member shall, after marking a ballot, place the same in the envelope marked "Ballot," place that envelope in the envelope directed to the Bar, print or type such member's name, and sign the outside of the envelope, and cause the same to be delivered to the office of the Bar by no later than 5:00 p.m. (PDT) on April 15th of that election year. Alteration of or addition to the ballot, other than the marking of the member's choice, shall invalidate the ballot.
 - 2) *By electronic voting.* Internet based or online voting must be completed by no later than 5:00 p.m. (PDT) on April 15th of that election year.

Each member has only one vote. Only one vote shall be counted from any member who inadvertently votes both by paper ballot and by electronic means.

- d. *Voting System.* In any election for membership on the Board of Governors, if there is only one qualified candidate nominated, then that candidate shall be declared elected. If there are only two candidates for a position, then the candidate receiving the highest number of votes shall be declared elected. If there are more than two candidates, and if no candidate receives more than 50% of the total vote, the two candidates receiving the highest number of votes will participate in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes.

If a run-off election is necessary, the Executive Director in consultation with the President shall designate the date for mailing the paper ballots and the deadline date for the return thereof, which shall not be less than 14 nor more than 21 days after the date of the mailing. If a run-off election is also conducted by electronic voting, the distribution of ballots and e-mails shall be as described above, and electronic voting must be completed by no later than 5:00 p.m. (PDT) on the deadline date for the return of paper ballots. The candidate receiving the highest number of votes shall be declared elected.

- e. *Checking and Custody of Ballots.* The Executive Director shall deposit all satisfactorily identified and signed envelopes in receptacles segregated as to Districts. The receptacles shall remain in the custody of the Executive Director until the ballots shall be counted. Any ballots not enclosed in an envelope, satisfactorily identified and signed, shall not be counted.

Votes cast via electronic voting shall be verified and securely stored by the vendor.

- f. *Counting of Ballots.* Paper ballots shall be counted in the office of the Bar, and electronic ballots, if any, shall be counted by the online voting vendor. The election process will be supervised by an Election Board of not less than three Active members appointed by the President. No less than two members of the Election Board shall be present at any count of paper ballots. Any Active member of the Bar may be present at such count of paper ballots.

The Executive Director shall establish and follow a procedure that will ensure that no member's vote is counted more than once.

Promptly upon determination of the election results, the Election Board shall certify the results to the Executive Director, who shall publicly announce the election of the successful candidates and notify each candidate as promptly as reasonably possible of the result of the election. Official written notice of the election results also shall be mailed to each candidate.

- g. *Retaining Ballots.* All paper ballots and identifying return envelopes shall be retained in the custody of the Executive Director. If any votes are cast by electronic voting, the vendor shall retain the data, and maintain an auditable trail of the election, for no less than 90 days after the close of the election.

If no challenge to the ballot count has been made after 90 days, the ballots and identifying return envelopes may be destroyed, and the Executive Director shall notify the vendor to destroy the data and auditable trail for that election.

3. Election of At-Large Governors.

At-large Governors are elected by the Board of Governors as set forth below.

D. ELECTIONS BY BOARD OF GOVERNORS.

1. At-Large Governors.

The Board of Governors shall elect additional Governors from the active membership at-large. The election of at-large Governors shall take place during a meeting of the Board of Governors not later than the 38th week of each fiscal year and shall be by secret written ballot.

There shall be two at-large Governor positions to be filled with persons who, in the Board's sole discretion, have the experience and knowledge of the needs of those lawyers whose membership is or may be historically under-represented in governance, or who represent some of the diverse elements of the public of the State of Washington, to the end that the Board of Governors will be a more diverse and representative body than the results of the election of Governors based solely on Congressional Districts may allow. Under-representation and diversity may be based upon the discretionary determination of the Board of Governors at the time of the election of any at-large Governor to include, but not be limited to age, race, gender, sexual orientation, disability, geography, areas and types of practice, and years of membership, provided that no single factor shall be determinative.

In addition, the Board of Governors shall elect one at-large Governor from nominations made by the Young Lawyers Division Board of Trustees. Election shall be by a secret written ballot. The Young Lawyers Division Board of Trustees shall nominate two or more candidates who will be members of the Young Lawyers Division at the time of the election.

2. Office of President-Elect.

The Board of Governors shall elect an Active member of the Washington State Bar Association to serve as President-elect. The election shall take place during a meeting of the Board of Governors not later than the 38th week of each fiscal year, and shall be by secret written ballot. The President-elect shall take office upon the incumbent President-elect becoming President or upon vacancy of the office of President-elect. The selection of the President-elect shall rotate each year based on primary place of business from within the following geographic areas and in the following order beginning with the election of the President-elect in 2008:

- a. that area west of the Cascade mountain range generally known as western Washington but outside of King County;
- b. King County;
- c. that area east of the Cascade mountain range generally known as eastern Washington; and

d. King County.

3. Election Procedures.

Elections of at-large Governors, President and President-elect elections, and any other elections held by the Board of Governors under these bylaws, except elections for the position of Treasurer, are conducted as follows:

- a. Notice of the position shall be advertised in the Bar News and on the WSBA's website no less than 30 days before the filing deadline and must include the closing date and time for filing candidate applications.
- b. Following expiration of the closing date and time identified, all candidate names will be posted publicly.
- c. The BOG may appoint a committee to recommend candidates to the BOG from all who have submitted their applications for a position in a timely manner.
- d. All recommended candidates, or others as determined at the discretion of the BOG, will be interviewed in public session of the BOG's meeting. Candidates who are competing for the same position shall not be present for each other's interviews.
- e. Discussion of the candidates will be in public session but candidates will be asked by the President not to be present.
- f. Election of candidates shall be conducted by secret written ballot.
- g. If no candidate receives a majority of the votes cast, the two candidates receiving the highest number of votes will be voted on in a run-off election. In the event of a tie for the second highest vote total, all candidates who are tied will participate in the run-off election along with the candidate who received the most votes. The candidate with the most votes in the run-off will be deemed the winner.
- h. Ballots will be tallied by three persons designated by the President, one of whom will be the Executive Director.
- i. Proxy votes are not allowed, however a Governor who participated in the interview and discussion process by electronic means may cast a vote telephonically via a confidential phone call with the Executive Director.

- j. The elected candidate will be announced publicly following the vote. However, the vote count will not be announced and all ballots will be immediately sealed to both the BOG and the public and remain in the custody of the Executive Director for 90 days, when they will be destroyed.

E. MEMBER RECALL OF GOVERNORS.

Any Governor may be removed from office by member recall. A recall vote is initiated by an Active member filing a petition for recall with the Executive Director. A petition for recall shall identify the Governor, the Governor's congressional district or at-large status, and the Governor's term of office; set forth the basis for the recall; and contain the names and signatures of the Active members supporting the petition.

1. For congressional district Governors, the petition must be signed by five percent of the Active members of the Governor's congressional district at the time of filing. Only members of the Governor's district who are on Active status at the time of the vote are eligible to vote.
2. For the Young Lawyers' Division at-large Governor, the petition must be signed by five percent of the YLD members at the time of filing. Only YLD members who are on Active status at the time of the vote are eligible to vote. For all other at-large Governors, the petition must be signed by five percent of the Active members of the WSBA at the time of filing, and only members on Active status at the time of the vote are eligible to vote.
3. The voting procedures set forth in the "Election of Governors from Congressional Districts" shall be used as a procedural guideline for conducting a recall vote, and a majority vote is sufficient to pass a recall petition.

VII. MEETINGS

A. GENERAL PROVISIONS; DEFINITIONS.

1. Definitions.

As used in this article unless the context indicates otherwise:

- a. "Meeting" means any regular or special meeting of the Bar, its Board of Governors, or one or more of its governing bodies. "Regular meetings" are recurring meetings held in accordance with a periodic schedule declared by these bylaws or a governing body's resolution, bylaw, or rule.
- b. "Governing body" means a board, division, committee,

subcommittee, task force, section, or other body working under the authority of, or administered by, the Bar. The activities of such governing bodies may include, but are not limited to, conducting meetings, taking actions, conducting hearings, or gathering information or member comment.

- c. "Action" means the transaction of the official business of the Bar by a governing body including but not limited to receipt of member information, deliberations, discussions, considerations, reviews, evaluations, and final actions. "Final action" means a collective positive or negative consensus, or an actual vote by a majority of the voting members present, whether in person or by electronic means, at the time of the vote, upon a motion, proposal, resolution, or order.

2. Order of Business.

The President or Chair of the meeting shall determine the order of the business of any meeting.

B. OPEN MEETINGS POLICY.

1. Given the important role of the attorney in society and the Bar's singular authority over the provision and providers of legal services, except as it may otherwise be limited by these bylaws or by court rules the Bar is committed to conducting all meetings of the Bar, its Board of Governors, and its governing bodies in an open and public manner. Through such openness, the Bar intends to make information available to its members and to the people of Washington that will allow them to become informed about matters regarding the provision of legal services and other topics falling under the Bar's authority.

All meetings shall be open and public and all persons shall be permitted to attend any meeting, except as otherwise provided in these bylaws or under court rules. A meeting may be held by electronic means. Meeting schedules and contact information shall be made available by the Bar.

2. This Open Meetings Policy shall not apply to duly designated executive sessions, meetings otherwise excluded under the terms of these bylaws, meetings of the BOG Personnel and Awards Committees, the Judicial Recommendation Committee, or to matters regulated by the Rules for Enforcement of Lawyer Conduct, the Admission to Practice Rules, or the Rules for Enforcement of Conduct of Limited Practice Officers.
3. Minutes of all meetings, except for executive sessions, shall be promptly recorded and shall be open to public inspection upon request.

Minutes from every BOG public session shall be posted on the WSBA website once approved by the BOG.

4. A member of the public shall not be required, as a condition of attendance at a meeting, to register his or her name and other information, to complete a questionnaire, or otherwise to fulfill any condition precedent to his or her attendance.
5. In the event that any meeting is interrupted by a group or groups of persons so as to render the orderly conduct of such meeting not feasible, and order cannot be restored by the removal of individuals who are interrupting the meeting, the persons presiding over the meeting may order the meeting room cleared and continue in session or may adjourn the meeting and reconvene at another location selected by majority vote of the members of the governing body. In such a session, final disposition may be taken only on matters appearing on the agenda. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the governing body from establishing a procedure for readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting.
6. At any meeting required to be open to the public, no governing body shall vote by secret ballot, except as provided by these bylaws.
7. Each governing body shall set regular and special meetings as needed. It shall not be a violation of these bylaws for a majority of the members of a governing body to travel together or gather for purposes other than a regular or special meeting as these terms are used in these bylaws, provided that they take no final action as defined in these bylaws.
8. A governing body may adjourn any meeting to a time and place specified in the order of adjournment. A quorum is not required to adjourn. If all members are absent from any meeting the chair of the governing body may declare the meeting adjourned to a stated time and place. He or she shall cause written or electronic notice of the adjournment to be given to all members of the governing body within 48 hours of the adjournment.
9. Any member may timely petition the Board of Governors to declare any BOG final action voidable for failing to comply with the provisions of these bylaws. Any member may petition the BOG to stop violations or prevent threatened violations of these bylaws.

C. MEETINGS OF THE BOARD OF GOVERNORS.

1. Regular Meetings.

Regular meetings of the BOG shall be held at such times and locations as its President may designate. Notice of the date, time, and location of each regular meeting shall be posted on the WSBA website no later than 45 days prior to the date of the meeting. The agenda for the meeting shall be posted on the WSBA website once finalized. Late materials related to agenda items may be accepted. Any changes to the agenda will be posted as soon as practicable given the circumstances of the change.

2. Special Meetings.

- a. Special meetings of the BOG may be called by the President at his or her discretion, the Executive Director, or at the written request of five members of the BOG. Special meetings shall customarily be held at the WSBA offices. All reasonable efforts will be made to schedule special meetings so the maximum number of Governors may attend, and Governors who are unable to attend in person may attend by electronic means.
- b. Notice of a Special Meeting shall be in writing and shall set forth the time, place and purpose thereof, and shall be given to all members of the BOG, the officers, the Executive Director, and the General Counsel, and posted on the WSBA website, at least five days prior to the meeting. The five days' notice requirement may be waived by unanimous consent of the BOG. The Special Meeting shall only consider such matters as set forth in the notice of the meeting. A Special Meeting may be canceled by the written consent of eight Governors, directed to the Executive Director, who in turn shall transmit the cancellation notice and supporting documentation to all persons who were sent notice of the meeting.

3. Emergency Meetings.

An emergency meeting may be called, with 24-hour electronic notice to all members of the Board and the General Counsel:

- a. When the President determines that an extraordinary matter requires immediate attention of the Board; or
- b. By the Executive Director when there has been a natural disaster or catastrophic event that significantly impacts the Bar's ability to function.

- c. The emergency meeting shall be held at a location designated by the President or Executive Director, and board members who are unable to attend in person may attend by electronic means. Notice of the meeting must indicate the subject matter to be considered, and the meeting shall only consider such noted subject matter.

4. Agenda.

For every meeting, the President will establish the agenda and order of business. Upon request to the President, a Governor may add an item to the upcoming regular meeting's agenda. If in the President's good faith estimation the upcoming agenda is full, the requested item will be placed on the next regularly scheduled meeting's agenda, unless otherwise agreed by the President and the requesting Governor.

5. Executive Session.

The BOG may meet in executive session at the discretion of the President, with no persons present except the President, President-elect, Immediate Past President, Governors, Executive Director, General Counsel, and such others persons as the BOG may authorize, when the matters under consideration or discussion involve discipline, litigation, personnel, Lawyers' Fund for Client Protection claims, an individual character or fitness matter, or any other topic in which the President in his/her discretion believes the preservation of confidentiality is desirable or where public discussion might result in violation of individual rights or in unwarranted or unjustified private or personal harm, but in a manner consistent with the Open Meetings Policy of these bylaws. An individual may be recused from executive session for conflict of interest or other reasons at the person's request or by a majority vote of the Board. The President shall publicly announce the purpose for meeting in Executive Session.

D. MEETINGS OF OFFICERS.

The officers of the Bar do not constitute an "Executive Committee," and the Bar does not operate under an Executive Committee form of governance. The officers may meet as necessary to develop BOG meeting agendas or for discussion purposes. All Governors must be given prior written notice of the day, time, place, and agenda or purpose of the officers' meeting, and any Governor may attend the meeting.

E. FINAL ACTION OF THE BAR.

Reports, recommendations or proposals do not represent the view or action of the Bar, unless approved by a vote of the Board of Governors.

**MASSACHUSETTS BAR ASSOCIATION
(VOLUNTARY)**

<p>Massachusetts Bar Association 20 West St. Boston, MA 02111-1204 (617) 338-0500</p>	
Number of Members/Attorneys:	17,000
Size of Board:	76
Member Selection:	<p>Members of the Massachusetts Bar Association (“MBA”) nominated from time to time as such by the Trustees (the “Trustees”) of the Foundation. Fellows shall not exceed five (5) percent of the attorneys admitted to practice in Massachusetts from time to time. The Trustees, at any meeting of the Trustees, may nominate additional Fellows.</p> <p>The business of the Foundation shall be managed by twenty (20) Trustees, all of whom shall be Fellows, and the Trustees shall exercise all the powers of the Foundation, except as otherwise provided by law, the Articles of Organization, or these Bylaws. In the event of a vacancy among the Trustees, the remaining Trustees, except as otherwise provided by law, may exercise the powers of the full Trustees until the vacancy is filled.</p> <p>(a) <u>Composition of the Board</u>: The Board of Trustees shall be comprised of twenty (20) Trustees: four (4) MBA Trustees, four (4) Judicial Trustees, and twelve (12) Additional Trustees. The Office of Past President shall be added as an additional Trustee when a president has served his/her term in office and but for this provision would have finished his/her term as a Trustee. Service as a Past President shall be limited to one (1) year. For those years when a Past President shall serve as a Trustee, the Board shall be managed by twenty-one (21) Trustees.</p>
Terms/Limits:	4 yr term/2 term limit
Committees:	<p>17 Standing Committees: ABA Delegate Nominating Committee; Alternative Dispute Resolution Committee; Amicus Curiae Committee; Appellate Bench Bar Committee; Budget & Finance Committee; Committee on Professional Ethics; Executive Management Board; Fee Arbitration; Board Committee; Insurance Committee; Joint Bar Committee on Judicial Appointments; Lawyer Referral Service Committee Massachusetts Law Review Editorial Board; MBA Nominating Committee; Mock Trial Committee; Child Support Guidelines Committee; Curriculum Advisory Committee; Task Force on Diversity; Immigration Law Steering Committee; Committee on Judicial Independence; Lawyers in Transition Committee; Task Force on Post Goodridge; Safeguard Client Interests Task Force (CSB); Sharlene's Task Force</p>
Vetting Process:	See attached document

**MASSACHUSETTS BAR ASSOCIATION
(VOLUNTARY)**

	<p>House of Delegates All public policy and advocacy issues of the Association shall be managed by a HOD which shall be a representative body of the members that exercises all public policy making and advocacy powers of the Association, except as otherwise provided by law, the Articles of Organization or these Bylaws.</p>
<p>Mission Statement:</p>	<p>Founded in 1910, the Massachusetts Bar Association is a non-profit organization that serves the legal profession and the public by promoting the administration of justice, legal education, professional excellence and respect for the law. The MBA represents a diverse group of attorneys, judges and legal professionals across the commonwealth.</p>



MBA Bylaws

Adopted by the House of Delegates: May 19, 2010
Approved by the MBA membership on July 21, 2010

Nomination and Election Procedures

ARTICLE I - Name

Massachusetts Bar Association, Inc.

ARTICLE II - Purpose

To serve the legal profession and the public by promoting the administration of justice, legal education, professional excellence, diversity and unity in the legal profession and respect for the law.

ARTICLE III - Diversity Statement

The Massachusetts Bar Association (the "Association") encourages diversity of gender, gender identity and expression, sexual orientation, race, color, creed, age, disability, ethnic origin and geographic representation in its membership, Officers, House of Delegates (the "HOD"), Executive Management Board (the "EMB"), Section Councils and Committees.

ARTICLE IV - Membership

Section 1. Membership. Any member of the Bar of the Commonwealth of Massachusetts in good standing may become a member of the Association and only such members may vote and hold office in the Association. Other categories of membership may be established by the EMB. Any member of the Association, who has been admitted to the bar for fifty (50) years and is a current member of the Association in good standing, shall automatically become a life member of the Association and be exempt from paying annual dues.

Section 2. Dues. The dues for membership shall be determined annually by the EMB and shall be payable in September of each year. Various categories of membership may be established, approved and revised by the EMB from time to time. For good cause, the Treasurer shall have the right to waive, cancel or partially remit any obligation for dues. Any member of the Association who fails to pay dues within a reasonable time may be dropped from membership by order of the President.

Section 3. Annual and Other Meetings. The Annual meeting of the members of the Association shall be called by a majority of the HOD, a majority of the EMB or the President. Except for special meetings called pursuant to Article VI Section 9, special meetings of the members of the Association may be called at any time either by a majority of the HOD, by a majority of the EMB, by the President or, if requested in writing by no fewer than one hundred (100) members of the Association, by the Secretary.

Section 4. Place of Meetings. All meetings of the members of the Association shall be held at such place as is fixed by the President or, if the President shall not act, by the EMB and specified in the Notice of the meeting.

Section 5. Notice of Meetings. Notice of any meeting of the members of the Association shall be given in accordance with Article X, Section 13 at least twenty (20) days prior to the date of such meeting and by the Secretary or any other Officer of the Association.

Section 6. Quorum. At any meeting of the members of the Association, a quorum shall consist of no fewer than fifty (50) members of the Association who are entitled to vote. Fewer than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

Section 7. Voting and Proxies. Members of the Association shall have the right to vote in accordance with the provisions of Article X Section 9 and hold office in the Association. A member of the Association may not vote by proxy.

ARTICLE V - House of Delegates

Section 1. **Powers.** All public policy and advocacy issues of the Association shall be managed by a HOD which shall be a representative body of the members that exercises all public policy making and advocacy powers of the Association, except as otherwise provided by law, the Articles of Organization or these Bylaws.

Section 2. **Membership.** The HOD, each member of which shall be a member of the Association, shall consist of the President, the President-Elect, two (2) Vice Presidents, the Treasurer, the Secretary, the two (2) most recent former Presidents of the Association who are willing and able to serve, eighteen (18) Regional Delegates elected by the membership from their respective regions as described in Section 3 below, seven (7) At-Large Delegates nominated by the Nominating Committee and elected by the HOD following the election of the HOD, as provided herein, the Chair of the Young Lawyers Division, the State Delegate to the House of Delegates of the American Bar Association, the President of the Massachusetts Bar Foundation, Inc. and the President or his or her designee (provided he or she shall be a member of this Association) from the following affiliated bar organizations: the County Bar Associations (for the purpose of these Bylaws, the Boston Bar Association shall be the Bar Association for Suffolk County), the Asian American Lawyers Association of Massachusetts, the City Solicitors and the Town Counsel Association, the Federal Bar Association - Massachusetts Chapter, the Massachusetts Academy of Trial Attorneys, the Massachusetts Association of Hispanic Attorneys, the Massachusetts Association of Women Lawyers, the Massachusetts Black Lawyers Association, the Massachusetts Defense Lawyers Association, the Massachusetts Lesbian & Gay Bar Association, the National Academy of Elder Law Attorneys - Massachusetts Chapter, the Real Estate Bar Association for Massachusetts, the South Asian Bar Association of Greater Boston, the Women's Bar Association, a representative who is a member of this Association from each additional affiliated bar association approved by the EMB after the adoption of these Bylaws pursuant to Section 4 of this Article V, and a chair of each Section Council or his or her designee.

Section 3. **Regional Delegates.** The eighteen (18) Regional Delegates shall be elected pursuant to the procedures set forth in Article VI, Section 2 hereof by members of the Association entitled to vote from the ten regions as follows: Region 1 -Barnstable, Dukes and Nantucket -one (1) delegate; Region 2 -Plymouth -one (1) delegate; Region 3 -Bristol -one (1) delegate; Region 4 -Berkshire, Franklin and Hampshire -one (1) delegate; Region 5 -Hampden -one (1) delegate; Region 6 -Essex -two (2) delegates; Region 7 -Middlesex -three (3) delegates; Region 8 -Norfolk -two (2) delegates; Region 9 -Suffolk -four (4) delegates; Region 10 -Worcester -two (2) delegates. A Regional Delegate must have his/her principal office within the region. No person shall serve as a Regional Delegate for more than three (3) consecutive years unless authorized by majority vote of the EMB, upon the recommendation of the President.

Section 4. **Affiliated Associations.** Any statewide voluntary bar association not listed in Section 2 above may apply to the EMB to become an Affiliated Bar Organization. In accordance with a written policy regarding the admission of bar associations, the EMB shall review each bar association's purpose, activities and membership to determine whether the bar association by its representation in the HOD shall enhance the fulfillment of the purposes of the Association and assist the Association in the furtherance of its policies and activities. The primary purpose of the bar association must be other than social in nature, and at least one-third (1/3) of its members must be members of the Association.

A determination of whether the Applicant Association is to be initially admitted to the House of Delegates of the Association, and retained as a member thereafter will be made by the Executive Management Board following a review of all relevant information submitted by the Applicant Association at the time of application and annually thereafter.

Any Affiliated Association that fails to meet these membership requirements over any given Association fiscal year will have a probationary period of the following Association year to recover sufficiently their membership levels. If such Affiliated Association fails to meet the membership requirements in such following Association year, it will not be entitled to representation in the House of Delegates. Recertification or decertification of any Affiliated Association shall be by action of the Executive Management Board upon a recommendation from the President.

Section 5. **Tenure.** The members of the HOD shall serve for terms commencing on September 1st of the Association year following their election or appointment, or upon their election or appointment if the same shall occur after September 1st of the Association year, and terminating on August 31st of that Association year, or upon the election of their successors if such election shall occur after the start of the next Association year. Any Delegate may resign by delivering his or her written resignation to the Association at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the

happening of some other event.

Section 6. Removal. A Delegate, whether elected, appointed or serving as a representative of another Bar Association, may be removed from office with cause by a vote of the majority of the Delegates then in office. A Delegate may be removed only after reasonable notice and opportunity to be heard before the HOD.

Section 7. Regular and Other Meetings. The HOD shall meet no fewer than three (3) times per year at such times and locations as may be designated by the President, or, if the President shall not so act, by a majority of the then duly elected Delegates. Other meetings of the HOD may be called at such times and locations as may be designated by the President, or, if the President shall not so act, by a majority of the then duly elected Delegates. Delegates may not vote by proxy.

Section 8. Notice of Meetings. Notice of regular HOD meetings shall be given in accordance with Article X Section 13 to all Delegates by the Secretary no fewer than seven (7) days before the meeting. Notice of other HOD meetings shall be given to all Delegates by the Secretary either in person or in accordance with Article X Section 13 no fewer than forty-eight (48) hours before the meeting. Such notice shall not preclude amendment of the agenda by majority vote of those in attendance at a duly noticed meeting. Notice need not be given to a Delegate if a written waiver of notice is executed by such Delegate before or after a meeting and is filed with the records of the meeting, or to any Delegate who attends the meeting without objecting prior thereto or at its commencement of the lack of notice to such Delegate.

Section 9. Quorum. At any meeting of the HOD, a quorum shall consist of no fewer than thirty (30) members of the HOD. Fewer than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice.

Section 10. Action at a Meeting. At any meeting of the HOD at which a quorum is present, a majority of those present may take any action on behalf of the HOD, except to the extent that a larger number is required by law, the Articles of Organization or these Bylaws.

Section 11. Action Without a Meeting. Any action by the HOD may be taken without a meeting if a written consent by mail or electronic mail thereto is signed by a majority of the Delegates then in office and filed with the records of the meetings of the HOD. Such consent shall be treated as a vote of the HOD for all purposes.

Section 12. Amicus Issues. Because of the limited number of regularly scheduled HOD meetings each year and because of the need for timely responses to requests to file amicus briefs, the HOD may vote, if necessary, on recommendations from the Amicus Committee by mail, fax or electronic mail. The Amicus Committee shall submit a request for action to the President. The President shall forward this request to HOD members within three (3) days of its receipt. Thereafter, HOD members must vote on the proposal within five (5) days. In order for a HOD vote under this section to be valid, at least thirty HOD members must vote. A majority of those voting must vote in favor of the Amicus Committee's proposal for it to pass.

ARTICLE VI - Officers

Section 1. Enumeration. The Officers of the Association shall be a President, a President-Elect, two (2) Vice Presidents, a Secretary, and a Treasurer.

Section 2. Election. Except for the President, the Officers shall be elected by such members of the Association as have the right to vote for the election of Delegates, according to the Association's Nomination and Election Procedures.

Section 3. Tenure. The Officers shall serve for terms commencing on September 1st of the Association year following their election, or upon their election if the same shall occur after September 1st of the Association year, and terminating on August 31st of that Association year, or upon the election of their successors if such election shall occur after the start of the next Association year. Any Officer may resign by delivering his or her written resignation to the Association at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4. President. The President shall be the chief executive officer of the Association and, subject to the direction of the EMB, have general supervision and control of the business and Officers of the Association, chair all

meetings of the HOD and the EMB and perform such other duties and have such other powers as may be designated from time to time by the EMB. The President shall hold meetings of the Officers from time to time, to discuss matters to be brought before the EMB and before the HOD. No person shall be eligible for re-election to the office of President. The President shall appoint all Section Council Chairs and members as well as those Standing and Special Committee Chairs and members whose term of office expires during the President's term of office. The President may remove and replace any Section Council or Committee Chair or member if he or she determines it to be in the Association's best interest.

Section 5. President-Elect. The President-Elect, in the absence of the President, shall perform the duties of the President, and such other duties as may be designated by the EMB or the President. The President-Elect shall automatically become President on September first of the Association year following that in which he or she was elected President-Elect. A person filling the unexpired term of President may, at the expiration thereof, continue as President for a full term. The President-Elect shall automatically become President whenever the HOD shall declare that office vacant by virtue of the death, resignation, disability or removal of the President.

Section 6. Vice-Presidents. Vice Presidents shall perform such duties and have such powers as may be designated by the EMB or the President. No person shall serve as Vice President for more than two years.

Section 7. Treasurer. The Treasurer, subject to the direction of the EMB, shall have general charge of the financial affairs of the Association, cause to be kept accurate books of accounts of the affairs of the Association, serve as Chair of the Budget and Finance Committee, oversee the Association's finances, report on the Association's financial condition at a regularly scheduled meeting of the Association and from time to time to the HOD and the EMB, and perform such other duties as may be designated by the EMB or the President. The Treasurer shall cause the Association's financial records to be audited annually by a certified public accountant approved by the EMB and cause the certified accountant to present and report upon such audit to the Association's Budget and Finance Committee for its review and consideration within a reasonable time following the end of the Association's fiscal year. Thereafter, at the next regularly scheduled meetings of the EMB and HOD, the Treasurer shall report upon completion of the audit.

Section 8. Secretary. The Secretary shall supervise and maintain the recording of actions taken by the Association, HOD and EMB, and cause notice of all meetings to be sent to those entitled to such notice, keep the seal of the Association, and perform such other duties as may be designated by the EMB or the President. In the absence of the Secretary, an Assistant Secretary, if one is chosen and present, otherwise a Temporary Secretary designated by the person presiding at a meeting of the HOD or the EMB shall perform the duties of the Secretary at such meeting. The Secretary shall serve as the Association's Clerk. No person shall serve as Secretary for more than two years.

Section 9. Removal. An Officer may be removed from office with cause by a vote of a majority of the Delegates then in office. An Officer may be removed only after reasonable notice and opportunity to be heard before the HOD.

ARTICLE VII - Executive Management Board

Section 1. Members. There shall be an EMB which shall consist of the President, the President-Elect, the two (2) Vice Presidents, the Treasurer, the Secretary, the two (2) most recent former Presidents of the Association who are willing and able to serve, nine (9) members elected by the HOD from nominations made by the President or Members of the HOD from the floor and four (4) members appointed by the President. The nine (9) members elected by the HOD must be Regional or At-Large Delegates. The four (4) members appointed by the President must be Regional Delegates, At-Large Delegates or Section Council Chairs.

Section 2. Powers. Except for those powers expressly reserved to the HOD, the business of the Association shall be managed by the EMB, which business shall include, but not be limited to, adopting, amending or approving all written internal practices and procedures of the Association; and the hiring, designation of title appropriate for the duties assigned to, review of performance of and, as necessary, termination of a Chief Operating Officer ("COO"). The EMB may direct that the COO act as legal counsel to the Association, hire in-house legal counsel, retain outside counsel, or a combination of these as necessary to advise and represent the Association and may assign to the COO such other duties as it deems appropriate.

The COO shall be responsible for managing the day to day affairs of the Association and the hiring and termination of all other professional and administrative staff, all of whom shall report to the COO in accordance with procedures approved by the EMB. The COO shall perform any other duties as assigned by the President or the EMB as deemed

appropriate and shall report to the President in his or her capacity as Chair of the EMB.

Section 3. Tenure. The nine (9) EMB members elected by the HOD shall each serve for terms of three (3) years, no such member to serve for more than two (2) consecutive terms as a member elected by the HOD. The term of any such elected member shall not terminate upon his or her failure to be re-elected to the HOD as a Regional or At-Large Delegate. Nothing in this Section precludes any member from serving additional consecutive years on the EMB either as a presidential appointment or as an officer. Members of the EMB shall serve from the first day following their election or appointment and their term of office shall terminate on August 31st of that Association year or upon the election of their successors, if such election shall occur after the start of the next Association year. Any member of the EMB may resign by delivering his or her written resignation to the Association at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any member who resigns from the EMB must also resign from each office held by such Delegate in the Massachusetts Bar Institute Inc.

Section 4. Election. With the exception of the initial election by the HOD of the nine (9) members identified in Section 1 herein, all subsequent elections shall be governed by the Association's Nominations and Election Procedures. The initial election of such nine (9) members shall occur in the Association year after approval of this Article in accordance with Article XI herein, three (3) such members to serve for one (1) year; three (3) to serve for two (2) years, and three (3) to serve for three (3) years. Those members initially elected for one (1) or two (2) year terms shall not be precluded from serving two (2) additional full terms of three (3) years, if so elected

Section 5. Meetings. Regular meetings of the EMB shall occur no fewer than eight (8) times per year, at such times and at such places as may be designated by the President or, if the President shall not so act, by a majority of the then duly appointed and elected EMB members. Notice of such meetings shall be given to each EMB member in accordance with Article X, Section 13 at least seven (7) days in advance of each regular meeting. Special meetings of the EMB may be called by the President or by a majority of the then duly appointed and elected EMB members upon twenty-four (24) hours notice. No EMB member may vote by proxy. The EMB may vote to limit who may be present during its meetings.

Section 6. Quorum. A quorum of the EMB shall consist of no fewer than one half (1/2) of the then duly appointed and elected members of the EMB. Fewer than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without any notice. One (1) or more EMB members may participate in a meeting by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in the meeting pursuant to the foregoing sentence shall constitute the presence of an EMB member at such meeting.

ARTICLE VIII - Committees

Section 1. Nominating Committee. On or before the third Friday in January each year, the President shall appoint a Nominating Committee of seven (7) members of the Association, consisting of the immediate past president, who shall act as chair, the two (2) most recent former Presidents of the Association who are willing and able to serve, two (2) members who have recently served on the HOD and two (2) members who have not served on the HOD within the past five (5) years. In accordance with the Nomination and Election Procedures, the Nominating Committee shall file with the Secretary one (1) or more nominations for President-Elect, two (2) or more nominations for Vice President, one (1) or more nominations for Treasurer, one (1) or more nominations for Secretary and one (1) or more nominations for each Regional Delegate. The President shall appoint a replacement for any person who chooses not to serve. The Nominating Committee may not nominate one of its own members to any office nor may a member be nominated or run as a petition candidate during the entire Association year of his or her service.

The Nominating Committee's report, together with copies of this Article VIII and the Nomination and Election Procedures, shall be sent electronically or by first class mail to all members of the Association entitled to vote.

In accordance with the Nomination and Election Procedures, other nominations may be made for Officers by a petition signed by at least one hundred (100) members of the Association entitled to vote for Officers, and for Regional Delegates by a petition signed by at least fifty (50) members of the Association entitled to vote from the region. A member's region shall be where he or she maintains his or her principal office. Following the election of the HOD, the Nominating Committee shall reconvene to nominate seven (7) individuals as At-Large Delegates. Such nominations shall be presented to and elected by the HOD.

Section 2. Amicus Curiae Committee. There shall be an Amicus Curiae Committee which shall consist of: the

Association's counsel; a representative from each of the Association's section councils to be chosen by Section Council Chairs annually; the President-Elect; a representative from the Appellate Bench Bar Committee chosen each year by the President; and two (2) members appointed each year by the President for two (2) year terms. The Committee will operate in accordance with the MBA Amicus Curiae Brief Policy as adopted by and as amended from time to time by the HOD.

Section 3. Audit Committee. There shall be an Audit Committee which shall consist of three (3) members of the Association, none of whom shall be members of the EMB or the Budget and Finance Committee. Initially, the President shall appoint one (1) member to serve for one (1) year, one (1) member to serve for two (2) years and one (1) member to serve for three (3) years. Thereafter, the President shall appoint a member of the Audit Committee annually for a three (3) year term. The Audit Committee will operate in accordance with the MBA Audit Committee Policies and Procedures, as adopted by and as amended from time to time by the EMB.

Section 4. Budget and Finance Committee. There shall be a Budget and Finance Committee which shall consist of the Officers and eight (8) members of the Association. Initially, the President shall appoint four (4) members to serve for one (1) year and four (4) members to serve for two (2) years. Thereafter, the president shall appoint four (4) members of the Budget and Finance Committee annually for two (2) year terms. The Treasurer shall be the Chairperson of the Budget and Finance Committee. The Budget and Finance Committee will operate in accordance with the MBA Budget and Finance Committee Policies and Procedures, as adopted by and as amended from time to time by the EMB.

Section 5. Other Committees and Task Forces. There shall be other committees and task forces as may be created from time to time and with such duties as shall be prescribed by the HOD, the EMB or the President. The terms of the committee appointments shall expire at the end of the President's term of office. Exceptions to these tenure limitations are the Ethics Committee, the *Massachusetts Law Review*, the Insurance Committee and such other committees and task forces as the President may determine from time to time.

Section 6. Appointment. Except as otherwise provided by these Bylaws, the President may appoint any person (except that all lawyer members of committees shall be members of the Association) to serve as a voting member of any committee, except that unless authorized by majority vote of the EMB upon the recommendation of the President no person may serve as chair of the same committee for more than two (2) years, nor as a voting member for more than four (4) successive years, but may be reappointed after a lapse of two (2) years. A person's years of service as a member and as chair of a committee shall be computed independently.

Section 7. Ex Officio Committee Members. Except for the Nominating Committee and Audit Committee, the President and the President-Elect shall be ex officio voting members of each committee.

Section 8. Reports. At the request of the President, each committee, except for the Nominating Committee, shall report to the HOD or EMB.

ARTICLE IX - Sections

Section 1. Establishment of Sections. The HOD may establish, combine, regulate or discontinue such Sections as it deems to be in the Association's best interest.

Section 2. Appointment. Each Section Council shall consist of fifteen (15) members. The President may appoint any member of the Association to serve as a voting member or chair of any Section Council. No member of the Association may serve simultaneously on more than one Section Council.

Section 3. Tenure. Members of each Section Council shall be appointed for one (1) year terms and will serve through August 31st of the Association year for which they were appointed, or until their successors are appointed, whichever is later. No person may serve as chair of the same Section Council for more than two (2) years, nor as a voting member for more than three (3) successive years, but may be reappointed after a lapse of two (2) years. A person's years of service as a member and as chair of a Section Council shall be computed independently. Said terms shall apply, unless extension of same are authorized by a majority vote of the EMB upon the recommendation of the President.

Section 4. Dues. The dues for each Section shall be established annually by the EMB.

ARTICLE X - Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Association (also referred to herein as the "Association Year") shall commence September 1st of each year and end August 31st of the following year.

Section 2. Execution of Instruments. All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Association on its behalf shall be signed by the President, Treasurer or COO, except as the EMB may generally or in particular cases otherwise determine.

Section 3. Voting of Beneficial Interests. Except as the EMB may otherwise designate, the President or Treasurer may waive notice of and act on behalf of the Association, or appoint any person or persons to act as proxy or attorney in fact for this Association (with or without discretionary power and/or power of substitution) at any meeting of members or beneficial owners of any other corporation or organization, any of the direct or indirect beneficial interests of which may be held by the Association.

Section 4. Corporate Records. The original, or attested copies, of the Articles of Organization, these Bylaws, and records of all meetings of the Incorporators and members of the Association, which shall contain the names and the record addresses of all members of the Association, Delegates and Officers, shall be kept in Massachusetts at the principal office of the Association. They shall be available at all reasonable times for the inspection of any member of the Association, Delegate or Officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member of the Association, Delegate or Officer, relative to the affairs of the Association. Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Association shall be entitled to treat the record address of a member of the Association, Delegate or Officer as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of each such person to notify the Association of his or her latest post office address.

Section 5. Power to Contract with the Association. In the absence of fraud, no contract or other transaction between the Association and one or more members of the Association, Delegates, or Officers, or between the Association and any other corporation or other organization in which one or more members of the Association, Delegates, or Officers are stockholders, delegates, or Officers, or otherwise interested shall in any way be affected or invalidated, even though the vote or action of the members of the Association, Delegates, or Officers having such interests (even if adverse) may have been necessary to obligate the Association upon such contract or transaction; provided, however, the nature of such interest (though not necessarily the extent or details thereof) shall be disclosed to the EMB at a meeting of that board; and no member of the Association, Delegate, or Officer having such interest (even if adverse) shall be liable to the Association, or to any creditor thereof, or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such member of the Association, Delegate, or Officer be accountable for gains or profits realized thereon, or be disqualified from serving or continuing to serve as a member of the Association, Delegate or Officer thereof, if the notice required herein has been given. Any member of the Association, Delegate, or Officer in any way interested in any contract or transaction described in the foregoing sentence shall be deemed to have satisfied any requirement for disclosure thereof to the EMB if he or she gives to the EMB at a meeting of that board the notice required herein.

Notwithstanding the foregoing, the authority granted in this Article X, Section 5, shall not be exercised if the effect thereof would be to cause the loss of the tax-exempt status of the Association under the Internal Revenue Code of 1986, as amended from time to time, or to subject the Association, its members, Delegates, Officers or agents to any penalty or fine under said Code or under any other applicable law as a result of such exercise, it being the purpose of this Article X, Section 5, to allow only such transactions by the Association as are not prohibited by said Code or said other applicable law.

Section 6. Evidence of Authority. A certificate by the Secretary, acting in his or her capacity as Clerk, as to any action taken by the members, Delegates, or any Officer or representative of the Association shall, as to all who rely hereon in good faith, be conclusive evidence of such action.

Section 7. Ratification. Any action taken on behalf of the Association by a member of the Association, Delegate or any Officer or representative of the Association which requires authorization by the members or by the HOD or EMB shall be deemed to have been duly authorized if subsequently ratified by the members, if action by them was necessary for authorization, or by the HOD or EMB, if action by it was necessary for authorization.

Section 8. **Vacancies.** With the sole exception of the President, in the event of the death, resignation, disability or removal of any Officer or member of the EMB or HOD, the HOD shall vote to appoint a successor to fill such office for its unexpired term.

Section 9. **Voting.** For purposes of these Bylaws, unless otherwise provided by law, the Articles of Organization or in another section of these Bylaws, the term "Majority" or "Majority Vote" shall mean a simple majority of those attending the meeting at which a quorum is present.

Section 10. **Conduct at Meetings.** To the extent not inconsistent with these Bylaws, all meetings of the members of the Association, the HOD and EMB shall be conducted in accordance with the current version of Robert's Rules of Order.

Section 11. **Authority.** Except by specific authority from the HOD, no committee, task force, section council or any of its committees or practice groups shall represent the Association or issue any report or record on any public policy or advocacy issues. Except by specific authority from EMB, no committee, task force, section council or any of its committees or practice groups shall represent the Association or issue any report or record on any other matter.

Section 12. **Governance.** Each committee, task force or section council shall in all respects be governed by the general policies and procedures set forth in the MBA Policy and Procedure Manual, as it may from time to time be amended by the EMB.

Section 13. **Notice.** For the purpose of these Bylaws, unless otherwise provided in another section of these Bylaws, notice may be sent by electronic mail to those being noticed who have previously expressed a preference to receive notice in that manner and by mail to all others. All meeting notices shall include the date, time, location and agenda of the meeting. Notice of the annual meeting of the Association or of any other meeting of the membership may be given by publication in the *Lawyers Journal* or other regular publication of the Association which is sent to the members, supplemented by electronic mail.

ARTICLE XI - Amendments of Bylaws

Bylaw amendments first approved by the HOD shall be ratified by a two-thirds (2/3) majority of the votes cast by the members of the Association either at a meeting of members of the Association duly called for such purpose at which a quorum is present or by written ballot forwarded to all members of the Association in accordance with the procedures in Article IV, Section 5 hereof. Any such ballot shall describe the Bylaw amendment approved by the HOD.

ARTICLE XII -Indemnification

In addition to any other rights to which any such person may be entitled by contract or otherwise under law, and subject to any applicable law, the Association shall indemnify, defend and save harmless any person and his or her heirs, executors and administrators against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment or liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such person shall be threatened, by reason of such person being or having been a member of the HOD or EMB, officer or employee of the Association, serving or having served in any such capacity in any other organization at the request of the Association, or at the request of the Association serving or having served as a fiduciary or trustee of an employee benefits of the Association, unless with respect to any matter such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association or to the extent the matter relates to service with an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan. Such indemnification may include payment by this Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person to be indemnified to repay such payment if he or she shall be not entitled to indemnification under this paragraph.

Indemnification is deemed authorized by the Association under this Article if approved by a majority vote of a quorum of the members of the EMB and the action is taken in reliance upon the written opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by majority vote of the members of the EMB or, if all members of the EMB are parties to the proceedings, appointed by a majority of the full EMB.

**NEW JERSEY BAR ASSOCIATION
(VOLUNTARY)**

<p>New Jersey State Bar Association New Jersey Law Center • One Constitution Square New Brunswick, New Jersey 08901-1520 Phone 732 249-5000 Fax 732 249-2815 <u>www.njsba.com</u></p>	
Number of Members/Attorneys:	16,100
Size of Board:	44
Member Selection:	<p>Members elected to Board of Trustees by and from the general members.</p> <p>Board of Trustees consists of the Officers, the immediate past president, 2 trustees from Young Lawyers Division, 7 from the Sections and Committees, 5 at-large trustees, a designee of NJ State Bar Foundation, and 1 from each county (21 counties) (except 2 from Essex County).</p> <p>The Officers and the Immediate Past President shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall perform such functions as shall be delegated to it by the Board of Trustees.</p>
Terms/Limits:	2 year term/no more than 3 successive terms
Vetting Process:	<p>Nominating Committee of 7 members (2 appointed by President, 3 elected by general membership, 2 selected by and from the General Council**) nominate candidates, checking first with the candidate's county bar association concerning their views of the candidate. Other nominations via petitions signed by the greater of 10 general members or 5% of general members in same Division. At-large trustees nominated by filing petitions signed by 100 general members. No more than one member of the Association from any one county, or from the governing body of any one Section or Division, shall be a member of the Nominating Committee.</p> <p>Every trustee shall be elected from among the general members of the Association for a term of two years and shall not serve for more than three successive terms.</p> <p>Every Division Trustee shall be elected from, among and by the membership of the Division.</p> <p>Every County Trustee shall be elected from, among and by the members of the Association from that county.</p> <p>Every Section/Committee Trustee shall be elected from, among and by the Section and Committee members.</p> <p>Every At-Large Trustee shall be elected from, among and by the general members of the Association to represent segments of the membership not adequately represented on the Board of Trustees.</p>

**NEW JERSEY BAR ASSOCIATION
(VOLUNTARY)**

	<p>The designation of these underrepresented segments of the membership shall be made by the Board of Trustees periodically.</p> <p>Officers are elected from general membership of the Association and consist of President, President-Elect, First Vice President, Second Vice President, Treasurer and Secretary.</p> <p>** The General Council shall consist of members of the Association who are Officers, Present and Past Trustees and Past Presidents of the Association; Committee Chairpersons, Division and Section Officers, the President, Immediate Past President, President-Elect, First Vice President, Secretary and Treasurer of each County and Specialty Bar Association; Officers of the New Jersey State Bar Foundation; the ABA Delegates; and delegates (as specified in the bylaws). The President of each County Bar Association shall appoint one delegate for each one hundred (100) general members of the Association or any fraction thereof from that county, provided that every County Bar Association shall be represented by no fewer than five (5) such delegates. Every Section, the Division and every Specialty Bar Association shall appoint five delegates. Specialty Bar Associations shall consist of the Asian Pacific American Lawyers Association of New Jersey, Association of Black Women Lawyers of New Jersey, Garden State Bar Association, Hispanic Bar Association of New Jersey, New Jersey Women Lawyers Association and such other associations as shall be designated periodically by the Board of Trustees.</p>
<p>Mission Statement</p>	<ul style="list-style-type: none"> • To serve, protect, foster and promote the personal and professional interests of its members. • To serve as the voice of New Jersey attorneys to other organizations, governmental entities and the public with regard to the law, legal profession and legal system. • To promote access to the justice system, fairness in its administration and encourage participation in voluntary pro bono activities. • To foster professionalism and pride in the profession and the NJSBA. • To provide educational opportunities to New Jersey attorneys to enhance the quality of legal services and the practice of law. • To provide education to the New Jersey public to enhance awareness of the legal profession and legal system.

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Article I Membership

1. Any person who is a member in good standing of the Bar of New Jersey or who holds a limited license to practice law in New Jersey shall be eligible for general membership in this Association, which shall be a condition to serving as an Officer, Trustee, Association Delegate to the American Bar Association House of Delegates ("ABA Delegate"), or a member of the Nominating or Judicial and Prosecutorial Appointments Committees.
2. Any person who is neither a member, a holder of a limited license, nor has been disbarred or suspended from, the Bar of New Jersey shall be eligible for associate membership provided the person is:
 - (a) A member in good standing of the bar of any other jurisdiction;
 - (b) Any student who is enrolled in any ABA-accredited law school;
 - (c) Any person employed by a law firm, corporate or government legal department, judicial or legal agency, or other entity devoted primarily to the practice of law, regardless of the title by which the person is classified with the entity, if such person devotes all working time to the performance of managerial and administrative duties connected with the entity;
 - (d) A paralegal/legal assistant who is qualified through education, training, or work experience, is employed or retained by a lawyer, law office, governmental agency or other entity in a capacity or function which involves the performance, under the direction and supervision of a lawyer, of specifically delegated substantive legal work, which work, for the most part, requires sufficient knowledge of legal concepts that, absent that paralegal or legal assistant, the

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lawyer would perform the task;

- (e) A person who is a dean, teacher or professor of law at an ABA-accredited law school; or
 - (f) A person employed by a law firm, corporation or governmental department, judicial or legal agency, or other entity devoted primarily to the practice of law, whose duties are those of law librarian, and who by training and qualifications is capable of rendering special services or being of assistance to lawyers incident to their utilization of a law library.
- Associate members shall not be eligible to vote or hold office in this Association or in any Section or Division.
3. The Board of Trustees, by two-thirds vote, may elect such persons as it deems fit to distinguished membership in the Association. Distinguished members shall not be eligible to vote or hold office in this Association, or in any Section or Division thereof, unless they are eligible to vote and hold office under section 1 of this Article.
 4. A person who has been a general member of this Association for 40 years shall become a general member emeritus.
 5. Membership shall terminate upon disbarment or resignation and shall cease during the period of any suspension from the practice of law.
 6.
 - (a) A member may be expelled, suspended or censured for conduct which brings discredit to the Association. The power shall rest exclusively in the Board of Trustees, which may authorize the President to appoint a committee of three to hear complaints or grievances against a member.
 - (b) A member shall receive thirty (30) days notice in writing of any complaint made against him or her. The notice shall specify the charges against the member and shall advise the member of the time and place of the hearing, which shall be held either before the Board of Trustees or a committee appointed in accordance with this section. The complainant shall be copied on the notice.
 - (c) Both the complainant and the member may appear, be represented by counsel and present evidence on their behalf. If the hearing is held before a committee, the committee shall report its findings in writing to the Board of Trustees, which shall then decide whether or not to expel, suspend or censure the member.
 - (d) Expulsion, suspension or censure of a member shall require a two-third (2/3) vote of the Board of Trustees. Any suspension decision of the Board of Trustees shall also include terms of reinstatement for the member, which shall then be conveyed to the member in writing. A suspended member may apply to the Board of Trustees for reinstatement following the period of suspension and upon meeting the terms of reinstatement. A suspended member shall be reinstated upon a majority vote of the Board of Trustees.
 - (e) All proceedings, including the filing of a complaint, shall be confidential and not made public unless an accused member is expelled, suspended or censured. At such time as the Board of Trustees votes to expel, suspend or censure a member, the Board of Trustees shall also decide, in its discretion, whether the investigative reports, the complaint or the disciplinary decision by the Board of Trustees shall be made public.
 7. Wherever these Bylaws use the words "from the county", "from a county" or "from that county" they shall be construed to mean the county annually designated by the member. Such designation shall be limited to (1) the county in which the member's home is located; (2) the county in which the member's office is located; or (3) the county which is the member's primary county of practice and in which the member is a member of the county bar association. Should a member fail to

designate a county, the address that is used by the Association to mail official member information shall be used to determine the county designation.

8. Wherever these Bylaws use the terms "Specialty Bar Association" or "Specialty Bar" they shall be construed to mean the Asian Pacific American Lawyers Association of New Jersey, Association of Black Women Lawyers of New Jersey, Garden State Bar Association, Hispanic Bar Association of New Jersey, New Jersey Women Lawyers Association and such other associations as shall be designated periodically by the Board of Trustees.

Article II Dues

1. Dues shall be payable annually in an amount and manner fixed by the Board of Trustees from time to time, provided that general members emeritus, distinguished members and any other group designated by the Board of Trustees shall be exempt from payment of dues.
2. The membership of any member who remains delinquent in dues for a period of ninety (90) days from the time dues become due, after adequate notification, shall be terminated.

Article III Officers and Trustees

1. The Officers of the Association shall be elected from among the general membership of the Association and shall be a President, President-Elect, First Vice President, Second Vice President, Treasurer and Secretary, each of whom shall hold office for a term of one year and until a successor shall have been elected and qualified.
2. Persons holding judicial positions, other than municipal judges, shall not be eligible to be Officers or Trustees in the Association.
3. The President shall preside at all meetings of the Association, appoint the members of all Committees, except as otherwise provided in these bylaws, be an ex officio member of all Standing and Special Committees, and perform such other duties as the Association or the Board of Trustees may direct. In the event of the absence of the President, the President-Elect, and in the absence of the President-Elect, the other Officers in the order in which they are named above, shall perform the duties of the President.
4. The President-Elect shall succeed to the Presidency for the following term without another election to that office.
5. The Second Vice President shall serve as Chairperson of the Long-Term Planning Committee.
6. The Treasurer shall be responsible for the receipt of all monies of the Association, shall make authorized disbursements, shall render to the members of the Association an annual written report of all receipts, disbursements, assets and liabilities, shall serve as Chairperson of the Finance and Operations Committee, and shall serve as a member of the Long-Term Planning Committee.
7. The Secretary shall be responsible for the taking and keeping of accurate minutes of the meetings of the Association and the Board of Trustees and shall serve as Vice Chairperson of the Long-Term Planning Committee.
8. Board of Trustees:
 - (a) The Board of Trustees of the Association shall consist of the Officers; the Immediate Past President; two Trustees from the Young Lawyers Division ("Division Trustees"); seven Trustees from the Sections and Committees ("Section/Committee Trustees"); five

At-Large Trustees; a designee of the New Jersey State Bar Foundation whose term shall run concurrently with that of the Foundation's President; and one Trustee from each county except Essex County which shall have two Trustees.

- (b) Except for the Officers, the Immediate Past President of the Association, and the designee of the New Jersey State Bar Foundation, who shall each serve during their respective terms of office, every Trustee shall be elected from among the general members of the Association as hereinafter provided for a term of two years and shall not serve for more than three successive terms, although individuals may be re-elected or appointed as a Trustee after an interval of at least one year. A Trustee appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year, regardless of whether the unexpired term precedes or follows an elected term.
 - (c) Every Division Trustee shall be elected from, among and by the membership of the Division.
 - (d) Every County Trustee shall be elected from, among and by the members of the Association from that county and, at the time of election, shall either reside in or maintain an office in that county, provided however, that this provision shall have no application to Trustees in office at the time this amendment is adopted, including all consecutive terms thereafter.
 - (e) Every Section/Committee Trustee shall be elected from, among and by the Section and Committee members, with any Association member having no more than one vote. No more than one Section/Committee Trustee shall be a member of the governing body of the same Section and no more than two (2) Section/Committee Trustees shall be from the same county.
 - (f) Every At-Large Trustee shall be elected from, among and by the general members of the Association to represent segments of the membership not adequately represented on the Board of Trustees. The designation of these underrepresented segments of the membership shall be made by the Board of Trustees periodically.
 - (g) One-half of the Division and County Trustees shall be elected in each odd-numbered year and the remaining one-half shall be elected in each even-numbered year. Four of the Section/Committee Trustees shall be elected in each odd-numbered year and three shall be elected in each even-numbered year. Two At-Large Trustees shall be elected in each odd-numbered year and three At-Large Trustees shall be elected in each even-numbered year.
 - (h) In the event that any Trustee fails to maintain eligibility for the category to which the Trustee is elected, then said Trustee shall not be eligible to be re-elected to a successive term.
9. The terms of Officers and Trustees shall commence as of the adjournment of the final business session of the Annual Meeting and shall continue until a successor shall have been elected and qualified.
10. The Board of Trustees may appoint one or more Assistant Secretaries, an Assistant Treasurer, an Executive Director and such administrative staff as it may deem advisable.
11. The Board of Trustees shall manage the affairs and property of the Association. It shall perform all other duties required by these Bylaws.
12. (a) The Board of Trustees shall have full power and authority in the interval between meetings of the Association to do all acts and to perform all functions which the Association itself might do or perform except that it shall have no power to amend the Certificate of Incorporation or the Bylaws nor to take any actions inconsistent with

- resolutions of the Association.
- (b) A majority of the whole Board of Trustees shall constitute a quorum at any regular or special meeting of the Board of Trustees.
 - (c) At the discretion of the President, individual members of the Board of Trustees may participate and vote in any regular or special meeting of the Board of Trustees without physically attending in person, by means of a telephone conference call or any other means of communication by which all trustees participating are able to hear and otherwise communicate effectively with each other. Votes may occur either at physical meetings, via conference call or through electronic vote or such other state of the art means as consistent with this bylaw. All voting shall be initiated by a motion proposed by one member of the Board of Trustees and seconded by another.
 - (d) At the discretion of the President, and unless objected to by a member of the Board of Trustees, the Board of Trustees may act upon electronically transmitted requests for action which cannot abide delay to the next regularly scheduled meeting of the Board of Trustees and which are of such a nature that it is not deemed necessary or economical to call for a special meeting of the Board of Trustees at which all members are directed to physically appear. However, in the event any Board member objects to this procedure, then the President shall call for a meeting of the Board, at which time the procedure of Paragraph 12(c) above shall be followed.
13. The Officers and the Immediate Past President shall constitute the Executive Committee of the Board of Trustees. The Executive Committee shall perform such functions as shall be delegated to it by the Board of Trustees.
14. No debts shall be incurred, no contract made and no funds appropriated or disbursed without the approval of the Board of Trustees.
15. (a) Any Officer or other Trustee who fails to attend three consecutive Board meetings or four Board meetings in any twelve-month period in the State of New Jersey, shall be deemed to have resigned as an Officer or Trustee of the Association unless, at the next regularly scheduled Board meeting immediately following the last such absence, this provision is waived by a majority vote of the members present.
- (b) The Secretary of the Association shall give written notice of these Bylaw provisions to any Trustee who misses two consecutive Board meetings or three Board meetings in any twelve-month period in the State of New Jersey, and a copy of said notice shall be sent to the president of the County Bar Association with respect to a County Trustee, the chairman of the Section or Committee from which a Trustee has been elected, or in the case of an At-Large Trustee to the Board of Trustees.
 - (c) In the event of the death, resignation, disbarment, or suspension from the practice of law of any Officer or Trustee during his/her term, the position shall be declared vacant and shall be filled in accordance with the provisions of Article V hereof.
16. This Association shall be represented by one or more ABA Delegates, consistent with the constitution, bylaws and rules of that association. The President and President-Elect, if members of the ABA, shall, by virtue of their offices, ex officio, serve in the first two ABA Delegate positions, respectively, except that, in the first year after adoption of these bylaws, only the President-Elect shall serve in an ABA Delegate position. Remaining Delegates shall be chosen pursuant to the Nominating and Election procedure outlined elsewhere in these Bylaws. No member of this Association shall serve as such Delegate for more than five two-year

terms, whether consecutive or not, but this limitation shall not apply to terms served ex officio. A Delegate appointed to serve an unexpired term shall be considered to have served one term if the time remaining in such term at time of appointment shall exceed one year. Notwithstanding the above limitation, nothing in this Section shall limit ABA Delegates from completing a full term.

Article IV Elections

1. There shall be a Nominating Committee consisting of seven (7) general members, two (2) of whom shall be appointed by the President for a term of one year, three (3) of whom shall be elected by the general membership of the Association, and two (2) of whom shall be elected by and from the members of the General Council under procedures established by the General Council Executive Committee. Elected members of the Nominating Committee shall serve for a term of two years. No member of the Nominating Committee shall be eligible to be nominated or elected as an Officer, Trustee, ABA Delegate, or member of the Nominating Committee during his/her term, and no member of the Nominating Committee shall serve more than two consecutive years.
2. No more than one member of the Association from any one county, or from the governing body of any one Section or Division, shall be a member of the Nominating Committee. In the event that more than one such member receive a sufficient number of votes to be elected, the one receiving the highest vote shall be declared elected.
3. (a) It shall be the duty of the Nominating Committee to nominate from among the general membership of the Association candidates for the offices of President-Elect, First Vice President, Second Vice President, Treasurer, Secretary, ABA Delegates, Trustees of the Association, and three (3) members of the Nominating Committee. Before nominating a candidate to be the Trustee from a county, the Nominating Committee shall consult with those members of the Association who are also officers and trustees of that County Bar Association in order to receive their views concerning the persons under consideration. Before nominating a candidate to be the Trustee from the Young Lawyers Division, the Nominating Committee shall observe the following procedures: The Nominating Committee shall consult with the Officers and Trustees of the Division and shall select a candidate for such position with due consideration for the information and advice so received.
(b) In the case of candidates for Section/Committee Trustee, the Nominating Committee shall proceed as follows: The Nominating Committee shall, reasonably far in advance of each Annual Meeting, inform the chairperson of each Section and Committee of how many Section/Committee Trustee positions are open, and in each case, the procedure to be followed for the selection of candidates for Section/Committee Trustees. Each Section and Committee may submit to the Nominating Committee the names of members of such Section or Committee to be considered as nominees for the position of Section/Committee Trustee. The Nominating Committee shall, before making the nomination, consult with the Section or Committee Chair of each of the Sections and Committees of which that person is a member in order to receive views from those Chairs concerning the person under consideration.
(c) In the case of the nomination of the ABA Delegates, the Nominating Committee shall receive information and advice from the Board of Trustees for the nomination of candidates to that office.
4. The Nominating Committee shall, in its selection of nominees, consider

- all appropriate factors, including but not limited to, service to the Association and its constituent parts, service to County and/or Specialty Bar Associations, the extent of practice in the State of New Jersey, including but not limited to government and corporate service, geographical balance, and the goal of bringing into the Association's leadership broad and diverse representation of all segments of the Bar.
5. A report of the Nominating Committee shall be filed with Association headquarters at least 90 days prior to the first business session of the Annual Meeting. Such report shall thereafter be available for inspection by any general member of the Association and shall be published as soon as practicable after it has been filed with the Association.
 6. Any two hundred fifty (250) general members of the Association may nominate Officers, ABA Delegates and members of the Nominating Committee by filing a petition.
 7. Other nominations for persons to be Trustees may be made by the filing of petitions signed by Association general members. In the case of nomination for the position of Trustee from a county, the petition must be signed by ten (10) general members or five (5) percent, whichever is greater, of the general members of the Association who are eligible to vote in the county. In the case of a nomination for a Division Trustee, the petition must be signed by ten (10) general members or five (5) percent, whichever is greater, of the general members of the Association who are members of the Division. In the case of nomination for a Section/Committee Trustee, the petition must be signed by ten (10) general members or five (5) percent, whichever is greater, of the members of the Section or Committee sponsoring the nominee. At-Large Trustees may be nominated by the filing of petitions signed by one hundred (100) general members of the Association.
 8. Any petition shall disclose not only the name of the nominee sponsored by the petitioners, but also the name of the person or persons selected by the Nominating Committee for the position sought by the person nominated by petition. Any person nominated by petition must be a general member of the Association and must be eligible for the position to which he or she is nominated. Nominating petitions shall be filed at Association headquarters at least sixty (60) days prior to the first business session of the Annual Meeting.
 9. The Election Committee shall cause appropriate ballots to be prepared for each county, the Sections and Committees and the Division containing the names of nominees for Officers, ABA Delegates, members of the Nominating Committee and Trustees. The ballot shall identify whether the candidate is nominated by the Nominating Committee or by petition and shall be accompanied by a biographical statement provided by the candidate(s) in a form approved by the Election Committee. The ballots, containing voting instructions, shall be transmitted, under the supervision of the Election Committee, to each member entitled to vote. The transmission shall take place at least 30 days prior to the first business session of the Annual Meeting and shall be returned so as to be received at Association headquarters not later than 10 days before the first business session of the Annual Meeting. In the event there is no contest for an office, no ballot shall be submitted with respect thereto and the nominee for that office shall be considered elected by acclamation.
 10. The Election Committee shall supervise the receipt and counting of ballots and shall decide any controversy relating to the elections. A tie vote shall be decided by the members at the final business session of the Annual Meeting. The results of the election shall be announced by the Election Committee at the Annual Meeting.

Article V
Vacancies

In the event of a vacancy in the office of President, the President-Elect shall perform the duties of the President for the unexpired term without vacating the office of President-Elect. In the event of a vacancy in the office of President-Elect, the First Vice President shall assume the office of President-Elect for the remainder of the unexpired term. In the event of a vacancy in the office of First Vice President, the Second Vice President shall assume the office of First Vice President for the remainder of the unexpired term. In the event of a vacancy in the office of Second Vice President, the Treasurer shall assume the office of Second Vice President for the remainder of the unexpired term. In the event of a vacancy in the office of Treasurer, the Secretary shall assume the office of Treasurer for the remainder of the unexpired term. In the event of a vacancy in the office of Secretary, on the Board of Trustees, or in the position of ABA Delegate, the Nominating Committee shall be immediately convened to recommend a candidate to fill the unexpired term. Before recommending a successor to fill a Trustee vacancy, the Nominating Committee shall seek information and advice from: in the case of a County Trustee, the Officers and Trustees of the Bar Association of that county; in the case of a Division Trustee, the Officers and Trustees of the Division; in the case of a Section/Committee Trustee, the members of the governing bodies of all Sections and Committees; and in the case of an At-Large Trustee, the Committee on Diversity. A report of the Nominating Committee shall be filed with Association headquarters as soon as practicable, but not later than sixty (60) days following the Nominating Committee being notified it should convene. Such report shall include the Nominating Committee's recommendation of an individual to fill the unexpired term, as well as a list of all candidates considered. The Board shall, as soon as practicable thereafter, accept the Nominating Committee's recommendation or elect, by majority vote, a successor for the unexpired term from the list of candidates submitted.

Article VI

General Council

1. The General Council shall consist of members of the Association who are Officers, Present and Past Trustees and Past Presidents of the Association; Committee Chairpersons, Division and Section Officers, the President, Immediate Past President, President-Elect, First Vice President, Secretary and Treasurer of each County and Specialty Bar Association; Officers of the New Jersey State Bar Foundation; the ABA Delegates; and delegates as hereinafter specified. The President of each County Bar Association shall appoint one delegate for each one hundred (100) general members of the Association or any fraction thereof from that county, provided that every County Bar Association shall be represented by no fewer than five (5) such delegates. Every Section, the Division and every Specialty Bar Association shall appoint five delegates. Specialty Bar Associations shall consist of the Asian Pacific American Lawyers Association of New Jersey, Association of Black Women Lawyers of New Jersey, Garden State Bar Association, Hispanic Bar Association of New Jersey, New Jersey Women Lawyers Association and such other associations as shall be designated periodically by the Board of Trustees. Delegates shall be appointed no later than June 30 of each year and hold office for a term of one year beginning July 1 and ending the following June 30. All members of the General Council named in Paragraph 1 of this Article, except Past Trustees and Past Presidents shall serve during their respective terms of office.
2. The essential purpose of the General Council is to act as a forum for the County Bar Associations and the various Sections, Divisions and

**PENNSYLVANIA BAR ASSOCIATION
(VOLUNTARY)**

Pennsylvania Bar Association 100 South Street Harrisburg, PA 17101 800.932.0311	
Number of Members/Attorneys:	29,353
Size of Board:	18
Member Selection:	<p>PBA general officers-president, president-elect, vice president, chair of the house of delegates, secretary and treasurer Immediate past president 3-representatives from YLA (chair, chair-elect and recent past chair) 12-one zone governor from each of the twelve zones 1-minority governor 1-woman governor 1-unit county governor</p>
Terms/Limits:	3 yr term/2 terms
Committees:	46 committees
Vetting Process:	<p>The House of Delegates membership is based on direct representation. The Board of Governors is proportioned among the geographic zones in the commonwealth.</p> <p>Section 911. <u>The President and President-Elect</u> -- The President shall serve a term of one-year beginning with the expiration of his or her term as President-Elect. The President-Elect shall serve a term of one-year beginning with the expiration of his or her term as Vice President.</p> <p>Section 904(a) The Young Lawyer Zone Delegate to which a Zone is entitled under Section 301(14) of the Bylaws shall be appointed annually in the appropriate year as provided in subsection (c) from Active Members accredited to the Zone who are members of the Young Lawyers Division. Each Young Lawyer Zone Delegate shall be appointed for a term of three years, commencing with the adjournment of the Annual Meeting of the House of Delegates in the year of appointment and thereafter until a successor is duly appointed. Young Lawyer Zone Delegates from Zones 1, 2, 3 and 4 shall be appointed in one year: those from Zones 5, 6, 7 and 8 in the following year: those from Zones 9, 10, 11 and 12 in the third year, etc.</p> <p>Section 908 (a) One third of the Zone Governors shall be elected annually for a term of three years commencing with the adjournment of the Annual Meeting of the House of Delegates in the year of election and until a successor is elected. A Zone Governor shall be elected by the Active Members accredited to the Zone from among</p>

**PENNSYLVANIA BAR ASSOCIATION
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	<p>their number. A Member may not serve successive terms as a Zone Governor nor, where a Zone contains more than one county, may the immediate elected successor of a Zone Governor be accredited to the same county as the retiring elected Governor.</p> <p>The board is charged with the duty of drafting, administering and approving the association's budget. Also, the board is responsible for overseeing the PBA sections and committees, and for transmitting to the house the reports prepared by the sections and committees: The bylaws also require the board to develop plans that will make PBA more useful to its members. The board generally will make recommendations to the house on specific issues, and will determine the association position on public issues and litigation affecting the legal profession. In addition, all actions taken by the board are to be reported to the House at its next meeting.</p> <p>The Board of Governors is also authorized to enter into contracts that will bind the association. The board may authorize any of the association's officers, or other agents of the PBA, to enter into binding agreements, and this authority may be general or may be limited by the board to certain areas.</p> <p>Each year, the Board of Governors is required to present a report to its members. The report contains details concerning association assets and liabilities, revenues and expenses, and the status of PBA membership. This report, which must be verified by the PBA president and treasurer, is filed with the minutes of the house meetings.</p>
Mission Statement:	To serve the legal profession and the public by promoting the administration of justice, legal education, professional excellence, diversity and unity in the legal profession and respect for the law.

**TENNESSEE BAR ASSOCIATION
(VOLUNTARY)**

<p>Tennessee Bar Association 221 Fourth Avenue North, Suite 400 Nashville, Tennessee 37219 Phone: (615) 383-7421 Fax: (615) 297-8058 Email: email@tnbar.org</p>		
Number of Members/Attorneys:		9,235
Size of Board:		24
Member Selection:		<p>Board of Governors (administration) 24 members 9 district governors 3 grand division governors 12 officers and other officials <i>Tennessee Bar Association Bylaws, ¶12.</i></p> <p>House of Delegates (policy recommendations to Board of Governors) (70 members from 31 judicial districts?) <i>Tennessee Bar Association Bylaws, ¶26.</i></p> <p>Attorney members Elected (by district) except BOG also includes the officers and other officials</p>
Terms/Limits:		3 year term (except one year term for members representing each of the three Grand Division) 4 year term for House of Delegates
Vetting Process:		<p>Board of Governors elected by district (BOG may appoint governor to fill vacancy).</p> <p>House of Delegates elected by district.</p>
Mission Statement		<p>Founded in 1881, the Tennessee Bar Association is dedicated to enhancing fellowship among members of the state's legal community. A strictly voluntary association, the TBA offers its members a variety of programs and services designed to assist in professional development. In addition, through its public relations activities, the TBA endeavors to build a positive image for the profession in the community.</p>

Bylaws

(as amended through April, 2004)

Offices

1. The principal office of the corporation shall be located at the Tennessee Bar Center, 221 Fourth Avenue N., Nashville, Tennessee 37219, and the corporation shall have such other offices at such other places as the Board of Governors may from time to time specify or as the business of the corporation may require.

Purpose

2. The purposes of the Association shall be to foster legal education, maintain the honor and dignity of the legal profession, enhance the performance of the legal profession, cultivate professional ethics and fellowship among its members and promote responsible relationships between the legal profession and the public.

Members

3. Classifications. The Board of Governors shall determine classifications of the members of the Association.

4. Qualification. Any person who is a member in good standing of the legal profession shall be eligible for membership in this Association. Law Student Members: As the Board of Governors may determine, a category of non-voting law student membership may be created and established, and any law student is eligible to become a law student member of the Association. Law students may apply for law student membership by such rules as are established by the Board of Governors.

5. Termination or Suspension. Upon disbarment or suspension from the practice of law, a membership is automatically terminated. Also a membership may be terminated for non-payment of dues. A member may be suspended or expelled for other cause by a two-thirds vote of the Board of Governors after 30 days notice to the member, and after an appropriate hearing, if requested, before the Board of Governors.

6. Non-Discrimination. No person shall be denied membership in the Association because of race, creed, color, sex or national origin.

7. Regular Meetings of Members. The members of the Association shall meet semi-annually at places designated by the President, and approved by the Board of Governors.

8. Notice. All Members shall be notified in writing of the place and time of each meeting, and, in case of a special meeting, the purpose or purposes for which it is called. The Notice shall be given no fewer than 10 nor more than 60 days before a meeting. Notice may be printed in an issue of a regularly published periodical or journal of the Association, mailed to each member entitled to vote, or it may be mailed separately.

9. Quorum. The members present shall constitute a quorum at any meeting.

10. Amount of Dues. The amount and time of payment of dues by each classification of membership shall be fixed by the Board of Governors.

Board of Governors

11. Authority of the Board. The Board of Governors shall govern the activities of, administer the business of and act for the Association in all matters, subject to the direction of membership and provisions of the Charter and these Bylaws.

12. Members of the Board. The Board shall consist of 24 members, as follows:

President

President-Elect

Vice President

Immediate Past President

Secretary

Treasurer

President, Tennessee Judicial Conference

President and President-Elect, Young Lawyers

Division

President, District Attorneys General

Conference

President, District Public Defenders

Conference

Speaker, House of Delegates

One Governor from each of the three Grand

Divisions

One Governor from each of nine Districts as

established by the Board of Governors

13. The Districts are:

First District	Johnson, Hancock, Washington, Hamblen, Carter, Grainger, Unicoi, Sevier, Cocke, Jefferson, Hawkins, Greene, Sullivan, Claiborne
Second District	Campbell, Blount, Union, Loudon, Anderson, Morgan, Knox, Scott, Roane
Third District	Polk, Bradley, Bledsoe, Rhea, Hamilton, Marion, Meigs, McMinn, Sequatchie, Grundy, Monroe
Fourth District	White, Warren, Franklin, Lincoln, Van Buren, Fentress, Moore, Marshall, Pickett, Cumberland, Bedford, Cannon, Putnam, Smith, Rutherford, DeKalb, Overton, Jackson, Wilson, Macon, Clay, Coffee, Trousdale
Fifth District	Davidson
Sixth District	Giles, Lawrence, Humphreys, Houston, Wayne, Perry, Cheatham, Stewart, Lewis, Hickman, Montgomery, Sumner, Maury, Dickson, Robertson, Williamson
Seventh District	Henry, Decatur, Hardeman, McNairy, Carroll, Chester, Hardin, Madison, Henderson, Fayette, Benton
Eighth District	Weakley, Obion, Haywood, Crockett, Lake, Dyer, Tipton, Lauderdale, Gibson
Ninth District	Shelby

14. Eligibility. Any member of the Association is eligible for election to any office in the Association, provided, however, that no District Governor shall serve more than two consecutive elected terms and no Grand Division Governor shall serve more than three consecutive elected terms.

15. Election of Governors. The nine District governors and the three Grand Division governors shall be elected by the voting members from their respective Districts or Grand Divisions. A vacancy in the office of Governor may be filled by appointment of the Board of Governors, said appointee to serve until the next annual election. The election of District Governors shall be rotated among the nine Districts, with governors to be elected annually from three Districts for three-year terms.

A governor from and representing each of the three Grand Divisions shall be elected annually for a one-year term. The term of an elected Governor shall commence immediately following the annual membership meeting of the association.

16. Composition of Districts. The Board of Governors shall have the authority to change composition of the Districts to assure fair and equitable apportionment.

17. Executive Committee. The Executive Committee of the Board of Governors shall consist of the President, President-Elect, Vice President, Immediate Past President, Secretary, and the Treasurer. The Executive Director shall serve as secretary to the Executive Committee. The Executive Committee shall exercise the powers and duties of the Board of Governors when the Board is not in session.

18. Committees. The Board of Governors may create such other committees as it may determine helpful in discharging its responsibilities. Each such committee shall be for such duration, consist of such persons and shall perform the functions as assigned by the Board of Governors.

19. Meetings. The Board of Governors shall meet at least three times each year, at a time and place to be designated by the President. Special meetings may be called by the President or by eight members of the Board.

20. Notice of Meetings. Each Governor including members of the Executive Committee, shall be given prior notice of a meeting either personally or by mail, telephone, telegram or facsimile transmission.

21. Quorum. A majority of the members of the Board shall constitute a quorum.

22. Removal. If a member of the Board of Governors shall attend less than 50 percent of the meetings of the Board of Governors within any administrative year of the Association, the President in his or her discretion may notify the Governor that he or she has been suspended until the next regularly scheduled meeting of the Board when the suspension shall be considered. If the Board shall vote to sustain such a suspension, the Governor shall be notified that membership on the Board is terminated and the Board shall fill the vacancy under the terms of Section 15.

House of Delegates

23. Purpose. The purpose of the House of Delegates shall be to consider, debate, and make the policy recommendations on matters of interest and concern to the legal profession. The House shall act on matters brought to its attention by the Board of Governors and shall have the authority to institute consideration of matters on its own initiative.

24. Authority. The House of Delegates shall report its findings, studies, and recommendations to the Board of Governors. Copies of all minutes of meetings of the House shall be furnished each member of the Board of Governors.

25. Board Action on Policy Recommendations of the House. The Board of Governors may adopt, reject, or amend

the policy recommended by the House of Delegates. The Board of Governors may adopt a policy recommended by the House by majority vote of those present and voting. The Board of Governors may reject or amend a policy recommended by the House of Delegates by a vote of a majority of the voting members of the entire Board. The president or other principal officer of the association shall be present at each meeting of the House of Delegates to report on Association policy, activities, and other matters.

26. Membership of the House. Every two years in odd years a District Delegate shall be elected from each Judicial District to serve for a four-year term with the exception of the sixth, eleventh, twentieth and thirtieth Districts which shall elect two delegates every two years in odd years to serve four-year terms.

In addition to the District delegates, every two years, one (1) young lawyer delegate shall be elected from each Grand Division by the young lawyer members from that Grand Division.

Counties in Judicial Districts

First Judicial District	Carter, Johnson, Unicoi, Washington
Second Judicial District	Sullivan
Third Judicial District	Greene, Hamblen, Hancock, Hawkins
Fourth Judicial District	Cocke, Grainger, Jefferson, Sevier
Fifth Judicial District	Blount
*Sixth Judicial District	Knox
Seventh Judicial District	Anderson
Eighth Judicial District	Campbell, Claiborne, Fentress, Scott, Union
Ninth Judicial District	Loudon, Meigs, Morgan, Roane
Tenth Judicial District	Bradley, McMinn, Monroe, Polk
*Eleventh Judicial District	Hamilton
Twelfth Judicial District	Bledsoe, Franklin, Grundy, Marion, Rhea, Sequatchie
Thirteenth Judicial District	Clay, Cumberland, DeKalb, Overton, Pickett, Putnam, White
Fourteenth Judicial District	Coffee
Fifteenth Judicial District	Jackson, Macon, Smith, Trousdale, Wilson
Sixteenth Judicial District	Cannon, Rutherford
Seventeenth Judicial District	Bedford, Lincoln, Marshall, Moore
Eighteenth Judicial District	Sumner
Nineteenth Judicial District	Montgomery, Robertson
*Twentieth Judicial District	Davidson
Twenty-First Judicial District	Hickman, Lewis, Perry, Williamson
Twenty-Second Judicial District	Giles, Lawrence, Maury, Wayne
Twenty-Third Judicial District	Cheatham, Dickson, Houston, Humphreys, Stewart
Twenty-Fourth Judicial District	Benton, Carroll, Decatur, Hardin, Henry
Twenty-Fifth Judicial District	Fayette, Hardeman, Lauderdale, McNairy, Tipton
Twenty-Sixth Judicial District	Chester, Henderson, Madison
Twenty-Seventh Judicial District	Obion, Weakley
Twenty-Eighth Judicial District	Crockett, Gibson, Haywood
Twenty-Ninth Judicial District	Dyer, Lake
*Thirtieth Judicial District	Shelby
Thirty-First Judicial District	Van Buren, Warren

*The sixth, eleventh, twentieth and thirtieth districts shall elect an additional two Delegates, one for a two-year term and the other for a four-year term with the Delegate receiving the highest number of votes to be designated for the four-year term. Thereafter every two years the additional Delegates from the four said Districts shall be elected for four-year terms.

27. Elections. Election for the position of Delegate shall be as provided for in sections 40 through 46 of the Bylaws.

28. Eligibility. Any member of the Association (except Association Officers), in good standing, shall be eligible to serve as a District Delegate. Any member eligible to be a member of the Young Lawyers Division at the time of

their nomination shall be eligible to serve as a Young Lawyer Delegate. The domicile of any candidate for the position of Delegate shall be deemed to be the county in which his/her principal law office is located at the time of the election.

29. Vacancy of Delegate. If no candidate files a declaration of candidacy for District Delegate in a district or if there is no District Delegate by reason of death, declination or other cause, the officers of the House of Delegates may fill the vacancy. If no candidate files a declaration of candidacy for Young Lawyer Delegate or if there is no Young Lawyer Delegate by reason of death, declination or other cause, the Board of Governors of the Young Lawyers Division may fill the vacancy.

30. Term of Office. The term of an elected Delegate shall commence immediately following the adjournment of the annual meeting of the House next following the certification of the election results.

31. Officers. The House of Delegates shall elect from its membership a Speaker, who shall preside over the House, a Deputy Speaker, and a Secretary. Each shall serve a two-year term, even if the officer's term as a Delegate expires in the interim.

32. Meetings. The annual meeting and additional meetings of the House of Delegates shall be held at times and places as the House shall determine..

33. Bylaws. The House of Delegates shall establish its own rules of procedure, not inconsistent with these Bylaws.

Officers

34. President. The President shall be the principal executive officer of the Association. He or she shall supervise and direct the activities of the Association and shall preside at all the meetings of the Association and of the Board of Governors.

35. President-Elect. The President-Elect shall succeed to the Office of the President. The President-Elect shall discharge the duties of the President upon the death, disability or absence of the President, or upon delegation of that authority by the President.

36. Vice President. The Vice President shall be elected annually by the voting members of the Association. The Office of Vice President shall move in succession from the Grand Division of Middle Tennessee to the Grand Division of East Tennessee to the Grand Division of West Tennessee. The Vice President shall automatically succeed to the Office of the President-Elect.

37. Secretary. The Secretary shall be elected for a one-year term by the Board of Governors at its first meeting following each Annual Convention. The Secretary shall supervise the records of all meetings of the Membership, the Board of Governors and the House of Delegates and shall serve as parliamentarian for meetings of the membership and Board of Governors. The Secretary shall supervise all records and archives of the Association and shall serve as historian while in office.

38. Treasurer. The Treasurer shall be elected by the Board of Governors for a three-year term to commence following the Annual Convention in 1994. The Treasurer shall have general supervision of the financial operations of the Association. At the beginning of the third year of the Treasurer's term, the Board of Governors may elect an Assistant Treasurer who shall not be an officer and who shall have no vote during the year which follows but who shall succeed to the office of Treasurer when the incumbent Treasurer's term expires. Elections shall be held at the Annual Convention every three years thereafter.

39. Executive Director. The Executive Director shall be appointed by the Board and shall serve at its pleasure with such compensation as set from time to time by the Board. The Executive Director shall be in charge of the Association headquarters, shall be responsible for hiring and termination of staff members with the concurrence of the Board, and shall perform other duties as the Board may direct.

Elections of Officers, Governors and American Bar Association Delegates

40. Notice of Election. A notice indicating the officers, governors and delegates to be elected under these Bylaws shall be contained in general membership publication to be disseminated to the membership at least sixty (60) days prior to February 15 of each year. The Board of Governors may also direct that a separate notice of election be disseminated to the membership, said notice to be received not less than 30 days prior to February 15.

41. Nominations. Nominations for Officers (other than the Secretary and Treasurer and those who automatically succeed to an office) TBA delegate to the ABA House of Delegates and Governors shall be by petition signed by 25 or more members of the Association. Nominating petitions shall be filed with the Executive Director by February 15 preceding the election. Nominations for Delegates to the TBA House of Delegates shall be by a declaration of candidacy filed with the Executive Director by February 15 preceding the election.

42. Ballots. Whenever a contest for a position of Officer, Governor or Delegate exists, the Executive Director shall cause ballots to be printed substantially in the form required by the ballot law of the State. Each ballot shall list the candidates alphabetically under each office. Whenever there is no contest for an office for which a candidate qualifies, the Board of Governors (in the case of officers, governors, or TBA delegate to the ABA House of Delegates) and the House of Delegates (in the case of delegate to the TBA House of Delegates) shall have the authority to declare that any duly qualified candidate who is unopposed shall be automatically elected and a report of the election disseminated to the membership.

43. Distribution of Ballots for Voting. By April 1, the Executive Director shall mail to every member of the Association eligible to vote in an Officer, Governor or Delegate election an appropriate ballot or ballots. A signature card, a ballot envelope and a return envelope shall be included with the ballot. The return mail envelopes with the ballots shall bear thereon the address of the accountant or accounting firm tabulating the results of the election.

44. Return and Counting of Ballots. Not later than the mailing of the ballot, the Board of Governors or its Executive Committee shall select a certified public accountant or a certified public accounting firm to tally the ballots. Ballots must be returned to the designated accountant or accounting firm. The accounting firm shall be provided by the Executive Director a list of the active members eligible to vote in the Association. The accounting firm shall, at the close of business on the 1st of May, or, if that day be on a Saturday or Sunday, on the following

Monday, count the ballots.

45. Certification of Election Results. After the tabulation has been made by the accountant or accounting firm, a report of the count shall be delivered by the accounting firm to the President. If two or more candidates receive an equal number of votes, the winner shall be determined by lot under the supervision of the Board of Governors or House of Delegates respectively. The ballots shall be retained for a period of one-year following any election.

46. Death of a Candidate. Whenever a duly nominated candidate in a contested election for an officer, Governor or Delegate dies after February 15, his or her name shall, nevertheless, be printed on the contested ballot. If he or she receives a plurality of the votes cast, a vacancy shall exist.

47. Vacancies of Board Membership. If no candidate is nominated for Governor or if there is no candidate by reason of death, declination or other cause, the Board may fill the vacancy at its next meeting. The Board's action in filling vacancies shall be effective only until the next annual election of the Association.

48. Vacancy of Officers. If a vacancy occurs in the Office of the President, the President-Elect shall perform the duties of the President, without vacating his/her own Office. If a vacancy occurs in the Office of President-Elect, the Board of Governors shall fill that vacancy from the members of the Board of Governors from the Grand Division entitled to be represented in that Office and that appointee shall succeed to the Presidency of the Association. If a vacancy occurs in the Office of Vice President, the Board shall fill that vacancy until the next election at which time the Office of President-Elect shall be open for the nomination and election of a candidate from the Grand Division from which the deceased Vice President came.

49. Election of TBA Delegate, ABA House of Delegates. The TBA Delegates to the ABA House of Delegates shall be elected by a vote of the membership of the TBA. The notice of election, deadline for filing nominating petitions, ballot preparation, mailing and counting of ballots, deadline for receipt of ballots and provisions for contest of elections shall be the same as provided for in sections 40 through 46 for the election of vice president of the TBA. There shall be no requirement as to the grand division from which the candidate shall be nominated or elected. The delegate positions shall be designated by numbers. The delegate positions with terms expiring in the odd numbered years, shall be designated seats one, three, five, etc. by odd numbers. The positions with terms expiring in the even number years, shall be designated as positions two, four, six, etc. by even numbers. For transition purposes only. The position held by the candidate receiving the largest number of votes in the election, being conducted in the Spring of 2000, shall be designated as elected to position two, and candidate receiving the second largest number of votes shall be elected to position four. For the election being conducted in the Spring of 2001, the position to be held by the regular delegate shall be designated position one and the position to be held by a young lawyer delegate shall be designated position three.

Sections

50. Creation or Discontinuance. The Board of Governors may establish Sections for Members interested in particular areas of practice as it deems necessary or advantageous. The Board of Governors may terminate any Section if its function is considered unnecessary in carrying out the objectives of the Association, or may consolidate the functions of Sections to better accomplish such objectives.

51. Function. The function of a Section shall be to investigate, discuss and evaluate trends and activities in its specialized areas and make appropriate recommendations to the Board of Governors regarding legislation, continuing legal education or other needed action in regard to the specialized areas of law.

52. Bylaws of Sections. A Section shall submit its proposed Bylaws and all amendments thereto to the Board of Governors for approval.

53. Funds. Each year a Section shall submit its proposed budget to the Board of Governors for approval. Any funds generated by Section dues unspent or unauthorized for Section projects at the close of a fiscal year shall revert to the general operating fund of the Association.

Fiscal Matters

54. Fiscal Year. The fiscal year of the Association shall be July 1 through June 30.

55. Fiscal Authority. The Executive Director, Treasurer and other members of the Board or staff members delegated by the Board of Governors to sign checks, handle Association funds, or open and close accounts, shall operate under a surety bond in an amount determined by the Board of Governors.

Indemnity

56. Indemnification. The Association shall indemnify each present and future Governor, Delegate, Officer, Employee, or Agent of the Association, or any person who may have served at its request as a Director, Officer or Agent of another company or business entity (and, in either case, their heirs, executors and administrators) to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted.

57. Insurance. The Board of Governors shall have power to purchase and maintain liability insurance on behalf of any person who is or was a Governor, Delegate, Officer, Employee or Agent of the Association, or is or was serving at the request of the Association as a Governor, Delegate, Officer, Director, Employee or Agent of another enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under applicable law.

Dissolution

58. The Association shall use its assets only to accomplish the objectives and purposes as specified in its Charter and these Bylaws. Upon dissolution of the Association, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations as defined in IRS Code Section 501(c)(3), to be selected by the Board of Governors.

Amendment

59. Amendment to the Bylaws. These bylaws may be amended and new provisions may be adopted by any one of the three following methods:

1. By an affirmative vote of two-thirds (2/3) of the entire Board of Governors occurring at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendments; or
2. By the affirmative vote of two-thirds (2/3) of the members present and voting at any regular or special meeting of the members at which a quorum is present and occurring at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendment; or
3. By an affirmative vote of two-thirds (2/3) of the members of the Association who cast votes by mailed ballot with that number of the members voting which would constitute a quorum of a meeting of the members, and the voting deadline for which shall be at least twenty-one (21) days after notice has been given to the membership as to the facts and contents of the proposed amendment, and occurring at least twenty-one (21) days after notice has been given to Board of Governors as to the facts and contents of the proposed amendment.

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